



## RULES OF CONDUCT OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT ABM INVESTAMA TBK

### 1. General

This meeting is Annual General Meeting of Shareholders of PT ABM Investama Tbk (hereinafter referred to as the “Meeting”).

### 2. Time and Venue of Meeting

The Meeting is held on:

Day/Date : Thursday / 2 May 2019  
Time : 2.00 pm – finished  
Venue : Veranda Hotel - Grand Oakwood Room 1<sup>st</sup> Floor  
Jl. Kyai Maja No. 63, Kebayoran Baru,  
Jakarta Selatan, Indonesia

### 3. Meeting Agenda

This Meeting has five agendas to be resolved as follows:

- First Agenda:  
Approval of the Annual Report and Audited Consolidated Financial Statement of PT ABM Investama Tbk and Its Subsidiaries for the Financial Year Ended on 31 December 2018 and the Supervisory Report of the Board of Commissioners during 2018.
- Second Agenda:  
Approval on the Utilization of Company’s Result of Operations for the Financial Year Ended on 31 December 2018.
- Third Agenda:  
Appointment of Registered Public Accountants of the Company for the Financial Year of 2019.
- Fourth Agenda:  
Approval on the Salary/Honorarium and Other Benefits of members of the Board of Commissioners and Board of Directors of the Company.
- Fifth Agenda:  
The changes of the Company’s Management

With the Agenda’s explanation as follows:

1. First Agenda: Pursuant to Article 12 paragraph 2 and 2.a of the Company’s Articles of Association (“AoA”), in conjunction with Article 66, Article 67, Article 68, and Article 69



of the Company Law/UndangUndang Perseroan Terbatas (“UUPT”), the Company’s Annual Report and its financial statements for the financial year ended on December 31, 2018 signed by the Company’s Management need to obtain approval from the shareholders prior an acquit et de charge is granted to Board of Directors (“BOD”) and Board of Commissioners (“BOC”) by shareholders for management and supervision of BOD and BOC.

2. Second Agenda: Pursuant to Article 71 UUPT, utilisation of the Company’s operational result for the financial year of 2018 need to be approved by Company’s shareholders.
3. Third Agenda: With regard to the recommendation of the Audit Committee, the Board of Commissioners of the Company proposes to the Meeting to appoint Public Accountant Firm Purwantono, Sungkoro and Surja to audit the Consolidated Financial Statements of the Company for the period of fiscal year 2019.
4. Fourth Agenda Pursuant to Article 11 paragraph 13, Article 20 paragraph 6 of the Company’s AoA, Article 96 and 113 UUPT, the determination for remuneration or honorarium and/or allowances for the Board of Commissioners need to be approved by the General Meeting of Shareholders, while the determination of remuneration or honorarium and other allowances for the Board of Directors may be delegated to Board of Commissioners by considering the internal policy and recommendation from Nomination and Remuneration Committee.
5. Fifth Agenda: Submission of changes to the management composition of the Company for the current term of office is made with consideration of the Article 14 paragraph 2 of the Company's Articles of Association, where changes in the composition of the Company's management must be approved by the General Meeting of Shareholders.

#### **4. Participants of the Meeting**

- a) The participants of the Meeting are the shareholders or their respective attorneys whose names are registered in the Register of the Company’s Shareholders on 9 April 2019, and/or the holders of the balances in the securities sub-accounts in PT Kustodian Sentral Efek Indonesia at the closing of trading of the Company’s shares in the Indonesia Stock Exchange on 9 April 2019.
- b) The participants of the Meeting have the right to express their opinions and/or ask questions and cast votes in each agenda of the Meeting.
- c) The chairperson of the Meeting shall have the right to ask those present to prove their authority to be present in the Meeting as per the requirements set forth in the call for the Meeting.



- d) The participants of the Meeting who come late after the closing of the registration period are still allowed to attend the Meeting but their votes will not be counted and they will not be allowed to participate in the question and answer session.

#### **5. Invitees**

Those who are not shareholders of the Company who are present by virtue of the Board of Directors' invitation shall not have the right to express their opinions, ask questions and cast votes in the Meeting.

#### **6. Language**

The Meeting is held in bahasa.

#### **7. Chairperson of the Meeting**

The Meeting is chaired by a member of the Board of Commissioners appointed by the Board of Commissioners. The chairperson of the Meeting shall have the right to ask those present to prove their authority to be present in the Meeting.

#### **8. Quorum**

Meeting quorum based on the agenda to be discussed is attended by Shareholders or their legal authority, who jointly represent at least more than ½ (one-half) of the total shares with valid voting rights issued by the Company as relevant to the agenda of the Meeting with reference to the Articles of Association of the Company, Article 26 paragraph (1) of the Regulation of the Financial Services Authority Number 32/POJK.04/2014 on the Planning and Organizing of General Meeting of Shareholders of a Public Company ("FSA Regulation 32/2014"), and Article 86 of Law Number 40 of 2007 on Limited Liability Companies ("Law 40/2007").

#### **9. Questions and Answers**

The question and answer process will be considered as a consensus deliberation process as referred in the Limited Liability Company Law. The implementation of question and answer is as follows:

- a) Each Agenda of the Meeting, opportunity is given for questions and answers or responses.
- b) The questions may only be asked by shareholders.
- c) The shareholders who want to ask questions or express opinions are asked to raise their hands, and subsequently fill in the question form provided by the Meeting officer.
- d) The question forms that have been filled in are then submitted to the Chairperson of the Meeting to be subsequently answered by the Company's Board of Directors and/or Board of Commissioners. Each question and/or opinion or proposal submitted by a



shareholder shall be directly related to the Agenda of the Meeting being discussed in the opinion of the Chairperson of the Meeting.

#### **10. Resolutions**

All resolutions shall be adopted in deliberation for consensus. In the event that the deliberation for consensus cannot be achieved, the adopted resolution shall be valid based on the quorum of the shareholders' approval as relevant to the adopted resolution.

#### **11. Voting**

Voting will be conducted if decisions based on deliberations for consensus are not reached. The voting is as follows:

- a) Voting will be conducted by submitting the ballot;
- b) The voting will be conducted orally by "Raising Hands" with condition as follows:
  - 1) Those who 'Agree' or 'Disagree' or 'Abstain' will submit their ballot paper to the officer;
  - 2) The ballot paper that has been submitted to the officer will be counted and the result of the counting will be read out by a Notary appointed by the Company;
  - 3) The shareholders who abstain shall be deemed to have cast the same votes as those of the majority shareholders.
- c) Each share gives the right to its holder to cast 1 (one) vote; if a shareholder has more than one share, he/she will be asked to cast vote only once and his/her vote shall represent all the shares that he/she owns.

**Jakarta, 2 May 2019**  
**Board of Directors**