

CERTIFIED ENGLISH TRANSLATION OF THE ARTICLES OF ASSOCIATION OF  
**PT. INDO-RAMA SYNTHETICS TBK**

**NAME AND PLACE OF DOMICILE**

**Article 1**

1. This Limited Liability Company shall bear the name **PT. Indo-Rama Synthetics Tbk** (hereinafter in these articles of association shall be abbreviated as "the Company"), domiciled in Purwakarta Regency, West Java Province.
2. The Company may open branches or representative offices in any other places, both inside and outside the territory of the Republic of Indonesia as shall be stipulated by the Board of Directors.

**DURATION OF THE INCORPORATION OF THE COMPANY**

**Article 2**

The Company shall be incorporated for an unspecified period of time, commencing from the third day of January, nineteen hundred and seventy five (3-1-1975) with due observance of the Law Number: 25 of 2007 on Capital Investment.

**PURPOSES AND OBJECTIVES AS WELL AS BUSINESS ACTIVITIES**

**Article 3**

1. The purposes and objectives of the Company are to carry out business in the field of petrochemical industry including amongst others, fiber industry (used in the textile industry) and packaging industry.
2. To achieve the purposes and objectives mentioned above, the Company may carry out the following main business activities:
  - a. To manufacture yarns made of cotton, polyester, rayon, acrylic, nylon and blends thereof and yarns made of natural and/or manmade fibers;
  - b. To set up and operate spinning plants to process and manufacture the above mentioned products;
  - c. To engage in the manufacture of textile grade chips, polyester staple fiber, polyester filament yarn including micro filament;
  - d. To engage in the manufacture of Amorphous Chips and Pet resin which are used as raw materials for packaging;
  - e. To engage in the manufacture of woven, knitted, semi-finished and finished fabrics from natural and man-made raw materials (including blends thereof);
  - f. To engage in the manufacture of products of the industries as mentioned in point 1 above including upstream and downstream industrial products;

- g. To engage in the marketing of the above-mentioned products both inside and outside the country;
  - h. To engage in trading of the aforesaid products, raw materials, spare parts, machineries and other goods required for the aforesaid businesses on its own account and on a commission basis, or on the account of other parties;
  - i. To engage in the import of raw materials, machineries and spare parts, and other goods required for the setting up and operation of the above-mentioned factories;
  - j. To construct power plant to support the smooth operations of the Company's production and sell the surplus power, if any, to other parties in compliance with the applicable laws;
3. To support the aforesaid main business, the Company may carry out the following supporting business activities:
- a. To make investments in other companies, by investing in shares, setting up or acquiring the shares of companies directly or indirectly;
  - b. To provide business consultancy services (including technical & management), provide assets on lease, provide funds required by subsidiaries or other companies in which the Company has investments or for use in aforesaid business or other activities which support the aforesaid business activities.

**CAPITAL**  
**Article 4**

1. The authorized capital of the Company shall amount to Rp 500,000,000,000.00 (five hundred billion Rupiah) divided into 1,000,000,000 (one billion) shares, each share having a nominal value of Rp 500.00 (five hundred Rupiah).
2. From the aforementioned capital a total of 654,351,707 (six hundred fifty four million three hundred fifty one thousand seven hundred seven) shares with a total nominal value of or amounting to Rp 327,175,853,500.00 (three hundred twenty seven billion one hundred seventy five million eight hundred fifty three thousand five hundred Rupiah) have been issued and paid-up in full by the shareholders, all of which have subscribed the shares and the details (breakdown) as well as the nominal value of such shares shall be mentioned at the closing part of this deed.
3. 100% (one hundred percent) of the aforementioned issued capital, i.e. a total of Rp 327,175,853,500.00 (three hundred twenty seven billion one hundred seventy five million eight hundred fifty three thousand five hundred Rupiah) constitutes payment/deposit made earlier and had been paid in full by each of the shareholders;
4. The payment of shares can be made in the form of cash or in other forms. The payment of shares in any other forms other than in the form of money, whether in the form of tangible assets or intangible assets must meet the following provisions:

- a. the goods to be used as capital payment must be announced to the public at the time of sending notice of a General Meeting of Shareholders (hereinafter shall be referred to as the "GMS") regarding the payment;
  - b. The goods to be used as capital payment must be appraised by an Appraiser registered with the Financial Services Authority ("OJK") and are not put as collateral in any manner whatsoever;
  - c. Obtaining approval from a GMS with the quorum as provided for in Article 14 paragraph 1 of the articles of association.
  - d. In the event that the goods used as payment of capital are in the form of the Company's shares which are listed on the Stock Exchange, the price of which shall be stipulated based on the fair market value; and
  - e. In the event that the payment originates from the retained earnings, share premium, the Company's net profits, and/or the element of capital itself, then the retained earnings, share premium, the Company's net profits and/or other elements of capital itself shall have been contained in the last Annual Financial Statements which have been audited by the Public Accountants registered with the OJK with unqualified opinion.
  - f. The total maximum of shares to be issued to the Public shall be decided in the GMS deciding to approve the Public Offer (Right Issue) and to grant power to the Board of Commissioners to state the realization of total shares, which have been issued in the said Public Offer.
5. The shares which are still in reserves (portfolio) shall be issued by the Company with the approval of the GMS on conditions and at a certain price stipulated by the Board of Directors and such price are not below the nominal value, with due observance of the provisions as contained in these articles of association and laws and regulations in the field of Capital Market as well as regulations in the field of Stock Exchange at the place in which such shares are listed.
  6. The issuance of Equity Securities (Equity Securities are Shares or Stocks which may be exchanged with (converted into) shares or Stocks containing the right to obtain shares from the Company as the issuer), shall be carried out under the following provisions:
    - a. Any increase in the capital through the issuance of Equity Securities which are carried out based on order, the said matter shall be obligated to be carried out by granting Pre-emptive Right To Subscribe Securities (hereinafter shall be referred to as "HMETD") to the shareholders whose names are registered in the Company's Register of shareholders on the date determined/stipulated by a GMS which approves the issuance of Equity Securities in the total amount which are equivalent to the total Shares which have been registered in the Company's Register of Shareholders in the name of each shareholder on the said date.
    - b. The issuance of Equity Securities without providing HMETD to the shareholders can be conducted in the case the shares are:

1. Issued to the Company's employees;
  2. Issued to other bondholders or holders of other Securities which can be converted into shares, which have been issued with the approval from a GMS;
  3. Issued within the framework of reorganization and/or restructuring that have been approved by a GMS; and/or
  4. Issued in accordance with regulations in the field of Capital Market, which permits capital addition without HMETD;
- c. The HMETD shall be transferable and tradable within a period of time as determined in the Rules of the Bapepam and LK Number IX.D.1 on Pre-emptive Right To Subscribe Securities.
  - d. Equity securities to be issued by the Company and they are not subscribed by the holder of HMETD must be allocated to all shareholders who order additional Equity Securities, with the provisions that if the total of Equity Securities ordered exceeding the total of Equity Securities which shall be issued, the said Equity Securities which are not subscribed shall be obligated to be allocated equivalent or proportional to the total of HMETD exercised by each of shareholders who order additional Equity Securities.
  - e. In the event that there are still remaining Equity Securities which are not subscribed by the shareholders as referred to in letter d above, in case there are standby purchasers, the said Equity Securities must be allocated to a certain Party who act as the standby purchaser with the same price and terms and conditions.
  - f. The issuance of shares in reserve (portfolio) to the holder of Securities which can be converted into shares or Securities with right to obtain shares, can be conducted by the Board of Directors based on the resolution of the previous GMS of the Company, which has approved the issuance of these Securities.
  - g. Addition of paid-up capital becomes effective after the payment, and the share issued has the same rights as those shares that have the same classification issued by the Company, without prejudice to the obligation of the Company to serve/send the notification to the Minister of Law and Human Rights (hereinafter shall be referred to as "the Minister").
7. Addition to the Company's Authorized Capital
- a) The addition to the Company's authorized capital may only be conducted based on the resolution of a GMS. Amendment to the articles of association in the framework of amendment to the authorized capital must be approved by the Minister.
  - b) The addition to authorized capital resulting in a decrease in the placed and paid-up capital up to less than 25% (twenty five percent) of the authorized capital, can be conducted as long as:

1. It has obtained approval from a GMS to increase the authorized capital;
  2. It has obtained approval from the Minister;
  3. The addition to placed and paid-up capital up to at least 25% (twenty five percent) of the authorized capital is obliged to be made at the latest within a period of 6 (six) months after the approval of the Minister has been secured, as referred to in point 2 above.
  4. In case of the addition to paid-up capital as referred to in point 3 above is not fulfilled completely, the Company must re-amend its articles of association, so that the authorized capital and paid-up capital fulfill the provisions of Article 33 paragraph (1) and paragraph (2) of the Law Number 40 of 2007 on Limited Liability Company (hereinafter shall be referred to as the "UUPT") within a period of 2 (two) months after the period of time as referred to in point 3 above is not fulfilled;
  5. The approval of GMS as referred to in point 1 above shall also include the approval to amend the articles of association as referred to in point 4 above.
- c. Amendment to the articles of association within the framework of addition to the authorized capital becomes effective after the payment of the capital, which results in the amount of paid-up capital at least 25% (twenty five percent) of the authorized capital and has the same right as those of other shares issued by the Company, without prejudice to the obligations of the Company to obtain the approval for the amendment to the articles of association from the Minister with regard to the addition of the paid-up capital.
8. The Company may repurchase the shares which have been issued, with due observance of the provisions of the existing laws and regulations particularly regulations of Capital Market.

## **S H A R E S**

### **Article 5**

1. All shares issued by the Company shall be registered shares.
2. The Company shall only acknowledge one person or 1 (one) legal entity as the owner of 1 (one) share.
3. In the event 1 (one) share due to any reasons shall be jointly owned by several persons, those who jointly have the shares shall be obliged to appoint in writing one person among them or another person as their joint empowered proxy and only this joint empowered proxy shall be registered in the Register of Shareholders and this joint empowered proxy must be considered as the lawful shareholders of the relevant shares and shall be entitled to exercise the rights granted by law upon the said shares.
4. Any shareholder shall be subject to these articles of association and to all decisions/resolutions lawfully made in a GMS and to the existing laws and regulations.

5. All shares issued by the Company may be placed as collateral based on the provisions of laws and regulations on the provision of shares collateral, laws and regulations in the field of Capital Market, and Law on Limited Liability Company (UUPT).
6. Proof of Share Ownership is as follows:
  - a. In the event the Company's Share is not included in the Collective Custody with the Depository and Settlement Agency, the Company is obliged to give proof of share ownership in the form of share certificate or collective share certificate to the shareholder.
  - b. In the event that the Company's Share is included in the Collective Custody with the Depository and Settlement Agency, the Company is obliged to issue certificate or written confirmation to the Depository and Settlement Agency as a proof of recording in the Company's register of shareholders.
7. With regard to all shares of the Company which are listed on the Stock Exchange, laws and regulations in the field of Capital Market and regulations of the Stock Exchange at the place where the Company's shares are listed shall apply.

## **SHARES CERTIFICATES**

### **Article 6**

1. The Company may issue proof of share ownership in the form of share certificate or collective share certificate in the names of their/its respective owners which are registered in the Company's Register of Shareholders, in accordance with the existing laws and regulations in the field of Capital Market and prevailing provisions of the Stock Exchange at the place where the Company's shares are listed/ registered.
2. The Company may issue a collective share certificate as proof of ownership of 2 (two) shares or more owned by a shareholder.
3. On a share certificate at least the following items shall be included:
  - a. Name and address of the Shareholders;
  - b. The share certificate number;
  - c. The share nominal value.
  - d. Date of issuance of the share certificate;
4. On a collective share certificate at least the following items shall be included:
  - a. Names and addresses of the shareholders;
  - b. Collective share certificates number;
  - c. Total of shares and serial number of the relevant share.

- d. The share nominal value;
  - e. Date of issuance of the collective share certificate;
5. On each share certificate and/or collective share certificate and/or conversion bond and/or warrants and/or other stocks which can be converted into shares must be printed and serial number and date of issuance must be included and the same must bear signature of the President Director or a member of the Board of Directors designated by the Board of Directors Meeting, the said signature shall be directly printed on the share certificate and/or collective share certificate and/or conversion bond and/or warrant and/or other securities which can be converted into shares (convertible securities), with due observance of the existing laws and regulations in the field of Capital Market.

## **REPLACEMENT OF SHARE CERTIFICATES**

### **Article 7**

1. In the event that the share certificates are damaged, the replacement of the said share certificates may be issued if:
  - a. The parties who propose written request for the replacement of share certificates are the owner of the said share certificates;
  - b. The Company has received the share certificates which are damaged;
2. The Company shall be obliged to destroy the original share certificates which are damaged after the replacement of share certificates have been granted/ issued.
3. In the event that the share certificates are lost, the replacement of the said share certificates may be issued if:
  - a. The party who propose written request for the replacement of the share certificates is the owner of the said share certificates;
  - b. The Company has received reporting document from the Police of the Republic of Indonesia with regard to the lost of the said share certificate;
  - c. The parties who propose written request for the replacement of share certificates shall grant guarantee as deemed necessary by the Board of Directors; and
  - d. The plan for the issuance of the replacement of the lost share certificates has been announced on the Stock Exchange at the place where the Company's shares are listed at the latest within a period of 14 (fourteen) days before the issuance of the replacement of share certificates.
4. All costs for the issuance of the replacement of share certificates must be borne by the Shareholder concerned.
5. The issuance of the replacement of share certificates for a share certificate in accordance with this article shall cause the original share certificates to be rejected and

shall not be valid any longer, and those which are valid to the Company are the replacement of share certificates.

6. The provisions stated above regarding the issuance of the replacement of share certificates shall also be valid for the issuance of the replacement of collective share certificates or Equity Securities.

## **COLLECTIVE CUSTODY**

### **Article 8**

1. The provisions on Collective Custody shall at least contain the following matters:
  - a. shares in the Collective Custody with the Depository and Settlement Agency shall be registered/ recorded in the Company's Register of Shareholders in the name of the Depository and Settlement Agency.
  - b. shares in the Collective Custody with the Custodian Bank or Securities Company which have been recorded in the Securities account with the Depository and Settlement Agency shall be recorded/registered in the name of the intended Custodian Bank or Securities Company in the interest of the accountholder with the said Custodian Bank or Securities Company;
  - c. if the shares in the Collective Custody with the Custodian Bank constitutes a part of Mutual Fund Securities Portfolio in the form of collective investment contract and not included in the Collective Custody with the Depository and Settlement Agency, the Company will register/record the said shares in the Company's Register of Shareholders in the name of the Custodian Bank in the interest of the owner of Participation Unit from the said Mutual Fund in the form of collective investment contract;
  - d. The Company shall be obliged to issue certificates or confirmation to the Depository and Settlement Agency as referred to in letter a above or Custodian Bank as referred to in letter c above as proof of registration in the Company's Register of Shareholders;
  - e. The Company shall be obliged to transfer the shares in the Collective Custody which are registered in the name of the Depository and Settlement Agency or Custodian Bank for Mutual Fund in the form of collective investment contract in the Company's Register of Shareholders into the name of the Party appointed/designated by the intended Depository and Settlement Agency or Custodian Bank;  
  
The request for transfer must be proposed by the Depository and Settlement Agency or Custodian Bank to the Company or Securities Administration Agency appointed by the Company;
  - f. The Depository and Settlement Agency, Custodian Bank or Securities Company shall be obliged to issue confirmation to the accountholder as proof of registration in the Securities account;



- g. In the Collective Custody, each share of the same types and classification issued by the Company shall be considered equivalent to and may be exchanged between one another;
- h. The Company shall be obliged to reject registration of shares into the Collective Custody if the said share certificates are lost or destroyed, except the Party (shareholders) who requests the intended transfer can provide sufficient proof/ evidence and/or guarantee that the said party is the rightful shareholder and such share certificates are truly lost or destroyed;
- i. The Company shall be obliged to reject a registration of shares into the Collective Custody if the said shares are being put up as collateral, placed in conservatory attachment based on ruling of a court of law or seized for an investigation of a criminal case;
- j. The holder of Securities account, the Securities of which is registered in the Collective Custody shall be entitled to present and/or to cast votes in a General Meeting of Shareholders in accordance with the total number of shares owned/possessed by him/her in the said account;
- k. The Custodian Bank and Securities Company shall be obliged to submit/surrender list of Securities account and the total number of the Company's shares owned/possessed by each accountholder with the said Custodian Bank and Securities Company to the Depository and Settlement Agency, to be subsequently surrendered/submitted to the Company at the latest 1 (one) business day before a notice of a General Meeting of Shareholders (GMS) is served/ sent;
- l. The Investment Manager shall be entitled to be present and to cast votes in a General Meeting of Shareholders upon the Company's shares which are included in the Collective Custody with the Custodian Bank which shall constitute a part of Mutual Fund Securities portfolio in the form of collective investment contract and not included in the Collective Custody with the Depository and Settlement Agency, with the provision that the said Custodian Bank shall be obliged to submit the name of the said Investment Manager at the latest 1 (one) business day before the notice of a General Meeting of Shareholders;
- m. The Company shall be obliged to surrender dividend, bonus shares or other rights in connection with the ownership of shares to the Depository and Settlement Agency over the shares in the Collective Custody with the Depository and Settlement Agency, and subsequently the said Depository and Settlement Agency shall surrender the dividend, bonus shares or other rights to the Custodian Bank and Securities Company in the interest of each accountholder with the said Custodian Bank and/ or Securities Company;
- n. The Company shall be obliged to surrender dividend, bonus shares or other rights relating to the ownership of shares to the Custodian Bank over the shares in the Collective Custody with the Custodian Bank which constitute a part of Mutual Fund Securities Portfolio in the form of collective investment contract and not included in the Collective Custody with the Depository and Settlement Agency; and



4. With regard to any change of address of the shareholders whose names are registered in the Register of Shareholders or in the Special Register of the Company, the relevant shareholders shall be obliged to notify the Board of Directors in writing regarding the change of such address.

As long as such notification has not been duly received, all letters or notices of a General Meeting of Shareholders, if its deemed necessary in accordance with the existing laws and regulations, shall be addressed or delivered to the address of the shareholders as most recently recorded in the Register of Shareholders of the Company, unless otherwise stipulated in these articles of association.

5. The Board of Directors shall prepare the Register of Shareholders and Special Register at the office of the Company. The shareholders or his/her/their lawful proxy may request in order that the Register of Shareholders and the Special Register concerned be shown to him/her/them at working hours of the Company.
6. The lawful shareholders of the Company shall be entitled to exercise all rights granted to a shareholder based on the provisions of the existing laws and regulations with due observance of the provisions of these articles of association.
7. Registration of name (owner's name) of more than 1 (one) person for 1 (one) share or transfer of ownership rights to 1 (one) share to more than 1 (one) person shall be prohibited.

Therefore in the event of joint ownership of 1 (one) share, the joint owners must appoint one person among them who shall represent them in the said ownership of shares and such person must be considered as the shareholder of said share and whose name must be registered as a shareholder in the Register of Shareholders and on the relevant share certificate.

In the event that the holders of joint ownership right to share are negligent to notify the Company in writing regarding the appointment of their joint representative/proxy, the Company shall be entitled to treat the shareholder whose name is registered in the Register of Shareholders of the Company as the only lawful shareholder of the said share(s).

8. The Company's Board of Directors may appoint and give authority to the Securities Administration Agency to do the registration of shares in the Register of Shareholders and Special Register.

Any registration or recording in the Register of Shareholders including registration on a sale, transfer, mortgage by collateral, pledge or fiduciary security relating to the Company's shares or rights or interests to the shares must be carried out in accordance these articles of association and laws and regulations in the field of Capital Market.

## **TRANSFER OF OWNERSHIP RIGHTS TO SHARES**

### **Article 10**

1. a. The transfer of ownership rights to shares must be proved by a document which is signed by or on behalf of the party making the transfer (transferor) and by or on behalf of the party receiving the transfer (transferee) of the relevant shares.
- b. The transfer of ownership right to shares which are included in the Collective Custody shall be carried out by transfer from a securities account to another securities account with the Depository and Settlement Agency, Custodian Bank and Securities Companies.

Documents/Deed of transfer of ownership right to shares must be in the form as determined and/or which is acceptable to the Board of Directors with the provisions that the documents of transfer of ownership right to shares which are registered with the Stock Exchange must fulfill the existing regulations of the Stock Exchange at the place where the said shares are listed, without prejudice to the existing laws and regulations and the existing provisions at the place where the Company's shares are listed.

2. Transfer of ownership right to shares which are contrary to the provisions contained in these articles of association or not in accordance with the existing laws and regulations or without approval from the competent authorities if required, shall not apply to the Company.
3. The Board of Directors on their own discretion and by giving reasons for that purpose, may reject/refuse to register the transfer of ownership rights to shares in the Register of Shareholders if the provisions of these articles of association are not fulfilled.
4. If the Board of Directors rejects/refuses to register the transfer of ownership right to shares, the Board of Directors shall be obliged to submit/send notice of rejection/refusal to the party who will transfer his/her/its rights at the latest within a period of 30 (thirty) calendar days after the date of request for such registration is received by the Board of Directors and with due observance of the existing laws and regulations in the field of Capital Market and regulations of the Stock Exchange at the place where the Company's shares are listed.
5. In the event that a change of ownership right to a shares is made, the original/previous owner who is registered in the Register of Shareholders must be still considered as a shareholder until the name of a new shareholder has been included in the Register of Shareholders, and such inclusion shall be done with due observance of the existing laws and regulations and provisions in the field of Capital Market and the provisions of the Stock Exchange at the place where the Company's shares are listed.
6. Any persons who obtains the ownership right to a share as consequences of the death of a shareholder or due to any other reasons which cause the ownership rights to a share to be transferred before the law, by submitting proof of right as shall be required by the Board of Directors from time to time, may propose written request to be registered as a shareholder of the said share.

-Registration may only be carried out if the Board of Directors duly accepts the said proof of rights and without prejudice to the provisions contained in these articles of association.

7. The shareholder who requests the holding of the GMS as referred to in Article 11 paragraph 6 shall not transfer the ownership right to his/her/its shares within a period of at least 6 (six) months after the holding of the GMS if the request is granted by the Board of Directors or the Board of Commissioners or is stipulated by a court of law.
8. Forms and procedures for transfer of ownership right to shares traded in Capital Market shall be obliged to fulfill the laws and regulations in the field of Capital Market and the provisions of the Stock Exchange at the place where the said shares are listed.

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 11**

1. The GMS are:
  - a. Annual GMS;
  - b. Other GMS, hereinafter in these Articles of Association shall be referred to as Extraordinary GMS.
2. The terms of GMS in these articles of association shall mean both Annual GMS and Extraordinary GMS, unless otherwise expressly stated.
3. In the Annual GMS:
  - a. The Board of Directors shall submit/present:
    - annual report which has been examined by the Board of Commissioners to obtain approval from a GMS;
    - financial report which has been audited by a Registered Public Accountant to obtain approval and ratification from a GMS;
  - b. The use of the profits of the Company shall be decided, if the Company has the positive retained earnings;
  - c. Appointment of Registered Public Accountants and/ or granting power of attorney to the Board of Commissioners to appoint a registered public accountant;
  - d. The appointment of the members of the Board of Directors and/or the members of the Board of Commissioners of the Company (if any).
  - e. Other matters, which have been duly proposed to the meeting without prejudice to the provisions of these Articles of Association, shall be decided.
4. The approval for the annual report and the adoption of financial report by an Annual GMS shall grant full release and discharge to the members of the Board of Directors and the members of the Board of Commissioners from the management and supervisions they took during the past financial year, to the extent that the said actions are dealt with in the said annual report and financial report, unless fraud, swindle, and other criminal offences.

5. An Extraordinary GMS may be held at any time based on the needs to discuss and decide the items on the agenda of the Meeting except for the items on the agenda of the meeting as referred to in paragraph (3) letters a and b, with due observance of the existing laws and regulations and Company's articles of association.
6. The shareholders may submit proposal for an item on the agenda of a GMS in accordance with the provisions of POJK 32 or the substitute provisions at a later date and or the provisions of prevailing laws and regulations specifically regulations in the field of Capital Market.

## **PLACE, NOTIFICATION, NOTICE AND TIME OF HOLDING OF A GENERAL MEETING OF SHAREHOLDERS**

### **Article 12**

1. A GMS shall be held:
  - a. at the place where the Company has its place of legal domicile; or
  - b. at the place where the Company carries out its main business activities; or
  - c. at the provincial capital city; or
  - d. at the province at the place of domicile of the Stock Exchange where the Company's shares are listed provided that it is held within the territory of the Republic of Indonesia.
2. The Company shall submit prior notification of the items of the agenda of the GMS to the Financial Services Authority (OJK) no later than 5 (five) business days prior to the announcement of the GMS, excluding the date of announcement of the GMS.
3. Notification of a GMS shall be served/sent at the latest 14 (Fourteen) days before the notice of a GMS, excluding the date of notification (announcement) and the date of the notice.
4.
  - a. Notice of a GMS shall be served/sent at the latest 21 (twenty one) calendar days before the date of the said GMS, excluding the date of notice and the date of the GMS.
  - b. the notice of a second GMS shall be served/ sent at the latest 7 (seven) days before the date of the second GMS is convened, and accompanied by information that the first GMS had been convened but the quorum was not present.
  - c. In the Notice of GMS it is compulsory to state the date, time, place, the agenda, and notification that the matters and/or items to be discussed in the GMS are available at the office of the Company in accordance with the Law on Limited Liability Company (UUPT), unless otherwise regulated in the laws and regulations in the field of Capital Market.
  - d. A second GMS shall be held at the earliest 10 (ten) days and at the latest 21 (twenty one) days after the first GMS.
5. Without prejudice to the other provisions of these Articles of Association, the notice shall be served/ sent by the Board of Directors or by the Board of Commissioners in

accordance with the procedures which have been determined in these Articles of Association.

-Announcement and notice shall be served/sent by placing advertisement at least in 1 (one) daily newspaper published in Indonesian language having a national circulation as determined by the Board of Directors, at the Company's website and at the Stock Exchange's website, unless otherwise stipulated in the regulations of Capital Market.

6. A GMS to decide matters which have conflict of interest, the announcement and notice of which shall be served/sent with due observance of the regulations of capital market.
7. The provisions and procedures for the application for the holding of the GMS shall comply with the requirements set out in the POJK 32 or the substitute provisions at a later date and or the provisions of prevailing laws and regulations specifically regulations in the field of Capital Market.

### **CHAIRPERSON, MINUTES OF A GENERAL MEETING OF SHAREHOLDERS AND RULES OF ORDER OF THE MEETING**

#### **Article 13**

1. A GMS shall be chaired by a member of the Board of Commissioners appointed by the Board of Commissioners.  
In the event that all members of the Board of Commissioners are not present or all of them are not available or are unable to attend the meeting, the GMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors. In the event that all members of the Board of Directors are not present or all of them are not available or are unable to attend such meeting, the GMS shall be chaired by a shareholder present in the said GMS selected by and from among those present in the said GMS.
2. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners has a conflict of interest with the matters to be decided in a GMS, the GMS shall be chaired by another member of the Board of Commissioners who has no conflict of interest who is appointed by the Board of Commissioners.  
In the event that all members of the Board of Commissioners have conflict of interests, a GMS shall be chaired by a Director who is appointed by the Board of Directors. In the event that one of the members of the Board of Directors who is appointed by the Board of Directors has a conflict of interest with the matters to be decided in a GMS, the said GMS shall be chaired by a member of the Board of Directors who has no conflict of interest.  
In the event that all members of the Board of Directors have conflict of interests, a GMS shall be chaired by an independent shareholder who is appointed by other shareholders who are present in the said GMS.
3. The chairperson of the GMS shall be entitled to request those present in the meeting to produce his/her proof of authority to be present in the said meeting.
4. From all matters discussed and decided in a GMS, Minutes of Meeting shall be drawn up in the form of Notarial deed.

5. The said Minutes of Meeting shall become lawful evidence to all shareholders and any third parties regarding the decisions/resolutions made and anything occurs in the Meeting.
6. The rules of order for the holding of the GMS shall refer to the provisions set out in the POJK 32 or the substitute provisions at a later date and or the provisions of the prevailing laws and regulations specifically regulations in the field of Capital Market.

**QUORUM, VOTING RIGHT, RESOLUTION OF A GENERAL MEETING OF  
SHAREHOLDERS AND MINUTES OF GENERAL MEETING OF  
SHAREHOLDERS**

**Article 14**

1. The quorum of attendance and resolutions/decisions of GMS with regard to the matters to be decided in the GMS including the issuance of Equity Securities shall be made based on the following provisions:
  - a. The GMS shall be attended by more than 1/2 (one half) of the total shares with voting rights are present or represented in the meeting.
  - b. In the event that the quorum as referred to in paragraph 1 is not present, a notice of the second GMS may be served/ sent.
  - c. In the notice of the second GMS shall state that the First GMS has been convened but the quorum is not present.
  - d. In the second GMS at least 1/3 (one third) of the total shares with voting rights shall be present and be represented;
  - e. The resolutions of the GMS shall be lawful if it is approved by more than 1/2 (one half) of the total shares with voting rights present in the GMS; and
  - f. In the event that the quorum is not present at the second GMS, the quorum, total votes to make decisions/resolutions, notice and time for convening the GMS shall be decided by the OJK at the request of the Company.
2. The GMS purported to amend the Company's articles of association, including amendments to the Company's Articles of Association which require approval of the Minister, shall be convened with the following provisions:
  - a. The GMS shall be attended by the shareholders who are representing at least 2/3 (two thirds) of the total shares with lawful voting rights and the decisions/resolutions are lawful if it is approved by more than 2/3 (two thirds) of the total shares with voting rights which are present in the GMS.
  - b. In the event that the quorum as referred to in letter a above is not present, a second meeting is lawful and shall be entitled to make lawful decisions/resolutions if it is attended by the shareholders who are representing at least 3/5 (three fifths) of the total shares with lawful voting rights and the decisions/resolutions are lawful if it



is approved by more than 1/2 (one half) of the total shares with voting rights which are present in the GMS.

- c. In the event that the quorum in a second Meeting is not present, the quorum of attendance of the third GMS, total votes to make decisions/resolutions, notice and time for convening the GMS shall be decided by the OJK at the request of the Company.
3. The GMS purported to transfer the Company's assets or to put the Company's assets as collateral of more than 50% (fifty percent) of the total Company's net assets in one or several transactions either separate or related or not, merger, consolidation, acquisition, and separation, to file an application in order that the Company is declared bankrupt, extension of the duration of the Company and dissolution shall be convened with the following provisions:
- a. The GMS shall be attended by the shareholders who are representing at least 3/4 (three quarters) of the total shares with lawful voting rights and the decisions/resolutions are lawful if it is approved by more than 3/4 (three quarters) of the total shares with voting rights which are present in the GMS.
  - b. In the event that the quorum as referred to in Article 14 paragraph 3a above is not present, a second meeting is lawful and shall be entitled to make decisions/resolutions if it is attended by the shareholders who are representing at least 2/3 (two thirds) of the total shares with lawful voting rights and the decisions/resolutions are lawful if it is approved by more than 3/4 (three quarters) of the total shares with voting right which are present in the GMS.
  - c. In the event that the quorum of attendance as referred to in Article 14 paragraph 3b is not present, the quorum of attendance, total votes to make decisions/resolutions, notice and time for convening the GMS shall be decided by the OJK at the request of the Company.
4. The GMS purported to approve the transaction involving conflict of interests shall be held or convened with the following provisions:
- a. The shareholders who have conflict of interests shall be considered to have granted the same decision/resolution with the decision/resolution approved by the independent shareholders who have no conflict of interests;
  - b. The GMS must be attended by the independent shareholders representing more than 1/2 (one half) of the total shares with lawful voting rights which are owned/possessed by independent shareholders and the decisions/resolutions are lawful if such decisions/resolutions is approved by independent shareholders representing more than 1/2 (one half) of the total shares with lawful voting rights which are owned/possessed by the independent shareholders;
  - c. In the event that the quorum as referred to in letter b above is not present, a second GMS may make lawful decisions/resolutions with the requirements that such meeting is attended by the independent shareholders representing more than 1/2

(one half) of the total shares with lawful voting rights which are owned/possessed by the independent shareholders present in the GMS; and

- d. In the event that the quorum as referred to in letter c above is not present, the quorum of attendance, total votes to make decisions/resolution, notice and the time for convening the GMS shall be determined by the OJK at the request of the Company.
5. Those who are entitled to be present in a GMS are the shareholders whose names are registered in the Register of Shareholders of the Company 1 (one) business day before the date of Notice of a GMS with due observance of the existing laws and regulations and the provisions of the Stock Exchange at the place where the Company's shares are listed.
6. The shareholders may be represented by another shareholder or any third parties by virtue of written power of attorney with due observance of the existing laws and regulations.
7. In the Meeting, each share shall grant right to cast 1 (one) vote to its owner/holder.
8. The shareholders with voting rights who are present in the GMS but they do not cast their votes (abstain) shall be considered to have cast the same votes as those of the majority votes of the shareholders who are casting votes.
9. In the voting, the relevant member(s) of the Board of Directors, the member(s) of the Board of Commissioners and the employees of the Company may not act as proxy of the shareholders.
10.
  - a. All decisions/resolutions of a GMS shall be made based on deliberation and/or discussion leading to mutual agreement/consensus.
  - b. In the event that a decision/resolution to be made based on deliberation and/or discussion (leading to mutual consensus) is not reached, such resolution shall be made by voting;
  - c. The decision making by voting as referred to in sub-paragraph b above shall be made with due observance of the provisions on quorum of attendance and quorum of resolution of a GMS.
11. Provisions on the preparation of Minutes of the GMS and Summary of the Minutes of GMS of the Company that have not been provided for in these articles of association shall refer to the Regulations of OJK in the field of Capital Market and other prevailing laws and regulations.

**BOARD OF DIRECTORS**  
**Article 15**

1. The Company shall be managed and led by a Board of Directors.

2. The Board of Directors shall consist of at least 2 (two) persons with the following composition:
  - a. 1 (one) President Director;
  - b. at least 1 (one) member of the Board of Directors.
3. Requirements for the member(s) of the Board of Directors must comply with the provisions of Laws on Limited Liability Company (UUPT), laws and regulations in the field of Capital Market, and laws and regulations related to the Company's business activities.
4. The members of the Board of Directors shall be appointed and dismissed/discharged by a GMS, and the said appointment shall be valid commencing from the date stipulated in the GMS which decides his/her/their appointment and shall cease at the closing of the 5<sup>th</sup> (fifth) Annual GMS after the date of his/her/their appointment with due observance of the provisions of laws and regulations in the field of Capital Market, unless otherwise stipulated in the GMS.
5. The member of the Board of Directors whose term of office has come to an end (has expired) may be re-appointed in accordance with the resolutions of the GMS.
6. The Company shall be obliged to hold a GMS to decide an application for resignation of the member of the Board of Directors at the latest within a period of 90 (ninety) days after the receipt of such letter of resignation.
7. In the event that the members of the Board of Directors resign, so it results in the total members of the Board of Directors being less than 2 (two) persons, the said resignation is lawful if it is determined by a GMS and new members of the Board of Directors have been appointed, so it has fulfilled the requirements of the minimum numbers of the members of the Board of Directors.
8. In the event that there is a member of the Board of Directors who is suspended by the Board of Commissioners, at the latest within a period of 90 (ninety) days after the date of suspension, the Company shall be obliged to hold a GMS.
9. In the event the GMS as referred to in number 9 of this Article cannot make a decision/ resolution or upon the lapse of such period of time the GMS does not held/convened, such suspension of the member of the Board of Directors becomes null and void.
10. A GMS may:
  - appoint another person to fill the position of a member of the Board of Directors who is dismissed/ discharged from his/her office; or
  - fill the position of a member of the Board of Directors who has resigned from his/her office; or
  - appoint a person as a member of the Board of Directors to fill a vacancy; or

- make addition to the number of new members of the Board of Directors.

Term of office of a person who is appointed to replace a member of the Board of Directors who is dismissed/ discharged in such a way or a member of the Board of Directors who has resigned or to fill such vacancy is the remainders of the term of office (remaining term of office) of the member of the Board of Directors whom he/she replaced and the term of office of the additional new members of the Board of Directors is the remainders of the term of office (remaining term of office) of the incumbent members of the Board of Directors, unless otherwise stated in the GMS.

11. The term of office (position) of a member of the Board of Directors shall be automatically cease/be terminated if:
  - a. he/she is declared bankrupt or put under custody based on ruling of the court of law; or
  - b. he/she no longer fulfils the requirements of the existing laws and regulations; or
  - c. he/she dies; or
12. Salary, merit pay and other allowances of the members of the Board of Directors (if any) shall be determined by a GMS and such authority may be delegated to the Board of Commissioners by such GMS.
13. If due to any reasons a vacancy occurs in the office/ function of the members of the Board of Directors resulting in the total members of the Board of Directors being less than 2 (two) persons as referred to in paragraph 2 of this Article, at the latest within a period of 90 (ninety) days after such vacancy has occurred, a GMS shall be held/convened to fill such vacancy, with due observance of the existing laws and regulations in the field of Capital Market.
14. If the position of the President Director is vacant and as long as the replacement/substitute thereof has not been appointed yet, or if the newly appointed President Director has not occupy his/her position, and the President Director is not present or is not available or is unable due to any reasons whatsoever, a member of the Board of Directors shall carry out the obligation of the President Director and shall have the same authority and responsibility as the President Director. In the event that all members of the Board of Directors are vacant, the provisions of Article 19 paragraph 4 of the Company's articles of association shall be applied.
15. Provisions on the requirements of appointment, dismissal and replacement of the members of the Board of Directors that have not been provided for in these articles of association shall refer to the Regulations of OJK in the field of Capital Market and other prevailing laws and regulations.

## **DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS**

### **Article 16**

1. The Board of Directors shall be fully responsible to carry out their duties in order to achieve the purposes and objectives and the interest of the Company.

2. Any members of the Board of Directors in good faith and with full responsibility shall be obliged to carry out his/her duties with due observance of the existing laws and regulations and the Company's Articles of Association.
3. The Board of Directors shall be entitled to lawfully and directly represent the Company both inside and outside the Court of Law with regard to all matters and in all events, to bind the Company to other parties and to bind other parties to the Company and to take all measures/actions, both with regard to the management affairs as well as ownership affairs.
4. Legal conduct to transfer, relinquish the ownership right to or to put up all or with the majority that is with the value of more than 50% (fifty percent) of the Company's assets as collateral in one financial year, either in one or several separate or related transactions cumulatively, must obtain approval from a GMS with terms and conditions as referred to in Article 14 paragraph 3 of the Company's articles of association.
5. Legal conduct to make Material Transaction and Certain Conflict of Interest Transaction as intended in the laws and regulations in the field of Capital Market, must obtain approval of a GMS of the Company, with the terms and conditions as regulated in the laws and regulations in the field of Capital Market.
6.
  - a. The President Director shall be entitled and authorized to act for and on behalf of the Board of Directors as well as representing the Company;
  - b. In the event that the President Director is not present or is not available or is unable to attend due to any reasons whatsoever, which matters is not required to be proved to any third parties, a member of the Board of Directors shall be entitled and authorized to act for and on behalf of the Board of Directors as well as representing the Company.
7. Without prejudice to their responsibilities, the Board of Directors shall be entitled to appoint one or more person as their representative or proxy to act for and on behalf of the Board of Directors and for that purpose they are supplied with written power of attorney, and in such written power of attorney the authority to carry out certain measures must be granted to the holder(s)/receiver(s) of the said power.
8. Division of duties and authority of each member of the Board of Directors shall be determined/decided by a GMS, in the event that the GMS does not determine the same, the division of duties and authority of each member of the Board of Directors shall be determined based on the decision/resolution of the Board of Directors.
9. To take legal conduct in the form of transaction involving a conflict of interest between the individual/personal economic interest of a member of the Board of Directors, a member of the Board of Commissioners or founding shareholder and the economic interest of the Company, the Board of Directors of the Company must obtain approval from a GMS, with terms and conditions as referred to in Article 14 paragraph 4 of these articles of association, with due observance of the regulations in the field of Capital Market.

10. In the event that the Company shall have interest which are contrary to the individual/personal interest of a member of the Board of Directors, the Company shall be represented by another member of the Board of Directors and in the event that the Company shall have interest which are contrary to the interest of all members of the Board of Directors, in this matter the Company shall be represented by the Board of Commissioners, with due observance of the existing laws and regulations.

## **BOARD OF DIRECTORS MEETING**

### **Article 17**

1. The Board of Directors shall hold the Board of Directors meeting regularly at least once (1) a month, unless if deemed necessary by a member of the Board of Directors or at the written request of one or more member of the Board of Commissioners or at the written request of 1 (one) or more shareholders who jointly represent 1/10 (one tenth) of the total shares with lawful voting right which has been issued by the Company.
2. Notice of the Board of Directors Meeting shall be served/sent by a member of the Board of Directors who is entitled to represent the Board of Directors in accordance with the provisions of Article 16 paragraph 6 of these articles of association.
3. Notice of the Board of Directors Meeting shall be served/sent by means of registered mail and conveyed directly to each member of the Board of Directors with reasonable written proof of receipt at the latest 5 (five) days before the meeting is held or by telegram or by telex or facsimile which must be confirmed in writing, excluding the date of notice and the date of the meeting.
4. In the said notice of meeting, the Agenda, the date, time and place of the Meeting must be stated.
5. The Board of Directors Meeting may be held at the place where the Company has its permanent and general place of legal domicile or at the permanent and general place of legal domicile of the Stock Exchange where the Company's shares are listed, provided that it is held within the territory of the Republic of Indonesia.

If all members of the Board of Directors are present or represented, the said prior notice shall not be required and the Board of Directors Meeting may be held anywhere within the territory of the Republic of Indonesia or through teleconference, video conference, or other electronic media facilities that make it possible for all participants of the Board of Directors Meeting to see and/or hear directly one unto another as well as to participate in the Board of Directors Meeting, provided that minutes of the Meeting held by telephone conference or other similar communication equipments shall be made in writing and distributed to all members of the Board of Directors participating in the meeting, for signature. The resolutions/decisions adopted in such manner shall have the same legal force and effect as the resolutions lawfully made in a Board of Directors Meeting.

6. The Board of Directors Meeting shall be chaired by the President Director.

In the event that the President Director is not present or is not available or is unable to attend a Board of Directors Meeting which matters is not required to be proved to any

third parties, the Board of Directors Meeting shall be chaired by a member of the Board of Directors selected from and among those members of the Board of Directors present in the said Meeting.

7. A member of the Board of Directors may be represented in the Board of Directors Meeting only by another member of the Board of Directors by virtue of written power of attorney.
8. The Board of Directors Meeting shall be lawful and shall be entitled to make binding decisions if more than 1/2 (one half) of the total members of the Board of Directors are present and/or represented in the meeting.
9. Decisions/resolutions of the Board of Directors Meeting shall be made based on deliberation and/or discussion leading to mutual agreement/consensus. In the event that a decision/resolution to be made based on deliberation and/or discussion (leading to mutual agreement) is not reached, such resolution shall be made based on the votes cast being in favor (by affirmative vote) of more than 1/2 (one half) of the total votes lawfully cast in the said Meeting.
10. In the event that the total votes cast being in favor of and against (opposed to) are equal in number, the proposal concerned shall be considered to have been rejected.
11.
  - a. Each member of the Board of Directors present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Directors he/she represents.
  - b. Each member of the Board of Directors, personally/ individually by whatsoever means directly or indirectly shall have interest in a transaction, contract or proposed contract, in which the Company shall become one of their party, must state the nature of such interest in the Board of Directors Meeting and shall not be entitled to participate in casting of votes regarding the matters relating to the said transaction or contract, unless otherwise expressly stated by the Board of Directors Meeting.
12. Minutes of the Board of Directors Meeting shall be drawn up by a person present in the meeting who is designated by the Chairperson of the Meeting and such minutes of meeting must be signed by all members of the Board of Directors present in the meeting and the same shall be distributed to all members of the Board of Directors. In the event that the minutes of meeting are drawn up by a Notary Public, the said signatures are not required.
13. The minutes of the Board of Directors Meeting which are drawn up in accordance with the provisions of paragraph 12 of this Article shall constitute a valid evidence regarding decisions/resolutions made in the relevant Board of Directors Meeting, both for the members of the Board of Directors and for any third parties.
14. The Board of Directors may also make/adopt lawful and binding resolutions without holding the Board of Directors Meeting with the stipulation that all members of the Board of Directors have been notified in writing regarding the related proposal and all

members of the Board of Directors have given their approval in writing on the matters proposed and the said approval must be signed by all of them.

The resolutions adopted in such manner shall have the same force and effect as the resolutions lawfully made in the Board of Directors Meeting.

15. Provisions on the temporary suspension of a member of the Company's Board of Directors that have not been provided for in these articles of association shall refer to the Regulations of OJK in the field of Capital Market and other prevailing laws and regulations, with due observance of the prevailing provisions of the POJK.

## **THE BOARD OF COMMISSIONERS**

### **Article 18**

1. The Board of Commissioners shall consist of at least 3 (three) members, consisting of:
  - a. 1 (one) President Commissioner;
  - b. at least 1 (one) Vice President Commissioner;
  - c. the remainder as a member of the Board of Commissioners.
2. Requirements for the member(s) of the Board of Commissioners must comply with the provisions of Laws on Limited Liability Company (UUPT), laws and regulations in the field of Capital Market, and laws and regulations related to the Company's business activities.
3. The members of the Board of Commissioners shall be appointed and dismissed/discharged by a GMS, the said appointment shall be valid commencing from the date stipulated in a GMS which decides their appointment and shall cease at the closing of the 5<sup>th</sup> (fifth) Annual GMS after the date of their appointment, with due observance of the provisions of laws and regulations in the field of Capital Market, unless otherwise determined in the Company's articles of association.
4. The members of the Board of Commissioners, whose term of office has come to an end (has expired), may be reappointed, in accordance with the resolutions of the GMS.
5. The Company shall be obliged to hold a GMS to decide an application for resignation of a member of the Board of Commissioners at the latest within a period of 90 (ninety) days after the receipt of such letter of resignation.
6. In the event that the members of the Board of Commissioners resign, so it results in the total members of the Board of Commissioners being less than 3 (three) persons, the said resignation is lawful if it is determined by a GMS and new members of the Board of Commissioners have been appointed, so it has fulfilled the requirements of minimum numbers of the members of the Board of Commissioners.
7. The term of office (position) of a member of the Board of Commissioners shall be automatically ceased/be terminated if he/she:



- a. is declared bankrupt or put in a custody based on ruling of a Court of Law; or
  - b. is prohibited from holding a position as a member of the Board of Commissioners based on the provisions of the existing laws and regulations; or
  - c. dies; or
8. The amount of salary and other allowances for the members of the Board of Commissioners shall be determined by a GMS.
  9. If a vacancy occurs in the office/function of the Board of Commissioners resulting in the total members of the Board of Commissioners being less than 3 (three) persons, as referred to in paragraph 1 of this Article, within a period of 90 (ninety) days after such vacancy has occurred, a GMS shall be held to fill such vacancy with due observance of the existing laws and regulations in the field of Capital Market.
  10. Provisions on the requirements of appointment, dismissal and replacement of the members of the Board of Commissioners that have not been provided for in these articles of association shall refer to the Regulations of OJK in the field of Capital Market and other prevailing laws and regulations.

## **DUTIES AND AUTHORITY OF THE BOARD OF COMMISSIONERS**

### **Article 19**

1. The Board of Commissioners shall exercise supervision and control over the management policy, and the running of the Company's management in general, both with regard to the Company and Company's business, and to give advices to the Board of Directors.
2. The Board of Commissioners at any time at working hours of the Company shall be entitled to enter into the buildings and premises (building yard) or other places used or controlled by the Company and is/are entitled to examine all bookkeeping, letters and other evidences, to examine and to verify the position of the cash (money), etc. and shall be entitled to be informed of all steps or measures that have been taken by the Board of Directors.
3. The Board of Directors and each member of the Board of Directors shall be obliged to make all explanations/ information available regarding all matters asked by the Board of Commissioners.
4. In the event that all members of the Board of Directors are suspended (relieved for the time being) and the Company has no members of the Board of Directors, the Board of Commissioners shall be obliged to temporarily manage the Company. In such a case, the Board of Commissioners shall be entitled to confer power upon one or more members of the Board of Commissioners to manage the Company for the time being at the risk of the Board of Commissioners.
5. In the event that there is only one member of the Board of Commissioners, all duties and authority granted to the President Commissioner or to the members of the Board of Commissioners in these articles of association shall also apply to him/her.

6. The Board of Commissioners based on a resolution of the Board of Commissioners Meeting at any time is entitled to temporarily suspend one or more member of the Board of Directors from his/her/their office, if the said member of the Board of Directors act(s) contrary to these articles of association and/or to the existing laws and regulations, and such suspension shall be supplied with the reasons causing such act.
7. At the latest within a period of 90 (ninety) calendar days after temporary suspension of the member(s) of the Board of Directors, with due observance of the laws and regulations in the field of Capital Market, the Board of Commissioners must hold a GMS. Such GMS shall only be entitled and authorized to decide whether the suspended member(s) of the Board of Directors shall be reinstated or suspended forever, and the said suspended members of the Board of Directors shall be given an opportunity to defend him/herself in the Meeting, if the said suspended members of the Board of Directors is present in the relevant Meeting.
8. The Meeting as referred to in paragraph 7 of this Article shall be chaired by a member of the Board of Commissioners who is appointed by the Board of Commissioners.

In the event that all members of the Board of Commissioners are not present or are not available or are unable to attend the meeting, the Meeting shall be chaired by the President Director.

In the event that the President Director is not present or is not available or is unable to attend the meeting, the GMS shall be chaired by a member of the Board of Directors.

In the event that all members of the Board of Directors are not present or all of them are not available or are unable to attend the meeting, the Meeting shall be chaired by a shareholder present in the said GMS selected by and from among those present in the said Meeting.

9. If the said suspended members of the Board of Directors is not present in the relevant Meeting, the suspension must be notified to the person concerned accompanied by the reasons thereof.
10. If the said GMS is not held within a period of 90 (ninety) days after such suspension, the said suspension shall be cancelled or shall be declared null and void before the law and the person concerned shall be reinstated.
11. If all members of the Board of Directors are suspended (relieved for the time being) or due to any reasons whatsoever the Company does not have any members of the Board of Directors, the Board of Commissioners shall be entitled to confer authority to one or more members of the Board of Commissioners to manage the Company for the time being and to act for and on behalf of and to represents the Company.
12. Provisions on the duties and authority of the Company's Board of Commissioners that have not been provided for in these articles of association shall refer to the Regulations of OJK in the field of Capital Market and other prevailing laws and regulations.

## **BOARD OF COMMISSIONERS MEETING**

## **Article 20**

1. The Board of Commissioners meeting shall be held at least once (1) in two (2) months, unless if deemed necessary by a member of the Board of Commissioners or at the written request of the Board of Directors or at the written request of 1 (one) or more shareholders who jointly represent 1/10 (one tenth) of the total shares with lawful voting right which have been issued by the Company.
2. The Board of Commissioners shall be obliged to hold a joint meeting with the Board of Directors regularly at least once (1) in four (4) months.
3. Notice of the Board of Commissioners Meeting shall be served/sent by the President Commissioner. In the event that the President Commissioner is not present or is not available or is unable, by the Vice President Commissioner, and in the event that the Vice President Commissioner is not present or is not available or is unable, by a member of the Board of Commissioners who is designated by the President Commissioner who is entitled and authorized to serve/send Notice of the Board of Commissioners Meeting.
4. Notice of the Board of Commissioners Meeting shall be served/sent by means of registered mail and conveyed directly to each member of the Board of Commissioners with reasonable written proof of receipt or by telegram or by telex or facsimile which must be confirmed in writing. Such notice must be served/sent to the members of the Board Commissioners at the latest 5 (five) calendar days before the Meeting is held excluding the date of notice and the date of the Board of Commissioners Meeting. The said urgent condition shall be determined by the President Commissioner or by the Vice President Director. If all members of the Board of Commissioners are present and/or represented in the Board of Commissioners Meeting, the said prior notice shall not be required.
5. In the said notice of meeting, the agenda, the date, time and place of the Meeting must be stated.
6. The Board of Commissioners Meeting may be held at the place where the Company has its permanent and general place of legal domicile or at the permanent and general place of legal domicile of the Stock Exchange where the Company's shares are listed, provided that it is held within the territory of the Republic of Indonesia. If all members of the Board of Commissioners are present or represented, the Board of Commissioners Meeting may be held anywhere or through teleconference, video conference, or other electronic media facilities that make it possible for all participants of the Board of Commissioners Meeting to see and/or hear directly one unto another as well as to participate in the Board of Commissioners Meeting, provided that minutes of the Meeting held by telephone conference or other similar communication equipments shall be made in writing and distributed to all members of the Board of Commissioners participating in the meeting, for signature. The resolutions/decisions adopted in such manner shall have the same legal force and effect as the resolutions lawfully made in a Board of Commissioners Meeting.
7. The Board of Commissioners Meeting shall be chaired by the President Commissioner, in the event that the President Commissioner is not present or is not available or is

unable to attend the Board of Commissioners Meeting, such matters is not required to be proved to any third parties, the Board of Commissioners Meeting shall be chaired by the Vice President Commissioner, and in the event that the Vice President Commissioner is not present or is not available or is unable to attend the Board of Commissioners Meeting, such matters is not required to be proved to any third parties, the Board of Commissioners Meeting shall be chaired by a member of the Board of Commissioners present who is selected by and from those members of the Board of Commissioners who are present in the said Meeting.

8. A member of the Board of Commissioners may be represented in the Board of Commissioners Meeting only by another member of the Board of Commissioners by virtue of written power of attorney.
9. The Board of Commissioners Meeting shall be lawful and shall be entitled to make binding resolutions if more than 1/2 (one half) of the total members of the Board of Commissioners are present and/or represented in the Meeting.
10. Decisions/resolutions of the Board of Commissioners Meeting shall be made based on deliberation and/or discussion leading to mutual agreement/consensus.

In the event that a decision/resolution to be made based on deliberation and/or discussion (leading to mutual agreement) is not reached, such resolution shall be made based on the votes cast being in favor (by affirmative vote) of more than 1/2 (one half) of the total votes lawfully cast in the said Meeting.

11. In the event that the total votes cast being in favor of and against (opposed to) are equal in number, the proposal concerned shall be considered to have been rejected.
12.
  - a. Each member of the Board of Commissioners present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Directors he/she represents.
  - b. Each member of the Board of Commissioners, personally/individually by whatsoever means directly or indirectly shall have interest in a transaction, contract or proposed contract, in which the Company shall become one of their party, must state the nature of such interest in the Board of Commissioners Meeting and shall not be entitled to participate in casting of votes regarding the matters relating to the said transaction or contract, unless otherwise expressly stated by the Board of Commissioners Meeting.
13. Minutes of the Board of Commissioners Meeting shall be drawn up by a person present in the meeting who is designated by the Chairperson of the Meeting and such minutes of meeting must be signed by all members of the Board of Commissioners present in the meeting and the same shall be distributed to all members of the Board of Commissioners of the Company and if any member of the Board of Commissioners is not willing to sign the minutes of meeting, he/she must state the reason(s) for his/her refusal to sign such minutes of meeting.

In the event that the minutes of meeting are drawn up by a Notary Public, the said signatures are not required.

14. The minutes of the Board of Commissioners Meeting which are drawn up in accordance with the provisions of paragraph 12 of this Article shall constitute a valid evidence regarding decisions/resolutions made in the relevant Board of Commissioners Meeting, both for the members of the Board of Commissioners and for any third parties.
15. The Board of Commissioners may also make/adopt lawful and binding resolutions without holding the Board of Directors Meeting with the stipulation that all members of the Board of Commissioners have been notified in writing regarding the related proposal and all members of the Board of Commissioners have given their approval in writing on the matters proposed and the said approval must be signed by all of them. The resolutions adopted in such manner shall have the same force and effect as the resolutions lawfully made in the Board of Commissioners Meeting.

**WORK PLAN, FINANCIAL YEAR AND ANNUAL REPORT**  
**Article 21**

1. The Board of Directors shall make/prepare and implement the annual work plan and submit the same to the Board of Commissioners for approval, before commencement of the financial year.
2. The work plan as referred to in paragraph (1) must be submitted at the latest 14 (fourteen) days before the commencement of the next financial year.
3. The financial year of the Company shall be from the 1<sup>st</sup> (first) day of January until the 31<sup>st</sup> (thirty first) day of December.

At the end of December each year, the books of the Company shall be closed.

4. The Board of Directors shall make/compile annual report and the said annual report shall be made available at the office of the Company commencing from the date of notice of an Annual GMS for the inspection of shareholders.
5. The Board of Directors shall make/compile an annual report after the financial year of the Company is closed in accordance with the provisions of the existing laws and regulation in the field of Capital Market.
6. An annual report shall be signed by all members of the Board of Directors and all members of the Board of Commissioners, in the event that there is some member of the Board of Directors and/or some member of the Board of Commissioners who does not sign the said annual report, the reasons thereof must be submitted in writing, in the event that a member of the Board of Directors and/or a member of the Board of Commissioners does not sign and does not give reason, the relevant member of the Board of Directors and/or the relevant member of the Board of Commissioners shall be considered to have approved the content of the said annual report.
7. The Board of Directors shall be obliged to submit the Company's financial statements to a registered Public Accountant appointed by a GMS to be audited. The audit report by the said Public Accountants shall be submitted in writing to an Annual GMS.

8. Approval of the annual report and the adoption of the financial statements as well as adoption of report on the supervisory duties of the Board of Commissioners shall be conducted by an Annual GMS.
9. The Company shall be obliged to announce the balance sheet and profit/loss report in a daily newspaper published in Indonesian language and having national circulation in accordance with the procedures as regulated in the Rules of the Bapepam and LK Number: X.K.2 on Obligation to Convey the Periodic Financial Statement.

## **USE OF PROFIT AND DISTRIBUTION OF DIVIDEND**

### **Article 22**

1. The net profit of the Company in a financial year as contained in the balance sheets and profit-loss account (income statement) which has been approved and adopted by an annual GMS and which constitutes positive retained earnings, shall be distributed in a manner that has been determined by the said Meeting.
2. Dividends may only be paid in accordance with the financial ability/condition of the Company based on a resolution made in a GMS, and in such resolution the time and method of payment of dividends shall also be determined.

Dividends on one share must be paid to the person in whose name the share is registered in the Register of Shareholders with due observance of Article 8 of these articles of association, on a business day to be determined by or based on the authority of a GMS in which meeting the resolution to distribute the dividend is made, one and another without prejudice to the provisions of the Stock Exchange's Regulations at the place where the said shares are listed/ registered.

3. The Company may distribute interim dividend before the end of financial year of the Company, if the total net assets of the Company does not become smaller than the total placed and paid up capital plus compulsory reserve and the financial condition of the Company makes it possible based on the resolution of the Board of Directors Meeting after obtaining approval from the Board of Commissioners, the interim dividend shall be provided to be distributed, with the provision that at a later date the same will be calculated with the dividend which has been approved by the following Annual GMS and the distribution of the said interim dividend shall not disturb or causes the Company to be unable to fulfill its obligations to the creditor or disturb the Company's activity, with due observance of the existing laws and regulations.
4. In the event that after the financial year of the Company ends, it is evident that it results in a loss, the interim dividend which has been distributed must be returned by the shareholders to the Company. In the event that the shareholder does not return the said interim dividend, such losses suffered by the Company shall become the collective liability of the Board of Directors and the Board of Commissioners respectively.
5. In the case of the resolution of GMS relating to distribution of cash dividends, the Company shall make the payment of cash dividends to the eligible shareholders no later than 30 (thirty) days after the publication of the summary of the minutes of GMS which decides the distribution of cash dividends.

6. Notification with regard to the dividend and interim dividend shall be announced/served in accordance with the existing laws and regulations in the field of Capital Market.
7. Dividends which are not collected/claimed within a period of 5 (five) years after having been made available to be paid shall be included in the special reserve, and the procedure for collection of dividends which have been included in the special reserve shall be regulated by a GMS. The dividends which have been included in the special reserve as mentioned above and are not collected/claimed within a period of 10 (ten) years shall become the Company's assets (shall belong to the Company).

### **USE OF RESERVE FUNDS**

#### **Article 23**

The Company shall be obliged to allocate certain amount from the net profits each financial year for reserve funds, the amount of which shall be determined by a GMS in accordance with the provisions of the laws on limited liability company, including the prevailing laws and regulations in the field of Capital Market.

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **Article 24**

1. Amendments to the Articles of Association shall be made with due observance of the Laws on Limited Liability Company and/or regulations of Capital Market.
2. Resolutions regarding the reduction of the capital must be made in accordance with the existing laws and regulations in the field of Capital Market.

### **MERGERS, AMALGAMATION, TAKEOVERS AND SEPARATION**

#### **Article 25**

Further provisions regarding Mergers, Amalgamation, Takeovers and Separation shall be as those intended in the existing laws and regulations, particularly laws and regulations in the field of Capital Market.

### **DISSOLUTION, LIQUIDATION AND TERMINATION OF LEGAL ENTITY**

#### **STATUS**

#### **Article 26**

Further provisions regarding Dissolution, Liquidation and Termination of Legal Entity Status shall be as those intended in the existing laws and regulations, particularly laws and regulations in the field of Capital Market.

### **PLACE OF LEGAL DOMICILE**

#### **Article 27**

With regard to any matters relating to the Company, the shareholders shall be considered to have a place of legal domicile at the place of (in each of their place of residence/address) as registered in the Register of Shareholders with due observance of the existing laws and regulations and provisions in the field of Capital Market and regulations on the Stock Exchange at the place where the Company's shares are listed/registered.

## CLOSING PROVISIONS

### Article 28

Provisions that have not been provided for in these Articles of Association shall refer to the Regulations of OJK and other prevailing laws and regulations and all matters which are not regulated or not adequately regulated in these Articles of Association shall be decided in a GMS.

-That the number of total shares issued by the Company composition of the shareholders as well as the composition of the Board of Commissioners and Board of Directors are as follows:

-That the total number of all shares issued by the Company is 654,351,707 (six hundred fifty four million three hundred fifty one thousand seven hundred seven) shares, each share having a nominal value of Rp 500.00 (five hundred Rupiahs), with a total nominal value amounting to Rp 327,175,853,500.00 (three hundred twenty seven billion one hundred seventy five million eight hundred fifty three thousand five hundred Rupiahs) or equivalent to US\$ 160,217,573.00 (one hundred sixty million two hundred seventeen thousand five hundred seventy three United States Dollars) in accordance with the Company's accounts, with the following breakdown:

- a. **PT. IRAMA INVESTAMA**, a limited liability company duly incorporated and existing under the laws of the Republic of Indonesia, domiciled in South Jakarta, and having its address at Graha Irama Building, 15<sup>th</sup> Floor, Unit A, Jalan HR. Rasuna Said Blok X-1, Kavling 1 & 2, Neighborhood Association (*Rukun Tetangga*) 06, Community Association (*Rukun Warga*) 04, Kuningan Timur Village/Suburb, Setiabudi Sub-District, South Jakarta, as the owner / holder of 320,635,000 (three hundred twenty million six hundred thirty five thousand) shares, with a total nominal value amounting to Rp 160,317,500,000.00 (one hundred sixty billion three hundred seventeen million five hundred thousand Rupiahs) or equivalent to US\$ 78,507,262.97 (seventy eight million five hundred seven thousand two hundred sixty two United States Dollars and ninety seven cent);
- b. **INDORAMA HOLDINGS (I) PTE. LTD.**, a company duly incorporated and existing under the laws of the Republic of Singapore, domiciled in Singapore, and having its address at 143 Cecil Street, # 14-00 GB Building, Singapore 069542, as the owner / holder of 13,086,714 (thirteen million eighty six thousand seven hundred fourteen) shares, with a total nominal value amounting to Rp 6,543,357,000.00 (six billion five hundred forty three million three hundred fifty seven thousand Rupiahs) or equivalent to US\$3,204,273.08 (three million two hundred four thousand two hundred seventy three United States Dollars and eight cent);
- c. The **GENERAL PUBLIC**, as the owners / holders of 320,629,993 (three hundred twenty million six hundred twenty nine thousand nine hundred ninety three) shares, with a total nominal value amounting to Rp 160,314,996,500.00 (one hundred sixty billion three hundred fourteen million nine hundred ninety six thousand five hundred Rupiahs) or equivalent to US\$ 78,506,036.95 (seventy eight million five hundred six thousand thirty six United States Dollars and ninety five cent).



-That the composition of the members of the Board of Commissioners and the members of the Board of Directors of the Company until the Annual General Meeting of Shareholders to be held in the year of 2018 (two thousand and eighteen) is as follows:

#### **THE BOARD OF COMMISSIONERS:**

- President Commissioner : Mr. **SRI PRAKASH LOHIA**, born in Calcutta, India, on the eleventh day of August, nineteen hundred and fifty two (11-08-1952), Private Person, residing at 10 Hertford Street, London W1J7RL, England, the holder of Indonesian Passport Number B0887733, valid until the twenty seventh day of March, two thousand and twenty (27-03-2020), an Indonesian citizen;
  
- Vice President Commissioner : Mrs. **SEEMA LOHIA**, born in Calcutta, India, on the sixth day of July, nineteen hundred and fifty three (06-07-1953), Private Person, residing at 10 Hertford Street, London W1J7RL, England, the holder of Indian Passport Number Z2736439, valid until the third day of November, two thousand and twenty three (03-11-2023), an Indian citizen;
  
- Vice President Commissioner : Mr. **AMIT LOHIA**, born in New Delhi, India, on the twentieth day of October, nineteen hundred and seventy four (20-10-1974), Private Person, residing at 37 Maryland Drive, Singapore 277529, the holder of Indian Passport Number Z1941690, valid until the fifteenth day of December, two thousand and twenty three (15-12-2023), an Indian citizen;
  
- Independent Commissioner : Mr. **HUMPHREY R. DJEMAT**, Bachelor of Law, Lex Legibus Magister, born in Jakarta, on the seventeenth day of October, nineteen hundred and fifty six (17-10-1956), a Lawyer, residing at Jalan Imam Bonjol Number 78, Neighborhood Association (*Rukun Tetangga*) 001, Community Association (*Rukun Warga*) 005, Menteng Village/Suburb, Menteng Sub-District, Central Jakarta, the holder of Resident's Identity Card with the Population Registration Number 3175021710560003, valid until the seventeenth day of October, two thousand and sixteen (17-10-2016), an Indonesian citizen;
  
- Independent Commissioner : Mr. Insinyur **IMAN SUCIPTO UMAR**, born in Jakarta, on the sixth day of September, nineteen hundred and forty (06-09-1940), Private Person, residing in Jakarta, Kemanggisan Ilir, Neighborhood Association (*Rukun Tetangga*) 004, Community Association (*Rukun Tetangga*) 008, Kemanggisan Village/Suburb, Palmerah Sub-District, West Jakarta, the holder of Resident's Identity Card with the Population Registration Number

09.5206.060940.0072, valid for the duration of his life, an Indonesian citizen;

**THE BOARD OF DIRECTORS:**

- President Director : Mr. **VISHNU SWAROOP BALDWA**, born in Benra (Rajasthan), India, on the twenty seventh day of September, nineteen hundred and fifty nine (27-09-1959), President Director, residing in Jakarta, Simpruk Indah Apartment 307, Jalan Arteri Raya, Kebayoran Lama, South Jakarta, the holder of Indian Passport Number Z2279158, valid until the third day of October, two thousand and twenty one (03-10-2021), an Indian citizen;
  
- Independent Director : Mr. **ANUPAM AGRAWAL**, born in Ballia, India, on the fifteenth day of July, nineteen hundred and fifty six (15-07-1956), Private Person, residing in Jakarta, Sailendra Apartment Tower A, Unit 22, Jalan Lingkar Mega Kuningan Kavling E 1-2/1-2, South Jakarta, the holder of Indian Passport Number Z2737001, valid until the eighteenth day of November, two thousand and twenty three (18-11-2023), an Indian citizen;

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I, Manimbul Luhut Sitorus, certified, authorized and sworn translator, appointed by virtue of the Decree of the Governor Jakarta Special Capital Region number 5226/1998 SK GUB DKI, dated 17 June 1998, hereby certify that this translation of the amended Articles of Association of PT. Indo-Rama Synthetics Tbk is correct and true to the original which is written in the Indonesian language in notarial deed number 19 dated 20 November 2015 made by Fathiah Helmi, S.H. Notary in South Jakarta, and which was approved by the shareholders of the Company at their meeting held on 20 November 2015, and which has been received and registered by the Ministry of Law and Human Rights, Republic of Indonesia in terms of their letter number AHU-AH.01.03-0981919 dated 20 November 2015, all of the originals which were submitted to me for issuing this certified English translation.

Signed in Jakarta on the 15<sup>th</sup> day of December 2015.