



# RULES OF CONDUCT OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2017

HOTEL VERANDA – 7 JULY 2017



**RULES OF CONDUCT  
OF EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS**

**1. General**

This meeting is Extraordinary 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 : Friday / 7 July 2017  
Time : 09.00 am – 10.30 am  
Venue : Veranda Hotel, Grand Oakwood Room  
Jl. Kyai Maja No. 63, Kebayoran Baru  
Jakarta Selatan, DKI Jakarta

**3. Meeting Agenda**

This meeting has only a single agenda: Approval in connection with the Company’s and/or Controlled Company’s plan to obtain alternative financing, among others, through the issuance of notes denominated in United States Dollars or in other denomination that will be obtained by the Company and/or Company’s Controlled Company through an offering to investors whether inside or outside the territory of Republic of Indonesia, which constitutes a material transaction under Bapepam-LK Rule No. IX.E.2, Attachment to Decision of the Chairman of Bapepam-LK No. Kep-614/BL/2011 dated 28 November 2011 on Material Transactions and Change of Main Business Activities.

With the Agenda’s explanation as follows:

The agenda is a request for approval on the Company’s and/or subsidiaries under the control of the Company (“Controlled Company”) plan to obtain alternative financing through the issuance of notes denominated in United States Dollars or in other denomination that will be obtained by the Company and/or Company’s Controlled Company through an offering to investors whether inside or outside the territory of Republic of Indonesia with a maximum principal amount of USD450,000,000 and estimated maximum interest of 10% per annum. The above transaction exceeds 50% of the Company’s total equity, thus the Transaction requires prior approval from the shareholders of the Company as regulated under Bapepam-LK Rule No. IX.E.2. Further detailed explanation is available on the Company’s website.

**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 14 June 2017, 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 14 June 2017.
- 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  $\frac{1}{2}$  (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, 7 July 2017

Board of Directors