

**RESOLUTION OF THE BOARD OF DIRECTORS OF PT. ABM INVESTAMA TBK
REGARDING
Good Corporate Governance Charter
No.002/ABM-BOC-CIR/I/2013**

In line with the principles of good corporate governance, and the objectives, vision and mission of the company, and in support of the effective business operation of the company, specifically with regard to good corporate governance, the Board of Directors of PT. ABM INVESTAMA TBK (hereinafter referred to as the "Company") hereby resolves that effective upon the signing of the present Resolution the Company's Board of Directors and Board of Commissioners adopts the Principles of Good Corporate Governance as appended hereto.

If any error should be found in the present Resolution, the appropriate rectification will be made.

Jakarta, 31 January 2013

Rachmat Mulyana Hamami
(President Commissioner)

Achmad Ananda Djajanegara
(President Director)

Mivida Hamami
(Commissioner)

Syahnan Poerba
(President Director)

Erry Riyana Hardjapamekas
(Independent Commissioner)

Yovie Priadi
(Director)

Willy Agung Adipradhana
(Director)

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CHAPTER I. INTRODUCTION

a. BACKGROUND

In respect of addressing the increasingly complex business challenges and with the aim of taking advantage of the various business opportunities, PT. ABM Investama, Tbk. (hereinafter referred to as “ABM” or the “Company”) recognizes the important of implementing Good Corporate Governance (GCG) as a means to enhance value and ensure sustainable long term business growth, not only for the benefit of the shareholders but also all stakeholders concerned. As such, ABM is committed to implementing GCG in a consistent manner.

In order to enhance performance and compliance with the principles of GCG, ABM has prepared this GCG Implementation Guidelines (“GCG Charter”) which is expected to be applied consistently, thus allowing the values of ABM’s stakeholders to be fully harnessed and result in a mutually beneficial economic relationship.

The GCG Charter is a manifestation of GCG principles, the applicable regulatory provisions, ABM’s corporate values, vision, mission and best practices. The GCG charter contains the strategic directions adopted by the Board of Directors and Board of Commissioners with respect to the corporate management principles and concurrently serves an underlying instrument on which to formulate policies and other technical provisions as may be required by ABM. the GCG Charter constitute a GCG impelementation guideline that is dynamic in nature and is subject to regular reviews in order to adapt with internal as well as external developments and issues affecting the Company. The GCG Charter also serves as guidance in effecting supervision and control, and functions as basis for testing in the formulation and adoption of decisions and regulations necessary to encourage an effective corporate management. The provisions of the GCG Charter are designed to complement the practical implementation guidelines of GCG in order to be aligned with best practices.

b. SCOPE

The GCG Charter applies to corporate organs existing within ABM, to include the Shareholders, the Board of Commissioners, and Board of Directors, to be hereinafter collectively referred to as the “ABM Organs”, as well as to the Company’s employees (the Company’s employees and organs are hereinafter referred to as “ABM Members”), Shareholders, Board of Commissioners, Board of Directors, the Supporting Organs of the Board of Directors and/or Board of Commissioners, as

well as the employees of subsidiaries and affiliates under ABM’s control (together with ABM to be collectively referred to as the “ABM Group”).

ABM continually encourage compliance with the GCG and is committed to implement its principles, and require all levels of management within the Company to be accountable in ensuring that the GCG Charter is complied with and effectively implemented within their respective area of authority.

CHAPTER II. PURPOSE AND PRINCIPLES OF GCG

a. PURPOSE OF GCG

This Good Corporate Governance Implementation Guidelines, or GCG Charter, has been prepared to serve as a holistic and integrated policy system upon which all other policies are based. As such, any regulation, decision or policies issued by the Company must be in line with and refer to the GCG Charter as the standard and basic guiding instrument in their formulation.

The adoption of the GCG Charter is also aimed to ensure that all policies applicable within the Company has been prepared in such a manner that allows the management to conduct checks and balances on any business process at each level and on the functions of the management based on the GCG principles.

b. GCG PRINCIPLES

1. Transparency

In order to maintain objectivity in conducting its business, the Company must provide material and relevant information that are easily accessed and understood by its stakeholders. The Company must take initiatives to disclose not only issues that it is statoryily obligated to disclose, but also information that are important for the adoption of sound decisions by the shareholders, creditors and other stakeholders.

2. Accountability

The Company must be able to be held accountable for its performance in a transparent and reasonable manner. As such, the Company must be managed in a proper and measurable manner, in line with its best interest, while duly taking into account the interests of its shareholders and other stakeholders. Accountability is a requirement that is pertinent to achieve a sustained performance.

3. Responsibility

The Company must comply with the prevailing laws and regulations and undertake its responsibilities to the community and the environment in order to achieve long term business sustainability and receive recognition as a good corporate citizen.

4. Independence

To facilitate the implementation of GCG principles, the Company must be managed in an independent manner, thus preventing any dominance by any of its organs and intervention from external parties.

5. Fairness

In running its business operations, the Company must at all times take into account the interests of its shareholders and other stakeholders in accordance with the principle of fairness.

CHAPTER III. VISION, MISSION and CORPORATE VALUES

a. VISION

Become a leading investment company through strategic investments in the areas of energy resources, energy related services, and energy infrastructure.

b. MISSION

Become an organization able to:

1. Continually create meaningful and challenging employment for as many Indonesian people as possible.
2. Continually maintain sustainable profit growth which can enhance value for its shareholders.
3. Provide value added solution that will optimize customer satisfaction.
4. Actively participate in society as a Company with good standing.

c. ABM CORE VALUES

Integrity

ABM Members must at all times uphold the highest ethics and moral standards by always prioritizing the principles of honesty and fairness in any activity being undertaken.

Continuous development

ABM Members is committed at all times to continually develop the Company and its human resources.

Excellence

ABM Members will continually strive to achieve the highest standard of performance.

Proactive

ABM Members continually seek and adopt new techniques and ways to enhance our business quality.

Accountability

ABM Members are accountable to all ABM stakeholders with regard to all decisions and actions taken.

Teamwork

ABM Members continually promote and support diversity of ABM's workforce based upon mutual trust and respect, and will together achieve all set objectives by engaging in intensive communication.

d. LEADERSHIP ATTRIBUTES

- **Possess vision**

Able to set objectives and possess a clear vision for the future, communicate such vision to others, and ultimately instill such vision to all members of the organization; able to communicate the means to achieve success and set priorities based on the Company's core values.

- **Honest and humble**

Perform every action with sincerity and humility, but also reliably and honestly, in order to safeguard the trust given.

- **Competent**

Possess a high level of leadership competence in order to be able to make sound decisions.

- **Inspiring**

Exhibit confidence in every interaction, assume responsibility for every decision made and action taken, possess strong resilience in performing the duties and obligations given, continually engage in communication and inspire and empower employees to achieve the best result possible.

- **Self-actualizing**

Continually strive to develop his/her potentials by seeking new challenges, perspectives and knowledge.

CHAPTER IV. APPLICATION OF GCG

ABM is of the view that implementation of GCG is necessary, and is convinced that a consistent and continued application would enhance the Company's performance, which would ultimately optimize the value of its shareholders in the long run while taking into account the interests of its other stakeholders.

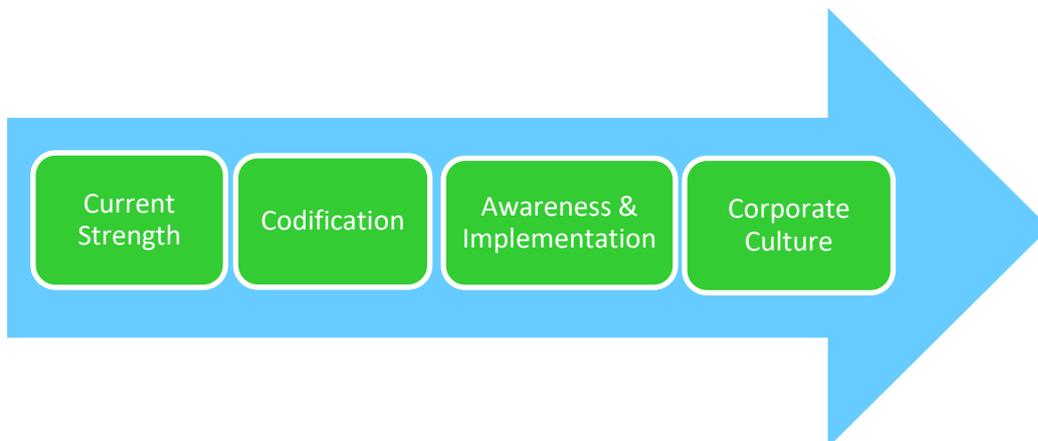
The GCG Charter contains the principles by which to manage the Company, to be implanted through various policies and technical regulations based on the needs of the Company. Such policies are expected to serve as points of reference for ABM Members in undertaking the Company's business operations in accordance with the GCG Principles.

The implementation of the GCG Charter involves various aspects, including but not limited to:

1. relationship between the Company and its shareholders;
2. the functions and roles of the Board of Commissioners;
3. the functions and roles of the Board of Directors;
4. relationship between the Company and its stakeholders, including the government, its employees, customers, business partners, creditors, suppliers and the community.

Given the dynamic and continually developing business environment, the GCG Charter will be regularly adjusted to the prevailing internal and external conditions. Regular reviews will be conducted as a means to achieve the best standard of performance for the Company.

a. ROAD MAP

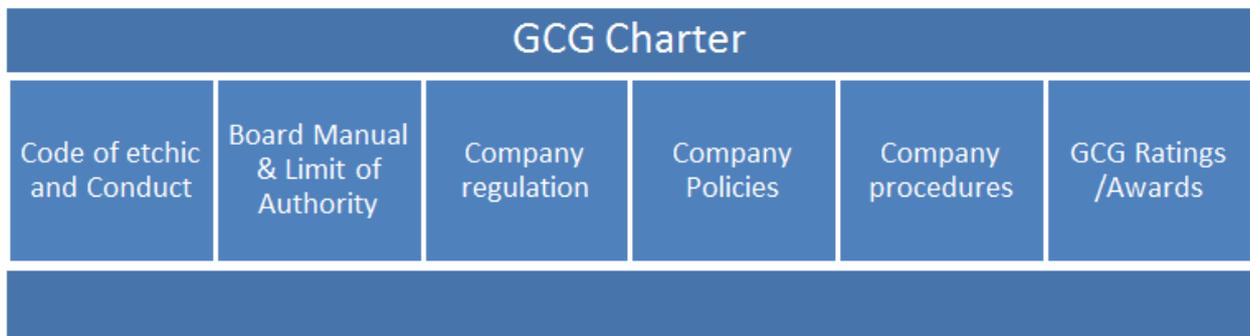


The core values of Tiara Marga Trakindo that have been effectively implemented since the company’s incorporation, namely integrity, sustainable development, excellence, proactive attitude, teamwork, and best practices in corporate management, serve as the basis and underlying principles for the development and implementation of corporate management in the future. The instilled and applied values are subsequently standardized, codified and combined with GCG principles in order to ensure that such values are line with current internal and external needs and able to be sustainably implemented in all areas within the organization.

The essence of the codified values are then consistently and continually disseminated for implementation in all activities and business aspects of the Company. Monitoring of the implementation of the GCG Charter and its derivative instruments in a consistent and continued manner is expected to build a corporate culture that is based on good governance.

b. ELEMENTS OF GCG

GCG Charter merupakan pedoman bagi penerapan GCG pada berbagai macam elemen penerapan *Good Governance* dalam perusahaan.



Elements of the GCG Charter consist of:

1. Code of Ethics & Conduct (COEC), to be complied with and implemented by ABM Members;
2. Board Manual, to be complied with by the ABM Organs and the various organizations under its auspice, which includes:
 - a. Directors and Commissioners Authority;
 - b. Limit of Authority, and
 - c. Reference of conduct and organization rules.
3. Company Regulation, to be complied with and implemented by ABM employees;
4. Company Policies, to be complied with and implemented by ABM Members;

5. Company Procedures/Standard Operating Procedures, to be complied with and implemented by ABM Members;
6. GCG Rating/Assessment – formal evidence of achievement of Good Governance.

c. BENEFIT

A consistent implementation of the GCG Charter is expected to bring long term benefit to:

1. Shareholders

Enhancing assurance that ABM is managed in a prudent, efficient, transparent, accountable and fair manner with the aim of achieving the highest standard of performance expected by the Shareholders.

2. ABM Members

- a. Providing guidelines for ABM Members with respect to conducts that are expected and discouraged by ABM;
- b. Creating a work environment which promotes honesty, ethics and transparency, thus enhancing performance and productivity of all ABM Members.

3. ABM Group

- a. Encouraging a more efficient and effective conduct of ABM and the ABM Group's business activities, given that relationship with customers, the community, government and other stakeholders is bound by ethical standards that must be observed;
- b. Enhancing the value of ABM Group by introducing assurance and protection to the stakeholders in their relationship with the ABM Group, thus building a solid reputation which ultimately will bring success in the long run.

4. Stakeholders of the Company

Creating a harmonious and mutually beneficial relationship with ABM. An increase in ABM's value would provide assurance and protection to the stakeholders in their relationship with ABM, thus creating economic-social prosperity for the people and other parties concerned.

d. GUIDELINES

In order to encourage the effective implementation of GCG, an internalization and dissemination program needs to be conducted. GCG must be continually adjusted to current developments in law, social affairs, norms, regulations and ABM's business history. All parties concerned are expected to contribute to the development of GCG in order to be aligned and synergized with values already existing at ABM. The successful implementation of GCG is greatly supported by collective spirit, communication and commitment to implement GCG in the day-to-day run of

business.