

## **CHARTER OF CORPORATE SECRETARY**

### **CHAPTER I GENERAL PROVISIONS**

#### **A. Definitions**

- 1) The Financial Services Authority (FSA) is a state institution that was established based on Law Number 21 of 2011 which serves to perform regulatory and supervisory system that is integrated to all activities in the financial service sector.
- 2) Corporate Secretary is an individual or person in charge of the work unit who perform the corporate secretary functions.
- 3) Board of Directors is a body of issuer or public company who has the full authority and responsibility of the company's management, to comply with its purpose and objective and also to represent the issuer or public company, both inside and outside of the court in accordance with provision of article of association.
- 4) Board of Commissioners is a body of issuer or public company who supervise the Board of Directors, both generally and/or specifically, in accordance with the article of association and also to advise the Board of Directors.
- 5) Committee is a body formed by the board of commissioners in order to support the effectiveness of its duties and responsibilities.
- 6) Company is PT ABM Investama Tbk.
- 7) Public is any and all parties outside the Company.
- 8) General Meeting of Shareholders (GMS) is a general meeting of shareholders of the Company.
- 9) Stakeholders are parties who have interests in the Company.
- 10) Website is a collection of web pages that contain information or data which can be accessed through an internet network system.

#### **B. Purposes**

The purposes of this Charter of Corporate Secretary are:

- 1) To administer tasks, functions and roles of the Corporate Secretary to allow them to be performed efficiently, effectively, transparently, accountably, responsibly and independently in accordance with the prevailing statutory regulations so as to improve the Company's services to the Stakeholders and other parties in relation to the Company;

- 2) To be the basis for preparation of all policies and decision making of the Company relating to the Corporate Secretary; and
- 3) To maintain the balance of rights and obligations among the shareholders, the Board of Directors, the Board of Commissioners, and the Stakeholders in order to achieve the purpose of the Company to provide the best performance of the Company and to provide benefits to all parties.

**C. Status, Function and Establishment**

- 1) The organizational structure of Corporate Secretary is under the responsibility of President Director.
- 2) The Corporate Secretary shall be appointed and dismissed based on decision of the Board of Directors.
- 3) The Corporate Secretary can be concurrently occupied by a Director of the Company.
- 4) a. In the event of vacancy of the Corporate Secretary, the Board of Directors shall appoint a replacement within 60 (sixty) days as of such an occurrence of the Corporate Secretary vacancy.  
b. During such a vacancy of Corporate Secretary as referred to in paragraph (1), the Corporate Secretary shall be concurrently occupied by a member of the Board of Directors or an individual who is appointed to be temporary Corporate Secretary regardless the requirements of Corporate Secretary as provided in the POJK 35/2014.
- 5) The corporate secretary's functions shall be performed by:
  - a. an individual; or
  - b. a work unit.The work unit as referred to in paragraph (2) letter b above shall be led by a responsible person.

**D. Qualifications**

Qualifications required by a Corporate Secretary include but not limited to the following:

- 1) Competent in taking legal actions.
- 2) Education  
Having the educational background that is able to support performance of his/her tasks and responsibilities and having necessary experiences relating to the Company's business.

- 3) Expertise  
Having adequate ability and quality of understanding in managerial sector, communication, interpersonal skills, corporate financial management, corporate governance, legal sector and business activities of the Company.
- 4) Experiences  
Having experiences related to the expertise aspects as referred to in point 3.
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#### **E. Duties and Responsibilities**

In accordance with the applicable Financial Services Authority (FSA) regulations, the duties and responsibilities of the Corporate Secretary are as follows:

- 1) To keep abreast of the capital market development, particularly the regulations applicable in the capital market sector;
- 2) To provide the public with services on any information needed by investors relating to the Company's condition;
- 3) To provide inputs to the Board of Directors and the Board of Commissioners to comply with the statutory regulations in the Capital Market sector;
- 4) To serve as a liaison between the Company and the shareholders, the FSA, and other stakeholders;
- 5) To represent the Company in correspondence with the capital market authorities in accordance with the authority given by the Company; and
- 6) To assist the Board of Directors and the Board of Commissioners in implementation of corporate governance including:
  - a. disclosure of information to the public, including the availability of information on website of Issuer or Public Company;
  - b. submission of reports to the Financial Services Authority on a timely basis;
  - c. convention and documentation of General Meeting of Shareholders;
  - d. convention and documentation of meetings of the Board of Directors and/or the Board of Commissioners; and
  - e. implementation of orientation program to the Company for the Board of Directors and/or the Board of Commissioners.

**F. Reporting**

- 1) The Corporate Secretary submit the work implementation reports periodically at least 1 (one) time in 1 (one) year to the Board and carbon copied to the Board of Commissioners.
- 2) The Company shall disclose a brief description of implementation of the corporate secretary functions and the information on education and/or training undertaken by the Corporate Secretary in the Company Annual Report.
- 3) In the event of appointment and dismissal of the Corporate Secretary, the Company shall:
  - a. submit a report to the Financial Services Authority of the appointment and dismissal of the Corporate Secretary; and
  - b. post in the Company's website the appointment and dismissal and vacancy of the Corporate Secretary.

The reporting to the Financial Services Authority and the posting of information in the website as referred to above shall be conducted not later than 2 (two) working days as of the appointment and dismissal.

**CHAPTER II  
DESCRIPTION OF DUTIES AND RESPONSIBILITIES OF  
THE CORPORATE SECRETARY**

**A. In relation to the Board of Commissioners and the Board of Directors:**

- 1) Organization of meetings of the Board of Commissioners, such as:
  - a) Preparation of the meeting agenda;
  - b) Contacting or inviting the Commissioners;
  - c) Preparation of meeting materials, including audio-visual facilities;
  - d) Reminding the Commissioners and/or the Committee members on matters relating to the Company, the articles of association, and the prevailing statutory regulations for the issues to be discussed;
  - e) Producing minutes of meeting; and
  - f) Providing advices on matters of corporate governance to the Board of Commissioners.
- 2) Organization of meetings of the Board of Directors:
  - a) Contacting or inviting the Board of Directors for the meeting pursuant to the procedure of summoning;

- b) Ensuring the attendance of the Board of Directors so that the meeting is able to make binding resolutions;
  - c) Producing minutes of meeting for the Board of Directors; and
  - d) Providing advices on matters of corporate governance to the Board of Directors.
- 3) Management of the Register of Shareholders, such as:
- a) Administration
  - a) Registration of shares
  - c) Maintenance of the register of shareholders
  - d) Maintenance of the special register of shareholders;
  - e) Maintenance of the register of shareholders of more than 5% (five percent)

**B. In relation to the Shareholders**

- 1) Convention of the General Meeting of Shareholders (GMS)
  - a) Preparation of logistics for convention of the GMS;
  - b) Preparation and distribution of the GMS notice, summon, power of attorney (proxy statement) and annual report;
  - c) Preparation of the GMS agenda and script (scenario and narration) for the GMS chairperson;
  - d) Assisting the Commissioner and the Board of Directors in preparing answers to questions of shareholders in the GMS; and
  - e) Preparing minutes of GMS.
- 2) Preparation of Annual Report
  - a) Ensuring that the annual report contains a summary of important financial data, analysis and main discussion by the Management, audited financial statements, and Management reports;
  - b) Ensuring that the annual reports shall be submitted to the FSA in 2 (two) original copies and made available to the shareholders not later than the time of the Summons for GMS or not later than 4 (four) months as of the end of fiscal year (whichever is earlier); and
  - c) Ensuring that the approval to the annual report shall be an agenda of the Annual GMS.

**C. Compliance**

- 1) To prepare and administer the registration statement and to report to the capital market and stock exchange authority;
- 2) To report of any existence of insider trading (if any) to the capital market and stock exchange authority;
- 3) To communicate to the Board of Directors and the Board of Commissioners that every purchase and sale of shares in the Company that is conducted by the Board of Directors and the Board of Commissioners, including their family members is to be recorded in the special register of shareholders and to be reported further to the FSA in accordance with the prevailing statutory regulations;
- 4) To administer the Company's policies comprehensively; and
- 5) Other obligations as specified in the statutory regulations on capital market.

**D. Giving of Information and Relation With the Company's Stakeholders**

- 1) **Relation of Media and Investors**  
Mass media/press is an institution that plays the roles to convey any information/news to the Public, while investor is a shareholder of the Company and/or those who represents several shareholders collectively. Therefore, arrangement is required for the information/news coming out of the Company and the communication procedures so as to provide a positive impact to the Company while still accommodating the information need of the stakeholders.  
Information to be submitted to the Stakeholders includes:
  - a) Information of Corporation;
  - b) Business Information;
  - c) Financial Information; and
  - d) Other information.The Corporate Secretary has a strategic role in conducting coordination and harmonization of information and contents of various internal sources, which later will produce communication materials that will be used by the Corporate Secretary Department, the Corporate Communication Department and the Investor Relations Department so that the information that are provided to the Stakeholders comply with those that have been decided by the Board of Directors.
- 2) To maintain a good relationship with the government agencies and the capital markets and associations related to the Company.

**CHAPTER III  
RATIFICATION AND IMPROVEMENT**

- A. The Charter of Corporate Secretary is stipulated by the Board of Directors.
- B. The Corporate Secretary must evaluate, assess and make improvements on this Charter of Corporate Secretary periodically in accordance with the Company's development and needs.