



**Invitation to the
Annual General Meeting
of Shareholders
PT ABM Investama Tbk**



The Road to Resilience

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

1. General

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

2. Time and Venue of Meeting

The Meeting is held on:

Day/Date : Monday / 18th May 2015

At : 14:00 West Indonesian Time – Finished

Venue : Grand Kemang Hotel, Magzi Room

Jl. Kemang Raya 2H Kebayoran Baru

South Jakarta, DKI Jakarta

3. Meeting Agendas

This Meeting has seven agendas to be resolved as follows:

First Agenda

Approval to the annual report of the Company and ratification of the audited consolidated financial statements of the Company and its subsidiary for the year ended on 31st December 2014 and the report on the execution of the supervisory duties of the Board of Commissioners for the year 2014.

Second Agenda

Approval on the use of the Company’s results of operations for the year ended on 31st December 2014.

Third Agenda

Appointment of the Company's public accountant for the year 2015.

Fourth Agenda

Appointment of the Company's management.

Fifth Agenda

Approval on salary/honorarium and other allowances for the members of the Company's Board of Commissioners and Board of Directors.

Sixth Agenda

Report on the use of funds from the initial public offering of the Company's shares per 31st December 2014.

Seventh Agenda

Amendment of the Company's Articles of Association.

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 23rd April 2014 at the latest at 16:15 West Indonesian Time, 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 23rd April 2014 at 16:15 West Indonesian Time.
- 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 Indonesian language.

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

- a) From the First Agenda to the Sixth Agenda of the Meeting:
The Meeting may be held if attended by the shareholders or their valid attorneys, who jointly represent at least more than 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”).

b) Seventh Agenda of the Meeting:

The Meeting may be held if attended by the shareholders or their valid attorneys, who jointly represent at least 2/3 (two-thirds) of the total shares with valid voting rights. This is in accordance with the provisions of Article 12 of the Articles of Association of the Company, Article 27 of the FSA Regulation 32/2014, and Article 88 of Law 40/2007.

9. Questions and Answers

- a) In each Agenda of the Meeting, opportunity is given for questions and answers or responses with maximum 3 (three) questions for each Agenda of the Meeting.
- 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.

