



PENERJEMAH TERSUMPAH - SWORN TRANSLATOR
SUTAN AMRI AGUS ARIFIN, S.H.

BAHASA INGGRIS KE BAHASA INDONESIA DAN BAHASA INDONESIA KE BAHASA INGGRIS
Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022 Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6 C RT11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile:0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]

**STATEMENT OF RESOLUTION OF
GENERAL MEETING OF SHAREHOLDERS OF
"LIMITED LIABILITY COMPANY (PERSERO)**

PT BANK MANDIRI Tbk"

OR REFERRED TO AS

"PT BANK MANDIRI (PERSERO) Tbk"

Number: 12

- On this day, Tuesday, 16-3-2023 (sixteenth of March thousand and twenty-three), at 9.30 a.m. WIB (Western Indonesian Time Zone).
- Appeared before me, **UTIEK ROCHMULJATI ABDURACHMAN, Bachelor of Law, Master of Legal Institutions, Master of Notary**, Notary having jurisdictional working area within the Jakarta Capital City Special Territory Province, domiciled in West Jakarta Administrative City, in the presence of the witnesses whom I, Notary, am acquainted with and whose names shall be mentioned at the end of this Deed;
- **Mr. ROELLIS PRASETYO, Bachelor of Law**, born in Surabaya, on 17-12-1971 (seventeenth of December one thousand nine hundred and seventy-one), Indonesian Citizen, as the Department Head Capital Market Assurance Corporate Secretary Group of PT BANK MANDIRI

CERTIFIED TRUE COPY

PT Bank Mandiri (Persero) Tbk.

Rohan Hafas

Director of Institutional Relation





[TRANSLATION]

(PERSERO) Tbk, residing in Surabaya, Kedung Tarukan Baru 3-C/1-B, Neighborhood Association (RT) 006, Community Association (RW) 006, Mojo Village, Gubeng Sub-Regency, East Java, holder of Residential Identity Card with the Main Population Number (NIK) 3174031712710003, which the copy thereof shall be attached to minutes of this Deed, temporarily is residing in Jakarta;

- according to his statement in this matter is acting by virtue of the Power of Attorney, dated 13-3-2023 (thirteenth of March two thousand and three) Number SK.DIR/221/2023, drawn up privately, having sufficient stamp duties affixed thereto, the original of which shall be attached to minutes of this Deed, as the attorney in fact of:

- Mr. **DARMAWAN JUNAIDI, Bachelor of Law**, born in Palembang, on 25-6-1966 (twenty-fifth of June one thousand nine hundred and sixty-six), Indonesian Citizen, the President Director of PT BANK MANDIRI (PERSERO) Tbk, residing in Jakarta, Jalan Mini III, Neighborhood Association (RT) 003, Community Association (RW) 003, Bambu Apus Village, Cipayung Sub-Regency, East Jakarta, holder of Residential Identity Card with the Main Population Number (NIK) 3175102506660007;

Whom is represented under his aforementioned capacity and by



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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virtue of the Power of Attorney to be mentioned, for such and therefore the appearing person shall duly represent the Board of Directors of such and therefore acting for and on behalf of as well as duly authorized to represent the limited liability company **"LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk"** or abbreviated as **"PT BANK MANDIRI (PERSERO) Tbk"**, domiciled in **South Jakarta** and having the registered office thereof at Plaza Mandiri, Jalan Jenderal Gatot Subroto, Kaveling 36-38, the Articles of Association of which has been amended entirely for the purposes of adjustment to Law Number 40 Year 2007 (two thousand and seven) regarding Limited Liability Companies (hereinafter shall be referred to as **"Company Act"**), as set forth in Deed dated 25-6-2008 (twenty-fifth of June two thousand and eight) number 48, the minutes of which shall be made before Doctor AMRUL PARTOMUAN POHAN, Bachelor of Law, Lex Legibus Master, at that time Notary in Jakarta, the protocols of which have been submitted to ASHOYA RATAM, Bachelor of Law, Master of Notary, Notary in South Jakarta Administrative City and has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia pursuant to its Decree dated 8-7-2008 (eighth of July two thousand and eight) number AHU-39432.AH.01.02.Year 2008 and has been promulgated in the Official Gazette of the Republic of Indonesia



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

dated 2-9-2008 (second of September two thousand and eight) number 71, Supplement to number 16626/2008; and the latest of the same was amended by the Articles of Association of the limited liability company which has been reamended as promulgated/set forth in:

- Official Gazette of the Republic of Indonesia dated 20-9-2013 (twentieth of September two thousand and thirteen) number 76, Supplement to number 4029/L/2013;
- Official Gazette of the Republic of Indonesia dated 1-4-2014 (first of April two thousand and fourteen) number 26, Supplement to number 3317/L/2014;
- deed dated 19-3-2014 (nineteenth of March two thousand and fourteen) number 29, the notification on amendment of the Articles of Association of which has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia dated 21-4-2014 (twenty-first of April two thousand and fourteen) number AHU-AH.01.10-16389;
- The Articles of Association of the aforementioned limited liability company has been reamended in order to adjust to Regulations of Indonesia Financial Service Authority (hereinafter shall be referred to as "**POJK**") number 32/POJK.04/2014 regarding



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH TERSUMPAH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]

Plan and Performance of General Meeting of Shareholders of Public Listed Company, POJK number 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Companies and POJK number 38/POJK.04/2014 regarding Capital Increase of the Public Listed Company Without Pre-emptive Rights, as having been set forth in Deed dated 14-4-2015 (fourteenth of April two thousand and fifteen) number 14, and the notification on amendment of the Articles of Association of which has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter thereof dated 16-4-2015 (sixth of April two thousand and fifteen) number AHU-AH.01.03-0924779; as well as reamended for the puposes of the program of the Ministry of State-Owned Enterprises to conduct the uniformity of Articles of Association of the Public Listed State-Owned Enterprises, as having been set forth in Deed dated 12-4-2017 (twelfth of April two thousand and seventeen) number 15, and has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia in accordance with its Decree dated 12-5-2017 (twelfth of May two thousand and seventeen) number AHU-0010609.AH.01.02.YEAR 2017 and the notification on



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
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amendment of the Articles of Association of which has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter dated 12-5-2017 (twelfth of May two thousand and seventeen) number AHU-AH.01.03-0135829;

The Articles of Association of the limited liability company was then reamended as set forth in:

- deed dated 24-8-2017 (twenty-fourth of August two thousand and seventeen) number 36, and the notification on amendment of the Articles of Association of which has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter dated 29-8-2017 (twenty-ninth of August two thousand and seventeen) number AHU-AH.01.03-0166888;
- deed dated 11-4-2018 (eleventh of April two thousand and eighteen) number 21, and the notification on amendment of the Articles of Association of which has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the letter dated 30-4-2018 (thirtieth of April two thousand and eighteen) number AHU-AH.01.03-0172245;





[TRANSLATION]

- the aforementioned five minutes of deed were lastly drawn-up before Notary ASHOYA RATAM, Bachelor of Law, Master of Notary abovementioned;
- The Articles of Association of aforementioned limited liability company was further reamended for the purpose of adjustment to POJK Number 15/POJK.04/2020 regarding Plan and Performance of General Meeting of Shareholders of Public Listed Company, Regulation of the Indonesia Financial Service Authority Number 16/POJK.04/2020 regarding Implementation of General Meeting of Shareholders of Public Listed Company Electronically and Regulation of the Indonesia Financial Service Authority Number 14/POJK.04/2019 regarding Amendments to Regulation of the Indonesia Financial Service Authority Number 32/POJK.04/2015 regarding Capital Increase of the Public Listed Company by Providing Pre-emptive Rights, as having been set forth in the deed dated 13-4-2021 (thirteenth of April two thousand and twenty-one) number 08, and the notification on amendments to Articles of Associations thereof has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia based on the letter thereof dated 12-5-2021 (twelfth of May two thousand and twenty-one) number AHU-AH.01.03-0307305;
- The latest composition of members of the Board of Directors and



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]

members of the Board of Commissioners of the limited liability company as set forth in Deed dated 13-7-2022 (thirteenth of July two thousand and twenty-two) number 03, which the notification of changes of company's data has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia based on the letter thereof dated 15-7-2022 (fifteenth July two thousand and twenty-two) Number AHU-AH.01.09-0033162;

- The latest mentioned both deeds were drawn-up before me, Notary,

(hereinafter the "**LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk**" or abbreviated as "**PT BANK MANDIRI (PERSERO) Tbk**" shall be referred to as the "**Company**").

- The appearing person shall be known to me, Notary.

- The appearing person by acting as mentioned hereinabove shall firstly explain as follows:

A. Whereas on Tuesday, 14-3-2023 (fourteenth of March two thousand and twenty-three) taking place at the 3rd Floor of Plaza Mandiri Auditorium, Plaza Mandiri, Jalan Gatot Subroto Kaveling 36-38, Jakarta 12190, has been performed the Annual General Meeting of Shareholders of the Company (hereinafter shall be referred to as the "**Meeting**");

B. Whereas in the Meeting, attended and/or were represented by



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]

Shareholders and/or proxies of Shareholders who entirely own 42,004,733,985 (forty two billion four million seven hundred thirty three thousand nine hundred and eighty-five) shares, including Dwiwarna series A shares or constitutes 90,0101443% (ninety point zero one zero one four four three percent) of the total shares with valid voting rights that have been issued by the Company until the Meeting day, namely in a total of 46,666,666,666 (forty-six billion six hundred and sixty-six million six hundred and sixty-six thousand six hundred and sixty-six) shares consisting of:

- 1 (one) Dwiwarna series A share; and
- 46,666,666,665 (forty-six billion six hundred and sixty-six million six hundred and sixty-six thousand six hundred and sixty-five) B series shares.

therefore the Meeting has complied with the quorum requirements as specified in Article 25 paragraph (5) letter (a) of Articles of Association of the Company.

- C. Whereas the Meeting agenda, announcement and summons have been performed in compliance with the quorum requirements as stipulated in Article 25 paragraph (3), paragraph (4), paragraph (5) and paragraph (7) of the Company's Articles of Association as well as Articles 13 paragraph (1), Article 14 paragraph (1), and Article



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]



17 paragraph (1) POJK Number 15/POJK.04/2020 regarding Plan and Performance of General Meeting of Shareholders of Public Listed Company (hereinafter shall be referred to as **"POJK15"**), are as follows:

- (i) NOTIFICATION OF THE MEETING AGENDA to the Financial Services Authority (hereinafter shall be referred to as **"OJK"**) based on the Letter of the Company to Financial Services Authority consecutively Number CEO/10/2023 dated 26-1-2023 (twenty sixth of January two thousand and twenty-three) regarding the Performance of General Meeting of Shareholders of PT BANK MANDIRI (Persero) Tbk for Financial Year 2022 (two thousand and twenty-two) and Number CEO/21/2023 dated 9-2-2023 (ninth February two thousand and twenty-three) regarding Adjustment of Meeting Agenda of the Annual General Meeting of Shareholders for Financial Year 2022 (two thousand and twenty two).
- (ii) ANNOUNCEMENT to Shareholders of the Company regarding the plan for performance of the Meeting has been carried out by uploading an advertisement on the Company's website (<http://www.bankmandiri.co.id>), BURSA EFEK INDONESIA (INDONESIA STOCK EXCHANGE)



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]



website (<http://idx.co.id>, and on the KUSTODIAN SENTRAL EFEK INDONESIA (Indonesian Central Securities Depository Agency) website (<https://www.ksei.co.id>) on 3-2-2023 (third of February two thousand and twenty-three).

(iii) SUMMONS to the Shareholders of the Company to attend the Meeting has been carried out by uploading an advertisement on the Company's website (<http://www.bankmandiri.co.id>), BURSA EFEK INDONESIA (INDONESIA STOCK EXCHANGE) website (<http://idx.co.id>), and on the KUSTODIAN SENTRAL EFEK INDONESIA (Indonesian Central Securities Depository Agency) website (<https://www.ksei.co.id>) on 20-2-2023 (twentieth of February two thousand and twenty-three).

(iv) The Company has also uploaded the Meeting Agenda on the Company's Website (<http://idx.co.id>), on 20-2-2023 (twentieth of February two thousand and twenty-three).

“Approval on the Amendment of Articles of Association of the Company.”

D. Whereas the said Meeting has been performed with the Meeting



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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Agenda, among other things are:

- (i) Approval of the Company's Stock Split with ratio of 1:2 or from IDR250.00 (two hundred and fifty rupiah) per share to become IDR125.00 (one hundred twenty-five rupiah) per share;
- (ii) Approval of amendments to the Company's Articles of Association.

E. Whereas the aforementioned matters have been set forth in the Minutes of the General Meeting of Shareholders of the LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk or abbreviated as PT BANK MANDIRI (PERSERO) Tbk, the minutes of which is drawn up by me, Notary dated 14-3-2023 (fourteenth of March two thousand and twenty-three) number 11 (hereinafter shall be referred to as the **"Minutes of Meeting"**).

F. Whereas in the said Meeting have also been resolved to grant a power and authority to the Board of Directors of the Company with the right of substitution to take all necessary actions in implementing the Sixth, the Seventh Meeting Agenda including preparing and restating the entire Company's Articles of Association in a Notarial Deed and deliver it to the authorities for obtaining approval and/or a proof of receipt of the notification of amendments to the Company's Articles of Association, performing all actions as deemed necessary and useful for such purposes with



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

no exemption, including for performing additions and/or amendments of the Company's Articles of Association if required by the authorities.

- Now, therefore, based on the aforementioned matters, the appearing person by acting in his capacity at all time as mentioned hereinabove, shall hereby restate a part of the resolutions of the Meeting as set forth in the Minutes, namely as follows:

In the Sixth Meeting Agenda,:

The Meeting with majority vote, namely 42,004,733,885 (forty two billion four million seven hundred thirty three thousand eight hundred and eighty-five) shares, including Dwiwarna series A shares or constitutes 99.9999902 % (ninety nine point nine nine nine nine nine zero two percent) of the total votes cast in the Meeting resolved:

- 1. Approving the implementation of the Company's Stock Split with a ratio of 1:2 or from IDR250.00 (two hundred and fifty Rupiah) per share will become IDR125.00 (one hundred and twenty-five Rupiah) per share with the following provisions:**
 - a. Series A Dwiwarna shares into 2 (two) shares with nominal value as follows:**





[TRANSLATION]

- i. 1 (one) Series A Dwiwarna share will be retained as the Series A Dwiwarna share owned by the Republic of Indonesia with a nominal value of IDR125.00 (one hundred twenty-five Rupiah) per share; and
 - ii. 1 (one) Series A Dwiwarna share will become 1 (one) Series B share owned by the Republic of Indonesia with a nominal value of IDR125.00 (one hundred twenty-five Rupiah) per share;
- b. Series B shares from IDR250.00 (two hundred fifty Rupiah) per share will become IDR125.00 (one hundred twenty-five Rupiah) per share;
2. Approving to grant a power and authority to the Board of Directors of the Company with the right of substitution to take all necessary actions in implementing the Stock Split in accordance with the applicable laws and regulations, including but not limited to determining the procedures and schedule for the implementation of the Stock Split, restating the resolution regarding the Sixth Agenda in a Notarial Deed and submitting it to the competent authorities, as well as performing all actions as deemed necessary and useful for such purposes with no exemption.

In the Seventh Meeting Agenda



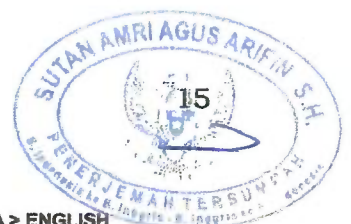
[TRANSLATION]



The Meeting with the majority votes namely 35,059,806,251 (thirty five billion fifty nine million eight hundred six thousand two hundred fifty one) including Series A Dwiwarna Shareholder or constituting shares or constituting 83.4663214% (eighty three point four six six three two one four percent) of the total votes cast in the Meeting have resolved:

1. Approving the amendment of Article 4 of the Company's Articles of Association in connection with the Company's Shares Stock Split.

- Therefore the Authorized Capital of the Company which were previously divided into 64,000,000,000 (sixty-four billion) shares (with the par value of IDR250.00) to be divided into 128,000,000,000 (one hundred twenty eight billion) shares (with the par value of IDR125.00);
- The Subscribed and Paid Up Capital which were previously divided into 46,666,666,666 (forty-six billion six hundred sixty-six million six hundred sixty-six thousand six hundred sixty-six) shares (with the par value of Rp250.00) to be divided into 93,333,333,332 (ninety-three billion three hundred thirty-million three hundred thirty-three thousand three hundred thirty-two) shares (with the par value of Rp125.00).



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]



2. Approving the amendment of Article 3 of the Company's Articles of Association in connection with the adjustment to the Indonesian Standard Industrial Classification (KBLI) of Year 2020 (two thousand and twenty).

- Therefore Article 3 paragraph (2) letters m and n of the Company's Articles of Association shall become as follows:

...m. providing payment system services business activities;

n. performing other business activities commonly performed by a conventional commercial bank to the extent not in contravention of the laws.

- Granting a power and authority to the Board of Directors with the right of substitution to take all necessary actions related to the resolutions of the Seventh Meeting Agenda, including but not limited to preparing and restating the entire Articles of Association of the Company in a Notarial Deed and submitting it to the competent authorities to obtain approval and/or receipt of notification of the amendment to the Articles of Association of the Company, perform all actions everything as deemed necessary and useful for such purposes with none of them





[TRANSLATION]

being excluded.

- Thereafter the appearing person by acting in his capacity as mentioned hereinabove shall explain that in accordance with the resolution of the Sixth and the seventh Meeting Agenda and by taking into account of the power of attorney conferred by the Meeting to the Board of Directors of the Company, shall hereby state to rearrange the provisions of the Articles of Association of the Company therefore the entire Articles of Association of the Company (hereinafter shall be referred to as the **"Articles of Association"**) shall then be written and read as follows:

NAME AND DOMICILE

Article 1

1. This Limited Liability Company shall name **"LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk"** or abbreviated as **"PT BANK MANDIRI (PERSERO) Tbk"**, hereinafter in the Articles of Association shall be referred to as the **"Company"**, having the domicile and its registered office thereof in **South Jakarta**.
2. Company may open branch offices or representatives at any other places, both inside or outside of the territory of Republic of Indonesia provided that by obtaining the prior approval from the Board of Commissioners for any branch office or representative office outside of the territory of Republic of Indonesia.





[TRANSLATION]

TERM OF ESTABLISHMENT OF THE COMPANY

Article 2

This Company shall be established as of 2-10-1998 (second of October one thousand nine hundred and ninety-eight) and has obtained legal a entity status as of 2-10-1998 (second of October one thousand nine hundred and ninety-eight) as well as established for an indefinite period of time.

PURPOSES AND OBJECTIVES AS WELL AS BUSINESS ACTIVITIES

Article 3

1. Purposes and objectives of the Company shall be to engage in business in the field of banking in accordance with the provisions in laws and regulations, as well as optimization of resources utilization owned by the Company to generate high-quality banking services and strong competitiveness to gain/pursue profits in order to increase the value of the Company by applying the Limited Liability Company principles.
2. In achieving the aforementioned purposes and objectives, Company may perform business activities as follows:
 - a. Raising funds from the public comprising deposits consisting of demand deposits, time deposits, certificates of deposit, savings and / or other similar forms;





[TRANSLATION]

- b. Providing credits;
- c. Issuing promissory notes;
- d. Buying, sell or guarantee at its own risk or on behalf of and based on instruction of its customers:
 - 1) Bank drafts including the bank drafts accepted by the bank with a tenor of no longer than the trading practices in the aforesaid instrument trading;
 - 2) promissory notes and other securities whose the tenor thereof is no longer than the trading practices of such securities;
 - 3) treasury bills and government guarantees;
 - 4) Bank Indonesia certificates (SBI);
 - 5) Bonds;
 - 6) securities certificates in accordance with laws and regulations;
 - 7) Other securities with the tenor of which is in accordance with laws and regulations.
- e. Transferring cash either for its own interest or on behalf of customers;
- f. Placing funds in, borrow funds from, or lend funds to other



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



banks, either by letter, telecommunication facilities or by sight draft, check or other means;

- g. Receiving payments from bills on securities and perform calculations with or among third parties;
- h. Providing a place for goods and securities storage;
- i. Performing custodian activities on behalf of other the parties based on contracts;
- j. Placing funds from one customer to another customer comprising securities that are not listed on the Stock Exchange;
- k. Performing factoring, credit card business and trustee activities;
- l. Providing financing and/or perform other activities based on sharia principles, in accordance with the provisions stipulated by the competent authority;
- m. Providing payment system services business activities;
- n. Performing other business activities commonly performed by a conventional commercial bank to the extent not in contravention of the laws.

3. In addition to conducting business activities as referred to in





[TRANSLATION]

paragraph (2) of this Article, Company may:

- a. performing activities in foreign currencies by complying with the provisions stipulated by the competent authority;
- b. performing capital participation in banks or other companies in the financial sector, such as leasing, venture capital, securities companies, insurance, and settlement and deposit clearing institutions, by complying with the provisions stipulated by the competent authorities;
- c. performing temporary equity participation to overcome the consequences of credit failure or financing failure based on sharia principles, provided that the participation shall be withdrawn, subject to the provisions stipulated by the competent authority;
- d. acting as a pension fund founder and manager of pension funds in accordance with the provisions of the pension fund laws and regulations;
- e. purchasing collateral, either in a whole or in a part thereof, through an auction or by other means in the event a debtor fails in complying with obligations thereof to the Company, provided that the collateral purchased shall be disbursed as soon as possible.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

In addition to the aforementioned business activities, Company may also perform supporting business activities in order to optimize the utilization of its resources to support its main business activities to the extent not against the laws and regulations.

CAPITAL

Article 4

1. The authorized capital of the Company shall be in the amount of IDR16,000,000,000,000,- (sixteen trillion Rupiah) which is divided into:

- a. 1 (one) Dwiwarna series A share; and
- b. 127,999,999,999 (one hundred twenty seven billion nine hundred and ninety-nine million nine hundred and ninety-nine thousand nine hundred and ninety-nine) B series shares.

each share shall have the par value of IDR125.00 (one hundred and twenty five Rupiah).

2. From the aforementioned authorized capital, have been subscribed and fully paid up 93,333,333,333,332 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-two) shares with the total nominal value of IDR11,666,666,666,500.00 (eleven trillion six hundred sixty-six



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

billion six hundred sixty-six million six hundred sixty-six thousand five hundred Rupiah) consisting of:

- a. 1 (one) Dwiwarna series A share with the total nominal value of IDR125.00,- (one hundred and twenty five Rupiah); and
 - b. 93,333,333,331 (ninety-three billion three hundred thirty-three million three hundred thirty-three thousand three hundred thirty-one) Series B shares with the total nominal value of IDR11,666,666,666,375.00 (eleven trillion six hundred sixty-six billion six hundred sixty-six million six hundred sixty-six thousand three hundred and seventy-five Rupiah).
3. 100% (one hundred percent) of the nominal value of each issued share as mentioned hereinabove, or the total amount of IDR 11,666,666,666,500,- (eleven trillion six hundred sixty-six billion six hundred sixty-six million six hundred sixty-six thousand five hundred Rupiah) have been subscribed and fully paid-up by each Shareholder of the Company.
4. By always with due observance of the provisions of the applicable laws and regulations including the Capital Market regulations, subscription for shares may be made comprising cash or in other forms. Subscription for shares comprising other than cash, whether comprising tangible or intangible goods, shall fulfill the following



[TRANSLATION]



conditions:

- a. the goods which shall be used as the capital subscription shall be announced to public at the announcement of a General Meeting of Shareholders (hereinafter shall be referred to as **"GMS"**) regarding the relevant subscription;
- b. the goods used as the capital subscription shall be assessed by an Appraiser registered with the Indonesia Financial Services Authority (hereinafter shall be referred to as **"OJK"**) and is not under pledge in any way whatsoever;
- c. obtaining approval of the GMS with the quorum as provided in Article 26 paragraph (1);
- d. in the event that the goods used as a capital subscription is made comprising the shares of a limited liability company conducting a Public Offering or a public company listed on the Stock Exchange, the price shall be determined based on the fair market value;
- e. in the event that the subscription comes from the retained earnings, share premium of the net profit of the Company, and/or of own-equity, such retained earnings, share premium, net profit of the Company, and/or other own-equity have been included in the latest Annual Financial Statements which have

SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

been audited by an accountant registered with the OJK, with an unqualified opinion; and

- f. in the event that Company shall increase the capital by not providing Pre-emptive Rights (hereinafter shall be referred to as **"Rights"**), shall obtain approval of the GMS attended by the independent Shareholders as provided in Article 25 paragraph (3).
5. The unissued shares shall be issued by the Board of Directors according to the capital needs of the Company at the time and by means and prices and requirements set out by the Meeting of the Board of Directors under the approval of the GMS, regarding prices, the General Meeting of Shareholders may delegate the authority to set out the prices to the Board of Commissioners, with due observance of the provisions set forth in this Articles of Association and the prevailing laws and regulations in the Capital Market sector in Indonesia, provided that such issuance is not at the price below the par value.
6. a. If Company intends to increase the capital through the issuance of shares and/or other equity securities, either share convertible securities either call-option securities, Company shall provide Rights to each Shareholder according to a certain ratio to the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

percentage of the share ownership.

- b. Obligation to provide Rights in the issuance of shares and/or other equity securities in letter a of this paragraph shall not apply as further stipulated in the Capital Market laws and regulations.
- c. Rights may be transferred and exchanged within the period as set out in the laws and regulations as well as the applicable Capital Market laws and regulations.
- d. In the event that there shall be the remaining unsubscribed shares or other equity securities that are not subscribed by Shareholders as referred to in letter a of this paragraph, in the event that there are standby buyers, the shares or other equity securities shall be allocated to certain parties acting as the standby buyers under the same price and terms.
- e. Implementation of the issuance of the unissued shares for the holders of the holders of the shares convertible Securities or Securities with the Rights, may be performed by the Board of Directors based on the previous GMS of the Company which has approved the issuance of such Securities.
- f. Increase in the subscribed and paid-up capital shall become effective after a subscription is made, and the shares issued have



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

the same rights as shares having the same classification issued by the Company, without prejudice to the Company's obligation to administer notification to the Minister in the field of Law ("Minister").

7. The Company's capital increase may only be performed based on the resolutions of the GMS.
8. Amendments to Articles of Association in order to change the authorized capital shall be approved by the Minister of Law, provided that:
 - a. Increase of the authorized capital resulting in the subscribed and paid-up capital becoming less than 25% (twenty five percent) of the authorized capital, may be made to the extent that:
 - 1). it has obtained approval from the GMS to increase the authorized capital;
 - 2). it has obtained approval from the Minister ;
 - 3). increase of the to issued and paid-up capital hence to become less than 25% (twenty five percent) shall be made within no later than 6 (six) months after approval from the Minister.
 - 4). in the event that the increase of the paid-up capital as



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

referred to in point 3 hereinabove is not fully complied with,
Company shall re-amend the Articles of Association thereof,
hence the authorized capital and paid-up capital shall
comply with the provisions of the Limited Liability Company
Act (Company Act), within 2 (two) months after the period
in point 3 above is not complied with;

5). approval of the GMS as referred to in point 1 hereinabove
shall also include approval to amend this Articles of
Association as referred to in paragraph (8) letter b, below.

b. Amendment to the Articles of Association for the purposes of
Capital Increase shall be effective after the capital subscription
which is made resulting in the amount of paid-up capital to
become less than 25% (twenty five percent) of the authorized
capital and has the same rights as the other shares issued by
the Company with due observance to the provisions of this
Articles of Association, without prejudice to obligation of the
Company to process the approval for amendments to this
Articles of Association from the Minister on the implementation
of the increase of the subscribed and paid-up capital.

9. Each increase in the capital through issuance of Equity securities
may waive the aforementioned provisions, if laws and regulations,



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

especially the laws and regulations in the Capital Market sector and the Stock Exchange regulations at the place where the shares of the Company are listed determine so otherwise.

10. GMS as referred to in this Article shall be attended by Dwiwarna series A Shareholder and resolution of the Meeting shall be approved by Dwiwarna series A Shareholder.

SHARE

Article 5

1. Shares of the Company shall be the registered share and issued on behalf of the owners registered in the Shareholders Registry which consists of:
 - a. Dwiwarna series A share which may only be specifically owned by the Republic of Indonesia; and
 - b. B series shares which may be owned by the Republic of Indonesia and/or public.
2. In the Articles of Association, "shares" shall mean Dwiwarna series A share and B series share, and the "Shareholders" shall be Dwiwarna series A Shareholder and B series Shareholders, unless expressly defined otherwise.
3. Company shall only admit one person or one legal entity as the





[TRANSLATION]

authorized party to exercise the rights provided by law on the share.

4. a. To the extent that in the Articles of Association is not expressly stipulated otherwise, Dwiwarna series A Shareholder and B series Shareholders shall have the same rights and each 1 (one) share shall provide 1 (one) voting right
- b. According to the Articles of Association, Dwiwarna series A share shall be the share specifically owned by the Republic of Indonesia that provides the holder thereof with the privileges as the Dwiwarna series A Shareholder.
- c. Privileges of Dwiwarna series A Shareholder shall be:
 - 1) the right to approve in the GMS pertaining to the following matters:
 - a) approval on amendment of the Articles of Association;
 - b) approval on any change in capital;
 - c) approval on appointment and dismissal of members of the Board of Directors and members of the Board of Commissioners;
 - d) approval related to merger, consolidation, acquisition, spin-off and liquidation of the Company;
 - e) approval on remuneration of members of the Board of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



Directors and members of the Board of Commissioners;

- f) approval on the assignment and pledge of assets which pursuant to Articles of Association shall require approval of the GMS;
 - g) approval on participation and decrease of percentage of capital participation in other company which pursuant to Articles of Association shall require approval of the GMS;
 - h) approval on the use of the net profits;
 - i) approval on investment and non-operating long-term financing which pursuant to Articles of Association shall require approval of the GMS;
- 2) the rights to propose GMS agenda;
 - 3) the rights to request for and access data and documents of the Company;
 - 4) the rights to propose mandatory nomination for the candidate members of the Board of Directors and candidate members of the Board of Commissioners;

with the mechanism of use of the privileges concerned shall be



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

pursuant to the provisions in the Articles of Association and laws and regulations.

- d. Except for the privileges as mentioned in letter c of this paragraph and in other part of Articles of Association, B series Shareholder shall have the same rights with due observance of the provisions of Article 25.
5. If a share is transferred due to inheritance or due to any other reason whatsoever, it becomes the property of more than 1 (one) person, then the co-owners shall appoint one of among them and those who are appointed shall be recorded as their joint-proxy in the Shareholders Registry, who has the rights to exercise the rights conferred by law to the shares.
6. In the event that the co-owners fail in notifying the Company in writing of the appointment of the joint-proxy, Company shall consider that the Shareholder whose name is registered in the Shareholders Registry of the Company as the only legal holder of such shares.
7. Each Shareholder according to law shall be subject to Articles of Association and all resolutions legally taken in the GMS as well as laws and regulations.
8. As for all shares of the Company that are registered in Stock Exchange, shall apply the applicable Capital Market laws and



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

regulations of Stock Exchange at the place of the shares of the Company are registered.

SHARE CERTIFICATE

Article 6

1. Proof of share ownership shall be as follows:
 - a. In the event that the shares of the Company are not trusted in the Collective Depository at the Settlement and Depository Agency, Company shall be required to provide a proof of share ownership comprising share certificates or collective share certificates to its shareholders.
 - b. In the event that shares of the Company are trusted in the Collective Depository at the Settlement and Depository Agency, Company shall be required to issue certificates or written confirmation to the Settlement and Depository Agency as proof of recording in the Shareholders Registry of the Company.
2. Company shall issue share certificates on behalf of the owner who is registered in the Shareholders Registry of the Company, pursuant to the applicable Capital Market laws and regulations of Stock Exchange at the place the shares of the Company are registered.
3. Company may issue collective share certificates proving the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

ownership of 2 (two) shares or more shares owned by one Shareholder.

4. A share certificate shall specify:
 - a. name and address of Shareholder;
 - b. serial number of share certificate;
 - c. issuance date of share certificate;
 - d. nominal value of share.
5. A collective share certificate shall specify:
 - a. names and addresses of Shareholders;
 - b. serial number of collective share certificate;
 - c. issuance date of collective share certificate;
 - d. nominal value of share and nominal value of collective shares;
 - e. numbers of share and number of the relevant share certificate.
6. Each share certificate, collective share certificate, convertible bond, warrant and/or other equity convertible securities shall contain signature of the President Director and the President Commissioner, or if the President Commissioner is unavailable or not available, the matter of which shall be unnecessarily proven to the other third party, then signed by the President Director and one member of the Board of Commissioners, or if the President Director and the President Commissioner are unavailable or not available, the matter of which





[TRANSLATION]

shall be unnecessarily proven to the other third party, then signed by one Director and one member of the Board of Commissioners, the signatures may be printed directly on the share certificate, collective share certificate, convertible bond, warrant and/or other equity convertible securities, with due observance of the applicable Capital Market laws and regulations of Stock Exchange at the place the shares of the Company are registered.

7. In the event that Company shall not issue share certificates, share ownership may be proven with a share ownership statement issued by the Company.
8. All share certificates and/or collective share certificates issued by the Company may be pledged with due observance of the provisions of the Capital Market laws and regulations and Company Act.

SUBSTITUTE SHARE CERTIFICATE

Article 7

1. If a share certificate is damaged, substitution to such share certificate may be made if:
 - a. the party submitting the written application for share certificate substitution is the owner of the share certificate;
 - b. Company has received the damaged share certificate;
 - c. the original damaged share certificate shall be returned and may



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

- be exchanged with a new share certificate which the serial number of it shall be the same as the number of the original share certificate; and
- d. Company shall destroy the original of the damaged share certificate after issuing the substitute share certificate.
2. In the event that a share certificate is lost, a substitute share certificates may be made if:
- a. the party submitting the written application for share certificate substitution is the owner of the share certificate;
- b. Company has obtained reporting document from the Police of the Republic of Indonesia for the lost of the share certificate;
- c. the party submitting the written application for share certificate substitution shall provide a guarantee the Board of Directors of the Company considers necessary; and
- d. issuance plan to substitute the lost share certificate shall have been announced in the Stock Exchange where the shares of the Company are registered within at least 14 (fourteen) days prior to the issuance of the substitute share certificate.
3. After the substitute share certificate is issued, the share certificate that has been substituted shall no longer be applicable for Company.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

4. All costs for issuing the substitute share certificate shall be borne by the interested Shareholder.
5. The provisions mentioned hereinabove pertaining to issuance of substitute share certificate shall also be applicable for issuance of the substitute collective share certificate or equity securities.

COLLECTIVE DEPOSITORY

Article 8

1. As for the shares that are in the Collective Depository, the provisions in this Article shall apply for:
 - a. shares in the Collective Depository in the Depository and Settlement Agency shall be recorded in the Shareholders Registry of the Company on behalf of the Depository and Settlement Agency;
 - b. shares in the Collective Depository in Custodian Bank or Securities Company that are recorded in a Securities account in the Depository and Settlement Agency shall be recorded on behalf of the Custodian Bank or Securities Company concerned for the interests of the account holder at the Custodian Bank or Securities Company;
 - c. if any share in the Collective Depository in Custodian Bank is a part of Mutual Fund portfolio comprising a collective investment



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

contract and is not trusted in the Collective Depository in the Depository and Settlement Agency, Company shall register the share in the Shareholders Registry of the Company on behalf of the Custodian Bank for the interests of the owner of Participation Unit of Mutual Fund comprising collective investment contract;

- d. Company shall issue the certificate or confirmation to the Depository and Settlement Agency as referred to in letter a of this paragraph or Custodian Bank as referred to in letter c of this paragraph as the registration proof in the Shareholders Registry of the Company;
- e. Company shall transfer the shares in the Collective Depository which are registered on behalf of the Depository and Settlement Agency or Custodian Bank for Mutual Fund comprising collective investment contract in the Shareholders Registry of the Company to become on behalf of the party appointed by the Depository and Settlement Agency or the designated Custodian Bank;
- f. application for such transfer submitted by the Depository and Settlement Agency or Custodian Bank to the Company or the Securities Administration Bureau appointed by the Company;
- g. Depository and Settlement Agency, Custodian Bank or



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- Securities Company shall be required to issue confirmation to account holders as the registration proof in a Securities account;
- h. in the Collective Depository, each share of the same type and classification which are issued by the Company shall be commensurate and interchangeable among another;
 - i. Company shall reject share registration into the Collective Depository if the share certificate is lost or destroyed, unless the party requesting for mutation may provide proof and or sufficient guarantee if the party is true as Shareholder and the share certificate is true lost or destroyed;
 - j. Company shall reject the share registration in the Collective Depository if the share is pledged, under confiscation based on a Court order or confiscated for investigation of a crime;
 - k. A Securities account holder whose Securities account thereof are recorded in the Collective Depository shall be entitled to attend and/or vote at the GMS in accordance with the number of shares he/she own in the account;
 - l. Custodian Bank or Securities Company shall submit Securities account register and the number of shares of the Company owned by each account holder to the Custodian Bank or Securities Company to the Depository and Settlement Agency, to



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

further be submitted to the Company within no later than 1 (one) business day prior to Summons for the GMS;

- m. Investment Manager shall be entitled to cast vote in the GMS over the shares of the Company that are trusted in the Collective Depository to the Custodian Bank which constitute a part of Mutual Fund securities portfolio comprising collective investment contract and are not included in the Collective Depository in the Depository and Settlement Agency provided that the Custodian Bank is under obligation to submit the name of the Investment Manager within no later than 1 (one) business day prior to Summons for the GMS;
- n. Company shall submit dividend, bonus share or other rights in relation to share ownership to the Depository and Settlement Agency over the shares in the Collective Depository to the Depository and Settlement Agency and then the Depository and Settlement Agency shall submit dividend, bonus share or other rights to Custodian Bank and to Securities Company for the interests of each account holder in the Custodian Bank and the Securities Company;
- o. Company shall submit dividend, bonus share or other rights in relation to share ownership to Custodian Bank over the shares





[TRANSLATION]

in the Collective Depository to Custodian Bank which constitute the part of the Mutual Fund securities Portfolio comprising the collective investment contract and are not trusted in the Collective Depository to the Depository and Settlement Agency;

- p. cut-off time for determination the Securities account holder being entitled to receive dividend, bonus share or other rights in connection with share ownership in the Collective Depository shall be determined by the GMS provided that Custodian Bank and Securities Company are required to submit the register of Securities account holders and the number of shares of the Company owned by each Securities account holder to the Depository and Settlement Agency within no later on the date that becomes the determination basis of Shareholders being entitled to obtain dividend, bonus share or other rights (cum date), to be further submitted to the Company within no later than 1 (one) business day after the date that becomes the determination basis of Shareholders being entitled to obtain such dividend, bonus share or other rights (cum date).

2. Provisions regarding Collective Depository shall be subject to the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

SHAREHOLDERS REGISTRY AND SPECIAL REGISTRY

Article 9

1. Board of Directors shall prepare and maintain the Shareholders Registry and Special Registry, as well as provide it at the domicile of the Company.
2. Shareholders Registry shall at least include:
 - a. names and addresses of Shareholders;
 - b. numbers, serial number, and acquisition date of the shares owned by Shareholders;
 - c. the amount subscribed for each share;
 - d. names and addresses of individuals and legal entities of the pledgees of shares or as beneficiaries of fiduciary security holder of shares and the pledge date or the registration date of the said fiduciary security;
 - e. information on share subscription comprising other than cash; and
 - f. other information as considered necessary by the Board of Directors.
3. Special Registry shall record information on the share ownership and/or change of share ownership of members of the Board of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

Directors and members of the Board of Commissioners as well as their families in the Company and/or in other companies as well as the acquisition date of the shares.

4. Shareholders shall notify each residential change by a letter accompanied with a receipt thereof to the Board of Directors. To the extent that the notification has yet to be made, all summons and notifications to Shareholders shall be legal if addressed to the addresses of Shareholders lastly recorded in the Shareholders Registry.
5. Board of Directors shall keep and maintain the Shareholders Registry and Special Registry properly.
6. Each Shareholder shall be entitled to inspect the Shareholders Registry and Special Registry at Company office or at the office of the Securities Administration Bureau appointed by the Company during business hours.
7. Board of Directors of the Company may appoint and confer authority to the Securities Administration Bureau to perform the share registration in the Shareholders Registry and Special Registry. Each registration or record in the Shareholders Registry including records on sale, transfer, collateral, pledge or fiduciary security, related to shares of the Company or any rights or interests over shares shall be



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

made pursuant to the Articles of Association and the applicable Capital Market laws and regulations.

8. Provisions in this Article shall be valid to the extent that not stipulated otherwise in the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.
9. In the event that sale, transfer, collateral comprising pledge, fiduciary security, or related to shares of the Company or cession (*cessie*) with respect to rights or interest on share, the interested party shall report in writing to the Board of Directors or the party appointed by the Board of Directors to be recorded and registered in the Shareholders Registry, pursuant to Articles of Association with due observance of the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.

TRANSFER RIGHTS ON SHARE

Article 10

1. In the event that a change in share ownership, the initial owner who is registered in the Shareholders Registry shall be deemed to remain being the owner of the shares until the name of the new owner has been recorded in the Shareholders Register , such matter shall be with due observance of the applicable Capital Market laws and





[TRANSLATION]

regulations of the Stock Exchange at the place the shares of the Company are registered.

2. a. Unless specified otherwise in laws and regulations as well as Capital Market regulations and the Articles of Association, transfer of rights on share shall be proven with a document duly signed by or on behalf of the transferor and by or on behalf of the relevant transferee. Document of transfer of rights on share shall be subject to form and substances acceptable by the Board of Directors.
 - b. Transfer of rights on shares that are trusted in the Collective Depository shall be made by the transfer from one Securities account to another Securities account in the Depository and Settlement Agency, Custodian Bank and securities Companies. Document of transfer of rights on share shall be subject to form and substances as specified by and/or acceptable by the Board of Directors provided that the document of transfer of rights on share that is recorded in Stock Exchange shall comply with regulations of the Stock Exchange at the place the shares of the Company are registered as well as laws and regulations and the related provisions.
3. Board of Directors may reject by rendering the reason thereof, to



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

register the transfer of right on share in the Shareholders Registry of the Company, if the methods required in the Articles of Association are not complied with or if one of the conditions in the license conferred to the Company or other matters required by the competent authority are not complied with.

4. If the Board of Directors refuses to register the transfer of rights on share, the Board of Directors shall deliver notification of refusal to the transferor within no later than 30 (thirty) days after the application date for registration is received by the Board of Directors with due observance of the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.
5. Regarding the shares of the Company that are recorded in the Stock Exchange at the place the shares of the Company are registered, each refusal to register transfer of rights shall be in accordance with the regulations of the Stock Exchange at the place the shares of the Company are registered.
6. Registration of transfer of rights on share may not be made within the period as of the announcement date of Summons for the GMS until the closing date of the GMS concerned with due observance of the applicable Capital Market laws and regulations.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

7. Any person who obtains the rights on share due to a death of the Shareholder or due to any other reasons resulting in ownership of share, based on law, is transferred, may submit a proof of his/her rights, as required by the Board of Directors, by submitting the written application to be registered as the Shareholder of the share. Registration may only be made if the Board of Directors accept based on the proof of rights and without prejudice to the provisions in the Articles of Association.
8. All restrictions, prohibitions and provisions in the Articles of Association stipulating the transfer of rights on shares and registration of the transfer of rights on shares shall also apply to the transfer of rights on shares according to paragraph (6) of this Article.
9. Shareholder as referred to in Article 20 paragraph (6) letter a points i and ii shall be obliged not to transfer his/her share ownership within at least 6 (six) months as of the announcement of the GMS by the Board of Directors or Board of Commissioners or determined by the Head of District Court.
10. Form and procedure of the transfer of rights on shares being traded in the Stock Exchange shall comply with the Capital Market laws and regulations as well the Stock Exchange rules at the place at which the shares of the Company are registered, except for the rights on





[TRANSLATION]

Dwiwarna series A share which may not be transferable to the other party, whosoever.

BOARD OF DIRECTORS

Article 11

1. Company shall be managed and led by the Board of Directors the number of which shall be adjusted to the needs of the Company, at least consisting of 3 (three) persons, one among them shall be appointed as the President Director, and if necessary one other member of the Board of Directors may be appointed as the Vice President Director.
2. Requirements of members of the Board of Directors shall comply with the provisions of:
 - a. Company Act;
 - b. applicable Capital Market laws and regulations; and
 - c. other laws and regulations applicable for and in relation to business activities of the Company.
3. A person who may be appointed as a member of the Board of Directors shall be an individual, who complies with the requirements at the appointment time and during the term of office:
 - a. having good moral and integrity;
 - b. being capable of doing legal action;
 - c. within 5 (five) years prior to the appointment and during the term



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



of office:

- 1) has never been declared bankrupt;
- 2) has never become a member of the Board of Directors and/or member of the Board of Commissioners who is convicted guilty causing a Limited Company (including Company) to be declared bankrupt;
- 3) has never been sentenced of committing a crime that causing losses to state finances and/or in relation to financial sector;
- 4) has never become a member of the Board of Directors and/or member of the Board of Commissioners the during the term of office thereof:
 - a) ever failed in holding the Annual GMS;
 - b) the accountability as a member of the Board of Directors and/or member of the Board of Commissioners, has ever been rejected by the GMS or ever failed submitting the accountability as a member of the Board of Directors and/or member of the Board of Commissioners to GMS; and
 - c) ever causing a company that obtained a license, approval, or registration from the Financial Services Authority failed in complying with the obligation to deliver the Annual report and/or financial report to Financial Services



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

Authority.

- 5) having commitment to comply with the laws and regulations;
 - 6) having the knowledge and/or expertise in the fields as required by the Company; and
 - 7) complying with other requirements as specified in paragraph (2) of this Article.
4. Compliance with the requirements as referred to in paragraph (3) of this Article, shall be made in a statement letter signed by the candidate member of the Board of Directors and the letter shall be submitted to the Company. The statement letter shall be examined and documented by the Company.
5. Company shall perform GMS to substitute any member of the Board of Directors who does not comply with the requirements.
6. Appointment of a member of the Board of Directors who fails in complying with the requirements as referred to in paragraph (2) of this Article shall null and void as of the other member of the Board of Directors or members of the Board of Commissioners have knowledge of such failure, based on valid evidence, and to the relevant member of the Board of Directors shall be rendered written notice with due observance of the laws and regulations.
7. Within a period of no later than 2 (two) business days as of being found out that the appointment of a member of the Board of Directors



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022

Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

is not in compliance with the requirements, the other members of the Board of Directors or members of the Board of Commissioners, shall announce the cancellation of appointment of the relevant member of the Board of Directors in an announcement media with due observance of the applicable Capital Market laws and regulations, and within no later than 7 (seven) days to notify the Minister to be recorded pursuant to laws and regulations.

8. Any legal action that has been performed for and on behalf of the Company by such unqualified member of the Board of Directors prior to cancellation of the appointment of such member of the Board of Directors shall remain binding and become the responsibility of the Company.
9. Any legal action that is performed for and on behalf of the Company by a member of the Board of Directors who failed in complying with the requirements after the appointment is cancelled as referred to in paragraph (6) of this Article shall be illegal and shall become the personal responsibility of the relevant member of the Board of Directors.
10. Members of the Board of Directors shall be appointed and dismissed by the GMS attended by Dwiwarna series A Shareholder and resolution of such GMS shall be approved by Dwiwarna series A Shareholder with due observance of the provisions in the Articles of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

Association. Members of the Board of Directors shall be appointed by the GMS from the candidates proposed by Dwiwarna series A Shareholder, the nomination shall bind for the GMS. This provision shall also be applied for the GMS that is performed in order to revoke or sustain the suspension resolution of a member of the Board of Directors.

11. Resolution of the GMS regarding appointment and dismissal of a member of the Board of Directors shall also stipulate the effective date of the appointment and dismissal. In the event that GMS does not stipulate, the appointment and dismissal of the member of the Board of Directors shall enter be effective as of the closing of the GMS of such appointment or dismissal with due observance of the provisions of the laws and regulations.

12. a. Members of the Board of Directors shall be appointed for a term of office as of the closing of the GMS or any other date set out by the GMS appointing him/her and terminated at the closing of the 5th (fifth) GMS after the appointment date, provided that it shall not exceed the period of 5 (five) years, with due observance of the laws and regulations including the Capital Market regulations, however without prejudice to the right of the GMS to dismiss members of the Board of Directors at any time prior to the term of office expires.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

- b. Such dismissal shall be effective as of the closing of the GMS, unless of specified otherwise by the GMS.
 - c. After the term of office expires, members of the Board of Directors may be re-appointed by the GMS for once term of office.
13. GMS may dismiss members of the Board of Directors at any time by stating the reason thereof.
14. Reasons for the dismissal of a member of the Board of Directors as referred to in paragraph (13) of this Article shall be performed if based on facts, the relevant member of the Board of Directors, among others:
- a. being unable/lack of ability to comply with his/her obligations that as agreed in the management contract;
 - b. being unable to perform his/her duties well;
 - c. violating the provisions of Articles of Association and/or laws and regulations;
 - d. being involved in any harmful action against Company and/or the state;
 - e. committing any action that breaches the ethics and/or propriety that should be respected as a member of the Board of Directors;
 - f. found guilty based on a final and enforceable court verdict;
 - g. voluntarily resigns;
 - h. other reasons deemed appropriate by the GMS for the sake of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Ji. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



interests and objectives of the Company.

15. Resolution of dismissal due to the reasons as referred to in paragraph (14) of this Article shall be taken after the concerned person is rendered the opportunity to defend himself/herself, except for dismissal due to the reasons in paragraph (14) letters f and g of this Article.
16. Termination due to the reasons as referred to in paragraph (14) letters d and f of this Article shall constitute a dishonorable dismissal.
17. Among members of the Board of Directors and among members of the Board of Directors and members of the Board of Commissioners, there may be no family relationship up to the third degree, either lineally or collaterally, including marital relationship.
18. In the event that circumstances as referred to in paragraph (17) of this Article occurred, the GMS shall have the authority to dismiss one of them.
19. Members of the Board of Directors may be rendered with salary and facilities and/or other allowance including *tantieme* (percentage bonus) and similar pension benefit and the amount of which shall be determined by the GMS and, such authority may be delegated to the Board of Commissioners.
20. If at any time due to any reason there will be one or more positions of the Board of Directors become vacant:



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

- a. Meeting of the Board of Directors shall appoint one of the other members of the Board of Directors to perform the duties of the vacant member of the Board of Directors with the same power and authorities.
 - b. With due observance of the provisions in Banking sector, GMS shall be performed to replenish the vacant position if it causes members of the Board of Directors to be less than 3 (three) persons one of them is President Director or the vacant position is President Director or other Director who is required by the provisions in Banking sector.
 - c. GMS as referred to in b of this paragraph shall be performed within no later than 90 (ninety) days as of the vacancy.
21. In the event that there is a member of the Board of Directors whose term of office expired and GMS has yet to appoint a substitute thereof, the member of Board of Directors whose term of office has terminated may be determined by the GMS to perform his/her duties with the same power and authority provided that the related expired member of the Board of Directors may only take his/her term of office for 1 (one) term.
22. a. If at any time due to any reasons whatsoever all members of the Board of Directors Company are vacant, no later than 90 (ninety) days after the vacancy, the GMS shall be performed to replenish



[TRANSLATION]

the vacancy of the said Board of Directors.

- b. During the vacancy and the GMS has yet to replenish the vacant position of the Board of Directors as referred to in letter a paragraph, the Company shall be temporarily managed by the Board of Commissioners, with the same power and authority.
23. a. A member of the Board of Directors may resign from his/her position prior to expiry date of his/her term of office. In the event that a member of the Board of Directors has resigned, the relevant member of the Board of Directors shall submit a resignation application in writing regarding the said purpose to the Company.
- b. Company shall perform GMS to decide the resignation application of the member of the Board of Directors within no later than 90 (ninety) days after the resignation letter is received.
 - c. Company shall perform information disclosure to public and deliver to the Financial Services Authority within no later than 2 (two) business days after:
 - 1) the resignation letter is received by the Board of Directors as referred to in letter a of this paragraph; and
 - 2) the resolutions of the GMS as referred to in letter b of this paragraph.
 - d. Before the resignation becomes effective, the relevant member of the Board of Directors shall remain under obligation to



[TRANSLATION]

accomplish his/her duties and responsibilities in accordance with the Articles of Association and laws and regulations.

- e. The resigning member of the Board of Directors shall only be discharged from responsibilities after obtaining a full release and discharge of responsibilities from the Annual GMS.
24. Position of member of the Board of Directors shall be terminated if:
- a. his/her resignation has been effective, as referred to in paragraph (23) letter b;
 - b. passed away
 - c. the term of office expired;
 - d. being dismissed based on resolution of the GMS;
 - e. being declared bankrupt under a final and enforceable Commercial Court order or put under guardianship based on a Court order; or
 - f. No longer comply with the requirements as member of the Board of Directors based on the provision of Articles of Association and laws and regulations.
25. Provision as referred to in paragraph (24) letter f of this Article shall include but not limited to the prohibited concurrent positions.
26. For any member of the Board of Directors who resigns prior to or after the term of office thereof expired, unless terminated due to passed away, the relevant person shall deliver accountability on his/her



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



actions which have yet to be accepted by the GMS.

27. Members of the Board of Directors may at any time be temporarily suspended by the Board of Commissioners by stating the reason if they act against the Articles of Association or there are indications of taking harmful actions against the Company or fails in complying with obligations thereof or there is an urgent reason for Company, with due observance of the following provisions:

- a. the suspension shall be notified in writing to the member of the Board of Directors accompanied with the reasons causing such suspension with a copy to the Board of Directors;
- b. the notice as referred to in letter a of this paragraph shall be delivered within no later than 2 (two) business days after the stipulation of the suspension;
- c. the suspended a member of the Board of Directors shall not be authorized to perform management of the Company for the interests of the Company in accordance with the purposes and objectives of the Company or represent Company both before and outside of Court;
- d. within no later than 90 (ninety) days after the suspension, the Board of Commissioners shall perform the GMS to revoke or sustain the resolution of the suspension;
- e. by the lapse of period for holding the GMS as referred to in letter



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]

- d of this paragraph or the GMS is unable to take a resolution, the suspension shall be cancelled;
- f. limitation of authority in letter c paragraph shall apply as of the resolution of suspension by the Board of Commissioners until:
- 1) there is a resolution of the GMS which sustaining or cancelling the suspension in letter d of this paragraph; or
 - 2) by the lapse of period in this letter d.
- g. in the GMS as referred to in letter d of this paragraph, the relevant member of Board of Directors shall be rendered the opportunity to defend himself/herself;
- h. a suspension may not be extended or reimposed with the same reason, if the suspension is declared being cancelled as referred to in letter e of this paragraph;
- i. if the GMS cancels the suspension or a condition occurs as referred to in letter e of this paragraph, the relevant member of the Board of Directors shall perform his/her previous duties as appropriately;
- j. in the event that GMS sustains the suspension resolution, the relevant member of the Board of Directors shall be permanently dismissed;
- k. if the member of the Board of Directors who is temporarily suspended shall not attend the GMS after being summonsed in



[TRANSLATION]

writing, the member of the suspended Board of Directors shall be deemed of not using his/her rights to defense himself/herself in the GMS and has accepted GMS resolution;

1. Company shall make information disclosure to public and deliver to Financial Services Authority pertaining to:

- 1) the resolution of suspension; and
- 2) the resolutions of the GMS to revoke or sustain the suspension resolution as mentioned to in letter d of this paragraph, or information regarding cancellation of the suspension by the Board of Commissioners due to failure in holding the GMS until the lapse of the period as referred to in letter e of this paragraph, within no later than 2 (two) business days after the event occurred.

28. Members of the Board of Directors shall be prohibited to have concurrent positions as mentioned below, namely to serve as:

- a. member of the Board of Directors at a State-Owned Enterprise, Regional-Owned Enterprise, Private-Owned Enterprise;
- b. member of the Board of Commissioners and or Supervisory Board at a State-Owned Enterprise;
- c. other structural and functional positions at any central government and/or regional agency/institution;
- d. administrator of political party, a member of the People's



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022

Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

- Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or regional head/deputy regional head;
- e. candidate/member of the People's Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or candidate regional head/candidate deputy regional head;
- f. other position that may create a conflict of interest; and/or
- g. other position in accordance with the provisions of laws and regulations.
29. For concurrent positions of the Board of Directors that are not included in the provisions of paragraph (28) of this Article, the approval from Meeting of the Board of Commissioners shall be required.

DUTIES, AUTHORITIES AND OBLIGATIONS OF THE BOARD OF DIRECTORS

Article 12

1. Board of Directors perform all actions in relation to and shall be responsible for management of the Company for the interests of the Company in accordance with the purposes and objectives of the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07 2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

Company as well as to represent Company both before and outside of Court regarding all matters and all affairs under the limitation as provided in laws and regulations, Articles of Association, and/or Resolution of the GMS.

2. In performing the duties as referred to in paragraph (1) of this Article:

a. Board of Directors shall have the rights and authorities among other things:

- 1) stipulating the policy as considered appropriate in the management of the Company;
- 2) arranging the delegation of power of the Board of Directors to represent Company before and outside of Court to a person or persons specially appointed for this, including employees of the Company either individually or jointly and/or to other bodies;
- 3) stipulating provisions concerning Company employees including determination of wages, pensions, or pension benefits and other income for Company employees based on laws and regulations;
- 4) appointing and dismiss Company employees based on regulation of employment and other laws and regulations;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



- 5) appointing and dismiss the Corporate Secretary and/or Head of Internal Supervisory Unit with the approval of the Board of Commissioners;
- 6) writing-off bad debts with the provisions as stipulated in the Articles of Association and to be further reported to the Board of Commissioners and to be accounted for in Annual Report;
- 7) no longer collect interest receivables, fines, fees, and other receivables other than the principal made for the purpose of restructuring and/or settlement of receivables as well as to take other actions in the context of settlement of the Company's receivables with the obligation to report to the Board of Commissioners whose reporting terms and procedures are determined by the Board of Commissioners;
- 8) performing all actions and other deeds regarding management and ownership of assets of the Company, to bind Company with other party and/or other party with Company, and represent Company before and outside of Court regarding all things and all events, with restrictions as stipulated by the laws and regulations, Articles of Association and/or GMS resolution



[TRANSLATION]



- b. Board of Directors shall be under obligations to:
- 1) making an effort and ensure the implementation of the Company's business and activities in accordance with its purposes and objectives as well as its business activities;
 - 2) preparing in due time the Long-Term Plan of the Company, Annual Business Plan and Budget of the Company and other business plans and the changes thereof to be submitted to the Board of Commissioners and to obtain approval from the Board of Commissioners;
 - 3) preparing Shareholder Register, Special Register, Minutes of the GMS, and the Minutes of Meeting of the Board of Directors;
 - 4) preparing the Annual Report which contains, among other things, financial reports, as a form of accountability for the management of the Company, as well as financial documents of the Company as referred to in the Law regarding Company Documents.;
 - 5) preparing financial statement as referred to in number 4) of this paragraph based on Financial Accounting Standards and submit to a Public Accountant to be audited;
 - 6) submitting the Annual Report after being reviewed by the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Board of Commissioners at the latest 5 (five) months after Financial Year of the Company expired to GMS for approval and ratification;

- 7) providing explanation to GMS regarding the Annual Report;
- 8) submitting the Balance Sheet and Profit and Loss Statement which have been approved by the GMS to the Minister in accordance with the provisions of the laws and regulations;
- 9) preparing other mandatory reports required by the provisions of the laws and regulations;
- 10) maintaining the Shareholder Register, Special Register, Minutes of the GMS, Minutes of Meeting of the Board of Commissioners and Minutes of Meeting of the Board of Directors, Annual Report and financial documents of the Company as referred to in number 4) and number 5) aforementioned, and other documents of the Company;
- 11) maintaining at the domicile of the Company: Shareholder Register, Special Register, Minutes of the GMS, Minutes of Meeting of the Board of Commissioners and Minutes of Meeting of the Board of Directors, Annual Report and financial documents of the Company as well as other



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022

Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia

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[TRANSLATION]



documents of the Company;

- 12) procuring and maintain bookkeeping and administration of the Company in accordance with the custom for a company;
- 13) arranging the accounting system in accordance with Financial Accounting Standards and based on the principles of internal control, especially the management, recording, storage and supervision functions;
- 14) providing periodic reports according to the method and time according to the provisions, as well as other reports whenever requested by the Board of Commissioners and/or Dwiwarna series A Shareholder, with due observance of the laws and regulations in the Capital Market sector;
- 15) preparing the complete organizational structure of the Company with details and duties thereof;
- 16) providing an explanation of all the questions asked or requested by members of the Board of Commissioners and Dwiwarna series A Shareholder, with due observance of the laws and regulations as well as Capital Market regulations;
- 17) performing other obligations in accordance with the provisions stipulated in the Articles of Association and stipulated by the GMS.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



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3. In performing their duties, the Board of Directors shall devote its energy, thoughts, attention and full dedication to the duties, obligations and achievement of the Company's goals.
4. In performing their duties, the Board of Directors shall comply with the Articles of Association of the Company and the laws and regulations as well as shall be required to perform the principles of professionalism, efficiency, transparency, independence, accountability, responsibility and fairness.
5. Each member of the Board of Directors shall perform the duties and responsibilities as referred to in paragraph (1) of this Article in good faith, full of responsibility and prudence, for the interests and business of the Company with due observance of the laws and regulations.
6. a. Each member of the Board of Directors shall be jointly and severally responsible for any losses of the Company caused by the willful misconduct or negligence of the members of the Board of Directors in performing their duties.
- b. Members of the Board of Directors may not be performed responsible for any losses of the Company as referred to in letter a of this paragraph, if they are able to prove that:
 - 1) the loss is not due to his/her willful misconduct or



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 - Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



negligence;

- 2) having performed management in good faith, full of responsibility and prudence for the interests and in accordance with the purposes and objectives of the Company;
- 3) having no conflict of interest, either directly or indirectly, over management actions that result in losses; and
- 4) having taken steps to prevent the loss, from arising or continuing.

7. The actions of the Board of Directors below shall obtain the written approval from the Board of Commissioners:

- a. to dispose/transfer and/or collateralize the assets of the Company with the criteria and value exceeding a certain amount as determined by the Board of Commissioners, with due observance of the laws and regulations in the Capital Market and banking sector;
- b. to cooperate with other business entity or other party, comprising joint operation (KSO), business cooperation (KSU), licensing cooperation, Build, Operate and Transfer/BOT, Build, Transfer and Operate/BTO, Build, Operate and Own/BOO and other agreements that have the same nature whose term or value



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



exceeds the value set out by the Board of Commissioners;

- c. to set out and change the Company's logo;
- d. to set out the organizational structure 1 (one) level under Board of Directors;
- e. making capital participation, dispose of equity participation including changes in certain capital structure with a certain value as determined by the Board of Commissioners in other limited liability company, subsidiary, and joint venture company which are not for the purpose of salvaging the receivables; with due observance of the Capital Market laws;
- f. establishing a subsidiary and/or joint venture company with a certain value as determined by the Board of Commissioners with due observance of the applicable Capital Market laws and regulations.
- g. to propose representative of the Company to become candidates for Board of Directors and members of the Board of Commissioners to subsidy that provides significant contribution to the Company and/or has strategic values according to the limits and/or criteria set out by the Board of Commissioners.
- h. to perform merger, consolidation, acquisitions, spin-off and liquidation of subsidiaries and joint ventures with a value set out



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

by the Board of Commissioners with due observance to the applicable Capital Market laws and regulations;

- i. to perform action included into material transaction as set out by the applicable Capital Market laws and regulations with a particular value set out by the Board of Commissioners, unless the action is included into the material transaction exempted by the applicable Capital Market laws and regulations;
- j. to perform action that is not set out in the Business Plan and Budget Plan of the Company;
- k. Actions to transfer including to sell, dispose rights to collect and/or no longer collect over:
 - 1) bad principal receivables that have been written off for credit settlement, either partially or in a whole;
 - 2) the difference between the value of bad principal receivables that have been written off and the transfer value, including the sales or with the rights disposal value;

implemented based on the policy of the Board of Directors that has been approved by the Board of Commissioners and in the limit amount of the write-off that has been determined by the GMS which shall remain valid until the determination of a new limit by the GMS.

- 8. a. Determination of the limit and/or criteria by the Board of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



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Commissioners for the matter as referred to in paragraph (7) letters a, b, e, f, g and h of this Article shall be performed by the Board of Commissioners after obtaining approval from Dwiwarna series A Shareholder;

- b. Approval of the Board of Commissioners with respect to paragraph (7) letters a, b, e, f, g and h Article of this Article shall be performed by the Board of Commissioners after obtaining approval from Dwiwarna series A Shareholder;
 - c. The action of the Board of Directors as referred to in paragraph (7) letter b of this Article to the extent being required in order to perform the main business activities that are commonly performed in banking business sector with due observance to the provisions of the laws and regulations, shall not require approval from the Board of Commissioners, Dwiwarna series A Shareholder, and/or GMS.
9. Within no later than 30 (thirty) days as of the receipt of application or explanation and document in complete from the Board of Directors, the Board of Commissioners shall render resolution as referred to in paragraph (8) of this Article.
10. Board of Directors shall obtain approval from GMS to:
- a. transfer the assets of the Company therefore in the current



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



Financial Year the total assets of the Company transferred; or

- b. provide as a debt collateral over the assets of the Company therefore the assets of the Company to be pledged;

shall exceed 50% (fifty percent) of the total net asset of the Company in 1 (one) transaction or more, whether in relation to one another or not, except as the operator of business activities of the Company, in accordance with Article 3 with due observance to the provisions of the Company Act.

11. a. The actions below may only be taken by the Board of Directors after obtaining the written response from the Board of Commissioners and obtaining approval from GMS to:

- 1) Perform actions that are included in material transactions as stipulated by laws and regulations in the capital market with a value of more than 50% (fifty percent) of the Company's equity, unless such actions are included in material transactions that are exempted by Capital Market laws and regulations;
- 2) Make transactions containing a conflict of interest as stipulated in the applicable Capital Market laws and regulations;
- 3) Perform other transactions in order to comply with the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

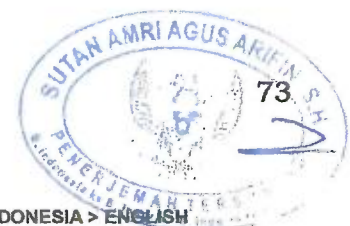
Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



applicable Capital Market laws and regulations..

- b. Within no later than 30 (thirty) days as of the receipt of application or explanation and document in complete from the Board of Directors, Board of Commissioners shall render resolution as referred to in letter a of this paragraph;
 - c. If within 30 (thirty) days as of the receipt of application or explanation and document in complete from the Board of Directors, the Board of Commissioners does not render any written response, the Board of Directors may perform the GMS and the GMS may take resolution without obtaining any written response from the Board of Commissioners.
12. The legal action as referred to in paragraph (10) and paragraph (11) Article which is taken without approval from GMS shall remain bind Company to the extent that the other party in such legal action has a good faith.
13. GMS may reduce restrictions on the actions of the Board of Directors which are stipulated in the Articles of Association or impose other restrictions on Board of Directors other than those stipulated in the Articles of Association.
14. Management policies shall be set out in the Meeting of the Board of Directors.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



15. In order to perform management of the Company, each member of the Board of Directors shall have the right and authority for and on behalf of the Board of Directors and represents Company in accordance with the policies and management authority of the Company which are determined based on the resolution of the Meeting of the Board of Directors.
16. If not stipulated otherwise in the management policy of the Company as referred to in paragraph (14) and paragraph (15) of this Article, the President Director shall have the right and authority to act for and on behalf of the Board of Directors and represent Company both before and outside of Court.
17. a. If the President Director is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, then Vice President Director shall be authorized to act for and on behalf of the Board of Directors as well as to perform the duties of the President Director or President Director shall appoint in writing one member of the Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to perform the duties of the President Director and/or Vice President Director if at the same time the Vice President Director is unavailable or not available.

b. If the Vice President Director is unavailable or not available due



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

to any reason whatsoever, which matter is unnecessarily proven to the other third party, then the Vice President Director shall appoint in writing a member of the Board of Directors who is authorized to perform the duties of the Vice President Director, or the Vice President Director shall appoint in writing a member of the Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to perform the duties of the President Director and/or the Vice President Director if the President Director is firstly unavailable or not available.

- c. If the GMS shall not appoint the Vice President Director, in the event that the President Director is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, the President Director shall appoint in writing a member Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to perform the duties of the President Director.

In the event that President Director shall not make any appointment, the member of the Board of Directors who has the longest term of office shall be authorized to act for and on behalf of the Board of Directors as well as to perform the duties of the President Director.

18. Board of Directors for particular actions on its own responsibility, shall also be entitled to appoint one or more persons as its



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



representatives or attorney in fact, by rendering to him/her or to them the authority for such particular action as provided in a power of attorney.

19. Division of duties and responsibilities for each member of the Board of Directors shall be determined by the GMS. In the event that GMS shall not determine the division of duties and authorities, the division of duties and powers among Board of Directors shall be determined based on a resolution of the Meeting of the Board of Directors.

20. Board of Directors in managing Company shall implement the instruction rendered by the GMS to the extent that it is not against the laws and regulations and /or Articles of Association.

21. Member of the Board of Directors shall not be authorized to represent the Company if:

- a. there is a law proceedings before the court between Company and the relevant member of the Board of Directors; or
- b. the relevant member of the Board of Directors has a conflict of interest against the interest of the Company.

22. In the event that there is a situation as referred to in paragraph (21) of this Article, the right to represent Company shall be:

- a. another member of the Board of Directors having no conflict of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



interest against the Company;

- b. Board of Commissioners, in the event that all members of the Board of Directors have a conflict of interest against the Company;
- or
- c. any other party appointed by the GMS in the event that all members of the Board of Directors or members of the Board of Commissioners have a conflict of interest against the Company.

MEETING OF THE BOARD OF DIRECTORS

Article 13

1. Board of Directors shall perform the Meeting of the Board of Directors periodically at least 1 (one) time within a month.
2. Board of Directors shall perform the Meeting of the Board of Directors jointly with the Board of Commissioners periodically at least 1 (one) time within 4 (four) months.
3. Performance of the Meeting of the Board of Directors may be carried out at any time if:
 - a. deemed necessary by one or more members of the Board of Directors;
 - b. at the written request of one or more members of the Board of Commissioners.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



4. Summons of Meeting of the Board of Directors shall be made by a member of Board of Directors being entitled to represent Board of Directors according to the provisions of Article 12.
5.
 - a. Summons of Meeting of the Board of Directors shall be made in writing and delivered directly to each member of the Board of Directors with sufficient receipt, or by registered mail or by courier term of office or by telex, facsimile, electronic mail (*e-mail*) or other fastest means within no later than 5 (five) days prior to the meeting is performed, irrespective of the Summons date and the meeting date or at any shorter time if in an urgent condition;
 - b. Summons as mentioned hereinabove in letter a of this paragraph shall not be necessary for a meeting that has been scheduled based on the resolution of the Meeting of the Board of Directors which was performed previously or if all members of the Board of Directors attend the meeting.
6. Summons of Meeting of the Board of Directors shall specify the agenda, date, time, and place of the meeting. Meeting of the Board of Directors may be performed at the domicile of the Company or at any other places within the territory of the Republic of Indonesia or at the place of business of the Company.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



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7. All Meetings of the Board of Directors shall be chaired by the President Director, if President Director is unavailable or not available, then Vice President Director shall chair the Meeting of the Board of Directors, or a Director appointed in writing by the President Director shall chair the Meeting of the Board of Directors if at the same time the Vice President Director is unavailable or not available, or the Director appointed by the Vice President Director shall chair the Meeting of the Board of Directors if at the same time the President Director is unavailable or not available and shall not make any appointment.
8. If GMS shall not appoint the Vice President Director, then in the event that President Director is unavailable or not available, then one of the Directors appointed in writing by the President Director shall chair the Meeting of the Board of Directors.
9. In the event that the President Director shall not make any appointment, one of the Directors having the longest term of office as a member of the Board of Directors shall chair the Meeting of the Board of Directors.
10. In the event that one of the Directors having the longest term of office as a member of the Board of Directors is more than 1 (one) persons, the Director as referred to in paragraph (9) of this Article who is the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

eldest of age shall act as the chairman of the Meeting of the Board of Directors, accordingly.

11. A member of the Board of Directors may be represented in the Meeting of the Board of Directors only by the other member of the Board of Directors by virtue of a letter of proxy. A member of the Board of Directors may only represent another member of the Board of Directors.
12. A member of the Board of Directors who is prevented and has authorized his/her presence to attend the Meeting of the Board of Directors may submit his/her opinion in writing and shall be duly signed, then submitted to the President Director or the Vice President Director or to other members of the Board of Directors who shall chair the Meeting of the Board of Directors, pertaining to whether he/she approves or disapproves on the matter to be discussed and this opinion shall be deemed as the vote legally cast in the Meeting of the Board of Directors.
13. The Meeting of the Board of Directors shall be legal and entitled to take any binding resolution if attended and/or represented by more than 1/2 (a half) of the total members of the Board of Directors.
14. In the event that there are more than one proposal, then re-voting shall be made until one proposal obtains more than 1/2 (a half) part



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



of the total vote cast.

15. Resolution of Meeting of the Board of Directors shall be taken based on deliberation for reaching a mutual consensus. If the resolution based on deliberation for reaching a mutual consensus is not reached, then a resolution shall be taken by voting based on approving votes of more than 1/2 ((a half) part of the total vote legally cast in the relevant meeting.
16. In the Meeting of the Board of Directors, each member of the Board of Directors shall be entitled to cast 1 (one) vote and additional 1 (one) vote for each other member of the Board of Directors he/she legally represent in the meeting.
17. Blank vote (abstain) shall be deemed of approving the proposal submitted in the meeting. Invalid vote shall be deemed to be non-exist and is not counted in determining the number of vote cast in the meeting.
18. Voting regarding a person shall be made in the unsigned folded voting ballot, while voting regarding other matters shall be made verbally, unless the Chairman of the Meeting determines otherwise without any objection based on majority votes of the meeting attendants.
19. a. Results of Meeting of the Board of Directors as referred to in paragraph (1) of this Article shall be adopted in the Minutes of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbrn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Meeting. The Minutes of Meeting shall be made by a person attending the Meeting of the Board of Directors who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Directors attending and delivered to all members of the Board of Directors.

- b. Results of Meeting of the Board of Directors as referred to in paragraph (2) of this Article shall be adopted in the Minutes of Meeting. The Minutes of Meeting shall be made by a person attending the Meeting of the Board of Directors who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Directors and members of the Board of Commissioners attending and delivered to all members of the Board of Directors and members of the Board of Commissioners.
- c. In the event that there is member of the Board of Directors and/or member of the Board of Commissioners who do not sign the result of meeting as referred to in letter a and letter b of this paragraph, the relevant person shall state his/her reason in writing in a separate letter attached to the Minutes of Meeting.
- d. Minutes of Meeting as referred to in letter a and letter b of this paragraph shall be documented by the Company.
- e. Minutes of Meeting of the Board of Directors shall constitute a



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



conclusive evidence for members of the Board of Directors and for any third party regarding the resolution taken in the relevant Meeting of the Board of Directors.

20. a. Board of Directors may also take a legal resolution without holding the Meeting of the Board of Directors provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors render their approval regarding the proposal submitted in writing as well as sign the approval.
 - b. Resolutions taken in such manner shall have the same legal binding as the resolution legally taken in the Meeting of the Board of Directors.
21. In the event that a member of the Board of Directors is unable to attend the meeting physically, the member of the Board of Directors may attend the meeting through teleconference media, video conference, or any other means of electronic media.
22. Each member of the Board of Directors who is personally, by any means whatsoever, either directly or indirectly, having an interest in a transaction, contract or proposed contract in which Company is a party thereof shall state the nature of his/her interest in the Meeting of the Board of Directors and therefore is not entitled to participate in



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbrn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

voting on matters relating to transaction or contract.

BOARD OF COMMISSIONERS

Article 14

1. a. Supervision of the Company shall be performed by the Board of Commissioners the number of which shall be adjusted to the needs of the Company, consists of at least 3 (three) persons and at the most is equal to the total members of the Board of Directors, one among them shall be appointed as the President Commissioner, and if necessary, one of them may be appointed as the Vice President Commissioner.
- b. Board of Commissioners shall consist of Commissioners and Independent Commissioners. Number of the Independent Commissioner shall be pursuant to the provisions and laws and regulations.
2. Board of Commissioners shall constitute a board and each member of the Board of Commissioners may not act by himself/herself alone, but based on the resolution of the Board of Commissioners.
3. Requirements of members of the Board of Commissioners shall comply with the provisions of:
 - a. Company Act;
 - b. Applicable Capital Market laws and regulations; and



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17/AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



- c. Other laws and regulations applicable for and in relation to business activities of the Company.
4. A person who may be appointed as a member of the Board of Commissioners shall be an individual, who complies with the requirements at the appointment time and during the term of office:
- a. has a good moral and integrity;
 - b. capable of doing legal actions;
 - c. within 5 (five) years prior to the appointment and during the term of office:
 - 1) has never been declared bankrupt;
 - 2) has never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be bankrupt;
 - 3) never been sentenced of committing a crime that caused losses to state finances and/or in relation to the financial sector; and
 - 4) has never been a member of the Board of Directors and/or member of the Board of Commissioners who is during the term of service:
 - a) never performing the Annual GMS;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



- b) accountability as a member of the Board of Directors and/or member of the Board of Commissioners, have never been accepted by the GMS or have never rendered accountability as a member of the Board of Directors and/or member of the Board of Commissioners to GMS; and
 - c) never caused a company that obtained a license, approval, or registration from the Financial Services Authority failed in complying with the obligation to submit the Annual Report and/or financial statement to the Financial Services Authority.
 - d. have a commitment to comply with laws and regulations;
 - e. have the knowledge and/or expertise in the fields required by the Company; and
 - f. complying with the other requirements as specified in paragraph (3) of this Article.
5. The compliance with the requirements as referred to in paragraph (4) of this Article, shall be adopted in a statement letter which is duly signed by the candidate member of the Board of Commissioners and the letter shall be submitted to the Company. The statement letter shall be examined and documented by the Company.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

6. Company shall perform GMS to substitute member of the Board of Commissioners who fails in complying with the requirements.
7. Appointment of members of the Board of Commissioners who failed in complying with the requirements as referred to in paragraph (3) of this Article, shall be null and void as of the other member of the Board of Commissioners or the Board of Directors acknowledges the non-compliance of the requirements, based on a conclusive evidence, and to the relevant member of the Board of Commissioners shall be rendered notice in writing, with due observance of the laws and regulations.
8. Within no later than 2 (two) business days as of the acknowledgement of the appointment of member of the Board of Commissioners who fails in complying with the requirements, a member of the Board of Directors shall announce cancellation of appointment of the relevant member of the Board of Commissioners in an announcement media with due observance of the applicable Capital Market laws and regulations, and within no later than 7 (seven) days to notify the Minister to be recorded pursuant to laws and regulations.
9. Legal actions that have been committed for and on behalf of the Company by a member of the Board of Commissioners who does not comply with the requirements prior to cancellation of the appointment



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



of the member of the Board of Commissioners shall remain binding and become the responsibility of the Company.

10. Legal actions performed for and on behalf of the Company by a member of the Board of Commissioners who failed in complying with the requirements after cancellation of the appointment of the member of the Board of Commissioners shall be illegal and become the personal responsibility of the relevant member of the Board of Commissioners.
11. In addition to the compliance with the criteria as referred to in paragraph (3) and paragraph (4) of this Article, the appointment of member of the Board of Commissioners shall be performed by considering integrity, dedication, understanding regarding the issues of the Company management in relation to either functions of management, has adequate knowledge in the business field of the Company, and is able to provide sufficient time to perform the duties as well as other requirements pursuant to laws and regulations.
12. Members of the Board of Commissioners shall be appointed and dismissed by the GMS, the GMS shall be attended by Dwiwarna Series A Shareholder and the resolutions of the GMS shall be approved by Dwiwarna Series A Shareholder. Members of the Board of Commissioners shall be appointed by the GMS from the candidates



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya. Jl. Tole Iskandar. Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- proposed by the GMS from the candidates proposed by Dwiwarna Series A Shareholder, which nomination shall bind for the GMS.
13. GMS resolution regarding the appointment and dismissal of members of the Board of Commissioners shall also determine the time when the appointment and dismissal takes effect. In the event that GMS does not determine, the appointment and dismissal of members of the Board of Commissioners shall take effect as of the closing of the GMS with due observance of the laws and regulations.
14. a. Members of the Board of Commissioners shall be appointed for a period as of the stipulation date by the GMS appointing him/her and shall end at the closing the 5th (fifth) GMS after his/her appointment date, provided that shall not exceed the period of 5 (five) years, with due observance of the applicable Capital Market laws and regulations, however without prejudice to the right of the GMS to dismiss at any time the members of the Board of Commissioners prior to the term of office expires.
- b. After their term of office expired, members of the Board of Commissioners may be reappointed by the GMS for one term of office.
15. Members of the Board of Commissioners at any time may be dismissed based on the resolution of the GMS by stating the reason thereof.





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16. Reasons for the dismissal of member of the Board of Commissioners as referred to in paragraph (15) of this Article shall be made if based on facts, the relevant member of the Board of Commissioners among others:

- a. is unable to perform his/her duties well;
- b. violating the provisions of Articles of Association and/or laws and regulations;
- c. being involved in any harmful action against Company and/or the state;
- d. committing any action that breaches the ethics and/or propriety that should be respected as a member of the Board of Directors;
- e. found guilty based on a final and enforceable Court verdict;
- f. resigns.

17. Besides the reasons for the dismissal of a member of the Board of Commissioners as referred to in paragraph (16) letter a to letter f of this Article, a member of the Board of Commissioners may be dismissed by the GMS based on any other reasons that are deemed appropriate by the GMS for the interests and objectives of the Company.

18. The resolution to dismiss due to the reasons as referred to in paragraph (16) letter a, letter b, letter c, letter d and paragraph (17) of this Article, shall be taken after the relevant person is rendered the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

opportunity to defend himself/herself in the GMS.

19. Dismissal due to the reasons as referred to in paragraph (16) letter c and letter e of this Article shall constitute a dishonorable dismissal.
20. Between members of the Board of Commissioners and among members of the Board of Commissioners and members of the Board of Directors shall not be allowed to have family relationship until the third degree, either lineal or collateral, including any relations arising out of marriage.
21. In the event that a condition as referred to in paragraph (20) of this Article occurs, GMS shall have the authority to terminate one of them.
22. Jobs division among members of the Board of Commissioners shall be arranged by themselves, and for the smoothness of its duties, the Board of Commissioners may be assisted by a Secretary of the Board of Commissioners who is appointed by the Board of Commissioners.
23. If at any time due to any reason whatsoever, there is one position or more members of the Board of Commissioners vacant:
 - a. GMS shall be performed to replenish the vacant position if it causes the number of members of the Board of Commissioners is less than 3 (three) persons, one among them is President Commissioner or the vacant position is President Commissioner;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



- b. GMS as referred to in letter a of this paragraph shall be performed within no later than 90 (ninety) days as of the vacant position occurs.
24. If at any time due to any reason whatsoever all positions of members of the Board of Commissioners Company are vacant, for temporarily Dwiwarna Series A Shareholder may appoint the duties executor of members of the Board of Commissioners to perform the duties of the Board of Commissioners with the same authority, provided that it is not later than 90 (ninety) days after the vacant positions occur, the GMS shall be performed to replenish the vacant positions of the Board of Commissioners.
25. a. A member of the Board of Commissioners shall be entitled to resign from his/her position prior to his/her term of office expires by serving notice in writing regarding the intention to the Company.
- b. Company shall perform GMS to decide on the request for resignation of the member of the Board of Commissioners within a period of no later than 90 (ninety) days after receiving the resignation letter.
- c. Company shall make an information disclosure to public and deliver to Financial Services Authority within no later than 2 (two) business days after receiving the request for resignation of a



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



member Board of Commissioners as referred to in letter a of this paragraph and the result of the GMS holding as referred to in letter b of this paragraph.

- d. Before the resignation becomes effective, the relevant member of the Board of Commissioners shall remain under obligation to complete his/her duties and responsibilities in accordance with Articles of Association and laws and regulations.
- e. As for the resigning member of the Board of Commissioners as mentioned hereinabove, may remain be requested for his/her accountability as a member of the Board of Commissioners until the approval date of his/her resignation in the GMS.
- f. Discharge of responsibilities of the resigning member of the Board of Commissioners shall be conferred after the Annual GMS renders such release and discharge.
- g. In the event that a member of the Board of Commissioners resigns causing the number of members of the Board of Commissioners shall be less than 3 (three) persons, the resignation shall be legal if it has been stipulated by the GMS and a new member of the Board of Commissioners has been appointed, so as to comply with the minimum requirements on the numbers of member of Board of Commissioners.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

26. Term of office of a member of the Board of Commissioners shall expire

if:

- a. the resignation has been effective as referred to in paragraph (25) letter b of this Article;
- b. passes away;
- c. the term of office expired;
- d. dismissed based on GMS;
- e. declared bankrupt by the final and enforceable Commercial Court verdict or put under guardianship based on a Court order; or
- f. no longer complying with the requirements as a member of the Board of Commissioners pursuant to Articles of Association and other laws and regulations.

27. Provisions as paragraph (26) letter f of this Article including but not limited to the prohibited concurrent positions.

28. For a member of the Board of Commissioners who resigns prior to or after the term of office expires unless terminated due to passed away, the relevant person shall remain being responsible for his/her actions which accountability that has yet to be accepted by the GMS.

29. A member of the Board of Commissioners shall be prohibited to have concurrent positions as:

- a. a member of the Board of Directors at a State-Owned Enterprise,



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



Regional-Owned Enterprise, Private-Owned Enterprise;

- b. administrator of a political party and/or candidate/member of the People's Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or candidate regional head/candidate deputy regional head;
 - c. other position pursuant to the provisions in laws and regulations; and/or
 - d. other position which may cause a conflict of interest.
30. Members of the Board of Commissioners, shall be rendered with honorarium, facilities and allowances including *tantiem* (bonus) and retirement benefits, the types and amounts of which shall be determined by the GMS with due observance to the provisions of the laws and regulations.

DUTIES, AUTHORITIES AND OBLIGATIONS OF THE BOARD OF COMMISSIONERS

Article 15

1. Board of Commissioners shall have the duties to perform supervision to management policies, the course of management in general whether regarding Company or business of the Company performed by the Board of Directors as well as to render advice to the Board of



[TRANSLATION]



Directors including supervision over the implementation of Long-Term Plan of the Company, Business Plan and Budget Plan of the Company as well as the provisions of Articles of Association and resolutions of the GMS, as well as laws and regulations, for the interests of the Company and in accordance with the purposes and objectives of the Company.

2. In performing the duties as referred to in paragraph (1) of this Article:

a. Board of Commissioners shall be duly authorized to:

- 1) examine books, letters and other documents, check cash for verification purposes and other securities and check the assets of the Company;
- 2) enter into the premises, and the office used by the Company;
- 3) request for explanation from the Board of Directors and/or other officers regarding all matters relating to management of the Company;
- 4) know all the policies and actions that have been and shall be performed by the Board of Director;
- 5) request the Board of Directors and/or other officers under Board of Directors with the knowledge of the Board of Directors to attend any Meeting of the Board of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



Commissioners;

- 6) appoint and dismiss the Secretary of the Board of Commissioners;
- 7) suspend a member of the Board of Directors pursuant to the provisions of Articles of Association;
- 8) establish the Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and other committees if considered necessary by taking into account of the capability of the Company;
- 9) hire experts for particular matters and within particular period on the account of the Company, if considered necessary;
- 10) perform management action of the Company under a particular condition for particular period pursuant to the provisions of Articles of Association;
- 11) approve appointment and dismissal of the Corporate Secretary and/or the Internal Supervisor Unit Head with due observance of the provisions of the laws and regulations;
- 12) attend the Meeting of the Board of Directors and to render opinion on the matters being discussed;





[TRANSLATION]

- 13) perform other supervisory authority to the extent not in contravention of the laws and regulations, Articles of Association, and/or resolution of the GMS.

b. Board of Commissioners shall:

- 1) renders advices to the Board of Directors performing the management of the Company;
- 2) renders opinion and approval on the Annual Business Plan and Budget Plan of the Company and other business plans prepared by the Board of Directors, pursuant to the provisions of the Articles of Association;
- 3) monitor the activity progress of the Company, to render opinion and advice to GMS regarding each issue that is considered important for management of the Company;
- 4) report to Dwiwarna series A Shareholder if there is a trend of a slow-down of the Company's performance;
- 5) propose to GMS on the appointment of a Public Accountant who shall perform the audit of the books of the Company;
- 6) study and review periodical report and Annual Report prepared by the Board of Directors as well as duly sign the Annual Report;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



- 7) provide explanation, opinion and advice to GMS regarding Annual Report, if requested for;
 - 8) prepare the Minutes of Meeting of the Board of Commissioners and maintain the original thereof;
 - 9) report to the Company pertaining to its share ownership and/or its family to the Company and/or other company;
 - 10) provide reports regarding the supervisory duties that has been performed during the past Financial Year to Annual GMS;
 - 11) provide explanation regarding all matters being questioned or requested by Dwiwarna series A Shareholder with due observance of the applicable Capital Market laws and regulations;
 - 12) perform other obligations for the purposes of supervisory duties and provision of advice, to the extent that not in contravention of the laws and regulations, Articles of Association, and/or resolution of the GMS.
3. In performing the duties each member of the Board of Commissioners shall:
- a. Comply with the Articles of Association and laws and regulations as well as the principles of professionalism, efficiency,





[TRANSLATION]

transparency, independence, accountability, responsibility, and fairness;

- b. Having a good faith, be careful and responsible in performing the supervisory duties and providing advice to the Board of Directors for the interests of the Company and in accordance with the purposes and objectives of the Company.
4. Under certain conditions, the Board of Commissioners shall perform the Annual GMS and other GMS in accordance with its authority as stipulated by the laws and regulations and Articles of Association.
 5. a. Each member of the Board of Commissioners shall jointly and individually be responsible for the losses of the Company caused by the willful misconduct or negligence of members of the Board of Commissioners in performing their duties.
b. A member of the Board of Commissioners shall not be requested for being responsible for any losses of the Company as referred to in letter a of this paragraph, if he/she is able to proof that:
 - 1) the loss is not due to his/her willful misconduct nor negligence;
 - 2) has performed the supervision in good faith, full of responsibility and prudence for the interests and in accordance with the purposes and objectives of the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



Company;

- 3) has no direct or indirect conflict of interest over the supervisory actions causing such losses; and
- 4) has taken actions to prevent the emergence or continuance of the losses.

MEETING OF THE BOARD OF COMMISSIONERS

Article 16

1. All resolutions of the Board of Commissioners shall be taken in the Meeting of the Board of Commissioners.
2. Board of Commissioners shall perform a meeting at least 1 (one) time in 2 (two) months.
3. Board of Commissioners shall perform a meeting jointly with the Board of Directors periodically at least 1 (one) time in 4 (four) months.
4. Board of Commissioners may hold a meeting at any time at the request of 1 (one) or several members of the Board of Commissioners or by the Board of Directors, by stating the matters to be discussed.
5. Summons of Meeting of the Board of Commissioners shall be made by the President Commissioner and in the event that the President



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

Commissioner is unavailable or not available, which matter is unnecessarily proven to the other third party, the Summons of meeting shall be made by the Vice President Commissioner. in the event that the Vice President Commissioner is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, the Summons of meeting shall be made by one member of the Board of Commissioners.

6. a. Summons of Meeting Board of Commissioners shall be made in writing or delivered or submitted in person to each member of the Board of Commissioners with sufficient receipt, or by registered mail or by courier service or by telex, facsimile or by electronic mail (*e-mail*) within no later than 5 (five) days prior to the meeting is performed, irrespective of the Summons date and the meeting date, or in a shorter time if in an urgent condition;
 - b. Summons as mentioned hereinabove shall not be necessary for a meeting that has been scheduled based on the resolution of the Meeting of the Board of Commissioners that was performed previously.
7. Summons of the Meeting of the Board of Commissioners shall



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



include agenda, date, time and place of meeting. The Meeting of the Board of Commissioners shall be performed at the domicile of the Company or at another place within the territory of the Republic of Indonesia or at the place of business of the Company.

8. All Meetings of the Board of Commissioners shall be chaired by the President Commissioner.
9. a. In the event that President Commissioner is unavailable or not available, then Vice President Commissioner shall chair the Meeting of the Board of Commissioners, or a member of the Board of Commissioners who is appointed by the President Commissioner to chair the Meeting of the Board of Commissioners if at the same time, the Vice President Commissioner is unavailable or not available, or a member of the Board of Commissioners who is appointed by the Vice President Commissioner to chair the Meeting of Board of Commissioners if at the same time, President Commissioner is unavailable or not available and does not make an appointment;
- b. If GMS does not appoint the Vice President Commissioner, in the event that President Commissioner is unavailable or not available, the Meeting of the Board of Commissioners shall be



[TRANSLATION]



chaired by other member of Board of Commissioners who is appointed by the President Commissioner.

10. In the event that President Commissioner does not make an appointment, the member of the Board of Commissioners having the longest term of office as a member of the Board of Commissioners shall act as the chairman of the Meeting of the Board of Commissioners.
11. Meeting of the Board of Commissioners shall be legal and entitled to adopt binding resolutions if attended and/or represented by more than 1/2 (a half) of members of the Board of Commissioners.
12. In the event the member of the Board of Commissioners having the longest term of office as a member of the Board of Commissioners are more than 1 (one) person, the eldest of age of the member of the Board of Commissioners as referred to in paragraph (10) of this Article shall act as the chairman of the Meeting of the Board of Commissioners.
13. In the event that there is more than one proposal, a re-voting shall be conducted so as one of the proposals receives more than 1/2 (a half) of the votes cast.
14. In the Meeting of the Board of Commissioners, each member of the Board of Commissioners shall be entitled to cast 1 (one) vote and



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

additional 1 (one) vote for each other member of the Board of Commissioners he/she legally represents in such meeting.

15. Blank vote (abstain) shall be deemed of approving the proposal submitted in the meeting. Invalid votes shall be deemed to be non-existing and is not counted in determining the number of votes cast in the meeting.
16. Voting regarding a person shall be made in a unsigned folded voting ballot, while voting regarding other matter shall be made verbally, unless the Chairman of the Meeting determines otherwise without any objection based on majority votes of those attending.
17. Resolution of Meeting of the Board of Commissioners shall be taken based on deliberation for reaching a mutual consensus. If the resolution based on deliberation for reaching a mutual consensus is not reached, a resolution shall be taken by voting based on approving votes of more than 1/2 (a half) part of the total votes legally cast in the relevant meeting.
18. a. The meeting results as referred to in paragraph (2) of this Article shall be adopted in the Minutes of Meeting. Minutes of Meeting shall be made by a person attending the Meeting of the Board of Commissioners who is appointed by the Chairman of the Meeting and further shall be duly signed by



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



all members of the attending Board of Commissioners and delivered to all members of the Board of Commissioners.

- b. The meeting results as referred to in paragraph (3) of this Article shall be adopted in the Minutes of Meeting. Minutes of Meeting shall be made by a person attending the Meeting of the Board of Commissioners who is appointed by the Chairman of the Meeting and further shall be duly signed by all members of the attending Board of Commissioners and members of the Board of Directors and delivered to all members of the Board of Commissioners and members of the Board of Directors.
- c. In the event that there is a member of the Board of Commissioners and/or member of the Board of Directors who does not sign the meeting results as referred to in letter a and letter b of this paragraph, the relevant person shall state the reason thereof in writing in a separate letter attached to the Minutes of Meeting.
- d. Minutes of Meeting as referred to in letter a and letter b of this paragraph shall be documented by the Company.
- e. Minutes of Meeting of the Board of Commissioners shall constitute a conclusive evidence for members of the Board of



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



Commissioners and for the third party regarding the resolution taken in the relevant meeting.

19. a. Board of Directors may also adopt valid resolutions without holding the Board of Commissioners meeting provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners render their consent to the proposed proposal in writing and sign the agreement.
 - b. Resolution taken in such a way shall have the same legal binding with the resolution legally taken in the Meeting of the Board of Commissioners.
20. In the event that a member of the Board of Commissioners is unable to attend the meeting physically, the member of the Board of Commissioners may attend the meeting by means of teleconference, video conference, or other electronic media in accordance with the applicable regulation.
21. Each member of the Board of Commissioners who personally in any way whatsoever, either directly or indirectly, has a conflict of interest in a transaction, contract or the proposed contract of which Company is a party thereof, shall be declared the nature of such conflict of interest in the Meeting of the Board of



[TRANSLATION]



Commissioners and is not entitled to participate in voting on the matters relating to the transaction or contract.

ANNUAL BUSINESS PLAN AND BUDGET PLAN

Article 17

1. Board of Directors shall prepare Annual Business Plan and Budget Plan of the Company for each Financial Year, which at least includes:
 - a. mission, business objectives, business strategy, company policy, and business/activity program;
 - b. Company budget that is detailed for each business/activity program budget;
 - c. financial projection of the Company and its subsidiaries; and
 - d. other matters require resolutions of the Board of Commissioners.
2. Board of Commissioners shall prepare a business plan of the Board of Commissioners which is an inseparable part of Annual Business Plan and Budget Plan of the Company that is prepared by the Board of Directors as referred to in paragraph (1) of this Article.
3. Draft of Annual Business Plan and Budget Plan of the Company that has been duly signed by all members of the Board of Directors



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



shall be submitted to the Board of Commissioners, within no later than 30 (thirty) days prior to commencement of the new Financial Year or within the time stipulated by the laws and regulations, to obtain approval from the Board of Commissioners.

4. Draft of Annual Business Plan and Budget Plan of the Company shall be approved by the Board of Commissioners within no later than 30 (thirty) days after the Financial Year is running (the Annual Business Plan and Budget Plan of the Company of the current Financial Year) or within a time stipulated by the laws and regulations.
5. In the event that draft of Annual Business Plan and Budget Plan of the Company has yet to be by the Board of Directors and/or the Annual Business Plan and Budget Plan of the Company has yet to be approved within the period as referred to in paragraph (4) of this Article, then the Annual Business Plan and Budget Plan of the Company for the previous year shall be applied, accordingly.

FINANCIAL YEAR AND ANNUAL REPORT

Article 18

1. Financial Year of the Company shall be from the 1st (first) of January until 31st (thirty-first) of December of the same year. At the end of December each year, the books of the Company shall be



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



closed

2. Board of Directors shall prepare Annual Report which shall contain at least:
 - a. overview of important financial data;
 - b. information on share (if any);
 - c. report on Board of Directors;
 - d. report on Board of Commissioners;
 - e. profiles of the Company;
 - f. management discussion and analysis;
 - g. corporate governance;
 - h. corporate social and environmental responsibility;
 - i. audited annual financial statements;
 - j. statement letter from members of the Board of Directors and members of the Board of Commissioners regarding responsibility for the Annual Report.
3. Board of Commissioners shall prepare reports on the supervisory duties that have been performed by the Board of Commissioners during the past Financial Year which shall constitute an integral part of the Annual Report prepared by the Board of Directors as referred to in paragraph (2) of this article.
4. Draft of the Annual Report shall include financial statements that have been audited by a Public Accountant, which have been signed



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



by all members of the Board of Directors, submitted to the Board of Commissioners for review and signature prior to being submitted to the Annual General Meeting of Shareholders for approval and ratification.

5. Annual Report as referred to in paragraph (2) of this Article that has been duly signed by all members of the Board of Directors and all members of the Board of Commissioners shall be delivered by the Board of Directors to the Annual GMS within no later than 5 (five) months after the relevant Financial Year expired by taking into account of the prevailing provisions.
6. In the event that there are members of the Board of Directors and members of the Board of Commissioners who do not sign the concerned Annual Report, they shall state their reasons in writing or the reasons shall be described by the Board of Directors in a separate letter attached to the Annual Report.
7. In the event there are members of the Board of Directors and members of the Board of Commissioners who do not sign the Annual Report as referred to in paragraph (5) of this Article and do not render any reasons in writing, the relevant persons shall be deemed to have approved the substances of the Annual Report.
8. Approval on the Annual Report including legalization of financial



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

statements as referred to in paragraph (2) of this Article, shall be performed by the Annual GMS within the latest at the end of the 5th (fifth) month after the Financial Year expired.

9. Approval on the Annual Report including legalization of annual financial statements as well as a report on the supervisory duties of the Board of Commissioners and resolution on the use of profits shall be determined by the Annual GMS.
10. Approval on the Annual Report including report on the supervisory duties by the Board of Commissioners and ratification of the financial statements by the Annual GMS, shall mean to confer a full release and discharge to members of the Board of Directors and members of the Board of Commissioners for the management and supervision that have been performed during the previous Financial Year, to the extent that such actions are reflected in the Annual Report, including financial statements, report on the supervisory duties by the Board of Commissioners, and in accordance with the applicable regulations.
11. Annual Report including financial statement as referred to in paragraph (4) of this Article shall be made available at the head office of the Company as of the Summons date until the performance date of the Annual GMS.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Ji. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



12. Company shall announce the financial statement including Balance and Profit/Loss Report in a nationwide circulated newspaper in Indonesian language according to the procedure as stipulated in the applicable Capital Market laws and regulations.

REPORTS

Article 19

1. Board of Directors shall prepare periodic reports containing the implementation of Business Plan and Budget Plan of the Company.
2. Periodic report as referred to in paragraph (1) of this Article shall include quarterly report and Annual Report.
3. In addition to periodic report as referred to in paragraph (2) of this Article, Board of Directors may at any time also provide special reports to the Board of Commissioners.
4. Periodic report and other reports as referred to in paragraph (1) and paragraph (3) of this Article, shall be submitted in the form, substances and procedure of preparation pursuant to the provisions of the laws and regulations.
5. Board of Directors shall submit quarterly report to the Board of Commissioners within no later than 30 (thirty) days after expiration of such quarterly period.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



GENERAL MEETING OF SHAREHOLDERS

Article 20

1. GMS of the Company shall be:
 - a. Annual GMS, as referred to in Article 21;
 - b. Other GMS, namely GMS that is performed at any time based on the needs as stipulated in Article 22.
2. "GMS" in the Articles of Association shall mean both the "Annual GMS" and "other GMS", unless expressly stipulated otherwise.
3. In addition to performance of the GMS as referred to in OJK Regulations pertaining to plan and performance of the GMS of the Company, Company may perform GMS electronically pursuant to the relevant applicable Capital Market laws and regulations. .
4. Company may hold the GMS electronically (hereinafter shall be referred to as "e-GMS") by using the e-GMS provided by:
 - a. Depository and Settlement Agency appointed by the Capital Market regulatory agency;
 - b. e-GMS Provider, namely a party providing and managing e-GMS; or
 - c. Company;as specially stipulated in the Capital Market regulations.
5. Board of Directors shall perform the Annual GMS and other GMS.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 6 Oktober 2022.
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



GMS may be performed at the request of any Shareholders or the Board of Commissioners with due observance of the provisions in paragraph (6) of this Article.

6. Request for the GMS Performance

- a. GMS may be performed at the request of:
 - i. Dwiwarna series A Shareholder;
 - ii. 1 (one) or more, individually or jointly representing 1/10 (one tenths) or more of the total shares that have been issued by the Company with valid voting rights, by complying the provisions of Articles of Association and laws and regulations; or
 - iii. Board of Commissioners.
- b. Request for the GMS performance in letter a of this paragraph shall be submitted to the Board of Directors through the prepaid registered mail accompanied with the reasons thereof.
- c. The prepaid registered mail as referred to in letter b of this paragraph which is delivered by Shareholder as referred to in letter a point i and ii of this paragraph copy shall also be delivered to the Board of Commissioners.
- d. Request for the GMS performance in letter a shall:
 1. be made in good faith;
 2. considering the interests of the Company;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

3. being accompanied with the reasons and materials in relation to the matters that shall be resolved in the GMS; and
 4. not against the laws and regulations and Articles of Association.
- e. Proposal for the GMS performance from Shareholder as referred to in letter a of this paragraph shall constitute a request that needs the resolution of the GMS and according to the opinion of the Board of Directors has complied with the requirements in letter d of this paragraph.
 - f. Board of Directors shall announce the GMS to Shareholders within the latest 15 (fifteen) days commencing from the request date for the GMS performance as referred to in letter a of this paragraph is received by the Board of Directors.
 - g. Board of Directors shall submit the notice on the meeting agenda and the prepaid registered mail as referred to in letter c of this paragraph from Shareholders or the Board of Commissioners to the Financial Services Authority within no later than 5 (five) business days prior to the announcement as referred to in letter f of this paragraph.
 - h. In the event that Board of Directors fails in making



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Toie Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

announcement as referred to in letter f of this paragraph at the proposal of Shareholders as referred to in letter a point i and ii of this paragraph, within the latest 15 (fifteen) days commencing from the request date for the GMS performance is received by the Board of Directors, the Board of Directors shall announce:

1. that there is a request for the GMS performance from Shareholders that is not performed; and
 2. the reasons of not performing GMS.
- i. In the event that Board of Directors has made announcement as referred to in letter h of this paragraph or by the lapse of the period of 15 (fifteen) days has been, Shareholder may re-submit the request for the GMS performance as referred to in letter a point i and ii of this paragraph to the Board of Commissioners.
 - j. Board of Commissioners shall make an announcement of the GMS to Shareholders within no later than 15 (fifteen) days commencing from the request date on which the request for the GMS performance in letter i of this paragraph is received by the Board of Commissioners.
 - k. Board of Commissioners shall submit the notice on the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Meeting agenda to the Financial Services Authority within no later than 5 (five) business days prior to the announcement as referred to in letter j of this paragraph.

1. In the event that Board of Commissioners does not make any announcement on the GMS within 15 (fifteen) days as referred to in letter j of this paragraph, Board of Commissioners shall announce:

1. that there is a request for the GMS performance from Shareholder that is not performed; and

2. the reasons of not performing GMS.

m. In the event that Board of Commissioners has made an announcement as referred to in letter l of this paragraph or by the lapse of 15 (fifteen) days period, Shareholders may submit a request for the GMS performance to the Head of District Court whose jurisdiction covers the domicile of the Company to determine the issuance of permit for the GMS performance as referred to in letter a points i and ii of this paragraph.

n. Shareholder who has obtained a court determination of for the GMS performance as referred to in letter m of this paragraph shall perform the GMS.

o. In the event that Board of Directors does not make any



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

announcement of the GMS as referred to in letter f of this paragraph at the proposal of the Board of Commissioners as referred to in paragraph (6) letter a point iii of this paragraph, within no later than 15 (fifteen) days commencing from the request date for the GMS performance is received by the Board of Directors, Board of Directors shall announce:

1. that there is a request for the GMS performance from the Board of Commissioners that is not performed; and
 2. the reasons of not performing GMS.
- p. In the event that Board of Directors has made announcement as referred to in letter o of this paragraph or by the lapse of 15 (fifteen) days period, Board of Commissioners shall perform GMS by itself.
- q. Board of Commissioners shall make an announcement on the GMS to Shareholders within the latest 15 (fifteen) days commencing from the announcement date as referred to in letter o of this paragraph or by the lapse of the period of 15 (fifteen) days as referred to in letter p of this paragraph.
- r. Board of Commissioners shall submit the notice on the agenda of the GMS to the Financial Services Authority within no later than 5 (five) business days prior to the announcement as



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

referred to in letter q of this paragraph.

- s. Procedure for the GMS performance as referred to in letter f and j of this paragraph, the Board of Commissioners as referred to in letter j and letter q of this paragraph and Shareholders as referred to in letter n of this paragraph shall be performed in accordance with procedure for the GMS performance as stipulated in the OJK Regulations and this Articles of Association.
- t. In addition to comply with the procedure of the GMS as referred to in letter s of this paragraph in the notice on the agenda of the GMS shall also contain the information on:
 - 1. explanation that the GMS is performed at the request of Shareholder and the name of the proposing Shareholder as well as the total ownership of his/her shares in the Company, if the Board of Directors or the Board of Commissioners shall perform the GMS at the request of Shareholders;
 - 2. submit the name of Shareholders as well as the total ownership of his/her shares in the Company and stipulation of Head of District Court pertaining to the provision of permit for the GMS performance, if the GMS



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



shall be performed by Shareholder in accordance with the stipulation of Head of District Court for the GMS performance; or

3. explanation that Board of Directors does not perform the GMS at the request of the Board of Commissioners, if the Board of Commissioners shall perform the GMS it proposed by itself.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

Article 21

1. Annual GMS shall be performed each year, after a financial year expired in accordance with the provisions of the laws and regulations.
2. In the Annual GMS:
 - a. Board of Directors shall submit the Annual Report as referred to in Article 18 paragraph 5;
 - b. Board of Directors shall submit the proposal on the use of net profit of the Company, if Company has positive profit balance;
 - c. appointment of a Public Accountant Office that is registered with the Financial Services Authority shall be made as proposed by the Board of Commissioners, to perform the audit



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

to financial statements of the Company for the current year, including internal control audit over financial reporting; pursuant to the provisions from the authority of Capital Market at the place the shares of the Company are registered and/or listed;

d. Board of Directors may propose other matters for the interests of the Company pursuant to the provisions of Articles of Association.

3. Approval on the Annual Report including ratification of the financial statements as well as report on the supervisory duties of the Board of Commissioners that is performed by the GMS, shall mean to confer a full release and discharge to members of the Board of Directors and Board of Commissioners on the management and supervision that have been performed during the past financial year, to the extent that the actions are reflected in the Annual Report and financial statements, except for embezzlement, fraud and other criminal actions.

OTHER GENERAL MEETING OF SHAREHOLDERS

Article 22

Other GMS may be performed at any time based on the needs for the interests of the Company.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

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**PLACE, NOTICE, ANNOUNCEMENT, SUMMONS AND TIME OF
PERFORMANCE AS WELL AS ANNOUNCEMENT MEDIA AND
LANGUAGE OF THE GENERAL MEETING OF SHAREHOLDERS**

Article 23

1. Company shall determine the place and time for the GMS performance.
2. The place for the GMS performance shall be within the territory of the Republic of Indonesia, namely at:
 - a. the domicile of the Company;
 - b. the place Company performs its main business activities;
 - c. the provincial capital city where the domicile or the place of the main business activities of the Company; or
 - d. the province of the domicile of the Stock Exchange where the shares of the Company is listed.
3. In performing the GMS, the Company shall comply with the provisions as follows:
 - a. to submit notice on the meeting agenda to the Financial Services Authority;
 - b. to make an announcement on GMS to Shareholders; and
 - c. to perform Summons for the GMS to Shareholders.
4. Notification on the GMS to the Financial Services Authority, shall be



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



made with the provisions as follows:

- a. Company shall submit the notice on agenda of the GMS to the Financial Services Authority within the latest 5 (five) business days prior to announcement on GMS, irrespective of the announcement date of the GMS.
 - b. The meeting Agenda as referred to in letter a of this paragraph shall be disclosed clearly and in details.
 - c. In the event that change of the meeting agenda as referred to in letter b, Company shall submit the said change of agenda to the Financial Service Authority within the latest at the Summons for the GMS.
 - d. The provisions of letter a, letter b, and letter c of this paragraph shall be applicable for similar case (mutatis mutandis) for notification on the GMS performance by Shareholder that has obtained determination from the court for the GMS performance as referred to in Article 20 paragraph (6) letter n.
5. Announcement on the GMS shall be made under the provisions as follows:
- a. Company shall make an announcement on the GMS to Shareholders within the latest 14 (fourteen) days prior to the Summons for the GMS, irrespective of the announcement date



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



and the Summons date.

b. Announcement on GMS in letter a of this paragraph shall at least specify:

- 1) the provisions of Shareholders being entitled to attend the GMS;
- 2) the provisions of Shareholders being entitled to propose the meeting agenda ;
- 3) the date of the GMS performance; and
- 4) the Summons date of the GMS.

c. In the event that GMS is performed at the request of Shareholder or Board of Commissioners as referred to in Article 21 paragraph (6) in addition to contain the matters mentioned in letter b, announcement on GMS as referred to in letter a, shall contain information that Company shall perform the GMS due to request from Shareholders or the Board of Commissioners.

d. In the event that GMS is the GMS which is only attended by the Independent Shareholders, in addition to the information as referred to in letter b and letter c of this paragraph, the announcement of the GMS shall also contain information that:



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022

Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- 1) the next GMS that is planned to be performed if the quorum of attendance of Independent Shareholders required is not reached in the first GMS; and
 - 2) Statement regarding quorum of resolution required in each meeting.
- e. Announcement on the GMS that is required to be attended by Independent Shareholders shall be made by complying the Capital Market regulations.
- f. Provisions of letter a, letter b and letter c of this paragraph shall be applicable for similar case (*mutatis mutandis*) for Summons for the GMS performance by Shareholder who has obtained determination from the court for the GMS performance as referred to in Article 20 paragraph (6) letter n.
6. Proposal on the meeting agenda may be submitted by Shareholders with the following provisions:
- a. Shareholders may propose agenda of Meeting in writing to GMS organizer within no later than 7 (seven) days prior to the Summons for the GMS.
 - b. Shareholder who may propose agenda of meeting as referred to in letter a shall be:
 - 1) Dwiwarna Series A Shareholder;





[TRANSLATION]

- 2) 1 (one) Shareholder or more who represent 1/20 (one twentieth) or more of the total shares with valid voting rights;
- c. Proposal on the meeting agenda as referred to in letter a of this paragraph shall:
- 1) be made in good faith;
 - 2) consider the interests of the Company;
 - 3) constitute the meeting agenda requires the GMS resolutions;
 - 4) explaining the reasons and materials of proposal of the meeting agenda; and
 - 5) not in contravention of the provisions of the laws and regulations and Articles of Association.
- d. Proposal on a meeting agenda from Shareholder as referred to in letter a of this paragraph shall constitute the meeting agenda requires resolutions of the GMS, and based on the assessment of the Board of Directors has complied with the requirements in letter c;
- e. Company shall specify the proposed meeting agenda from Shareholders in the meeting agenda contained in the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Summons, to the extent that the proposal of meeting agenda complies with the requirements as referred to in letter a to letter d of this paragraph.

7. Summons for the GMS shall be made with the following provisions:

- a. Company shall perform Summons to Shareholders within the latest 21 (twenty-one) days prior to the date for the GMS performance, irrespective of the Summons date and the date for the GMS performance.
- b. Summons for the GMS as referred to in letter a shall at least include the information:
 - 1) The date for the GMS performance;
 - 2) The time for the GMS performance;
 - 3) The place for the GMS performance;
 - 4) The provisions on Shareholders being entitled to attend in the GMS;
 - 5) The meeting agenda including explanation over each of meeting agenda;
 - 6) The information stating that the materials in relation to the meeting agenda is available for Shareholder as of the Summons date of the GMS until the GMS is performed.
 - 7) Information that Shareholders may confer a letter of proxy via e-GMS.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- c. The provisions in letter a to letter b shall be applicable for similar case (*mutatis mutandis*) for Summons for the GMS performance by Shareholder who has obtained determination from the court for the GMS performance as referred to in Article 20 paragraph (6) letter n.
8. Second GMS shall be performed with the following provisions:
- a. Second GMS shall be performed within the fastest 10 (ten) days and within the latest 21 (twenty-one) days after the first GMS was performed.
 - b. Summons of the second GMS shall be made within the latest 7 (seven) days prior to the second GMS is performed.
 - c. In the Summons of the second GMS shall mention that the first GMS has been performed and did not reach the quorum of attendance. This provision shall apply without prejudice to the regulations of Capital Market and other laws and regulations as well as regulations of the Stock Exchange where the shares of the Company are listed.
 - d. In the event that Company does not make any Summons of the second GMS within the period as referred to in letter a of this paragraph, Company shall perform GMS by complying the provisions as referred to in paragraph 3 of this Article.





[TRANSLATION]

9. In the event that the second GMS has been performed and does not reach the quorum of attendance, Company may hold the third GMS with the following provisions:
- a. Summons and the holding of the third GM on the application of the Company shall be stipulated by OJK.
 - b. The application as referred to in letter a of this paragraph shall be submitted to Financial Services Authority within no later than 14 (fourteen) days after the second GMS is performed.
 - c. The request as referred to in letter b of this paragraph shall specify at least:
 - i. The provisions of quorum of the GMS as stipulated in the Articles of Association of the Company;
 - ii. Attendance list of shareholders of the first and second GMS;
 - iii. List of shareholders being entitled to attend the first and the second GM;
 - iv. Efforts that have been made in order to comply with the quorum of the second GMS; and
 - v. The proposed quorum for the third GMS and the reasons thereof.
 - d. The third GMS shall be prohibited from being performed by the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Company prior to obtaining the determination from OJK as referred to in letter a.

10. Material of the meeting agenda shall be stipulated with the following conditions:

- a. Company shall provide materials of the meeting agenda for Shareholders, which is able to be accessed and downloaded through Company's website and/or e-GMS.
- b. Material of the meeting agenda as referred to in letter a, shall be provided as of the Summons date of the GMS until the holding of the GMS;
- c. In the event that the provisions of other laws and regulations stipulate the obligation of the availability of the meeting agenda earlier than the provisions as referred to in letter b, provision of the said meeting agenda shall abide by the provisions of the other laws and regulations;
- d. At the time of the GMS, shareholders shall be entitled to obtain information on the meeting agenda and materials related to the meeting agenda to the extent that it is not in contravention of the interests of the Company.
- e. In the event that the meeting agenda concerning appointment of members of the Board of Directors and/or members of the



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Jl. Tole Iskandar. Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

Board of Commissioners, the curriculum vitae of the candidate members of the Board of Directors and/or members of the Board of Commissioners who shall be appointed shall be available within no later than the time of the GMS, to the extent stipulated based on the laws and regulations.

11. In the event that GMS is the GMS that is only attended by the the Independent Shareholders, Company shall provide a statement form affixed with a sufficient duty stamp to be signed by the Independent Shareholders prior to the performance of the GMS, at least stating that:

- 1) the relevant persons are truly the Independent Shareholders; and
- 2) If in the future it is proven that the statement is misleading, the person concerned may be subject to sanctions in accordance with the provisions of the laws and regulations.

12. Rectification of Summons for the GMS may be made under the following provisions:

- a. Company shall make rectification to the Summons for the GMS if there is any change in the information in the Summons for the GMS that has been made as referred to in paragraph (7) letter b.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



- b. In the event that the information changes as referred to in letter a of this paragraph shall include the change of date of the GMS performance and/or additional agenda of the GMS, the Company shall make a Summons for the GMS again with the procedure of Summons as referred to in paragraph 7 of this Article.
- c. The provision on the obligation to make a re-Summons for the GMS as referred to in letter b shall not be applied if rectification to Summons for the GMS on the change of information concerning the date for the GMS performance and/or additional agenda of the GMS is made not due to the willful misconduct of the Company and/or specified as such by the Capital Market regulator body.

13. Rights of Shareholders in the GMS

- a. Shareholders, either individually or represented by virtue of a letter of proxy, shall be entitled to attend the GMS.
- b. Shareholders being entitled to attend the GMS shall be Shareholders whose name are recorded in the Shareholder Register of the Company 1 (one) business day prior to the Summons for the GMS.
- c. In the event that the second GMS and the third GMS, the





[TRANSLATION]

provisions on Shareholder being entitled to attend shall be as follows:

- i. for the second GMS, Shareholder being entitled to attend shall be a Shareholder who registered in the Shareholder Register of the Company, 1 (one) business day prior to the Summons of the second GMS; and
 - ii. for the third GMS, Shareholder being entitled to attend shall be a Shareholder who registered in the Shareholder Register of the Company, 1 (one) business day prior to the Summons of the third GMS.
- d. In the event that re-Summons as referred to in Article 24 paragraph (12) letter b, Shareholder being entitled to attend the GMS shall be Shareholder whose name is recorded in the Shareholder Register of the Company, 1 (one) business day prior to the re-Summons of the GMS.
- e. In the event that such rectification of Summons does not cause re-Summons as referred to in Article 24 paragraph (12) letter b, Shareholder being entitled to attend shall comply with the provisions of Shareholders as referred to in letter b of this paragraph.

14. Conferment of a letter of proxy Electronically



[TRANSLATION]



- a. Company shall provide an alternative of conferment of a letter of proxy electronically to Shareholders to attend and cast votes in the GMS.
- b. Shareholder as referred to in paragraph (13) of this Article may confer a letter of proxy to the other party who represents him/her to attend and/or cast vote in the GMS pursuant to the provisions of the laws and regulations.
- c. Conferment of the letter of proxy as referred to in letter b of this paragraph may be performed by Shareholder electronically via e-GMS provided by e-GMS Provider or any system provided by the Company, in the event that Company uses by the system provided by the Company.
- d. Conferment of a letter of proxy as referred to in letter c of this paragraph shall be made within no later than 1 (one) business day prior to the GMS performance.
- e. Shareholder may include a choice of vote to each the meeting agenda in the conferment of a letter of proxy electronically.
- f. Shareholder may make any change of a letter of proxy including choice of vote as referred to in letter c of this paragraph if the Shareholder specifies the choice of vote.
- g. Change of a letter of proxy including choice of vote as referred to





[TRANSLATION]

in letter f of this paragraph may be made within no later than 1 (one) business day prior to the GMS performance.

- h. The party may become a Proxy electronically shall be:
 - 1) Participant who administers sub-Securities account /Securities accounts owned by Shareholder;
 - 2) any party provided by the Company; or
 - 3) any party appointed by Shareholder.
- i. Company shall provide electronically the Proxy as referred to in letter h number 2) of this paragraph.
- j. Proxy as referred to in letter h of this paragraph shall:
 - 1) be legally capable; and
 - 2) is not a member of the Board of Directors, a member of the Board of Commissioners, and an employee of the Company.
- k. Proxy as referred to in letter j of this paragraph shall have been registered in the e-GMS system or any system provided by the Company, in the event that Company uses by the system provided by the Company.
- l. In the event that the Principal attends GMS personally, the authority of the Proxy to cast vote on behalf of the Principal shall be declared null and void.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- m. Appointment and revocation of Proxy, as well as the cast and change of vote via e-GMS or any system provided by the Company, in the event that Company uses by the system provided by the Company, shall be deemed legal and valid for all parties, and does not require any wet signature unless provided otherwise in the provisions set out by e-GMS Provider and/or the provisions of the laws and regulations.
- n. The mechanism for registration, appointment and revocation of a letter of proxy as well as the vote cast and change of vote shall be stipulated by the e-GMS Provider.
- o. In the event that Company uses the system provided by the Company, the mechanism for registration, appointment and revocation of a letter of proxy as well as vote cast and change of vote shall be stipulated in the standard operating procedures for holding GMS of the Company.
- p. Proxy shall be responsible for the letter of proxy received from Shareholders and shall exercise the letter of proxy in good faith and shall not breach the provisions of the laws and regulations.

15. e-GMS Provider

- a. Activities as the e-GMS Provider may only be performed by the Depository and Settlement Agency appointed by OJK or any



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Ji. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]



other party approved by OJK.

- b. Any other party approved by OJK as referred to in letter a of this paragraph shall be connected to the Depository and Settlement Agency and Securities Administration Bureau to ensure the Shareholders being entitled to attend the GMS.
- c. Any other party approved by OJK as referred to in letter b of this paragraph shall be comprising Indonesia legal entity and is domiciled within the territory of the Republic of Indonesia.
- d. Obligation to the other party as approved by OJK as referred to in letter b of this paragraph shall also apply for Company, in the event that Company uses the system provided by the Company.
- e. e-GMS Provider shall, at least:
 - 1) being registered as an electronic system organizer of the authority pursuant to the provisions of the laws and regulations;
 - 2) providing access rights to e-GMS Users to be able to access e-GMS;
 - 3) possessing a mechanism or operation of e-GMS;
 - 4) ensuring the implementation of activities and continuity of e-GMS activities;



[TRANSLATION]



- 5) ensuring the safety and reliability of e-GMS;
 - 6) rendering information to e-GMS Users in the event that system changes or developments including the addition of e-GMS services and features;
 - 7) providing audit track records of all data processing activities at e-GMS for the purposes of supervision, law enforcement, dispute resolution, verification, and testing;
 - 8) possessing and place a replacement facility for data center and disaster recovery center related to the implementation of e-GMS in the territory of Indonesia in a safe place and separate from the main data center;
 - 9) complying with the minimum standards for information technology systems, information technology security, system disruptions and failures, as well as the transfer of information technology system management;
 - 10) keeping all data on the implementation of e-GMS; and
 - 11) being responsible for the losses incurred due to errors or negligence in the provision and management of e-GMS
- f. In the event that Company conducts GMS electronically using a system provided by the Company, this e-GMS Provider as referred to in letter e paragraph shall also apply to the Company,



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com

[TRANSLATION]

except for the obligation to place the replacement of data center and disaster recovery center facilities in the territory of Indonesia, as referred to in letter e number 8) of this paragraph

- g. e-GMS Provider shall set out the provisions regarding procedure and administration to use e-GMS.
- h. Provisions regarding procedure and administration to use e-GMS as referred to in letter g of this paragraph shall be effective after obtaining approval from OJK.
- i. Provisions regarding procedure and administration to use e-GMS as referred to in letter g of this paragraph shall at least include:
 - 1) Requirement and procedure for registering and/or conferring the right of access to E-GMS User, including cancellation of registration of a e-GMS User;
 - 2) registration fee and/or use of e-GMS;
 - 3) procedure to use e-GMS;
 - 4) rights and obligations of e-GMS Users
 - 5) restrictions on access to use e-GMS;
 - 6) confidentiality, integrity, and availability of information on the performance of the GMS contained in e-GMS;
 - 7) reporting and data retrieval mechanisms in order to comply with reporting obligation of the Company;



[TRANSLATION]

- 8) protection of personal data according to laws and regulations; and
- 9) suspension in providing services to e-GMS Users.

16. Publication Media and Language

- a. The obligation to make announcements, summons, rectifications of Summons, re-summons, and announcements on summary of the GMS minutes as referred to in the Articles of Association of the Company, shall be through at least:
 - i. e-GMS Provider website;
 - ii. stock exchange website; and
 - iii. Company's website,in Indonesian and foreign languages, provided that the foreign language used shall be at least English.
- b. Announcement that uses foreign language as referred to in letter a point iii shall contain the same information as the information in announcement in Indonesian.
- c. In the event that there are differences in the interpretation of the information published in a foreign language and that published in Indonesian as referred to in the letter b, the information in Indonesian shall be used as a reference.
- d. In the event that Company uses a system provided by the



[TRANSLATION]



Company, the provisions regarding media announcements, summons, summons, re-summons, and announcements on summary of the GMS minutes as referred to in letter a to letter c of this paragraph shall be performed through at least:

- i. stock exchange website; and
- ii. Company website;

in Indonesian and foreign languages, provided that the foreign language used shall be at least English.

CHAIRMAN, RULES AND MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

Article 24

1. GMS shall be chaired by the GMS Chairman under the following provisions:
 - a. GMS Chairman shall be a member of the Board of Commissioners who is appointed by the Board of Commissioners.
 - b. In the event that all members of the Board of Commissioners are unavailable or not available, then GMS shall be chaired by one of members of the Board of Directors who is appointed by the Board of Directors.
 - c. In the event that all members of the Board of Commissioners or



[TRANSLATION]



all members of the Board of Directors are unavailable or not available as referred to in letter a and letter b, GMS shall be chaired by a Shareholder attending GMS who is appointed from and by the GMS participants.

- d. In the event that members of the Board of Commissioners who is appointed by the Board of Commissioners to chair GMS has a conflict of interest with the agenda to be resolved in the GMS, then GMS shall be chaired by another member of the Board of Commissioners who does not have a conflict of interest who is appointed by the Board of Commissioners.
- e. In the event that all members of the Board of Commissioners have conflict of interest, GMS shall be chaired by one of members of the Board of Directors who is appointed by the Board of Directors.
- f. In the event that one member of the Board of Directors who is appointed by the Board of Directors to chair the GMS has a conflict of interest against the agenda to be resolved in the GMS, GMS shall be chaired by a member of the Board of Directors who has no conflict of interest.
- g. In the event that all members of the Board of Commissioners have conflict of interest, GMS shall be chaired by a non-





[TRANSLATION]

controlling Shareholder elected by majority of other Shareholders attending GMS.

h. GMS Chairman shall be entitled to request that those attending the GMS to prove their authority to attend the GMS and/or request that the letter of proxy to represent shareholders be shown to him/her.

2. Company shall perform GMS with the following rules:

a. At the time of the GMS performance, the GMS rules shall be rendered to the attending shareholders.

b. GMS rules items as referred to in letter a shall be read out before the GMS commenced.

c. At the opening of the GMS, GMS Chairman shall render explanation to Shareholders at least pertaining to:

- 1) general condition of the Company in brief;
- 2) meeting agenda;
- 3) resolutions making mechanism related to meeting agenda;
and
- 4) procedure for exercising the rights of Shareholders to submit questions and/or opinions.

3. Company shall prepare the Minutes of the GMS with the following provisions:



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- a. Minutes of the GMS shall be made in Indonesian. Minutes of the GMS shall serve as a conclusive evidence to all Shareholders and third parties regarding the resolutions and everything that are taken place in the meeting.
- b. Minutes of the GMS shall be made and signed by the GMS Chairman and at least 1 (one) Shareholder who is appointed from and by the GMS participants.
- c. Signature as referred to in letter b shall not be required if the Minutes of the GMS is made comprising the deed of minutes of the GMS which is drawn-up before a notary who is registered with OJK.
- d. In the event that GMS is the GMS that is only attended by the Independent Shareholders, Minutes of the GMS shall be made comprising deed of minutes of the GMS made by a notary registered with the OJK.
- e. Minutes of the GMS as referred to in letter a and letter b shall be delivered to OJK within no later than 30 (thirty) days after the GMS was performed.
- f. In the event that the submission time of minutes of the GMS as referred to in letter e falls on a holiday, the minutes of the GMS shall be submitted within no later than the following business



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



day.

4. Company shall make Summary of Minutes of the GMS with the following provisions:

a. Summary of Minutes of the GMS shall include information at least:

- 1) date of the GMS, place for the GMS performance, time of the GMS performance, and GMS agenda;
- 2) members Board of Directors and members of the Board of Commissioners attending at the GMS;
- 3) the number of shares with valid voting rights attend at GMS and the percentage of the total shares that have valid voting rights;
- 4) whether or not there is an opportunity for shareholders to ask questions and/or provide opinions regarding the meeting agenda;
- 5) number of shareholders who ask questions and/or provide opinions regarding the meeting agenda, if the shareholders are rendered the opportunity;
- 6) resolutions-making mechanism of the GMS;
- 7) voting results which include the number of approving, disapproving votes, and abstain (do not vote) for each agenda item of the meeting, if the resolution is made by



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

voting;

- 8) GMS resolutions; and
 - 9) payment of cash dividends to the entitled Shareholders, if there is the GMS resolution regarding distribution of cash dividends.
- b. Summary of Minutes of the GMS as referred to in letter a shall be announced to public within the latest 2 (two) business days after the GMS was performed.
- c. The provisions regarding Minutes of the GMS and Summary of Minutes of the GMS as referred to in Article 24 paragraph (3) and (4), as well as Article 23 paragraph (13) shall apply for similar case (*mutatis mutandis*) for the GMS performance by Shareholder who has obtained stipulation of District Court as referred to in Article 20 paragraph (6) letter n and GMS performance by the Board of Commissioners as referred to in Article 20 paragraph (6) letter p.

QUORUM, VOTING RIGHT AND RESOLUTION IN GENERAL

MEETING OF SHAREHOLDERS

Article 25

1. Quorum of attendance and resolutions of the GMS over the matters that shall be resolved in the GMS shall be performed by following the provisions:



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

- a. attended by Shareholders who represent more than 1/2 (a half) of the total shares with valid voting rights and a resolution is valid if approved by more than 1/2 (a half) of the total shares with rights the votes attend in the GMS unless Articles of Association of the Company specify a larger quorum number;
- b. in the event that quorum of attendance as referred to in letter a of this paragraph is not reached, then the second GMS shall be valid and entitled to make binding resolutions if it is attended by Shareholders who represent at least 1/3 (one third) of the total shares with valid voting rights and a resolution is valid if approved by more than 1/2 (a half) of the total number of shares with valid voting rights who are attend in the GMS unless Articles of Association of the Company determine a larger quorum number;
- c. In the event that quorum of attendance at the second GMS as referred to in letter b is not achieved, the third GMS may be performed provided that the third GMS is valid and is entitled to make resolutions if it is attended by Shareholders of shares with valid voting rights in the quorum of attendance and quorum of resolution stipulated by the Financial Service Authority at the request of the Company;



[TRANSLATION]

- d. The provisions of quorum of attendance and quorum of resolution of the GMS as referred to in letters a, b and c of this paragraph shall also apply to the quorum of attendance and quorum of resolution of for material transactions and/or changes in business activities, except for material transaction agenda comprising the transfers of assets of the Company of more than 50% (fifty percent) of total net assets.
2. GMS for the agenda of transferring assets of the Company or encumbering the Company's assets as collateral which are more than 50% (fifty percent) of the total net assets of the Company in 1 (one) transaction or more, whether related to one another or not, shall be performed under the provisions as follows:
 - a. attended by Dwiwarna Series A Shareholder and other Shareholders and/or their legitimate proxies who jointly represent at least 3/4 (three fourths) of the total shares with valid voting rights and a resolution shall be valid if approved by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 3/4 (three quarters) of the total number of shares with voting rights attending GMS;
 - b. in the event that the quorum of as referred to in the letter a is not reached, then the second GMS shall be valid and



[TRANSLATION]

entitled to adopt binding resolutions if Dwiwarna Series A Shareholder and other Shareholders and/or their legitimate proxies who jointly represent at least 2/3 (two thirds) of the total number of shares with valid voting rights and the resolution shall be approved by the Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 3/4 (three fourths) of the total shares with voting rights attending GMS; and

- c. in the event that the quorum of attendance at the second GMS as referred to in letter b is not reached, the third GMS may be performed and take any valid resolution if in the GMS attend and approve to the resolution of Dwiwarna Series A shareholders and other shareholders and/or their legitimate proxies jointly all of complying with the quorum of attendance and resolutions-making requirements set out by Financial Services Authority at the request of the Company.

- 3. Quorum of attendance and quorum of resolution of the GMS that is only attended by independent shareholders as stipulated in the Capital Market regulations shall be performed under the following provisions:

- a. attended by independent shareholders representing more than 1/2 (a half) part of the total shares with valid voting



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya. Kec. Sukmajaya, Ji. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

rights owned by independent shareholders and a resolution is valid if approved by independent shareholders representing more than 1/2 (a half) of the total number of shares with valid voting rights owned by independent shareholders;

- b. in the event that the quorum as referred to in letter a is not reached, then the second GMS shall be legal if attended by independent shareholders representing more than 1/2 (a half) part of the total number of shares with valid voting rights owned by independent shareholders and approved by more than 1/2 (a half) of the total shares with valid voting rights owned by independent shareholders attending GMS; and
- c. in the event that the quorum of attendance in the second GMS as referred to in letter b of this paragraph is not reached, the third GMS may be performed provided that the third GMS is valid and entitled to make resolutions if attended by independent shareholders of the shares with valid voting rights, in the quorum of attendance set out by the Financial Services Authority at the request of the Company; and
- d. resolution of the third GMS shall be legal if approved by



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya. Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



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independent shareholders representing more than 50% (fifty percent) of shares owned by independent shareholders attending the GMS.

4. GMS for appointment and dismissal of members of the Board of Directors and members of the Board of Commissioners, issuance of Equity securities and or increase of issued and paid-up capital shall be performed with the following provisions:

- a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 1/2 (a half) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 1/2 (a half) of the total shares with voting rights attending GM;
- b. in the event that the quorum of attendance as referred to in the letter a is not reached, then the second GMS shall be valid if attended by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent at least 1/3 (one third) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C. RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

and/or their legitimate proxies who jointly represent more than 1/2 (a half) of the total shares with voting rights attending the GMS; and

- c. in the event that the quorum of attendance in the second GMS as referred to in the letter b is not reached, the third GMS may be performed and take any valid resolution if the GMS is attend and approves the resolution of Dwiwarna Series A Shareholder and other shareholders and/or their authorized proxies jointly who all of which comply with the requirements of quorum for attendance and set out by the Financial Services Authority at the request of the Company.

5. GMS for making amendment to the Articles of Association of the Company, shall be performed with the following provisions:

- a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent at least 2/3 (two-thirds) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder shares and other shareholders and/or their legitimate proxies who jointly represent more than 2/3 (two thirds) of the total shares with voting rights attending the GMS;



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
Ph. (021) 7713291; mobile: 0813-11393568 email: sutan_amri@cbn.net.id; sutan_amri@yahoo.com



[TRANSLATION]

- b. in the event that the quorum of attendance as referred to in letter a is not achieved, the second GMS shall be valid if it is attended by the Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent at least 3/5 (three fifths) part of the total shares with valid voting rights and the resolution is approved by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 1/2 (a half) of the total all shares with voting rights attending the GMS; and
 - c. in the event that the quorum of attendance in the second GMS as referred to in letter b is not reached, the third GMS may be performed and take any valid resolution if in the GMS is attend and approves the resolution Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly all of complying with the quorum and resolution-making requirements stipulated by the Financial Services Authority at the request of the Company.
6. With due observance of the laws and regulations, Merger, Consolidation, Acquisition, Spin-off, submission of application in order that Company is declared bankrupt, and Liquidation may only be performed based on resolutions of the GMS, with the



[TRANSLATION]



following provisions:

- a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent at least 3/4 (three fourths) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 3/4 (three fourths) of the total shares with voting rights attending the GMS;
- b. in the event that the quorum of attendance as referred to in the letter a is not reached, then the second GMS shall be valid if it is attended by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent at least 2/3 (two thirds) part of the total number of shares with valid voting rights and the resolutions shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legitimate proxies who jointly represent more than 3/4 (three quarters) of the shares. of the total shares with voting rights attending the GMS;
- c. in the event that the quorum of attendance in the second



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

GMS as referred to in letter b is not achieved, the third GMS may be performed and make any valid resolution if in the GMS is attend and approves the decision of Dwiwarna Series A shareholder and other shareholders and/or their legitimate proxies who jointly -all of complying with the quorum and resolution-making requirements stipulated by the Financial Services Authority at the request of the Company.

7. GMS for the agenda of changes of the rights on shares shall be performed by referring to the applicable Capital Market laws and regulations.
8. In the event that Company has more than 1 (one) share classification, GMS for the agenda of changes in rights on shares shall only be attended by shareholders who are affected by the changes in rights on shares in certain share classifications, provided that:
 - a. GMS may be performed if in the GMS at least 3/4 (three fourths) of the total shares in the classification of shares affected by the change in rights are attend or represented;
 - b. in the event that the quorum as referred to in letter a is not reached, the second GMS may be performed provided that the second GMS shall be legal and entitled to make any resolution if in the GMS at least 2/3 (two thirds) part of the



[TRANSLATION]

total shares in the share classification affected by the change in rights are attend or represented;

c. the resolution of the GMS as referred to in letter a and letter b shall be legal if approved by more than 3/4 (three fourths) part of the shares with voting rights attending GMS;

d. In the event that the quorum of attendance in the second GMS as referred to in letter b is not reached, the third GMS may be performed provided that the third GMS is valid and entitled to make any resolution if attended by shareholders in the classification of shares affected by changes in rights in the quorum of attendance and quorum of resolution set out by the Financial Services Authority at the request of the Company; and

e. In the event that the classification of shares that are affected by changes in rights on shares in certain share classification do not have voting rights, Shareholders in the share classification based on the applicable laws and regulations of capital market shall be rendered with the rights to attend and make resolution in the GMS related to changes in rights on shares in the said share classification.

9. a. Shareholder, either himself/herself or represented by their



[TRANSLATION]

- proxy, shall be entitled to attend the GMS.
- b. Shareholder may authorize any other party to represent and/or cast vote in the GMS electronically via e-GMS provided by the Company or e-GMS Provider.
10. In the GMS, each share provides the right to the owner to cast 1 (one) vote.
11. Shareholders with valid voting rights who are attend in the GMS but abstain shall be deemed to cast the same vote as the majority vote of Shareholders who cast votes.
12. In the voting, the vote cast by Shareholder shall apply for all shares he/she owns and the Shareholder has no right to confer a letter of proxy to more than one proxy for part of the total shares he/she owns with different votes. Different vote cast by Custodian Bank or Securities Company representing Shareholder in mutual fund shall not constitute different vote as referred to in this paragraph.
13. Members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as a proxy in the GMS, however in voting, the relevant members of the Board of Directors, members of the Board of Commissioners, and/or employees shall be prohibited to act as a proxy of Shareholders.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

In the event that a letter of proxy is conferred electronically, members of the Board of Directors, members of the Board of Commissioners, and/or employees of the Company shall be prohibited from acting as a proxy.

14. Voting shall be made verbally, unless if GMS Chairman determines otherwise.
15. All resolutions shall be taken based on deliberation for reaching a mutual consensus.
16. In the event that resolution based on deliberation for reaching a mutual consensus as referred to in paragraph (15) of this Article is not reached then a resolution shall be taken by voting as specified in the Articles of Association.
17. Resolutions by voting as referred to in paragraph (16) of this Article shall be performed by taking into account of the quorum of attendance and quorum of resolution of the GMS.
18. At the time of performance of the GMS, Company may invite other party that is related to agenda of the GMS.

USE OF PROFITS

Article 26

1. Use of net profit including the amount of allowance for mandatory reserve fund and other reserve funds shall be resolved by the



[TRANSLATION]

Annual GMS.

2. Board of Directors shall submit proposal to the Annual GMS regarding the use of net profit that has not been distributed that is set forth in balance and profit loss calculation submitted to obtain approval from Annual GMS, in which proposal may be stated the amount of net profit that has not been distributed which may be set aside for mandatory reserve fund and other reserve funds as well as proposal on the amount of dividend to Shareholders, or other distribution such as tantieme (percentage bonus) for members of the Board of Directors and members Board of Commissioners, bonus for employees, social reserve fund and others which possible distributed, one and another without prejudice to the rights of the GMS to determine otherwise.
3. All net profit after being deducted with allowance for reserves as referred to in paragraph (1) of this article shall be distributed to Shareholders as dividends unless determined otherwise by the GMS.
4. a. Dividend may be paid in accordance with the financial capacity of the Company based on the resolution taken in the Annual GMS, in which resolution shall also be determined the time, payment method and form of dividend with due observance of the provisions of the applicable Capital Market



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
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[TRANSLATION]

laws and regulations, as well as regulations of Stock Exchange at the place shares of the Company are listed.

- b. In the event that there is a resolution GMS regarding distribution of cash dividends, Company shall pay cash dividends to the entitled Shareholders within no later than 30 (thirty) days after the publication of the summary of Minutes of the GMS deciding the distribution of cash dividends.
 - c. Dividend for shares shall be paid to the person on whose behalf the shares are registered in the Shareholder Register, on the date determined by the Annual GMS which decides the distribution of dividend.
 - d. Payment day shall be announced by the Board of Directors to Shareholders.
5. In addition to the use of net profit as referred to in paragraph (2) of this Article, GMS may set out the use of net profit for other distribution such as *tantieme* (percentage bonus) for Board of Directors, Board of Commissioners, and bonus for employees.
6. Dividend as referred to in paragraph (3) of this Article may only be distributed if Company has positive profit balance.
7. The use of net profit for *tantieme* (percentage bonus) and bonus, shall be made to the extent that it is not budgeted and not

[TRANSLATION]



calculated as costs in the current year.

8. Dividend that is not taken within 5 (five) years commencing from the stipulation date for dividend payment is lapsed, shall be included in reserve fund specially designated for that.
9. Dividend in the special reserve fund may be taken by the entitled Shareholder by submitting the proof of his/her right on such dividend that is acceptable by the Board of Directors of the Company provided that the collection is not made at once and by paying an administration fee set out by the Board of Directors.
10. Dividend that has been included into special reserve in paragraph (8) of this Article and is not taken within 10 (ten) years shall be the right of the Company.
11. Company may distribute interim dividend prior to the end of Financial Year of the Company if requested by Shareholders who represent at least 1/10 (one tenth) of the shares issued, by taking into account the projection of profit and financial capacity of the Company.
12. Distribution of interim dividend shall be set out based on resolution of Meeting of the Board of Directors after obtaining approval from the Board of Commissioners, with due observance of paragraph (10) of this Article.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022

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[TRANSLATION]

13. In the event that after the Financial Year expired evidently that Company has suffered a loss, the interim dividends that have been distributed shall be returned by Shareholders to the Company. Board of Directors and Board of Commissioners shall be jointly and severally responsible for the losses of the Company, in the event that Shareholders are unable to return the interim dividend in paragraph (11) of this Article.

USE OF RESERVE FUND

Article 27

1. Company shall allocate a mandatory reserve and other reserves.
2. Allowance of net profit for reserve as in paragraph (1) of this Article shall apply if Company has positive profit balance.
3. A part of profit provided for reserve fund shall be determined by the GMS pursuant to laws and regulations. Allowance for net income for mandatory reserves as in paragraph (1) of this Article until the reserve reaches at least 20% (twenty percent) of the total issued and paid-up capital.
4. Mandatory reserve as in paragraph (1) of this Article that has not reached the amount as referred to in paragraph (3) of this Article may only be used to cover the loss of the Company that is unable to be covered by other reserves.
5. If mandatory reserve fund in paragraph (1) of this Article has



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Ji. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

exceeded the amount of 20% (twenty percent), then GMS may decide that the excess of such reserve fund to be used for the needs of the Company.

6. Board of Directors shall manage reserve fund in order that such reserve fund to gain profit, in any manner Board of Directors considers good and with due observance of the laws and regulations.
7. The profit obtained from such reserve fund shall be included in profit loss calculation.

AMENDMENT TO ARTICLES OF ASSOCIATION

Article 28

1. Amendment to Articles of Association shall be made with due observance of the Company Act and/or the applicable Capital Market laws and regulations.
2. Amendment to Articles of Association shall be set out by the GMS under the provisions as set forth in Article 25 paragraph (5).
3. Agenda pertaining to amendment to Articles of Association shall be clearly set forth in the Summons for the GMS.
4. The provisions of Articles of Association that are related to name, domicile of the Company, purposes and objectives, business activities, term of establishment of the Company, the amount of authorized capital, reduction in issued and paid-up capital and



[TRANSLATION]

status of closed Company to open Company or vice versa, shall obtain approval from Minister as referred to in Company Act.

5. Amendment to Articles of Association in addition to with respect to the matters mentioned in paragraph (4) of this Article shall be notified to Minister with due observance of the provisions in Company Act.
6. Any resolution regarding capital reduction shall be notified in writing to all creditors of the Company and announced by the Board of Directors in a daily newspaper in Indonesian language that is published and or widely circulated at the domicile of the Company within no later than 7 (seven) days from the date of the GMS resolution regarding the capital reduction.

MERGER, CONSOLIDATION, ACQUISITION

AND SPIN-OFF

Article 29

1. Merger, Consolidation, Acquisition and Spin-off shall be set out by the GMS under the provisions as set forth in Article 25 paragraph (6).
2. Further provisions regarding Merger, Consolidation, Acquisition and Spin-off shall be as referred to the laws and regulations as well as the Capital Market regulations.

LIQUIDATION, LIQUIDATION AND EXPIRATION OF



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022. Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

LEGAL ENTITY STATUS

Article 30

1. Liquidation of the Company may be performed based on resolution of the GMS under the provisions as set forth in Article 25 paragraph (6).
2. If Company is dissolved based on a resolution of the GMS or is declared to dissolved based on stipulation of Court, liquidation by liquidator shall be performed.
3. Liquidator shall be responsible to GMS or the Court appointing it on liquidation of the Company performed.
4. Liquidator shall notify Minister and announce the final result of liquidation process in a newspaper after GMS confer a full release and discharge to the liquidator or after Court appointing the liquidator receives accountability.
5. Provisions regarding liquidation, liquidation and expiration of legal entity status of the Company shall be with due observance to laws and regulations, as well as the Capital Market regulations.

DOMICILE OF SHAREHOLDERS

Article 31

For the matters concerning Shareholders related to the Company, Shareholders shall be deemed to be residing at the address as recorded in the Shareholder Register as referred to in Article 9.



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022

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[TRANSLATION]



CLOSING PROVISION

Article 32

All matters that have yet to be stipulated or have yet to adequately stipulated in the Articles of Association which shall comply with the Company Act, Capital Market Laws and Regulations and other laws and regulations and/or is resolved in the GMS with due observance of the laws and regulations.

- Finally, the appearing person by conferring a power of attorney to Mr. ZUHAIR SALAM ASOLANI, Bachelor of Law, Master of **Notary** (whose identity shall be prescribed hereunder), and

to notify changes in Company data with respect to changes in members of the Board of Directors of the Company as stated in this Deed to the Minister of Law and Human Rights of the Republic of Indonesia, register in the Register of the Company and to make changes and/or additions of any kind needed and required by the parties authorized, for that purpose to submit applications, sign applications, deeds and other documents, choose domicile and then perform all matters necessary without exemption in accordance with the provisions of the laws and regulations in the Republic of Indonesia.

- This Deed was completed at 9.50 a.m. WIB (Fifty Minutes Past Nine a.m. of the Western Indonesia Time Zone)



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C, RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]



- Of all matters prescribed hereinabove as an evidence thereof.

IN WITNESS WHEREOF

- This Deed shall be made and executed in Jakarta on the day and date as mentioned in the preamble of this Deed, by taking place at Plaza Mandiri 3rd Floor, Plaza Mandiri, Jalan Gatot Subroto Kaveling 36-38, Jakarta, in the presence of:

1. Mr. ZUHAR SALAM ASONI, **Bachelor of Law, Master of Notary**, born in Pemalang, on 06-03-1997 (sixth of March one thousand nine hundred and ninety-seven), Student/College Student, Indonesian Citizen, residing in Kabupaten Pemalang, Dukuh Kendalduwur Sidorejo, Rukun Tetangga 002, Rukun Warga 001, Kelurahan Sidorejo, Kecamatan Comal, holder of Residential Identity Card with the Main Population Number (NIK) 3327120603970005, valid for lifetime, for the time being is staying in Jakarta; and
2. Miss **TIARA KHARISMA JANATTA RIMA, Bachelor of Law, Master of Notary**, born in Banjarmasin, on 09-01-1998 (ninth of January one thousand nine hundred and ninety-eight), Student/College Student, Indonesian Citizen, residing in Kota Balikpapan, Jalan R.E. Martadinata Nomor 08, Rukun Tetangga 015, Kelurahan Mekar Sari, Kecamatan Balikpapan Tengah, holder of Residential Identity Card with the Main Population Number (NIK) 6471044901980003, valid for



SUTAN AMRI AGUS ARIFIN, S.H.

PENERJEMAH TERSUMPAH – SWORN TRANSLATOR ENGLISH > INDONESIA & INDONESIA > ENGLISH

Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022
Perum. Griya (Pondok) Sukmajaya Blok A No.6C RT. 11/03 Kel. Sukmajaya, Kec. Sukmajaya, Jl. Tole Iskandar, Depok 16412 – Jawa Barat, Indonesia
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[TRANSLATION]

lifetime, the time being is staying in Jakarta;

Both persons are Notary office staffs, as the witnesses.


- Promptly, after I, Notary, read out this Deed to the appearing person and the witnesses, the minutes of this Deed shall be duly sign by the appearing person, and the witnesses and me, Notary, while the specimen of right hand thumb finger print of the appearing persons that affixed on a separate sheet of paper shall be attached to minutes of this Deed.

- Executed with

Pernyataan Penerjemah Tersumpah
Sworn Translator Statement

Saya, **Amri Agus, S.H.**, Penerjemah Tersumpah di Republik Indonesia berdasarkan peraturan perundang-undangan yang berlaku di Republik Indonesia, dengan ini menerangkan dan menyatakan, sesuai dengan sumpah jabatan saya, bahwa dokumen ini merupakan terjemahan yang benar, setia dan lengkap dari dokumen sumber yang diberikan kepada saya.
*I, **Amri Agus, S.H.** A Sworn Translator in the Republic of Indonesia, based on the prevailing laws of the Republic of Indonesia, hereby certify and state that, in compliance with my official oath, that this document is an accurate, faithful and complete translation of the source document given to me.*

Depok _____ 20____



AMRI AGUS, S.H.

Penerjemah Tersumpah [Bahasa Inggris ke Indonesia dan Bahasa Indonesia ke Bahasa Inggris]/ *Sworn Translator [English to Indonesia and Indonesia to English]*
SK Menteri Hukum dan Hak Asasi Manusia Republik Indonesia No. AHU-17.AH.03.07.2022, Tanggal 5 Oktober 2022.
Decree of the Minister of Law and Human Rights of the Republic of Indonesia No. AHU-17.AH.03.07.2022, dated October 5 2022.
Alamat/Address : Griya (Pondok) Sukmajaya Blok A No.6 C, Depok 16412, Jawa Barat, Indonesia
Telp./Ph.: 021-7713291; mobile: 081311393568
Email : sutan_amri@cbn.net.id; sutan_amri@yahoo.com