



**CODE OF CONDUCT
ANNUAL GENERAL MEETING OF SHAREHOLDERS
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. General

This General Meeting of Shareholders is the Annual General Meeting of Shareholders ("AGM") and Extraordinary General Meeting of Shareholders ("EGM") of PT Catur Sentosa Adiprana Tbk (hereinafter referred to as the "MEETING").

2. Time and Venue of the MEETING

The MEETING will be convened on:

Day/Date : Thursday, 28 June 2018
Time : 14.00 WIB – finish
Venue : Hotel Ciputra, Ruangan Victory 2, 6th Floor
Jl. Letjen S. Parman
Jakarta Barat 11470

3. Agenda of the MEETING

A. AGM

- 1 Approval and Ratification of the Company's Annual Report for 2017 Financial Year, including the Activity Report of Company, the Board of Commissioners Supervision Report, and the Consolidated Financial Statement of the Company for financial year ending 31 December 2017.
- 2 Determination on the appropriation of the Company's Net Profit for 2017 of Financial Year.
- 3 Appointment of the Public Accountant to conduct an audit of the Company's Consolidated Financial Statement for 2018 Financial Year.
- 4 Determination of the salary, honorarium and other remuneration for the Board of Directors and the Board of Commissioners of the Company for 2018 Financial Year.
- 5 Report on the Realization of the Use of Funds ("LRPD") of Limited Public Offering I in the framework of the Company's Additional Capital Adequacy Ratio (PMHMETD) dated June 9, 2016.

B. EGM

- 1 Approval on the intention of the Company to increase the capital through the issuance of Non Pre-Emptive Rights (PMTHMETD). and Amendments to the Provisions of Article 4 paragraph 2 of the Company's Articles of Association concerning the Issued and Paid-in Capital with respect to PMTHMETD.
- 2 Encumbrance of property and/or assets of the Company with a value of more than 50% of equity of the Company in connection with the funding for the Company and its subsidiaries.

4. Participants of the MEETING

- a) Participants of the MEETING are shareholders or its proxies whose names are registered in the Register of Shareholders of the Company and/or those whose shares are in the collective custody at PT. Indonesia Central Securities Depository ("KSEI") at the closing of trading day at the Indonesia Stock Exchange ("BEI") on 5 June 2018, by 16.00 Western Indonesia Time.
- b) Shareholders may be represented by other shareholders or other person by a power of attorney with due observance of prevailing laws and regulations.
- c) Chairman of the MEETING has the right to request the power of attorney be shown to him/her in the MEETING.
- d) Participants of the MEETING have the right to express their opinions and/or to ask questions and cast their vote in every agenda of the MEETING.

- e) Participants of the MEETING who come late after closing of the registration period may still be able to join in the MEETING, however they will not be included in the determination of quorum and their vote will not be calculated and they are not allowed to participate in the questions and answer session.

5. Invitation

The party who is not the Company's shareholder and present upon the invitation of the Board of Directors shall neither have the right to express his/her opinion nor to cast a vote at the MEETING.

6. Language

The MEETING will be held in Indonesia language.

7. Chairman of the MEETING

The MEETING is chaired by a Commissioner member who is appointed by the Board of Commissioners. In the absence or in the inability of all members of the Board of Commissioners, of which case it is unnecessary to prove to third parties, the MEETING shall be chaired by a Director appointed by the Board of Directors. In the absence or in the inability of all members of the Board of Directors, the MEETING shall be chaired by one of the shareholders being present at the MEETING appointed from and by the participants of the MEETING.

8. Quorum of Attendance

- AGM :
In accordance with Article 23 paragraph 1 point (a) Article of Association of the Company and Article 26 paragraph 1 point (a) the Financial Services Authority Regulation Number 32/POJK.04/2014 dated 8 December 2014 (hereinafter referred to as "POJK No. 32/2014"), the MEETING is valid if attended by shareholders representing more than 1/2 (one half) of the total shares with valid voting rights issued by the Company.

- EGM :
Agenda No. 1 :
In accordance with the Financial Services Authority Regulation Number 38/POJK.04/2014 dated 30 December 2014 regarding Capital Addition Without Pre-emptive Rights, POJK No. 32/2014 and Article 23 paragraph 1 point (a) Article of Association of the Company, the MEETING is valid if attended by shareholders representing more than 1/2 (one half) of the total shares with valid voting rights issued by the Company.

Agenda No. 2 :
In accordance with Article 12 paragraph 6 Article of Association of the Company and Article 28 point (a) the Financial Services Authority Regulation Number 32/2014, the MEETING is valid if attended by shareholders representing more than 3/4 (three quarter) of the total shares with valid voting rights issued by the Company.

9. Questions and Answers

- a) There will be opportunity for questions and answers in each of the MEETING agenda.
- b) Questions may only be submitted by shareholder or its legal proxy.
- c) Any shareholder who intends to ask questions or to express opinion related with the agenda is requested to raise his/her hand, and further, Chairman of the MEETING will request him/her to deliver their question or express his/her opinion.
- d) In accordance with Article 23 paragraph 14 Article of Association of the Company, each of proposal of the shareholders may be accommodated in the agenda of the MEETING if it comply with the following conditions:
 - I. according to the Chairman of the Meeting's opinion the proposal is directly related to one of agenda of the General Meeting of Shareholders;
 - II. such matters submitted by one or more shareholders together representing at least 10% (ten percent) of the total shares with valid voting rights;
 - III. the proposal is considered directly related to the business of the Company, and subject to the provisions of the Articles of Association of the Company;
- e) Question and answer forum will be held for up to 10 minutes (for each agenda item), unless specified otherwise by the Chairman of the MEETING.

Regarding the limitation of time, each requester is given the opportunity to apply for a maximum of 2 questions

10. Resolutions

- a) All MEETING decisions are taken by consensus. In case consensus is not reached a decision, the decision taken by a majority vote of the number of valid votes cast at the MEETING, except for the agenda of the 2nd of the EGM is valid if approved more than 3/4 (three quarters) of the total shares issued by the Company with valid voting rights.
- b) Each share gives the right to its shareholders to cast 1 (one) vote, if a shareholder has more than one share, he/she will be asked to cast its vote for once only and its vote shall represent all the shares he/she owns.

11. Voting

- a) Accordance with Article 23 paragraph 6 of Articles of Association of the Company, voting is carried out verbally, unless Chairman of the MEETING determines otherwise.
 - b) Verbal voting will be executed by "Raising Hand" based on the following procedure:
 - First : those who vote "Against" will be asked to raise their hands and pass their vote card.
 - Second : those who vote Abstain or Blank vote will be asked to raise their hands and pass their vote card.
 - Third : shareholders or their proxies who do not raise their hands to vote is considered as agree.
 - c) Pursuant to Article 23 paragraph 7 of Article of Association of the Company, the number of Abstain or Blank vote shall be considered as casting the same vote as the majority vote of shareholders who cast their vote.
 - d) For the proxy authorized by the shareholders to issue a blank vote and/or do not agree but at the time of decision-making do not raise their hands to vote blank and/or do not agree, then they are considered to approve the proposed decision.
 - e) The invalid votes shall be considered inexistent and will not be calculated in determining the number of votes cast the MEETING.
 - f) Further, the number of votes against will be counted with the number of valid votes and the discrepancy will constitute the number of votes in favor of.
12. For shareholders or their proxies who arrived after registration has been closed, their presence will not record in the register of shareholders, they are not allowed to ask questions or give opinions, and their voice does not count.
13. After closing the AGM, it will be followed by the EGM.
14. Before closing of the MEETING, shareholders or proxies of shareholders are requested not to leave the MEETING room.
15. If there is shareholders or their proxies who left the MEETING room before the MEETING is closed, its mean approved on the submitted proposal was considered in the MEETING and all decisions of the MEETING.
16. These rules apply at the time the AGM and EGM is opened by the Chairman of the Meeting until the MEETING is closed by the Chairman of the MEETING.
17. To maintain comfort during MEETING event takes place, please turn off/disable all mobile phones or switch it to silent/vibrate mode.

Jakarta, 28 June 2018
Board of Directors