

**RULES GOVERNING
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
("EGM")
PT. NIPPON INDOSARI CORPINDO Tbk.**

1. This meeting is PT. Nippon Indosari Corpindo Tbk.'s Extraordinary General Meeting of shareholders, hereinafter will be referred as ("EGM");

2. The EGM will be conducted in Bahasa Indonesia;

3. The Participants

- a. The Participants are shareholders or their legitimate proxies whose names are listed on the Company's Shareholders list on December 22nd, 2017 by 4.00pm at the latest
- b. The shareholders may be represented by other shareholders or proxies with a legitimate power of attorney that conforms to the current rules and regulations. If the shareholders give authorization to the Board of Directors, Board of Commissioners or the Company's employees, their votes will not be counted in the voting (refers to the Company's Article of Association article 16 paragraph 8).
- c. The Chairman of the EGM has the right to ask the shareholders' proxies for the power of attorney during the meeting.
- d. Only the Participants have the rights to express an opinion and/or ask questions and vote at the Meeting. The participants who are not shareholders or shareholders' proxies are not entitled to give opinion and vote at the Meeting.
- e. The Participants who come after the official registration is closed may still attend the meeting but their attendance will not be counted in the quorum and are not be allowed to participate in the voting and Q&A session.

4. The Meeting Chairman

- a. The EGM is chaired by the **President Commissioner**.
- b. The Chairman is responsible for the smooth proceeding of the meeting.
- c. The Chairman has the right to take all necessary actions to ensure an orderly meeting.

5. Attendees Quorum

- a. The EGM can proceed if it is attended by shareholders or authorized proxies representing more than ½ (half) of the total shares with valid voting rights that have been issued by the Company.

6. Resolutions

- a. All resolutions in the EGM will be taken by consensus agreement. In the event the resolution cannot be reached by consensus, the resolution will be made by voting based on more than ½ (half) affirmatives votes of the total valid votes in the meeting.
- b. Each share entitles its holder to issue 1 (one) vote. If a shareholder has more than 1 (one) share, he/she is only allowed to issue 1 (one) vote that represents all of his/her shares.

7. Question and Answer

- a. On each meeting agenda, the shareholders are given the opportunity to ask questions with a maximum time of 5 minutes; if it exceeds 5 minutes, the Chairman is allowed to continue the meeting.
- b. The questions shall be submitted by shareholders or authorized proxies during the specified time that is after the meeting agenda has been proposed and before the voting session. The submitted questions should relate directly to the respective meeting agenda.
- c. The shareholders/authorized proxies are required to raise hand and state their names and total number of shares owned/represented before asking questions.
- d. The questions may also be submitted by filling out the form provided which will be presented to and read by the chairman.
- e. The appointed Director or Commissioner may answer and respond to the questions and/or designate other parties to answer and respond.

8. Voting

- a. The voting is conducted orally unless the Chairman decides otherwise.
- b. The voting is conducted by raising hands with the following procedures:
 - (i) Firstly, those who disagree are requested to raise their hands and submit their voting cards;
 - (ii) Secondly, those who choose to abstain are requested to raise their hands and submit their voting cards;
 - (iii) Abstained votes shall be added to majority votes;
 - (iv) Invalid votes are not counted in the Meeting's final voting count;Thus the affirmative votes will be taken from total valid votes deducted by the dissenting votes.
- c. The authorized proxies may disagree or abstain however if they who do not raise their hands during the voting session, their votes will be considered and counted as affirmative votes.
- d. If there is a participant who is registered at the quorum but not present at the voting session, his/her vote is considered and counted as affirmative vote.

**Jakarta, January 17th, 2018
Board of Directors**