



CITATAH

**WORKING GUIDELINES AND RULES OF THE
CORPORATE SECRETARY
PT CITATAH TBK (the "COMPANY")**

A. INTRODUCTION

The Company has established the Working Guidelines and Rules of The Corporate Secretary to:

1. Organize the tasks, functions, and roles of the Corporate Secretary to be implemented efficiently, effectively, transparently, accountably, responsibly and independently under applicable laws and regulations.
2. As the foundation for the preparation of all policies and decision-making of the Company related to the Corporate Secretary.
3. Maintain rights and obligations equality of the Shareholders, Board of Directors ("**BoD**"), Board of Commissioners ("**BoC**"), and other stakeholders in achieving the Company's objectives.

B. LEGAL BASIS

This Working Guidelines and Rules of the Committee has prepared according to Financial Services Authority Regulation Number 35/POJK.04/2014 on Corporate Secretary of The Issuer or Public Company.

C. ESTABLISHMENT AND ORGANIZATION

1. Structure and Function

- a. The organizational structure of the Corporate Secretary is under the responsibility of a Director.
- b. An individual or department carries out the functions of the Corporate Secretary. If the Corporate Secretary in the form of a work unit, it is led by a person in charge.

2. Appointments and Dismissal

- a. The Corporate Secretary is appointed and dismissed based on the BoD' decision.
- b. In the event of a vacancy of the Corporate Secretary, the Board of Directors shall appoint someone to replace the position within 60 (sixty) days from the date of the vacancy.
- c. During the vacancy, a member of the BoD or any appointed individual can replace the Corporate Secretary position for temporarily as long as meet the Corporate Secretary's requirements as mentioned in number 3 below.

3. Requirements of The Corporate Secretary

At the time of appointment and during its tenure, the Corporate Secretary shall meet the following requirements:

- a. Able to do legal actions;

- b. Have knowledge and understanding of law, finance, and corporate governance;
- c. Understand the Company's business activities;
- d. Have good communication; and
- e. Domiciled in Indonesia.

D. DUTIES AND RESPONSIBILITIES

1. General

In general, the Corporate Secretary has duties and responsibilities as follows:

- a. Follow the advancement of the Capital Market, especially the prevailing laws and regulations in the Capital Market.
- b. Provides input to the Board of Directors and Board of Commissioners to comply with the provisions of the laws and regulations in the Capital Market.
- c. Assists the Board of Directors and Board of Commissioners in the implementation of Good Corporate Governance including:
- d. Information disclosure to the public, including the availability of information on the Website of the Company;
- e. Reports submission to the Financial Services Authority ("FSA") on time;
- f. Implementation and documentation of the General Meeting of Shareholders; and
- g. Implementation and documentation of meetings of the Board of Directors and/or Board of Commissioners.
- h. As a liaison between the Company and its shareholders, the FSA and other stakeholders.

2. Specific

In particular, the Corporate Secretary has several duties and responsibilities as follows:

a. In Connection With the BoC and the BoD

- 1). Assist the preparation of organizing the BoC and the BoD meetings, such as:
 - a) Arrange the meeting agenda;
 - b) Invite the BoC and the BoD under the applicable procedures;
 - c) Prepare meeting materials, including audio-visual facilities and ensure that all members of the BoC and the BoD received the meeting materials;
 - d) Remind the BoC, the BoD, and/or members of the Committee regarding the Company's matters, Articles of Association, and the applicable laws and regulations which correlated with the discussed meeting agenda;
 - e) Ensure the presence of the BoC and the BoD thus the meetings can make binding decisions;

- f) Prepare minutes of meetings for the BoC and the BoD meetings;
and
 - g) Provide advice on corporate governance issues to the BoC and the BoD.
- 2). Assist the BoD to organize, file, manage, and report a List of Shareholders, by working collectively with the Company's Share Registrar, among others, in:
- a) Administration;
 - b) Listing of shares;
 - c) Maintain List of Shareholders (including Shareholders who have stake more than 5% (five percent) of shares).

b. In Connection With the Shareholders

The Corporate Secretary is responsible for arranging the General Meeting of Shareholders ("**GMS**"), among others by doing the following:

- 1). Prepare logistics for GMS and annual report;
- 2). Prepare and distribute the announcements, invitation, and agenda for the GMS;
- 3). Prepare the GMS' rules and scenarios for a chairperson of the GMS, the BoC, and the BoD;
- 4). Assist the BoC and the BoD in preparing the answers to questions from shareholders in the GMS; and
- 5). Prepare minutes of the GMS collectively with the notary.

The Corporate Secretary is responsible also for the process of preparing and submitting the Annual Report, by doing the following:

- 1). Ensure that the annual report contains the information required by the relevant regulations;
- 2). Ensure that annual reports are submitted promptly to FSA and available to Shareholders at the latest on the invitation to the GMS; and
- 3). Ensure that approval of the Annual Report is on the agenda of the Annual GMS.

c. In Connection With Compliance

In respect of compliance, the Corporate Secretary requires to:

- 1). Prepare and manage registration statements and report to authorities in capital market regarding the execution of corporate actions;
- 2). Remind the BoC and the BoD that every shares transaction in the Company which conducted by the BoC and the BoD (including their family members), shall be recorded in a particular register of the Shareholders and will be reported further to the FSA under applicable laws and regulations;

- 3). Comprehensively manage the Company's policies related to the Good Corporate Governance; and
- 4). Fulfill other obligations as specified in the laws and regulations of the capital market.

d. In Connection With The Other Stakeholders

The Corporate Secretary assists the Company in maintaining good relationships with government agencies, capital markets authorities, investors, and associations related to the Company.

E. REPORTING AND DISCLOSURE

1. The Corporate Secretary submitted a periodic report of its performance at least once in a year to the BoD and copied to the BoC.
2. The Company shall disclose a brief description of the Corporate Secretary's functions and information on education and/or training that attended by the Corporate Secretary in the Company's Annual Report.
3. The Company shall submit a report to FSA and publish on the Company's website regarding the appointment and dismissal of the Corporate Secretary within 2 (two) working days after the appointment and termination.

F. CODE OF CONDUCTS

In performing its duties and responsibilities, the Corporate Secretary shall:

1. Maintain the confidentiality of the received information and always act prudently in dealing with information relating to the Company.
2. Not use or misuse or disclose confidential information to third parties for personal interest.
3. Always have good faith and avoid conflict of interest in conducting duties and responsibilities.

The Corporate Secretary shall comply with the Code of Conducts in Working Guidelines and Rules as well as the Company's Code of Conducts.

G. CLOSING

This Working Guidelines and Rules of The Corporate Secretary may be updated if considered necessary by taking into account the provisions of applicable laws and regulations in Indonesia.

This Working Guidelines and Rules of The Corporate Secretary came into force on 2 October 2017.

Under the Article 4 paragraph (3) of the Financial Services Authority Regulation No. 8/POJK.04.2015 on Web Site of Issuers or Public Companies, in the event there is any difference of interpretation between Indonesia language and foreign language in the disclosed information thus Indonesia language shall prevail.