

RULES OF CONDUCT

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT INDOPOLY SWAKARSA INDUSTRY Tbk.

1. Language

PT Indopoly Swakarsa Industry Tbk's Annual General Meeting of Shareholders hereinafter referred to as the "Meeting" will be held in Indonesian language.

2. Meeting Participants

- a) Meeting Participants are shareholders or their proxies whose names are recorded in the Shareholders Register of the Company on April 10, 2015 at the latest at 04.00 pm.
- b) Shareholders may be represented by another shareholder or other person by submitting lawful written power of attorney in the form as determined by the Company's Board of Directors. The power of attorney must be made and signed by the authority with regards to applicable laws and regulations and must be submitted to the Company at least three (3) working days before the Meeting takes place or delivered before the Meeting begins. If the shareholders authorized the Board of Directors, Board of Commissioners and employees of the Company in accordance with the provisions of Article 12 paragraph 4 of the Company's Articles of Association, the vote cast by them in the Meeting as proxies shall not be counted in the casting of votes.
- c) The Chairman of the Meeting is entitled to request the shareholders' representation to show the power of attorney before the Chairman at the Meeting.
- d) Only the legitimate Meeting Participants entitled to express opinions and/or ask questions and vote at the Meeting. The party who are not legitimate shareholders or representatives of shareholders who are in the meeting room is not entitled to express an opinion or vote at the Meeting.
- e) Meeting participants who arrive late, after the registration period close can still attend the meeting but are not counted in determining the quorum and casting of the votes, also unable to participate during question and answer session.

3. Meeting Chairman

The meeting will be chaired by a member of the Board of Commissioners appointed by the Board of Commissioners.

4. Attendance Quorum

The Meetings is legally held if the Meeting is attended by the shareholders or their proxies, who totally have more than 50 % (fifty percent) of the total shares with voting rights that have been issued by the Company, except for the agenda no 6, the Meeting

should be attended by the shareholders or their proxies, who totally have at least 2/3 (two thirds) of the total shares with voting rights that have been issued by the Company.

5. Resolutions

- a) All resolutions will be passed by deliberation. In the event that consensus could not be reached, then the resolution will be made by voting based on affirmative vote at least more than $\frac{1}{2}$ (one half) of the total votes legally cast at the Meeting for the agenda no 1, 2, 3, 4, and 5.
- b) For agenda no 6, the resolution is legally adopted if approved by more than 2/3 (two thirds) of the total votes legally cast at the Meeting.
- c) Each share entitles the holder to pass one (1) vote. A shareholder who owns more than one share is asked to cast one vote only which will represent the whole number of shares ownership, except for any custodians who represents interests of more than one shareholder.

6. Responsibility

- a) During the Meeting, the shareholders are given time for question and answer session.
- b) Only shareholders or the legitimate proxies of the shareholders entitled to ask questions. Those questions should directly relate to the relevant agenda of the Meeting.
- c) Shareholders or the legitimate proxies of the shareholders who wish to raise questions were asked to raise their hand and announce the names and number of shares owned or represented.
- d) The questions asked can be directly delivered through a microphone that has been provided and the questioner has to rewrite the questions raised in the inquiry form and submit it to the officer of the Meeting.
- e) The Board of Directors or person appointed by the Chairman of the Meeting, will provide answers or responses to each of the questions directly. In case there are still unanswered questions in the meeting therefore, the question can be answered by the Company separately outside the Meeting.

7. Voting

- a) Voting is done directly unless the Chairman of the Meeting decides otherwise.
- b) Procedures to direct vote conducted with "Raised Hand " as follows:
 - (i) First, the shareholders who vote "Disagree" will be asked to raise their hands and handed the vote form to the officer;
 - (ii) Second, the shareholders who vote "Abstain" will asked to raise their hands and handed the vote form to the officer;
 - (iii) Third, for those who did not raise their hands could be considered to approve with the discussed proposal;

- (iv) Abstain vote is considered a vote that is similar to the majority of shareholders who vote;
 - (v) Invalid vote is considered absent and will not be counted in determining the number of votes issued at the Meeting.
- c) For the legitimate proxies duly authorized by the shareholders who issued vote of "Disagree" or "Abstain", but at the time of the resolution made in the Meeting, do not raise their hands to vote "Disagree" or "Abstain", then they are considered to approve the proposed resolution.
- d) If there is a meeting participant whose presence has been taken into account in determining a quorum, but not in the Meeting room at the time of the vote cast, the relevant participant is deemed to accept of all resolution resolved in the Meeting.

Jakarta, 6 May 2015

The Board of Directors