

**CODE OF CONDUCT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
PT ADIRA DINAMIKA MULTI FINANCE Tbk
Jakarta, March 29, 2019**

I. General Guidelines

1. The Meeting shall be held in Indonesian Language.
2. Pursuant to the provision of Article 23 paragraph 1 of the Company's Articles of Association, the Meeting shall be presided over by a member of the Company's Board of Commissioners appointed at the Board of Commissioners meeting.
3. Requirement of Meeting attendance quorum.

According to the provision of Article 24 paragraph 1 point (a) and Article 12 paragraph 5 point (a) of the Company's Articles of Association *juncto* Article 86 paragraph (1), Article 102 paragraph (5), and Article 89 paragraph (1) of Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies (hereinafter referred to as "**Law on Limited Liability Companies**"):

"The Meeting can be convened if attended or represented by more than half (1/2), for the first until the fourth Meeting agenda, and no less than 3/4 (three-fourths), for the fifth Meeting agenda, total shares with valid voting rights issued by the Company".

4. Requirement of Meeting resolution quorum

According to the provision of Article 24 paragraph 1 point (a) and Article 12 paragraph 5 point (a) of the Company's Articles of Association *juncto* Article 87, Article 102 paragraph (5), and Article 89 paragraph (1) of Law on Limited Liability Companies:

"Meeting decision shall be adopted amicably to reach a mutual consensus. In the event consensus is not reached, the resolution is valid if approved by: more than half (1/2), for the first until the fourth Meeting agenda, and no less than 3/4 (three-fourths), for the fifth Meeting agenda, of total shares with valid voting rights issued by the Company".

II. Procedure to raise matters related to Meeting agenda

1. In every discussion of each Meeting agenda item, the Chairman of the Meeting will give the opportunity to all Shareholders or their proxies to raise questions and/or opinions prior to setting in motion the voting process on relevant matters.
2. Only Shareholders or their valid proxies attending the Meeting are entitled to raise questions and/or opinions on the Meeting agenda item currently under discussion.

3. Questions and/or opinions allowed to be raised shall be only those that are directly relevant to the Meeting agenda item being discussed, which shall be submitted in writing in a form to be distributed by the officers to the Shareholders or their proxies.
4. The Shareholders or their proxies who wish to raise questions and/or opinions are required to raise their hands, and the officers will pass them the inquiry form that should be filled with the shareholders' name, total number of shares owned or represented, and their questions and/or opinions. All inquiry forms will be collected by the officers to be handed over to the Chairman of the Meeting.
6. To give fair opportunity to all Shareholders, each Shareholder or their proxy is equally allowed to raise not more than 3 (three) questions and/or opinions for each Meeting agenda item.
7. All questions will be answered one by one in order. If necessary, the Chairman of the Meeting will ask the other member of the Board of Directors or Board of Commissioners and Notary to provide further information related to the questions raised.
8. After the answer and explanation to the questions and/or opinions raised by the Shareholders or their proxies is given, the Chairman of the Meeting will ask the Meeting to adopt a decision.

III. **Voting procedure**

1. Only Shareholders or their proxies are entitled to vote.
2. One share gives the holder the right to cast 1 (one) vote; in the event that a shareholder owns more than 1 (one) share, such shareholder is only entitled to cast 1 (one) vote, and such vote represents the entire number of shares that she/he owns.
3. Pursuant to the provision of Article 24 paragraph 11 of the Articles of Association: "The shareholders with voting rights that attend the GMS but do not cast a vote or abstain are deemed to cast a similar vote with the majority Shareholders casting their vote".
4. Verbal voting is made by "raising hand" based on the following procedure:

"The shareholders or their proxies who cast an **abstain/blank vote** and **dissenting vote** will be required to raise their hands to be later counted by the Notary, while the Shareholders or their Proxies who **do not raise their hands** shall be deemed to **APPROVE** the motion".

- IV. For the sake of maintaining order during the Meeting, the participants are expected to deactivate their cellular phones.

The Code of Conduct of Annual General Meeting of Shareholders of PT Adira Dinamika Multi Finance Tbk is made accordingly.

Jakarta, March 29, 2019