

# **POLICY OF CORPORATE SECRETARY AND INVESTOR RELATIONS PT ADARO ENERGY TBK**

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Effective as of: 11 October 2017**

**Circulated to:**

- **The Board of Directors – PT Adaro Energy, Tbk**
- **Division Head of Corporate Secretary and Investor Relations – PT Adaro Energy, Tbk**
- **Division Head of Corporate Communications – PT Adaro Energy, Tbk**
- **Division of Internal Audit & Risk Management – PT Adaro Energy, Tbk**

**Christian Ariano Rachmat\***  
Vice President Director

**David Tendian\***  
Finance Director

\*All Directors have signed the document in Indonesian version.

## **1. BACKGROUND**

PT Adaro Energy, Tbk as a publicly listed company registered at Indonesia Stock Exchange (IDX) is obliged to comply with all capital market laws and regulations as well as other laws and regulations applicable to the business activities of PT Adaro Energy Tbk (“Company”).

The Policy of the Company’s Corporate Secretary dan Investor Relations has been established to manifest the Company’s compliance with Financial Services Authority’s regulations number 35/POJK.04/2014, 21/POJK.04/2015, and 11/POJK.04/2017. This policy serves as the guidelines for the Company’s Corporate Secretary and Investor Relations Division in carrying out its duties and responsibilities.

## **2. OBJECTIVES**

- 2.1. The Company’s Corporate Secretary and Investor Relations Division conducts activities with the objective to ensure the compliance with all capital market regulations and represent the Company in a manner that is fair, accurate and transparent, in order to allow the existing and prospective investors to make accurately informed investment decisions and other parties to get a balanced understanding regarding the Company and its missions.
- 2.2. This policy provides the guidelines for the Corporate Secretary and Investor Relations Division to ensure the consistency of the Company’s corporate secretary and investor relations’ activities.

## **3. SCOPE OF APPLICABILITY**

- 3.1. This policy is applicable to the Company’s Corporate Secretary and Investor Relations Division.
- 3.2. This policy has been established for the benefit of the Company’s shareholders and stakeholders.

## **4. POLICY STATEMENT**

### **4.1. General policy**

- 4.1.1. The Company strives to maintain its corporate credibility and strengthen the investors’ confidence in the Company by providing timely, updated, accurate and sufficient information concerning the Company’s business, strategies, and financial progress.
- 4.1.2. As much as it is possible, the Company’s communication must have the following characteristics:
  - a. Transparent: material information, whether favorable or unfavorable, must be published in a manner that is fair, balanced and not misleading.
  - b. Consistent: all stakeholders must be supplied with the same information, while the format of the information delivery may be varied in order to adjust it with the audience and information forum.
  - c. Accurate: the published information must be complete and accurate and in the case of material errors, the errors must be corrected and clarified immediately.
  - d. Timely: material information must be published within the time frame as stipulated by capital market regulations.
  - e. Non-selective: equal access to material information must be ensured through public disclosure; no stakeholders shall be given any material information that has not been published.
  - f. Proactive in responding to reports and rumors to avoid speculating on the impacts.

- 4.1.3. The Company may not respond to rumors unless the rumors contain material information, or perceived to affect the Company's share price or trading activities of its shares.
- 4.1.4. The roles and responsibilities of the Corporate Secretary and Investor Relations Division consist of:
  - a. Ensure that the Company complies with the applicable regulations concerning publicly listed companies, capital market, article of association, and the Company's internal regulations;
  - b. Recommend certain best practices to be implemented by the Company in order to comply with the applicable regulations or to deliver good operational activities for the Company;
  - c. Build good relationships with all stakeholders;
  - d. Coordinate the publication of the Company's information such as annual reports, periodical reports, incidental reports, investor presentation material, or other information related to the Company's governance;
  - e. Conduct annual as well as extraordinary general meeting of the shareholders, and annual public exposes as required by the prevailing capital market regulations;
  - f. Act as the contact person with the regulator with regard to publicly listed companies, capital market, investors, prospective investors, and analysts to communicate the Company's achievements and strategic problems; and
  - g. Manage and update the Company's website.
- 4.1.5. The roles of the Corporate Secretary do not include secretarial duties for serving the Board of Commissioners and the Board of Directors.

#### **4.2. Information disclosure**

- 4.2.1. The Company must always fulfil the requirements of information disclosure as stipulated by the Financial Services Authority and/or other regulatory bodies in a timely, transparent and comprehensive manner.
- 4.2.2. The Company must always fulfil the requirements for monthly, quarterly, semi-annual, and annual reporting in its position as a publicly listed company or as a mining company in accordance with the applicable laws and regulations.
- 4.2.3. The Corporate Secretary and Investor Relations Division must ensure the implementation of the following communication program:
  - 4.2.3.1. Annual general meeting of shareholders (AGMS)
    - a. AGMS must be implemented according to the Financial Services Authority's regulations and the Company's articles of association.
  - 4.2.3.2. Annual reports, periodical reports, and incidental reports
    - a. The Company must publish annual reports, periodical reports and incidental reports to present to the shareholders and investors the comprehensive and consistent overview of the Company's business strategies, market prospects and development, and operational and financial performance.
  - 4.2.3.3. Meetings and interviews with analysts, investors and other stakeholders
    - a. The Company must accommodate meeting requests from analysts, institutional investors and shareholders to help them get more comprehensive understanding on the business and fundamentals of the Company's operations. All discussions conducted in the meetings must be based on the information available for the public.

- b. The Company must not influence the analysts' perceptions or recommendations, but it may review and respond to the analysts' reports to check the factual accuracy of the information available to the public.
- 4.2.3.4. Corporate website
  - a. The Corporate Secretary and Investor Relations Division is responsible for managing the Company's website to ensure compliance with the capital market regulations.
  - b. The Corporate Secretary and Investor Relations Division is responsible for adding investor-related information into the Company's website and monitor the information for its entirety and accuracy in accordance with the capital market. All material changes to the available information must be included.
  - c. The contact information of the Corporate Secretary and Investor Relations personnel must be stated on the Company's website.
- 4.2.4. The Corporate Secretary and Investor Relations Division must set up the standard operating procedure for the implementation of each communication program.

#### **4.3. Report of Ownership or Each Change in Share Ownership**

- 4.3.1. Members of the Board of Directors or the Board of Commissioners must disclose to the Financial Services Authority and Indonesia Stock Exchange their share ownership and each change of their share ownership in the Company in accordance with the prevailing laws and regulations.
- 4.3.2. The reports referred to in point 4.3.1. must be submitted at the latest within 10 (ten) days after the start of their share ownership and each change of their share ownership in the Company.
- 4.3.3. Members of the Board of Directors or the Board of Commissioners must inform the Company's Corporate Secretary and Investor Relations Division on their share ownership and each change of their share ownership in the Company.
- 4.3.4. The information referred to in point 4.3.3. must be disclosed within 3 (three) days after the start of share ownership and each change of their share ownership in the Company.
- 4.3.5. Members of the Board of Directors or the Board of Commissioners can grant a written power of attorney to the Corporate Secretary and Investor Relations Division for reporting share ownership and each change of their share ownership in the Company to the Financial Services Authority and Indonesia Stock Exchange.
- 4.3.6. The granting of the power of attorney referred to in point 4.3.5. must be made within 5 (five) days after the start of share ownership and each change of their share ownership in the Company.
- 4.3.7. In the case that the time limit of the reporting as explained in point 4.3.2. and 4.3.6. falls on a holiday, the report on share ownership must be submitted no later than the next 1 (one) business day.
- 4.3.8. The report referred to in point 4.3.1. must at least include:
  - 4.3.8.1. name, address and nationality;
  - 4.3.8.2. name of company share;
  - 4.3.8.3. number of shares and percentage of share ownership before and after the transaction;
  - 4.3.8.4. number of shares purchased or sold;
  - 4.3.8.5. buying or selling price per share;
  - 4.3.8.6. transaction date;
  - 4.3.8.7. objective of transaction;
  - 4.3.8.8. status of share ownership (direct or indirect); and

- 4.3.8.9. in the case of indirect share ownership, disclose information regarding the shareholders registered in the list of shareholders of the publicly listed company for the benefit of the beneficial owner.
  - 4.3.9. The format and content of the report explained in point 4.3.8. must comply with the format as stipulated by the Report of Share Ownership or Each Change of Share Ownership in Publicly Listed Companies.
  - 4.3.10. In the case that the report of share ownership and each change of their share ownership in the Company is submitted in the manner as explained in point 4.3.6., the report as explained in point 4.3.1. must be supported with the photocopy of the power of attorney.
- 4.4. Communication**
- 4.4.1. The communication with the public and Company's stakeholders can only be made through the corporate secretary or appointed spokesperson.
  - 4.4.2. The spokesperson as referred to in point 4.2.1. is explained in the Company's Policy for Information Disclosure.
  - 4.4.3. No party other than the main and second spokesperson as explained above with regard to the said matters can act as the Company's spokesperson in any condition except it is specifically requested by the main spokesperson.
- 4.5. Confidential information**
- 4.5.1. All information concerning the Company, including the operations, financial condition and prospect, must be perceived as material and sensitive to the share price, and must be treated as confidential unless the information has been available in the public domain.
  - 4.5.2. All of the Company's employees and third parties, such as the auditors, bankers, lawyers or other professional advisors who need the information for performing their duties must keep the confidentiality of the information.