

ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS CHARTER OF PT INDONESIA INFRASTRUCTURE FINANCE

1. Introduction

PT Indonesia Infrastructure Finance (IIF) has been established as an Indonesian non-bank financial institution, which will function based on the principles that govern any modern international institution operating in Indonesia.

In order to carry out the supervisory function over IIF's business in providing advisory services to either private or public sector relating to infrastructure projects as stipulated in the Articles of Association of IIF, the IIF Corporate Governance Guidelines (August 2010), and the IIF Operation Manual, the Board of Directors of IIF (**BOD**) decides to form an Advisory Committee of the BOD (**Committee**).

The terms of reference of the Committee are covered in this Advisory Committee of the BOD Charter (**Charter**), which was developed to review and subsequently provide clearance, recommendations or approvals (as applicable) for any decisions and strategies relating to IIF's existing as well as proposed advisory projects in the future.

2. Roles and Responsibilities

The Committee is formed by the BOD to support its managerial function, in particular to review, consider and make decisions on all advisory related projects for IIF (whether or not to pursue such mandate and either to private or public sectors).

3. Authority

To carry out its responsibilities, the Committee is authorized to:

1. Review, clear, recommend, and/or approve Project Advisory Document (PAD) or a similar document, which provides initial and basic scope and structure of IIF's advisory projects. Such PAD shall be as detailed as possible/ relevant, considering the available information at the time and shall consider to include (but not necessarily be limited to): merits of doing the advisory project, resources implication to IIF (time, efforts, cost/ budget, potential revenues, etc.), potential conflicts of interest, and Know Your Customers (KYC) issues.
2. Receive periodical updates on advisory projects (both after signing and pipeline projects) from the EVP of Advisory for Private Sector and/or EVP of Advisory for Public Sector;
3. Provide information, assistance and/or clarifications to the BoC if so required by the BoC to review IIF's advisory functions;
4. Review and adjust advisory policies and/or procedures of IIF from time to time as deemed necessary by the Committee;
5. Review and monitor the implementation of all advisory projects of IIF at least annually, and increase the frequency of the review if it is deemed necessary and provide reports on the review and monitoring to BoC if so required by the BoC.

4. Structure and qualification

4.1. Composition

The composition of IIF's Advisory Committee of the Board of Directors shall be as follows:

- President Director – Chairman;

- Director of Finance;
- Director of Risk;
- EVP of Advisory for Private Sector;
- EVP of Advisory for Public Sector; and
- other members from outside the Board of Management as the BOD deems fit.

Other members of the Committee who are not members of the Board of Management must have adequate expertise, background knowledge, and experience. Such members will not have any voting rights in respect of any decision that shall be passed by the Committee.

4.2. Appointment

The Committee members are appointed by the Chairman.

4.3. Membership Period

The period of the members of the Committee will be the same period as the term of office of the Board of Management.

5. Meeting

5.1. Frequency

The Committee must meet regularly at least once every semester or more often when necessary. Ad-hoc meetings may be convened for discussion/disposal of urgent proposals that require approval from the Committee or as the Chairman deems fit.

5.2. Meeting procedures, quorum and required votes

- A Committee meeting must be attended by a minimum of three (3) members and that the Chairman and another Director (either Director of Finance and/or Director of Risk) must always be present during all Committee meetings.
- The agenda for each Committee meeting shall be proposed by the EVP Advisory (either Private or Public sector) but is decided by the Chairman.
- In the event where there is Committee member who is deemed to be in conflict of interest for getting confidential and/or privilege information when joining a Committee meeting for a specific agenda, then the respective Committee member shall be excluded from the Committee meeting during the session assigned to discuss such agenda. Assessment of whether there is conflict or potential conflict of interest shall be decided by the Chairman together with the Director of Risk.
- A Committee member may be represented in a Committee meeting by another member of the Committee who is a Director of the Company by virtue of a written power of attorney, unless the other Director who are given such power of attorney would be deemed to be in conflict of interest for getting confidential and/or privilege information when joining such Committee meeting.
- At the time of appointment of each of the Committee members, the Chairman will determine whether the relevant Committee member will have a voting right.
- Committee members who do not have voting rights may only vote in Committee meetings if they are given written powers of attorney by Committee members with voting rights (**Voting Members**) to attend the Committee meeting on behalf of the relevant Voting Member. This provision also applies to representatives of Voting Members who attend Committee meetings by virtue of written powers of attorney by Voting Members.

- g. Any decision to be adopted in the meetings to the extent possible must be made by unanimous consent. In case unanimous consent cannot be reached, any decisions to be adopted at a Committee meeting must be approved by at least 75% of the Voting Members present or represented at the meeting, of which such 75% of the Voting composition must include approval from the Chairman and the other Directors (both Director of Finance and Director of Risk).
- h. The Committee meeting may also be held through teleconference, video conference, or other electronic media facilities which enable all participants of the meeting to directly see and/or hear each other and participate in the meeting.
- i. In the event a Committee meeting is done by way of teleconference, video conference or any other electronic media facilities, minutes of such meeting must be prepared in writing and delivered to all Committee members who participated in the meeting to be approved and signed. Decisions made by the Committee, which are adopted in the above manner shall have the same effect as decisions validly adopted in a physical Committee meeting.

5.3. Administration matters

- a. Staff of the Advisory Department appointed by the EVP Advisory (either Public or Private sector, whichever is applicable) will assist the Committee by assuming the following role:
 - preparing and circulating the agenda for the Committee meeting;
 - circulating details of the projects to the Committee;
 - preparing minutes of the meeting; and
 - circulating the minutes of the meeting to Committee members and meeting attendees (if any).
- b. Minutes of a Committee meeting must be approved unanimously by all Committee members at the subsequent Committee meeting, or earlier by way of circulation if so required. Any dissenting opinions in the meeting must be written clearly in the minutes of meeting together with the reason of the dissenting opinions.

5.4. Notice

A prior written notice for the Committee meeting must be sent by the Chairman or its representative to each of the Committee members by registered letter or electronic communication such as email no later than three (3) working days before the date of the Committee meeting excluding the date of the notice and the date of the Committee meeting and such notice must clearly state the time, date, place and agenda of the meeting.

A notice to a Committee meeting is not required if all Committee members are present or represented in a Committee meeting and the Committee may be convened and shall be able to make decisions.

5.5. Agenda

The Committee meeting agenda must be clearly defined and be distributed to the Committee members together with the aforementioned notice prior to the Committee meeting.

5.6. Attendees

The Committee may request the Board of Commissioners, internal auditor, independent auditor, Directors, executives, and employees as well as other third parties to attend the Committee meeting if so required.

Attendees to the Committee meetings will be present for the purpose of providing required information, insights or advice. No attendees shall have any voting rights in respect of the Committee's decisions.

5.7. Secretary

A representative from the Advisory Department (either Public or Private sector, whichever the relevant topic of discussions shall be) shall attend all meetings of the Committee to take the minutes of meeting.

6. Reporting

- a. The Committee must prepare a report, which provides an explanation on the responsibilities that the Committee members have carried out during the relevant financial year.
- b. Once a year the Committee must make self-assessment upon the effectiveness of Committee activities and provide a report to the BOD and provide a copy of such report to the BoC-IC.[BoC to be consistent?]
- c. The Committee reports must be signed by the Chairman.


7. Confidentiality

Each Committee member and the attendees (if any) must keep confidential and may not disclose any documents, data and information relating to IIF and IIF's advisory projects or any other related matters discussed in the Committee meetings.

8. Others

- a. The Committee must, from time to time, review and make any amendments that may be required to its Charter. Any amendments to the Committee's Charter must be approved by the BOD.
- b. To maintain and improve the Committee's quality, the Committee may arrange for any orientation, development, training or continuing education programs for the Committee members.
- c. The Committee may engage independent counsels and other professional advisers at the expense of IIF, and to invite such independent counsels and other professional advisers to attend meetings in accordance to the provision under Section 3.2 above.

Jakarta, 5 December 2014

 Name: Sukatmo Padmosukarso
Title: President Director