

**THE REGULATION OF INDONESIA CENTRAL SECURITIES DEPOSITORY NUMBER II-D
REGARDING REGISTRATION OF ASSET BACKED SECURITIES IN KSEI**

1. DEFINITION

1.1 Unless specifically stipulated otherwise, then, all words and/or terms in this regulation shall have the same meaning as those referred to in the Law of the Republic of Indonesia Number 8 year of 1995 regarding the Capital Market, Law of the Republic of Indonesia Number 21 year of 2011 regarding the Financial Services Authority including all of its amendments and all of its implementation regulation.

1.2 In this regulation what is meant with:

1.2.1 **Asset Backed Securities**, which hereinafter will be referred to as “**EBA**” shall be securities portfolio comprises of financial assets in the form of collection arising from commercial paper, credit card billing, future receivables, Pools of Receivables, extension of credit including house or apartment ownership credit, Securities in the form of debt guaranteed by Government, medium for Credit Enhancement/ Cash Flow, and equivalent financial assets and other financial assets related to the said financial assets.

1.2.2 **PT Kustodian Sentral Efek Indonesia** hereinafter referred to as “**KSEI**” shall be a company which has obtained business permit from the Financial Services Authority to administer business activity as the Central Securities Depository.

1.2.3 **Securities Issuer** shall be legal entity, Collective Investment Contract or other Parties which Securities registered at KSEI in accordance with the provision of the prevailing laws and regulations in the field of the Capital Market.

- 1.2.4 **Collective Investment Contract of Asset Backed Securities** hereinafter referred to as “**KIK-EBA**” shall be a contract between the Investment Manager and Custodian Bank which binds holder of Asset Backed Securities on which Investment Manager is given authorities to manage collective investment portfolio and Custodian Bank is given authorities to conduct Collective Custody as referred to in point 1 letter (a) of the Regulation of Bapepam and LK Number IX.K.1 regarding Guidance of Collective Investment Contract of Asset Backed Securities, Attachment to Decree of the Chairman of Bapepam and LK Number KEP-493/BL/2008 dated November 25, 2008.
- 1.2.5 **Asset Backed Securities in the Form of Participatory Notes** hereinafter referred to as “**EBA-SP**” shall be Asset Backed Securities issued by the Securities Issuer which portfolio in the form of Receivables Pools and constitutes as proportional ownership evidence of the Receivables Pools collectively owned by a group of EBA-SP holder, as referred to in the Article 1 Point 1 of the Regulation of the Financial Services Authority Number 23/POJK.04/2014 regarding Guidance for Issuing and Reporting Asset Backed Securities in the Form of Participatory Notes for Secondary Financing for Housing.
- 1.2.6 **Securities Registration Agreement** shall be an agreement between KSEI and the Securities Issuer in relation to the Securities registration issued by the Securities Issuer and kept in the Collective Custody at KSEI in accordance with the prevailing laws and regulations.
- 1.2.7 **Custodian Bank** shall be commercial bank which has obtained approval from the Financial Services Authority to administer business activity as Custodian as referred to in the Law regarding the Capital Market.
- 1.2.8 **Securities Holder List** is a list issued by KSEI in relation to the Securities ownership of all Account Holders and/or Clients.

- 1.2.9 **Working Day** shall mean the day on which central Custodian and Securities Transaction settlement services being held by KSEI, which are from Monday through Friday, unless those days which constitute national holidays or which are declared as day-off by KSEI
- 1.2.10 **Collective Custody** shall be the services of safekeeping Securities owned collectively by more than one Parties whose interest is represented by the Custodian as referred to in the Law regarding the Capital Market.
- 1.2.11 **Securities Holder** shall be the beneficial owner of the Securities deposited and administered in the Securities Account.
- 1.2.12 **Regulation of KSEI** shall be the regulation issued by KSEI and will start to be effective upon obtaining approval from OJK, including its implementing regulations issued by KSEI from time to time.
- 1.2.13 **Investment Manager** shall be a Party whose business activity is to manage securities portfolio for the customers or to manage collective investment portfolio to a group of client, other than an insurance company, pension fund, and bank which conduct its own business activity pursuant to the prevailing laws and regulations as referred to in the Law regarding the Capital Market.
- 1.2.14 **Written Confirmation for General Meeting of Securities Holders**, hereinafter referred to as “**KTUR**” shall be a confirmation letter of Securities ownership issued by KSEI to the Securities Holder for the purpose of attending general meeting of Securities Holders.
- 1.2.15 **EBA-SP Transaction Document** shall be EBA-SP Issuance Agreement and other agreements made in EBA-SP issuance as referred to in the Article 1 Point 15 of the Regulation of the Financial Services Authority Number 23/POJK.04/2014 regarding Guidance for Issuing and Reporting Asset Backed Securities in the Form of Participatory Notes for Secondary Financing for Housing.

1.2.16 **Account Holder** shall be a Party whose name is registered as the owner of Main Securities Account.

1.2.17 **Securities Transaction** shall be any activity or contract in order to obtain, divest, or utilize Securities which caused in the occurrence of transfer of ownership or does not cause the occurrence of any transfer of ownership as referred to in point 1 letter c of the Regulation of Bapepam and LK Number X.M.3 regarding the Securities Reporting Transaction, the Attachment to the Decree of the Chairman of Bapepam and LK Number: KEP-123/BL/2009, dated May 29, 2009.

1.2.18 **Central Depository-Book Entry Settlement System** which hereinafter will be referred to as “**C-BEST**”, shall be the the central Custodian and Securities Transaction settlement services administration system with overbooking method carried out automatically by using computer facility.

1.2.19 **Securities Exchange** shall be a Party organizing and providing system and/or facility to bring together the offering of sale and purchase of the Securities of other Parties with the purpose of trading the Securities among them as referred to in the Law regarding the Capital Market.

1.2.20 **Participant** shall be the Securities Company or Custodian Bank which has opened Main Securities Account at KSEI.

1.2.21 **Securities Withdrawal** shall be decrease in scripless Securities number in Collective Custody at KSEI.

2. GENERAL PROVISION OF EBA REGISTRATION

2.1 EBA shall be registered in KSEI based on request from prospective of the Securities Issuer which intends to issue such EBA.

2.2 Application for EBA registration in KSEI, may be made electronically, through system provided by KSEI, which mechanism shall be further stipulated in KSEI circular letter.

- 2.3 EBA which is registered in KSEI shall be EBA which is issued in the form of electronic (scripless), and shall have nominal value in IDR currency, or in any other currency in accordance with KSEI policy.
- 2.4 EBA which is registered in KSEI comprises of:
 - 2.4.1. KIK-EBA; and
 - 2.4.2. EBA-SP.
- 2.5 EBA registration shall be made based on written agreement under the following provisions:
 - 2.5.1. The prospective Securities Issuer which issued EBA, obliged to sign Securities Registration Agreement with KSEI using standard contract determined by KSEI, containing among others obligation to give confirmation from the Securities Issuer and or the Custodian Bank to KSEI with respect to EBA balance registered in the name of KSEI in the Securities Holder List on Securities Issuer on each Working Day, and authorities of KSEI able to examine and to test conformity between EBA balance recorded at KSEI and securities holder list made by the Securities Issuer on each Working Day.
 - 2.5.2. The Custodian Bank which performing administration of EBA at KSEI is obliged to sign in advance an agreement with KSEI using standard contract determined by KSEI, containing the undertaking of the Custodian Bank to comply with provisions determined by KSEI in relation to the performance of administration of EBA which is in the Collective Custody at KSEI.

2.5.3. The Securities Issuer prospective, the Trustee or other Party as determined in EBA issuance document, and in accordance with the prevailing laws and regulations, is obliged to sign an agreement with KSEI using standard contract determined by KSEI and made in a notarial deed, which among other incorporates an appointment of KSEI as paying agent, and rights and obligations of the respective Parties in relation to the granting or payment of the related rights on the ownership of the Securities to the Securities Holder.

2.6 EBA registration shall be charged with fee, which amount and mechanism of payment shall be stipulated in the KSEI Regulation regarding KSEI services fee.

3. PROCEDURE AND REQUIREMENT OF EBA REGISTRATION

3.1 Deadline of EBA Registration

3.1.1 Registration of EBA which is offered through Public Offering must be submitted completely to KSEI at the latest 25 (twenty five) Working Days before the estimated date of such EBA distribution.

3.1.2 Registration of EBA which is not offered through Public Offering must be submitted completely to KSEI at the latest 5 (five) Working Days before the estimated date of such EBA distribution.

3.2 Document Requirement in EBA Registration

3.2.1 EBA which is issued based on KIK-EBA

For registration application of EBA which is issued based on KIK-EBA, the Securities Issuer prospective is obliged to attach to the said application with the supporting documents in the form of or those are equivalent to among other as follows:

- 3.2.1.1. Copy of articles of association collectively with its latest amendment, including deed of change of the board of directors and the board of commissioners composition which are still effective, of the Investment Manager and the Custodian Bank respectively;
- 3.2.1.2. Copy of KIK-EBA;
- 3.2.1.3. Copy of Tax Payer Main/Registration Number (*NPWP*) in the name of KIK-EBA, including *NPWP* in the name of the Investment Manager and the Custodian Bank;
- 3.2.1.4. Copy of domicile certificate in the name of the Investment Manager and the Custodian Bank;
- 3.2.1.5. An appointment letter and power of attorney of the official or officer appointed by the Investment Manager and the Custodian Bank respectively.
- 3.2.1.6. Specimen of company's seal, signature, approval marks of the official and officer appointed and given power of attorney by the respective Investment Manager and Custodian Bank;
- 3.2.1.7. Power of attorney to issue KTUR and the Securities Holder List to KSEI; and
- 3.2.1.8. Other documents as may be required by KSEI.

3.2.2 EBA-SP

For registration application of EBA-SP, the prospective Securities Issuer is obliged to attach the application with the supporting documents in the form of or those are equivalent to among other as follows:

- 3.2.2.1. Copy of articles of association of the Securities Issuer prospective, the Trustee, the Custodian Bank and the Securities Administration Agency (if any) together with its latest amendment, including deed of change of the board of directors and the board of commissioners composition which are still effective;
- 3.2.2.2. Copy of EBA-SP Transaction Document;
- 3.2.2.3. Copy of Tax Payer Main/Registration Number (*NPWP*) in the name of the prospective Securities Issuer, the Trustee, the Custodian Bank and the Securities Administration Agency (if any);
- 3.2.2.4. Copy of domicile certificate in the name of the prospective Securities Issuer, the Trustee, the Custodian Bank and the Securities Administration Agency (if any);
- 3.2.2.5. An appointment letter and power of attorney of the official or officer appointed by the Securities Issuer prospective;
- 3.2.2.6. An appointment letter and power of attorney of the official and officer appointed by the Custodian Bank;
- 3.2.2.7. Specimen of company's seal, signature, approval marks of the official appointed and given power of attorney by the Securities Issuer prospective;
- 3.2.2.8. Power of attorney to issue KTUR and the Securities Holder List to KSEI; and
- 3.2.2.9. Other documents as may be required by KSEI.

- 3.2.3 For document as referred to in point 3.2.2.1 and 3.2.2.2 above, besides obliged to include the provision which have been stipulated by the prevailing laws and regulations, it shall also include the provision regarding the Collective Custody at KSEI.

4. REJECTION OF EBA REGISTRATION

- 4.1 KSEI is entitled to refuse an application of EBA registration if it does not comply with the requirement as stipulated in this regulation.
- 4.2 EBA registration refusal as referred to in point 4.1 above, delivered in writing by KSEI to the prospective Securities Issuer by stating the reason therefore.

5. ANNOUNCEMENT OF EBA REGISTERED IN KSEI

KSEI deliver the announcement regarding EBA which has been registered in KSEI to the Account Holder together with related information among other EBA distribution date at KSEI, the commencement date of Securities Transaction settlement by overbooking, and/or schedule and implementation of the Securities Issuer's obligation to the Securities Holder.

6. CONFIRMATION OF REGISTRATION AND REPORT ON EBA

- 6.1 The Securities Issuer is obliged to issue a registration confirmation of all numbers of EBA which kept at KSEI in the name of KSEI for the interest of the Securities Holder.
- 6.2 Notification of registration confirmation of EBA in the name of KSEI and other reports regarding EBA which kept at KSEI by the Custodian Bank shall be made through C-BEST, and/or other mechanism as determined by KSEI.
- 6.3 KSEI deliver the Securities Holder List to the Custodian Bank or to the Securities Issuer regarding ownership of EBA, either for the purpose of Corporate Action or any other purposes through a mechanism as determined by KSEI.

7. CANCELLATION OF EBA REGISTRATION

7.1 Cancellation of EBA registration which has been registered in KSEI shall be made with the following mechanism:

7.1.1 Cancellation of EBA Registration Based on Application of the Securities Issuer

7.1.1.1. Cancellation of EBA Registration Registered at Securities Exchange

- a) For EBA which is registered at Securities Exchange, KSEI may make cancellation of EBA registration after securities Exchange made delisting on the said EBA.
- b) In the event that the Securities Issuer intends to make cancellation of EBA registration, the Securities Issuer obliged to submit the application for cancellation of EBA registration to KSEI together with the application for delisting at Securities Exchange.
- c) Based on the application for cancellation of EBA registration from the Securities Issuer, KSEI deliver notification to the Participant to make the Securities Withdrawal from the Securities Account at KSEI at the latest within 10 (ten) Working Days before the effective date of cancellation.
- d) The Securities Issuer obliged to ensure that on the effective date of cancellation of EBA registration, there will be no EBA kept in the Collective Custody at KSEI.

- e) Cancellation of EBA registration shall not release the existing obligation of Securities Issuer to KSEI, arising out during the Collective Custody at KSEI.

7.1.1.2 Cancellation of EBA Registration which is not listed at Securities Exchange

- a) The Securities Issuer obliged to submit the application for cancellation of EBA registration at the latest within 15 (fifteen) Working Days before the effective date of cancellation.
- b) Based on the application for cancellation of EBA registration from the Securities Issuer, KSEI deliver notification to the Participant to make the Securities Withdrawal at the latest within 10 (ten) Working Days before the effective date of cancellation.
- c) The Securities Issuer obliged to ensure that on the effective date of cancellation of EBA registration, there will be no EBA kept in the Collective Custody at KSEI.
- d) Cancellation of EBA registration shall not release the existing obligation of the Securities Issuer to KSEI, arising outduring the Collective Custody at KSEI.

7.1.2 Cancellation of EBA Registration due to the Lapse of the Period of Securities Registration Agreement.

- 7.1.2.1 In the event that the Securities Issuer has already signed Securities Registration Agreement, the Securities Issuer through KSEI may make EBA distribution issued by it to the Securities Holder in accordance with the prevailing laws and regulations within 180 (one hundred eighty) calendar days as from the signing of Securities Registration Agreement.

7.1.2.2 If within the period as referred to in point 7.1.2.1 above, the Securities Issuer has not given an instruction to KSEI to make distribution on EBA issued by it, as from the expiry of the said period, Securities Registration Agreement which has been signed by the Securities Issuer and KSEI shall be no longer effective.

7.1.2.3 In the event that Securities Registration Agreement is declared no longer effective as referred to in point 7.1.2.2 above, and the Securities Issuer intends to continue the registration process of EBA in KSEI, the Securities Issuer obliged to submit again an application for EBA registration as stipulated in this regulation.

7.1.3 Cancellation of EBA Registration based on the prevailing Laws and Regulations

7.1.3.1 Cancellation of EBA registration due to Dissolution of the Securities Issuer

- a) In the event that the Securities Issuer is declared in the process of dissolution based on the prevailing laws and regulations, the Securities Issuer obliged to submit an application for cancellation of EBA registration in KSEI at the latest by the time the announcement for dissolution of the Securities Issuer is made in mass media in accordance with the prevailing laws and regulations.
- b) Application for cancellation of EBA registration in KSEI shall be supported with copy of document which constitutes as a basis of dissolution of the Securities Issuer in accordance with the prevailing laws and regulations.

- c) Based on the application for cancellation of EBA registration from the Securities Issuer, KSEI deliver notification to the Participant to make the Securities Withdrawal at the latest within 10 (ten) Working Days before the effective date of cancellation.
- d) In the event that the Securities Issuer does not submit an application for cancellation of EBA registration as referred to in letter a) and b) above, then based on the announcement of dissolution of the Securities Issuer, pursuant to the prevailing laws and regulations, KSEI deliver notification to the Participant to make the Securities Withdrawal at the latest within 10 (ten) Working days before the effective date of cancellation.
- e) Within 15 (fifteen) Working Days after the application for cancellation of EBA registration from the Securities Issuer as referred to in letter c) above, or announcement of dissolution of the Securities Issuer pursuant to the prevailing laws and regulation as referred to in letter (d) above, KSEI shall exclude EBA from the Collective Custody at KSEI, and KSEI shall issue Securities ownership confirmation and notify to the liquidator or any party appointed pursuant to the prevailing laws and regulations in charge of the management and liquidation of asset of the Securities Issuer.

7.1.4. Cancellation of EBA Registration due to the Non-Existence of Securities Under Custody at KSEI

- 7.1.4.1 In the event that the Securities Withdrawal by the Securities Issuer which causes that there is no EBA being put under custody at KSEI, accordingly such EBA registration in KSEI shall be declared cancelled.

- 7.1.4.2 By cancelling EBA registration, the Securities Issuer can no longer deposit Securities, except for re-registration pursuant to the KSEI Regulation.

7.1.5. Cancellation of EBA Registration due to Sanction Imposed by KSEI

- 7.1.5.1. KSEI can make cancellation of EBA registration in KSEI, if the Securities Issuer does not comply with its obligation as stipulated in the KSEI Regulation and/or Securities Registration Agreement.
- 7.1.5.2. EBA which may be cancelled by KSEI as referred to in point 7.1.5.1 above is EBA which is not listed at Stock Exchange.
- 7.1.5.3. In the event that the cancellation of EBA registration by KSEI as referred to in point 7.1.5.1 above occurs, KSEI shall make cancellation of such EBA registration at the latest within 90 (ninety) calendar days as from the Securities Issuer does not comply with its obligation as provided in the Regulation of KSEI and/or Securities Registration Agreement.

7.2 Issuance and Delivery of EBA Certificate after Cancellation of EBA Registration

- 7.2.1 In the event that the occurrence of cancellation of EBA registration, the Securities Issuer upon its own cost is obliged to issue EBA certificate which is cancelled its registration to become the name of the Securities Holder recorded in the Securities Holder List.
- 7.2.2 The Securities Issuer is obliged to deliver EBA certificate as referred to in point 7.2.1. above to the Securities Holder within 10 (ten) Working Days as from the effective date of cancellation of such EBA registration.
- 7.2.3 At the latest 1 (one) Working Day after the expiry of period as referred to in point 7.2.2. above, the Securities Issuer is obliged to give written notification to KSEI regarding the result of implementation of obligation to deliver such EBA certificate.

- 7.2.4 In the event that the Securities Issuer does not issue EBA certificate as referred to in point 7.2.1 above, KSEI shall exclude such EBA from the Collective Custody at KSEI, and kept the Securities Holder List based on the last data at the time such EBA registration cancellation occurred.

7.3 The Consequences of Securities Registration Cancellation

Effective as from the cancellation date of EBA registration in KSEI:

- 7.3.1 EBA which has been cancelled its registration in KSEI, can no longer be used for settlement of Securities Transaction by overbooking at KSEI.
- 7.3.2 Rights attached to EBA which registration has been cancelled in KSEI, shall be exercised directly between the Securities Issuer and the Securities Holder.

7.4 Notification and Announcement of EBA Registration Cancellation

- 7.4.1 For EBA which is traded at Securities Exchange, KSEI deliver notification regarding cancellation of EBA registration to OJK, Securities Exchange, KPEI, the Securities Issuer and the Account Holder.
- 7.4.2 For EBA which is not traded at Securities Exchange, KSEI deliver notification regarding cancellation of EBA registration to OJK, the Securities Issuer and the Account Holder.

8. RE-REGISTRATION OF EBA WHICH REGISTRATION HAS BEEN CANCELLED

The Securities Issuer which intends to re-register EBA which registration thereof in KSEI has been cancelled, obliged to file an application for re-registration in KSEI by complying with all provisions of registration as stipulated in this regulation.

Decided in : Jakarta
On the date of : August 25th, 2015

PT Kustodian Sentral Efek Indonesia

Margaret M. Tang
President Director

Syafruddin
Director