

Charter of Corporate Secretary of PT Vale Indonesia, Tbk.

This Charter of Corporate Secretary of PT Vale Indonesia, Tbk. (“PT Vale” or the “Company”) serves as a working guideline for the Corporate Secretary in performing its duties. This Charter is intended as a complement to, and not as a substitute for or interpretation of, the Company’s Articles of Association, mission and vision, the Charter of Board of Commissioners of the Company, the Charter of Board of Directors of the Company and applicable laws and regulations.

1. OPERATION OF CORPORATE SECRETARY

- 1.1. Role of Corporate Secretary. The Corporate Secretary shall be appointed by the Board of Directors to generally perform the corporate secretarial duties to ensure the Company’s implementation of good corporate governance and its compliance with applicable laws and regulations. The Corporate Secretary shall also serve as the focal point of communication with the Board of Directors, Board of Commissioners, shareholders, stock exchange, the capital market authorities and the Company’s other stakeholders.
- 1.2. Duties and Responsibilities. The Corporate Secretary’s duties and responsibilities shall include:
 - a. keeping abreast of the capital market developments in particular the prevailing capital market regulations;
 - b. advising the Board of Directors and Board of Commissioners of their respective legal obligation to comply with the capital market regulations;
 - c. assisting the Board of Directors and Board of Commissioners in implementing good corporate governance of the Company, which includes:
 - (1) making disclosure of Company’s information to the public and ensuring availability of such information in the Company’s website;
 - (2) filing reports to the capital market authorities and the stock exchange in a timely manner;
 - (3) convening of general meeting of shareholders and preparation of the minutes of meeting;
 - (4) convening of Board of Directors and/or Board of Commissioners meetings and preparation of the minutes of meeting;
 - (5) housekeeping of all corporate documents, including articles of associations, minutes of meetings, Company’s reports to the stock exchange and the capital market authorities, correspondence with the shareholders of the Company.
 - (6) Implementing a company orientation program for the Board of Directors and/or Board of Commissioners.

- d. acting as an intermediary between the Company with its shareholders, the stock exchange, the capital market authority and other stakeholders;
 - e. maintaining the confidentiality of all Company's documents, data and information, except when such documents, data and information are required to be disclosed pursuant to the laws and regulations or otherwise determined in the laws and regulations;
- 1.3. Access to Information. The Corporate Secretary shall take all reasonable measures to ensure that it has access to sufficient information required to perform his/her duties and responsibilities;
- 1.4. Attendance at General Meeting of Shareholders. The Corporate Secretary shall be expected to attend, and shall make all reasonable efforts to attend, the Annual General Meeting of Shareholders and each other GMS;
- 1.5. Attendance at Board of Directors and Board of Commissioners Meeting. The Corporate Secretary shall be expected to attend, and shall make all reasonable efforts to attend, the Board of Directors and Board of Commissioners.
- 1.6. Authority to Engage Independent Advisors. Corporate Secretary may engage independent advisors as appropriate and necessary to fulfill its function. In each such case, the Board of Directors shall approve, in advance of any such engagement, the scope of such independent advisor's engagement and the compensation to be paid.

2. STRUCTURE OF CORPORATE SECRETARY

- 2.1. Reporting Structure. The Company Secretary shall submit a report to the Board of Directors at least once a year regarding his/her performance. A copy of such report must be provided to the Board of Commissioners.
- 2.2. The Corporate Secretary shall not be permitted to hold any other position in the Company, except as a Director.

3. OTHER PRACTICES OF CORPORATE SECRETARY

- 3.1. Disclosure of Information. All interactions with the media and members of the general public shall be made in accordance with the Company's disclosure and related policies. Corporate Secretary shall preserve the confidentiality of the Company's intellectual property and shall only disclose information on the Company as approved by the Board of Directors.
- 3.2. Corporate Secretary Education and Training. Corporate Secretary shall participate in educational opportunities presented by the Company or other party in order to develop and improve his/her general knowledge of the Company and the laws and regulations relevant thereto and the mining industry.

4. MISCELLANEOUS

- 4.1. Effective Date. This Charter shall be effective as of 12 January 2015 (the "Effective Date").
- 4.2. Corporate Secretary Acceptance and Agreement. By signing below, the Corporate Secretary is considered to accept and agree to the contents of this Charter and undertakes to the Company to comply with the provisions hereof. The Corporate Secretary appointed after the Effective Date hereof shall, upon his/her election or appointment, be automatically deemed to have accepted and agreed to the contents of this Charter and to have undertaken to the Company to comply with the provisions hereof.
- 4.3. Amendments to this Charter. Any amendments to this Charter must be approved by the Board of Directors.
- 4.4. Conflicts. In the event of any conflict between this Charter and the applicable laws and regulation, the provisions of the applicable laws and regulation shall prevail.

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IN WITNESS WHEREOF, this Charter of Corporate Secretary has been executed as of 12 January 2015.

President Director



Nicolaas D. Kanter

Vice President Director




Bernardus Imanto

Director



Josimar S. Pires

Director



Febriany Eddy



LETTER OF ACKNOWLEDGEMENT AND ACCEPTANCE

I, the undersigned, as the Corporate Secretary appointed by the Board of Directors effective on 15 June 2011, hereby certify that I have read, understand, acknowledge, accept, and will carry out my duties and responsibilities to be in compliant with this Charter of Corporate Secretary of PT Vale Indonesia Tbk.

Jakarta, 12 January 2015

Corporate Secretary

A handwritten signature in black ink, appearing to read "Ratih Amri", written over a horizontal line.

Ratih Amri