



**PT SEMEN BATURAJA  
(PERSERO) TBK**

**MEETING AGENDA  
ANNUAL GENERAL MEETING OF  
SHAREHOLDERS FISCAL YEAR 2013  
PT SEMEN BATURAJA (PERSERO) Tbk**

**Jakarta, Maret 2014**



# MEETING AGENDA



1. Approval of the Company's Annual Report including the Supervisory Report of the Board of Commissioners and Ratification of the Company's Financial Statements for the fiscal year ending December 31, 2013 and the Approval of the Annual Report of the Partnership and Community Development Program (PKBL) and Ratification of the PKBL Financial Statements for the financial year ending on December 31, 2013.
2. Determination of the Use of the Company's Net Profit for Fiscal Year 2013.
3. Determination of salary and other benefits for the Board of Commissioners and Directors of the Company for the 2014 fiscal year and the 2013 fiscal year bonus.
4. Appointment of Public Accounting Firm (KAP) to audit the Company's Financial Statements and Annual Report on the Implementation of the Partnership and Community Development Program for the Fiscal Year ending on December 31, 2014.
5. Report on the Use of Funds from Initial Public Offering.
6. MESOP Program Implementation Report.

Approval of the Company's Annual Report including the Supervisory Report of the Board of Commissioners and Ratification of the Company's Financial Statements for the fiscal year ending December 31, 2013 and the Approval of the Annual Report of the Partnership and Community Development Program (PKBL) and Ratification of the PKBL Financial Statements for the financial year ending on December 31, 2013

## Legal Basis :

1. Article 18 paragraph 8 of the Articles of Association. "Approval of the Annual Report includes the ratification of the financial statements referred to in paragraph (2), carried out by the Annual GMS at the latest at the end of the 5th (Five) months after the fiscal year ends".
2. Article 66 of Law No. 40 of 2007 concerning Limited Liability Companies. "The Board of Directors submits an annual report to the GMS after being reviewed by the Board of Commissioners no later than 6 (six) months after the Company's fiscal year ends".
3. Article 69 of Law No. 40 of 2007 concerning Limited Liability Companies. "The approval of the annual report, including the ratification of the financial statements and the Board of Commissioners' supervisory report, is carried out by the GMS".

## Determination of the Use of the Company's Net Profit for Fiscal Year 2013.

### **Legal Basis :**

1. Article 70 and 71 of the PT Law, it is stated that the use of net income including for reserves, other uses and dividends is decided by the General Meeting of Shareholders
2. Article 21 paragraph 2 letter b of the Company's Articles of Association, the Board of Directors shall submit a proposal to use the Company's net profit, if the Company has a positive profit.

### **Elucidation :**

The Company's net profit for the year ending in December 31, 2013 is amounted to Rp.78.05 billion, planned to be allocated, among others, to the following matters:

1. Distribution of Dividends to Shareholders and
2. Allowance.

Determination of salary and other benefits for the Board of Commissioners and Directors of the Company for the 2014 fiscal year and the 2013 fiscal year bonus.

## **Legal Basis :**

1. Article 96 and Article 113 of Law No. 40 of 2007 concerning Limited Liability Companies
2. Explanation of Law No. 40 of 2007 concerning Limited Liability Companies Article 71 Paragraph (1) which regulates the association of performance with bonuses and bonuses.
3. Attachment of SOE State Minister Regulation Number: PER-04 / MBU / 2014 dated March 10, 2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises.
4. Article of Association of the Company Article 11 paragraph (17).

## **Elucidation :**

Based on the above rules, the amount of salary or honorarium and other benefits for members of the Directors and Board of Commissioners of the Company is determined by the GMS, where the authority of the GMS can be delegated to the Company's Board of Commissioners.

Appointment of Public Accounting Firm (KAP) to audit the Company's Financial Statements and Annual Report on the Implementation of the Partnership and Community Development Program for the Fiscal Year ending on December 31, 2014.

## **Legal Basis :**

1. Based on article 68 of the PT Law, the Board of Directors is required to submit the Company's financial statements to the Public Accountant for auditing.
2. In accordance with Article 71 paragraph (1) of Law Number 19 of 2003 concerning SOEs, the examination of the company's financial statements is carried out by an external auditor determined by the GMS for the company.
3. In accordance with Article 15 paragraph 2.b.5. The Articles of Association of the Company, the Board of Commissioners is obliged to propose to the General Meeting of Shareholders the appointment of a Public Accountant Office that will conduct an examination of the Company's books.

## Report on the Use of Funds from Initial Public Offering.

### **Legal Basis :**

POJK No. 30 / POJK.04 / 2015 dated 16 December 2015 concerning Realization Report on the Use of Funds from Public Offering. (POJK 30).

### **Elucidation :**

Remaining Funds from the Initial Public Offering of Rp1,259,446 million or equivalent to 99.34% have not been used and are currently placed in the form of certificates of deposit with a period of 1-3 months and interest rates ranging from 9% - 11%.

## MESOP Program Implementation Report.

### **Eludication :**

The MESOP program is based on the decision of the Extraordinary General Meeting of Shareholders held on March 14, 2013 according to the Deed of Minutes No. 20 was made before Fatiah Helmi, Notary in Jakarta.

The total number of shares in the MESOP Program is 162,321,500 Series B shares or 1.65% of the total issued and fully paid shares in the Company after the Public Offering.

MESOP program participants are Members of the Board of Directors, Board of Commissioners (except Independent Commissioners) and permanent employees who were registered at the Company at the time of Option

The Option Rights issued have a validity period (Option Life) for 5 (five) years from the date of issuance, and can only be used to buy shares after passing the vesting period, which is 1 (one) year from the date of issuance.





*Thank You*

