



**PT SEMEN BATURAJA
(PERSERO) TBK**

**MEETING AGENDA
ANNUAL GENERAL MEETING OF
SHAREHOLDERS FISCAL YEAR 2014
PT SEMEN BATURAJA (PERSERO) Tbk**

Jakarta, Maret 2015



MEETING AGENDA

1. Approval of the Company's 2014 Annual Report including the Company's Activity Report, the Board of Commissioners Supervisory Report and Ratification of the Company's Financial Statements which ended on December 31, 2014;
2. Approval of the Annual Partnership and Community Development Program (PKBL) Report and endorsement of the PKBL Financial Statements which ended on 31 December 2014;
3. Determination of the Use of Net Income including the distribution of dividends for the 2014 Fiscal Year;
4. Appointment of a Public Accountant Office to audit the Company's Financial Statements and PKBL Financial Statements for the 2015 Fiscal Year;
5. Determination of remuneration of the Company's Management;
6. Report on the Use of Funds from Initial Public Offering;
7. Amendment to the Articles of Association in the context of adjusting the Financial Services Authority Regulations;
8. Change in Management of the Company.

Approval of the Company's 2014 Annual Report including the Company's Activity Report, the Board of Commissioners Supervisory Report and Ratification of the Company's Financial Statements which ended on December 31, 2014;

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".

Approval of the Annual Partnership and Community Development Program (PKBL) Report and endorsement of the PKBL Financial Statements which ended on 31 December 2014;

Eludication :

The Partnership and Community Development Program is a form of the Company's concern for the community and the environment around the company with the aim of helping to improve the welfare of the community through business credit financing assistance, human resource training, construction and improvement of facilities and infrastructure, health improvement, environmental preservation and various other social activities .

The Annual Report of the Partnership and Community Development Program including the Supervisory Duties Report that has been carried out by the Board of Commissioners for the fiscal year ending December 31, 2014, and ratified the Financial Statement of the Partnership and Community Development Program for the fiscal year ending on December 31, 2014 that has been audited by KAP Doli, Bambang, Sulistiyanto, Dadang & Ali according to report Number: R.4.3 / 012-PKBL / SB / 02/15 dated February 13, 2015, with the opinion "Reasonable in All Material Things".

AGENDA 3



Determination of the use of the Company's Net Profit, including the distribution of Dividends for the 2014 Financial Year;

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, 2014 is amounted to Rp.82.08 billion, planned to be allocated, among others, to the following matters:

1. Distribution of Dividends to Shareholders and
2. Retained earning

Appointment of a Public Accountant Office to audit the Company's Financial Statements and PKBL Financial Statements for the 2015 Fiscal Year;

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 Persero.
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.

Determination of remuneration of the Company's Management;

Legal Basis :

1. Article 96 and Article 113 of Law No. 40 of 2007 concerning Limited Liability Companies
2. 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

Eludication :

Based on the 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

Report of use of Proceeds 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).

Article 6 paragraph (1) Public Company must be responsible for the realization of the use of funds resulting from the Public Offering in each annual GMS until all the funds from the Public Offering have been realized.

Article 7 paragraph (2) "In the event that all funds resulting from a Public Offering have been realized, the responsibility for the realization of the use of the latest funds must be submitted at the nearest annual GMS to be held".

Amendment to the Articles of Association in the context of adjusting the Financial Services Authority Regulations;

Elucidation :

Amend and rearrange the entire provisions of the Company's Articles of Association, particularly in the context of conformity with POJK No. 32 / POJK.04 / 2014 concerning Plans and Organization of General Meeting of Shareholders of Public Companies and POJK No. 33 / POJK.04 / 2014 concerning Directors and Board of Commissioners of Issuers or Public Companies.

Changes in the composition of the Company's Management

Legal Basis :

Article 5 paragraph 4.c.2 and Article 11 paragraph 10 of the Company's Articles of Association stipulates that prospective members of the Board of Directors and members of the Board of Commissioners can only be nominated by Dwiwarna Series A shareholders.

Elucidation :

In accordance with article 15 paragraph 7 of the Financial Services Authority Regulation No. 32 / POJK-04/2014 dated 8 December 2014 concerning Plans and Holding of a General Meeting of Shareholders of a Public Company which regulates that:

In the case of a meeting agenda regarding the appointment of members of the Board of Directors and / or members of the Board of Commissioners, a curriculum vitae of prospective members of the Board of Directors and / or members of the Board of Commissioners to be appointed must be available at a time other than the time referred to in letter a but no later than when the GMS is convened. , as long as it is regulated in laws and regulations.

Therefore, material related to the agenda of the Company's Management Change Meeting will be delivered by the Dwiwarna Series A shareholders at the time of the GMS



Thank You

