



**PT SEMEN BATURAJA
(PERSERO) TBK**

**MEETING AGENDA
ANNUAL GENERAL MEETING OF
SHAREHOLDERS FISCAL YEAR 2015
PT SEMEN BATURAJA (PERSERO) Tbk**

Jakarta, April 2016



MEETING AGENDA

1. Approval of the Annual Report of the Board of Directors regarding the condition and running of the Company during the 2015 Financial Year including the Report on the Implementation of the Supervisory Duties of the Board of Commissioners during the 2015 Financial Year and Ratification of the 2015 Financial Year Financial Statement, as well as the granting of full redemption and release of responsibility (volledig acquit et de charge) to the Directors and The Company's Board of Commissioners for the management and supervision actions that have been carried out during the 2015 Financial Year;
2. Ratification of the Annual Report including the Financial Statements of the 2015 Fiscal Year Partnership and Community Development Program, as well as providing repayment and acquit et de charge to the Directors and Board of Commissioners of the Company for the management and supervision of the Partnership and Community Development Program that has been carried out during Fiscal Year 2015 ;
3. Inauguration of the Regulation of the Minister of State-Owned Enterprises Number PER-09 / MBU / 07/2015 dated July 3, 2015 concerning the Partnership Program and the Environmental Development Program of the State-Owned Enterprises;
4. Determination of the use of the Company's Net Profit, including the distribution of Dividends for the 2015 Financial Year;
5. Determination of tantiem for the Directors and Board of Commissioners of the Company for Fiscal Year 2015 and the Income of Directors and Board of Commissioners for Fiscal Year 2016;
6. Approval of the appointment of a Public Accountant Office to audit the Company's Financial Statements and the Financial Statements of the 2016 Fiscal Year Partnership and Community Development Program;
7. Report on the Use of Funds from Initial Public Offering;
8. Change in Management of the Company.

AGENDA 1



Approval of the Annual Report of the Board of Directors regarding the condition and running of the Company during the 2015 Financial Year including the Report on the Implementation of the Supervisory Duties of the Board of Commissioners during the 2015 Financial Year and Ratification of the 2015 Financial Year Financial Statement, as well as the granting of full redemption and release of responsibility (volledig acquit et de charge) to the Directors and The Company's Board of Commissioners for the management and supervision actions that have been carried out during the 2015 Financial Year;

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".

AGENDA 2



Ratification of the Annual Report including the Financial Statements of the 2015 Fiscal Year Partnership and Community Development Program, as well as providing repayment and acquit et de charge to the Directors and Board of Commissioners of the Company for the management and supervision of the Partnership and Community Development Program that has been carried out during Fiscal Year 2015 ;

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 Board of Commissioners considers that the implementation of the Partnership and Community Development program of the Company during the 2015 financial year has been quite good, where the effectiveness of distribution reached 87.72% and the collectibility level reached 78.49%.

AGENDA 3



Inauguration of the Regulation of the Minister of State-Owned Enterprises Number PER-09 / MBU / 07/2015 dated July 3, 2015 concerning the Partnership Program and the Environmental Development Program of the State-Owned Enterprises;

Elucidation :

SOE Minister on 3 July 2015 issued SOE Ministerial Regulation No. PER-09 / MBU / 2015 concerning the Partnership Program and the Environmental Development Program for State-Owned Enterprises.

The regulations stipulate that the source of funds for the Partnership Program and the Community Development Program, among others, comes from the provision of net profit after tax as determined in the GMS. Whereas the previous regulation, namely SOE Ministerial Regulation No. PER-08 / MBU / 2013 regulates that the funding sources of the Partnership Program and the Community Development Program include, among others, the Company's budget, which is calculated as a cost.

In order to meet the provisions of Article 2 paragraph (2) Minister of SOE Regulation No. PER-09 / MBU / 2015 which requires that the enactment of these Regulations for the Open Corporation must be stipulated in the decision of the General Meeting of Shareholders

Determination of the use of the Company's Net Profit, including the distribution of Dividends for the 2015 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, 2015 is amounted to Rp.88.54 billion, planned to be allocated, among others, to the following matters:

1. Distribution of Dividends to Shareholders and
2. Allocated for 2016 Partnership and Community Development Program funds
3. Allowance.

Determination of tantiem for the Directors and Board of Commissioners of the Company for Fiscal Year 2015 and the Income of Directors and Board of Commissioners for Fiscal Year 2016;

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

Approval of the appointment of a Public Accountant Office to audit the Company's Financial Statements and the Financial Statements of the 2016 Fiscal Year Partnership and Community Development Program;

Legal Basis :

1. Article 68 of the Law on Limited Liability Companies
2. Article 71 paragraph (1) of Law Number 19 of 2003 concerning SOEs.
3. Recommendations from the Audit Committee
4. Provisions 36A OJK Regulation Number 10 / POJK.04 / 2017 concerning Plans and Organization of General Meetings
5. Public Company Shareholders

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).

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".

Change in Management of the Company.

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

