



## PT Indo Tambangraya Megah Tbk

### ANNOUNCEMENT ON THE RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Indo Tambangraya Megah Tbk (Company) hereby announce the resolutions of the Annual General Meeting of Shareholders (AGMS) of the Company held on 28 March 2013 at the Ballroom, Dharmawangsa Hotel, Jakarta, which was attended or represented by 884,976,320 shares or 78.322% of the total issued shares of the Company, as follows :

**Agenda 1 and 2 :** Approved by 884,976,320 shares or 100% of the attended / represented shares.

1. Approved the Annual Report for the Financial Year of 2012
2. Ratified :
  - a. the Audited Financial Statement for the Financial Year of 2012 by Public Accountant Tanudiredja, Wibisana & Rekan – PricewaterhouseCoopers pursuant to their report dated 20 February 2013
  - b. the Supervisory Duty Report of the Board of Commissioners.
3. Gave full acquittal and discharge to the members of the Board of Directors and those of the Board of Commissioners from any responsibility and accountability (acquit et de charge) for management and supervision they performed during the Financial Year 2012, provided that such acts appeared in the Company's notes and books and were reflected in the Company's Annual Report and Financial Statement for the Financial Year 2012

**Agenda 3 :** Approved by 884,976,320 shares or 100% of the attended / represented shares.

Approved and determined the Use of the Company's Net Profit of the Financial Year of 2012 in the amount of USD 432,043,000 as follows :

1. The amount of USD 3,000,000 determined as Legal Reserve in compliance with Article 70 of the Company Law No. 40 year 2007 and shall be used in accordance with the Article 27 of the Company's Articles of Association
2. The amount of USD 366,951,000 or 85% of the net profit of the Financial Year of 2012 determined as total final dividend with detail as follows :
  - a. the amount of USD 196,951,000 or equal with IDR 1,666 per share has been distributed as interim dividend on 14 November 2012 in accordance with the Circular Resolutions of the Board of Directors in lieu of the Board of Directors Meeting effective on 25 September 2012 based on the approval of the meeting of the Board of Commissioners on 21 September 2012
  - b. the remaining amount of USD 170,000,000 or equivalent to IDR 1,464 per share at the middle exchange rate of Bank Indonesia dated 25 March 2013 will be distributed as cash dividend to the shareholders registered in the Company's Shareholder List on 1 May 2013 and payment date will be on 15 May 2013
3. The remaining of USD 65,092,000 will increase the Retained Earning to support the Company development
4. Further, gave power and authority to the Board of Directors to arrange the payment procedure for the said cash dividend

**Agenda 4 :** Approved by 884,976,320 shares or 100% of the attended / represented shares.

Approved to:

- a. appoint Independent Public Account Tanudieradja, Wibisana & Rekan member of PricewaterhouseCoopers to audit the Company's Books ending on 31 December 2013
- b. determine its services fee at USD 101,088 for 2013 audit
- c. authorize the Board of Commissioners to determine substitute independent auditor should the appointed auditor unable to execute its assignment in compliance with the capital market rule and regulation

**Agenda 5 :** Approved by 884,500,820 shares or 99.946% of the attended / represented shares.

Approved to :

- a. delegate the authority to the Board of Commissioners to determine the Board of Directors's remuneration for the Financial Year of 2013
- b. determine 2013 remuneration package for the Company's Board of Commissioners in the maximum amount of IDR 6.2 billion for the Financial year 2012 and further authorized the President Commissioner to determine the distribution thereof among the members

**Agenda 6 :** Approved by 800,334,650 shares or 90.436% of the attended / represented shares.

1. Appointed the Board of Commissioners and the Board of Directors with the following composition:

Board of Commissioners

President Commissioner & Independent Commissioner	Ibrahim Yusuf
Commissioner	Somyot Ruchirawat
Commissioner	Somruedee Chaimongkol
Commissioner	Ir. Lukmanul Hakim, MM
Commissioner	Rudijanto Boentoro
Independent Commissioner	Prof. DR. Djisman S. Simandjuntak

Board of Directors

President Director	Pongsak Thongampai
Director (un-affiliated)	Edward Manurung, SE, MBA
Director	Hartono Widjaja
Director	Leksono Poeranto
Director	Sean Trehane Pellow
Director	A.H. Bramantya Putra

2. The term of office of the Board of Commissioners and the Board of Directors shall be effective as of the closing of this Annual General Meeting of Shareholders up to the closing of the third Annual General Meeting of Shareholders to be held in 2016.
3. Released and discharged the existing members of the Board of Commissioners and the Board of Directors from their responsibility and accountability of all actions taken during their term of office in the Company, including ratifying all actions taken on behalf of the Company, if any, during their term of office until the closing of the Meeting.

**Agenda 7 : Others**

The Company has reported the Utilization of IPO Net Proceeds as of 31 December 2012

## **SCHEDULE OF THE CASH DIVIDEND PAYMENT :**

The remaining of Final Cash Dividend for the Financial Year 2012 per share is IDR 1,464 (one thousand four hundred sixty four Rupiah) payable as below detail :

- Cum dividend at the Regular and Negotiation Market : 26 April 2013
- Ex-dividend at the Regular and Negotiation Market : 29 April 2013
- Cum Dividend at the Cash Market : 1 May 2013
- Ex-Dividend at the Cash Market : 2 May 2013
- Recording Date : 1 May 2013
- Payment Date : 15 May 2013

## **PROCEDURE FOR THE CASH DIVIDEND PAYMENT :**

1. Dividend will be paid to the registered shareholder in the Company's Shareholder Register (Recording Date) on 1 May 2013 no later than 16.15 WIB (West Indonesia Time) and/or to the shareholders who hold the Company's shares at the sub-securities account of PT. Kustodian Sentral Efek Indonesia (KSEI) on the closing of trading in the Indonesia Stock Exchange on 1 May 2013.
2. For the shareholder whose shares are kept in collective custody at KSEI, the dividend payment will be distributed by KSEI to the account of its Securities Company and or Custodian Bank on 15 May 2013. The dividend payment slip will be sent by KSEI to the shareholders through its Securities Company and or Custodian Bank where the shareholder opened their account. Whereas for the shareholder whose shares are not kept in the collective custody at KSEI, the dividend payment will be transferred to the shareholder's account.
3. The dividend payment will be subject to WHT in accordance with the prevailing tax regulation. Such WHT shall be borne by the entitled shareholders and will be deducted from the total cash dividend due to the entitled shareholder.
4. For the Indonesian Entity Tax Subject that has not submitted their Tax ID, they are requested to submit it to KSEI or to the Securities Administration Bureau (BAE) PT Datindo Entrycom at Puri Datindo – Wisma Sudirman, Jl. Jenderal Sudirman Kav. 34, Jakarta 10220 at the latest by 1 May 2013 at 16.15pm WIB, in the absence of the Tax ID Number, the dividend to be paid to that Indonesian Tax Subject shall be deducted by 30% WHT.
5. For the shareholders who are Overseas Tax Subject, whose tax tariff is in accordance with the Double Tax Treaty Agreement (P3B), they are obliged to comply with Article 26 of the Tax Law no. 36 year 2008 and to submit Form DGT-1 or DGT-2 which have been legalized by the Office of Tax Services for Large Taxpayer One to KSEI and BAE at the latest 7 May 2013 (5 exchange days prior to payment date), in the absence of such form, the dividend will be deducted by WHT article 26 at the rate of 20%.
6. For the shareholder whose shares are kept in collective custody at KSEI, the cash dividend tax deduction slip will be available at the Securities Company and / or Custodian Bank where the shareholder opened their securities account and for the script shareholder it can be collected at the BAE Office start on 28 June 2013.

Jakarta, 2 April 2013  
PT Indo Tambangraya Megah Tbk  
The Board of Directors