

## 1. General

This General Meeting of Shareholders is the Annual General Meeting of Shareholders of PT Indo Tambangraya Megah Tbk (the "Company"), hereinafter referred to as the "Meeting".

## 2. Time and Venue of the Meeting

The Meeting will be convened on,

Day/Date : Rabu, 2 April 2014  
Time : 09.00 WIB – Finish  
Venue : Ballroom the Dharmawangsa Hotel  
Jl. Brawijaya Raya No. 26  
Kebayoran Baru  
Jakarta Selatan

## 3. Agenda of the Meeting

1. Approval of the Company's Annual Report and Ratification of the Company's Financial Statement of financial year 2013
2. Determination on the Use of the Company's Net Profit of financial year 2013
3. Appointment of a Public Accountant for an audit of the annual calculation of the Company for the financial year ended 31 December 2014
4. Determination of the remuneration package for the members of the Board of Commissioners and Board of Directors of the Company for the financial year 2014
5. Report on the Use of Fund obtained from the Initial Public Offering and Approval for the Reallocation of the Balance of Fund from the Initial Public Offering

## 4. Participants of the Meeting

- a) Participants of the Meeting are the shareholders or their lawful proxies whose names are recorded in the Company's Shareholders Register on 17 March 2014.
- b) Shareholders may be represented by other shareholders or other person by a power of attorney with due observance of prevailing laws and regulations (Article 15 paragraph (3) of the Articles of Association of the Company).

- c) Chairman of the Meeting has the right to request the power of attorney be shown to him/her in the Meeting.
- d) Participants of the Meeting have the right to express their opinions and/or to ask questions and cast their vote in every agenda of the Meeting.
- e) Participants of the Meeting who come late after closing of the registration period may still be able to join in the agenda of the Meeting, however they will not be included in the quorum and their votes will not be calculated and they are not allowed to participate in the questions and answer session.

## 5. Invitation

The party who is not the Company's shareholder and present upon the invitation of the Board of Directors shall neither have the right to express his/her opinion nor to cast a vote at the Meeting.

## 6. Language

The Meeting will be held in Bahasa Indonesia.

## 7. Chairman of the Meeting

The Meeting is chaired by a Commissioner member who is appointed by the Board of Commissioners. In the absence or in the inability of all members of the Board of Commissioners, of which case it is unnecessary to prove to third parties, the Meeting shall be chaired by a Director appointed by the Board of Directors. In the absence or in the inability of all members of the Board of Directors, the Meeting shall be chaired by one of the shareholders being present at the Meeting appointed from and by the participants of the Meeting. (Article 14 paragraph (1) of the Articles of Association of the Company)

## 8. Quorum of Attendance

The Meeting may be executed if it is attended by shareholders or their respective lawful proxies representing greater than ½ (one half) of the total number of shares with legal voting rights paid in by the Company unless specified otherwise in the Articles of Association and the prevailing laws and regulations. (Article 15 paragraph (1) point (a) of the Articles of Association of the Company)

## 9. Questions and Answers

- a) There will be opportunity for questions and answers in each of the Meeting agenda.
- b) Question may only be submitted by shareholder or its legal proxy.
- c) Any shareholder who intends to ask questions or to express opinion related with the agenda is requested to raise his/her hand, and further, Chairman of the Meeting will request him/her to deliver their question or express his/her opinion.
- d) Proposal of the shareholders may be accommodated in the agenda of the Meeting if it comply with the following conditions :
  - (i) the proposed agenda has been submitted in writing (accompanied with the reasons therefore) to the Board of Directors by one or more shareholder(s) representing one tenth (1/10) of the total number of shares with lawful voting rights already paid in by the Company
  - (ii) has been received by the Board of Directors or the Board of Commissioners at least 7 (seven) calendar days before the summons to the Meeting is issued
  - (iii) according to the Board of Directors the proposed agenda relate directly to the business of the Company and with due observance of other stipulations in the Articles of Association of the Company (Article 13 paragraph 8 of the Articles of Association of the Company).

## 10. Resolutions

- a) All resolutions herein shall be made based on deliberations for a consensus. If no resolutions are made based on deliberations for a consensus, they will be made based on the largest number of the votes cast lawfully at the Meeting, unless specified otherwise in the Articles of Association. (Article 15 paragraph (8) of the Articles of Association of the Company)
- b) Each share gives the <sup>Direksi</sup>right to its shareholder to cast 1 (one) vote, if a shareholder has more than one share, he/she will be asked to cast its vote for once only and its vote shall represent all the shares he/she owns.

## 11. Voting

- a) In accordance with Article 15 paragraph (7) of the Articles of Association of the Company, voting is carried out verbally, unless Chairman of the Meeting determines otherwise.
- b) Voting will be executed based on the following procedure:
  - (i) Firstly, those who vote Against will be asked to raise their hands and pass their ballots.
  - (ii) Secondly, those who vote Abstain or Blank vote will be asked to raise their hands and pass their ballots.
  - (iii) Pursuant to Article 15 paragraph (5) of the Articles of Association of the Company, the number of Abstain or Blank Votes shall be considered as casting the same vote as the majority vote of shareholders who cast their vote.
  - (iv) The Invalid votes shall be considered inexistent and will not be calculated in determining the number of votes cast at the Meeting.
  - (v) Further, the number of votes against will be counted with the number of valid votes and the discrepancy will constitute the number of votes in favor of.
- c) Should a Meeting participant whose attendance has been calculated in determining the quorum fail to be present in the Meeting during the voting, he/she shall be deemed to be in favor of all resolutions resolved in the Meeting.

Jakarta, 2 April 2014

**Board of Directors**