

**CALL FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT INDO TAMBANGRAYA MEGAH TBKW
Wednesday, 29 March 2017, at 09.30 am
Seminar Room, Indonesia Stock Exchange Building, Jakarta**



PT Indo Tambangraya Megah Tbk (Company) will convene its Annual General Meeting of Shareholders (Meeting) on 29 March 2017 to start at 09.30 am at the Seminar Room, Indonesia Stock Exchange Building Tower 2, 1st Floor, Jl. Jenderal Sudirman, Kav 52-53, Jakarta.

Each agenda of the Meeting will be explained and presented in detail during the Meeting and the following are the brief description of agenda :

Agenda 1 : To approve the Company's Annual Report for the Financial Year of 2016 and Ratification of the Company's Financial Statements for the Financial Year of 2016

Description :

The Board of Directors and the Board of Commissioners reported management of the Company during the financial year ended 31 December 2016 in the Annual Report including Sustainability Report and the Company's performance in the Annual Consolidated Financial Statement for the period ended 31 December 2016 that has been audited by public accountant KAP Tanudiredja, Wibisana, Rintis & Rekan (member of PricewaterhouseCoopers) signed on 23 February 2017

Agenda 2 : To determine the Use of Company Net Profit

Description :

The use of company net profit to be proposed in the Meeting includes the dividend payment.

The Company's policy on dividend is to distribute cash dividends from its net profit with payout ratio approximately 60% after taking into account the rate of profit earned, allowance for reserves and business expansion program unless decided otherwise by the Meeting.

So far, the Company has consistently paid cash dividend to the shareholders and for the first half 2016 performance with the approval of the Board of Commissioners, the Company has executed cash interim dividend payment with payout ratio 100% of the consolidated net profit in the total amount of USD 36,500,000 or IDR 434.32 per share paid on 24 November 2016. And the Company is hereby proposed to the Meeting to pay balance of the final dividend based on the ratio to be proposed and decided by the Meeting.

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Agenda 3 : The Appointment of Public Accountant to conduct audit for the annual calculation of the Company for the financial year 2016

Description :

The Audit & Risk Oversight Committee recommended to the Board of Commissioners to appoint KAP Tanudiredja, Wibisana, Rintis & Rekan (member of PricewaterhouseCoopers) as the Independent Public Accountant to audit the Company's Annual Statements for the Financial Year of 2017 at their quoted service fee of IDR 1,365,000,000 considering that KAP Tanudiredja, Wibisana, Rintis & Rekan is the Company's current independent public accountant.

The Board of Commissioners agreed to that recommendation and is hereby proposed to the Meeting on the appointment of KAP Tanudiredja, Wibisana, Rintis & Rekan at the audit fee of IDR 1,365,000,000 to conduct audit work for the financial year 2017

Agenda 4 : Determination of the remuneration package for the members of the Board of Commissioners and Board of Directors of the Company for financial year 2017

Description :

In accordance with Article 96 paragraph 1 of the Limited Liability Company Law No. 40/2007, the amount of the salary and that of the benefits/allowances of each Director shall be decided under a resolution by the General Meeting of Shareholders, but under Article 96 paragraph 2 of the Limited Liability Company Law No. 40/2007 and the Company's Articles of Association Article 20 paragraph 5, such authority can be delegated to the Board of Commissioners.

The provisions on the amount of the salary and that of the fee and that of the benefits/allowances for each member of the Board of Commissioners shall be decided by the General Meeting of Shareholders pursuant to Article 113 of the Limited Liability Company No. 40/2007 and the Company's Articles of Association Article 22 paragraph 8. Pursuant to that provision, the Board of Commissioners propose to the Meeting the 2017 total remuneration of the Board of Commissioners at the amount of IDR 8,1 billion and to authorize the President Commissioner to determine distribution among the members.

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Agenda 5 : Change of the Board of Commissioners and the Board of Directors Composition

Description :

As to the letter of resignation of Mr. Pongsak Thongampai dated 29 December 2016, the majority shareholder proposed to appoint Mr. Mahyudin Lubis to replace Mr. Pongsak Thongampai and the majority shareholder also proposed to add another new Commissioner that is Mr. Fredi Chandra* into the existing Board of Commissioners composition as well as to add a new Director that is Mr. Ignatius Wurwanto into the existing composition of the Board of Directors for the period until the closing of the Meeting to be convened in year 2019. Those proposed as new members of the Board of Commissioners and the Board of Directors (which profiles are described in the below part of this agenda) have been processed through the SD, GCG, Nomination and Compensation Committee, thus, the Board of Commissioners recommends to the Meeting adoption of the proposal. Upon the approval of and the closing of Meeting, the composition of the Board of Commissioners and the Board of Directors will be as follows :

1. Board of Commissioners

- President Commissioner & Independent – Mr. Ibrahim Yusuf
- Commissioner – Ms. Somruedee Chaimongkol
- Commissioner – Mr. Somyot Ruchirawat
- Commissioner - Mr. Rudijanto Boentoro
- Independent Commissioner – Prof. Dr. Djisman S. Simandjuntak
- Commissioner – Mr. Mahyudin Lubis
- Commissioner - Mr. Fredi Chandra

2. Board of Directors

- President Director – Mr. Kirana Limpaphayom
- Director – Mr. Leksono Poeranto
- Director – Mr. A.H. Bramantya Putra
- Director – Mr. Jusnan Ruslan
- Director – Mr. Stephanus Demo Wawin
- Director – Mr. Yulius Kurniawan Gozali
- Director – Mr. Mulianto
- Director – Mr. Ignatius Wurwanto

**As of 7 March 2017, Majority Shareholder changed their proposal on the appointment of Mr. Fredi Chandra to be as Commissioner instead of Independent Commissioner.*

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Profile of the proposed members of the Board of Commissioners and the Board of Directors are as follows :

- Name : **Mahyudin Lubis**
 Born : January, 20th 1952
 Education : 1977 Bachelor Degree in Mining Engineering – Institute Technology of Bandung
- Experiences / career :
- 2016 – present : President Commissioner of PT Indominco Mandiri, PT Kitadin, PT Trubaindo Coal Mining, PT Bharinto Ekatama, PT Jorong Barutama Greston
 - 2016 – present : Commissioner of PT ITM Indonesia, PT Tambang Raya Usaha Tama, PT ITM Energi Utama, PT ITM Batubara Utama, PT ITM Banpu Power
 - 2012 – 2015 : Advisor to BOD PT Indo Tambangraya Megah Tbk
 - 2007 – 2012 : Director of PT Indo Tambangraya Megah Tbk and PT Kitadin
 - 2006 – 2007 : Advisor for BOD PT Indo Tambangraya Megah, Tbk
 - 2003 – 2008 : Commissioner of PT Tambang Batubara Bukit Asam (Persero) Tbk.
 - 2001 – 2006 : Director of Coal and Mineral Business, Department of Energy and Mineral Resources
 - 1998 – 2001 : Head of Riau Province Mining and Energy Office
 - 1997 – 1998 : Director of Coal, Department of Mine and Energy
 - 1988 – 1997 : Deputy Director of Mining Environment, Department of Mine and Energy



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Name : **Fredi Chandra**
Born : February 7, 1964
Education :

- Bachelor in Economics (Accounting) from University of Tarumanagara in 1988;
- Magister in Accounting Management from University of Indonesia in 1993

Experiences / career : 2016 – Present : Commissioner, PT Elkomindo Mitra Mandiri – distributor of telecommunication products and services, partner of Indosat Ooredoo.
2011 – Present : President Director, PT Optim Hotel International – hotel investment and development, Grand Zuri Hotel, Kuta, Bali
2016 – Present : Chairman of Advisory Board Yayasan Baswara Dharma Indonesia – Education and Training Center for Buddhist Foundation.
2002 – Present : Director, PT Wirachandra Corpora – Property Investment
2003 – Present : Director, PT Optim Radiant Equity – Investment Holding Company.
1988 – 2000 : General Manager, PT Aditya Toa Development, a joint venture property-estate company with Kajima Corporation, Japan
2000 – 2008 : Director at Wijaya Wisesa Group.
2001 – 2011 : Commissioner of PT Centralink Wisesa International
2001 – 2007 :

- Commissioner PT Indo Tambangraya Megah
- Director PT Indominco Mandiri
- Commissioner PT Kitadin
- Commissioner PT Trubaindo Coal Mining
- Commissioner PT Bharinto Ekatama



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Name : Ignatius Wurwanto
Born : July 18, 1966
Education : 1993 Graduated with honor as Bachelor of Mining Engineer from University of Pembangunan Nasional “Veteran” – Yogyakarta

Experiences / career :

2015 – Present	Director of PT. Indominco Mandiri, PT. Jorong Barutama Greston, PT. Kitadin, PT. Trubaindo Coal Mining, PT. Barinto Ekatama
2011 – Present	Head of Compliance and Risk Management ITM
2007 – 2011	Assistant Vice President of QSE - ITM
2006 – 2007	General Operations Support Manager – Banpu Indonesia
2004 – 2006	Environmental Management System Manager – Banpu Indonesia
2003 – 2004	Assistant to Operation Deputy Director – PT Indominco Mandiri
2001 – 2003	Operation Support Department Head – PT Indominco Mandiri
1998 – 2001	Technical Support Superintendent; Operation & Production – PT Indominco Mandiri
1997 – 1998	Senior Technical Support Specialist; Operation & production – PT Indominco Mandiri
1995 – 1997	Technical Support Specialist; Operation & Production – PT Indominco Mandiri
1993 - 1995	Mining Engineer; Engineering Division – PT Indominco Mandiri
1992 – 1993	Mining Engineer; Operation Development – Fajar Bumi Sakti Underground Coal Mine



Agenda 6 : Report on the Usage of Fund from Initial Public Offering 2007

Description :

To comply with OJK Rule no.30/POJK.04/2015 dated 16 December 2015 on the Report of Use of the Proceeds from the Initial Public Offering, the Company hereby report the usage of that fund per 31 December 2016 :

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Description	IPO Fund (Rp)	Allocations (Rp)	Realization per 31 Dec 2016 (Rp)
Total IPO Fund	3,163,7 billion		
IPO expenses	99,5 billion		
Net IPO Fund	3,064,2 billion		
Indominco Bontang Coal Terminal		656,3 billion	699,5 billion
Indominco Power Plant		234,4 billion	126,1 billion
Indominco East Block		187,5 billion	180,0 billion
Bharinto Mine		468,8 billion	418,7 billion
Loan Repayment		900,9 billion	905,0 billion
Acquisition (business expansion)		616,2 billion	
Total Usage of IPO Fund per 31 Dec 2016		3,064,2 billion	2,329,4 billion
Balance of IPO Fund per 31 Dec 2016	734,7 billion	equivalent in USD 55,7 million is placed in term deposit USD currency with tenor 1 - 3 months	

Jakarta, 1 March 2017
The Board of Directors

Note :

This document has been uploaded by the Company to the Company's website as of 1 March 2017, however, Majority Shareholders on 7 March 2017 revised their nomination of Mr. Fredi Chandra from previously as Independent Commissioner to become Commissioner.