

**CALL FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT INDO TAMBANGRAYA MEGAH TBK
Tuesday, 31 March 2015, at 8.30 am
Ballroom Dharmawangsa Hotel, Jl. Brawijaya Raya No. 26, Jakarta**



PT Indo Tambangraya Megah Tbk (Company) will convene its Annual General Meeting of Shareholders (Meeting) on 31 March 2015 to start at 8.30am at the Ballroom Dharmawangsa Hotel. 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 2014 and Ratification of the Company's Financial Statements for the Financial Year of 2014

Description :

The Board of Directors and the Board of Commissioners reported management of the Company during the financial year ended 31 December 2014 in the Annual Report including Sustainability Report and the Company's performance in the Annual Consolidated Financial Statement for the period ended 31 December 2014 that has been audited by public accountant KAP Tanudiredja, Wibisana & Rekan (member of PricewaterhouseCoopers) signed on 18 February 2015

Agenda 2 : To determine the Use of Company Net Profit

Description :

The Company distributes 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.

During the last 2 years, the Company has paid cash dividend to the shareholders at the average ratio of 85%. And based on the first half 2014 performance with the approval of the Board of Commissioners, the Company has executed cash interim dividend payment with payout ratio 70% of the net profit, in the total amount of USD 103,686,000 or Rp 1.100 per share on 14 November 2014.

Agenda 3 : The Appointment of Public Accountant to conduct audit for the annual calculation of the Company for the financial year 2015

Description :

The Audit & Risk Oversight Committee recommended to appoint KAP Tanudiredja, Wibisana & Rekan (member of PricewaterhouseCoopers) as the Independent Public Accountant to audit the Company's Annual Statements for the Financial Year of 2015 and to approve its service fee at USD 110,250 considering that KAP Tanudiredja, Wibisana & Rekan is the company's independent public accountant since year 2010.

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The Board of Commissioners agreed to that recommendation and propose to the Meeting on the appointment of KAP Tanudiredja, Wibisana & Rekan with audit fee of USD 110,250 to conduct audit work for the financial year 2015

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 2015**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 2015 total remuneration of the Board of Commissioners at the amount of IDR 7,1 billion and to authorize the President Commissioner to determine distribution among the members.

Agenda 5 : Change of the Board of Directors Composition

Description :

On 9 September and 26 September 2014 the Board of Commissioners received the resignation letter of Mr. Sean Trehane Pellow and Mr. Hartono Widjaja respectively and in accordance with article 19 item 7.b of the Company Articles of Association where the Company did not convene the General Meeting of Shareholders then such of resignation shall be valid without the approval of the Shareholders Meeting after 60 days of that resignation letter.

GCG, Nomination and Compensation Committee nominated Mr. Jusnan Ruslan and Mr. Stephanus Demo Wawin and the Board of Commissioners agreed to that nomination and recommend to the Meeting to appoint both nominee as member of the Board of Directors. The shareholder representing more than 1/10 of the issued shares with voting rights also propose to the Meeting to appoint Mr. Jusnan Ruslan and Mr. Stephanus Demo Wawin as Directors of the Company.

Following are the brief Resume of Mr. Jusnan Ruslan and Mr. Stephanus Demo Wawin :

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Name : JUSNAN RUSLAN

Born : 4 August 1966

Education : • Bachelor Degree in Economics from Pancasila University, Jakarta

Experiences :

- 2014 – now Sales & Logistics Head, PT Indo Tambangraya Megah Tbk.
- 2011 – 2014 Vice President – Sales South Asia, Domestic & Compliance
- 2009 – 2011 Assistant Vice President – Marketing Indonesia, Philippines & Commercial Administration PT Indo Tambangraya Megah Tbk.
- 1998 – 2009 Marketing Manager PT Kitadin
- 1991 – 1998 Assistant Marketing Manager PT Kitadin
- 1989 – 1991 Representative of Branch Office of PT Siak Raya Timber



Name : STEPHANUS DEMO WAWIN

Born : 15 September 1971

Education : Bachelor Degree in Computer Engineering, Gunadarma University, Jakarta

Experiences :

- 2014 – now Corporate Service Head of PT Indo Tambangraya Megah, Tbk.
- 2011 – 2014 IT Head of PT Indo Tambangraya Megah Tbk
- 2006 – 2011 IT Infrastructure & Security Manager of PT Indo Tambangraya Megah Tbk
- 2004 – 2006 MIS Head of Jatis Solutions
- 2000 – 2004 IT Infrastructure Consultant of Jatis Solutions
- 1999 – 2000 Network Engineer of Bank Bali
- 1994 – 1999 Data Centre Supervisor of Bank Bali

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Agenda 6 : Amendment of the Company Articles of Association

Description :

For the purpose of business expansion and to accommodate the regulations of the Financial Services Authority (OJK) No. 32/POJK.04/2014, No. 33/POJK.04/2014, No.38/POJK.04/2014, the Company propose to amend the Company's Articles of Association on the relevant articles.

**Agenda 7 : Other
Report on the Usage of Fund from Initial Public Offering 2007**

Description :

To comply with Bapepam (OJK) Rule no. X.K.4, attachment of the Decision of The Chairman of Bapepam No. Kep-27/PM/2003 dated 17 July 2003 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 2014 :

Description	Allocation	Realization Per 31 December, 2014
Bontang Coal Terminal expansion	Rp. 656.3 billion	Rp. 699.5 billion
Bontang Power Plant	Rp. 234.4 billion	Rp. 126.1 billion
Indominco East Block Development	Rp. 187.5 billion	Rp. 180.1 billion
Bharinto Development	Rp. 468.8 billion	Rp. 418.7 billion
Other (business expansion, general corporate purpose including loan repayment)	Rp. 1,517.2 billion	Rp. 905.0 billion
TOTAL	Rp. 3,064.2 billion	Rp. 2,329.5 billion

Note:

1. The balance of fund are placed in the form of time deposit with tenor 1 to 3 months at the interest rate of 2.75 to 3.15%pa
2. The loan repayment from subsidiaries will be use for the business development of subsidiaries and additional funding for acquisition

Jakarta, 9 March 2015