



## ANNOUNCEMENT OF THE RESOLUTION OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT MITRABARA ADIPERDANA Tbk (the "Company")

In accordance with Article 34 paragraph (6) of the Financial Services Authority (Otoritas Jasa Keuangan OJK) regulations No. 22/POJK.04/2014 dated 8 December 2014, regarding Plans and Conducting General Meeting of Shareholders for Public Company (POJK 32/2014), the Company's Board of Directors (Board of Directors) hereby notify that the resolutions of the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (the "Meeting") of the Company which have been held in Jakarta, on Thursday, nineteen May two thousand sixteen (19 - 06 - 2016) are as follows:

### A. Meeting Agenda

#### Annual General Meeting of Shareholders ("AGMS"):

##### 1. First Agenda

- To approve and ratify the Company's Annual Report for year book 2015;
- To approve and ratify the Company's Audited Financial Report ended on 31<sup>st</sup> December 2015; and
- To give release and discharge (*acquit et de charge*) to all members of Board of Commissioners of the Company (Board of Commissioners) and the Board of Directors regarding their responsibilities as stated in the Company's Annual Report for year 2015.

##### 2. Second Agenda

- To approve for the Responsibility Report for the use of proceed obtained from the Initial Public Offering ended on 31<sup>st</sup> December 2015;
- To approve for the usage of the net profit of the Company for the financial year ended on 31<sup>st</sup> December 2015;
- To approve for the interim dividend distribution for the financial year ended on 31<sup>st</sup> December 2015, which has been distributed to the Shareholders dated 18<sup>th</sup> December 2015;
- To approve for the final dividend distribution for the financial year ended on 31<sup>st</sup> December 2015; and
- To give approval to the Board of Commissioner to appoint Public Accountant for year 2016, including determining its honorarium.

##### 3. Third Agenda

- To give approval to the President Commissioner to determine the salary of all members of the Board of Directors and the honorarium for all member of Board of Commissioners including their remuneration and other benefit for the year book 2016.

#### Extraordinary General Meeting of Shareholders ("EGMS"):

- To dismiss member of the Board of Commissioners and Board of Directors of the Company, and to give release and discharge on their responsibilities report (*acquit et de charge*) to all member of the Board of Commissioners and Board of Directors of the Company, as of the closing date of the EGMS;
- To appoint the new member of the Board of Commissioners and Board of Directors, as of the closing date of the EGMS, with the structure that will be presented during the EGMS;

- To give approval and authorization to the Board of Directors to amend Article of Association of the Company, in relation to the mechanism of interim dividend distribution of the Company, and to give authorization to the President Director to amend the Article of Association of the Company;
- To give approval and authorization to the Board of Directors to amend the affiliate Marketing Agreement between the Company and PT Baramuli Sugih Sentosa to include 2 (two) Affiliate Companies in the Agreement, with the same terms and conditions agreed between the Company and PT Baramuli Sugih Sentosa, to maximize the coal sales of the Company by export;
- To give approval and authorization to the Board of Directors to amend the affiliate Sale and Purchase Agreement between the Company and PT Baramuli Sugih Sentosa to include 2 (two) Affiliate Companies in the Agreement, with the same terms and conditions agreed between the Company and PT Baramuli Sugih Sentosa, to maximize the coal sales of the Company by export;

### B. The Presence of a Quorum

The AGMS and EGMS was attended by the Company's Shareholders ("Shareholders") or the proxy of the Shareholders in the amount of:  
 AGMS : 1,106,200,452 shares representing 80.13% votes out of a total shares which have been issued by the Company; and  
 EGMS : 1,106,406,752 shares representing 80.15% votes out of a total shares which have been issued by the Company

### C. Questions and Answers ("Q&A")

In the Meeting has been given the opportunity for Q&A with the scope of the Q&A relating to the deliberations of the Meeting Agenda and there are no questions arise from the shareholders for the agenda which has been presented by the Company.

### D. Decision-Making Mechanism

Under Article 11 paragraph 5 (a) Article of Association of the Company, the Meeting held up by attendance of the Shareholders representing more than 1/3 (one half) of the total number of shares with lawful voting rights issued by the Company, and approved by the Shareholders representing more than 1/3 (one half) of the amount of legitimate voting rights are present in the Meeting.

#### 1. Voting Result of AGMS

AGMS Agenda	Agree	Disagree	Abstain
First	1,106,200,452	-	-
Second	1,106,200,452	-	-
Third	1,106,200,452	-	-

#### 2. Voting Result of EGMS

EGMS Agenda	Agree	Disagree	Abstain
First	1,106,406,752	-	-
Second	1,106,406,752	-	-
Third	1,106,406,752	-	-
Fourth	1,106,406,752	-	-
Fifth	1,106,406,752	-	-

### E. Meeting Resolutions

#### AGMS:

##### 1. First Agenda

- To approve and ratify the Company's Annual Report for year book 2015;
- To approve and ratify the Company's Audited Financial Statement ended on 31 December 2014, audited by Purnawarone, Sungkoro & Surja Public Accountant as stated in the Report No. RPC 466/PSS/2018 dated 10<sup>th</sup> March 2016, with fair opinion, in all material aspects, in relation to the consolidated financial statements taken as a whole, in accordance with Indonesian Financial Accounting Standards;
- To give release and discharge (*acquit et de charge*) to all members of Board of Commissioners and the Board of Directors of their responsibilities as stated in the Company's Annual Report for year 2015.

##### 2. Second Agenda

- To approve the Report of the use of proceed obtained from the Initial Public Offering until 31<sup>st</sup> December 2015;
- To approve the usage of the Company's net profit for the fiscal year ended on 31<sup>st</sup> December 2015 in the amount of USD34,662,923 (thirty four million six hundred sixty two thousand nine hundred twenty three United States Dollars), as follows:

- To distribute as Final Dividend in total amount of US\$ 8,327,268.84 (eight million three hundred twenty seven thousand two hundred sixty eight US\$ Dollar eighty four cent) or US\$ 0.0075 per share, for number of shares 1,227,271,952 which has been issued

and paid up. Final Dividend will be distributed in Indonesian Rupiah currency, using mid-rate determined by Bank of Indonesia dated 17<sup>th</sup> May 2016 or in amount of 1 US\$ = Rp 13,276. Therefore the Final Dividend receive by the shareholder Rp 100.91 per share;

- For US\$ 200,000 (two hundred thousand United States Dollar) will be keep as mandatory reserves in compliance with article 70 Company Law No. 40 year 2007;

- The balance of net profit for year 2015, will be used as retained earnings to support the operational of the Company and its Subsidiaries

- To give approval and ratification on the interim dividend distribution for Financial Report year book 2015, which has been distributed to the Shareholders of the Company dated the 18<sup>th</sup> December 2015;

- To give approval for the plan of the Final Dividend distribution for year book ended on 31<sup>st</sup> December 2015;

In relation with the dividend distribution plan, by propose to the Shareholders to authorize the Board of Directors, to determine the procedure and process of dividend distribution including performing all required actions to accomplished above-mentioned.

Final dividend will be deducted with tax, in accordance with the prevailing tax laws and regulations. Amount of tax will be deducted directly from the total amount that will be received by each shareholder of the Company; and

- To give authorization to the Board of Directors with the approval from the Board of Commissioners of the Company to appoint and determine the honorarium of Public Accountant to audit the financial report of the Company for year book ended on 31<sup>st</sup> December 2016, including to determine terms and conditions for such appointment.

#### 3. Third Agenda

- To give approval and authorize President Commissioner to determine the honorarium and other benefits for all member of Board of Commissioners year 2016;

- To give approval and authorize President Commissioner to determine the salary and honorarium for all member of Board of Directors year 2016.

#### EGMS:

- To dismiss member of the Board of Commissioners and Board of Directors of the Company, and to give release and discharge on their responsibilities report (*acquit et de charge*) to all member of the Board of Commissioners and Board of Directors of the Company, as of the closing date of the EGMS;
- To appoint the new member of the Board of Commissioners and Board of Directors, as of the closing date of the EGMS, with the following structure

#### Board of Commissioners:

- President Commissioner : Yo Angela Soedjana
- Vice President Commissioner : Hidelumi Kocama
- Independent Commissioner : Abdulrah Fawzy Siddik

#### Board of Directors:

- President Director : Ridwan
- Vice President Director : Eji Hagwara
- Director : Widada
- Independent Director : Richard Perdede

- To give approval to the Board of Directors to amend Article of Association of the Company, in relation to the mechanism of interim dividend distribution of the Company, and to authorize President Director to amend Article of Association of the Company;

- To give approval and authorize Board of Directors amending affiliate Marketing Agreement between the Company and PT Baramuli Sugih Sentosa to include 2 (two) Affiliate Companies in the Agreement, with the same terms and conditions agreed between the Company and PT Baramuli Sugih Sentosa, to maximize the coal sales of the Company by export;

- To give approval and authorize Board of Directors amending affiliate Sale and Purchase Agreement between the Company and PT Baramuli Sugih Sentosa to include 2 (two) Affiliate Companies in the Agreement, with the same terms and conditions agreed between the Company and PT Baramuli Sugih Sentosa, to maximize the coal sales of the Company by export;

### F. Schedule of Cash Dividend Distribution

No.	Remarks	Date
1.	End of period of shares trading with dividend rights (Cum dividend): • The regular market and negotiation • Cash market	27 <sup>th</sup> May 2016 31 <sup>st</sup> May 2016
2.	Starting Period of shares trading without dividend rights (Ex-dividend): • The regular market and negotiation • Cash market	30 <sup>th</sup> May 2016 01 <sup>st</sup> June 2016
3.	Date of Shareholders Register who are entitled to receive dividends (Recording Date)	31 <sup>st</sup> May 2016
4.	Date of Cash Dividend Payment for the fiscal year 2015	17 <sup>th</sup> June 2016

### G. Procedure of Cash Dividend Distribution:

- The cash dividend will be distributed to the Shareholders whose name is recorded in the Shareholders Register of the Company (Recording Date) on 31<sup>st</sup> May 2016 until 16.00 WIB, and/or the Shareholders on sub-accounts of security of PT Kustodian Sentral Efek Indonesia ("KSEI") at the close of trading on 31<sup>st</sup> May 2016.

- For the Shareholders whose shares are included in the KSEI collective custody, cash payments will be executed through KSEI and will be distributed into the Security Company's account and/or the Custodian Bank on 17<sup>th</sup> June 2016. The evidence of cash dividend payment will be delivered by KSEI to the Shareholders through the Securities Company and/or Custodian Bank where the Shareholders originally open their account. As for the Shareholders whose shares are not included in the collective custody of KSEI therefore the cash dividend payments will be transferred to the account of the Shareholders.

- The cash dividend will be taxed in accordance with the applicable tax regulations. The amount of the tax levied will be borne by the Shareholders and deducted from the amount of the cash dividend with respect to the Shareholder's rights.

- For the Shareholders which are the Domestic Taxpayers in the form of legal entity that has not included the Taxpayer Number (Nomor Pokok Wajib Pajak/ NPWP) are required to submit NPWP to KSEI or Securities Administration Bureau of PT Dalindo Entycom Effect (BAE), Puri Dalindo - Wisma Sudirman, JL Jenderal Sudirman Kav. 34 - 35, Jakarta 10220, at the latest by 2<sup>nd</sup> June 2016 until 16.00 WIB. Without the inclusion of NPWP, the cash dividend paid to the Domestic Taxpayer in the form of legal entity will be subject to income tax at 33% (thirty per cent), or any other amount in accordance to the prevailing tax laws and regulation.

- For the Shareholders who are Foreign Taxpayers of which the tax cuts will use the rates based on Double Taxation Avoidance Agreement (P3B) shall meet the requirements of Article 25 of Law No. 36 of 2008 on Fourth Amendment to the Law No. 7 of 1983 regarding Income Tax as well as submit the form of DIT - 1 or DGT - 2 legalized by the Tax Services Office for Corporate Entering the Stock Exchange (Kantor Pelayanan Pajak Perusahaan: Masuk Bursa) to KSEI or BAE at the latest by 2<sup>nd</sup> June 2016. In the absence of these documents, the paid cash dividend will be subject to income tax article 26 (PPh 26) by 20% (twenty percent), or any other amount in accordance to the prevailing tax laws and regulation.