

NOTICE ANNUAL GENERAL MEETING OF SHAREHOLDERS & EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS



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The Board of Directors of PT Indo Tambangraya Megah Tbk (“**Company**”) on 24 March 2020 has announced the postponement of the Annual General Meeting of Shareholders (“**AGMS**”) and Extraordinary General Meeting of Shareholders (“**EGMS**”) of the Company (jointly referred to as the “**Meeting**”), which initially will be held on 30 March 2020, and herewith announce the Notice for the AGMS & EGMS to be held on:

Day, Date : Wednesday, 27 May 2020
Time : 14:00 Western Indonesia Time – Finish
Venue : Pondok Indah Office Tower III, 3rd Floor
Jalan Sultan Iskandar Muda Kav V-TA
Jakarta Selatan, DKI Jakarta, 12310

Agenda of the AGMS and the description are as follows:

Agenda 1 : Approval of the Annual Report and Ratification of the Financial Statement of the Company for the financial year 2019

Description:

The Board of Directors and the Board of Commissioners reported management of the Company during the financial year ended 31 December 2019 in the Annual Report including Sustainability Report and the Company’s performance in the Annual Consolidated Financial Statement for the period ended 31 December 2019 that has been audited by public accountant KAP Tanudiredja, Wibisana, Rintis & Rekan (member of PricewaterhouseCoopers) signed on 20 February 2020.

Agenda 2 : Determination of the utilization of the Company’s net profit for financial year 2019

Description:

The use of Company net profit to be proposed in the AGMS 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 AGMS.

Historically, the Company has consistently paid cash dividend to the shareholders and for the first half 2019 performance, with the approval of the Board of Commissioners, the Board of Directors of the Company has executed cash interim dividend payment with payout ratio of 80% of the consolidated net profit amounted IDR705 per share, paid on 15 November 2019.

Agenda 3 : Appointment of a Public Accountant to audit the financial statement of the Company for financial year 2020

Description:

The Audit & Risk Oversight Committee recommended to the Board of Commissioners to appoint Yusron Fauzan as Public Accountant from 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 2020 at their quoted service fee of IDR1,514,972,000 considering that KAP Tanudiredja, Wibisana, Rintis & Rekan is the Company's current independent public accountant.

The Board of Commissioners agreed with the recommendation and is hereby proposed to the AGMS on the appointment of Yusron Fauzan as Public Accountant from KAP Tanudiredja, Wibisana, Rintis & Rekan, to conduct audit work for the financial year 2020, at the audit fee of IDR1,514,972,000.

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 2020

Description:

In accordance with Article 96 paragraph 1 of Law No. 40 of 2007 concerning Limited Liability Company ("UUPT"), the amount of the salary and the benefits/allowances of each Director shall be decided by the General Meeting of Shareholders, however, Article 96 paragraph 2 of the UUPT and Article 20 paragraph 5 of the Company's Articles of Association, the said authority may be delegated to the Board of Commissioners.

The provisions on the amount of the salary and 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 UUPT and Article 22 paragraph 8 of the Company's Articles of Association. In regards thereto, the Board of Commissioners proposes to the AGMS the 2020 total remuneration of the Board of Commissioners at the amount of IDR10.4 billion and to authorize the President Commissioner to determine the distribution among the members.

Agenda 5: Report on the utilization of proceeds from the Initial Public Offering

Description:

In compliance with OJK Regulation No. 30/POJK.04/2015 dated 16 December 2015 concerning the Report of Use of the Proceeds from the Initial Public Offering ("IPO"), the Company hereby report the utilization of proceeds of Company's IPO in 2007, per 31 December 2019 as follow:

Description	IPO Fund (IDR)	Allocations (IDR)	Realization per 31 Dec 2019 (IDR)
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	734.7 billion
Total Usage of IPO Fund per 31 Dec 2019		3,064.2 billion	3,064.2 billion
Balance of IPO Fund per 31 Dec 2019	0	N/A	

Agenda of the EGMS and the description are as follows:

Agenda 1 : Amendment of Article 3, Article 19 paragraph 2, Article Paragraph 3 and Article 20 Paragraph 2 of the Company's Articles of Association

Description:

Approval of an amendment to the article 3 of the Company's Articles of Association concerning the Purpose and Objectives of the Company to be adjusted to the applicable Standard Indonesian Business Field Classification in relation to the implementation of business licensing services through the Online Single Submission system as regulated in Government Regulation No. 24 of 2018 concerning Electronic Integrated Business Licensing Services, and the Joint Announcement of the Ministry of Law and Human Rights of the Republic of Indonesia Cq. The Directorate General of General Law Administration and the Coordinating Ministry for Economic Affairs of the Republic of Indonesia Cq. Online Single Submission Institution.

Approval of Article 19 paragraph (2) and (3) regarding the Board of Directors is to accommodate the proposal of the new structure of the Board of Directors and approval for the Article 20 paragraph (2) regarding the Duty & Authority of the Board of Directors is to change the authority of the Board of the Board of Directors in relation with the new structure of the Board of Directors.

Agenda 2 : Change of composition of the Board of Commissioners and Board of Directors

Description:

Based on the recommendation from the SD, GCG, Nomination & Compensation Committee of the Company, the Board of Commissioners herewith propose to the EGMS the nomination proposal as follows:

- (i) To respectfully dismiss Mr. Kirana Limpaphayom as President Director, Mr. Muliando and Mr. Padungsak Thanakij, respectively, as Director, and released and discharged (acquit et de charge) from their liabilities and responsibility for all their actions taken as of their appointment up to the end of their term of office in the Company provided that such acts appeared in the Company's notes and books
- (ii) To appoint Mr. Muliando* as the President Director
- (iii) To appoint Mr. Chom Kongnun as the Director & Co-President Director
- (iv) To appoint Mr. Niwat Boonyad as the Director & Co-President Director
- (v) To appoint Mr. Junius Darmawan as the Director
- (vi) To appoint Mr. Kirana Limpaphayom** as the Commissioner

**currently hold the position as Director*

***currently hold the position as President Director*

Notes:

1. The Company will not be sending an invitation letter to shareholders and this notice shall serve as the official invitation for AGMS and EGMS.
2. Shareholders registered in the Company's Register of Shareholders on 30 April 2020 and or the owner of the Company's shares at the sub-securities account at PT Kustodian Sentral Efek Indonesia (KSEI) on the closing of shares trading at the Indonesia Stock Exchange on 30 April 2020 shall be entitled to attend and/or to be represented at the Meeting.
3. The Company encouraged the Shareholders who are entitle to attend the Meeting whose shares in collective custody of KSEI to give proxy to the Company's Shares Administration Biro, PT Datindo Entrycom through the facility **Electronic General Meeting System** KSEI (eASY.KSEI) in the following link <https://akses.ksei.co.id> provided by PT Kustodian Sentral Efek Indonesia as the mechanism of electronic proxy for the Meeting.
Shareholders may also give the proxy outside the eASY.KSEI mechanism by downloading the draft Proxy available in the Company's website www.itmg.co.id.
Shareholders or their lawful proxies attending the Meeting will be required to provide a copy of their identity card (KTP) or passport or other proof of identity prior to entering the Meeting room. Institutional shareholders, e.g., limited liability companies, cooperatives or foundations, will be required to also provide a copy of their articles of association and its latest amendments and the latest deed of appointment of the management.
4. The Company will provide meeting material through the Company's website www.itmg.co.id. The Company will not provide hardcopy meeting materials during the Meeting.
5. The Shareholders who are entitle to attend have the right to submit question for the Meeting agenda through the Company's email corsecitm@banpuindo.co.id and the questions will be submitted in the Meeting by the Proxy and recorded in the Minutes prepared by the Notary, and the response to those questions will be replied to the Shareholders' email 3 working days after the Meeting.
6. Notary with the assistance of the Shares Administration Biro, will check and calculate the voting for respective Meeting's Agenda in every voting in each of the Agenda, including those submitted through eASY.KSEI as elaborated in point 3) above, and those submitted in the Meeting.

7. To support the Government's effort to prevent the outbreak of COVID-10 and to create a safe environment, the Company will perform procedures based on the Government's direction, as follows:
- a. Shareholders and or its Proxy who are going to directly attend the Meeting must wear mask and register at the Meeting's venue 30 (thirty) minutes prior the start of AGMS & EGMS.or 13.30 WIB;
 - b. Shareholders and or its Proxy who are going to directly attend the Meeting must comply with the health procedure in line with the Government's protocol and implemented by the building management of the venue.
 - c. Shareholders and or its Proxy must perform Thermal Check in the location determined by the Company and the building management prior entering the Meeting's venue, and if not qualify based on the health protocol set by the Company and the building management, they are not allowed to enter the Meeting's venue.
 - d. Shareholders and or its Proxy with the following sickness : flu/cough/cold/fever/sore throat/ breathing difficulties is prohibited to enter the Meeting's venue.
 - e. Shareholders and or its Proxy who are going to directly attend the Meeting must sign Health Declaration Form which will be provided by the Company at the venue. If they are not qualified based on the Health Declaration Form, they are not allowed to enter the Meeting's venue.
 - f. The Meeting will implement physical distancing policy with 1 (one) meter distance at the minimum.
 - g. The Meeting participant is prohibited to shake hands and perform direct contact with other Meeting participant.
 - h. The Company will not provide food and beverages during the Meeting.

Jakarta, 4 May 2020
PT Indo Tambangraya Megah Tbk
The Board of Directors