

## 1. General

This General Meeting of Shareholders is the Extraordinary General Meeting of Shareholders of PT Indo Tambangraya Megah Tbk (further on referred to as the "Meeting").

## 2. Time and Venue of the Meeting

The Meeting will be convened on

Day/Date : Tuesday, 28 August 2018

Time : 9:00 WIB – Finish

Venue : Emerald Meeting Room, Sheraton Hotel Gandaria City  
Jl. Sultan Iskandar Muda  
Jakarta Selatan

## 3. Agenda of the Meeting

- 1 Amendment of Articles of Association of the Company
- 2 Change of the Board of Commissioners and the Board of Directors composition

## 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 3 August 2018.
- 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 Company's Articles of Association).

## 8. Quorum of Attendance

- a. The First Meeting Agenda can be held if attended by the shareholders or their authorized proxies representing at least 2/3 (two thirds) of the total number of shares with valid voting rights in accordance with article 88 of Law number 40 of 2007 concerning Limited Liability Company ("UUPT").
- b. The Second Meeting Agenda can be held if attended by the shareholders or their authorized proxies representing more than 1/2 (one half) of the total number of shares with valid voting rights in accordance with article 15 paragraph 1 of the Company's Articles of Association *juncto* Article 86 UUPT *juncto* Article 26 POJK No.32/POJK.04/2014 concerning Planning and Holding General Meetings of Shareholders of Public Limited Companies ("POJK 32").

## 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 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 twentieth (1/20) portion of the Company's total paid up shares with legal voting right;
  - (ii) has been received by the Board of Directors or the Board of Commissioners at least 7 (seven) calendar days prior to the issuance of the Call for Meeting;
  - (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 al is considered related directly to the Company business with due observance of other provisions in the Company's Articles of Association and prevailing Capital Market Regulations (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 Meetings, unless stipulated otherwise by the Articles of Association ( Article 15 paragraph (8) of the Articles of Association of the Company)
- b)
  - i. For the First Meeting Agenda, the decision is valid if it is approved by at least 2/3 (two thirds) of the total number of votes issued with valid voting rights in the meeting in accordance with article 88 UUPT;
  - ii. For the Second Meeting Agenda, the decision is valid if it is approved by more than ½ (one half) of the total number of votes issued with valid voting rights in the meeting in accordance with article 15 paragraph 1 of the Company's articles of association *juncto* article 87 UUPT *juncto* Article 26 POJK 32.
- c) Each share gives the 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 Company Articles of Association voting is carried out verbally, unless Chairman of the Meeting detemines otherwise.

- b) Verbal voting will be executed based on the following procedure:
  - (i) Firstly, those who vote Against will be asked to pass their ballots by raising their hands, the ballots will be collected by the officer and further calculated by the Notary;
  - (ii) Secondly, those who vote Abstain or Blank Vote will be asked to pass their ballots by raising their hands, the ballots will be collected by the officer and further calculated by the Notary;
  - (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, 6 August 2018  
**The Board of Directors**