

## ANNOUNCEMENT OF THE SUMMARY OF MINUTES OF MEETING ANNUAL GENERAL MEETING OF SHAREHOLDERS – FISCAL YEAR 2014 PT MULTIPOLAR TBK.

The Directors of PT Multipolar Tbk. (hereinafter referred to as the "Company"), hereby announced to the Shareholders that the Annual General Meeting of Shareholders – Fiscal Year 2014 (hereinafter referred to as the "Meeting") held on Friday, 29 May 2015 at the Aryaduta Hotel Jakarta, Jalan Prapatan 44-48, Jakarta 10110, Room Monas 2, Mezzanine Floor, that was started at 10.18 AM Indonesian West Time and was concluded at 12.07 PM Western Indonesian Time, of the following minutes of meeting:

## A. Agenda of the Meeting:

- Report by the Board of Directors in relation to the Company's Financial Activities and Administration for fiscal year 2014, including the approval and endorsement of Balance Sheet, Comprehensive Income Statement for fiscal year 2014, approval of Annual Report and Board of Commissioner Supervisory Report and provision of absolute Acquit et de Charge to all members of the Company's Board of Directors and Board of Commissioners for the management and supervisory actions conducted during the year;
- 2. Stipulation of the proposal on the usage of the Company's earnings for fiscal year 2014:
- 3. Appointment of public accountant that will conduct audit for Company's books for fiscal year 2015 and granting of authority to Company's Board of Directors to determine the honorarium and other terms of such appointment;
- 4. Adjustment of Company's Article of Association in accordance with Financial Service Authority Regulations No. 32/POJK.04/2014 and Financial Service Authority Regulations No. 33/POJK.04/2014 including changes to the Article 3 of the Company's Article of Association regarding Purpose and Objective; and
- 5. Changes and / or affirmation of the composition of the Board of Directors and Board of Commissioners including Independent Commissioner as well as the determination of salary / honorarium and / or other benefits for members of the Board of Directors and Board of Commissioners.

# B. Members of the Company's Board of Commissioners and Board of Directors that Attend the Meeting.

1. Bapak Theo L. Sambuaga

2. Bapak Benny Haryanto

3. Bapak Bunjamin J. Mailool

4. Bapak Harijono Suwarno

5. Bapak Reynold Pena Ong

6. Ibu Lina H Latif

7. Bapak Richard H Setiadi WP

**President Commissioner** 

Commissioner

President Director

Director

Independent Director

Director

Director

#### C. Quorum of Attending Shareholders.

The Meeting was attended by 8,128,656,179 shares or 80.764% of 10,064,747,323 shares which represent all the shares that have been issued or placed by the Company. The Meeting has fulfilled the provisions regarding quorum under Article 23 paragraph 1 and Article 23 paragraph 3 of the Company's Articles of Association, Article 86 paragraph 1 and Article 88 paragraph 1 of Law No. 40 Year 2007 on Limited Liability Companies and Article 26 and Article 27 of the Financial Services Authority Regulation No. 32 / POJK.04 / 2014.

#### D. Opportunity of Question and Answer.

The shareholders and / or their proxies that presented at the meeting were given the opportunity to submit questions, opinions, suggestions and / or advice, which related to each of the Meeting Agenda being discussed.

The number of shareholders and / or their proxies that submitted questions and / or opinions:

- 3 persons submitted questions relating to Agenda I; and
- 2 persons submitted questions relating to Agenda IV.

#### E. Mechanism of Resolutions.

The resolution mechanism was administered orally by requesting the shareholders and / or their proxies to raise hand for those who voted against and abstained, while those who voted agreed were not required to raise their hand. Abstain vote was considered as the same vote by the majority vote of the shareholders.

## F. Meeting Resolutions.

#### Agenda I

The number of shares present at the Meeting
8,128,656,179 shares;
The number of disagreeing vote
3,560,900 shares;
The number of abstain vote
111,872,600 shares;

- The number of agreeing vote: 8,125,095,279 shares or representing 100% of the total attending vote in the Meeting (including the abstain vote).

Therefore, the Meeting has anonymously resolved:

- 1. To accept and approve the Company's Annual Report, regarding Board of Directors' management report and Board of Commissioners' supervisory report regarding the conditions and operations of the Company and Financial Activities for fiscal year ended on 31 December 2014, including among others, every policy, decision, agreement in relations to the cooperation with supporting professional institutions as well as relations, additional issuance of US Dollar Senior Obligation including the realized usage of funds, sell of property, merchandising program, purchasing, intercompany loans between the Company and subsidiaries and among the subsidiaries, rental including the adjustments, policy on the administration system of financial report, agreements of credit facility including the amendments/extensions, corporate social responsibility, and the future planning of the Company, as generally announced and explained in the Company's annual report and in the Meeting;
- 2. To approve and rectify the Company's Balance Sheet and Comprehensive Profit / Loss for fiscal year 2014 that was published in the Company's Financial Report for

the fiscal year ended 31 December 2014 as audited by Public Accounting Firm RSM Aryanto, Amir Jusuf, Mawar & Saptoto with fair opinion contained in the Letter No. R / 190.AGA / dwd.2 / 2015 dated 30 March 2015, the Audit Committee Report, the Board of Commissioners' Report of Supervisory Task by providing full acquit et de charge to all members of the Board of Directors and Board of Commissioners in the broadest sense, as reflected or not reflected in the Report of the Board of Directors and Board of Commissioners as well as in the Company's Financial Report for the financial year 2014 from the responsibility of management as well as supervisory measures that have been implemented during the fiscal year 2014 and until the date of closing of the Meeting today.

#### Agenda II

- The number of shares present at the Meeting : 8,128,656,179 shares;

The number of disagreeing vote
 -;

- The number of abstain vote : 98,528,100 shares;

- The number of agreeing vote: 8,125,095,279 shares or representing 100% of the total attending vote in the Meeting (including the abstain vote)

Therefore, the Meeting has anonymously resolved:

- 1. To approve the use of Net Profit After Tax that attributable to Owners of the Parent from fiscal year 2014 amounting Rp1,894,880,000,000,- (one trillion eight hundred ninety four billion eight hundred eighty million Rupiah) as follows:
  - Amounting Rp.98,608,625,000.- (ninety eight billion six hundred and eight million six hundred and twenty five thousand Rupiah) will be paid as cash dividend equivalent to Rp 9.4 (nine point four Rupiah) per share;
  - For Reserve Fund as referred to the Article 70 of the Law No.40 Year 2007 of the Limited Liability Company, the Company allocate Rp300,000,000.00 (three hundred million Rupiah); and
  - The balance of net profits amounting to Rp 1.799.971.375.000,- (one trillion seven hundred ninety nine billion nine hundred seventy one million three hundred seventy five thousand Rupiah), shall be recorded as Retained Earnings.
- 2. Dividend will be paid as the following:
  - For Shareholders who have exercised the conversion of shares, dividend will
    be credited into the securities account of Securities Company or Custodian
    Bank in KSEI. For Shareholders who have not exercised the conversion of
    shares, the Shareholders may collect cash dividend cheques to the address of
    the Share Registrar. For the distribution of dividend, tax on dividend shall be
    imposed in accordance with the prevailing tax regulations, which shall be
    withheld by the Company;
  - 2. To authorize the Board of Directors of the Company to effect the distribution of such dividend including determining the payment date according to the prevailing regulations.

#### Agenda III

The number of shares present at the Meeting
8,128,656,179 shares;
The number of disagreeing vote
127,834,801 shares;
The number of abstain vote
156,002,600 shares;

- The number of agreeing vote: 8,000,821,378 shares or representing 98.427% of the total attending vote in the Meeting (including the abstain vote).

Therefore, the Meeting has anonymously resolved:

To approve the granting of authority to the Company's Board of Commissioners and/or Board of Directors to select and appoint Registered Public Accountant to audit the Company's books for fiscal year 2015 and also granting of authority to the Company's Board of Directors to determine the honorarium and other terms of the appointment in relation to such appointment.

#### Agenda IV

The number of shares present at the Meeting
The number of disagreeing vote
The number of abstain vote
\$8,128,656,179 shares;
44,590,101 shares;
98,528,100 shares;

The number of agreeing vote: 8,084,066,078 shares or representing 99.451% of the total attending vote in the Meeting (including the abstain vote)

Therefore, the Meeting has anonymously resolved:

- 1. To approve the implementation of the changes and realignment of the entire contents of the Company's Articles of Association to conform with POJK 32 and POJK 33 and to grant authority to the Company's Board of Directors to make such changes and adjustments and other measures deemed necessary in order to conform with the provisions of POJK 32 and 33;
- 2. To approve the changes of the Company's Articles of Association Article 3 that shall then be read as follows:

## Aim, Objective and Business Activity Article 3

- 1. The aim and objective of the Company shall be in service sector, general trading, development and land transportation.
- 2. To attain the above-mentioned aim and objective as referred to in paragraph 1 hereof, the Company can perform business activities as follows:

## **Main Business Activity:**

- a. Running business in telecommunication and informatics industry including:
  - i. Data processing and telecommunications system (value added network services);
  - ii. Computer equipment rental;
  - iii. Management and informatics engineering consulting;
  - iv. Facility management services;
  - v. Contractor in development planning, computer software maintenance for domestic and abroad needs;
  - vi. Vocational training.
- b. i. General trading either for own calculation or by means of commission upon other parties account including import, export, interinsular, local and retail as well as supplier and distributor for any kinds of commodities.
  - ii. distributor, agent and or representatives of franchise for company or other entities either domestic or international acting as wholesaler, dealer, supplier, leveransir and commission house as well as other related activities;
  - iii. distribution, including retail chain.

## **Supporting Business Activities:**

- a. Running business in the sector of recreation centre, real estate, spaces and shop rents, construction engineering, building and public works as well as transportation for passengers and cargo.
- b. Conducting business that in relation and required to implement a business (business development) that both run by itself and / or through the subsidiaries.
- 3. To give approval, authority and/or power to the Company's Board of Directors with the right of substitution to perform all acts necessary and / or required in connection with the changes and realignment of the Company's Articles of Association as mentioned above including but not limited to restate those decisions, either partially or wholly in the form of a notarial deed, appear before the notary, submit and sign all requests and other necessary documents in accordance with the prevailing regulations and legislation, including to the Minister of Justice and Human Rights of the Republic of Indonesia in order to obtain approval for the amendment of the Company's Articles Association, without any exception.

#### Agenda V

The number of shares present at the Meeting
8,128,656,179 shares;
The number of disagreeing vote
1,098,584,929 shares;
The number of abstain vote
98,528,100 shares;

- The number of agreeing vote: 7,030,071,250 shares or representing 86.485% of the total attending vote in the Meeting (including the abstain vote)

Therefore, the Meeting has anonymously resolved:

 To accept the changes and ratification of the structure of the members of the Board of Commissioners and Board of Directors including the Independent Commissioners for the remaining tenure period that commence from the closing of this Meeting until the closing of the Annual General Meeting of Shareholders for fiscal year 2016 that will be held in 2017, the full structure is as follows:

#### **Board of Commissioners**

President Commissioner : Mr. Theo L. Sambuaga Independent Commissioner : Mr. Jonathan L Parapak

Independent Commissioner: Mr. DR. Isnandar Rachmat Ali, SE, MM

Commissioner : Mr. Jefrey Koes Wonsono Commissioner : Ms. Viven G. Sitiabudi Commissioner : Mr. Benny Haryanto

#### **Board of Directors**

President Director : Mr. Eddy Harsono Handoko
Independent Director : Mr. Reynold Pena Ong
Director : Mr. Harijono Suwarno
Director : Mr. Richard H. Setiadi
Director : Mr. Lina H. Latif

- 2. To approve the remuneration systems including the salary or honorarium and allowances or other remuneration of the members of Board of Commissioners that based on performance orientation, market competitiveness and adjustment to the Company's financial capacity to fulfill and other necessary matters with the limit of collective amount of 0.3% of the Company's Consolidated Net Sales.
- 3. To authorize the Board of Commissioners to design, establish and enforce remuneration system, including honorarium, allowances, salaries, bonuses and/or other remuneration for the members of the Board of Directors that based on the performance orientation, market competitiveness and adjustment to the Company's financial capacity to fulfill and other necessary matters.
- 4. To provide authority and power with substitution right to the Company's Board of Directors to perform any action with respect to the change and affirmation to the structure member of Board of Commissioners and Board of Directors mentioned above including but not limited to restate the decision in the notarial deed, and then notify the Minister of Justice and Human Rights of the Republic of Indonesia in accordance with the prevailing regulations, registering the structure of Boards of Commissioners and the Board of Directors to the Company Registrar and to submit and sign all requests and/or other necessary documents without exemption in accordance with the prevailing regulations and legislation.

In relation to the resolution of Agenda II of the Meeting, the Board of Directors has set the schedule and procedure for dividend distribution as follows:

#### A. Schedule of Cash Dividend as follows:

Cum Dividend in Regular and Negotiated Market

Ex dividend in Regular and Negotiated Market

Cum Dividend in Cash Market

Ex Dividend in Cash Market

Ex Dividend in Cash Market

Recording Date

Payment of Cash Dividend

: 8 June 2015
: 11 June 2015
: 12 June 2015
: 11 June 2015
: 3 July 2015

#### **B.** Procedures of Distribution of Cash Dividend:

- For the shareholders whose shares are registered in the Collective Depository with PT. Kustodian Sentral Efek Indonesia ("KSEI"), the payments of cash dividend will be effected through KSEI and will be distributed into the Securities Company's account and/or Custodian Bank on 3 July 2015. Proof of payment of cash dividend for fiscal year 2014 will be delivered by KSEI to shareholders through Securities Company and/or Custodian Bank where the shareholders maintain their account;
- 2. For the shareholders whose shares have not been deposited in the Collective Depository, shall submit NPWP to Share Registrar PT Sharestar Indonesia, Gedung Citra Graha, 7<sup>th</sup> floor, Jl. Jend. Gatot Subroto Kaveling 35-36, Jakarta 12950, no later than 11 June 2015 at 16.00 hour Western Indonesian Time
- 3. Cash dividends will be taxed in accordance with the applicable laws and regulations on tax. The amount of tax imposed will be borne by the shareholders concerned and deducted from the amount of cash dividends the financial year 2014 that become the right to the respective shareholders.
- 4. For foreign shareholders who are foreign taxpayers that are subject to tax deduction based on tariff of Double Taxation Treaty (P3B) with Indonesia, shall submit the original certificate of domicile from their country of origin or a copy of such certificate that has

been legalized by Tax Office for Listed Companies to the KSEI or Share Registrar PT Sharestar Indonesia with the address Gedung Citra Graha, 7<sup>th</sup> floor, Jl. Jend. Gatot Subroto Kaveling 35-36, Jakarta 12950 no later than 26 June 2015, in the absence of the certificate mentioned above, cash dividends paid to foreign shareholders will subject to Income Tax Article 26 with a rate of 20%.

Jakarta, 3 June 2015 PT Multipolar Tbk. Board of Directors