



**PT AUSTINDO NUSANTARA JAYA Tbk**

**PT AUSTINDO NUSANTARA JAYA Tbk.**  
**(the “Company”)**

**ABRIDGED MINUTES OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors hereby announces to the shareholders of the Company the resolutions of the Annual General Meeting of Shareholders (the “**Meeting**”) of the Company, which was held on:

Date : Wednesday, May 24, 2017  
Time : 1.15 – 2.05 pm West Indonesia Time (WIB)  
Venue : Mercantile Athletic Club  
World Trade Center, Lantai 18  
Jl. Jenderal Sudirman Kav 31  
Jakarta 12920

**A. Agenda of the Meeting**

1. Approval and ratification on the Annual Report of the Company, which includes the Report on the Supervisory Duties of the Board of Commissioners and the ratification of the Consolidated Financial Statements of the Company for the year ending on December 31, 2016, including the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income for the year ending on December 31, 2016 and granting of full release and discharge from responsibilities (*acquitt et de charge*) to the Board of Directors and the Board of Commissioners for their management duties and supervisory duties carried out during the year ending on December 31, 2016.
2. Stipulation of use of net profit of the Company for the year ending on December 31, 2016.
3. Stipulation of the amount of salary and honorarium as well as other allowances for the members of the Board of Directors and the Board of Commissioners for the financial year of 2017.
4. Appointment of an independent public accountant to carry out audit on the Company for the financial year of 2017 and to approve the honorarium of the public accountant so appointed.

5. Change of the membership of the Board of Directors of the Company.
6. Granting of powers to the Board of Commissioners of the Company to carry out actions relating to the increase of the issued and paid-up capital resulting from the implementation of the Management Stock Option Plan (MSOP) which has been approved by the General Meeting of Shareholders held in 2013.

#### **B. Attendance of the Board of Commissioners and the Board of Directors of the Company**

The Directors who attended the Meeting were as follows:

President Director	: Mrs. Istini T. Siddharta
Director	: Mr. Sucipto Maridjan
Independent Director	: Mr. Lucas Kurniawan
Director	: Mr. Handi Belamande Syarif
Director	: Mr. Geetha Govindan K Gopalakrishnan
Director	: Mr. Sonny Sunjaya Sukada

The Commissioners who attended the Meeting were as follows:

President Commissioner (Independent)	: Mr. Adrianto Machribie
Independent Commissioner	: Mr. Arifin Mohamad Siregar
Commissioner	: Mr. George Santosa Tahija
Commissioner	: Mr. Sjakon George Tahija
Commissioner	: Mr. Istama Tatang Siddharta
Commissioner	: Mr. Anastasius Wahyuhadi
Independent Commissioner	: Mr. Josep Kristiadi

#### **C. Quorum of the Shareholders**

The Meeting was attended by the shareholders or their attorneys-in-fact representing 3,244,329,751 shares or equivalent to 97.97% out of 3,311,505,388 shares which represent all shares with valid voting rights (excluding 42,669,612 shares which have been bought back by the Company (treasury stock)).

#### **D. Opportunity to Ask Questions and/or to Provide Opinions**

Prior to taking a decision, the Chairman of Meeting provided an opportunity to the shareholders or their attorneys-in-fact to ask questions and/or to provide opinions for each agenda of the Meeting.

There was no question from the shareholders in the Meeting.

#### **E. Voting Mechanism**

Resolutions shall be made by deliberation to reach a consensus, failing which, decisions are made by voting.

## **F. Voting Results in Meeting**

For the first to the sixth agenda, there was no the shareholders of the Company or their attorneys-in-fact present at the Meeting, who casted abstain or disagree votes.

All of the shareholders of the Company or their attorneys-in-fact present at the Meeting provided votes to approve the resolutions, so that all the resolutions of the Meeting were approved by deliberations to reach consensus.

## **G. Meeting Resolutions**

### **The First Agenda:**

To approve and ratify the Annual Report of the Company for the year ending on December 31, 2016, including the Operational Report of the Company, the Supervisory Report of the Board of Commissioners and the Consolidated Financial Statements of the Company for the year ending on December 31, 2016, including the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income for the year ending on December 31, 2016 as well as to give full release and discharge of responsibilities (*acquitt et de charge*) to the members of the Board of Directors and the Board of Commissioners of the Company for their management duties and supervisory duties carried out during the year ending on December 31, 2016 to the extent that their actions are reflected in the Annual Report of the Company.

### **The Second Agenda:**

1. To approve the distribution of the net profit of the Company for the year ended December 31, 2016, as follows:
  - a. In the amount of Rp. 373,000,000 or equivalent with US\$ 28,054 by using the middle exchange rate of Bank Indonesia on May 23, 2017, of Rp. 13,296 per US\$1 will be allocated and recorded as a reverse fund.
  - b. In the amount of Rp. 59,607,096,984 will be distributed as a cash dividend to the shareholders of the Company so that each share will receive cash dividend of Rp. 18. The exchange rate for book-keeping purposes will use the middle exchange rate of Bank Indonesia on the Recording Date to determine the shareholders who are entitled to the cash dividend, namely on June 7, 2017.
  - c. The remaining balance will be recorded as retained earnings which will be used for the working capital of the Company.
2. To give powers and authorities to the Board of Directors of the Company to carry out any and all actions required in relation to the abovementioned resolutions in accordance with the prevailing laws and regulations.

### **The Third Agenda:**

To give authorities and powers to the Nomination and Remuneration Committee, one of the committees under the Board of Commissioners of the Company, to determine the salary and/or other allowances payable to the members of the Board of Commissioners and the Board of Directors of the Company.

### **The Fourth Agenda:**

To give authorities and powers to Board of Commissioners to appoint a Public Accountant to carry out audit on the Company for the financial year of 2017 including to determine the remuneration, subject to the recommendation of the Audit Committee of the Company.

### **The Fifth Agenda:**

1. To approve the resignation of Mr. Sucipto Maridjan from his position as a Director of the Company effectively as of the closing of the Meeting and to release and discharge Mr. Sucipto Maridjan from his responsibility during his term of office provided that his management duty has been carried out in accordance with the articles of association of the Company, the prevailing laws and regulations, including but not limited to Law Number 40 of 2007 concerning Limited Liability Company.
2. To approve and to appoint of Mr. Naga Waskita as a new Director of the Company which shall be effective as of the closing of the Meeting until the closing of the Annual General Meeting of Shareholders of the Company in 2022.
3. To approve and to re-appoint of Mr. Lucas Kurniawan as an Independent Director of the Company which shall be effective as of the closing of the Meeting until the closing of the Annual General Meeting of Shareholders of the Company in 2022.
4. To restate and stipulate the composition of the Board of Commissioners and the Board of Directors of the Company effectively as of the closing of the Meeting as follows:

#### **Board of Commissioners:**

President Commissioner (Independent)	: Mr. Adrianto Machribie
Independent Commissioner	: Mr. Arifin Mohamad Siregar
Commissioner	: Mr. George Santosa Tahija
Commissioner	: Mr. Sjakon George Tahija
Commissioner	: Mr. Istama Tatang Siddharta
Commissioner	: Mr. Anastasius Wahyuhadi
Independent Commissioner	: Mr. Josep Kristiadi
Independent Commissioner	: Mr. Darwin Cyril Noerhadi

#### **Board of Directors:**

President Director	: Mrs. Istini Tatiek Siddharta
Independent Director	: Mr. Lucas Kurniawan
Director	: Mr. Handi Belamande Syarif
Director	: Mr. Sonny Sunjaya Sukada
Director	: Mr. Geetha Govindan K Gopalakrishnan
Director	: Mr. Naga Waskita

The term of office of the Board of Commissioners and the Board of Directors is until the closing of the Annual General Meeting of Shareholders in 2020, except that the term of office of Mr. Darwin Cyril Noerhadi as an Independent Commissioner is

until the closing of the Annual General Meeting of Shareholders of the Company in 2021 and the term of office of Mr. Lucas Kurniawan as an Independent Director and Mr. Naga Waskita as a Director is until the closing of the Annual General Meeting of Shareholders of the Company in 2022.

5. To give authorities and powers to the Board of Directors of the Company, with the right of substitution, to state the composition of the Board of Commissioners and the Board of Directors of the Company in a notarial deed, and to notify the relevant authorities as well as to carry out all and any actions required in relation to such resolutions in accordance with the prevailing laws and regulations.

### **The Sixth Agenda:**

1. To give powers to the Board of Commissioners of the Company to carry out actions in relation to the increase of the issued and paid up capital of the Company in relation to the implementation of the Management Stock Option Plan (MSOP) in accordance with to the resolutions of the Extraordinary General Meeting of Shareholders of the Company as stated in a deed drawn up before Doktor Irawan Soerodjo, Sarjana Hukum, Magister Sains, Notary in Jakarta, dated January 17, 2013, number 161, in relation to the Initial Public Offering of the Company.
2. To reconfirm and approve the issuance of new shares from the portfolio of the Company of maximum 1.5% of the total issued and paid up capital of the Company or maximum 50,000,000 shares with a total nominal value of Rp. 5,000,000,000 as well as to approve the amendment to the Articles of Association of the Company in relation to the increase of the issued and paid up capital of the Company in conjunction with the implementation of the Management Stock Option Plan (MSOP).
3. Furthermore, for the implementation of each of the issuance of new shares in relation to the Management Stock Option Plan (MSOP), to give powers to the Board of Commissioners of the Company and/or the Board of Directors of the Company and/or the Corporate Secretary of the Company, to carry out all and any actions required, including but not limited to the following:
  - a. to determine the definitive number of the newly issued shares and to determine the increase of the issued and paid up capital and to restate the Articles of Association of the Company in relation to the increase of the issued and paid up capital and to state the above in a notarial deed, including to state the composition of the shareholders in such deed (if required) and to submit for approval of and/or to notify the Minister of Laws and Human Rights and other relevant authorities.
  - b. to register the shares issued in the Management Stock Option Plan (MSOP) on the Indonesia Stock Exchange with due observance to the prevailing capital market laws and regulations as well as to register such shares in the Collective Depository pursuant to the regulations of PT Kustodian Sentral Efek Indonesia as well as other prevailing laws and regulations for the abovementioned matters.
  - c. to carry out all and any actions required pursuant to the prevailing laws and regulations.

## H. Schedule and Procedures for the Payment of the Cash Dividend of 2016

In accordance with the resolutions of the second agenda of the Meeting, the Board of Directors of the Company announces the schedule and procedures for the payment of the cash dividend for the year ending on December 31, 2016, namely:

1. The schedule for the payment of the cash dividend:

Remark	Date
Cash cum dividend in Regular Market and Negotiable Market	Friday, June 2, 2017
Cash ex dividend in Regular Market and Negotiable Market	Monday, June 5, 2017
Cash cum dividend in Cash Market	Wednesday, June 7, 2017
Cash ex dividend in Cash Market	Thursday, June 8, 2017
Recording date of shareholders entitled for cash dividend	Wednesday, June 7, 2017
Cash dividend payment	Friday, June 23, 2017

2. The procedures for the payment of the cash dividend:

- a. Cash dividend will be paid to the shareholders whose names are registered in the Shareholders Register of the Company on June 7, 2017 at 4 PM WIB.
- b. To the holders of securities account with PT Kustodian Sentral Efek Indonesia (“KSEI”) in the Collective Depository (Securities Company or Custodian Bank), the dividend will be paid to the account of the Securities Company or the Custodian Bank where the relevant shareholder opened its securities account. Written confirmation regarding the distribution of the cash dividend will be delivered by KSEI to the Securities Company or the Custodian Bank. For the shareholders whose shares are not registered in the Collective Depository of KSEI, the cash dividend will be transferred to their account.
- c. Cash dividend is subject to tax in accordance with the prevailing taxation laws and regulations. Such tax shall be borne by the shareholders and will be deducted from the cash dividend payable to such shareholders.
- d. For the domestic shareholders which are a legal entity taxpayer and have not yet submitted the Taxpayer Registration Number (the “NPWP”), they are required to submit the NPWP to KSEI or PT Datindo Entrycom (the Shares Administration Agency of the Company) at the latest on June 7, 2017 at 4 PM WIB. Without the NPWP, the cash dividend payable to such domestic legal entity taxpayer will be deducted with Income Tax at the rate of 30%.
- e. For foreign shareholders whose tax deduction will be made in accordance with the Double Tax Avoidance Treaty, they are required to fulfill the requirements of Article 26 Law No. 36 of 2008 as well as to submit a Certificate of Domicile in the forms and procedures as required under the prevailing laws and regulations to KSEI or PT Datindo Entrycom at the latest on June 7, 2017 at 4 PM WIB. Without the required documents, the cash dividend payable to such foreign shareholders will be deducted with Article 26 Income Tax at the rate of 20%.

**Jakarta, May 29, 2017**  
**Board of Directors of the Company**