

# Annual General Meeting of Shareholders Financial Year 2015

Day/Date : Friday, April 22, 2016

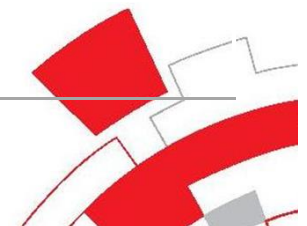
Time : 13:30 Jakarta Time

Venue : Grand Ballroom Kempinski  
West Mall, Grand Indonesia Shopping Town 11<sup>th</sup> Floor  
Jl. M.H Thamrin No 1, Jakarta



# AGMS Agenda

- 1** Approval of the Company's Annual Report for the 2015 financial year, including the Board of Commissioners' Supervisory Report.
- 2** Ratification of the Company's financial statements and Partnership and Community Development Program (*Program Kemitraan dan Bina lingkungan*) Annual Report for the 2015 financial year and acquittal and discharge of all members of the Board of Directors and the Board of Commissioners.
- 3** Implementation of Minister of State-Owned Enterprise Regulation Number PER-09/MBU/07/2015 about Partnership Program and Community Development Program in State-Owned Enterprise.
- 4** Appropriation of the Company's net income for the 2015 financial year.
- 5** Determination of remuneration for members of the Board of Directors and the Board of Commissioner for the 2016 financial year.
- 6** Appointment of a Public Accounting Firm to audit the Company's financial statements for the 2016 financial year, including audit of internal control over financial reporting and appointment of a Public Accounting Firm to audit the financial statement of the Partnership and Community Development Program for the 2016 financial year.
- 7** Delegation of authority to the Board of Commissioners for use/diversion Company's Treasury Stock from Share Buyback IV.
- 8** Changes in Composition of the Board of the Company.



## Agenda 1

**Approval of the Company's Annual Report for the 2015 financial year, including the Board of Commissioners' Supervisory Report**

# Agenda 1

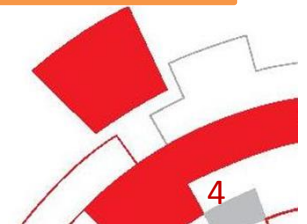
Approval of the Company's Annual Report for the 2015 financial year, including the Board of Commissioners' Supervisory Report.

## Laws & Regulations

- Article 23 paragraph (2) of Company's Article of Association
- Article 23 paragraph (1) Law No.19 Year 2003 regarding State Owned Enterprise.
- Article 69 Law No.40 Year 2007 regarding Limited Liabilities Companies.

## Objective & Reasons

- The Company Annual Report financial year of 2015 is available and can be retrieved from the company's website ([www.telkom.co.id](http://www.telkom.co.id)) and Indonesia Stock Exchange's website ([www.idx.co.id](http://www.idx.co.id)) on the day of invitation release and to be approved and validated in the 2016 Annual General Meeting of the Shareholders .
- Board of Commissioners will submit Board of Commissioners Supervisory Actions Reports



## Agenda 2

Ratification of the Company's financial statements and Partnership and Community Development Program (*Program Kemitraan dan Bina lingkungan*) Annual Report for the 2015 financial year and acquittal and discharge of all members of the Board of Directors and the Board of Commissioners

## Agenda 2

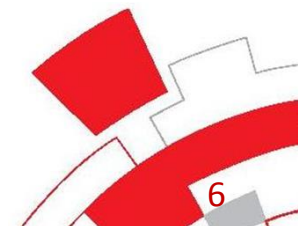
Ratification of the Company's financial statements and Partnership and Community Development Program (*Program Kemitraan dan Bina Lingkungan*) Annual Report for the 2015 financial year and acquittal and discharge of all members of the Board of Directors and the Board of Commissioners.

### Laws & Regulations

- Article 69 Law No.40 Year 2007 regarding Limited Liabilities Companies
- Article 22 paragraph (2) and (3) Minister of State Owned Enterprises Regulation No.PER-05/MBU/2007 regarding the Partnership and Community Development Program of State owned Enterprises.

### Objective & Reasons

- Company's Consolidated Financial Statements for the financial year ended on Desember 31, 2015 is audited by Public Accountant Firm of Purwantono, Sungkoro dan Surja. The auditor's report with formal opinion "present fairly in all material respects" in accordance with Auditor report No.RPC-326/PSS/2016 dated February 26, 2016.
- The Annual report on the Partnership and Community Development Program for the financial year ended on Desember 31, 2015 is audited by Public Accountant Firm of Purwantono, Sungkoro dan Surja with opinion "present fairly in all material respects" in accordance with Auditor report No.RPC-103/PSS/2016/DAU dated January 27, 2016.



## Agenda 3

**Implementation of Minister of State-Owned Enterprise Regulation Number PER-09/MBU/07/2015 about Partnership Program and Community Development Program in State-Owned Enterprise**

# Agenda 3

Implementation of Minister of State-Owned Enterprise Regulation Number PER-09/MBU/07/2015 about Partnership Program and Community Development Program in State-Owned Enterprise.

## Laws & Regulations

- Article 27 Minister of State Owned Enterprises Regulation No.PER-09/MBU/07/2015 regarding the Partnership and Community Development Program of State owned Enterprises

## Objective & Reasons

As State own Enterprise, Telkom is required to distribute the Partnership and Community Development Program (PKBL) based on regulation :

- Minister of SoE Rules No.PER-05/MBU/2007 dated April 27, 2007, regarding SoE's Partnership and Community Development Program (PKBL) stated that source of PKBL's fund is a net profit allowance of the previous period. The regulation was amended with the Minister of SoE Rules No.PER-08/MBU/2013 dated September 10, 2013 changed that the distribution of PKBL's fund is calculated as the cost of the current year. Then, the regulation was amended with the Minister of SoE Rules No.PER-07/MBU/05/2015 dated May 22, 2015.
- Those regulations above were revoked and declared inapplicable after the regulation No.PER-09/MBU/7/2015 was issued at July 3, 2015, there are some changes mainly related to the source of funds of PKBL comes from net profit allowance of the previous period.



## Agenda 4

Appropriation of the Company's net  
income for the 2015 financial year

# Agenda 4

Appropriation of the Company's net income for the 2015 financial year.

## Laws & Regulations

- Article 11 paragraph (2) point (b) and Article 25 of Company's Article of Association
- Article 70 and 71 Law No.40 Year 2007 concerning Limited Liabilities Companies
- Article 8 Minister of State Owned Enterprises Regulation No.PER-05/MBU/2007 dated April 27, 2007 regarding the Partnership and Community Development Program of State owned Enterprises

## Objective & Reasons

Net profit of Telkom for the financial year of 2015 will be allocated as follows:

1. Dividends for the Shareholders
2. Partnership and Community Development Program
3. Retained Earnings in order support the Company's investment activities

## Agenda 5

**Determination of remuneration for  
members of the Board of Directors and  
the Board of Commissioner for the  
2016 financial year**

# Agenda 5

Determination of remuneration for members of the Board of Directors and the Board of Commissioner for the 2016 financial year.

## Laws & Regulations

- Article 16 paragraph (17) and Article 19 paragraph (13) Company's Article of Association
- Article 96 and Article 113 Law No. 40 Year 2007 regarding Limited Liabilities Companies
- Minister of State Owned Enterprises Regulation No.PER-04/MBU/2014 regarding Guidelines for Income Determination of the Board of Directors, the Board of Commissioners and the Board of Supervisory of State-Owned Enterprises

## Objective & Reasons

- In accordance with Company's Article of Association, salary/honorarium and allowance for the member of the Board of Directors and the Board of Commissioners shall be determined by the General Meeting of Shareholders, where the authority of the General Meeting of Shareholders may be delegated to the Board of Commissioners.
- As State owned enterprises, determination of the compensation of the Board of Directors and Board of Commissioners is to align with Minister of State Owned Enterprises Regulation No.PER-04/MBU/2014. In accordance with the regulation, determination of the compensation in the form of salary/honorarium, allowance and fixed facilities also tantiem/performance based incentive which is variable must considering business's size, complexity, inflation, financial condition, general compensation in similar industry and other relevant factors, as long as not contradicted with the prevailing laws and regulations.

## Agenda 6

Appointment of a Public Accounting Firm to audit the Company's financial statements for the 2016 financial year, including audit of internal control over financial reporting and appointment of a Public Accounting Firm to audit the financial statement of the Partnership and Community Development Program for the 2016 financial year

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Appointment of a Public Accounting Firm to audit the Company's financial statements for the 2016 financial year, including audit of internal control over financial reporting and appointment of a Public Accounting Firm to audit the financial statement of the Partnership and Community Development Program for the 2016 financial year.

## Laws & Regulations

- Article 11 paragraph (2) & Article 20 paragraph (2) point (e) of Company's Article of Association

## Objective & Reasons

In accordance with Company's Article of Association, the Annual General Meeting of Shareholders determines the Public Accountant Firm to audit on going Company Report based on proposal from Board of Commissioners or conferral of power on the Board of Commissioners to determine Public Accountant Firm.

## Agenda 7

Delegation of authority to the Board of  
Commissioners for use/diversion  
Company's Treasury Stock from Share  
Buyback IV

# Agenda 7

Delegation of authority to the Board of Commissioners for use/diversion Company's Treasury Stock from Share Buyback IV.

## Laws & Regulations

- Article 38 and 39 Law No.40 Year 2007 regarding Limited Liabilities Companies
- Article 4 of Regulation No.XI.B.2 on Share Buyback that Have Been Issued by an Issuer Or Public Company (attachment of Chairman of Bapepam-LK Decision (now OJK) No.Kep-105/BL/2010, dated 13 April 2010) ("Regulation XI.B.2").
- Article 9 Financial Service Authority Regulation No.2/POJK.04/2013 regarding Share Buybacks of Issuers and Publicly Listed Companies in Significantly Fluctuating Market Conditions.

## Objective & Reasons

- To grant authority and authorize to the Board of Commissioners for use/diversion Company's Treasury Stock from Share Buy Back IV with prior approval from Series A Dwiwarna.
- This authority applies 1 (one) year and aims to create flexibility of use or transfer of treasury stock from Share Buy Back IV.



## Agenda 8

Changes in Composition of the Board  
of the Company

# Agenda 8

## Changes in Composition of the Board of the Company.

### Laws & Regulations

- Article 16 (9) and Article 19 (9) Company's Article of Association.
- Article 16 paragraph (4) and Article 28 paragraph (3) Law No.19 Year 2003 regarding State Owned Enterprise.
- Article 105 (1) and Article 111 (1) Law No.40 Year 2007 regarding Limited Liabilities Companies.
- Financial Service Authority Regulation No.33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Company.
- Minister of State Owned Enterprises Regulation No.PER-03/MBU/02/2015 regarding Conditions, Appointment and Discharge of the Board of Directors of State Owned Enterprises Change of the Member of the Board of Commissioners and/or Board of Directors of the Company.
- Minister of State Owned Enterprises Regulation No.PER-02/MBU/02/2015 regarding Condition, Appointment and Discharge of the Board of Commissioners and Board of Supervisory of State Owned Enterprises

### Objective & Reasons

- As State Owned Enterprises and in accordance with Company's Article of Association, holders of Serial A Dwiwarna shares hold the right to nominate, appoint and terminate the members of the Board of Directors and/or Board of Commissioners.
- Currently, the Company has not received the list of the proposed nominees for members of the Board of Commissioners and Directors, therefore the Company cannot provide the names of the candidates for the proxy.



**Thank You**