

Material
Annual General Meeting of Shareholders
PT Elnusa Tbk



Meeting Schedule

Date/Day

Friday, 19th May 2017

Time

14.30 WIB - finish

Venue

**Ruang Udaya - Graha Elnusa 1st floor
Jl. TB Simatupang kav 1B Jakarta Selatan**

Meeting Agenda

1

Approval for the 2016 Annual Report including the Supervisory Report of Board of Commissioners and Validation of the Company's Financial Statements for the year ending on December 31, 2016.

2

Determination of the use of Company's Net Profit in 2016 Fiscal Year.

3

Determination of Tantiem for 2016 and Remuneration for 2017 for members of Board of Directors and Board of Commissioners.

4

Appointment of Public Accountant to Audit the Company's Annual Financial Calculation for 2017 Fiscal Year.

5

Approval for the Changes in the Company's Management.

Agenda 1

Approval of the Annual Report 2016 including the Supervision Report of the Board of Commissioners and Approval of the Financial Statement ended December 31, 2016.

Background

In order to comply with (i) Article 9 paragraph 3 and Article 20 of The Company's Articles of Association juncto Articles, 66, 67, 68 of Law No. 40 of 2007 on Limited Liability Companies ("UUPT")

Explanation

The Company's Annual Report for the fiscal year ended on December 31, 2016 containing Report on the Supervisory of the Board of Commissioners and Company's Financial Statements which already audited by the Public Accounting Firm of Purwantono, Sungkoro & Surja member of Ernst & Young Global Limited Firm as submitted to the Independent Auditor Report dated February 8, 2017, No. RPC-2927/PSS/2017 with unqualified opinion.

Material Agenda 1 are listed on Company's Annual Report in 2016 fiscal year, which integrated with Supervisory of the Board of Commissioners and the Consolidated Financial Statements for fiscal year ended on December 31, 2016 which are accessible through the Company's website (www.elnusa.co.id) and has been available at Company's head office since April 27, 2017.

Agenda 2

Determination of the use of Company's Net Profit in 2016 Fiscal Year

Background

According to Article 20 and Article 21 Company's Article of Association juncto Articles 70 and 71 UUPT, Company's Net Profit in a fiscal year as stated in the balance sheet and profit and loss calculation which has been approved by Annual General Meeting of Shareholder and represents a positive retained earnings, divided by the determined by the GMS.

Explanation

Company's Net Profit for fiscal year ended on December 31, 2016 is Rp310.910.780.392,- are a net profit which attributable to the owners of the parent. In this agenda, The Company will propose to the Annual General Meeting of Shareholder to approve the use of the Company's net income as follows:

- a. As a general reserve to comply Article 70 of Limited Liability Company Law No. 40 of 2007, which is used in accordance with Article 22 of the Company Articles Association.
- b. Cash dividend payment for 2016 fiscal year
- c. As a Company's Retained Earnings

Policy Of Dividen:

Accordance with the prospectus Initial Public Offering in 2008, the Company planned and try to distribute dividends to stockholders in cash at least once in a year if there are corporate profits. Proposed determination of the amount and payment of dividends will depends on the recommendation of the Board Directors of the Company by considering :

- Conditions in the industrial sector
- Company's development plan and capital expenditure
- Conditions of cash flows and working capital requirements of the Company
- Capital structure policy

Dividend Payment Chronology for 2014 and 2015 Fiscal Year

Dividend for Fiscal Year	2015	2014
Shared Cash Dividend	Rp75,1 billion	Rp288,6 billion
Each share Sheet Dividend	Rp10,3	Rp39,5
Dividend Shared Ratio	20%	70%
Date of Announcement	2 May 2016	12 May 2015
Payment Date	1 June 2016	3 June 2015

*) Payment of dividend conducted 30 days after the submission of a summary of the minutes of the GMS.

Agenda 3

Determination of Tantiem Year 2016 and Remuneration Year 2017 for Members of Board of Directors & Board of Commissioners

Background

In accordance with Article 14 paragraph (8), Article 17 paragraph (9) and Article 21 of the Company's Articles of Association juncto Articles 96 and 113 UUPT, the nominal of salary or honorarium and allowances for members Board of Directors and Board of Commissioners shall be determined by the GMS.

Explanation

The determination of income in the form of salaries / honorarium, allowances and fixed facilities shall be conducted by taking into account factors of income, condition and financial capability of the Company and the rate of inflation and other relevant factors and not contrary to the prevailing laws and regulations.

While the determination of tantiem is done by considering the realization factor of the Company's performance, the level of health, condition and financial ability of the Company during the current fiscal year.

Remuneration Components of Board Commissioners and Board of Director for 2016 and 2015 Fiscal Year

Component	2016	2015
Board Commissioners		
Honorarium, THR	Rp1.746.360.000	Rp1.833.592.000
Tantiem	Rp1.861.186.454	Rp2.211.973.841
Retired	Rp413.459.507	Rp371.071.529
Tax	Rp1.269.561.305	Rp1.304.661.295
Etc (dues)	-	-
Amount	Rp5.290.567.266	Rp5.721.298.665
Board of Directors		
Salary, THR	Rp8.539.974.943	Rp8.295.023.712
Tantiem	Rp3.774.748.427	Rp5.300.613.699
Retired	Rp1.106.191.781	Rp2.314.125.000
Tax	Rp4.739.934.522	Rp5.446.312.365
Etc (dues)	Rp228.778.929	Rp102.629.847
Amount	Rp18.389.628.603	Rp21.458.704.623

Agenda 4

The appointment of a Public Accountant to audit the Company's annual report for the Fiscal Year 2017.

Background

- Rule of Bursa Efek Indonesia ('BEI') Number I.E Attachment Decision of Board Directors of PT Bursa Efek Jakarta no. Kep 306/BEJ/07-2004 dated July 19, 2004 regarding Obligation of Information Submission;
- Rule Number VIII. A.2 Attachment of Decision of the Chairman of Bapepam and LK No. Kep-86/BL/2011 dated February 28, 2011 concerning Independence of Accountant Providing Services in Capital Market;
- Rule of the Financial Services Authority (d/h Bapepam-LK), No. X.K.2 Attachment of Decision of the Chairman of Bapepam and LK Number: Kep-346/BL/2011 dated July 5, 2011 concerning Submission of Periodic Issuer's Financial Statement or Public Company;
- Rule of the Financial Services Authority Number 10/POJK.04/2017 concerning Amendment to POJK Number 32/POJK.04/2014 concerning the Plan and Implementation of the Company's Open Company General Meeting of Shareholders.

Explanation

- The Company must submit audited and/or unaudited audited Financial Statements to the Financial Services Authority and the Indonesia Stock Exchange periodically. The audited financial statements shall be performed by an Independent Public Accountant with the objective of obtaining a fair opinion on the Company's Financial Statements.
- The provision of general audit services to the client's financial statements may only be made by the Public Accounting Firm for the last six consecutive years and by an Accountant for a maximum of three successive consecutive years.
- The appointment of a public accountant shall be decided in the General Meeting of Stockholders with due regard to the proposal of the Board of Commissioners. In the event that the GMS can not decide the appointment of a public accountant, the GMS may delegate such authority to the Board of Commissioners with the explanation and criteria of the appointed public accountant.

The Public Accounting Firm that has audited the Financial Statements for the past three years as follows :

Fiscal Year	Accountant	KAP
2016	Widya Arijanti	Purwantono, Sungkoro & Surja
2015	Moch. Dadang Syachruna	Purwantono, Sungkoro & Surja
2014	Yusron Fauzan, S.E., Ak., CPA	Tanudiredja, Wibisana & Rekan

Agenda 5

Approval for The Changes in the Company's Management

Background

In accordance with Article 14 paragraph (3) and Article 17 paragraph (3) of the Company's Articles of Association and Article 3 and Article 23 POJK No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies stipulates that members of the Board of Directors and Board of Commissioners are appointed And dismissed by the GMS.

The term of office commencing from the date of the General Meeting of Shareholders appointing it and ending at the close of the 3rd Annual General Meeting of Stockholders after the date of its appointment without prejudice to the right of the GMS to terminate at any time.

Explanation

Changes in composition management of the Company in view of existence of the members Board of Commissioners and the Board of Directors that will be terminated, as well as for other members of the Board Directors or Board Commissioners according to the proposal of the controlling stockholders of the Company.

Current Corporate Governance Structure and its Basis of Appointment

Name	Position	Basis of Appointment
Board of Commissioners		
Syamsu Alam	President Commissioner	AGMS 29 April 2015
Pradana Ramadhian	Independent Commissioner	AGMS 28 April 2016
Rinaldi Firmansyah	Independent Commissioner	AGMS 9 May 2014
Budhi Himawan	Commissioner	AGMS 29 April 2015
Hadi Budi Yulianto	Commissioner	AGMS 9 May 2014
Board Of Directors		
Tolingul Anwar	President Director	AGMS 28 April 2016
Budi Rahardjo	Finance Director	AGMS 29 April 2015
Bambang Hermawan Kardono	Operations Director	AGMS 29 April 2015
Budhi Nugraha Pangaribuan	Business Development Director	AGMS 28 April 2016
Helmy Said	HR & GA Director	AGMS 9 May 2014

Curriculum Vitae (CV)
The Company Board Candidate

CV of Candidate of Independent Commissioner (Reappointed)



Name: **Rinaldi Firmansyah**

Place & Date of Birth: **Tanjung Pinang, 10 Juni 1960**

A. EDUCATION

1. Bachelor Degree in Electrical Engineering – Bandung Institute of Technology Bandung
2. Master Degree in Business Administration – IPMI International Business School
3. Doctorate Degree in Management – Padjadjaran University, Bandung

B. WORKING EXPERIENCES

1. Director – PT Bahana Securities – 1997 – 2001
2. President Director – PT Bahana Securities – 2001 – 2003
3. Vice President Commissioner – PT Bahana Securities – 2003 – 2004
4. Commissioner and Chief Auditor – PT Semen Padang – 2003 – 2004
5. Finance Director – PT Telekomunikasi Indonesia Tbk – 2004 – 2007
6. President Director – PT Telekomunikasi Indonesia Tbk – 2007 – 2012
7. Independent Commissioner – PT Blue Bird Tbk – 2014 – Present
8. Independent Commissioner – PT Elnusa Tbk – 2014 - Present
9. Independent Commissioner – PT Telekomunikasi Indonesia Tbk – 2015 – Present

CV of Candidate of Commissioner



Name: **Yudo Irianto**

Place & Date of Birth: **Kebumen, 14 Oktober 1963**

A. EDUCATION

1. Bachelor Degree in Economic Accounting – Diponegoro University
2. Master Degree in Management – Padjajaran University

B. WORKING EXPERIENCES

1. Human Resource Department – PT Pertamina (Persero) 1990-2001
2. Human Resources & General Affairs Manager – PT Pertamina (Persero) – 2006-2007
3. VP Group Shared Service– PT Pertamina (Persero) – 2008-2009
4. VP HR Operations – PT Pertamina (Persero) – 2009-2013
5. VP People Management– PT Pertamina (Persero) – 2013-2017
6. SVP HR Development– PT Pertamina (Persero) – 2017 - present

CV of Candidate of Director



Name: **Elizar P. Hasibuan**

Place & Date of Birth: **Jakarta, 28 Maret 1964**

A. EDUCATION

1. Bachelor Degree in Engineering–University of Indonesia
2. Master Degree in Economics Management – University of Arizona

B. WORKING EXPERIENCES

Has experience with various position in PT Pertamina (Persero) since 1990

1. AST II Logistik UP IV Cilacap – 1990-1994
2. Manjer Supply Chain – PT Pertamina EP Reg. Sumatera – 2006
3. Manager Procurement Head Office– PT Pertamina EP (pusat) – 2009-2013
4. VP SCM & General Services– SCM Jakarta – 2013-2015
5. VP SCM & General Serices – PT Pertamina (Persero)- present



Name: **RM. Happy Paringhadi J.S**

Place & Date of Birth: **Solo, 21 Juli 1962**

A. EDUCATION

S-1 Teknik Kimia– Semarang

B. WORKING EXPERIENCES

Has experience with various position in PT Pertamina (Persero) since 1990

1. Head of Control Process – UP V Balikpapan – 2000-2004
2. Head of Planning & Development – UP V Balikpapan– 2008
3. HR Area Manager – Refinery Unit IV Cilacap – 2011-2012
4. Manpower Planning & Development Manager – PT Pertamina (Persero)- 2013-2015
5. Leadership & People Development Manager – PT Pertamina (Persero) - present

Thank You