



**Material
Annual General Meeting of Shareholders
PT Elnusa Tbk**

Meeting Schedule

Date/Day

Monday, 14th May 2018

Time

14.00 WIB - finish

Venue

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

Meeting Agenda

1

Approval for the 2017 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, 2017.

2

Determination of the use of Company's Net Profit in 2017 Fiscal Year.

3

Determination of Tantiem for 2017 and Remuneration for 2018 for members of Board of Directors and Board of Commissioners.

4

Appointment of Public Accountant to Audit the Company's Annual Financial Calculation for 2018 Fiscal Year.

5

Approval for the Changes in the Company's Management.

Agenda 1

Approval of the Annual Report 2017 including the Supervision Report of the Board of Commissioners and Approval of the Financial Statement ended December 31, 2017.

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 14, 2018, RPC-5687/PSS/2018 with present fairly in all material respects opinion.

Material Agenda 1 are listed on Company's Annual Report in 2017 fiscal year, which integrated with Supervisory of the Board of Commissioners and the Consolidated Financial Statements for fiscal year ended on December 31, 2017 which are accessible through the Company's website (www.elnusa.co.id) and has been available at Company's head office since April 20, 2018.

Agenda 2

Determination of the use of Company's Net Profit in 2017 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, 2017 is Rp247.140.000.000 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 2015 and 2016 Fiscal Year

Dividend for Fiscal Year	2016	2015
Shared Cash Dividend	Rp31,09 billion	Rp75,1 billion
Each share Sheet Dividend	Rp4,26	Rp10,3
Dividend Shared Ratio	10%	20%
Date of Announcement	23 May 2017	2 May 2016
Payment Date	22 June 2017	1 June 2016

*) Payment of dividend conducted 30 days after the being decided in the Annual GMS.

Agenda 3

Determination of Tantiem Year 2017 and Remuneration Year 2018 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 2017 and 2016 Fiscal Year

Component	2017	2016
Board Commissioners		
Honorarium, THR	Rp2.022.602.400	Rp1.746.360.000
Tantiem	Rp2.507.563.252	Rp1.861.186.454
Retired	-	Rp413.459.507
Tax	R1.584.259.454	Rp1.269.561.305
Etc (dues)	Rp43.376.534	-
Amount	R6.157.801.640	Rp5.290.567.266
Board of Directors		
Salary, THR	Rp10.009.860.000	Rp8.539.974.943
Tantiem	Rp5.287.698.754	Rp3.774.748.427
Retired	Rp914.636.066	Rp1.106.191.781
Tax	Rp5.952.856.853	Rp4.739.934.522
Etc (dues)	Rp514.662.752	Rp228.778.929
Amount	Rp22.679.714.425	Rp18.389.628.603

Agenda 4

The appointment of a Public Accountant to audit the Company's annual report for the Fiscal Year 2018.

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
2017	Moch. Dadang Syachruna	Purwantono, Sungkoro & Surja
2016	Widya Arijanti	Purwantono, Sungkoro & Surja
2015	Moch. Dadang Syachruna	Purwantono, Sungkoro & Surja

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		
Gigih Prakoso	President Commissioner	EGMS 5 March 2018
Pradana Ramadhian	Independent Commissioner	AGMS 28 April 2016
Rinaldi Firmansyah	Independent Commissioner	AGMS 19 May 2017
Narendra Widjajanto	Commissioner	EGMS 5 March 2018
Yudo Irianto	Commissioner	AGMS 19 May 2017
Board Of Directors		
Tolingul Anwar	President Director	AGMS 28 April 2016
Budi Rahardjo	Finance Director	AGMS 29 April 2015
Elizar Parlindungan Hasibuan	Operations Director	AGMS 19 May 2017
RM Happy Paringhadi	HR & GA Director	AGMS 19 May 2017

Curriculum Vitae (CV)
The Company Board Candidate

CV of Candidate of Independent Commissioner



Name: **Lusiaga Levi Susila**

Place & Date of Birth: **Cianjur, 21 April 1956**

A. EDUCATION

Bachelor Degree in Physics from the Faculty of Mathematics and Life Sciences – Institut Teknologi Bandung - Bandung

B. WORKING EXPERIENCES

1. Started his career with Schlumberger in various countries from 1981-2005
2. Operation Director PT Saripari Pertiwi Abadi (2005 – 2008)
3. Operation Director PT Permata Drilling International (2008 – 2010)
4. Operation Director PT Pilar Anggaraksa (2010 – 2013)
5. Operation Director PT Elnusa Tbk (2013 – 2015)
6. CEO PT Samudra Energy (2016 – present)

Thank You