

# TOTO

## ANNOUNCEMENT

### SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND SCHEDULE AND TERM OF CASH DIVIDEND PAYMENT FOR 2015 FINANCIAL YEAR PT. SURYA TOTO INDONESIA Tbk Domiciled in West Jakarta ("the Company")

The Board of Directors of the Company hereby announces that on Monday, the 6<sup>th</sup> day of June 2016, in Warhol Room 1 and 2, Pullman Hotel Jakarta, Central Park Podomoro City, Jalan Letnan Jenderal S. Parman Kaveling 28, West Jakarta, the Company has convened the Annual General Meeting of Shareholders ("the Meeting").

The Meeting was opened at: 10.23 Western Indonesian Time

#### **Attendance of the Board of Directors and the Board of Commissioners of the Company:**

The members of the Board of Directors present at the Meeting are as follows:

President Director : Mister HANAFI ATMADIREJDA  
 Vice President Director : Mister YUJI INOUE  
 Director : Mister BENNY SURYANTO  
 Director : Mister JULIAWAN SARI  
 Director : Mister YUTAKA HIROTA  
 Director : Mister FERRY PRAJOGO  
 Director : Mister SETIA BUDI PURWADI  
 Director : Mister YASUO IZUISHI  
 Director : Mister ANTON BUDIMAN  
 Director (Independent) : Mister FAUZIE MUNIR

The members of the Board of Commissioners present at the Meeting are as follows:

President Commissioner : Mister MARDJOEKI ATMADIREJDA  
 Commissioner : Mister UMARSONO ANDY  
 Commissioner (Independent) : Mister SEGARA UTAMA  
 Commissioner (Independent) : Mister ACHMAD KURNIADI

#### **The Chairman of the Meeting:**

-The Annual General Meeting of Shareholders of the Company was chaired by Mister MARDJOEKI ATMADIREJDA, as the President Commissioner of the Company.

#### **The Shareholders' Attendance:**

-The Annual General Meeting of Shareholders of the Company was attended by the shareholders and their proxies representing 970,675,758 (nine hundred and seventy million six hundred and seventy five thousand seven hundred and fifty eight) shares or 94.06 % (ninety four point zero six percent) of 1,032,000,000 (one billion thirty two million) shares which constitute the entire shares issued by the Company.

#### **Opportunity to raise Question and/or to render Opinion:**

- The shareholders and their proxies were given the opportunity to raise question and/or to render opinion for each agenda of the Meeting.  
 -The First, Second and Third Agenda: one questioner.  
 -The Fourth, Fifth and Sixth Agenda, no shareholder and/or their

ii. the remaining balance shall be recorded as retained earnings, to increase the Company's working capital;  
 b. Grant power and authority to the Company's Board of Directors to do any and all actions necessary in relation with the abovementioned resolution, in accordance with the prevailing rules and regulations.

3. Duly accept appropriation report of limited public offering proceed which has been fully utilized.

4. Appoint registered Public Accountant Office to audit the Company's Financial Statement for the financial year ended on 31 December 2016, and grant authority to the Company's Board of Directors to determine the honoraria of such Independent Public Accountant and other terms of its appointment.

5. a. Grant full release and discharge (*acquies et de charge*) to the Board of Commissioners and the Board of Directors after the closing of this Meeting, for the supervisory and management action carried out during their office term as the Company's Board of Commissioners and Board of Directors, as long as such actions are reflected in the Company's books or records, and provided that such release and discharge related with their supervisory and management for the period starting from the first day of January two thousand and sixteen (1-1-2016) until the closing of this Meeting shall be granted at General Meeting of Shareholders which ratifies Annual Report of the Company for the 2016 financial year.

b. Appoint and determine the composition of the members of the Company's Board of Commissioners and the Board of Directors, commencing from the closing of this Meeting, with office term until the closing of the Company's Annual General Meeting of Shareholders in the year 2018, as follows:

Board of Commissioners :

President Commissioner : Mister MARDJOEKI  
 ATMADIREJDA

Vice President Commissioner : Mister DAIJIRO NOGATA  
 Commissioner : Mister UMARSONO ANDY  
 Commissioner (Independent) : Mister SEGARA UTAMA  
 Commissioner (Independent) : Mister ACHMAD KURNIADI

Board of Directors :

President Director : Mister HANAFI ATMADIREJDA  
 Vice President Director : Mister YUJI INOUE  
 Director : Mister BENNY SURYANTO  
 Director : Mister JULIAWAN SARI  
 Director : Mister YUTAKA HIROTA  
 Director : Mister FERRY PRAJOGO  
 Director : Mister SETIA BUDI PURWADI  
 Director : Mister YASUO IZUISHI  
 Director : Mister NOBUO ADACHI

proxies who raised question and/or rendered opinion.

**Resolution Adoption Mechanism :**

-Resolutions for the entire agendas were adopted based on amicable deliberation to reach mutual consensus, in the event amicable deliberation to reach mutual consensus failed to be achieved, then the resolutions were adopted by voting.

**Voting Result:**

**-The First, Second, Third, Fourth and Sixth Agenda:**

No shareholder and their proxies attending the Meeting, cast non-affirmative vote;

No shareholder and their proxies attending the Meeting, cast abstain vote (blank vote)

-All shareholders and their proxies attending the Meeting cast affirmative votes;

-Therefore the resolutions were approved by the Meeting by amicable deliberation to reach mutual consensus.

**-The Fifth Agenda:**

-The number of Non-Affirmative vote : 364,600 votes.  
- The number of Abstain Vote : 1,111,666 votes.  
-Therefore the total of Affirmative Vote : 970,311,158 votes or 99.96 %, or more than 1/2 (one-half) of the total votes legally cast at the Meeting.

**The Meeting Resolutions :**

1. Approve and ratify the Company's Annual Report for the financial year ended on 31 December 2015, including the Company's Activities Report, the Board of Commissioners' Supervisory Report, and the Company's Financial Statement for the financial year ended on 31 December 2015 and grant release and discharge (acquitt et decharge) to the Board of Directors and the Board of Commissioners for the management and supervisory carried out in the financial year ended on 31 December 2015 provided that such actions are reflected in such Annual Report;
2. a. Approve the utilization of net profit of the Company for 2015 financial year as follows :
  - i. Rp. 123,840,000,000.- (one hundred twenty three billion eight hundred and forty million Rupiah) shall be distributed as cash dividend, to the shareholders, that is for 1,032,000,000 (one billion thirty two million) shares, therefore each share shall receive cash dividend of Rp. 120.- (one hundred and twenty Rupiah), which shall be calculated with the interim dividend of Rp. 50.- (fifty Rupiah) per share, which has been distributed to the shareholders on 30 December 2015, therefore the remainder cash dividend which shall be distributed to the shareholders is Rp. 70.- (seventy Rupiah) per share, with due observance to the prevailing Financial Services Authority and Tax regulations;

Director : Mister ANTON BUDIMAN

Director (Independent) : Mister FAUZIE MUNIR

- c. Grant power and authority to the Company's Board of Directors, with substitution right, to restate the resolution in regards to the composition of the members of the Company's Board of Commissioners and the Board of Directors mentioned above in a deed made before a Notary, and subsequently to notify to the authorized officer, and to do any and all actions necessary in relation with such resolution in accordance with the prevailing rules and regulations.
6. a. Determine the honoraria and/or other remuneration for the Company's Board of Commissioners for 2016 financial year, at maximum amount of Rp. 6,079,200,000.- (six billion seventy nine million two hundred thousand Rupiah) per year, and grant authority to the President Commissioner to determine its allocation.  
b. Grant authority to the Company's President Commissioner to determine the salary and/or other remuneration to the members of the Board of Directors.

The Meeting was closed at: 11.23 Western Indonesian Time

**Schedule And Term of Cash Dividend Payment for 2015 Financial Year**

In accordance with the Meeting resolution, hereby is announced that the Company has resolved to pay cash dividend for 2015 financial year in the aggregate amount of Rp. 123,840,000,000.-, deducted with interim dividend in the amount of Rp. 51,600,000,000.- which has been paid on 30 December 2015, therefore the remaining balance of dividend for 2015 financial year which will be paid by the Company is in the amount of Rp. 72,240,000,000.- or each share will get remaining dividend payment of Rp. 70.-.

**Distribution Schedule of the Remaining Dividend:**

1. Cum cash dividend at Regular and Negotiation Market : 13 June 2016
2. Ex cash dividend at Regular and Negotiation Market : 14 June 2016
3. Cum cash dividend at Cash Market : 16 June 2016
4. Ex cash dividend at Cash Market : 17 June 2016
5. Recording date for entitlement to the dividend (DPS) : 16 June 2016
6. Cash dividend payment : 30 Juni 2016

**Term of the Remaining Dividend Payment.**

1. The Company will not issue special notice to shareholders in regards to the remaining dividend payment.
2. The remaining dividend (after taking into account the Income Tax in accordance to the prevailing tax regulation) shall be paid to the shareholders whose names are listed in Shareholders' Register on 16 June 2016 at 16.00 WIB.
3. For shares placed in the collective custody, the remaining dividend shall be paid by the Company to PT. Kustodian Sentral Efek Indonesia (PT.KSEI) for the interest of Security Company or the Custodian Bank holder of security account at PT.KSEI, which each of them in turn shall relay the remaining dividend to the relevant shareholders.
4. For shares that are not placed in collective custody, the remaining dividend shall be paid directly to the relevant shareholders. For shareholders who have notified their bank accounts to the Company, the remaining dividend payment shall be paid via bank transfer.