



## ANNOUNCEMENT

### EXTRACT OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AND SCHEDULE AND PROCEDURES OF DIVIDEND PAYMENT FOR THE FINANCIAL YEAR OF 2014 PT INTERMEDIA CAPITAL TBK

The Board of Directors of PT. Intermedia Capital Tbk (“Company”), having its domicile at Jakarta Selatan, hereby announces that on Friday, 17<sup>th</sup> April 2015, located at Grand Ballroom Mandarin Oriental Hotel Jakarta, the Company convened the Annual General Meeting of Shareholders (“AGMS”) and the Extraordinary General Meeting of Shareholders (“EGMS”). The AGMS begins at 10.15 WIB and followed by the opening of EGMS at 11.33 WIB.

#### A. Attendance by the Board of Commissioners and the Board of Directors of Company at the AGMS and EGMS

The Board of Commissioners		The Board of Directors	
President Commissioner	: Anindya Novyan Bakrie	President Director	: Erick Thohir
Commissioner	: Robertus Bismarka Kurniawan	Director	: RM. Harlin Erlianto Rahardjo
Independent Commissioner	: Ilham A. Habibie	Independent Director	: Juliandus A. Lumban Tobing

#### B. Agenda of AGMS

1. Approval and ratification of the 2014 Annual Report and the Company's Audited Report for the fiscal year ended on 31 December 2014 and granting full release and discharge (*acquies et de charge*) of all actions undertaken by the Board of Directors and the Board of Commissioners for their management of and oversight duties on the Company for the fiscal year ended on 31 December 2014;
2. Appropriation of the Company's Profit for the fiscal year ended on 31 December 2014;
3. Approval and granting authority to the Board of Directors to select and appoint Independent Public Accountant to audit the Company's book for the year ended on 31 December 2015 and to determine the honorarium of the Independent Public Accountant and terms and conditions;
4. Approval and ratification of the Report on the Realization and Utilisation of IPO Proceeds as of 31 December 2014; and
5. Approval on the amendment and restatement of the Company's Articles of Association to comply with the Regulations of Indonesia Financial Service Authority No. 32/POJK.04/2014 dated 8<sup>th</sup> December 2014 regarding Planning and Convening the General Meeting of Shareholders of Public Company and Regulation of Indonesia Financial Service Authority No. 33/POJK.04/2014 dated 8<sup>th</sup> December 2014 regarding the Board of Directors and the Board of Commissioners of Issuers or Public Company.

#### C. Agenda of EGMS

1. Approval on the changes of utilization of Company's IPO Proceeds in relation to the location of the landbank to be acquired by the Company from East Jakarta or Bekasi areas to be DKI Jakarta or Bekasi areas; and
2. Approval on the granting as security of substantial or all assets of the Company and its Subsidiary in respect of the loan facility or financing to be obtained by the Company and/or PT Visi Media Asia Tbk as the shareholders of the Company.

#### D. Quorum Requirements

Both AGMS and EGMS were attended by the shareholders or their authorized representatives/proxies, representing 3,894,715,980 shares or 99.32% of the total of 3,921,553,840 issued shares in the Company with valid voting rights.

#### E. Question and Answer

Before decision is made, the Chairman of AGMS and EGMS has given opportunity to the shareholders to raise question and/or to give opinion for each agenda of AGMS and EGMS.

#### F. Voting Mechanism

All decisions on each agenda of the AGMS and EGMS was made based on amicable deliberation to reach a mutual consensus. In the event where no amicable resolution is reached, the resolution was resolved by way of voting, and pursuant to Article 30 of Regulation of Indonesia Financial Service Authority No. 32/POJK.04/2014, those who were the abstentions shall be treated and included as part of the majority votes.

## G. Resolutions of AGMS

The resolutions of AGMS are as follows:

First Agenda of AGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal to 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the First Agenda	Resolved to approve and ratify the 2014 Annual Report of 2014 of Company's Audit Report for the fiscal year ended on 31 December 2014 and to grant full release and discharge (acquit et de charge) of all actions undertaken by the Board of Directors and the Board of Commissioners for their management of and oversight duties on the Company for the fiscal year ended on 31 December 2014		

Second Agenda of AGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal to 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the Second Agenda	<p>Resolved to approve and determine the use of the net profit recorded during the financial year ended December 31, 2014 to be as follows:</p> <ul style="list-style-type: none"> <li>IDR 5,000,000,000,- will be allocated as mandatory reserve to comply with Company's Articles of Association and Laws Number 40 of 2007 on Limited Liability Company;</li> <li>11.1% of the Company's net profit will be distributed as cash dividends to the shareholders whereby 1 (one) share each is entitled to receive cash dividends amounting to IDR 10,- or the total cash dividend of IDR39,215,538,400,-;</li> <li>The remaining net profit of IDR 308,949,194,531 will be booked as retained earnings and be used to strengthen the Company's capital;</li> <li>The payment of cash dividend will be made within 30 days as of the closing of this AGMS with the determined recording date of 29 April 2015; and</li> <li>To grant full power and authority to the Board of Directors to perform this resolution in accordance with the provision of Company's Article of Association and prevailing laws and regulations.</li> </ul>		

Third Agenda of AGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal with 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the Third Agenda	Resolved to approve the granting of authority to the Board of Directors to appoint Independent Public Accountant to audit the Company's Financial Report for financial year ended on 31 December 2015 including determination of honorarium of the Independent Public Accountant and other terms and conditions;		

Fourth Agenda of AGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal with 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the Fourth Agenda	Approved and ratified the the Report on Realization and Utilization of IPO Proceeds as of 31 December 2014		

Fifth Agenda of AGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal to 100% of the total attendance (unanimous decision)	Nil	Nil

Resolution on the Fifth Agenda	<p>1. Resolved to approve the amended and restated Articles of Association to be made to comply with the Regulation of Indonesia Financial Service Authority No. 32/POJK.04/2014 dated 8<sup>th</sup> December 2014 regarding Planning and Convening the General Meeting of Shareholders of Public Company and Regulation of Indonesia Financial Service Authority No. 33/POJK.04/2014 dated 8<sup>th</sup> December 2014 regarding the Board of Directors and the Board of Commissioners of Issuers or Public Company; and</p> <p>2. Resolved to grant power and authority to the Board of Directors with the right of substitution to prepare and finalize the amendment and restatement of Company's Articles of Association in the form of notarial deed, to report these amendment to the relevant authorities, and to perform any and all actions deemed necessary by the Board of Directors.</p>
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AGMS was adjourned at 11.27 WIB.

#### H. Resolutions of EGMS

The resolutions of EGMS are as follows:

First Agenda of EGMS			
Number of Shareholders who raise question	There was no shareholder raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal with 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the First Agenda	<p>1. Resolved to approve the changes of utilization of IPO proceeds in relation to the location of the landbank to be acquired by the Company from East Jakarta or Bekasi area into Jabodetabek areas;</p> <p>2. Resolved to approve the amendment to the provision of point 1.a - Chapter II of the Prospectus regarding the Plan for Utilization of IPO Proceeds to be as follows: "a. Around 30% will be used by the Company for land acquisition located in Jabodetabek areas".</p>		

Second Agenda of EGMS			
Number of Shareholders who raise question	There was no shareholders raising question.		
Voting Result	Affirmative Votes	Abstentions	Negative Votes
	3,894,715,980 shares or equal with 100% of the total attendance (unanimous decision)	Nil	Nil
Resolution on the Second Agenda	Resolved to approve the granting as security a substansial or all assets of the Company and is subsidiary in respect of loan facility or financing to be obtained by the Company and/or PT Visi Media Asia Tbk.		

EGMS was adjourned at 11.45 WIB

#### I. Schedule & Procedures of Cash Dividend Payment for the Financial Year of 2014

In accordance with the resolutions on the Second Agenda of AGMS, the Company hereby announces that the Company will distribute cash dividends for the financial year of 2014 to its shareholders in the total amount of IDR 39.215.538.400 which is equivalent to IDR 10 per share.

The schedules and procedures for the distribution of the cash dividends for the financial year of 2014 is as follows:

##### 1. Schedule

REMARKS		DATED
1.	Last date of the trading period of the Company is shares on the stock exchange with dividend rights (cum dividend): - Regular and Negotiation Markets - Cash Market	24 April 2015 29 April 2015
2.	First date of the trading period of the Company shares on the stock market without dividend rights (ex dividend): - Regular and Negotiation Market - Cash Market	27 April 2015 30 April 2015
3.	Recording Date	29 April 2015
4.	Payment Date	21 May 2015

##### 2. Procedures

- The cash dividends shall be paid to the shareholders whose names are registered in the Company's Register of Shareholders and/or in the sub-securities account with PT Kustodian Sentral Efek Indonesia (KSEI) on 29 April 2015 at 16.15 WIB (recording date).

- b. For shareholders whose shares are deposited with KSEI, the cash dividends shall be paid through KSEI and distributed to the sub securities account of the Securities Companies and/or Custodian Banks on 21 May 2015. The payment receipt of the cash dividend shall be given by KSEI to the Securities Companies or the Custodian Banks where the shareholders have opened their account. For shareholders whose shares are not deposited with the collective deposit in KSEI, the cash dividend will be transferred to the shareholders account.
- c. The cash dividends are subject to compulsory withholding taxes under the prevailing laws of the Republic Indonesia. The tax consequences will be borne by the relevant shareholders and the amount of cash dividends received by the shareholder will be nett after being deducted by applicable tax.
- d. Shareholders which are considered as on-shore Tax Payer in the form of legal entity, are required to register their Tax Payer Identification Number (Nomor Pokok Wajib Pajak/NPWP) to KSEI through Securities Companies or the Custodian Banks where the shareholders have opened their account or the Company Registrar, PT Datindo Entrycom, Puri Datindo – Wisma Sudirman, Jl. Jenderal Sudirman Kav. 34 Jakarta 10220 at the latest on 29 April 2015 at 16.00 WIB. If until the said date, KSEI or the Company Registrar has not received the NPWP, the cash dividends will be subject to withholding tax at the rate of 30%.
- e. Shareholders which are considered as off-shore Tax Payer which use the Tax Treaty under the Agreement on the Double Taxation Avoidance Agreement (Persetujuan Penghindaran Pajak Berganda/P3B) must comply the provision of Article 26 of Laws No. 36 Year 2008 regarding The Fourth Amendment to Laws No. 7 Year 1983 regarding Income Tax and submit the DGT-1 and DGT-2 forms legalized by Tax Office (Kantor Pelayanan Pajak Perusahaan Masuk Bursa) to KSEI or the Company Registrar at the latest on 29 April 2015 at 16.00 WIB. Without the required documents, the cash dividends will be subject to 20% income tax of Article 26.

**Jakarta, 21 April 2015**  
**PT Intermedia Capital Tbk.**  
**THE BOARD OF DIRECTORS**