



# **Materials**

## **Annual General Meeting of Shareholders**

### **PT Adaro Energy Tbk**

Jakarta, April 23, 2018

Below are the materials of the Annual General Meeting of Shareholders ("the Meeting") of PT Adaro Energy Tbk ("the Company"):

#### **1<sup>st</sup> Agendum**

##### **Approval of the Annual Report and the ratification of the Company's Consolidated Financial Statements for fiscal year 2017**

###### **Explanation:**

Approval of the Annual Report and the ratification of the Company's Consolidated Financial Statements ending December 31, 2017, which has been audited by Daniel Kohar of Public Accountant Firm Tanudiredja, Wibisana, Rintis dan Rekan (Member of PricewaterhouseCoopers Global Network) signed on February 28, 2018, with unqualified opinion.

#### **2<sup>nd</sup> Agendum**

##### **Determination of the use of the Company's net profit for fiscal year 2017**

###### **Explanation:**

Approval of the use of the Company's net profit for fiscal year 2017 for reserve allowance, final dividend payment, and retained earnings.

#### **3<sup>rd</sup> Agendum**

##### **Change in the composition of the Company's Management**

###### **Explanation:**

Approval of the re-appointment of all members of the Company's Board of Commissioners for the period from the closure of the Meeting until the closure of the Annual General Meeting of Shareholders in 2023; Approval to determine the termination of Siswanto Prawiroatmodjo as the member of the Company's Board of Directors effective from the closure of the Meeting.

**Below is the brief resume of proposed candidates for Board of Commissioners member to be re-appointed:**



**Edwin Soeryadjaya – President Commissioner**

68, an Indonesian citizen, he is the son of the late William Soeryadjaya, founder of PT Astra International Tbk (Astra) and is one of Indonesia's leading businessmen with a solid track record in various industries. He obtained a bachelor's degree in Business Administration from the University of Southern California in 1974. After spending 15 years with Astra from 1978, he left Astra as the Vice President Director in 1993. In 1998, he and Sandiaga Uno founded Saratoga Capital, an investment company diversified into mining, infrastructure, oil, gas, toll roads, plantations, automotive, ports and cruises.

As of 31st December 2017, Edwin Soeryadjaya is also President Commissioner of PT Viscaya Investments, PT Dianlia Setyamukti, PT Adaro Strategic Investments, PT Adaro Strategic Capital, PT Adaro Strategic Lestari, PT Saratoga Investama Sedaya Tbk, PT Tower Bersama Infrastructure Tbk, PT Mitra Pinasthika Mustika Tbk, PT Merdeka Copper Gold Tbk, and is a non-executive chairman of Interra Resources Limited.

He is a Chairman of the Adaro Bangun Negeri Foundation, a co-founder of the William Soeryadjaya Foundation, and the Head of Board of Trustees of the Ora Et Labora Foundation as of 31st December 2017.



**Theodore Permadi Rachmat – Vice President Commissioner**

Theodore Permadi Rachmat, 74, an Indonesian citizen. He started his career at Astra in 1968 after graduating from the Bandung Institute of Technology with a degree in mechanical engineering. In Astra, he held senior and executive positions in Astra, including President Director, President Commissioner, and Commissioner until 2005. As of 31st December 2017, he was a Commissioner at PT Multi Bintang Tbk from 2002 to 2007, and was the founder of the Triputra Group. He is also the Vice President Commissioner of PT Surya Esa Perkasa Tbk, a Commissioner of PT Viscaya Investments, PT Dianlia Setyamukti, PT Adaro Strategic Investments, PT Adaro Strategic Capital, and PT Adaro Strategic Lestari.

He also serves on the Supervisory Board of Adaro Bangun Negeri Foundation as of 31st December 2017.



**Arini Saraswaty Subianto - Commissioner**

47, an Indonesian citizen. As of 31st December 2017, her other positions include Commissioner of PT Surya Semesta Internusa Tbk, Commissioner of PT Dharma Satya Nusantara, President Director of PT Tri Nur Cakrawala, President Director of PT Pandu Alam Persada, President Director of PT Persada Capital Investama, Director of PT Panaksara, President Commissioner of PT Anugrah Kirana Sarana, Commissioner of PT Nuansa Nirmana Artistika, Commissioner of PT Casa Maha Rasa, Commissioner of PT Adaro Strategic Investment, Commissioner of PT Adaro Strategic Lestari and Commissioner of PT Adaro Strategic Capital.

She has a Bachelor of Fine Arts degree in Fashion Design from Parsons School of Design, New York (1991– 1994) and has a Master degree in Business Administration from Fordham University Graduate School of Business Administration, New York (1996–1998).



**Palgunadi Tatit Setyawan – Independent Commissioner**

78, an Indonesian citizen. He obtained a bachelor's degree in mechanical engineering from the Bandung Institute of Technology in 1962 and a diploma in ballistic engineering from the University of Belgrade's Yugoslavian Military Science and Industry Institute in 1966. He served in the Indonesian Army, reaching the rank of lieutenant colonel before retiring in 1981.

Palgunadi Tatit Setyawan joined PT United Tractors Tbk in 1982, initially serving as a manager and later as Director and Commissioner until 1998. He was also a Senior Vice President of PT Astra International Tbk from 1989 to 1997, President Director of PT Astra Mitra Ventura from 1992 to 1997, Asia Regional Director of GIBB Ltd from 1997 to 1999, Executive Vice President of PT Raja Garuda Mas from 2000 to 2002, Independent Commissioner of PT Pembangunan Jaya Ancol Tbk from 2004 to 2011, and President Commissioner of PT Jakarta Propertindo from 2010 to 2013.

He also serves on the Supervisory Board of the Adaro Bangun Negeri Foundation as of 31st December 2017.



**Dr. Ir. Raden Pardede – Independent Commissioner**

57, an Indonesian citizen. He earned a chemical engineering degree from Bandung Institute Technology in 1984 and a doctorate in economics from Boston University in the United States in 1995. Upon graduation, Raden Pardede founded the Danareksa Research Institute, a pioneer on early warning indicators, consumer confidence index surveys and business sentiment indexes. He served as the Chief Economist and Division Head, and the Executive Director from 1995 to 2004.

He was Vice Co-ordinator of the assisting team to the Indonesian Minister of Finance from 2000 to 2004. In 2010, he co-founded Creco Consulting with former Finance Minister Chatib Basri, and its Managing Partner as of 31st December 2017.

**4<sup>th</sup> Agendum**

**The appointment of the Registered Public Accountant Firm to audit the Company's Consolidated Financial Statements for fiscal year 2018**

**Explanation:**

Upon the recommendation from the Audit Committee, the Board of Commissioners propose to the Meeting to appoint Daniel Kohar from Public Accountant Firm Tanudiredja, Wibisana, Rintis & Rekan (Member firm of PricewaterhouseCoopers global network in Indonesia) as the public accountant which will audit the Company's Consolidated Financial Statements for the fiscal year 2018, or his replacement if any.

**5<sup>th</sup> Agendum**

**Determination of the honorarium or salary, and other allowances for the Company's Boards of Commissioners and Board of Directors for fiscal year 2018**

**Explanation:**

Approval of the delegation of authority to the Company's Board of Commissioners to determine the honorarium or salary, and other allowances for the Company's Boards of Commissioners and Board of Directors for fiscal year 2018.

Jakarta, April 2, 2018

Board of Directors

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