



UNITED TRACTORS

NOTICE OF SUMMARY OF THE MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT UNITED TRACTORS Tbk

We, the Board of Directors of PT United Tractors Tbk, a publicly listed company, domiciled in East Jakarta (hereinafter referred to as the "**Company**"), kindly inform all the shareholders of the Company that the Annual General Meeting of Shareholders was held on April 21st, 2015 (hereinafter shall be referred to as the "**Meeting**"), with the summary of the minutes of the Meeting as follows, the minutes of the Meeting of which is as stated in the Deed of Minutes of Annual General Meeting of Shareholders No 46, dated April 21st, 2015 made by Jose Dima Satria, SH, MKn, Notary in Jakarta .

1. Location, date and time
 - Date : April 21st, 2015
 - Place : Jakarta, Kawasan Mega Kuningan, Jalan DR Ide Anak Agung Gde Agung Kav. E.1.2 No. 1&2, JW Marriot Hotel, Dua Mutiara 1 & 2 Room Level 2
 - Time : 14.15 IWT – 15.37 IWT
2. Agenda :
 1. Approval of the Annual Report and Ratification of the Company's Financial Statements for the book year 2014;
 2. Determination of the appropriation of the Company's Profit for the book year 2014;
 3. Appointment of members of the Board of Directors and the Board of Commissioners of the Company for the term of office 2015-2017 and determination of salary and or allowances of the members of the Board of Directors of the Company and honorarium of the members of the Board of Commissioners for the year 2015-2016;
 4. Appointment of a Public Accountant to Audit the Company's Financial Statements for the book year 2015;
 5. Amendments to the Articles of Association of the Company.
3. - Member of the Board of Directors who attended the Meeting:

President Director	Djoko Pranoto Santoso
Vice President Director	Gidion Hasan
Director	Loudy Irwanto Ellias
Director	Iman Nurwahyu
Director	Edhie Sarwono

 - Member of the Board of Commissioners who attended the Meeting:

President Commissioner	Prijono Sugiarto
Vice President Commissioner	David Alexander Newbigging
Commissioner	Sudiarso Prasetio
Independent Commissioner	Stephen Zacharia Satyahadi
Independent Commissioner	Anugerah Pekerti
4. The Meeting was attended by 3.082.725.980 shares/votes who have valid voting rights or equal to 82,644% of the total shares with valid voting rights issued by the Company.
5. The Shareholders were given an opportunity to submit a question related to each agenda of the Meeting; however, none of the Shareholders submitted the question.

6. Voting mechanisms in the Meeting:
- Decisions were taken by voting ;
 - Pursuant to Article 23 paragraph 7 of the Articles of Association and Article 30 of the Regulation of OJK No. 32, Shareholders with valid vote rights or their proxies who attended the Meeting but gave blank votes (abstain), should be considered as casting the same votes as those of the majority;
 - Shareholders or their proxies who did not raise their hands, their votes should be considered as affirmative votes.
7. The results of voting:

	Agreed	Disagreed	Abstain	Total Agreed votes (Agreed+Abstained)
Agenda 1	3.074.552.395 suara / 99,375 %	-	8.173.585 suara / 0,265 %	3.082.725.980 suara / 100 %
Agenda 2	3.072.314.203 suara / 99,662 %	5.155.892 suara / 0,167 %	5.255.885 suara / 0,17 %	3.077.570.088 suara / 99,833 %
Agenda 3	2.972.537.723 suara / 96,426 %	28.926.986 suara / 0,938 %	81.261.271 suara / 2,636 %	3.053.798.994 suara / 99,062 %
Agenda 4	2.951.284.386 suara / 95,736 %	121.493.909 suara / 3,941 %	9.947.685 suara / 0,323 %	2.961.232.071 suara / 96,059 %
Agenda 5	2.351.611.818 suara / 76,284 %	714.275.896 suara / 23,17 %	16.838.266 suara / 0,546 %	2.368.450.084 suara / 76,83 %

8. Results of the Meeting:

a. **First Agenda**

- 1) Approving the Annual Report for the book year 2014, which includes among others ratification of the Supervisory Report of Board of Commissioners and Consolidated Financial Statement of the Company for the book year ending as of 31 December 2014 and audited by the Public Accounting Firm of Tanudiredja, Wibisana & Partners (a member of *PricewaterhouseCoopers network of firms*) as stated in its report dated 20 February 2015, rendering **fair opinion in all material respects**;
- 2) Upon the said approval on the Annual Report rendering full release and discharge (*acquitt et de-charge*) to all members of the Board of Directors and the Board of Commissioners of the Company from their management responsibility and from their supervisory duty, respectively performed during the book year 2014, to the extent those responsibilities and duties are reflected in the Annual Report and consolidated Financial Statement of the Company for the book year 2014.

b. **Second Agenda**

Approving the use of the net profit of the Company for the book year ending as of 31 December 2014 amounting to Rp5,369,621,000,000 to be appropriated as follows:

- 1) Cash dividend in the total amount of Rp740 per share (51.4% of the Company's net profit), including the interim dividend of Rp195 per share, that was paid on 28 October 2014 and the remaining Rp545 per share that will be distributed to each shareholders (whose names are listed in the shareholders registry on 4 May 2015 at 04.00pm) on 22 May 2015;
- 2) Authorizing the Board of Directors of the Company to execute the dividend payments and to take all necessary actions. Payment of dividends shall comply with tax, IDX and capital market regulations.
- 3) The remaining amounts shall be recorded as retained earnings.

c. **Third Agenda**

- 1) Re-appointing Bapak Prijono Sugiarto as the President Commissioner, David Alexander Newbigging as the Vice President Commissioner, Simon Collier Dixon as Commissioner, reappointing Bapak Anugerah Pekerti as the Independent Commissioner, and appointing Bapak Djoko Pranoto as the new Commissioner and Bapak Nanan Sukarna as new Independent Commissioner, all of which for a term of office up to 2015-2017.

President Commissioner	Prijono Sugiarto
Vice President Commissioner	David Alexander Newbigging
Commissioner	Simon Collier Dixon
Commissioner	Djoko Pranoto Santoso
Independent Commissioner	Anugerah Pekerti
Independent Commissioner	Nanan Sukarna

- 2) Appointing Bapak Gidion Hasan as the President Director of the Company, reappointing Bapak Iman Nurwahyu and Bapak Loudy Irwanto as the Director, appointing Bapak Edhie Sarwono as the Independent Director, and appointing Bapak Iwan Hadiangoro and Bapak Idot Supriadi as the new Directors, all of which for a term of office 2015 - 2017.

President Director	Gidion Hasan
Director	Iman Nurwahyu
Director	Loudy Irwanto Ellias
Director	Iwan Hadiangoro
Director	Idot Supriadi
Independent Director	Edhie Sarwono

- 3) Authorizing the Board of Commissioners of the Company to determine the amount of salary and/or allowances of the members of the Board of Directors, by taking into consideration an opinion of the Remuneration and Nomination Committee of the Company.
- 4) Determining honorarium of the members of the Board of Commissioners of the Company, which shall be effective as of the closing of the Meeting until the closing of an annual general meeting of shareholders to be convened in 2016, and authorizing the President Commissioner of the Company to determine the distribution of the said amount amongst the members of the Board of Commissioners of the Company by taking into consideration opinion of the Remuneration and Nomination Committee of the Company.
- 5) Authorizing the Board of Directors of the Company with the right of substitution to: (i) memorialize some of the resolutions with regard to this Meeting Agenda in a notarial deed and to notify the Minister of Law and Human Rights of the Republic of Indonesia, to make a registration in the Company's Registry; (ii) to sign letters, deeds or other documents; (iii) to appear before the Notary and / or the relevant authorities; as well as (iv) to take all necessary actions thereof.

d. **Fourth Agenda**

Authorizing the Board of Directors of the Company taking into consideration the suggestion of the Board of Commissioners of the Company to appoint a public accounting firm in Indonesia, affiliated with one of the big four international public accounting firms, registered in the Registry of Financial Services Authority, to audit the Consolidated Financial Statement of the Company for the book year ending as at 31 December 2015 and determining the honorarium and other terms and conditions of the said appointment.

e. **Fifth Agenda**

Amendment to Article of Association of the Company is carried out to comply with the new regulations issued by the Financial Services Authority and the Indonesia Stock Exchange, as follows:

- 1) Regulation of OJK No. 32,
- 2) Regulation of OJK No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of the Issuer or Public Company,
- 3) Regulation No. I-A on Listed Stock and Equity Securities other than Shares Issued by Listed Companies, Appendix to Decree of Board of Directors of PT Bursa Efek Indonesia No. Kep-00001/BEI/01-2014.

The amended provisions in the Articles of Association are as follows: Article 11, article 12, article 13, article 14, article 15, article 16, article 17 point 3, article 18, article 19 point 2c and point 4, article 20, article 21, article 23, article 24, article 26, article 27, article 28 and added an additional clause in the closing part of the Articles of Association, as follows : “The Company Law and Capital Market regulation or other related regulation shall govern any matters that are not stipulated in the Articles of Association.”

In relation to the second agenda of the Meeting, the following are the procedures for payment of dividends.

PROCEDURES OF DIVIDEND PAYMENT

Activities	Date
Cum - Cash dividend on Regular and Negotiation Market	28 April 2015
Ex - Cash dividend on Regular and Negotiation Market	29 April 2015
Cum - Cash dividend on Cash Market	4 May 2015
Ex - Cash dividend on Cash Market	5 May 2015
Recording Date	4 May 2015
Payment Date	22 May 2015

Procedures of the Payment:

1. This notice is an official notification from the Company and the Company does not issue a special notification to the Company’s Shareholders.
2. The final dividends will be paid to Shareholders whose names are registered in the Register of Shareholders on May 4th, 2015 at 16:00 pm or Shareholders of the Company on the Securities Sub Account of PT Indonesian Central Securities Depository (KSEI) at the close of trading on May 4th, 2015 (hereinafter referred to as “**Eligible Shareholders**”).
3. Payment of Final Dividends:
 - a. Eligible Shareholders whose shares are still using paper (physical), payment of the final dividends will be made by transfer (bank transfer) to the account of Eligible Shareholders who have notified the bank name and account number on behalf of the Eligible Shareholders in writing and stamped IDR 6,000 to the Share Registrar, namely PT Raya Saham Registra (“**Registrar**”), Gedung Plaza Sentral, Lantai 2, Jl. Jend. Sudirman kav. 47–48, Jakarta, at the latest on May 4th, 2015 at 16:00 pm, accompanied by a photocopy of identity card or passport, and the address indicated in the identity card or passport must match the address shown in the Register of Shareholders.
 - b. Eligible Shareholders whose shares have been registered in Collective Custody Indonesian Central Securities Depository (“KSEI”), the payment will be made through KSEI and Eligible Shareholders will receive payment from the relevant Account Holder KSEI.
4. The final dividends that will be distributed will be deducted by the Income Tax (VAT):
 - a. 10% of Final Income Tax article 4 paragraph 2 for the domestic individual taxpayer.
 - b. 15% of Income Tax article 23 for the domestic legal entity taxpayer who has Taxpayer Identification Number (NPWP).
 - c. 30% of Income Tax article 23 for the domestic legal entity taxpayer that does not have an NPWP.
5. For:
 - a. Shareholders who are the domestic legal entity taxpayer are requested to send their NPWP to KSEI or Registrar at the latest on May 15th, 2015 at 16:00 pm or in accordance with KSEI regulation. If until the said date KSEI or the Registrar does not receive a tax ID, then the final dividends to be paid to the domestic legal entity taxpayer will be subject to 30% of Income Tax.
 - b. Eligible Shareholders who are foreigner and are the foreign taxpayers whose country has a Tax Treaty for taxes exemption (P3B) with the Republic of Indonesia and intends to request the adjusted tax deduction at the rate stated in the P3B, shall meet the requirements as stated in the Regulation of the Director General of Tax office PER No. 61 and 62 of 2009, by submitting / sending Letter of Domicile document set out in Appendix II (Form-DGT1) or Annex III (Form-DGT2), as follows:

- 1) The original Form-DGT1 specifically for foreign taxpayers non bank issued by the competent authority in their country.
- 2) The original Form-DGT2 specifically for foreign taxpayers bank or its copies that have been certified by the Tax Office in Indonesia if the Form-DGT2 are used for several companies in Indonesia.

Documents mentioned above are requested to be sent / delivered to KSEI or the Registrar no later than May 15th, 2015 at 16:00 pm or in accordance with KSEI regulation. If until the said date KSEI or Registrar not receive the Form-DGT1 or Form-DGT2, the final dividends will be subject to 20 % of Income Tax (article 26).

Jakarta, April 23rd, 2015
PT United Tractors Tbk
Board of Directors