



SARANA MENARA NUSANTARA

**ANNOUNCEMENT
SUMMARY OF MINUTES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PT SARANA MENARA NUSANTARA, Tbk.**

The Board of Directors of PT Sarana Menara Nusantara, Tbk., domiciled in Kudus - Kabupaten Kudus (hereinafter referred to as “the **Company**”), hereby inform that the Company convened its Annual General Meeting of Shareholders (the “**Annual GMS**”) and Extraordinary General Meeting of Shareholders (the “**Extraordinary GMS**”), namely:

A. Day/Date, Venue, Time, and Agenda

Day/ Date : Friday, May 22, 2015

Venue : West Mall, Grand Indonesia Shopping Town, Hotel Indonesia Kempinski, Grand Ballroom D, 11th Floor, Jl. M.H. Thamrin No.1, Jakarta 10310

Time : Annual GMS : 09.57 to 10.47 Western Indonesian Time
Extraordinary GMS : 10.55 to 11.08 Western Indonesian Time

Agenda : **The Annual GMS:**

1. Approval and ratification of (i) the Annual Report of the Company for the financial year ended December 31, 2014, including the Company’s yearly Activity Report and the Board of Commissioner Report for the Financial Year Ended December 31, 2014, and (ii) the Consolidated Financial Statements of the Company for the financial year ended December 31, 2014, along with the release and discharge of the members of the Board of Commissioners and the Board of Directors for their supervision and actions for the year ended December 31, 2014 (*acquit et de charge*).
2. Approval of the allocation of the Company’s net profit for the financial year ended December 31, 2014.
3. Appointment of the Independent Public Accountant to audit the Company’s Consolidated Financial Statements for the financial year ended December 31, 2015 and delegation to the Board of Directors of the Company to determine the amount of compensation for our Independent Public Accountant and other requirements relating to such appointment.
4. Determination of the remuneration of the members of the Board of Directors and the Board of Commissioners of the Company.

5. Re-appointment of the current members of the Board of Directors and the Board of Commissioners.

The Extraordinary GMS:

Amendment of the Articles of Association of the Company, as required by OJK Rule No. 32/POJK.04/2014 dated December 8, 2014 on Planning and Convening Public Companies' General Meeting of Shareholders and OJK Rule No. 33/POJK.04/2014 dated December 8, 2014 on the Board of Directors and Board Commissioners of a Listed Company or a Public Company.

B. Members of the Board of Directors and the Board of Commissioners of the Company attended in the Annual GMS and the Extraordinary GMS

The Annual GMS and the Extraordinary GMS was attended by the members of the Board of Directors and the Board of Commissioners, namely:

Board of Directors:

President Director : Mr. Adam Gifari
Director : Mr. Kenny Harjo
Director : Mr. Michael Todd Bucey
Independent Director : Mr. Stephen Duffus Weiss

Board of Commissioners:

President Commissioner : Mr. Tonny Kusnadi
Commissioner : Mr. Ario Wibisono

C. Chairman of the Meeting

The Annual GMS and the Extraordinary GMS was chaired by Mr. Tonny Kusnadi as the President Commissioner of the Company.

D. Attendance of the Shareholders

The Annual GMS was attended by the shareholders and/or proxies of the shareholders entirely representing 7,558,680,131 shares which constitute 74.083% of the total shares with duly voting rights issued by the Company.

The Extraordinary GMS was attended by the shareholders and/or proxies of the shareholders entirely representing 8,057,994,229 shares which constitute 78.977% of the total shares with duly voting rights issued by the Company.

E. Resolution-Adopting Mechanism

Resolutions of the Annual GMS and the Extraordinary GMS were adopted by mutual consensus, failing such mutual consensus, by affirmative voting.

F. Opportunity to Ask Questions and/or to Give Opinions

The shareholders were given the opportunity to ask questions and/or to give opinions in each agenda of the Annual GMS and the Extraordinary GMS, however no shareholder or proxies of the shareholders who asked questions and/or opinions.

G. Voting / Resolution-Adopting Results

Resolution - adopting results through voting in the Annual GMS and the Extraordinary GMS are as follows:

The Annual GMS:

Agenda	Agree	Disagree	Abstain
First	7,558,680,131 (100%)	None	None
Second	7,558,680,131 (100%)	None	None
Third	7,558,680,131 (100%)	None	None
Fourth	7,558,680,131 (100%)	None	None
Fifth	7,274,422,564 (96.24%)	284,257,567 (3.76%)	None

The Extraordinary GMS:

Agenda	Agree	Disagree	Abstain
	8,057,994,229 (100%)	None	None

H. Resolutions of the Annual GMS and the Extraordinary GMS

In the Annual GMS the resolutions were adopted, basically as follows:

The First and the Second Agenda:

1. Approved and ratified the Annual Report of the Company for the financial year ended December 31, 2014, including the Company's yearly Activity Report and the Board of Commissioners report for the Financial Year Ended December 31, 2014, and the Consolidated Financial Statements of the Company for the financial year ended December 31, 2014, along with the release and discharge of the members of the Board of Commissioners and the Board of Directors for their supervision and actions for the year ended December 31, 2014 (*acquies et de charge*), as long as their actions include actions related to the business activities which are the derivative main business activities of the Company as reflected in the Company's Annual Report and Financial Statements for the financial year of 2014.
2. Approved the allocation of the Company's net profit for the financial year of 2014, as follows:

- a. not to distribute dividends to the shareholders of the Company;
- b. Rp 100,000,000 (one hundred million Rupiah) would be allocated and recorded as reserve fund;
- c. Rp 839,317,000,000 (eight hundred thirty nine billion three hundred seventeen million Rupiah) would be allocated and recorded as retained earnings, which would be used for the working capital of the Company.

The Third Agenda:

Approved to delegate authority to the Board of Directors of the Company to appoint an Independent Public Accountant to audit the Company's Consolidated Financial Statements for the financial year ended December 31, 2015 and to determine the amount of compensation for the Independent Public Accountant and other requirements relating to such appointment.

The Fourth Agenda:

Approved to delegate authority to the controlling shareholder of the Company, namely PT Sapta Adhikari Investama to determine the remuneration and/or allowance of the members of the Board of Commissioners and the Board of Directors of the Company by taking into consideration the recommendations of the Board of Commissioners of the Company, where the Board of Commissioners of the Company would take into consideration the recommendations of the Remuneration and Nomination Committee of the Company.

The Fifth Agenda:

1. Re-appointed and determined the composition of the members of the Board of Directors and the Board of Commissioners of the Company for a new period and term of office effectively as of the closing of this Meeting up to the closing of the Annual General Meeting of Shareholders of the Company in 2018 (two thousand and eighteen) with the following composition:

Board of Directors:

President Director	: Mr. Adam Gifari
Director	: Mr. Kenny Harjo
Director	: Mr. Michael Todd Bucey
Director	: Mr. Steven James Mudder
Independent Director	: Mr. Stephen Duffus Weiss

Board of Commissioners:

President Commissioner	: Mr. Tonny Kusnadi
Commissioner	: Mr. Ario Wibisono
Independent Commissioner	: Mr. John Aristianto Prasetyo

2. Delegated authority and power to the Board of Directors of the Company, with the right of substitution, to contain and/or state the resolutions on the composition of the members of the Board of Directors and the Board of Commissioners as above in a deed drawn-up before the Notary, who would further notify the Minister of Law and Human Rights and authorized parties,

and to carry out all and any actions required in connection with such resolutions in accordance with the applicable laws and regulations.

In the Extraordinary GMS the resolutions were adopted, basically as follows:

1. Approved the amendment to the Articles of Association of the Company including, including the amendment of the articles of association in the framework of adjustment with the Financial Services Authority Regulations (“POJK”), namely: (i) POJK Number 32/POJK.04/2014 dated December 8, 2014 concerning the Plan and Convening of the General Meeting of Shareholders of Public Companies, and (ii) POJK Number 33/POJK.04/2014 dated December 8, 2014 concerning the Board of Directors and the Board Commissioners of Issuers or Public Companies, as explained in the Meeting.
2. Approved to delegate power and authority to the Board of Directors of the Company, with the right of substitution, to carry out all and any actions required in connection with the above resolutions including but not limited to state/contain the resolutions of this Meeting in deeds drawn-up before the Notary, to amend and/or restated the entire provisions of the Articles of Association of the Company in accordance with such resolutions (including to confirm the composition of the shareholders in such deed if necessary), as required by and in accordance with the provisions of laws and regulations applicable in the Capital Market, to prepare or order to prepare and sign the required deeds, letters and documents, and to further submit application for approval and/or amendment of the Articles of Association of the Company, to the authorized agencies, and to carry out all and any actions required, in accordance with the applicable laws and regulations.

Jakarta, May 26, 2015

PT SARANA MENARA NUSANTARA, Tbk.

BOARD OF DIRECTORS