

**ONE** FAMILY  
NATION  
GARUDA INDONESIA

# MATERIAL AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDER

PT Garuda Indonesia (Persero) Tbk

Jakarta, 24 April 2019



# Agenda of Annual General Meeting Of Shareholder (AGMS)

1. Approval of the Company's Annual Report for Year of 2018 including the Consolidated Financial Statement of the Company and the Financial Statement of the Partnership and Environmental Development Program of the Company as well as the Supervisory Duty Report of the Board of Commissioner ended on 31 December 2018, and the granting of full release and discharge (*volledig acquit et de charge*) to all members of the Board of Directors and Board of Commissioners from the management and supervisory actions carried out for the financial year ended on 31 December 2018;
2. Determination of the Utilization of Profits for Financial Year of 2018;
3. Determination of the tantiem for the members of the Board of Directors and the Board of Commissioners for financial year of 2018 and the remuneration (salary/honorarium, facilities and allowance) for the members of Board of Directors and Board of Commissioners for Financial Year of 2019.

# Agenda of Annual General Meeting Of Shareholder (AGMS)

4. The appointment of a Public Accountant Office and/or Public Accountant to audit the Financial Statement of the Company for Financial Year of 2019 and the Financial Statement of the Partnership and Environmental Development Program of the Company for Financial Year of 2019;
5. Utilization of Net Proceeds Report from the Initial Public Offering;
6. Amendment to the Articles of Association;
7. Change of the Company's Management Composition.

## AGENDA 1

- Approval of the Company's Annual Report for Year of 2018 including the Consolidated Financial Statement of the Company and the Financial Statement of the Partnership and Environmental Development Program of the Company as well as the Supervisory Duty Report of the Board of Commissioner ended on 31 December 2018, and the granting of full release and discharge (*volledig acquit et de charge*) to all members of the Board of Directors and Board of Commissioners from the management and supervisory actions carried out for the financial year ended on 31 December 2018;

## ELUCIDATION

- This agenda is required to be carried out in the AGMS pursuant to the Articles of Association of the Company Article 18 paragraph (9) and Article 21 paragraph (3); and
- Minister of State-Owned Enterprises (“**SOE**”) Regulation No. PER-09/MBU/07/2015 as lastly amended with Minister of SOE Regulation No. PER-02/MBU/07/2017 regarding Partnership Program and Community Development Program of State-Owned Enterprises Article 17 and Article 18 Paragraph (2).

## AGENDA 2

- Determination of the Utilization of Profits for Financial Year of 2018;

## ELUCIDATION

- This agenda is required to be carried out in the AGMS in the event the Company has positive profit pursuant to the Articles of Association of the Company Article 18 paragraph (9) and Article 21 paragraph (2) point (b).



## AGENDA 3

- Determination of the tantiem for the members of the Board of Directors and the Board of Commissioners for financial year of 2018 and the remuneration (salary/honorarium, facilities and allowance) for the members of Board of Directors and Board of Commissioners for Financial Year of 2019

## ELUCIDATION

- This agenda is required to be carried out in the AGMS pursuant the Ministry of SOE Regulation No. Per-04/MBU/2014 as lastly amended by the Ministry of SOE Regulation No. Per-06/MBU/06/2018 on the Guidelines for the Determination of the Income of the Board of Directors, the Board of Commissioners, and the Supervisory Board of SOE

## AGENDA 4

- The appointment of a Public Accountant Office and/or Public Accountant to audit the Financial Statement of the Company for Financial Year of 2019 and the Financial Statement of the Partnership and Environmental Development Program of the Company for Financial Year of 2019;

## ELUCIDATION

- This agenda is required to be carried out in the AGMS pursuant to the Articles of Association of the Company Article 21 paragraph (2) point (c),
- Financial Service Authority Regulation No. 32/POJK.04/2014 as lastly amended by No. 10/POJK.04/2017 regarding Planning and Holding General Meeting of Shareholders of Public Companies Article 36A paragraph (1); and
- Financial Service Authority Regulation No. 13/POJK.03/2017 regarding Use of Services of Public Accountant and Public Accountant Office in Financial Service Activity Article 13 paragraph (1).

# AGENDA 5

- Utilization of Net Proceeds Report from the Initial Public Offering

## ELUCIDATION

- This Agenda is required by the Financial Services Authority Regulation No. 30/POJK.04/2015 regarding Report on Proceeds Use from Public Offering



# AGENDA 6

- Amendment to the Articles of Association

## ELUCIDATION

- This agenda is in relation to proposal for additional agenda from Ministry of SOE as holder of Serie A Dwiwarna Share by letter No. S-149/MBU/D5/03/2019 dated 14 March 2019 on Proposal for Additional Agenda on AGMS for the Financial Year of 2018

# AGENDA 7

- Change of the Company's Management Composition

## ELUCIDATION

- This agenda is in relation to proposal for additional agenda from Ministry of SOE as holder of Serie A Dwiwarna Share by letter No. S-149/MBU/D5/03/2019 dated 14 March 2019 on Proposal for Additional Agenda on AGMS for the Financial Year of 2018

# THANK YOU