

# TOTO

## ANNOUNCEMENT

### SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND SCHEDULE AND TERM OF CASH DIVIDEND PAYMENT FOR 2018 FINANCIAL YEAR PT. SURYA TOTO INDONESIA Tbk Domiciled in West Jakarta ("the Company")

The Board of Directors of the Company hereby announces that on Wednesday, the 22<sup>nd</sup> day of May 2019, in Function Room, Gedung TOTO 7<sup>th</sup> Floor, Jalan Letjend S. Parman Kav. 81, Slipi Palmerah West Jakarta, the Company has convened the Annual General Meeting of Shareholders ("the Meeting").

The Meeting was opened at: 10.12 Western Indonesian Time

#### Attendance of the Board of Directors and the Board of Commissioners of the Company:

The members of the Board of Directors present at the Meeting are as follows:

President Director	: Mister HANAFI ATMADIREDDJA
Director	: Mister BENNY SURYANTO
Director	: Mister JULIAWAN SARI
Director	: Mister JUN HANAOKA
Director	: Mister FERRY PRAJOGO
Director	: Mister SETIA BUDI PURWADI
Director	: Mister SEIJI ISO
Director	: Mister HIDE MI ISHIKAWA
Director	: Mister ANTON BUDIMAN
Director (Independent)	: Mister FAUZIE MUNIR

The members of the Board of Commissioners present at the Meeting are as follows:

President Commissioner	: Mister MARDJOEKI ATMADIREDDJA
Vice President Commissioner	: Mister DAIJIRO NOGATA
Commissioner (Independent)	: Mister SEGARA UTAMA
Commissioner (Independent)	: Mister ACHMAD KURNIADI

#### The Chairman of the Meeting:

-The Annual General Meeting of Shareholders of the Company was chaired by Mister MARDJOEKI ATMADIREDDJA, as the President Commissioner of the Company.

#### The Shareholders' Attendance:

-The Annual General Meeting of Shareholders of the Company was attended by the shareholders and their proxies representing 9.657.547.980 shares or 93,58% of 10,320,000,000 (ten billion three hundred and twenty million) shares which constitute the entire shares issued by the Company.

#### Opportunity to raise Question and/or to render Opinion:

- The shareholders and their proxies were given the opportunity to raise question and/or render opinion for each agenda of the Meeting, however there was no shareholder and/or their proxies that raised question and/or rendered opinion.

#### Resolution Adoption Mechanism :

-Resolutions for the entire agendas were adopted based on amicable

- b. Granted power and authority to the Board of Commissioners to appoint substitute Public Accountant and/or terminate the appointed Public Accountant, in case due to any reason pursuant to the Capital Market Regulation in Indonesia, the appointed Public Accountant is unable to carry out its assignment.
- c. Granted power and authority to the Board of Directors with the Board of Commissioners' approval to determine the Public Accountant's fee and terms of appointment.

4. a. Appoint Mister MINORU NODA as new Vice President Director replacing Mister AKIRA TANAKA with office term until the closing of the Company's Annual General Meeting of Shareholders in the year 2021, therefore the composition of the members of the Company's Board of Directors and the Board of Commissioners, commencing from the closing of this Meeting, with office term until the closing of the Company's Annual General Meeting of Shareholders in the year 2021, as follows:

Board of Commissioners :

President Commissioner	: Mister MARDJOEKI ATMADIREDDJA
Vice President Commissioner	: Mister DAIJIRO NOGATA
Commissioner	: Mister UMARSONO ANDY
Commissioner (Independent)	: Mister SEGARA UTAMA
Commissioner (Independent)	: Mister ACHMAD KURNIADI

Board of Directors :

President Director	: Mister HANAFI ATMADIREDDJA
Vice President Director	: Mister MINORU NODA
Director	: Mister BENNY SURYANTO
Director	: Mister JULIAWAN SARI
Director	: Mister JUN HANAOKA
Director	: Mister FERRY PRAJOGO
Director	: Mister SETIA BUDI PURWADI
Director	: Mister SEIJI ISO
Director	: Mister HIDE MI ISHIKAWA
Director	: Mister ANTON BUDIMAN
Director (Independent)	: Mister FAUZIE MUNIR

-Without prejudice to GMS's right to dismiss member of the Board of Directors and the Board of Commissioners at anytime prior to the expiration of his/her office term.

- b. Grant power and authority to the Company's Board of Directors, with the right of substitution, to restate the resolution in regards to the composition of the members of the Company's Board of Commissioners and the Board of Directors mentioned above in a deed made before a Notary, and subsequently to notify to the authorized officer, and to do any and all actions necessary in relation with such resolution in accordance with the prevailing rules and regulations.
5. a. Granted authority to the Board of Commissioners to determine

deliberation to reach mutual consensus, in the event amicable deliberation to reach mutual consensus failed to be achieved, then the resolutions were adopted by voting.

#### **Voting Result:**

No shareholder and their proxies attending the Meeting, cast non-affirmative vote;

No shareholder and their proxies attending the Meeting, cast abstain vote (blank vote)

-All shareholders and their proxies attending the Meeting cast affirmative votes;

-Therefore the resolutions were approved by the Meeting by amicable deliberation to reach mutual consensus.

#### **The Meeting Resolutions :**

1. Approve and ratify the Company's Annual Report for the financial year ended on 31<sup>st</sup> day of December 2018, including the Company's Activities Report, the Board of Commissioners' Supervisory Report, and the Company's Financial Statement for the financial year ended on 31<sup>st</sup> day of December 2018 and grant release and discharge (acquitt et decharge) to the Board of Directors and the Board of Commissioners for the management and supervisory carried out in the financial year ended on 31<sup>st</sup> day of December 2018 provided that such actions are reflected in such Annual Report;
2. a. Approve the utilization of net profit of the Company for 2018 financial year as follows :
  - i. **Rp. 185.760.000.000,00 (one hundred and eighty five billion seven hundred and sixty million Rupiah)** shall be distributed as cash dividend, to the shareholders, that is for **10.320.000.000 (ten billion three hundred and twenty million)** shares, therefore each share shall receive cash dividend of **Rp. 18,00 (eighteen Rupiah)**, which shall be calculated with the interim dividend of **Rp. 10,00 (ten Rupiah)** per share, which has been distributed to the shareholders on 12<sup>th</sup> day of December 2018, therefore the remainder cash dividend which shall be distributed to the shareholders is **Rp. 8,00 (eight Rupiah)** per share, with due observance to the prevailing Financial Services Authority and Tax regulations;
  - ii. the remaining balance shall be recorded as retained earnings, to increase the Company's working capital;
- b. Grant power and authority to the Company's Board of Directors to do any and all actions necessary in relation with the abovementioned resolution, in accordance with the prevailing rules and regulations.
3. a. Appointed a Registered Public Accountant Office (including Registered Public Accountant which joined into Registered Public Accountant Office) who will audit the Financial Statement (the Consolidated Financial Statement) of the Company for the 2019 Financial Year, which is Public Accountant of Purwantono, Sungkoro & Surja – Ernst & Young Global, by taking into consideration the Board of Commissioners' recommendation.

the salary and other remunerations for members of the Board of Directors for the 2019 Financial Year, by taking into consideration the Nomination And Remuneration Committee of Company's recommendation.

- b. Determine the honoraria and/or other remuneration for the Company's Board of Commissioners for 2019 financial year, at maximum amount of **Rp. 6.900.000.000,00 (six billion nine hundred million Rupiah)** per year, and granted the power to the Board of Commissioners' Meeting to determine its distribution, by taking into consideration the Nomination And Remuneration Committee of Company's recommendation.

The Meeting was closed at: 11.03 Western Indonesian Time

#### **Schedule And Term of Cash Dividend Payment for 2018 Financial Year**

In accordance with the Meeting resolution, hereby is announced that the Company has resolved to pay cash dividend for 2018 financial year in the aggregate amount of Rp. 185.760.000.000,00, deducted with interim dividend in the amount of Rp. 103.200.000.000,00 which has been paid on 12 Desember 2018, therefore the remaining balance of dividend for 2018 financial year which will be paid by the Company is in the amount of Rp. 82.560.000.000,00 or each share will get remaining dividend payment of Rp. 8,00.

#### **Distribution Schedule of the Remaining Dividend:**

1. Cum cash dividend at Regular and Negotiation Market : 31 Mei 2019
2. Ex cash dividend at Regular and Negotiation Market : 10 Juni 2019
3. Cum cash dividend at Cash Market : 11 Juni 2019
4. Ex cash dividend at Cash Market : 12 Juni 2019
5. Recording date for entitlement to the dividend (DPS) : 11 Juni 2019
6. Cash dividend payment : 21 Juni 2019

#### **Term of the Remaining Dividend Payment.**

5. The Company will not issue special notice to shareholders in regards to the remaining dividend payment.
6. The remaining dividend (after taking into account the Income Tax in accordance to the prevailing tax regulation) shall be paid to the shareholders whose names are listed in Shareholders' Register on 21 Juni 2019 at 16.00 WIB.
7. For shares placed in the collective custody, the remaining dividend shall be paid by the Company to PT. Kustodian Sentral Efek Indonesia (PT.KSEI) for the interest of Security Company or the Custodian Bank holder of security account at PT.KSEI, which each of them in turn shall relay the remaining dividend to the relevant shareholders.
8. For shares that are not placed in collective custody, the remaining dividend shall be paid directly to the relevant shareholders. For shareholders who have notified their bank accounts to the Company, the remaining dividend payment shall be paid via bank transfer.