



## PEMBERITAHUAN RINGKASAN RISALAH RAPAT UMUM PEMEGANG SAHAM LUAR BIASA PT MNC KAPITAL INDONESIA Tbk

Direksi PT MNC Kapital Indonesia Tbk., ("Perseroan") dengan ini mengumumkan kepada pemegang saham Perseroan bahwa Perseroan telah menyelenggarakan Rapat Umum Pemegang Saham Luar Biasa Perseroan ("Rapat") pada :

Hari /Tanggal : Selasa, 30 Mei 2017  
Waktu : Pukul 17.21 WIB – 17.37 WIB  
Tempat : MNC Tower, Lantai B2, Ruang Bima  
Jl. Kebon Sirih No. 17-19, Jakarta Pusat 10340

Dengan Mata Acara Rapat sebagai berikut :

1. Menegaskan kembali pemberian wewenang dan kuasa kepada Direksi Perseroan dengan persetujuan Dewan Komisaris tentang pelaksanaan *Management and Employee Stock Option Program* (MESOP) sebanyak-banyaknya sejumlah 140.681.551 (seratus empat puluh juta enam ratus delapan puluh satu ribu lima ratus lima puluh satu) saham dengan memperhatikan ketentuan peraturan perundang-undangan dan peraturan yang berlaku di bidang pasar modal khususnya peraturan Otoritas Jasa Keuangan No.38/POJK.04/2014.
2. Persetujuan penambahan modal Perseroan Tanpa Hak Memesan Efek Terlebih Dahulu sebanyak-banyaknya sebesar 7,5% (tujuh koma lima persen) dari modal disetor dengan memperhatikan ketentuan peraturan perundang-undangan dan peraturan yang berlaku dibidang pasar modal khususnya peraturan Otoritas Jasa Keuangan No.38/POJK.04/2014.
- A. Anggota Dewan Komisaris dan Direksi Perseroan yang hadir pada saat Rapat.

### **DEWAN KOMISARIS**

- Bapak Darma Putra selaku Komisaris Utama Perseroan.
- Ibu Tien selaku Komisaris Perseroan.
- Bapak Wina Armada Sukardi selaku Komisaris Independen Perseroan.

### **DIREKSI**

- Bapak Gregorius Andrew Andryanto Haswin selaku Direktur Utama Perseroan.
  - Bapak Wito Mailoa selaku Direktur Perseroan.
  - Bapak Totok Sugiharto selaku Direktur Perseroan.
  - Bapak Mashudi Hamka selaku Direktur Perseroan.
  - Bapak Mahjudin selaku Direktur Independen Perseroan.
- B. Rapat tersebut telah dihadiri oleh 5.250.503.168 saham yang memiliki hak suara yang sah atau setara dengan 95,94% dari total 5.472.838.318 saham dengan hak suara yang sah yang telah dikeluarkan oleh Perseroan.
- C. Dalam Rapat telah diberikan kesempatan untuk mengajukan pertanyaan dan/atau memberikan pendapat terkait setiap Mata Acara Rapat, namun tidak ada satupun pemegang saham yang mengajukan pertanyaan dan/atau memberikan pendapat terkait seluruh Mata Acara Rapat.
- D. Mekanisme pengambilan keputusan dalam Rapat adalah sebagai berikut :  
Keputusan Rapat dilakukan dengan cara musyawarah untuk mufakat. Apabila musyawarah untuk mufakat tidak tercapai, maka dilakukan pemungutan suara.
- E. Hasil pengambilan keputusan :

Mata Acara	Setuju	Tidak Setuju	Abstain
Mata Acara I	5.250.503.168 (100% dari total seluruh saham yang sah dan hadir dalam Rapat)	-	-
Mata Acara II	5.250.503.168 (100% dari total seluruh saham yang sah dan hadir dalam Rapat)	-	-

F. Keputusan Rapat pada pokoknya adalah sebagai berikut :

### **Mata Acara Rapat Pertama :**

1. Menyetujui penegasan kembali pemberian wewenang dan kuasa kepada Direksi Perseroan dengan persetujuan Dewan Komisaris tentang pelaksanaan *Management and Employee Stock Option Program* (MESOP) sebanyak-banyaknya sejumlah 140.681.551 (seratus empat puluh juta enam ratus delapan puluh satu ribu lima ratus lima puluh satu) saham dengan memperhatikan ketentuan peraturan perundang-undangan dan peraturan yang berlaku di bidang pasar modal khususnya peraturan Otoritas Jasa Keuangan No.38/POJK.04/2014.
2. Menyetujui penegasan kembali pemberian wewenang dan kuasa kepada Dewan Komisaris Perseroan untuk mengeluarkan saham baru Perseroan terkait dengan pelaksanaan MESOP yang telah diterbitkan Perseroan.

### **Mata Acara Rapat Kedua :**

1. Menyetujui untuk penambahan modal Perseroan Tanpa Hak Memesan Efek Terlebih Dahulu sebanyak-banyaknya 7,43% (tujuh koma empat puluh tiga persen) dari modal disetor, dengan nilai nominal Rp.100,- (seratus Rupiah) per saham atau sebanyak-banyaknya sejumlah 406.627.281 (empat ratus enam ratus enam ratus dua puluh tujuh ribu dua ratus delapan puluh satu) saham kepada investor-investor termasuk kepada pemegang saham Perseroan, dengan memperhatikan ketentuan peraturan perundang-undangan dan peraturan yang berlaku dibidang pasar modal khususnya POJK No.38/2014, jumlah mana tidak termasuk penambahan modal Perseroan Tanpa Hak Memesan Efek Terlebih Dahulu untuk MESOP.
2. Menyetujui pemberian wewenang dan kuasa kepada Dewan Komisaris Perseroan untuk mengeluarkan saham baru Perseroan terkait dengan pelaksanaan penambahan modal Perseroan Tanpa Hak Memesan Efek Terlebih Dahulu.
3. Menyetujui untuk pemberian wewenang dan kuasa kepada Direksi Perseroan dengan persetujuan Dewan Komisaris untuk pelaksanaan peningkatan modal Tanpa Hak Memesan Efek Terlebih Dahulu tersebut di atas, termasuk tetapi tidak terbatas dalam menentukan harga pelaksanaan penambahan modal Tanpa Hak Memesan Efek Terlebih Dahulu yang dianggap baik oleh Direksi, membuat dan/atau meminta dibuatkan segala dokumen berkaitan dengan peningkatan modal tersebut serta meminta persetujuan dan/atau melaporkan serta melakukan pendaftaran yang diperlukan kepada pihak yang berwenang berkaitan dengan peningkatan modal Tanpa Hak Memesan Efek Terlebih Dahulu, satu dan lain hal tanpa ada pengecualian dengan mengingat ketentuan peraturan perundang-undangan yang berlaku termasuk peraturan di bidang Pasar Modal.

Selanjutnya Rapat telah menyetujui untuk memberikan wewenang dan kuasa dengan hak subtitusi kepada Direksi Perseroan untuk melakukan segala tindakan sehubungan dengan keputusan Rapat ini termasuk tetapi tidak terbatas pada membuat atau meminta untuk dibuatkan serta menandatangi segala akta sehubungan dengan keputusan Rapat ini.

Jakarta, 2 Juni 2017  
PT MNC Kapital Indonesia Tbk  
Direksi



## ANNOUNCEMENT OF SUMMARY OF MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT MNC KAPITAL INDONESIA TBK

The Board of Directors of PT MNC Kapital Indonesia Tbk., (the “**Company**”), hereby announces that the Company has convened the Extraordinary General Meeting of Shareholders (the “**Meeting**”) on:

Day /Date : Tuesday, May 30, 2017  
Time : 17.21 WIB – 17.37 WIB  
Place : MNC Tower, B2 Floor, Bima Room  
Jl. Kebon Sirih No. 17 – 19, Jakarta Pusat 10340

The Meeting was convened with the following agendas:

1. Reaffirmation the granting of authority and power of attorney to the Company's Board of Directors with the approval of the Company's Board of Commissioners regarding the execution of Management and Employee Stock Option Program (“**MESOP**”) with total number up to 140,681,551 (one hundred forty million six hundred eighty one thousand five hundred fifty one) shares issued by the Company subject to the applicable laws and regulations in the capital market especially the regulation of Indonesia Financial Service Authority No.38/POJK.04/2014.
2. The approval to increase the Company's paid up capital Without Pre-emptive Rights (“**HMETD**”) for up to 7,5% (seven point five percent) of the Company's paid-up capital subject to the applicable laws and regulations in the capital market especially the regulation of Indonesia Financial Service Authority No.38/POJK.04/2014.

- A. Board of Commissioners and the Board of Directors who attended the Meeting were:

**BOARD OF COMMISSIONERS**

- Mr. Darma Putra as the President Commissioner of the Company.
- Mrs. Tien as the Commissioner of the Company.
- Mr. Wina Armada Sukardi as the Independent Commissioner of the Company.

**BOARD OF DIRECTORS**

- Mr. Gregorius Andrew Andryanto Haswin as the President Director of the Company.
- Mr. Wito Mailoa as the Director of the Company
- Mr. Totok Sugiharto as the Director of the Company.
- Mr. Mashudi Hamka as the Director of the Company.
- Mr. Mahjudin as the Independent Director of the Company.

- B. The Meeting was attended by shareholders and/or their authorized proxies representing 5,250,503,168 shares with valid voting rights, equivalent to 95.94% of a total of 5,472,838,318 shares with valid voting rights that were issued by the Company.  
C. In the Meeting, the Company gave the opportunities to the shareholders and/or their authorized proxies to raise questions and/or to give opinion in every agenda of the Meeting, but there were no shareholders and/or their authorized proxies who raised questions and/or give any opinion.  
D. The resolution mechanism in the Meeting was as follow:  
Resolutions of the Meeting were resolved in an amicable deliberation manner. In the event that no amicable decision was reached, the resolutions would be resolved by way of voting.  
E. The results of the Resolution:

Agenda	Agree	Disagree	Abstain
Agenda I	5,250,503,168 shares (100% of the total valid and attended shares in the Meeting)	-	-
Agenda II	5,250,503,168 shares (100% of the total valid and attended shares in the Meeting)	-	-

- F. The Summary of Meeting Resolutions was as follows:

**First Agenda:**

1. Approved to reaffirm the granting of authority and power of attorney to the Company's Board of Directors with the approval of the Company's Board of Commissioners to implement the Management and Employee Stock Option Program (MESOP) for up to amount of 140,681,551 (one hundred forty million six hundred eighty one thousand five hundred fifty one) subject to the applicable laws and regulations in the capital market especially the regulation of Indonesia Financial Service Authority No.38/POJK.04/2014.
2. Approved to reaffirm the granting of authority and power of attorney to the Company's Board of Commissioners to issue a Company's new shares in relation the exercise of MESOP that has been issued by the Company.

**Second Agenda :**

1. Approved to increase the Company's capital Without Pre-emptive Rights for up to 7.43% (seven point fourty three percent) of the Company's paid-up capital, with nominal value of Rp100,- (one hundred Rupiah) per share or for up to 406,627,281 (four hundred six million six hundred twenty seven thousand two hundred eighty one) shares to the investors including the shareholders of the Company, in accordance with the applicable laws and regulations in the capital market especially the regulation of POJK No.38/2014, which such amount does not include the increase of Company's capital Without Pre-emptive Rights for the Management and Employee Stock Option Program (MESOP).
2. Approved to reaffirm the granting of authority and power of attorney to the Company's Board of Commissioners to issue a Company's new shares in relation to the exercise the Company's capital increases Without Pre-emptive Rights.
3. Approved to reaffirm the granting of authority and power of attorney to the Company's Board of Directors with the approval of the Company's Board of Commissioner to perform all necessary actions in connection with the increase of the capital Without Pre-emptive Rights as stipulated above, including but not limited to determine the execution price of the capital increase Without Pre-emptive rights which shall be deemed fit and good by the Board of Directors, to prepare and / or request all documents related to such Company's capital increase as well as request for approval and / or report and process the necessary registration to the authorities in relation to increase the capital Without Pre-emptive Rights, without any exception in accordance with the prevailing laws and regulations including the regulations in Capital Market.

Furthermore, the Meeting has approved to grant the authority and power of attorney with right of substitution to the Company's Board of Directors to perform all necessary actions in connection with the resolution of the Meeting including but not limited to make or cause to be made and to execute any deeds in relation to this resolutions of the Meeting.

Jakarta, June 2, 2017  
PT MNC Kapital Indonesia Tbk  
The Board of Directors