

## ANNOUNCEMENT THE RESOLUTIONS OF GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Semen Gresik (Persero) Tbk. ("the Company") hereby announce that the Annual General Meeting of Shareholders and The Extraordinary General Meeting of Shareholders ("the Meeting"), that was convened on Friday, June 26, 2009 at Ritz Carlton Hotel, Jakarta, resulting in the following resolutions:

### A. The Annual General Meeting of Shareholders

#### Agenda 1:

The Meeting approved the Annual Report concerning the condition and the operations of the Company in the year 2008 including the report of supervisory duty activities of the Board of Commissioners during the year 2008 and the Annual Report on the Partnership and Community Development Program ("PKBL") in the year 2008 which constitute the implementation of social responsibilities as stipulated in Act Number 40 Year 2007.

#### Agenda 2:

- The Meeting ratified the Company's Financial Statements for the year 2008 audited by the Public Accountant Office Purwanto, Sarwoko & Sandjaja, member firm of Ernst & Young, as reported in their letter Number: RPC-9690 dated March 12, 2009 with *"fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles in Indonesia"*.
- The Meeting ratified the Annual Report of PKBL for the year 2008 audited by the Public Accountant Office Hadori Sugiarto & Partners as reported in their letter Number: 066/LA-SG-PKBL/V/2009 dated May 7, 2009 with *"Unqualified Opinion in all material respects, the financial position of the Partnership and Community Development Program in the year ended December 31, 2008 and 2007 in conformity with generally accepted accounting principles in Indonesia"*.
- The Meeting granted full release and discharge to the members of the Board of Directors and Commissioners for their managerial and supervisory duties in year 2008, insofar as such actions are recorded in the Company's and the Partnership and Community Development Program's books and are not contradictory to the provisions of laws and regulations.

#### Agenda 3:

The Meeting determined the allocation of the Company's net income for the year 2008 in the amount of Rp2,523,544,472,000.00 (two trillion and five hundred twenty three billion and five hundred forty four million and four hundred seventy two thousand rupiah) as follows:

- Dividend 50% or in the amount of Rp1,261,772,236,000.00 or equivalent to Rp215.19 per share
- Partnership Program 1.5% or in the amount of Rp37,853,167,080.00
- The remaining amount of 48.5% or in the amount of Rp1,223,919,068,920.00 shall be allocated for reserve in the context of Company's development
- The Meeting granted power of attorney to the Company's Board of Directors to take necessary actions and to further stipulate the payment of dividend distribution in accordance with the provisions of laws and regulations.

#### Agenda 4:

The Meeting approved the proposal from the Board of Commissioners with respect to the salary of the Board of Directors and honorarium for the Board of Commissioners in 2009 as well as the *tantieme* for the Company's Board of Directors and Commissioners for the year 2008 which were calculated by the Nomination and Remuneration Committee, based on the Company's financial capability and with due observance of the appropriateness and proper principles, as follows:

- The *tantieme* for President Director for the year 2008 in the amount of Rp3,100,000,000.00 with the composition for the President Director, Vice President Director, Director, President Commissioner, Vice President Commissioner, and Commissioner are 100%, 100%, 90%, 50%, 50% and 40%.
- The salary of Board of Directors and honorarium of the Board of Commissioner for the year 2009, as follows:
  - President Director in the amount of Rp132,000,000.00
  - Vice President Director is 95% from the salary of President Director
  - Directors each is 90% from the salary of President Director
  - President Commissioner is 47% from the salary of President Director
  - Vice President Commissioner is 45.5% from the salary of President Director

- Commissioners each is 37.9% from the salary of President Director
- c. The amount of allowance and facility for the Board of Directors and the Board of Commissioners for the year 2009, as follows:
- President Director in the amount of Rp38,000,000.00
  - Vice President Director is 95% from the allowance of President Director
  - Directors each is 90% from the allowance of President Director
  - President Commissioner is 47% from the allowance of President Director
  - Vice President Commissioner is 45.5% from the salary of President Director
  - Commissioners each is 37.9% from the salary of President Director

**Notes:**

- a. The *tantieme* for the Board of Directors and the Board of Commissioners for the year 2008 is proportionally based on the time of services.
- b. The tax on *tantieme* distribution for the Board of Directors and Commissioners is borne by the recipients in accordance with the provisions of laws and regulations.
- c. The determination of salary, facility and allowance for the Board of Directors and Commissioners is effective from January 1, 2009.
- d. The tax on salary of the Board of Directors and honorarium of the Board of Commissioners is borne by the Company in accordance with the provisions of laws and regulations.
- e. The amount of *tantieme* for the year 2008 and honorarium, allowance and facility for the year 2009 of the Secretary of the Board of Commissioners is stipulated by the Board of Commissioners in accordance with the provisions of laws and regulations.

**Agenda 5:**

- a. The Meeting appointed the Public Accountant Office Purwanto, Sarwoko & Sandjaja, member firm of Ernst & young Global Limited to audit the Company's consolidated financial statement for the year 2009 and for other periods in the year 2009 insofar as it is necessary to take special actions under the provisions of the laws and regulations.
- b. The Meeting granted authorities to the Board of Commissioners to appoint:
- the substitute of Public Accountant Office to audit the Company's consolidated financial statement for the year 2009, including to stipulate conditions and requirements for such appointment including but not limited to the fees of the intended audit, in the event that the appointed Public Accountant Office cannot continue or perform its duties due to any reason whatsoever including legal reasons and laws and regulations in the capital market sector.
  - the Public Accountant Office that will audit the annual report on the PKBL for year of 2009 and to stipulate the conditions and requirements for such appointment including but not limited to the fees of the intended audit.

**B. The Extraordinary General Meeting of Shareholders**

**Agenda 1:**

The Meeting approved the Company's proposal to follow up the plan to build a new plant in West Sumatera which is part of the Company's integrated plan, with the following requirements:

- a. to increase raw material reserves in order to secure sustainable operations of the new plant which will be built in West Sumatera, as well as the existing plants.
- b. to prepare all necessary actions in order to decide an executive management plan to build a new plant in West Sumatera which is in line with its feasibility and appropriateness and in accordance with the provisions of laws and regulations.

**Agenda 2:**

- a. The Meeting approved the amendments and/or adjustment part of some articles of the Company's Article of Association, which had been distributed and explained to the Meeting participants.
- b. The Meeting granted power and authority to the Company's Board of Directors to draw up Statement of the Meeting Resolutions in a Notary Deed with respect to all articles of the Company's Articles of Association, either those amended completely or otherwise.
- c. The Meeting granted power to the Company's Board of Directors to assign a Notary for and on behalf on the Company's Board of Directors to apply for the approval of the amendment to the Articles of Association which had been decided upon in item 1 of these resolutions to the Minister of Law and Human Rights by no later than 7 (seven) working days following the closing of the Meeting.

**THE PROCEDURES FOR DIVIDEND PAYMENT:**

1. Payment of dividend will be delivered on August 07, 2009 at the latest with the following conditions:
- a) Those who are entitled to have dividends are:

- i. Shareholders who are still holding the script shares whose names are registered in the Company's Shareholders Register managed by the Company's Share Administration Bureau (PT Datindo Entrycom) on recording date July 24, 2008 at 16.00 Indonesian Western Time.
    - i. Shareholders whose names are registered in Collective Depository KSEI on recording date July 24, 2008 at 16.00 Indonesian Western Time.
  - b) Payment of Dividend shall be followed by:
    - i. Sending the notification of dividend directly to the shareholders who are still holding the script whose names are registered in the Company's Share Administration Bureau, or
    - ii. Transferring the amount to the shareholders' own accounts. Those shareholders who are still holding the script and intend to have the payments of dividend transfer to their bank account should notify in writing affixed with the stamp duty of Rp6,000 including the name, address and account number of their banks attached with copies of ID cards which address should correspond with the address recorded in the Company's Shareholders Administration Bureau as follows: PT Datindo Entrycom, Puri Datindo Belakang Wisma Diners Club, Jl. Jenderal Sudirman Kav. 34-35, Jakarta 10220. Phone: (021) 570 9009, Fax. (021) 570 9026.
    - iii. Delivering the payment through account holders at KSEI for those shareholders whose shares registered at KSEI:
  - c) Dividends payments will not be transferable to other parties.
2. The basis for inclusion in the Company's Shareholders Registrations are all shares trading in the Indonesia Stock Exchange as follows:
- Cum Dividend for Regular and Negotiated Market : July 21, 2009
  - Ex Dividend for Regular Market and Negotiated Market : July 22, 2009
  - Cum Dividend for Cash Market : July 24, 2009
  - Dividend for the Cash Market : July 27, 2009
  - Recording date : July 24, 2009
  - Dividend Payment : August 07, 2009
  - Dividend per share : Rp215.19
3. Payments of Dividends distributed to shareholders will be subject to Income Tax in accordance with the Circular Letter of Director General of Taxation number SE-03/PJ.101/1996 dated March 29, 1996.
4. a) Foreign shareholders whose country has a Tax Treaty with Indonesia under the Double Taxation Avoidance Agreement in the Income Tax article 26 of Indonesian Tax Regulation and intends to adopt the above treaty on their income tax has to submit the original Certificate of Domicile from the relevant tax authority in their countries.
- b) This original Certificate of Domicile should be delivered to the Company's Shareholders Administration Bureau for those shareholders who are still holding the script or to the KSEI for those shareholders whose share are registered in the Collective Custody of KSEI at the latest on July 24, 2009 at 16.00 Indonesian Western Time.
- c) If both the Company's Shareholders Administration Bureau and the KSEI have not received the Letter of Domicile, the dividend paid to foreign shareholders would be subject to the Income Tax of 20%.

**June 30, 2009**  
**PT Semen Gresik (Persero) Tbk.**  
**The Board of Directors**

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