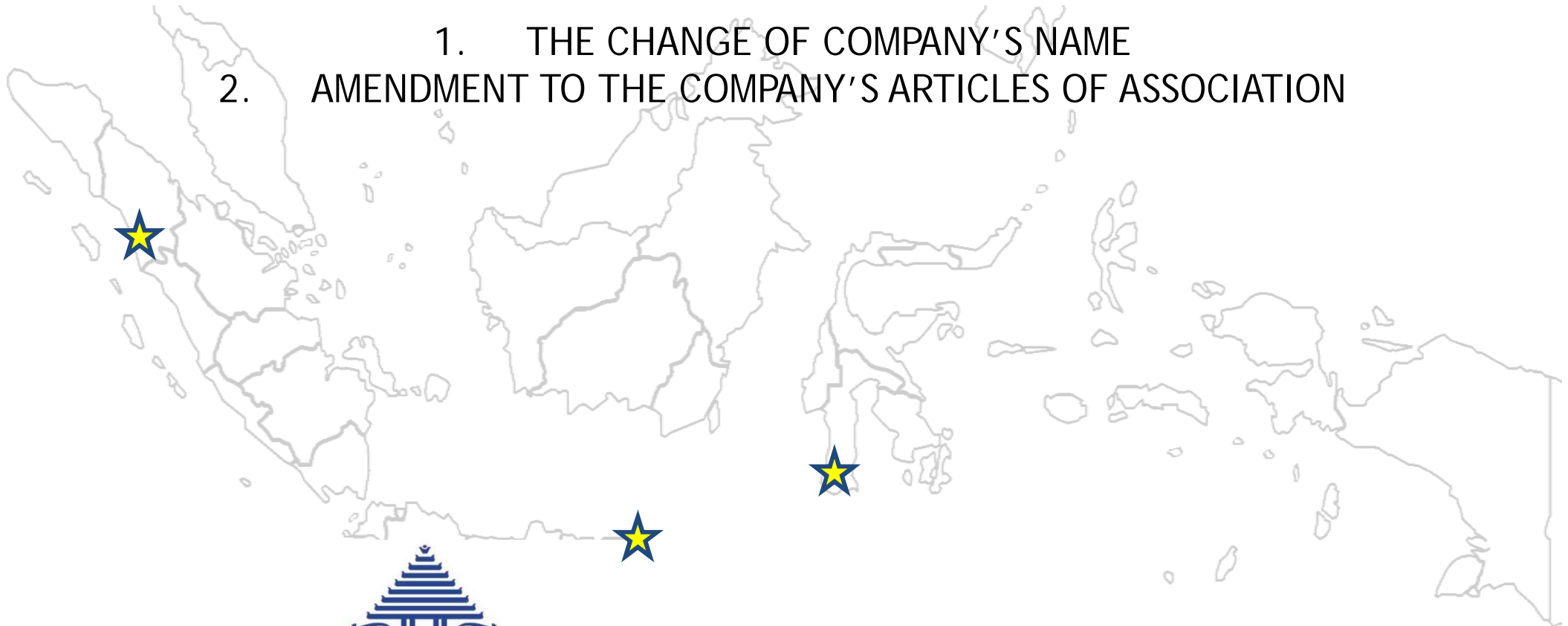


EXPLANATION OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. THE CHANGE OF COMPANY'S NAME
2. AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION



PT SEMEN GRESIK (PERSERO) Tbk.

Jakarta, 5 December 2012

Agenda #1: The Change of Company's Name

1. Background

Having taken the following into account:

1. The increasing of competition and development of the similar industry

- The development of similar companies in the country and the potential for newcomers
- The potential for competition that will affect the performance of the company
- The potential for pressure on margins that are strongly influenced by the increased competition
- The need for performance optimization, quality of service and business management

2. The Need for the Corporate Development

- The need for expansion to maintain the company's position (e.g. in the market)
- The need for improving the efficiency of operations
- The need for improving the quality of its resources,

then the Company's management decided to transform the corporation.

2. The Objectives of the Corporate Transformation

- To support the Company's Vision and Mission
- To strengthen the Company's position in facing the changes and competition
- To separate and to optimize the functions of the Operating and Holding Companies
- To separate and to optimize the Company's operational and strategic functions
- To create the corporate value by maximizing the group synergies.
- To create the alignment of management of all subsidiaries, to substitute managerial deficiencies in the Operating and Holding companies
- To align the corporate perception and culture
- Cost leadership
- To improve the company's performance.

3. The Corporate Transformation Made

A. Restructuring of the Holding Company form

- It requires the most likely form of business entity to act as the Holding and Operating companies, by taking into consideration the factors of legal, accounting and finance, taxation and operations.
- The constantly changing process of the company forms in accordance with the needs for the change of business strategies stand before the changes taking place, are:



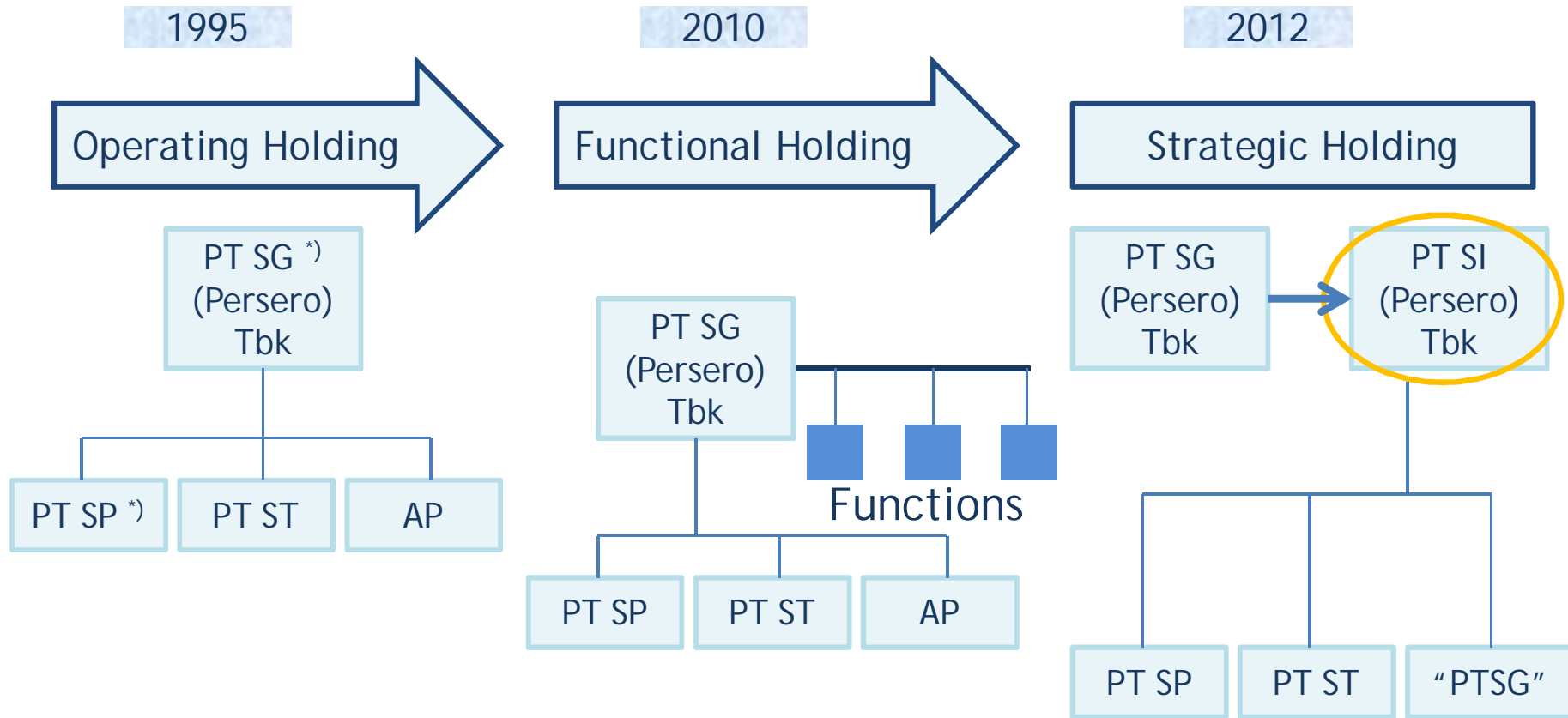
B. Restructuring of the Capital

The stock split as well as the utilization of the group's funding capacity to finance the strategic projects.

C. Restructuring of the Subsidiaries

Aligning the business forms and types of the subsidiaries that will support each others, in order to optimize their performance, synergy, and supervision.

4. The Stage of the Restructuring of the Holding Company Form

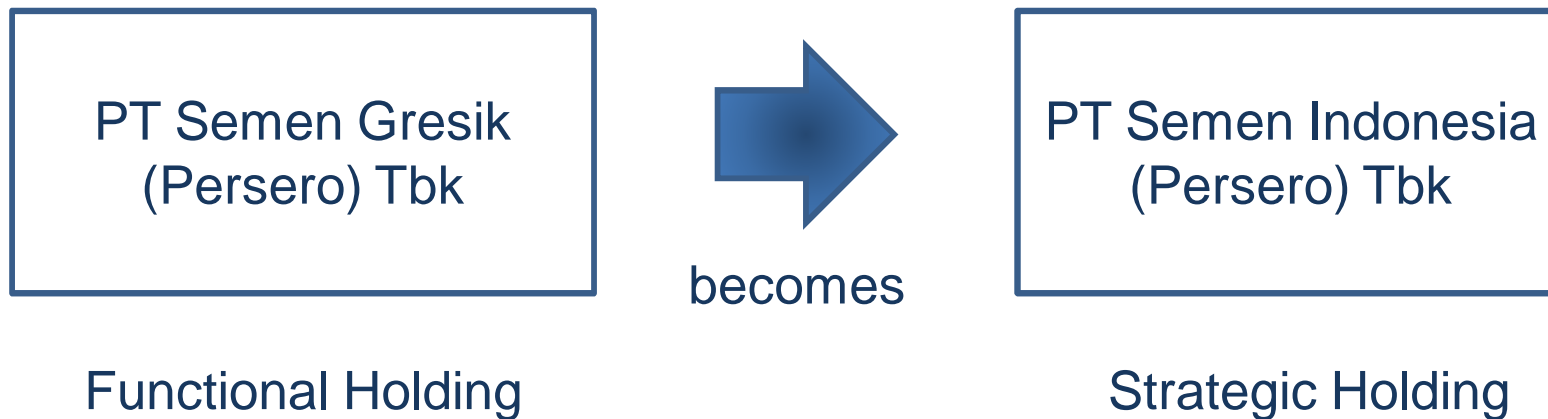


- *) PT SG : Semen Gresik
- PT SP : PT Semen Padang
- PT ST : PT Semen Tonasa
- PT SI : PT Semen Indonesia
- "PTSG": PT Semen Gresik "New"
- AP : Anak Perusahaan

5. The Changes in Company's Name and Roles

Once the analysis is done in terms of Legal, Finance and Taxation as well as Operations, the most likely form of the Holding company is the Strategic Holding Company which one of its agendas is to change the company's name.

The name being proposed and fixed, is as follows:



6. Reasons for changing Company's Name

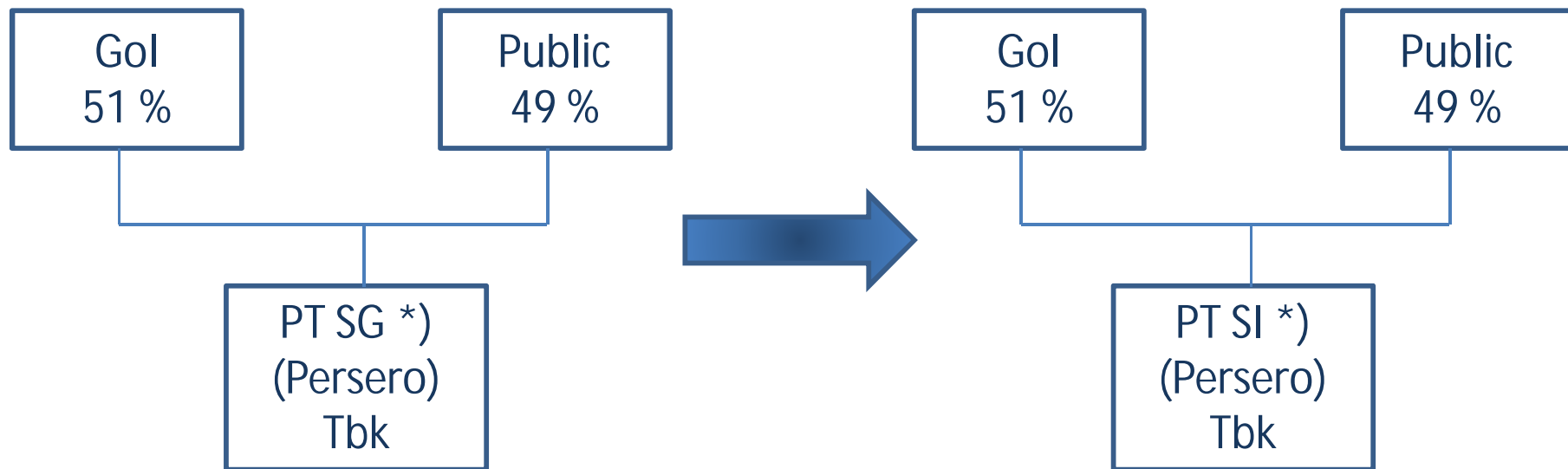
- Realizing *the Strategic Holding*, in order to enhance competitiveness (including but not limited to the increasing of the bargaining power)
- Separating and optimizing the role or function of the Holding and Operating Companies
- Optimizing the performance of the group through increasing the consolidation and synergy in order to maximize the value of the Company
- Choosing the most efficient structure of the Holding companies
- Supporting the Company's Vision to the future
- Standing before the business changes and competition

7. Selection of the Name “Semen Indonesia”

- The name for the Holding Company requires a name that could reflect the ambitions of the group and embrace the national characteristics of the companies that include the three Operating Companies.
- Consistent with the vision of the company to become a national and regional business business players
- Creating national pride

8. Ownership Structure

Transformation to become Strategic Holding will not change the shares ownership structure



*) Gol: Government of Republic of Indonesia

*) PT SG: PT Semen Gresik

*) PT SI : PT Semen Indonesia

The results of the Consultants' Studies

9.1. The results of the Studies of the Management Consultants *)

The Strategic Holding is the ideal in the long term structure for Semen Gresik, because it is able to support the Company's future growth strategy

The implications of the Strategic Holding

- The position of Semen Gresik to become Semen Indonesia
- The new Operating Company (PT SG "New") will be at the equal level to PT SP and PT ST
- Each new Operating Company in the future, will be at the equal level to the established Operating Companies

The main benefits

The clear separation between the Holding Companies and the Operating Companies, concerning the roles and responsibilities under the separate business entity

It allows the Holding Company to role and function as a pure Holding Company, in order to manage the entire Operating Companies

In the short term: the potential benefits of higher synergies, due to the clear management of the Holding Company and the Operating Company

In the long term:

- Supporting the Group's future growth for expansion strategy.
- Taking advantage of the group's knowledge and capacity optimally, through the best practices.

*) Source : Study of AT Kearney, summarized

9.2. The results of the studies of the Legal Consultants*)

The plan for the change of the name of the holding company of PT Semen Gresik (Persero) Tbk. to become PT Semen Indonesia (Persero) Tbk. is a corporate action and if done with goodwill, there is no conflict of interest, in accordance with the regulations of legislation.

*) Source : Study of Melly Darsa & Co.

9.3. The results of the Fairness Opinion (FO)*)

The establishment of the Strategic Holding with no transfer of assets based on the qualitative and quantitative analysis as well as the analysis of the fairness of the transaction value, the results obtained are:

The Transaction Plan is **reasonable** with the explanation that the Transaction Plan along with all of its benefits is estimated and expected to contribute the added value to the Company amounting to IDR 610.6 Billion.

**) Source : FO results of KJPP SAH & Rekan, summarized*

10. The area and functions of the Strategic Holding

The Strategic Holding of PT Semen Indonesia (Persero) Tbk. will work on strategic functions covering areas such as:

- Production,
- Marketing,
- Business Development and Investment (Capex),
- Human Capital Management,
- Procurement,
- Finance and Accounting,
- Information Technology,
- Internal Control,
- Communications,
- Legal and Risk Management,
- Research and Development,
- Social Environment of Society (Company Social Responsibility/CSR)

Agenda #2: Amendment to Articles of Association

Amendment to Articles of Association PT Semen Gresik (Persero) Tbk.

Current Articles of Association	Proposed change of Article of Association
Article 1	Article 1
<p>1. This Limited Liability Company named Perusahaan Perseroan "PT Semen Gresik (Persero) Tbk." (Hereinafter in this articles of association is abbreviated as "The Company"), domiciled and headquartered in Gresik.</p> <p>2. (unchange)</p>	<p>1. This Limited Liability Company named Perusahaan Perseroan "<u>PT Semen Indonesia (Persero) Tbk.</u>" (Hereinafter in this articles of association is abbreviated as "The Company"), domiciled and headquartered in Gresik.</p> <p>2. (unchange)</p>
Article 3	Article 3
<p>1. The purpose and objective of the Company is to engage in the fields of Industry, production, trading in goods and services.</p> <p>2. (unchange)</p>	<p>1. The purpose and objectives of the Company is to engage in the fields of industry, <u>mining</u>, production, trading in goods and services, <u>energy, transportation, waste management of Hazardous and Toxic Materials</u>, as well <u>as to engage the company management</u>.</p> <p>2. (unchange)</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 3 paragraph 2 (Continued)</p> <p>a. (unchange);</p> <p>b. carries out business in the production fields of mining and / or exploring and / or processing certain raw materials into basic materials needed to make cement and / or any other industry, processing these materials into a wide range of cement and / or into the other result of industries as well as processing such wide range of cement and / or other results of industry into finished goods that are more useful;</p> <p>c. carries out business in trading, marketing and distribution of a wide range of cement and the results of other production goods which use raw materials of cement or other materials at domestic and abroad;</p>	<p style="text-align: center;">Article 3 paragraph 2 (Continued)</p> <p>a. (unchange);</p> <p>b. carries out business in the production fields of mining and / or exploring and / or processing certain raw materials into basic materials needed in <u>the cement industries</u> and / or any other industry, processing these materials into a wide range of cement and / or into the other result of industries as well as processing such wide range of cement and / or other results of industry into finished goods that are more useful;</p> <p>c. carries out business in trading, marketing and distribution of a wide range of <u>the cement industries</u> and the results of other production goods which use raw materials of cement or other materials at domestic and abroad;</p>

Amendment to Articles of Association PT Semen Gresik (Persero) Tbk.

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 3 paragraph 2 (Continued)</p> <p>d. carries out business in the provision of services to the cement industry and / or other industries such as research studies, development, industrial design and engineering, construction, management, factory operations, warehousing and transportation, repairs, equipment maintenance, fabrication of tools, consulting (except for consulting in the field of law) and other service activities;</p> <p>e. (not available previously);</p> <p>f. (not available previously);</p> <p>g. carries out other supporting activities related to the Company's business activities above, including but not limited into activities of waste management of Hazardous and Toxic Materials.</p>	<p style="text-align: center;">Article 3 paragraph 2 (Continued)</p> <p>d. carries out business in the provision of services to <u>the cementing industry</u> and / or other industries such as research studies, development, industrial design and engineering, construction, management, factory operations, warehousing and transportation, repairs, equipment maintenance, fabrication of tools, consulting (except for consulting in the field of law) and other service activities;</p> <p>e. <u>carries out investments including capital investment in other companies;</u></p> <p>f. <u>provides corporate management services and management consulting services to its subsidiaries;</u></p> <p>g. <u>carries out other supporting activities related to the Company's business activities above.</u></p>

Amendment to Articles of Association PT Semen Gresik (Persero) Tbk.

Current Articles of Association	Proposed change of Article of Association
Article 12	Article 12
<p>1. (unchange)</p> <p>2. (unchange)</p> <p>(not governed previously)</p> <p>(not governed previously)</p>	<p>1. (unchange)</p> <p>2. (unchange)</p> <p>3. In carrying out the tasks as referred to in paragraph 1 of this Article, the Board of Directors as the majority shareholder and / or as the shareholder <u>in each subsidiary that carries out the business in the cement industry</u> is authorized, among others to:</p> <p style="padding-left: 20px;">a. define, manage, control, and monitor strategic and operational policies that will be implemented by a subsidiary, that is all policies that can materially affect the subsidiary and to provide added value as outlined in the blue print for ratification at the General Meeting of Shareholders of the subsidiaries;</p>

Amendment to Articles of Association PT Semen Gresik (Persero) Tbk.

Current Articles of Association	Proposed change of Article of Association
(not governed previously)	<p style="text-align: center;">Article 12 paragraph 3 (Continued)</p> <p>b. plan, decide, manage, and control the activities and functions that are strategic, such as managing the cash management, accounting standardization, capital expenditure;</p> <p>c. establish the strategic and operational policies that are not defined in the blue print as referred to in paragraph 3 letter a of this Article;</p> <p>d. establish policies of the organizational structure at 1 (one) level below the Board of Directors of the subsidiaries with respect to the input from the Board of Commissioners of the subsidiaries;</p> <p>e. give approval to the Board of Directors of the subsidiary to implement the operational measures that are not defined in the Work Plan and Budget of the Company;</p>
(not governed previously)	
(not governed previously)	
(not governed previously)	

Amendment to Articles of Association PT Semen Gresik (Persero) Tbk.

Current Articles of Association	Proposed change of Article of Association
(not governed previously)	<p style="text-align: center;">Article 12 paragraph 3 (Continued)</p> <p>f. get periodic reports and explanations from both the Board of Directors and / or Board of Commissioners of the subsidiaries as well as provide a decision within and outside the forum of General Meeting of Shareholders of the subsidiaries;</p> <p>g. set the value and / or the time period of cooperation between the subsidiaries and other business entities or other party in the forms of joint licensing, contract of management, asset leasing, Joint Operation (Kerja Sama Operasi/ KSO), Build Operate Transfer (BOT), Build Owned Transfer (BOwT), Build Transfer Operate (BTO) and other similar agreements;</p> <p>h. make the decision of capital investment and the amount of the capital investment that will be carried out by a subsidiary to another company;</p>
(not governed previously)	
(not governed previously)	

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p>(not governed previously)</p> <p>(not governed previously)</p> <p>(not governed previously)</p> <p>(not governed previously)</p> <p>(not governed previously)</p>	<p style="text-align: center;">Article 12 paragraph 3 (Continued)</p> <p>i. set the decisions of establishment of subsidiaries and / or joint venture of such subsidiary company;</p> <p>j. define the decision of releasing the capital investment in the subsidiaries and / or the joint ventures of such subsidiary company;</p> <p>k. set the decision of merger, consolidation, acquisition, separation and dissolution of subsidiaries and / or joint ventures of such subsidiaries;</p> <p>l. set write-off decisions of a bad debt and / or set the decision of sales for the unusable inventory of the subsidiaries;</p> <p>m. set and / or change the logos, trademarks of the subsidiaries;</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p>(not governed previously)</p> <p>(not governed previously)</p>	<p style="text-align: center;">Article 12 paragraph 3 (Continued)</p> <p>n. set the decision for the establishment of foundation, organization and / or associations which are legal either directly or indirectly related to that formed by a subsidiary;</p> <p>o. set the decision on the charging of expenses and obligations that are fixed and routine for foundations, organizations and / or associations which are legal formed by the subsidiary.</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
Article 12	Article 12
3. (unchange)	4. (unchange)
a. (unchange)	a. (unchange)
b. (unchange)	b. (unchange)
c. (unchange)	c. (unchange)
d. (unchange)	d. (unchange)
e. (unchange)	e. (unchange)
f. (unchange)	f. (unchange)
g. (unchange)	g. (unchange)
h. (unchange)	h. (unchange)
i. (unchange)	i. (unchange)

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 12 paragraph 3 (Continued)</p> <p>j. using any of the rights held by the shareholders in each subsidiary or other companies that carries out business in the cement industry in which the Company has a capital investment.</p> <p>k. (unchange)</p>	<p style="text-align: center;">Article 12 paragraph 4 (Continued)</p> <p>j. using any of the rights held by the shareholders and / or the majority shareholders in each subsidiary that carries out business in the cement industry in which the Company has a capital investment, <u>except the things that are included in the authority of the shareholders and / or majority shareholders as provided in paragraph 3 of this Article;</u></p> <p>k. (unchange)</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
Article 12 (Continued)	Article 12 (Continued)
4. a. (unchange)	5. a. (unchange)
b. (unchange)	b. (unchange)
5. (unchange)	6. (unchange)
6. (unchange)	7. (unchange)
7. (unchange)	8. (unchange)
8. (unchange)	9. (unchange)
9. (unchange)	10. (unchange)
10. (unchange)	11. (unchange)
11. (unchange)	12. (unchange)
12. (unchange)	13. (unchange)

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
Article 15	Article 15
1. (unchange)	1. (unchange)
2. (unchange)	2. (unchange)
3. (unchange)	3. (unchange)
4. (unchange)	4. (unchange)
5. (unchange)	5. (unchange)
6. (unchange)	6. (unchange)
7. (unchange)	7. (unchange)
8. (unchange)	8. (unchange)

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 15 (Continued)</p> <p>(not governed previously)</p>	<p style="text-align: center;">Article 15 (Continued)</p> <p>9. In carrying out the tasks as referred to in paragraph 1 of this Article and Article 12 paragraph 3 letter j, then the Board of Commissioners is authorized to set a decision on the proposals that have been put forward by the Board of Directors as shareholders and / or majority shareholders in each subsidiary engages in the cement industry, among others to:</p> <p>a. approve the excess transactions that exceed 20% (twenty percent) of the total amount budgeted:</p> <ol style="list-style-type: none">1) routine investments (operational) that are included in the capital budget;2) postal costs or expenses that are included in the operating budget (excluding financial charges, including interest, bank fees);3) capital financing for the short-term work that is included in the financial budget; <p>all budgets of which are included in the Work Plan and Budget of the Company or each change thereof authorized in the concerned fiscal year.</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 15 (Continued)</p>	<p style="text-align: center;">Article 15 paragraph 9 (continued)</p> <ul style="list-style-type: none">b. approve the decisions for issuance of bonds and other debt securities as well as to sell the shares of a subsidiary in the capital markets in order to take advantage of the liquidity;c. approve the subsidiaries as guarantor (borg or avalist);d. approve a decision to accept or provide long-term loans of the subsidiary;e. approve a strategic action that has not been specified in the Work Plan and the Budget of the subsidiaries;f. approve a decision to do a legal action to transfer, dispose the rights or make the guarantees of debt of all or more than 50% (fifty percent) of the net assets including fixed assets of the subsidiary, whether in one transaction or several transactions that stand alone or are related to each another in the one (1) fiscal year;

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 15 (Continued)</p> <p>9. (unchange)</p> <p> a. (unchange)</p> <p> b. (unchange)</p> <p> c. (unchange)</p>	<p style="text-align: center;">Article 15 paragraph 9 (Continued)</p> <p>g. approve an approval for the long-term plan of the subsidiaries;</p> <p>h. approve a measure that is the authority of the Board of Directors as the majority shareholders of the subsidiary other than that of being provided for in Article 12 paragraph 3.</p> <p>10. (unchange)</p> <p> a. (unchange)</p> <p> b. (unchange)</p> <p> c. (unchange)</p>

**Amendment to Articles of Association
PT Semen Gresik (Persero) Tbk.**

Current Articles of Association	Proposed change of Article of Association
<p style="text-align: center;">Article 15 paragraph 9 (Continued)</p> <p>d. approve the Work Plan and Budget of the Company presented by the Board of Directors no later before the new fiscal year begins.</p> <p>In terms of the Work Plan and Budget of the Company was not legalized before the new fiscal year begins, the Company's Work Plan and Budget of the previous year is applicable;</p> <p>e. (unchange)</p> <p>f. (unchange)</p> <p>g. (unchange)</p> <p>h. (unchange)</p> <p>i. (not governed previously)</p>	<p style="text-align: center;">Article 15 paragraph 10 (Continued)</p> <p>d. approve the Work Plan and Budget of the Company presented by the Board of Directors <u>no later than the 27th (twenty seventh) day of December</u>, before the new fiscal year begins.</p> <p>In terms of the Work Plan and Budget of the Company was not legalized <u>on the 27th (twenty seventh) day of December</u> before the new fiscal year begins, the Company's Work Plan and Budget of the previous year is applicable;</p> <p>e. (unchange)</p> <p>f. (unchange)</p> <p>g. (unchange)</p> <p>h. (unchange)</p> <p>i. <u>approve the Long-term Plan of the Company.</u></p>

THANK YOU

