



PT XL AXIATA Tbk.

RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT XL Axiata Tbk. ("Company") hereby announces to the shareholders of the Company that the Annual General Meeting of Shareholders (the "Meeting") has been convened on Thursday, 29th March 2012, and duly resolved the following resolutions:

RESOLUTIONS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. a. Resolved to approve and accept the Board of Directors' report on the Company's business activities and performance, including but not limited to the performance of the Company had been achieved during the financial year ended 31 December 2011 consisting of the Balance Sheet Report, Comprehensive Profit and Loss Report, Changes in Equity Report and Notes to the Financial Statements thereof audited by Public Accountant Tanudiredja, Wibisana & Rekan.
- b. Resolved to grant release and discharge (*acquit et de charge*) to the Board of Directors and Board of Commissioners of the Company of their respective management and supervisory duties conducted within the financial year ended 31 December 2011 to the extent that their actions are reflected in the Annual Report and financial statements of the Company approved thereof.
2. a. Resolved to approve the use of 2011 Financial Year net income amounting Rp 2.830.101 million (two trillion eight hundred and thirty billion one hundred and one million Rupiah) with the following composition :
 - a) Cash dividend amounting Rp 1.107.414 million (one trillion one hundred and seven billion four hundred and fourteen million Rupiah).
 - b) General Appropriation as required by Law No. 40 Year 2007 of Rp.100.000.000,- (One hundred million Rupiah) or 0,004% from 2011 Financial Year net income.
 - c) The remaining of Rp 1.722.587million (one trillion seven hundred and twenty-two billion five hundred and eighty seven million Rupiah) retained as Retained Earnings to support the Company's business development.
- b. Resolved to grant the rights and authorization to the Board of Directors of the Company to determine the procedure for the cash dividends' payment to the shareholders whose names are recorded in Shareholders Register of the Company on 25 April 2012 or any other feasible date according to the prevailing regulations and/or those whose names are registered as shareholders of the Company with a securities account in PT Kustodian Sentral Efek Indonesia at the closing of trading on 25 April 2012 any other feasible date according to the prevailing regulations.
3. Resolved to appoint the Independent Public Accountant to audit the Company's financial statements for the financial year ended 31st December 2012 with provisions that the appointed Independent Public Accountant Office should be registered at Bapepam-LK, and the Meeting hereby grant the authorization to the Company's Board of Directors to determine the amount, terms of payment and further conditions related thereto, with due consideration of the recommendation from the Board of Commissioners of the Company.
4. Resolved to grant the rights and authorization to the Nominating and Remuneration of the Company to determine the remuneration, bonus and other compensation and benefit payable to the Company's Board of Directors and Board of Commissioners, for the financial year ended 31st December 2012.
5. Resolved to grant the authorization to Board of Commissioners of the Company, with substitution rights, to adjust the Subscribe Capital and Paid-Up Capital due to the execution of Grant Date II of LTI Program 2010-2015 as scheduled in due course.

SCHEDULE OF DIVIDEND PAYMENT

Cash Dividend for 2011 Financial Year is Rp.130,- (one hundred and thirty Rupiah) per share		
The Last Share Trading Period with Dividend Right (Cum Dividend)	<ul style="list-style-type: none"> • Regular and Negotiable Market • Cash Market 	20 April 2012 25 April 2012
The Initial Share Trading Period without Dividend Right (Ex Dividend)	<ul style="list-style-type: none"> • Regular and Negotiable Market • Cash Market 	23 April 2012 26 April 2012
Date of Registration of shareholders with dividend rights (Recording Date)		25 April 2012
Payment Date		9 May 2012
Distribution of Income Tax Deduction Evidence		15 June 2012

PROCEDURE FOR THE DIVIDEND PAYMENT

1. The cash dividends will be distributed to the shareholders whose names are registered in the Company's Shareholders Registration (Recording Date) on 25 April 2012 as at 16.00 WIB (Western Indonesian Time) and/or those whose names are registered as shareholders of the Company with a securities account in PT Kustodian Sentral Efek Indonesia (KSEI) at the closing of trading on 25 April 2012;
2. For the shareholders whose shares are deposited in the collective depository of KSEI, the cash dividends shall be made through KSEI and automatically credited in the balance of securities account in KSEI and/or Custodian Bank on 9 May 2012. The evidence of dividend payments will be distributed by KSEI to respective shareholders through Securities Company or Custodian Bank whereby the shareholders open their securities accounts. For those whose shares are not deposited in the collective depository of KSEI, the dividend payment will be transferred through respective shareholder's account.
3. The dividend payment is subject to Income Tax which shall be deducted by the Company from the sum of the dividend pursuant to the prevailing regulation on taxes. The amount of tax imposed shall be borne by the relevant shareholder and deducted from the amount of cash dividends.
4. For those shareholders who are local taxpayers being a legal entity and have not been included the Taxpayer Identification Number (NPWP) are required to submit NPWP to KSEI or BAE (PT Datindo Entrycom) at Puri Datindo - Wisma Sudirman, Jl. Jend Sudirman Kav. 34 Jakarta 10220 no later than 25 April 2012 at 16.00 WIB. Without NPWP, the cash dividend paid to the Indonesian Legal Entity will be subject to income tax amounted 30%.
5. For those shareholders who are foreign taxpayers whose country has entered into the Agreement on the Prevention of the Imposition of Dual Taxes (P3B) with Indonesia, required to comply with the requirements under Article 26 of Income Tax Law No. 36 Year 2008 and must submit to KSEI or BAE Form DGT-1 and DGT-2 legalized by the authorized Tax latest by 2 May 2012 (5 bourse days before payment date). Without such documents, the cash dividend paid will be subject to income tax amounted 20%.
6. For shareholders whose shares are deposited in the collective depository of KSEI, evidence of dividend tax deduction can be collected at the securities company and/or custodian bank whereby shareholders open securities account and for scripted shareholders, the evidence of dividend tax deduction can be collected at BAE starting from 15 June 2012.

Jakarta, 2nd April 2012
PT XL Axiata Tbk.
The Board of Directors