



# MATERIAL ANNUAL GENERAL MEETING OF SHAREHOLDERS FINANCIAL YEAR 2023

### PT Bank Tabungan Negara (Persero) Tbk







## SCHEDULE AND VENUE GMS OF THE FINANCIAL YEAR 2023

Day, date: Wednesday, March 6, 2024

Time : 14.00 WIB - Finished

Venue : Bank BTN Tower

Jl. Gajah Mada No. 1 Jakarta Pusat







01

Approval of the Annual Report and Ratification of the Company's Financial Statements, Approval of the Report on the Supervisory Duties of the Board of Commissioners and Ratification of the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Fiscal Year 2023 as well as the Full Settlement and Exemption of Responsibility (volledig acquit et de charge) to the Board of Directors for the Company's Management Actions and the Board of Commissioners for the Company's Supervisory **Actions that Have Been Carried Out During the Fiscal Year** 







### First Agenda

#### **LEGAL BASIS**

- 1. RI Law No. 40 of 2007 concerning Limited Liability Companies as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law ("Job Creation Law"), Article 69 paragraph (1)
  - The approval of the annual report including the ratification of the financial statements and the report on the supervisory duties of the Board of Commissioners is carried out by the GMS.
- 2. RI Law No. 19 of 2003 concerning State-Owned Enterprises as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law, Article 23
  - (1) Within 5 (five) months after the Company's financial year is closed, the Board of Directors is required to submit an annual report to the GMS for approval.
  - (2) The annual report as intended in paragraph (1) shall be signed by all members of the Board of Directors and Commissioners.
  - (3) In the event that any member of the Board of Directors or Commissioners does not sign the annual report as intended in paragraph (2), the reason shall be stated in writing.







### First Agenda

#### **LEGAL BASIS**

- 3. Regulation of the Minister of State-Owned Enterprises ("SOEs") Number PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises, Article 33
  - (1) Each SOE is obliged to prepare financial reports and the implementation of the SOE CSR Program which is submitted to the Minister in:
    - a. Quarterly reports; and
    - b. Annual Report.
  - (2) The financial statements and reports on the implementation of the SOE CSR Program as referred to in paragraph (1) become one unit with the quarterly report and annual report on SOE performance which are outlined in a separate chapter.
  - (3) Especially for the financial statements of the annual MSE Funding Program, they must be audited by a public accounting firm separately from the audit of SOEs' financial statements prepared in accordance with financial accounting standards to be approved by the GMS/Minister.







### ... First Agenda

#### **LEGAL BASIS**

### 4. The Company Articles of Association

### a. Article 15 paragraph (2) letter b number 10

The Board of Commissioners is obliged to provide a report on the supervisory duties that have been carried out during the recent financial year to the GMS.

### b. Article 19 paragraph (9)

The approval of the Annual Report includes the ratification of the annual financial statements as well as the report on the supervisory duties of the Board of Commissioners and the decision on the use of profits determined by the Annual GMS.

#### c. Article 22

**Paragraph (2) letter a** In the Annual GMS, the Board of Directors submits the Annual Report.

**Paragraph (3)** Approval of the Annual Report, including the ratification of the financial statements and the report on the supervisory duties of the Board of Commissioners carried out by the GMS, means providing full repayment and exemption from responsibility to the members of the Board of Directors and the Board of Commissioners for the management and supervision that has been carried out during the previous financial year, to the extent that such actions are reflected in the Annual Report and financial statements except for acts of embezzlement, fraud, and other criminal acts.







### ... First Agenda

#### **EXPLANATION**

The Company submits the Annual Report and the Supervisory Task Report of the Board of Commissioners for approval as well as the Company's Financial Statements, including the Financial Statements of the Company's Micro and Small Business Funding Program ("PUMK") to obtain approval from the Company's General Meeting of Shareholders ("GMS") as well as the payment and exemption of responsibility (volledig acquit et de charge) for the members of the Board of Directors for the actions of the Company's management and the Board of Commissioners for the actions of the Company's supervision that has been carried out during the 2023 Fiscal Year.







### ... First Agenda

### **DECISION PROPOSAL**

1. Approved the Company's Annual Report including the Report on the Supervisory Duties of the Company's Board of Commissioners for the Financial Year 2023 which ended on December 31, 2023.

### 2. Confirm:

- a. The Company's Financial Statements for the Financial Year 2023 ended December 31, 2023 which have been audited by the Public Accounting Firm (KAP) Purwantono, Sungkoro & Surja in accordance with Report Number ... date... 2024; and
- b. The Financial Statements of the Micro and Small Business Funding Program for the 2023 Fiscal Year which ended on December 31, 2023 which have been audited by the Public Accounting Firm (KAP) Purwantono, Sungkoro & Surja in accordance with Report Number ... date... 2024, (include the auditor's report number) Both with reasonable opinions in all material matters.
- 3. With the approval of the Company's Annual Report and the Report on Supervisory Duties of the Board of Commissioners, as well as the ratification of the Company's Financial Statements and the Financial Statements of the Micro and Small Business Funding Program (PUMK), all for the Financial Year 2023 which ended on December 31, 2023, the GMS provides full repayment and exemption (volledig acquit et de charge) for all members of the Board of Directors for the Company's management actions for all members of the Board of Commissioners for the Company's supervisory actions that have been carried out during the 2023 Financial Year ending on December 31, 2023, as long as such actions do not constitute criminal acts and are reflected in the report above.







02

Determination of the Use of the Company's Net Profit for the Fiscal Year 2023.







### **Second Agenda**

#### **LEGAL BASIS**

- 1. RI Law No. 40 of 2007 concerning Limited Liability Companies as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law, Article 71
  - 1) The use of net profit including the determination of the amount of allowance for the reserve as intended in Article 70 paragraph (1) shall be decided by the GMS.
  - 2) All net profit after deducting the allowance for reserves as intended in Article 70 paragraph (1) is distributed to shareholders as dividends, unless otherwise specified in the GMS.
  - 3) Dividends as referred to in paragraph (2) may only be distributed if the Company has a positive profit balance.

### 2. The Company's Articles of Association

- 1) Article 5 paragraph (4) letter c number 1 point 8 The privilege of Series A shareholders Dwiwarna is the approval of the use of profits.
- 2) Article 19 paragraph (9) Approval of the Annual Report, including the ratification of the annual financial statements as well as the report on the supervisory duties of the Board of Commissioners and the decision on the use of profits determined by the Annual GMS.
- **3)** Article 22 paragraph (2) letter b In the Annual GMS, the Board of Directors is obliged to submit a proposal for the use of the Company's Net Profit if the Company has a positive profit.







### ... Second Agenda

#### **EXPLANATION**

The Company proposes the use of the Company's net profit to be determined by the GMS.

#### **DECISION PROPOSAL**

Approved and determined the use of the Company's net profit for the Fiscal Year 2023 of Rp...,- (... Rupiah) as follows:

- 1. By ...% (... percent) or Rp...,- (... Rupiah) as a Cash Dividend to shareholders which will be paid with the following conditions:
  - 1) Dividends for the Government of the Republic of Indonesia on ownership of 60% (sixty percent) of shares amounting to Rp...,- (... Rupiah), will be deposited into the State General Cash Account in Rupiah.
  - 2) Dividends of other shareholders for ownership of 40% (forty percent) of public shares amounting to Rp...,- (... Rupiah) will be paid to shareholders proportionally in accordance with the ownership of shares.
  - 3) Granting authority and power of attorney to the Company's Board of Directors with the right of substitution to determine the schedule and procedures for dividend distribution for the 2023 Fiscal Year in accordance with applicable regulations.
- 2. By ...% (... percent) or Rp...,- (... Rupiah) as the balance of Retained Earnings. (include the amount of dividends).







03

Determination of Remuneration (salary/honorarium, facilities and allowances) for 2024, as well as Tantiem for Performance in 2023 for the Company's Board of Directors and Board of Commissioners.







### Third Agenda

#### **LEGAL BASIS**

1. RI Law No. 40 of 2007 concerning Limited Liability Companies as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law

#### a. Article 96

- 1) Provisions on the amount of salaries and allowances of members of the Board of Directors are determined based on the resolution of the GMS.
- 2) The authority of the GMS as referred to in paragraph (1), may be delegated to the Board of Commissioners.
- 3) In the event that the authority of the GMS is delegated to the Board of Commissioners as intended in paragraph (2), the amount of salary and allowances as intended in paragraph (1) shall be determined based on the resolution of the Board of Commissioners meeting.

#### b. Article 113

Provisions on the amount of salary or honorarium and allowances for members of the Board of Commissioners are determined by the GMS.







### ... Third Agenda

#### **LEGAL BASIS**

- 2. Regulation of the Minister of SOEs of the Republic of Indonesia No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, Article 76 paragraph (1)
  - (1) The income of the Board of Directors and the Board of Commissioners of the Company shall be determined by the GMS.

### 3. The Company's Articles of Association

- a. Article 5 paragraph (4) letter c number 1 point 5, Privileges of Series A Dwiwarna shareholders is the right to approve in the GMS regarding the approval of the remuneration of members of the Board of Directors and the Board of Commissioners.
- b. b. Article 11 paragraph (19) The members of the Board of Directors may be given salaries along with other facilities and/or allowances including tantiem and retirement compensation which are of the type and amount determined by the GMS and such authority may be delegated to the Board of Commissioners.
- c. c. Article 14 paragraph (30) Members of the Board of Commissioners shall be given honorarium and allowances/facilities including tantiem and retirement compensation of the type and amount determined by the GMS by taking into account the provisions of laws and regulations.

#### **EXPLANATION**

The Company proposes provisions on the amount of salary/honorarium, facilities, allowances, and other incentives for members of the Board of Directors and the Board of Commissioners to be determined by the GMS.



14





### ... Third Agenda

#### **DECISION PROPOSAL**

- 1. Authorize and authorize the Company's Series A Shareholders to determine the amount of tantiem for performance in 2023 and salaries/honorariums, facilities and allowances for 2024 for members of the Board of Commissioners.
- 2. Granting authority and power of attorney to the Board of Commissioners of the Company by first obtaining written approval from the Company's Series A Shareholders Dwiwarna to determine the amount of tantiem for performance in 2023 and salaries/honorariums, facilities and allowances for 2024 for members of the Board of Directors.







04

Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements and the Financial Statements of the Micro and Small Business Funding Program for the 2024 Financial Year.







### **Fourth Agenda**

### **LEGAL BASIS**

1. RI Law No. 19 of 2003 concerning State-Owned Enterprises as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law, Article 71 paragraph (1)

The examination of the company's financial statements is carried out by external auditors appointed by the GMS for Persero and by the Minister for Perum.

2. Financial Services Authority Regulation No. 15/POJK.04/2020 dated April 21, 2020 concerning the Plan and Implementation of the GMS of Public Companies, Article 59 paragraph (1)

The appointment and dismissal of public accountants and/or public accounting firms that will provide audit services for annual historical financial information must be decided at the GMS of Public Companies by considering the proposal of the Board of Commissioners.







#### **LEGAL BASIS**

3. Financial Services Authority Regulation No. 9 of 2023 concerning the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities Article 3 paragraph (1)

The General Meeting of Shareholders The Parties are obliged to decide on the appointment of AP and/or KAP who will provide audit services for annual historical financial information by considering the proposal of the board of commissioners, the supervisory board, or the party performing the supervisory function as performed by the board of commissioners.

### Article 5 paragraph (1)

In the event that AP and/or KAP that has been decided by the general meeting of shareholders as referred to in Article 3 paragraph (1) cannot complete the provision of audit services for annual historical financial information during the Professional Assignment Period, the appointment of AP and/or KAP in lieu of AP and/or KAP is carried out by the board of commissioners, the supervisory board, or the party performing the supervisory function as performed by the board of commissioners, as mandated by the general meeting of shareholders by taking into account the recommendations of the Audit Committee.







### **LEGAL BASIS**

4. Regulation of the Minister of State-Owned Enterprises Number PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises, Article 33 paragraph (3)

Specifically for the financial statements of the annual MSE Funding Program, they must be audited by a public accounting firm separately from the audit of the financial statements of SOEs prepared in accordance with financial accounting standards to be approved by the GMS/Minister..







#### **LEGAL BASIS**

5. Financial Services Authority Circular Letter No. 18/SEOJK.03/2023 dated November 6, 2023 concerning Procedures for the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities, roman II point 1

The appointment of Public Accountant Services and Public Accounting Firms to provide audit services on annual historical financial information is decided by the general meeting of shareholders held by the Party by considering the proposal of the board of commissioners, the supervisory board, or the party performing the supervisory function as performed by the board of commissioners.

### 6. The Company's Articles of Association

**Article 22 paragraph (2) letter c :** In the Annual GMS, the appointment of a Public Accounting Firm registered with the OJK as proposed by the Board of Commissioners, to audit the Company's Financial Statements for the current year, including an audit of internal control over financial reporting; in accordance with the applicable provisions of the Capital Market authority in the place where the Company's shares are registered and/or recorded.







#### **EXPLANATION**

That the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) is proposed by the Board of Commissioners to be subsequently appointed by the GMS to audit the Company's Financial Statements and the Financial Statements of the Company's Micro and Small Business Funding Program.

#### **DECISION PROPOSAL**

- 1. Establish the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) as a Public Accounting Firm that will audit the Company's Financial Statements and the Financial Statements of the Micro and Small Business Funding Program for the Fiscal Year 2024 and other reports for the Fiscal Year 2024.
- 2. Granting authority and power of attorney to the Board of Commissioners of the Company to appoint a Public Accounting Firm to conduct an audit of the Company's Financial Statements for other periods in the Financial Year 2024 for the Company's purposes and interests.
- 3. To give authority and power to the Board of Commissioners of the Company to determine the audit fee and other requirements for the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited), as well as to dismiss the Public Accounting Firm including appointing a replacement Public Accounting Firm in the case Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) for any reason unable to complete the audit of the Financial Statements as point 1 above, including determining audit service fees and other requirements for the replacement Public Accounting Firm.







#### **EXPLANATION**

That the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) is proposed by the Board of Commissioners to be subsequently appointed by the GMS to audit the Company's Financial Statements and the Financial Statements of the Company's Micro and Small Business Funding Program.

#### **DECISION PROPOSAL**

- 1. Establish the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) as a Public Accounting Firm that will audit the Company's Financial Statements and the Financial Statements of the Micro and Small Business Funding Program for the Fiscal Year 2024 and other reports for the Fiscal Year 2024.
- 2. Granting authority and power of attorney to the Board of Commissioners of the Company to appoint a Public Accounting Firm to conduct an audit of the Company's Financial Statements for other periods in the Financial Year 2024 for the Company's purposes and interests.
- 3. To give authority and power to the Board of Commissioners of the Company to determine the audit fee and other requirements for the Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited), as well as to dismiss the Public Accounting Firm including appointing a replacement Public Accounting Firm in the case Public Accounting Firm of Purwantono, Sungkoro & Surja (Ernst & Young Global Limited) for any reason unable to complete the audit of the Financial Statements as point 1 above, including determining audit service fees and other requirements for the replacement Public Accounting Firm.







05

Report on the Realization of the Use of Funds Proceeds from the Capital Increase by Granting Rights Issue II.







### Fifth Agenda

### **LEGAL BASIS**

Financial Services Authority Regulation No.30/POJK.04/2015 dated December 22, 2015 concerning Report on the Realization of the Use of Public Offering Proceeds, Article 6

- (1) Public Companies are obliged to account for the realization of the funds from the Public Offering in each annual GMS until all funds from the Public Offering have been realized.
- (2) The realization of the use of the proceeds of the Public Offering as intended in paragraph (1) must be used as one of the agenda items in the annual GMS.
- (3) The accountability for the realization of the use of the proceeds of the Public Offering as intended in paragraph (1) must at least disclose:
  - (a) All funds that have been obtained;
  - (b) the amount of fees that have been incurred in the context of the implementation of the Public Offering;
  - (c) funds that have been realized and their allocation; and
  - (d) The remaining funds and the reasons have not been realized.







#### **EXPLANATION**

In accordance with the provisions of Article 6 of POJK Number 30/POJK.04/2015 concerning the Report on the Realization of the Use of Public Offering Proceeds, the Company is obliged to account for the realization of the use of the proceeds of the Public Offering in each annual GMS until all proceeds of the Public Offering, namely the Capital Increase by Granting Rights Issue II has been realized.

### **DECISION PROPOSAL**

It is a report so that no decision is made.







Approval of Amendments to the Company's Articles of Association.

06







### Sixth Agenda

### **LEGAL BASIS**

1. RI Law No. 40 of 2007 concerning Limited Liability Companies as last amended by RI Law No. 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 concerning Job Creation into Law, Article 19 paragraph 1

Amendments to the articles of association are determined by the GMS.

- 2. Articles of Association of the Company, Article 26 paragraph (5) and Article 29 paragraph (1) and paragraph (2) Article 26
  - (5) The GMS to amend the Articles of Association shall be conducted on the condition that it is attended by the shareholders of Series A Dwiwarna and other shareholders and/or their legal representatives and who together represent at least 2/3 (two-thirds) of the total number of shares with valid voting rights and the decision is valid if approved by the shareholders of Series A Dwiwarna and other shareholders and/or their legal representatives who jointly represent more from 2/3 (two-thirds) of the total number of shares with voting rights present at the meeting.

### **Article 29**

- (1) Amendments to the Articles of Association must pay attention to the UUPT and/or regulations in the field of Capital Market.
- (2) The amendment to the Articles of Association is stipulated by the GMS with the provisions as stated in Article 26 paragraph (4) and paragraph (5).

  ... Sixth Agenda







### ... Sixth Agenda

### **EXPLANATION**

The Company intends to amend the Company's Articles of Association to be stipulated in the GMS.

### **DECISION PROPOSAL**

- 1. Approve the amendment of the Company's Articles of Association in the context of improvement in accordance with the provisions of the law.
- 2. Agree to rearrange all provisions in the Articles of Association in connection with the amendments as referred to in point 1 of the aforementioned decision.
- 3. Granting power and authority to the Board of Directors of the Company with the right of substitution to take all necessary actions related to the decision of the agenda of this Meeting, including drafting and restating the entire Articles of Association of the Company in a Notary Deed and granting the power of substitution to submit to the authorized agency for approval and/or receipt of the notification of amendments to the Company's Articles of Association, and do everything that is deemed necessary and useful for these purposes with no one being excluded, including to make additions and/or changes to the Company's Articles of Association if it is required by the authorized agencies.







#### **EXPLANATION**

The Company intends to amend the Company's Articles of Association to be stipulated in the GMS, with the main changes as follows:

The company interior to amend the company's Articles of Association to be stipulated in the divis, with the main changes as follows.		
Article	essence of change	
Article 4 Capital	Uniformize the structure and accommodate the provisions of capital increase without granting rights issue as based on POJK 14/2019 (POJK on Capital Increase of Public Companies by Providing Pre-emptive Rights)	
Article 10 Transfer of Share Rights	Deleting the provisions of paragraph 6 regarding the registration of transfer of rights to shares, because it is not relevant to the provisions in the field of Capital Market	
Article 11 Board of Directors	<ul> <li>Addition of provisions regarding the requirements for the appointment of Directors who must be domiciled in Indonesia in accordance with POJK 17/2023</li> <li>Adjustment of the provisions for the dismissal of the Board of Directors before the end of the term of office by taking into account the provisions of Banking and Capital Market.</li> <li>Arrangement of concurrent positions of the Board of Directors that must be reported in the Board of Commissioners Meeting</li> </ul>	
Article 12 Duties, Authorities and Obligations of the Board of Directors	<ul> <li>Adjustments in the form of:</li> <li>Explaining the definition of the Company's assets in accordance with KBUMN Letter S-102</li> <li>Deleting the provisions for write-off in Article 12 paragraph 7 letter k and subsequently contained in the provisions regarding the authority of the Board of Directors to write off bad principal receivables that have been written off the books</li> <li>Addition of the obligation of the Board of Directors to prepare the Charter of the Board of Directors, Risk Management Charter and Internal Audit Charter in accordance with Per-BUMN 2/2023;</li> <li>Adding the obligation of the Board of Directors to be responsible for the development of UUS in accordance with POJK 12/2023; and</li> <li>Adding 1 act of the Board of Directors that requires written approval from the Board of Commissioners, namely the deletion of the fixed asset book due to certain conditions in accordance with Per-BUMN 02/2023</li> </ul>	
Article 14	Addition of provisions regarding the conditions for the appointment and dismissal of the Board of Commissioners by taking into account the	



**Board of Commissioners** 

provisions of Banking and Capital Market.





### ... Sixth Agenda

Article	essence of change
Article 15 Duties, Authority and Obligations of the Board of Commissioners	<ul> <li>Additional obligations of the Board of Commissioners are in the form of:</li> <li>Directing, monitoring, and evaluating the implementation of governance, risk management, and compliance in accordance with POJK 17/2023;</li> <li>Drafting the Charter of the Board of Commissioners in accordance with Per-BUMN 2/2023; and</li> <li>Responsible for the development of UUS in accordance with POJK 12/2023</li> </ul>
Article 21 General Meeting of Shareholders	Adjustments to the arrangement for the electronic holding of GMS
Article 22 Annual General Meeting of Shareholders	Addition of provisions regarding the delegation of authority of the GMS to the Board of Commissioners in connection with the appointment of KAP and/or AP in accordance with POJK 9/2023
Article 24 Place, Notice, Announcement, Invitation and Time of the General Meeting of Shareholders	Adjust and improve the regulations regarding the error in the invitation of the GMS and remove the regulations regarding the requirements for the provider of the e-GMS to be uniform with other







Changes in the Company's Management Structure.







### **Seventh Agenda**

#### **BACKGROUND**

- 1. Regulation of the Minister of SOEs of the Republic of Indonesia No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, article 70 paragraph (1) letter a
  - The position of a member Board of Commissioners/Supervisory Board of SOEs ends upon death.
- 2. The Company's Articles of Association, Article 11 paragraph (10) and paragraph (12) letter a, as well as Article 14 paragraph (12), paragraph (14) letter a and paragraph (26) letter b

#### **Article 11**

**paragraph (10)** The members of the Board of Directors shall be appointed and dismissed by the GMS, which shall be attended by the shareholders of Series A Dwiwarna and the resolution of the meeting shall be approved by the shareholders of Series A Dwiwarna by taking into account the provisions of this Articles of Association. The Board of Directors is appointed by the GMS from the candidates submitted by Series A shareholders Dwiwarna, which nomination is binding for the GMS. This provision also applies to the GMS held in order to revoke or strengthen the decision to temporarily dismiss members of the Board of Directors.

**paragraph (12)** letter a The members of the Board of Directors shall be appointed for a period of time starting from the closing or date determined by the GMS appointing them and ending at the closing of the 5th (five) Annual GMS after the date of their appointment, provided that the period shall not exceed 5 (five) years, taking into account the laws and regulations in the field of Capital Market, but without prejudice to the right of the GMS to dismiss the members of the Board of Directors before the his term ends.







### ... Seventh Agenda

### **BACKGROUND**

### **Article 14**

**paragraph (12)** The members of the Board of Commissioners shall be appointed and dismissed by the GMS, which shall be attended by the shareholders of Series A Dwiwarna and the resolution of the GMS must be approved by the shareholders of Series A Dwiwarna. The members of the Board of Commissioners are appointed by the GMS from the candidates submitted by Series A shareholders Dwiwarna, which nomination is binding for the GMS.

paragraph (14) letter a The members of the Board of Commissioners shall be appointed for a period of time starting from the date determined by the GMS appointing them and ending at the closing of the 5th (five) Annual GMS after the date of their appointment, provided that the period shall not exceed 5 (five) years, taking into account the laws and regulations in the field of Capital Market, but without prejudice to the right of the GMS to dismiss the members of the Board of Commissioners before the term of the His term ended.

paragraph (26) letter b The position a member of the Board of Commissioners ends upon death.







### ... Seventh Agenda

#### **EXPLANATION**

- 1. The inauguration of the end of Ahdi Jumhari Luddin's term as Independent Commissioner, because he passed away on August 12, 2023.
- 2. Members of the Board of Directors and/or the Board of Commissioners are appointed and dismissed by the GMS attended and approved by the shareholders of Series A Dwiwarna, and end at the closing of the 5th (fifth) Annual GMS after the date of their appointment.

### **DECISION PROPOSAL**

Following the decree of the Series A Shareholders of Dwiwarna.







### **THANK YOU**

