



PT HM SAMPOERNA Tbk.

## **EXPLANATION ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT HANJAYA MANDALA SAMPOERNA TBK. ON MAY 18, 2026**

In relation to the Annual General Meeting of Shareholders ("**AGMS**") of PT Hanjaya Mandala Sampoerna Tbk. (the "**Company**") which will be convened on Monday, May 18 2026, and in view of the following provisions:

- Law No. 40 of 2007 dated August 16, 2007, regarding Limited Liability Company (the "**Company Law**");
- OJK Regulation No.15/POJK.04/2020 dated April 20, 2020, regarding the Planning and Convening of General Meeting of Shareholders of Public Companies ("**OJK 15/2020**");
- OJK Regulation No.33/POJK.04/2014 dated December 8, 2014, regarding the Board of Directors and Board of Commissioners of Issuers and Public Companies ("**OJK 33/2014**");
- The Articles of Association of the Company as set out on Deed of Statement of Meeting Resolutions on the Amendments to the Articles of Association of the Company No.107 dated May 27, 2025, made before Aulia Taufani SH, Notary in Jakarta,

The Company hereby provides an explanation for each of the agenda of AGMS as follows:

**Agenda 1**  
**Approval of the Annual Report and ratification of the Company's consolidated financial statements for the fiscal year ended on December 31, 2025**

### **1.1. Background**

In compliance with (i) Article 69 and Article 78 of the Company Law; and (ii) Article 9 paragraph 3 point (a) and (b) and Article 21 paragraph 3 and paragraph 5 of the Company's Articles of Association, the Company's annual report and consolidated financial statements, respectively, must be approved and ratified by the Company's General Meeting of Shareholders ("**GMS**").

### **1.2. Explanation**

The Company has prepared the Annual Report for the fiscal year ended on December 31, 2025, containing the Company's Consolidated Financial Statements for the financial year ended on December 31, 2025, audited by the Public Accountant's Office Rintis, Jumadi, Rianto & Rekan (a member of the PricewaterhouseCoopers network of firms).



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Furthermore, the Company submitted its audited Consolidated Financial Statements to the Financial Services Authority ("**OJK**") and PT Bursa Efek Indonesia ("**IDX**") on March 11, 2026.

With regard to this agenda, the Company will seek approval of the 2025 Annual Report and ratification of the Consolidated Financial Statements for the fiscal year ended on December 31, 2025, to the GMS. At the AGMS, the Board of Directors will present a brief overview of the Company's Annual Report, including its performance for the financial year ended 31 December 2025.

### **1.3. Supporting Material**

The Company's 2025 Annual Report is available at the Company's Head Office as well as Corporate Representative Office in Jakarta or can be downloaded on the Company's website [www.sampoerna.com](http://www.sampoerna.com) since April 24, 2026.

**Agenda 2**  
**Approval for the use of the Company's retained earnings for the financial year ended on December 31, 2025**

### **2.1. Background**

In compliance with (i) Article 70 and Article 71 paragraph 1 of the Company Law; and (ii) Article 9 paragraph 3 point (c) and Article 22 paragraph 1 of the Company's Articles of Association, the net profit obtained by the Company in a financial year as stated in the balance sheet and profit and loss statement ratified by the GMS is to be used in accordance with the GMS resolution. The GMS may authorize the Board of Directors to determine the use of the retained earnings, including the determination of allocation for mandatory reserve, dividend payment and other uses, subject to the prevailing regulations.

### **2.2. Explanation**

With regard to this agenda, the Company will propose to the GMS to approve the appropriation of the Company's retained earnings for the financial year ended on December 31, 2025, to be distributed as cash dividend to the Company's shareholders.



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### 2.3. Supporting Material

The disclosure of the Company's profit can be accessed on the Company's website [www.sampoerna.com](http://www.sampoerna.com) in the Company's 2025 Annual Report and Consolidated Financial Statements for the fiscal year ended on December 31, 2025.

#### Agenda 3

**Approval of the appointment of a Public Accounting Office to audit the Company's consolidated financial statements for the fiscal year ended on December 31, 2026**

### 3.1. Background

Pursuant to Article 68 paragraph 1 point (c) of the Company Law and OJK 15/2020, the financial statements of the public company must be submitted to a public accountant to be audited and further, the appointment and termination of the public accountant who will provide the audit service for the annual historical financial information must be resolved in the public company's general meeting of shareholders taking into account the Board of Commissioners' recommendation.

### 3.2. Explanation

For the appointment of Public Accountant Firm who will audit the Company's books and records for the 2026 fiscal year, after considering the recommendation from the Board of Commissioners, the Company's Board of Directors proposes to the GMS to appoint and designate the Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member of the PricewaterhouseCoopers network of firms) to audit the Company's books and records for the fiscal year ending on December 31, 2026.

### 3.3. Supporting Material

The following is the profile of the Public Accountant and Public Accounting Firm

#### Kantor Akuntan Publik Rintis, Jumadi, Rianto & Rekan

WTC 3, Jl. Jend. Sudirman Kav. 29-31, Jakarta 12920 – Indonesia  
T: +62 (21) 5099 2901 / 3119 2901, F: +62 (21) 5290 5555 / 5290 5050, [www.pwc.com/id](http://www.pwc.com/id)

Nomor Izin Usaha: KEP-315/KM.1/2024.

PwC provides assurance, tax, advisory, consulting, and legal services, focusing on a wide range of industries globally to build public trust and deliver added value to



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its clients and stakeholders. PwC’s global network comprises more than 365,000 people across 136 countries, who share insights, experience, and solutions to develop fresh perspectives and practical recommendations.

KAP Rintis, Jumadi, Rianto & Rekan is a member firm of the PricewaterhouseCoopers network in Indonesia. PwC Indonesia (“**PwC**”) has been operating in Indonesia since 1971. PwC has more than 3,400 professionals, including 90 partners and technical advisors, with extensive experience in providing independent audit and consulting services to multinational companies, state-owned enterprises, and local companies in Indonesia.

These services are provided by PwC through separate legal entities, each focusing on different aspects of service offerings, while leveraging the collective resources and expertise of PwC firms in Indonesia and worldwide.



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## TJHIN SILAWATI

### SUMMARY OF QUALIFICATIONS

Tjhin Silawati (Sila) is a Partner in the Assurance Service division at KAP Rintis, Jumadi, Rianto & Rekan. With over 26 years of experience as an auditor, Sila has extensive expertise in leading complex audit assignments, both local and multinational companies in various industries.

She participated in several audit engagements, such as Graha Layar Prima Tbk., Bank Central Asia Tbk., as well as Bank Jago Tbk. She has also previously participated in the audit engagement of HM Sampoerna Tbk., with her latest involvement in 2017.

Sila has extensive experience in the application of International Financial Reporting Standards (IFRS), Indonesian Financial Accounting Standards, and US integrated audits. She is experienced in providing risk analysis of business processes that impact financial aspects and offers recommendations for internal control improvements. Furthermore, Sila possesses in-depth knowledge of Financial Services Authority (OJK), Bank Indonesia, and Capital Markets regulations.

### PROFESSIONAL EXPERIENCES

- 2000 – Present : KAP Rintis, Jumadi, Rianto & Rekan, Indonesia (as a Partner since 2019)

### EDUCATION, PROFESSIONAL QUALIFICATIONS AND PROFESSIONAL AFFILIATIONS

- Bachelor of Economics, majoring in Accounting, Tarumanegara University
- Member of Institut Akuntan Publik Indonesia (IAPI)
- Public accountant listed at OJK Pasar Modal
- Public accountant listed at OJK Perbankan and Perbankan Syariah
- Public accountant listed at OJK Industri Keuangan Non-Bank
- BPK Examination Education at Partner Level



## Agenda 4

### Approval for the Adjustment of Articles of Association to the Indonesia Standard Industrial Classification

#### 4.1 Background

Pursuant to Article 19 paragraph 1 of the Company Law and Article 12 paragraph 1 of the Company's Articles of Association, amendments to the Articles of Association shall be stipulated by the GMS.

Pursuant to the provisions of the Statistics Indonesia Regulation Number 7 of 2025 on the Indonesian Standard Industrial Classification ("**Statistics Indonesia Regulation 2025**") and the Joint Circular Letter of the Minister of Investment and Downstreaming/Head of the Investment Coordinating Board, Minister of Law, and Head of the Statistics Indonesia Number 4.S, M.HH-1.HH.04.02, 1 of 2026 on the Implementation of Adjustments to the 2025 Indonesian Standard Industrial Classification in the Implementation of Risk-Based Business Licensing, the Company intends to adjust the description of the Company's existing business activities with the table listed in the 2025 Indonesian Standard Industrial Classification (KBLI).

#### 4.2 Explanation

The amendments to the Company's Articles of Association are made to adjust the description of the Company's existing business activities with the prevailing Indonesian Standard Industrial Classification (KBLI), in relation to the issuance of Statistics Indonesia Regulation 2025.

The following sets out the proposed adjustments to the provisions of the Company's Articles of Association, together with a comparison to the current provisions.

Current Provisions	Proposed Adjustments
<b>Purpose and Objectives and Business Activities</b> <b>Article 3</b>	<b>Purpose and Objectives and Business Activities</b> <b>Article 3</b>
Paragraph 2	Paragraph 2
To achieve the above objectives, the Company may carry out the following business activities:	To achieve the above objectives, the Company may carry out the following business activities:



Current Provisions	Proposed Adjustments
i. Main business activities:	i. Main business activities:
<p>a. Hand-Rolled Kretek Cigarette Industry; includes the business of making kretek containing shredded tobacco, shredded krosok, shredded cloves, and additional flavoring ingredients, which produce a distinctive aroma mixture, rolled with various wrapping materials (ambri/papir/tipping). Including the hand-rolled kretek industry, hand-rolled kretek and hand-rolled filter kretek.</p>	<p>a. Hand-Rolled Kretek Cigarette Industry; includes the production of kretek cigarettes containing shredded tobacco, shredded kerosok, shredded cloves, and additional flavoring ingredients, resulting in a distinctively flavored blend and rolled manually by hand using various wrapping materials (ambri, papir, or tipping). This activity includes the production of hand-rolled kretek cigarettes and filtered hand-rolled kretek cigarettes</p>
<p>b. White Cigarette Industry; includes the business of making white cigarettes that do not contain clove components.</p>	<p>b. White Cigarette Industry; includes the activity of making cigarettes that do not contain clove components.</p>
<p>c. Machine-Made Kretek Cigarette Industry; includes the business of making kretek containing shredded tobacco, shredded krosok, shredded cloves, and additional flavoring ingredients, which produce a distinctive aromatic mixture, rolled with various wrapping materials (ambri/papir/tipping). Including the machine-made kretek industry.</p>	<p>c. Machine-Made Kretek Cigarette Industry; includes the manufacture of kretek cigarettes containing shredded tobacco, shredded kerosok, shredded cloves, and other flavorings, resulting in a distinctively flavored blend, rolled automatically by machine using various wrapping materials (ambri, papir, or tipping). Including the manufacture of machine-rolled kretek cigarettes and filter-rolled kretek cigarettes.</p>



Current Provisions	Proposed Adjustments
<p>d. Other Cigarette Industry; includes other cigarette manufacturing businesses, other than kretek or white cigarettes, such as cigars, kelembak menyan cigarettes and klobot/kawung cigarettes, sliced tobacco (TIS), cigars, and other processed tobacco products (HPTL). Including the pipe tobacco industry, chewing tobacco and snuff tobacco.</p>	<p>d. Other Tobacco Product Industry; includes the manufacturing of other tobacco products, such as cigars, kretek cigars, kelembak kemenyan cigarettes, kerobot cigarettes, and kawung cigarettes. Including the manufacturing of fine-cut tobacco, pipe tobacco, snuff, homogenized or reconstituted tobacco, molasses tobacco, and chewing tobacco, including nicotine pouches.</p>
<p>e. Wholesale Trade of Cigarettes and Tobacco; includes wholesale trade of processed tobacco and cigarette seasonings, such as kretek cigarettes and white cigarettes.</p>	<p>e. Wholesale Trade of Cigarettes and Tobacco; includes the wholesale trade of processed tobacco products, cigarette seasonings; wholesale trade of smoking products and accessories, such as kretek cigarettes, white cigarettes, electronic cigarettes (vape), lighters, pipes, cigarette rolling tools, and e-liquid.</p>
<p>f. Wholesale Trade on a Fee or Contract Basis; encompasses businesses acting as agents that receive commissions, act as intermediaries (brokers), conduct auctions, and engage in other wholesale trading activities in the domestic and international markets on behalf of others. Activities include commission agents, commodity brokers, and all other wholesale traders who sell on behalf of and at the expense of others. This includes activities involved in joint sales and purchases or conducting transactions on behalf of companies, including via the internet. It also covers agents involved in the wholesale trade of agricultural raw materials, live animals, textile raw materials and semi-finished goods,</p>	<p>f. Wholesale Trade on a Fee or Contract Basis; includes intermediation services in wholesale trade, i.e. facilitating transactions between sellers and buyers for ordering goods based on fees or commissions without providing or taking ownership of the intermediated goods and services. Intermediation activities can be carried out through digital platforms or non-digital channels. Fees or commissions can be received from sellers or buyers. Income from intermediation activities can also include other sources, such as advertising income. This includes commission agent activities, goods brokers and other wholesale trades that trade on behalf of other parties without having rights to the intermediated goods; activities that</p>



Current Provisions	Proposed Adjustments
<p>fuel, ores, metals, and chemicals, including fertilizers, food, beverages, and tobacco, textiles, clothing, fur, footwear, and leather goods, wood and building materials, machinery, including office machinery and computers, industrial equipment, ships, aircraft, furniture, household goods, and hardware. This group also includes wholesale auction houses and commission agents for radioactive materials and ionizing radiation generators. It includes the operation of commodity auction markets. Excluded from this group is the wholesale trade of automobiles and motorcycles, which is classified in groups 451 to 454.</p>	<p>bring together sellers and buyers; activities of conducting transactions on behalf of companies, including online; activities of purchasing centers, if only acting as an intermediary and not having rights to the intermediated goods; auction house activities for wholesale auction houses; commission-based agency for wholesale trade of radioactive substances and ionizing radiation generators; organizing commodity auction markets for wholesale trade. Excluding wholesale trading activities on one's own behalf, which are included in groups 462 to 469.</p>
<p>g. Industri Cigarette Flavoring and Other Cigarette Accessories Industry; includes tobacco processing industries that are not classified elsewhere, such as tobacco homogenization or reconstitution industries and sauced tobacco. It also includes the production of cigarette flavorings and other cigarette accessories such as aromatic gum or benzoin (<i>Kemenyan</i>), cigarette/tobacco sauce, uwur (a type of cigarette), klobot, kawung, and filter manufacturing;</p>	<p>g. Cigarette Flavoring Industry; includes the activity of making cigarette seasonings, such as cigarette/tobacco sauce and cigarette capsules.</p>



Current Provisions	Proposed Adjustments
<p>h. Other Electrical Equipment Manufacturing Industry; encompasses the manufacturing of various electrical equipment and devices that do not fall into specific categories mentioned earlier. It includes the production of bicycle dynamos, magnetic dynamos, spark plugs, sound warning devices (sirens, horns, alarms, bells, etc.), electrical signal equipment such as traffic control devices for roads, railways, ports, and airfields, as well as signals for pedestrians. Additionally, it covers a wide range of electrical and electronic equipment not classified elsewhere, including battery chargers, electric door openers and closers, ultrasonic cleaning machines (except for laboratory or dental use), tanning beds, solid-state inverters, rectification equipment, fuel cells, regulated and unregulated power supplies, uninterruptible power supplies (UPS), wave suppressors (except for voltage level distribution), cable equipment, connecting cables, and other electrical cable devices with insulators and connectors. The industry also encompasses carbon and graphite electrodes, contacts, and other electrical carbon and graphite products, particle accelerators, capacitors, resistors, electrical capacitors, and similar components, electromagnets, electric scoreboards, electric advertising signs, electrical insulators (except for glass or porcelain insulators), electrical branding and soldering equipment, hand soldering</p>	<p>h. Other Electrical Equipment Manufacturing Industry; includes the manufacture of electrical equipment other than electric motors, generators, transformers, batteries and accumulators, cable and wire equipment, lighting equipment, and household appliances. This includes the manufacture of battery chargers, including solid state type; manufacture of electric door opening and closing devices; manufacture of electric bells; manufacture of extension cords from purchased (not self-produced) insulated wire; manufacture of ultrasonic cleaning machines (except for laboratories and dentists); manufacture of tanning beds; manufacture of fuel cells (except for motor vehicles) and regulated and unregulated power supplies; manufacture of uninterruptible power supplies (UPS); manufacture of surge suppressors (except for voltage level distribution); manufacture of equipment cables, extension cables, other electrical wiring devices with insulation and connectors; manufacture of carbon and graphite electrodes and contacts and other electrical carbon and graphite products; manufacture of particle accelerators; manufacture of capacitors, resistors, electrical condensers, and similar components; manufacture of electromagnets, including bicycle lamp dynamos and magnetic dynamos; manufacture of sirens and other sound warning devices,</p>



Current Provisions	Proposed Adjustments
<p>irons, and the production of photovoltaic module equipment (solar panels). It also includes the manufacturing of electronic cigarettes (vape). Including the business of manufacturing components and equipment.</p>	<p>including horns and alarms; manufacture of electric scoreboards; manufacture of electric advertising signs; manufacture of electrical signal equipment, such as traffic lights (for roads, railways, waterways, and airways) and pedestrian signaling equipment; manufacture of electrical insulators (except glass or porcelain insulators); manufacture of electrical soldering and branding equipment, including handheld soldering irons; manufacture of inverters for solar panel installation (photovoltaic); manufacture of electroplating machines; manufacture of on-board chargers; manufacture of assembled cables with connectors; manufacture of charging stations for electric vehicles.</p>
<p>ii. Supporting business activities:</p>	<p>ii. Supporting business activities:</p>
<p>a. Warehousing and Storage; includes businesses that carry out temporary storage activities for goods before they are sent to their final destination, for commercial purposes;</p>	<p>a. Other Warehousing and Storage; includes warehousing and storage activities other than warehouse receipt system warehouses, cold storage, bonded warehouses, oil and gas storage, hazardous and toxic materials storage, ionizing radiation source storage, and radioactive associated mineral storage. Including the the management or operation of warehouses, including closed warehouses, silos/tanks, and other warehouses, with the function of storing goods before being sent to their final destination; container depot activities that store and/or stack containers, and may be equipped with other facilities; warehouse services used for</p>



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Current Provisions	Proposed Adjustments
	<p>electronic trading system activities (PMSE); operation of storage tanks to store products in liquid and gas form, such as water and liquefied gas; operation of physical commodity storage facilities not classified elsewhere.</p>
<p>b. Paper and Cardboard Packaging Industry; encompasses the manufacturing of various paper and cardboard packaging and boxes used for wrapping and packaging purposes. This includes the production of packaging and boxes made from corrugated paper and paperboard, foldable paper and paperboard boxes, solid paper and paperboard packaging and boxes, paper bags and sacks, as well as file boxes and similar items;</p>	<p>b. Paper and Cardboard Packaging and Box Industry; includes the activities of making all kinds of packaging and boxes from paper/cardboard used for wrapping/packaging, including the making of boxes for cigarettes and other goods, for example packaging and boxes from corrugated paper and paperboard, foldable packaging and paperboard boxes, packaging and boxes from solid board, other packaging and boxes from paper and paperboard, paper sacks and bags and office file boxes and similar goods.</p>
<p>c. Packing Activities; encompasses packing services based on fees or contracts, whether using automated processes or not. It includes bottling beverages and food, packaging of solid items (blister packaging, aluminum foil packaging, and others), pharmaceutical and medical packaging, labeling, stamping, and sealing with a stamp or seal, parcel or gift wrapping, and gift packaging. This also includes canning and similar services. Packing services for transportation activities fall under the corresponding group 52291 to 52299.</p>	<p>c. Other Packing Activities; includes packaging activities such as bottling of liquids, packaging of solids, labeling, stamping, and sterilization of products on a fee or contract basis, using either an automated or manual process for products other than those in groups 82921 to 82925. Including the activities of packaging parcels or gifts and wrapping gifts.</p>



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Current Provisions	Proposed Adjustments
<p>d. Tobacco Drying and Processing Industry; includes businesses engaged in the drying of tobacco leaves through smoking or other methods, as well as the shredding of tobacco leaves.</p>	<p>d. Tobacco Drying and Processing Industry; includes the activity of drying tobacco leaves by smoking or other means, including the activity of shredding tobacco leaves.</p>
<p>e. General Printing Industry; includes activities in the printing industry for newspapers, magazines, and other periodicals such as tabloids, newspapers, magazines, journals, pamphlets, books, brochures, sheet music, maps, atlases, posters, advertising catalogs, prospectuses, and other printed advertisements, diaries, calendars, business forms, and other commercial printed materials, , letter paper or personal stationery and other printed materials produced by printing machines, offset, photo plates, flexography, and similar methods, duplicating machines, computer printers, raised letters, and the like, including quick-printing equipment; direct printing without any intermediary medium on textiles, plastics, glass, metal, wood, and ceramics, except for silk screen printing on fabric and ready-made clothing; and printing on labels or nameplates (lithography, grave writing, flexography, and the like). This also includes reprints using computers, stencil machines, and similar equipment. These printed items usually have copyright protection;</p>	<p>e. General Printing; includes printing of newspapers, magazines and other periodicals such as tabloids, magazines, journals, pamphlets, books and brochures, sheet music, maps, atlases, posters, advertising catalogs, prospectuses and other printed advertisements, diaries, calendars, business letters and other commercial printed materials, letter paper or personal stationery and other printed materials produced by printing machines, offset, photogravure, flexography and similar printing machines, duplicating machines, computer printers, and embossed letter printing machines including quick-printing machines; printing on labels or identification marks (lithography, roll printing, flexography, and the like); printing, with or without any intermediary medium on textiles, plastics, glass, metal, wood, and ceramics; laser engraving on textiles; reprinting using computers, stencil machines, and similar equipment; document photocopying services not part of office support service offerings. These printed materials are usually copyrighted items. This also includes printing of signs, beer coasters, and photographs; and advertising printing activities.</p>



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Current Provisions	Proposed Adjustments
<p>f. Other Paper and Paperboard Product Industry (YTDL); includes the manufacturing of various products from paper and paperboard or cardboard that are not covered in other subcategories. It encompasses industries such as ready-to-use writing paper and printing paper, ready-to-use computer printout paper, ready-to-use coffee paper, ready-to-use adhesive or sticky paper, ledger book industry, accounting books, binders, albums, and writing instruments, whether for commercial or educational purposes. It also includes the manufacture of boxes, bags, wallets, and notebooks that contain paper arrangements, wallpaper industry (wallpaper), and other types of wall coverings, including vinyl and textile-coated wallpaper. Label industry, filter paper, and paperboard filter industry, paper roll industry, paperboard roll industry, paperboard barrel and paperboard industry, egg carton industry, and other products made from paper pulp molds. It also includes the creation of new paper products. This category includes the processing of paper and cardboard by any means, such as coating, glazing, gumming, laminating, the production of carbon paper, and stencil</p>	<p>f. Other Paper and Paperboard Product Industry (YTDL); includes the activity of manufacturing goods from paper and paperboard or cardboard that are not covered in other subcategories, such as the manufacture of ready-to-use writing paper and printing paper, ready-to-use computer printout paper, ready-to-use copy paper, ready-to-use adhesive or sticky paper, ledger books, accounting books, binders, albums, and writing instruments, whether for commercial or educational purposes, the manufacture of boxes, cigarette filters from cellulose, bags, wallets, absorbent pads, and notebooks containing paper arrangements, the manufacture of wallpaper and other types of wall coverings, including vinyl and textile-coated wallpaper, the manufacture of labels, filter paper and paperboard filters, the manufacture of paper rolls and paperboard rolls, paper bobbins and paperboard bobbins, and so on, the manufacture of egg holders and other items made from paper pulp molds, and the manufacture of new creative paper. This also includes the manufacture of paper and cardboard by all means, such as coating, glazing, gumming, laminating, the manufacture of carbon paper and stencil sheet paper in pieces ready for sale to consumers; the manufacture of EKG paper, the manufacture of unprinted office stationery, such as envelopes and letter paper, and the manufacture of tableware (plates, glasses, straws, etc.) from paper and the like.</p>



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Current Provisions	Proposed Adjustments
<p>sheet paper in pieces ready for sale to consumers. This category also includes the manufacture of EKG paper and the manufacture of office stationery that is not printed, such as envelopes, letterhead paper, cleaning paper, dinnerware made of paper, and the like.</p>	



## **Agenda 5**

### **Approval of the changes in the composition of the management of the Company**

#### **5.1 Background**

Pursuant to (i) Article 94 paragraph (1) of the Company Law, (ii) Article 3 of the Financial Services Authority Regulation No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of Issuer and Public Companies, and (iii) Article 15 paragraph (3) of the Company's Articles of Association, the members of the Board of Directors are appointed by GMS. Pursuant to (i) Article 107 of the Company Law in conjunction with Article 15 paragraph (8) of the Company's Articles of Association, and (ii) Article 8 paragraph (3) of OJK Regulation No. 33, the resignation of a member of the Board of Directors shall be resolved in a GMS.

#### **5.2 Explanation**

The appointments of members of the Board of Directors are carried out in accordance with the Company's Articles of Association and other relevant regulatory provisions. The term of office of the incumbent members of the Board of Directors will end at the close of the fifth Annual General Meeting of Shareholders as of the Annual General Meeting of Shareholders on May 27, 2025, namely at the Annual General Meeting of Shareholders in 2030.

In relation to this matter, the Company will propose to the shareholders of the Company at the AGMS to decide and approve the appointment:

1. Umer Jawaid as Director of the Company who will replace Johan Bink;
2. Virawaty as Director of the Company; and
3. Joy Kartika Widjaja as Director of the Company,

with a term of office from the closing of the AGMS 2026 until the end at the closing of the fifth Annual General Meeting of Shareholders as of the Annual General Meeting of Shareholders on May 27, 2025, namely at the Annual General Meeting of Shareholders in 2030.

Further, the Company has received a resignation letter from Elvira Lianita from her position as a member of the Board of Directors of the Company. The reason for the resignation is in relation to her appointment as Vice President Corporate Affairs East & Southeast Asia, Pacific and PMI Global Travel Retail, Philip Morris Asia Limited in Hong Kong.



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In connection with the foregoing, the Company will propose to the shareholders at the Annual General Meeting of Shareholders to decide and approve the resignation of Elvira Lianita, as well as to grant a full release and discharge (*acquit et decharge*) from any and all liabilities and responsibilities in respect of her managerial activities performed in the interest of the Company, to the extent that such activities are reflected in the Annual Report and audited Financial Statements of the Company and will be approved in the Annual General Meeting of Shareholders.

Thus, the composition of the Board of Directors and the Board of Commissioners of the Company shall become as follows:

**Board of Directors**

President Director	: The Ivan Cahyadi
Director	: Andre Dahan
Director	: Sharmen Karthigasu
Director	: Yohan Lesmana Tjhin
Director	: Reno Bontemps
Director	: Houria Raselma
Director	: Rianto Probo Hartono
Director	: Umer Jawaid
Director	: Virawaty
Director	: Joy Kartika Widjaja

**Board of Commissioners**

President Commissioner	: Paul Janelle
Vice President Commissioner	: Mindaugas Trumpaitis
Independent Commissioner	: Luthfi Mardiansyah
Independent Commissioner	: Justin Mayall

The term of office of all members of the Board of Directors and the Board of Commissioners is until the closing of the fifth annual general meeting of shareholders after the AGMS on May 27, 2025, namely at the Annual General Meeting of Shareholders in 2030.

**5.3 Supporting Material**

The following are the curricula vitae of Umer Jawaid, Virawaty and Joy Kartika Widjaja.



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## UMER JAWAID

### SUMMARY OF QUALIFICATIONS

Over 14 years of experience in supply chain management and production planning, with Umer most recently serving as Manufacturing Director at Papastratos CMS S.A., an affiliate of Philip Morris International (PMI) in Athens, Greece. Umer began his professional career at PMI in 2011 as a Management Trainee, taking on a variety of responsibilities in operations. Throughout his career, he has demonstrated strong capabilities in driving organizational engagement, change management, and leading manufacturing transformations across diverse international landscapes, successfully showcasing his leadership during assignments in Switzerland and Korea prior to his most recent role in Greece.

### PROFESSIONAL EXPERIENCE

**Papastratos CMC S.A. (PMI Greece)**  
*DIRECTOR MANUFACTURING*

**ATHENS, GREECE**

**JUL 2023 – PRESENT**

- Create Operational Strategies to guarantee required volumes being manufactured with required quality, guarantee flexibility in order to deliver productivity.
- Ensure all assets (factory, building, information technology, employee knowledge) are properly maintained and replaced as required.
- Ensure that purchasing and logistics activities are properly coordinated and that procurements are made in the most economic quantities, in line with the established policies and procedures.
- Direct the Quality Assurance activities to ensure that the product quality is consistent and in line with the established specifications.
- Control and direct implementation of the EHS programs to ensure compliance with the company's Environmental, Health, Safety and Security policies. Direct the implementation of local regulations to ensure compliance with the national legislation.





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- Lead strategic planning for quality initiatives, engaging with senior leadership to define priorities and integrate quality goals across functions.
- Drive risk assessment and mitigation strategies for quality-related challenges, ensuring proactive compliance and operational resilience.
- Coordinate cross-functional teams (manufacturing, R&D, supply chain, regulatory) to harmonize quality planning processes and resolve systemic issues.

**Philip Morris (Pakistan) Limited**  
*MANUFACTURING PROJECT MANAGER*

**KARACHI, PAKISTAN**

**FEB 2011 – JUN 2016**  
**OCT 2014 – JUN 2016**

- Lead planning and execution of manufacturing projects, ensuring alignment with PMI's operational strategy.
- Develop detailed project plans, timelines, and budgets, monitoring progress to deliver projects on time and within cost constraints
- Manage resource allocation, including personnel, equipment, and materials, to optimize efficiency and meet production goals
- Drive continuous improvement initiatives, leveraging lean manufacturing and digital tools to enhance productivity.

*SUPPLY CHAIN PLANNING MANAGER*

**SEPT 2013 – NOV 2014**

- Develop and execute supply chain planning strategies to ensure accurate demand forecasting and optimal inventory levels.
- Analyze market trends and historical data to create reliable demand forecasts and minimize stockouts or excess inventory.
- Manage capacity planning and production scheduling, balancing resources to meet customer demand efficiently.
- Monitor and optimize planning KPIs, such as forecast accuracy, inventory turnover, and service levels, implementing corrective actions as needed.

*PROCUREMENT MANAGER*

**MAR 2012 – AUG 2013**

- Develop and implement procurement strategies to ensure cost-effective sourcing aligned with company objectives
- Manage supplier relationships by evaluating, onboarding, and maintaining strong partnerships to ensure quality and timely delivery.
- Conduct market research and cost analysis to identify sourcing opportunities, monitor trends, and optimize procurement processes.
- Oversee purchasing activities and purchase order processing, ensuring adherence to procurement policies and regulatory requirements.
- Lead and develop procurement team members, providing guidance and fostering continuous improvement in processes and supplier performance.



PT HM SAMPOERNA Tbk.

*MANUFACTURING SPECIALIST*

**AUG 2011 – MAR 2012**

- Monitor and optimize production processes to ensure efficiency, quality, and compliance with PMI standards.
- Manage production schedules and resource allocation to meet demand and minimize downtime.
- Ensure adherence to safety, health, and environmental regulations across all manufacturing activities.
- Coordinate with cross-functional teams (Quality, Maintenance, Supply Chain) to resolve production issues and maintain smooth operations.

*MANAGEMENT TRAINEE*

**FEB 2011 – JUL 2011**

- Assist in production planning and process optimization to improve operational efficiency and maintain quality standards.
- Support inventory management, demand forecasting, and logistics coordination to ensure smooth material flow.
- Gain exposure to manufacturing operations, compliance processes, and performance monitoring across multiple functions.
- Collaborate with cross-functional teams to deliver project reports, operational studies, and internal presentations.

**EDUCATION**

**Ghulam Ishaq Khan Institute of  
Engineering Sciences and  
Technology**  
Electronics Engineering

**TOPI, KHYBER PAKHTUNKHWA,  
PAKISTAN**

**2006 - 2010**

**LANGUAGE**

English – Fluent  
Urdu – Native





PT HM SAMPOERNA Tbk.

**PHILIP MORRIS KOREA INC.**  
*MARKETING DIRECTOR*

**SEOUL, SOUTH KOREA**

**OCT 2017 – MAR 2019**

- Lead end-to-end marketing for Combustible Cigarettes (CC) and IQOS, with full accountability for category strategy, performance, and execution in the Korean market.
- Redesign the category management and marketing operating model, improving strategic focus, decision quality, and execution discipline while managing structural category decline.
- Deliver market share outperformance versus expectations through disciplined portfolio management, activation prioritization, and resource allocation.
- Embed consumer journey-led planning and segment-based communication frameworks, strengthening prioritization across acquisition, conversion, and retention, and improving execution consistency.

**PHILIP MORRIS ASIA LIMITED**  
*DIRECTOR PORTFOLIO STRATEGY & DEVELOPMENT*  
*MARLBORO & PREMIUM BRANDS*

**HONG KONG**

**APR 2016 – SEP 2017**

- Lead regional portfolio strategy and brand stewardship for Marlboro and premium brands across Asia, delivering net market share growth and reinforcing Marlboro's leadership position despite sustained pressure on the premium segment.
- Establish Marlboro as the only growing premium brand in the region during the period by sharpening portfolio priorities, brand positioning, and execution focus.
- Simplify and accelerate the regional business model, improving speed-to-market and increasing new product launch success rates across diverse Asian markets.
- Lead product and packaging innovation initiatives tailored to Asian consumer preferences and regulatory environments, in close collaboration with affiliates and central teams.
- Develop, coach, and mentor brand management leaders across the region, strengthening strategic capability, succession readiness, and leadership depth in line with PMI's people development standards

**PT HM SAMPOERNA TBK.**  
*HEAD OF BRAND MANAGEMENT (A MILD)*

**JAKARTA, INDONESIA**

**OCT 2003 – MAR 2016**  
**APR 2013 – MAR 2016**

- Lead the strategic management and performance of Indonesia's leading cigarette brand, sustaining all-time high market share and reinforcing A Mild's market leadership.
- Design and implement the Sampoerna A brand architecture, reducing portfolio concentration risk and strengthening long-term brand resilience.
- Drive major product and packaging innovations, including new product launches and multiple SKU pack revamps, enhancing portfolio relevance and competitiveness.
- Advance structured consumer co-creation initiatives, elevating adult smoker engagement and setting new benchmarks in the low-tar segment.
- Build and develop a strong brand leadership team, establishing a robust talent pipeline with successors progressing into senior marketing and general management roles.



PT HM SAMPOERNA Tbk.

*MANAGER MARKETING NEW PRODUCTS & REGIONAL BRANDS*

**JUL 2010 – MAR 2013**

- Lead marketing strategy and execution for new product launches and regional brand portfolios, supporting growth and market relevance.
- Analyze market and brand performance to identify opportunities and guide marketing priorities.
- Coordinate cross-functionally to ensure effective, compliant deployment of marketing initiatives and optimal use of marketing resources.

*MANAGER PRODUCT DEVELOPMENT*

**JAN 2010 – JUN 2010**

- Lead product development and commercialization initiatives, translating business and consumer requirements into compliant product solutions.
- Collaborate with cross-functional and global teams to deliver product projects on time and in line with quality and regulatory standards.
- Manage product development lifecycle, including planning, execution, risk management, and stakeholder reporting.

*ASSOCIATE BRAND MANAGER – MARLBORO*

**MAR 2007 – DEC 2009**

- Support development and execution of brand strategy, communication, and activation for Marlboro in collaboration with Brand Manager and cross-functional teams.
- Coordinate brand deployment and marketing initiatives, working with agencies and internal stakeholders to ensure effective execution.
- Monitor execution progress and resource utilization to support consistent and compliant brand delivery.

*ASSOCIATE BRAND MANAGER – DJI SAM SOE (DSS)*

**MAR 2006 – FEB 2007**

- Support development and execution of brand strategy and communication for DSS, in collaboration with Brand Manager and cross-functional teams.
- Coordinate brand deployment and activation, working with agencies and internal stakeholders to deliver approved brand initiatives.
- Monitor brand execution and performance, providing analytical inputs to support continuous brand growth.

*MARKETING COORDINATOR – REGIONAL MARKETING*

**FEB 2005 – FEB 2006**

- Lead the orchestration and execution of regional marketing programs and brand initiatives across Bogor, Tangerang, and Bekasi areas in alignment with national marketing strategies.
- Partner with sales, commercial, and field teams to ensure effective and timely implementation of marketing activities.



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- Track regional marketing performance, timelines, and budgets, and support reporting and post-activity evaluation.

*BRAND ASSISTANT – SAMPOERNA HIJAU*

**MAR 2004 - JAN 2005**

- Support execution of brand activities and marketing initiatives for Sampoerna Hijau, ensuring alignment with approved brand plans and guidelines.
- Collaborate with cross-functional teams, agencies, and vendors to ensure timely, accurate, and compliant delivery of brand initiatives.
- Maintain brand documentation, tracking, and reporting, supporting budget control and internal stakeholder updates.

*GRADUATE TRAINEE*

**OCT 2003 – FEB 2004**

- Participate in the Sampoerna Graduate Trainee Program, a structured development program designed to build future leaders through cross-functional business exposure.
- Contribute to real business projects across core functions, supporting strategic initiatives and operational excellence.
- Develop strong business acumen, analytical thinking, and leadership capabilities through hands-on assignments and mentorship.

## **EDUCATION**

<b>Prasetiya Mulya Business School</b>	<b>JAKARTA, INDONESIA</b>	<b>2001 - 2003</b>
Master's degree in management (Marketing Management) – Best Graduate		
<b>Parahyangan Catholic University</b>	<b>BANDUNG, INDONESIA</b>	<b>1997 - 2001</b>
Bachelor's degree in chemical engineering, cum laude		

## **LANGUAGE**

English – Fluent  
Indonesia – Native



PT HM SAMPOERNA Tbk.



## JOY KARTIKA WIDJAJA

### SUMMARY OF QUALIFICATIONS

Joy Kartika Widjaja is a transformation-driven marketing and commercial leader with over 14 years of experience in business building, brand development, and omnichannel consumer activation within Philip Morris International. She has a proven track record in establishing new entities from the ground up, designing scalable business models, and driving sustainable growth through strategic partnerships, ecosystem development, digital platforms, and large-scale consumer engagement. Currently, she serves as Director of Resonine (PT Harapan Karya Sembilan, Sampoerna's subsidiary) and Head of Consumer Activation, leading end-to-end activation ecosystems across out-of-home, community, direct selling teams, and events, while driving transformation and strengthening Resonine as a strategic engine for brand growth.

### PROFESSIONAL EXPERIENCE

**PT HM SAMPOERNA TBK.**

**JAKARTA, INDONESIA**

**MAR 2018 – PRESENT**

*DIRECTOR OF RESONINE & HEAD OF CONSUMER ACTIVATIONS*

**FEB 2025 – PRESENT**

- Establish and lead Resonine (PT Harapan Karya Sembilan), an in-house event promoter and event organizer, as a strategic activation engine to support Sampoerna's brand and consumer engagement agenda.
- Develop Resonine blueprint by defining the business model, operating structure, and transformation roadmap to deliver scalable, best-in-class consumer activation capabilities.
- Lead and integrate consumer activation channels across out-of-home, community engagement, direct selling teams, and events to ensure cohesive and impactful brand experiences nationwide.
- Formulate and deploy multi-category brand activation platforms, ensuring competitiveness, relevance, and strong resonance across different product categories and consumer segments.
- Collaborate closely with internal stakeholders and external partners to translate brand strategies into high-quality activation concepts and flawless execution in the market.



PT HM SAMPOERNA Tbk.

*HEAD OF BRAND*

**JUN 2024 – JAN 2025**

- Lead and manage strategic partner brands by acting as a trusted brand consultant, shaping long-term brand portfolio strategies aligned with business and market objectives.
- Drive the development of creative concepts and brand narratives, ensuring consistency, differentiation, and relevance across touchpoints.
- Design and deliver integrated brand activation solutions, collaborating closely with partners to translate strategy and creativity into effective market execution.

*HEAD OF IQOS DIRECT RETAIL*

**JAN 2023 – MAY 2024**

- Establish and scale the foundation for smoke-free products direct retail channels across Indonesia, including IQOS island and IQOS kiosk, ensuring consistent brand presence and consumer experience.
- Lead nationwide expansion of the IQOS direct retail footprint, defining rollout priorities, operational standards, and execution governance to support sustainable growth of the smoke-free category.
- Manage and develop a large field organization of approximately 600 Store Coaches, providing strategic direction, capability building, and performance management to ensure execution excellence.

*SENIOR MANAGER SMOKE-FREE PRODUCT STRATEGIC PLANNING*

**OCT 2022 – DEC 2022**

- Build and own the commercialization blueprint for smoke-free products in Indonesia, translating strategic objectives into an integrated go-to-market plan.
- Design and orchestrate channel synergies across direct retail, indirect retail, strategic partnerships, and Marketing to ensure consistent consumer experience and effective market execution.
- Align cross-functional stakeholders to optimize route-to-market models, channel roles, and commercialization priorities for scalable growth of the smoke-free category.

*SENIOR MANAGER SMOKE-FREE STRATEGIC PARTNERSHIP AND DEPLOYMENT*

**JUL 2022 – SEP 2022**

- Establish and lead the partnership blueprint for the smoke-free products category, ensuring deployment excellence and the delivery of a best-in-class route-to-market experience aligned with Sampoerna's smoke-free transformation strategy.
- Drive end-to-end strategic partnerships by managing commercial negotiations with key potential partners, structuring mutually beneficial collaboration models to accelerate smoke-free product availability and adoption.
- Lead and coach a team of Smoke-Free Product (SFP) Deployment Managers (8 people), ensuring strong execution, cross-functional alignment, and consistent market rollout excellence.



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*SENIOR MANAGER STRATEGIC PLANNING & DIGITAL SUSTAINABILITY*

**AUG 2021 – JUN 2022**

- Lead the strategic management and performance of Indonesia's leading cigarette brand, sustaining all-time high market share and reinforcing A Mild's market leadership.
- Design and implement the Sampoerna A brand architecture, reducing portfolio concentration risk and strengthening long-term brand resilience.
- Drive major product and packaging innovations, including Avolution 20s and multiple SKU pack revamps, enhancing portfolio relevance and competitiveness.
- Advance structured consumer co-creation initiatives, elevating adult smoker engagement and setting new benchmarks in the low-tar segment.
- Build and develop a strong brand leadership team, establishing a robust talent pipeline with successors progressing into senior marketing and general management roles.

*SENIOR MANAGER STRATEGIC PARTNERSHIP*

**MAR 2018 – JUL 2021**

- Lead and manage a team of Junior Managers and Executives (approximately 15 people) to build a new business entity from the ground up, covering strategy development, operating model, and organizational setup.
- Define the long-term business strategy, vision, and commercial model, and drive mutual-benefit partnerships with FMCG and services companies to support Sampoerna's retail, wholesale, and digital platforms (SRC, Mitra SRC, and AYO SRC).
- Establish the legal and operational infrastructure of the new entity within less than one year, including organizational design, governance structure, and end-to-end operating readiness.
- Drive disciplined execution in partnership development, commercial negotiations, and stakeholder management to build a scalable business ecosystem.
- Deliver fivefold (5x) revenue growth within a two-year period, resulting in more than 150 business connections, over 40 partnership agreements, and national-scale media coverage for strategic partnerships.

**PHILIP MORRIS ASIA PACIFIC**

**HONG KONG**

**FEB 2017 – FEB 2018**

*MANAGER PORTOFOLIO STRATEGY & DEVELOPMENT*

- Oversee the Asia Pacific market across 16 affiliates by advocating product initiatives and marketing activities, supported by profitability analysis, market potential assessment, and launch and activation strategies.
- Plan and support approximately 60 new brand and variant launches across Asia Pacific markets.
- Advocate a broad range of product-driven initiatives, covering segments from above-premium pricing to low-price offerings.
- Consolidate the overall Asia Pacific marketing strategy and support the Vice President, Marketing Asia Pacific, in liaising with Global Headquarters and local markets.



PT HM SAMPOERNA Tbk.

**PT HM SAMPOERNA TBK.** **INDONESIA** **OCT 2011 – JAN 2017**  
**MANAGER AREA CONSUMER** **BANDUNG, INDONESIA** **JAN 2015 – JAN 2017**  
**ENGAGEMENT**

- Lead and manage a team of Area Supervisors (12 people), providing direction, coaching, and performance management to ensure strong field execution across assigned territories in Bandung and surrounding areas.
- Develop and implement field marketing and consumer engagement strategies across multiple channels, including out-of-home media, events, and direct selling teams, to drive brand experience and consumer activation.
- Ensure execution excellence by planning, monitoring, and evaluating consumer engagement activities across six channels, while optimizing territory potential, consumer segmentation, and local market opportunities, while consistently delivering strong business results and achieving national recognition for the highest market share growth for two consecutive years.

**MANAGER COMMERCIAL ORGANIZATION** **SURABAYA, INDONESIA** **APR 2014 – DEC 2014**  
**DEVELOPMENT**

- Work closely with the Commercial Director to design and execute commercial organization development strategies, particularly for the West Java and Central Java regions, ensuring alignment with business and growth objectives
- Lead large-scale talent initiatives, including end-to-end recruitment of commercial field force talents and systematic talent development planning to build a strong and sustainable pipeline
- Develop and implement capability-building and upskilling curricula for the commercial organization, translating business needs into structured learning and development programs.

**REGIONAL RETAIL ANALYST** **SURABAYA, INDONESIA** **DEC 2013 – MAR 2014**

- Generate business insights and strategic recommendations for the retail channel in East Java, supporting area leadership in achieving volume, distribution, and market share objectives.
- Analyze retail and trade performance, including outlet productivity, channel structure, competitive activities, and consumer behavior, to identify growth opportunities and execution gaps.
- Translate market, sales, and retail data into actionable insights to guide retail strategy, trade programs, and route-to-market effectiveness.

**SALES ANALYST FOR HEAD OF CHANNEL** **SURABAYA, INDONESIA** **OCT 2013 – DEC 2013**

- Deliver actionable insights and strategic recommendations for Java Island territories, supporting channel performance optimization and achievement of business objectives.
- Provide comprehensive analysis of regional sales, distribution, and channel execution, identifying risks, opportunities, and required follow-up actions to support channel strategy.
- Translate sales performance data and market intelligence into clear insights to guide decision-making for the Head of Channel and commercial leadership.



PT HM SAMPOERNA Tbk.

*GRADUATE TRAINEE*

SURABAYA, INDONESIA

**OCT 2011 – SEP 2013**

- Participate in the Sampoerna Graduate Trainee Program, a structured leadership development program designed to build future leaders through cross-functional rotations, with progressive assignments as Sales Executive, Sales Supervisor, Senior Sales Analyst, and Marketing Specialist.
- Contribute to real business projects across core functions, supporting strategic initiatives and operational excellence.
- Lead and manage field sales operations, supervising a team of up to 14 subordinates to deliver strong in-market execution; identify actionable insights and ensure disciplined execution of sales plans at the territory level.
- Gain end-to-end exposure to the commercial value chain, including frontline sales execution, field leadership, regional performance analysis, and consumer-driven marketing.

**EDUCATION**

<b>Prasetiya Mulya Business School</b>	<b>JAKARTA, INDONESIA</b>	<b>2007 - 2011</b>
Bachelor's degree in business management		
<b>Jinan University</b>	<b>GUANGZHOU, CHINA</b>	<b>2006 - 2007</b>
Guangzhou Jinan DaXue (Mandarin Language Course)		

**LANGUAGE**

English – Fluent  
 Indonesia – Native  
 Mandarin – Fluent