



PT HM SAMPOERNA Tbk.

PT HANJAYA MANDALA SAMPOERNA Tbk.

Jl. Rungkut Industri Raya No. 18, Surabaya,
Telp. (031) 8431699, Faks. (031) 8430986

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Hanjaya Mandala Sampoerna Tbk., domiciled in Surabaya (the "**Company**"), hereby invites the Company's Shareholders to attend the Annual General Meeting of Shareholders (the "**AGMS**"), which will be convened as follows:

Day/Date : Thursday, May 27, 2021
Time : 09:00 am Western Indonesian Time until finished
Venue : Taman Sampoerna Meeting Room
One Pacific Place 18th Fl.
Sudirman Central Business District (SCBD)
Jl. Jenderal Sudirman Kav.52-53
Jakarta - 12190

In order to comply with the guidelines issued by the Government of the Republic of Indonesia and as preventive measures to avoid the spread of Corona Virus Disease (COVID-19), the Company strongly advises all Shareholders to attend the Meeting by way of granting proxy through e-Proxy provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**") for scriptless shareholders whose shares are in KSEI collective custody or by filling out Power of Attorney form provided by the Company which can be downloaded at www.sampoerna.com.

With the following Agenda:

1. Approval of the Annual Report and Ratification of the Consolidated Financial Statements of the Company, for the Fiscal Year Ended on December 31, 2020.

Pursuant to (i) Article 69 and Article 78 of Law No. 40 of 2007 (the "**Company Law**"); (ii) Article 9 paragraph (3) point (a) and (b) of the of the Company's Articles of Association; and (iii) Article 21 paragraph (3) and paragraph (5) of the Company's Articles of Association, annual report and consolidated financial statements of the Company must be approved and ratified by the Company's General Meeting of Shareholders ("**GMS**").

2. Approval for the use of the Company's retained earnings for the fiscal year ended on December 31, 2020.

Pursuant to (i) Article 70 and Article 71 paragraph (1) of the Company Law, (ii) Article 9 paragraph 3 point c of the Company's Articles of Association, and (iii) Article 22 paragraph 1 of the Company's Articles of Association, the use of the Company's net income shall be decided by the GMS.

3. Approval of the Appointment of Public Accounting Office to audit the Company's Financial Statements for the Fiscal Year Ending on December 31, 2021.

Pursuant to Article 68 paragraph (1) letter (c) of the Company Law, the financial statements of a public company must be submitted to the public accountant to be audited. Furthermore, based on the Financial Services Authority Regulation No.15/POJK.04/2020 concerning the Planning and Convening of General Meeting of Shareholders of Public Companies, the appointment and dismissal of public accountant who will provide audit services for annual historical financial information must be decided by the GMS taking into account the recommendation of the Board of Commissioners.



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4. Approval of the Change in the Composition of the Company's Management.

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 dated 8 December 2014 as amended by Financial Services Authority Regulation No. 10/POJK.04/2017 dated 14 March 2017 concerning Board of Directors and Board of Commissioners of Issuers 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 the GMS.

5. Approval on the Amendment to the Company's Articles of Association

In connection with the obligation to amend the Articles of Association of the Company aligned with the Financial Services Authority Regulation (POJK) No.15/POJK.04/2020 concerning the Planning and Implementation of the General Meeting of Shareholders of Public Companies, and with reference to the provisions of Article 88 paragraph 1 of the Company Law and Article 12 paragraph 1 Articles of Association of the Company, amendment of the Articles of Association of the Company shall be stipulated during the GMS.

General Provisions:

1. This Notice serves as an official invitation for the Shareholders of the Company to attend the AGMS. The Company will not send out individual invitations to the Company's Shareholders. Details of the AGMS agenda can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>)
2. The Shareholders of the Company who are entitled to attend or be represented at the AGMS are those whose names are registered in the Company's Shareholder Register on Tuesday, **May 4, 2021** at 4 pm Western Indonesian Time and for the scriptless Shareholders are those whose shares are in the collective custody of the Indonesian Central Securities Depository ("KSEI") and as recorded in the securities account at the closing of stock trading on Tuesday, **May 4, 2021**.
3. The Shareholders of the Company whose shares have not been registered in KSEI Collective Custody or their lawful proxy who will attend the Meeting, are required to show the original Collective Share Certificate or submit its copy, and submit a photocopy of National Identity Card ("KTP") or other evidence of identity to the Registration Officer before entering the Meeting room. Shareholders whose shares have been registered in KSEI Collective Custody or their lawful proxy who will attend the Meeting, are required to submit the original Written Confirmation for the Meeting ("KTUR") and a photocopy of their KTP or other evidence of identity.
4. In order to implement the principle of caution and vigilance relating to the COVID-19 pandemic and to comply with (i) Government Regulation in Lieu of Law of the Republic of Indonesia No. 1 of 2020 concerning State Financial Policy and Financial System Stability for Handling Corona Virus Disease 2019 (Covid-19) Pandemic and/or in the Regard of Facing Threats That Endanger the National Economy and/or Financial System Stability, (ii) Regulation of the Minister of Health of the Republic of Indonesia No 9 of 2020 concerning Guidelines for Large-Scale Social Restrictions in the Regard of Accelerating the Handling of Corona Virus Disease 2019 (Covid-19) and (iii) Governor Regulation Number 3 of 2021 concerning Implementation Regulations of Regional Regulation Number 2 of 2020 concerning Handling Corona Virus Disease 2019 (Covid -2019) as well as other relevant regulations, the Company strongly advice Shareholders to authorize their presence by way of granting power of attorney including voting and submitting questions with the following provisions:
 1. The Company provide the Power of Attorney form which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/id/investor-relations/press-releases-and-events>) or through e-Proxy which can be electronically accessed in eASY.KSEI through www.ksei.co.id. The proxy whose names are available at eASY.KSEI is an Independent Representative appointed by the Company which is the Company's Share Registrar, **PT Raya Saham Registra ("RSR")**, or shareholders' Custodian Bank.
 2. Members of the Board of Directors and the Board of Commissioners and the employees of the Company may act as proxies at the AGMS, however votes cast by them will not be calculated.
 3. Representatives of the Company's Shareholder in the form of legal entities must submit:
 - a. Photocopies of their latest Articles of Association and
 - b. Deed on the appointment of their incumbent board of directorsto the Company via email to rsrbae@registra.co.id no later than May 24, 2021 at 4 pm Western Indonesia Time



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5. Materials to be discussed at the Meeting are available on the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>) since May 5, 2021 until the date of the Meeting.
6. The Company will publish additional materials relating to the Meeting on the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>) on **May 21, 2020**.
7. In order to support the Government's efforts to prevent the spread of COVID-19 and also to create a safe and healthy environment, the Company strongly advises all Shareholders to attend the Meeting by way of granting proxy to Independent Representative appointed by the Company which is the Company's Share Registrar, **PT Raya Saham Registra ("RSR")**, however without intending to prevent Shareholders or their proxies from attending the Meeting, the Company has established the following health procedures in accordance to the Government guidelines :
 - a. In order for the Meeting to run in an orderly, efficient and timely manner, Shareholders or Shareholders' proxies are requested to attend at the latest 07:30 Western Indonesian Time and must wear a mask. **The registration process will be closed at 08.30 Western Indonesian Time.**
 - b. Shareholders or their proxies who come to the Meeting venue are obliged to follow the health protocol by the building management and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the Meeting location.
 - c. **Shareholders or their proxies who come to the Meeting venue are obliged to show negative result of antigen swab test which is still valid at the Meeting (2x24 hours).**
 - d. **Shareholders or their proxies are requested to undergo *Thermal Check* at the location specified by the building management before entering meeting venue, and to give or show negative result of antigen swab test together with Health Declaration Form to the Officer of the Company before entering meeting venue. If the Shareholders or the proxies do not comply with these provisions, the Shareholders or the proxies are not allowed to enter the meeting venue.**
 - e. Shareholders and their proxies showing flu like symptoms/cough/runny nose/fever/sore throat/shortness of breath are not allowed to enter the Meeting location.
 - f. Shareholders and their proxies who will attend the Meeting must complete the Health Declaration Form which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>) and submit it to the health officer before entering the Meeting location. If it does not meet the requirements stated on the Health Declaration Form, he/she is not permitted to enter the Meeting room.
 - g. This meeting implements a physical distancing in radius of 1 (one) meter per person.
 - h. Meeting participants are encouraged not to shake hands or in any other way having direct skin contact.
8. The Company does not provide souvenirs and consumption at the meeting.

Jakarta, May 5, 2021

PT Hanjaya Mandala Sampoerna Tbk.

The Board of Director of the Company