

**ANNOUNCEMENT OF THE SUMMARY OF  
 MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
 PT HANJAYA MANDALA SAMPOERNA Tbk.**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of PT Hanjaya Mandala Sampoerna Tbk. (the “Company”) hereby announces to the Company’s Shareholders that the Company has convened the Annual General Meeting of Shareholders (the “Meeting”), on the following:

Day/Date : Thursday, May 27, 2021  
 Time : 09.12 – 09.47 Western Indonesia Time  
 Venue : Taman Sampoerna Meeting Room, One Pacific Place, 18th Floor,  
 Sudirman Central Business District (SCBD)  
 Jl. Jenderal Sudirman Kav.52-53,  
 Jakarta - 12190

In the presence of : Luthfi Mardiansyah, as Independent Commissioner.  
 The Ivan Cahyadi, as Director.

The Board of Commissioners, the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Monitoring Committee and Internal Audit of the Company who are unable to attend due to limitation of community activities given the ongoing COVID-19 pandemic, but are participating in this Meeting using video conference as follows:

Board of Commissioners		Board of Directors	
President Commissioner	: John Gledhill	President Director	: Mindaugas Trumpaitis
Vice President Commissioner	: Paul Norman Janelle	Director	: Sharmen Karthigasu
Independent Commissioner	: Justin Guy Mayall	Director	: The Ivan Cahyadi
Independent Commissioner	: Luthfi Mardiansyah	Director	: Francisca Rahardja
		Director	: Elvira Lianita

Audit Committee		Nomination and Remuneration Committee	
Chairman	: Luthfi Mardiansyah	Chairman	: Luthfi Mardiansyah
Member	: Paul Norman Janelle	Member	: Niken Kristiawan Rachmad
	: Eulis Eliyani		: Cicilia Tri Sulistyawati

Risk Management Monitoring Committee	
Chairman	: Justin Guy Mayall
Member	: Paul Norman Janelle
	: Rudianto Wiharso
	: Andrianto Pradono

Internal Audit
Rudianto Wiharso

**Quorum Requirement:**

This Meeting was attended by the Shareholders of the Company and/or represented by the representatives of the Shareholders amounting to 108.977.687.168 shares, such amount representing 93,689 % of shares paid-up and issued by the Company.

In accordance with the Company’s Articles of Association and based on the Circular Resolution in lieu of a Meeting of the Board of Commissioners dated May 24, 2021, the Meeting shall be chaired by one of the members of the Board of Commissioners of the Company, Mr. Luthfi Mardiansyah.

**I. MEETING AGENDA**

1. Approval of the Annual Report and Ratification of the Company’s Consolidated Financial Statements, for the financial year ended on December 31, 2020
2. Approval for the use of Company’s Net Income for the financial year ended on 31 December 2020.

3. Approval of the appointment of the Public Accountant Office to audit the Company's Consolidated financial statements for the financial year ending on December 31, 2021;
4. Approval for the change in the composition of the Company's Management; and
5. Approval on the amendment to the Company's Articles of Association.

## II. MEETING DECISIONS

### FIRST AGENDA

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	108.964.921.793 shares or 99,988% of those present	7.600 shares or 0,00000006973% of those present	12.757.775 shares or 0,012% of those present

#### **Decision:**

Accept and approve the Annual Report and ratify the Company's Consolidated Financial Statements for the financial year ended on December 31, 2020, which have been audited by a certified Independent Public Accountant Office registered with the Financial Services Authority, namely KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PricewaterhouseCoopers network of firms), and to grant full release and discharge (acquies et déchargé) to the members of the Board of Directors and the Board of Commissioners of the Company for the acts of management and supervision carried out during the 2020 Financial Year.

### SECOND AGENDA

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	108.964.921.793 shares or 99,988% of those present	7.600 shares or 0,00000006973% of those present	13.480.175 shares or 0,012% of those present

#### **Decision:**

1. Approve an amount of IDR8,467,955,998,320 (eight trillion four hundred sixty seven billion nine hundred fifty five million nine hundred ninety eight thousand three hundred and twenty Rupiah) or IDR72,8 (seventy two point eight Rupiah) per share of the Company's retained earnings for the financial year ended on December 31, 2020 to be distributed to the Shareholders of the Company as a Cash Dividend with the following schedule:

Activity	Date
Announcement of the summary of the minutes of the Meeting in newspaper and Indonesian Stock Exchange	May, 28 2021
End of stock trading period with dividend rights (Cum Dividend) <ul style="list-style-type: none"> <li>• Regular and Negotiation Markets</li> <li>• Cash Market</li> </ul>	June 7, 2021 June 9, 2021
Commencement of stock trading period without dividend rights (Ex-Dividend) <ul style="list-style-type: none"> <li>• Regular and Negotiation Markets</li> <li>• Cash Market</li> </ul>	June 8, 2021 June 10, 2021
Recording Date	June 9, 2021
Dividend Payment	June 18, 2021

2. Approve to grant authorization to the Board of Directors and/or the Board of Commissioners of the Company to take any necessary actions and/or resolutions required by the Board of Directors and/or Board of Commissioners of the Company for the distribution of cash dividend, in accordance with the prevailing laws and regulations.

#### **PROCEDURE OF CASH DIVIDEND PAYMENT**

The provisions on the payment of cash dividend are as follows:

1. Shareholders entitled to the dividend payment are the shareholders whose name are registered in the Shareholders Register of the Company on Wednesday, June 9, 2021, at 16:00 Western Indonesia Time. The payment of dividend shall be made through bank transfer .
2. Cash Dividend Payment:
  - a. For entitled Shareholders whose shares are still using script (physical), Cash Dividend payment will be made by bank transfer to the account of the entitled Shareholder who has notified the name of the Bank and the account number in the name of the entitled Shareholder to the Company's Securities Administration Bureau namely PT Raya Saham Registra ("BAE"), having its address at Plaza

Sentral, 2nd Floor, Jl. Jenderal Sudirman Kav. 47-48, South Jakarta, phone. +62 21 252 5666, fax. +62 21 252 5028 no later than June 9, 2021, at 16:00 Western Indonesia Time and attach a photocopy of the KTP or Passport according to the address in the Shareholders Register through a letter with stamp duty IDR10,000.

- b. For entitled Shareholders whose shares are deposited in the collective deposit with the Indonesian Central Securities Depository (KSEI), payment will be made through KSEI and entitled Shareholders will receive payments from the KSEI account holder concerned.
3. Cash dividends to be distributed are subject to tax in accordance with the prevailing laws and regulations. Therefore, the shareholders who are entitled should pay attention to the following matters:
    - a. For eligible Shareholders who are Domestic Taxpayers who have not submitted their Taxpayer Identification Number (NPWP), are requested to submit a copy of the NPWP to KSEI or BAE no later than June 9, 2021, at 16.00 Western Indonesia Time.

In accordance with the Government Regulation No. 9 of 2021 concerning Taxation Treatment to Support Ease of Doing Business and Regulation of the Minister of Finance No. 18/PMK.03/2021 concerning Implementation of Law No. 11 of 2020 concerning Job Creation in Income Tax, Value Added Tax (VAT) and Luxury Goods Sales Tax Sectors, as well as General Provisions and Taxation Procedures, Cash Dividends **are not deducted of Income Tax (PPH)** for:

- i. Domestic Individual Taxpayers with the condition that the Cash Dividend must be invested in the territory of the Unitary State of the Republic of Indonesia for a certain period of time.

If the Individual Taxpayer does not meet these requirements, the Income Tax (PPH) owed on the Cash Dividend must be paid by the Domestic Individual Taxpayer as stipulated in article 40 of the Minister of Finance Regulation No. 18/PMK.03/2021.

- ii. Domestic Corporate Taxpayer.

- b. For eligible shareholders who are Foreign Taxpayers whose shares:
  - i. are deposited in the collective deposit KSEI, or
  - ii. not deposited in the collective deposit KSEI (holding shares in scrip form).

and those whose taxation will use the Double Tax Avoidance Agreement (**PB3**) rate, must meet the requirements of Article 26 of Law No. 36 of 2008 concerning Income Tax and submitting a Domicile Certificate (**SKD**) to KSEI (for whose shares are in collective custody) or BAE (for whose shares are not placed in KSEI collective custody or holding shares in scrip, no later than June 9, 2021 at 16:00 Western Indonesia Time, by using the format and procedures as required in the Directorate General of Taxes Regulation No. PER-25/PJ/2018 concerning Procedures for the Application of Double Taxation Avoidance Agreement, without SKD with the format referred to, Cash Dividends will be subject to Income Tax Article 26 amounting to 20%.

### THIRD AGENDA

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	108.977.679.168 shares or 99,999927% of those present	7.600 shares or 0,0000006973% of those present	400 shares or 0,0000004% of those present

#### Decision:

Approve to appoint an Independent Public Accountant Office registered with the Financial Services Authority, namely Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms), to audit the Company's financial statements for the financial year ending on December 31, 2021 and give the authority to the Board of Directors of the Company to determine the honorarium and other requirements in accordance with the applicable provisions with respect to the appointment of the said Public Accountant.

### FOURTH AGENDA

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	108.976.956.768 shares or 99,9993% of those present	7.600 shares or 0,0000006973% of those present	722.800 shares or 0,0007% of those present

**Decision:**

1. Approve the appointment of Mrs. Dina Lombardi as Director of the Company who will replace Mr. Guillaume Popiol, effective from the close of the Meeting with a term of office until the close of the fifth Annual General Meeting of Shareholders after the Annual General Meeting of Shareholders on May 18, 2020, namely at the Annual General Meeting of Shareholders in 2025. Thus, the composition of the Board of Directors of the Company shall be as follows:

**Board of Directors:**

President Director	:	Mindaugas Trumpaitis
Director	:	The Ivan Cahyadi
Director	:	Elvira Lianita
Director	:	Francisca Rahardja
Director	:	Sharmen Karthigasu
Director	:	Dina Lombardi

2. Approve the granting of authorization to the Board of Directors and/or Corporate Secretary of the Company with substitution right to restate the resolution in a notarial deed, and to perform any and all acts required by the authorized institutions and in general, to perform any and all acts deemed necessary or appropriate in relation to the appointment of members of the Board of Directors, including to make amendments and/or supplements in a form required for the change of composition of the Board of Directors of the Company to be accepted by the authorized institutions.

**FIFTH AGENDA**

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	108.961.998.368 shares or 99,986% of those present	7.600 shares or 0,0000006973% of those present	15.681.200 shares or 0,014% of those present

**Decision:**

1. Approve the amendment to Article 9, Article 10 and Article 11 of the Company's Articles of Association to be read as shown on the screen and which has been available on the Company's website as of the date of Invitation to attend the Meeting on May 5, 2021;
2. Approve to restate the entire Articles of Association of the Company;
3. Approve to restate the Company's data on the composition of the Company's shareholders ; and
4. Approve the granting of power and authorization to the Directors and/or Corporate Secretary of the Company with substitution rights to make amendment/adjustments to the Company's Articles of Association as may be required in accordance with existing policies of the Minister of Law and Human Rights of the Republic of Indonesia and/or the Financial Services Authority, and to perform any and all necessary actions in connection with the amendment of Company's Articles of Association, to restate the resolution of the Meeting in a Statement of Meeting Resolution before the Notary, to authorize the Notary to apply for approval and submit report/notification on the amendment to the Minister of Law and Human Rights of the Republic of Indonesia, to restate the entire Articles of Association in accordance with the instructions and advice of the Minister of Law and Human Rights of the Republic of Indonesia and/or the Financial Services Authority, and in general, to perform any and all actions deemed necessary to affect the amendment of the Company's Articles of Association.

**Jakarta, May 28, 2021**  
**PT Hanjaya Mandala Sampoerna Tbk.**  
**The Board of Directors**