



PT HM SAMPOERNA Tbk.

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## **EXPLANATION ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT HANJAYA MANDALA SAMPOERNA Tbk. ON JUNE 9 2022**

In relation to the Extraordinary General Meeting of Shareholders ("**EGMS**") of PT HM Sampoerna Tbk. (the "**Company**") which will be convened on Thursday, June 9, 2022,

In view of:

- Law No. 40 of the year 2007 dated August 16, 2007, regarding Limited Liabilities Companies Laws (the "**Company Law**");
- OJK Regulation No.15/POJK.04/2020 dated April 20, 2020, concerning the Planning and Convening of A General Meeting of Shareholders of Public Companies ("**OJK 15/2020**");
- OJK Regulation No.33/POJK.04/2014 dated December 8, 2014, concerning 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 in Deed of Statement of Meeting Resolutions on the Amendments to the Articles of Association of the Company No.63 dated May 27, 2021, made before Aulia Taufani SH, Notary in Jakarta.

The Company hereby provides the explanation of each of the agenda of EGMS as follows:

### **Agenda 1**

#### **Approval for the Alignment of Articles of Association with the Indonesia Standard Industrial Classification**

#### **1.1. Background**

Pursuant to Article 19 paragraph 1 of the Company Law and Article 12 paragraph 1 of the Company's Articles of Association, the amendment of the Company's Articles of Association shall be determined by a General Meeting of Shareholders of the Company ("**GMS**").

#### **1.2. Explanation**

Alignment to the Company's Articles of Association are made to adjust to the applicable Indonesia Standard Industrial Classification, including in connection with the issuance of Regulation of Center Statistics Body No. 2 of 2020 concerning the Indonesia Standard Industrial Classification ("**Perka BPS No.2/2020**").



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The following are the proposed changes to the provisions of the Articles of Association presented in the form of a comparison of the current provisions and their proposed changes:

Existing Provisions	Proposed Provisions
<p>MAKSUD DAN TUJUAN SERTA KEGIATAN USAHA</p> <p>Article 3</p>	<p>BUSINESS PURPOSE, OBJECTIVES AND ACTIVITIES</p> <p>Article 3</p>
<p>Paragraph 1</p> <p>1. The business purpose and objectives of the Company is mainly in the fields of industry, agriculture (agrobusiness), trade (including transportation / distribution and warehousing and other supporting services activities).</p>	<p>Paragraph 1</p> <p>1. The business purpose and objectives of the Company is mainly in the fields of industry, agriculture (agrobusiness), trade (including transportation / distribution and warehousing and other supporting services activities).</p>
<p>Paragraph 2</p> <p>1. Untuk mencapai maksud tujuan tersebut diatas, Perseroan dapat melaksanakan kegiatan usaha sebagai berikut:</p> <p>i. Main business activities:</p> <p>a. Carrying out businesses in the cigarette products industry, including but not limited to kretek cigarettes containing stoning tobacco, krosok rajang, cloves, and additional flavor ingredients, which produce a special flavored mixture, crossed with various wrapping ingredients (ambri / papyir / tipping);</p> <p>b. Carrying out businesses in the white cigarette product industry that does not contain clove</p>	<p>Paragraph 2</p> <p>1. To achieve the purposes mentioned above, the Company can carry out business activities as follows</p> <p>i. Main business activities:</p> <p>a. Carrying out businesses in the cigarette product industry, including but not limited to the business of making kretek containing stoning tobacco, krosok rajang, cloves, and additional flavor ingredients, which produces a distinctive flavored mixture, crossed with various ambri /papyrus/ tipping wrapping materials). Including hand kretek industry, hand kretek and hand filter kretek.</p> <p>b. Carrying out businesses in the white cigarette product industry that does not contain clove components;</p>



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<p>components;</p> <p>c. Carrying out businesses in the industry of other cigarette products, in addition to kretek or white cigarettes, such as cigars, cigarettes and klobot / kawung cigarettes, iris tobacco (TIS), kettles, and other tobacco processing products (HPTL). Includes pipe tobacco industry, chewing tobacco and snuff tobacco;</p> <p>d. Carrying out businesses in the field of large trade results of tobacco processing and cigarette seasonings, such as kretek cigarettes and white cigarettes;</p> <p>e. Carrying out businesses in the business field of agents who receive commissions, intermediaries (brokers), auctions, and other wholesalers who trade goods domestically, abroad on behalf of other parties. Its activities include commission agents, goods brokers and all other large trades that sell on behalf of and dependents of other parties; activities involved in the sale and purchase of joint or conduct transactions on behalf of the company, including over</p>	<p>c. Carrying out businesses in the cigarette product industry, including but not limited to this Group includes kretek manufacturing efforts containing stoning tobacco, krosok rajang, cloves, and additional flavor ingredients, which produce a distinctive flavored mixture, rolled with various wrapping ingredients (ambri / papyri / tipping). Including the machine kretek industry.</p> <p>d. Carrying out businesses in the field of other cigarette products industry, in addition to kretek or white cigarettes, such as cigars, cigarettes and klobot / kawung cigarettes, iris tobacco (TIS), kettles, and other tobacco processing products (HPTL). Includes pipe tobacco industry, chewing tobacco, and snuff tobacco;</p> <p>e. Carrying out businesses in the tobacco processing industry that have not been classified elsewhere, such as the homogenization industry or reconstitution of tobacco and tobacco. Including the manufacture of cigarette seasoning, as well as other cigarette fittings, such as boiling sauce, cigarette sauce / tobacco, uwur, klobot, kawung and filter making;</p>
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<p>the internet; and agents engaged in trade such as agricultural raw materials, living animals; textile raw materials and semi-finished goods; fuel, ore, metals and chemical industries, including fertilizers; food, drink and tobacco textiles, clothing, fur, footwear and leather goods; wood and building materials; machinery, including office and computer machines, industrial equipment, ships, aircraft; furniture, household goods and hardware; large trading activities of auction houses;</p>	<p>f. Carrying out businesses in the field of large trade results of tobacco processing and cigarette seasoning, such as kretek cigarettes and white cigarettes;</p> <p>g. Carrying out businesses in the business field of agents who receive commissions, intermediaries (brokers), auctions, and other wholesalers who trade goods domestically, abroad on behalf of other parties. Its activities include commission agents, goods brokers and all other large trades that sell on behalf of and dependents of other parties; activities involved in the sale and purchase of joint or conduct transactions on behalf of the company, including over the internet; and agents engaged in trade such as agricultural raw materials, living animals; textile raw materials and semi-finished</p>
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<p>ii. Supporting business activities:</p> <p>a. Carrying out businesses in the tobacco processing industry that have not been classified elsewhere, such as the homogenization industry or reconstitution of tobacco and tobacco. Including the manufacture of cigarette seasoning, as well as other cigarette fittings, such as the softening of the menyan, cigarette sauce / tobacco, uwur, klobot, kawung and filter making;</p> <p>b. Carrying out businesses in the field of temporary goods storage activities before the goods are sent to their final destination, with commercial purposes;</p>	<p>goods; fuel, ore, metals and chemical industries, including fertilizers; food, drink and tobacco textiles, clothing, fur, footwear and leather goods; wood and building materials; machinery, including office and computer machines, industrial equipment, ships, aircraft; furniture, household goods and hardware; large trading activities of auction houses;</p> <p>ii. Supporting business activities:</p> <p>a. Carrying out businesses in the field of temporary goods storage activities before the goods are sent to their final destination, with commercial purposes;</p> <p>b. Carrying out businesses in the field of making all kinds of packaging and boxes from paper/cardboard used for wrapping/packing, including the manufacture of boxes for cigarettes and other goods. For example, packaging and boxes of paper and corrugated paper boards, folding paperboard packaging and boxes, packaging and</p>
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<p>c. Carrying out businesses in the field of making all kinds of packaging and boxes from paper / cardboard used for wrapping / packing, including the manufacture of boxes for cigarettes and other goods. For example, packaging and boxes of paper and corrugated paper boards, folding paperboard packaging and boxes, packaging and boxes of solid boards, packaging of other boxes of paper and paper boards, sack and paper bags, and file boxes;</p> <p>d. Carrying out businesses in the field of packing services business on the basis of return services (fees) or contracts, whether using or not an automated process. Including but not limited to solid packaging objects (blister packaging, packaging with aluminum foil, and others), packaging of cigarette products and other tobacco processing products (HPTL), and stamping;</p> <p>e. Carrying out businesses in the field of drying tobacco leaves by smoking or in other ways including tobacco leaf peddling business;</p>	<p>boxes of solid boards, packaging of other boxes of paper and paper boards, sack and paper bags, and file boxes;</p> <p>c. Carrying out businesses in the field of packing services business on the basis of return services (fees) or contracts, whether using or not an automated process. Including but not limited to packaging solid objects (blister packaging, packaging with aluminum foil, and others), packaging of cigarette products and other tobacco processing products (HPTL), and stamping;</p> <p>d. Carrying out businesses in the field of drying tobacco leaves by smoking or in other ways including tobacco leaf peddling business;</p> <p>e. Carrying out other supporting businesses or other businesses related to the main business activities mentioned above.</p>
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<p>f. Carrying out other supporting businesses or other businesses related to the main business activities mentioned above.</p>	
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