



EXPLANATION ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PT HANJAYA MANDALA SAMPOERNA Tbk. ON 9 JUNE 2023

In relation to the Annual General Meeting of Shareholders ("**AGMS**") of PT Hanjaya Mandala Sampoerna Tbk. (the "**Company**") which will be convened on Friday, June 9, 2023,

In view of:

- Law No. 40 of 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.41 dated June 9, 2022 made before Notary Aulia Taufani SH, Notary in Jakarta.

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

<p style="text-align: center;">Agenda 1 Approval of the Annual Report and ratification of the Company's Consolidated Financial Statements for the financial year ended on December 31, 2022</p>

1.1. Background

In compliance with (i) Article 69 and Article 78 of the Company Law; (ii) Article 9 paragraph 3 letters (a) and (b) of the Company's Articles of Association; and (iii) Article 21 paragraph 3 and paragraph 5 of the Company's Articles of Association, the Company's annual reports and consolidated financial statements must obtain the approval and ratification from the Company's General Meeting of Shareholders ("GMS"), respectively.

1.2. Explanation

The Company has prepared the Annual Report for the financial year ended on December 31, 2022, containing the Company's Consolidated Financial Statements for the financial year ended on December 31, 2022, audited by the



Public Accountant's Office Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms).

Further, the Company has submitted its audited Consolidated Financial Statements for the financial year ended on December 31, 2022 as mentioned above to the Financial Services Authority ("**OJK**") and PT Bursa Efek Indonesia ("**IDX**") on 25 March 2023.

With regard to this agenda, the Company will seek for the AGMS' approval of the Company's 2022 Annual Report and ratification of the Company's Consolidated Financial Statements for the financial year ended on December 31, 2022.

1.3. Supporting Material

The Company's 2022 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 since May 18, 2023 or on the same date as the Invitation to attend the AGMS.

<p style="text-align: center;">Agenda 2 Approval for the use of the Company's retained earnings for the financial year ended on December 31, 2022</p>

2.1. Background

In compliance with (i) Article 70 and Article 71 paragraph 1 of the Company Law; (ii) Article 9 paragraph 3 letter (c) of the Company's Articles of Association; and (iii) 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 AGMS is to be used in accordance with the AGMS 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 AGMS to approve the appropriation of the Company's retained earnings for the financial year ended on 31 December 2022 to be distributed as cash dividend to the Company's shareholders.

2.3. Supporting Material

The disclosure of the Company's profit can be accessed on the Company's website www.sampoerna.com in the 2022 Company's Annual Report and the Company's Consolidated Financial Statements for the financial year ended on 31 December 2022.

<p style="text-align: center;">Agenda 3 Approval for the appointment of a Public Accounting Office to audit the Company's Financial Statements for the financial year ended on December 31, 2023</p>
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3.1. Background

Pursuant to Article 68 paragraph 1 letter (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 financial year of 2023, having considered the recommendation from the Board of Commissioners, the Company's Board of Directors proposes to the AGMS to appoint the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms) to audit the Company's books and records for the financial year ending on December 31, 2023.

3.3. Supporting Material

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



PT HM SAMPOERNA Tbk.



KAP Tanudiredja, Wibisana, Rintis & Rekan
A member firm of PwC global network
WTC 3, Jl. Jendral Sudirman Kav 29-31, Jakarta 12920
Phone : 62 21 521 2901
Fax: 62 21 52905555/52905050
Registered Public Accountant: KEP-241/KM.1/2015

PwC provides industry-focused assurance, tax, advisory, consulting and legal services to build public trust and enhance value for its clients and their stakeholders. The global network of PwC consist of more than 284,000 people in 155 countries who share their thinking, experience, and solutions to develop fresh perspectives and practical advice.

KAP Tanudiredja, Wibisana, Rintis & Rekan is a member of the PricewaterhouseCoopers network of firms in Indonesia. PwC Indonesia ("PwC" or "we") have operated in Indonesia for 50 years since 1971. We have more than 2,500 employees, including over 67 partners and technical advisors who have experience in providing audit service and independent consultation to multinationals, public sector entities and local companies in Indonesia.

Our services are rendered through separate legal entities focusing on different aspects of the service offerings we provide, each of which draw on the collective resources and experience of PwC firms, both here and worldwide.

Jumadi



SUMMARY OF QUALIFICATIONS

Jumadi is an assurance partner with PwC Indonesia. He is currently the Territory Assurance Leader of PwC Indonesia, overseeing the overall assurance practice of the firm. He has over 26 years of experience providing assurance services and advising clients on complex accounting issues, impacts of new accounting pronouncements, and financial reporting aspects in financial projections, financing, structuring, merger, and acquisition. He has served clients in various industries, including cigarette, telecommunications, electronics, automotive, toll roads, industrial manufacturing, hospitals, pharmaceuticals, financial services and power plant. He also has served as the engagement partners for audits of large multinational and state-owned companies.

Jumadi was a member of the Indonesian Financial Accounting Standards Board (the “Board”) for about eight years from 2005 until 2012, and in such capacity had been extensively involved in the determination of the roadmap for the convergence of Indonesian financial accounting standards to IFRS, as well as the setting of the standards. In addition, he took an active role as a member of the Board in the process of socializing new accounting standards to the stakeholders and discussion with regulators on issues relating to how the implementation of new accounting standards would affect or be affected by any relevant regulations.

Major client experiences

Financial audit engagements on public listed company:

- PT Bentoel International Investama Tbk
- PT Unilever Indonesia Tbk
- PT Astra International Tbk
- PT Telekomunikasi Indonesia Tbk
- PT Indosat Tbk
- PT Aneka Tambang Tbk
- PT Semen Indonesia Tbk
- PT Astra Otoparts Tbk
- PT Goodyear Indonesia Tbk
- PT Mega Manunggal Property Tbk

PROFESSIONAL EXPERIENCES

- 2007 – Present: Partner – PricewaterhouseCoopers, Indonesia
- 1995 – 2007: KAP Siddharta, Siddharta & Widjaja (KPMG Indonesia)



PT HM SAMPOERNA Tbk.

EDUCATION, PROFESSIONAL QUALIFICATIONS AND PROFESSIONAL AFFILIATIONS

- Bachelor of Accounting, Gadjah Mada University
- Certified Public Accountant (CPA) - Indonesia
- Accountant Designation (CA) – Indonesia
- Ikatan Akuntan Indonesia
- Institut Akuntan Publik Indonesia