



## SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT NUSA RAYA CIPTA Tbk ("COMPANY")

The Board of Directors of the Company hereby announces to the shareholders of the Company that the Company has held an Annual General Meeting of Shareholders (the "**Meeting**") on Tuesday, May 14<sup>th</sup>, 2024, as the Minutes of the Meeting are contained in the Deed of Minutes of the Annual General Meeting of Shareholders of PT Nusa Raya Cipta Tbk, dated May 14<sup>th</sup>, 2024 Number 10, drawn up by Kumala Tjahjani Widodo, S.H., M.H., M.Kn., Notary in Jakarta, contains the following:

a. Place, Date and Time of the Meeting:

Day/date : Tuesday, May 14<sup>th</sup>, 2024  
Time : 10.10 – 11.12 WIB  
Place : Legian Room, Hotel Gran Meliá Jakarta  
Jl. H.R. Rasuna Said Blok X-0 Kav. 4, Kuningan Jakarta 12950

b. Meeting Agenda:

1. Approval and ratification of the Board of Directors' Report regarding the Company's business operations and the Company's financial administration for the financial year ending on December 31<sup>st</sup>, 2023 as well as approval and ratification of the Company's Financial Statements including the Balance Sheet and Profit/Loss Calculation of the Company for the financial year ending on December 31<sup>st</sup>, 2023 which has been audited by an Independent Public Accountant, and approval of the Company's Annual Report for the financial year ending on December 31<sup>st</sup>, 2023, including the report on the supervisory duties of the Company's Board of Commissioners as well as providing full settlement and discharge of responsibilities (*acquies et de charge*) to all members of the Board of Directors and Board of Commissioners of the Company for the management and supervisory actions that have been carried out in the financial year ending on December 31<sup>st</sup>, 2023.
2. Approval of the planned use of the Company's net profit for the financial year ending December 31<sup>st</sup>, 2023.
3. Changes and/or reappointment of members of the Board of Commissioners and Directors of the Company.
4. Determination of salaries and allowances for members of the Board of Directors and salaries or honoraria and allowances for members of the Company's Board of Commissioners for the fiscal year 2024.
5. Appointment of an Independent Public Accountant to audit the Company's books ending on December 31<sup>st</sup>, 2024 and granting authority to the Board of Commissioners of the Company to determine the honorarium of the Independent Public Accountant and other requirements for his appointment.

6. Approval of the Plan for Adjusting Article 3 of the Company's Articles of Association concerning Aims and Objectives and Business Activities with the 2020 Standard Classification of Indonesian Business Fields (KBLI).

c. Members of the Board of Commissioners and Directors present at the Meeting:

**BOARD OF COMMISSIONERS**

President Commissioner : Johannes Suriadjaja  
Independent Commissioner : Firman Armensyah Lubis

**DIRECTORS**

President Director : Hadiwinarto Christanto  
Vice President Director : Eddy Purwana Wikanta  
Director : David Suryadhi  
Director : Setiadi Djajasaputra  
Director : Stefanus Irawan Gumulja

d. Number of shares with valid voting rights present at the Meeting: 1,997,419,101 (one billion nine hundred ninety seven million four hundred nineteen thousand one hundred and one) shares.

Percentage of the number of shares with valid voting rights: 82.64% (eighty two point six four percent).

Whereas considering the agenda of this Meeting, the provisions for the quorum of attendance as stipulated in Article 12 paragraph (1) letter (a) of the Company's Articles of Association jo. Article 41 paragraph (1) letter (a) Financial Services Authority (OJK) Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of a Public Company (hereinafter referred to as "POJK 15") jo. Article 86 paragraph (1) of Law no. 40 of 2007 concerning Limited Liability Companies as partially amended by Law no. 6 of 2023 concerning Government Regulations in Lieu of Law no. 2 of 2022 concerning Job Creation becomes Law ("UUPT"), for the first agenda up to the fifth agenda, based on Article 12 paragraph (1) letter (a) of the Company's Articles of Association, today's Meeting can be held if the Meeting is attended by the Company's Shareholders who represent more than  $\frac{1}{2}$  (one half) of the total shares with valid voting rights.

For the sixth agenda of the Meeting, based on Article 21 paragraph (1) of the Company's Articles of Association, a meeting to amend the Company's Articles of Association can be held if the Meeting is attended by the Company's Shareholders who represent more than  $\frac{2}{3}$  (two thirds) of the shares with valid voting rights.

Thus the quorum requirements for attendance have been met and the Meeting can be held to discuss all the Meeting agenda and have the right to take legal and binding decisions in relation to all the Meeting agenda.

e. In the Meeting, you are given the opportunity to ask questions and/or provide opinions regarding each Meeting Agenda.

f. Number of Shareholders who ask questions and/or provide opinions regarding the Meeting Agenda with details:

- First Agenda : No questions
- Second Agenda : No questions
- Third Agenda : No questions
- Fourth Agenda : No questions
- Fifth Agenda : No questions
- Sixth Agenda : No questions

g. Meeting decision-making mechanism:

- Meeting decisions are made by way of deliberation to reach a consensus. If deliberation for consensus is not reached, then a vote will be held.
- Voting is done verbally, by raising hands for those who disagree or abstention. Those who disagree or abstain votes are expected to submit their voting cards to the officer to then count the number of shareholders who disagree or abstain.
- Every shareholder or his legal proxies has the right to vote. Each share entitles its holder to cast one vote. If a shareholder owns more than one share, he or his legal proxies are only required to cast one vote and the vote represents all the shares they own.
- If the shareholder or his proxies have given his votes via e-Voting before the Meeting is held in accordance with the applicable laws and regulations, then the shareholder or his proxies are considered valid to attend the Meeting.
- Shareholder or his proxies who have registered through the eASY.KSEI system will receive a link via email that has been registered by the shareholder or his proxies to vote electronically.
- The abstention vote is deemed to have cast the same vote as the majority vote of the Company's shareholders who voted, as regulated in Article 12 paragraph (13) of the Articles of Association and Article 47 of POJK 15.
- If any shareholder or his legal proxies at the time of decision making leaves the room, then the person concerned is deemed to have approved the decision of the Meeting.
- In accordance with the provisions of Article 12 paragraph (14) of the Company's Articles of Association, the decisions of the Meeting will be taken based on deliberation for consensus, in the event that a decision based on deliberation for consensus is not reached, then in accordance with the provisions of Article 12 paragraph (14) of the Company's Articles of Association and Article 87 paragraph (2) the Company Law, for the first agenda up to the fifth agenda, decisions will be taken by voting based on the affirmative vote of more than  $\frac{1}{2}$  (one half) of the number of votes legally cast in the Meeting. For the sixth agenda of the Meeting, based on Article 21 paragraph (1) of the Company's Articles of Association, decisions will be taken by voting based on the affirmative vote of more than  $\frac{2}{3}$  (two thirds) of the number of votes legally cast in the Meeting.
- All Meeting Resolutions taken and decided in the Meeting are binding on all shareholders of the Company.

h. Results of decisions made by voting:

- First Agenda
  - Abstention vote : 70,200 votes or 0.0035% of all shares with voting rights present at the Meeting.
  - Disagree votes : 0 votes or 0.0000% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,348,901 votes or 99.9965% of all shares with voting rights present at the Meeting.

- Second Agenda
  - Abstention vote : 70,800 votes or 0.0035% of all shares with voting rights present at the Meeting.
  - Disagree votes : 180,100 votes or 0.0000% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,348,301 votes or 99.9965% of all shares with voting rights present at the Meeting.
- Third Agenda
  - Abstention vote : 70,200 votes or 0.0035% of all shares with voting rights present at the Meeting.
  - Disagree votes : 0 votes or 0.0000% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,348,901 votes or 99.9965% of all shares with voting rights present at the Meeting.
- Fourth Agenda
  - Abstention vote : 75,800 votes or 0.0038% of all shares with voting rights present at the Meeting.
  - Disagree votes : 20,000 votes or 0.0010% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,323,301 votes or 99.9952% of all shares with voting rights present at the Meeting.
- Fifth Agenda
  - Abstention vote : 70,200 votes or 0.0035% of all shares with voting rights present at the Meeting.
  - Disagree votes : 0 votes or 0.0000% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,348,901 votes or 99.9965% of all shares with voting rights present at the Meeting.
- Sixth Agenda
  - Abstention vote : 70,200 votes or 0.0035% of all shares with voting rights present at the Meeting.
  - Disagree votes : 5,000 votes or 0.0003% of all shares with voting rights present at the Meeting.
  - Approving vote : 1,997,343,901 votes or 99.9962% of all shares with voting rights present at the Meeting.

i. Meeting Resolutions:

**First Agenda** : approved by 1,997,419,101 votes or 100% of the total number of shares present, with the decision:

Approve and ratify the Board of Directors' Report regarding the Company's business operations and the Company's financial administration for the financial year ending on December 31<sup>st</sup>, 2023 as well as approval and ratification of the Company's Financial Statements including the Balance Sheet and Profit/Loss Calculation of the Company for the financial year ending on December 31<sup>st</sup>, 2023 which has been audited by an Independent Public Accountant, and approval of the Company's Annual Report for the financial year ending on December 31<sup>st</sup>, 2023, including the report on the supervisory duties of the Company's Board of Commissioners as well as providing full settlement and discharge of responsibilities (*acquies et de charge*) to all members of the Board of Directors

and Board of Commissioners of the Company for the management and supervisory actions that have been carried out in the financial year ending December 31<sup>st</sup>, 2023.

**Second Agenda:** approved by 1,997,419,101 votes or 100% of the total number of shares present, with the decision:

1. Approved the use of the Company's net profit, which is recorded in the heading "Current Year Profit Attributable to Owners of the Parent Entity", for the financial year ended December 31<sup>st</sup>, 2023, amounting to Rp 99,508,807,639,- (ninety nine billion five hundred eight million eight hundred seven thousand six hundred thirty nine Rupiah) with the following details:
  - i. amounting to Rp 5,000,000,000,- (five billion Rupiah) is set aside as the Company's reserve fund.
  - ii. amounting to Rp 70,095,271,976,- (seventy billion ninety five million two hundred seventy one thousand nine hundred seventy six Rupiah) to be distributed as cash dividends or in the amount of Rp 29 (twenty nine Rupiah) per share, which will be paid to the Shareholders of the Company whose names are recorded in the Register of Shareholders of the Company (Recording Date) on May 28<sup>th</sup>, 2024 at 16.00 WIB.
2. To authorize the Board of Directors of the Company to carry out the payment of such dividends and to take all necessary actions. Dividend payments will be made with due observance of tax regulations, Indonesia Stock Exchange regulations and other applicable capital market regulations.

With the Implementation Schedule for the Distribution of Cash Dividends as follows:

1. Share trading period containing Dividend Rights (Cum):
  - a. Trading on the Regular Market and Negotiation Market on **May 22<sup>nd</sup>, 2024.**
  - b. Trading on the Cash Market on **May 28<sup>th</sup>, 2024.**
2. Share trading period that does not contain Cash Dividend (Ex):
  - a. Trading on the Regular Market and Negotiation Market on **May 27<sup>th</sup>, 2024.**
  - b. Trading on the Cash Market on **May 29<sup>th</sup>, 2024.**
3. Cash Dividend payment date is **June 11<sup>th</sup>, 2024.**

**Third Agenda:** has been approved by 1,997,419,101 votes or 100% of the total number of shares present, with the decision:

Approved to changes and/or reappointment of members of the Board of Commissioners and Directors of the Company, for the next period which is effective as of the closing of the Company's Meeting until the closing of the next Annual General Meeting of Shareholders of the Company which will be held in 2027, so that the composition of the members of the Company's Board of Commissioners and Directors is as follows:

**BOARD OF COMMISSIONERS**

President Commissioner : Johannes Suriadjaja  
Independent Commissioner : Herman Gunadi

**DIRECTORS**

President Director : Hadiwinarto Christanto  
Vice President Director : Eddy Purwana Wikanta  
Director : David Suryadhi  
Director : Setiadi Djajasaputra  
Director : Stefanus Irawan Gumulja

**Fourth Agenda:** has been approved by 1,997,399,101 votes or 99.9990% of the total number of shares present, with the decision:

1. Approved to determine the amount of honorarium for all members of the Company's Board of Commissioners not more than Rp 210,000,000,- (two hundred ten million Rupiah) per month before income tax is deducted and one Month Holiday Allowance, by always taking into account the development of provisions in in the field of manpower and taxation, which is effective as of the closing of the Company's Meeting until the closing of the next Annual General Meeting of Shareholders of the Company which will be held in 2025.
2. Give approval to delegate authority to the Company's Board of Commissioners, which is effective as of the closing of the Company's Meeting until the closing of the next Annual General Meeting of Shareholders of the Company which will be held in 2025, in terms of determining the amount of salary, allowances and other facilities for members of the Company's Board of Directors.

**Fifth Agenda:** approved by 1,997,419,101 votes or 100% of the total number of shares present, with the decision:

1. Approved to delegate authority to the Company's Board of Commissioners to appoint the Company's Independent Public Accountant who is registered with the OJK and has a good reputation who will audit the Company's financial statements and books for the financial year 2024 by meeting the criteria of a public accountant that has been explained earlier in the Meeting and authorized the Company's Board of Commissioners to determine the amount of honorarium for the Public Accounting Firm and other requirements in connection with the appointment.
2. Granting power and authority to the Board of Commissioners to take all necessary actions related to the implementation of the decisions mentioned above without any exceptions.

**Sixth Agenda:** approved by 1,997,414,101 votes or 99.9997% of the total number of shares present, with the decision:

1. Approve adjustment to the Article 3 of the Company's Articles of Association concerning Aims and Objectives and Business Activities with the 2020 Standard Classification of Indonesian Business Fields (KBLI), by rearranging the provisions of Article 3 of the Company's Articles of Association.
2. Granting power and authority to the Board of Directors with the right of substitution to take all actions related to the resolution of this meeting, including but not limited to making or requesting all necessary deeds, letters and documents to be made, appearing before the authorized officials and the Minister of Law and Human Rights, including a Notary, submitting requests to the authorized parties/officials to obtain approval and/or report the matter to the Minister of Law and Human Rights and other authorized parties/officials as intended in the applicable laws and regulations.

**Jakarta, May 14<sup>th</sup>, 2024**  
**PT Nusa Raya Cipta Tbk**