



**PT NUSA RAYA CIPTA Tbk.
("Company")**

**SUMMONS TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGMS") which will be held on:

Day / Date : Friday, May 26th, 2023
Time : 09.30 Western Indonesian Time - Finish
Place : Legian Room, Hotel Gran Melia, Ground Floor
Jln. H.R. Rasuna Said Blok X-0, Kav.4, Kuningan
Jakarta 12950

With the items of agenda of the AGMS as follows:

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 ended on December 31st, 2022 as well as approval and ratification of the Company's Financial Statements including the Balance Sheet and Profit/Loss Account of the Company for the financial year ended on December 31st, 2022 which has been audited by an Independent Public Accountant, and approval of the Company's Annual Report for the financial year ended on December 31st, 2022, including the report on the supervisory duties of the Company's Board of Commissioners as well as the granting of full acquittal and discharge (*acquit 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 ended on December 31st, 2022.

Explanation:

*In this item of agenda of AGMS, the Company will provide an explanation regarding the implementation of the Company's business activities for the financial year ended on December 31st, 2022 and the financial condition as stated in the Financial Statements of the Company for the financial year ended on December 31st, 2022. That based on the provisions of (i) Article 10 paragraph (7) letter a, Article 10 paragraph (8), and Article 19 paragraph (5) of the Company's Articles of Association; and (ii) Article 69 and Article 78 of Law no. 40 of 2007 concerning Limited Liability Companies ("UUPT"), the Company's Annual Report, including reports on the Company's activities and reports on the supervisory duties of the Board of Commissioners, and the Company's Financial Statements must obtain approval and ratification from the General Meeting of Shareholders (GMS) of the Company, give full discharge and discharge of responsibilities (*acquit et de charge*) to members of the Board of Directors and Board of Commissioners of the Company who serve for the management and supervisory actions that have been carried out during the financial year, to the extent that these actions are reflected in the annual report and financial statements of the Company.*

2. Approval of the planned use of the Company's net profit for the financial year ended on December 31st, 2022.

Explanation:

Observing the provisions of: (i) Article 10 paragraph (7) letter b and Article 20 of the Company's Articles of Association; and (ii) Article 70 and Article 71 of UUPT, for the use of the Company's net profit, the Company requires a resolution of the AGMS.

3. Confirmation of members of the Board of Commissioners of the Company.

Explanation:

Observing the provisions of: (i) the Financial Services Authority Regulation No.33/POJK.04/2014 concerning Board of Directors and the Board of Commissioners of Issuer or Public Company, (ii) Article 16 paragraph (6) of the Company's Articles of Association; and (iii) Article 111 of UUPT, members of the Board of Commissioners are appointed by the GMS.

4. Determination of salaries and allowances for members of the Board of Directors and salaries or honoraria and allowances for members of the Board of Commissioners of the Company for the financial year 2023.

Explanation:

Observing the provisions of: (i) Article 13 paragraph (4) and Article 16 paragraph (8) of the Company's Articles of Association; and (ii) Article 96 and Article 113 of UUPT, the Company will seek approval from the AGMS to authorize the Board of Commissioners of the Company to determine salaries and allowances for members of the Board of Directors of the Company as well as salaries or honorarium and allowances for members of the Board of Commissioners of the Company upon the proposal of the Nomination and Remuneration Committee of the Company for the financial year ending on December 31st, 2023.

5. Appointment of an Independent Public Accountant to audit the Company's accounts ending on December 31st, 2023 and the granting of authority to the Board of Commissioners of the Company to determine the honorarium of the Independent Public Accountant and other requirements for such appointment.

Explanation:

*Observing the provisions of (i) Article 10 paragraph (7) letter c of the Company's Articles of Association; (ii) Article 68 of UUPT; (iii) Article 59 of the Financial Services Authority Regulation No.15/POJK.04/2020 concerning the Plan and Convention of General Meeting of Shareholders of a Public Company ("**POJK No.15/2020**") and (iv) Article 13 paragraph 1 of the Financial Services Authority Regulation No. 13/POJK.03/2017 concerning the Use of Public Accountants and Public Accounting Firms in Financial Services Activities. The Company will seek approval from the AGMS to authorize the Board of Commissioners of the Company to appoint an Independent Public Accountant registered with the OJK to conduct an audit of the Company's accounts ending on December 31st, 2023 and determine the amount of the Independent Public Accountant's honorarium.*

Notes:

1. The Company does not send a separate invitation letter to individual Shareholders of the Company, so this invitation is in accordance with the provisions of POJK No. 15/2020 and is an official invitation for the Shareholders of the Company.
2. Shareholders of the Company who are entitled to attend or be represented by a valid power of attorney at the AGMS are:
 - a. For shares that are not in collective custody: only Shareholders of the Company whose names are legally recorded in the Register of Shareholders of the Company on **May 3rd, 2023** at the latest until 16.00 Western Indonesian Time at PT Sinartama Gunita, the Company's Securities Administration Bureau domiciled in Jakarta, having its address at Gedung Menara Tekno Lantai 7, Jl. H. Fachrudin No.19 Jakarta 10250;
 - b. For shares that are in collective custody: Shareholders of the Company whose names are legally recorded with the account holder or custodian bank at PT Kustodian Sentral Efek Indonesia ("**KSEI**") on **May 3rd, 2023** at the latest until 16.00 Western Indonesian Time or the proxies of the Shareholders of the Company. KSEI securities account holders in Collective Custody are required to register themselves through Member of Stock Exchange/Custodian Bank securities account holders at KSEI to obtain Written Confirmation for Meetings ("**KTUR**").
3. Shareholders who are unable to attend may be represented by their proxies by producing a valid power of attorney as determined by the Board of Directors of the Company ("**Power of Attorney**") and by attaching a photocopy of ID card or other valid identification of the Shareholder as the principal as well as the ones of the proxy, provided that members of the Board of Directors, members of the Board of Commissioners and employees of the Company may act as proxies for the Shareholders of the Company in this AGMS, but the votes they cast are not taken into account in the voting.

4. To help control the spread of the COVID-19, in line with the Government's order as contained in Instruction of the Minister of Home Affairs Number 53 of 2022 on the Prevention and Control of Corona Virus Disease 2019 in the Transition to the Endemic Phase, the Company hereby appeals to Shareholders not to attend physically but by granting power of attorney to an Independent Party appointed by the Company, who represents the power of attorney to cast votes and forward questions to the AGMS, with the following procedures:
 - i. Shareholders can download the **Power of Attorney** form on the Company's website: www.nusarayacipta.com or obtain it every business day and during working hours at the Company's head office at Jln. D.I. Panjaitan No. 40, East Jakarta 13350, Indonesia.
 - ii. a. Power of Attorney form that has been completed and scanned should be sent via email to corsec@nusarayacipta.com.
 b. The original of the Power of Attorney form must be submitted in person and should have been received by PT Sinartama Gunita, the Company's Securities Administration Bureau domiciled in Jakarta and having its address at Gedung Menara Tekno Lantai 7, Jl. H. Fachrudin No.19 Jakarta 10250 or the Company at the Company's office at the address as stated in 4.i above or the proxy of the Company's Shareholders, no later than 1 (one) business day prior to the date of the AGMS, which is Thursday, May 25th, 2023 until 16.00 Western Indonesian Time.
 - iii. Only a Power of Attorney that is validated as a shareholder entitled to attend the AGMS will be counted as a quorum for the decisions made.
 - iv. Shareholders who are entitled to attend, have the right to submit questions regarding the agenda of the AGMS via email in point ii.a above. The questions raised will be read at the AGMS. The discussion on the items of agenda of the AGMS, including the questions raised, will be recorded by a Notary and announced in the Minutes of the AGMS, through the eASY.KSEI, the website of the Company and the PT Bursa Efek Indonesia.
 - v. In accordance with the POJK No. 15/2020 and the KSEI letter No. KSEI-4012/DIR/0521 dated 31st May 2021 concerning the Implementation of e-Proxy Module and e-Voting Module in eASY.KSEI Application as well as General Meeting of Shareholders Broadcast, the Company plans to convene the Meeting physically at Legian Room, Hotel Gran Melia, Jakarta (by taking into account of the provisions of the applicable laws and regulations as well as the provisions related to the prevention of the spread of Covid-19 virus) and the Virtual Meeting by using eASY.KSEI. The Company has provided an alternative for Shareholder to give an electronic authorization by using e-Proxy through eASY.KSEI system (<https://akses.ksei.co.id>), which can be done no later than 1 (one) business day before the date of the AGMS, namely on Thursday, May 25th, 2023 and to cast vote through e-Voting. The independent party appointed by the Company is the Company's Share Administration Bureau, namely PT Sinartama Gunita.
5. That materials related to the AGMS have been available at the Company's office from the date of the notification for this AGMS until the date of the AGMS and the copies of the materials for the AGMS can be obtained by shareholders by submitting a written request to and should have been received by the Corporate Secretary of the Company or can be accessed through the eASY.KSEI and the Company's website, namely www.nusarayacipta.com.
6. An explanation of each item of agenda to be discussed at the AGMS of the Company is available on the website www.nusarayacipta.com.
7. Shareholders or their proxies who will be physically present at the AGMS must follow and pass the safety and health protocols that apply to the building where the AGMS is held, whereby before entering the AGMS venue they must follow the following procedures:
 1. Bringing and submitting a photocopy of the Collective Shares Certificate and a photocopy of identity in the form of an ID card or other valid identification to the registration officer. Legal entity shareholders are required to submit a photocopy of the articles of association and the latest amendments as well as the latest deed of appointment of the Board of Directors and Board of Commissioners of the Company. Especially for Shareholders whose shares are deposited with KSEI Collective Custody, they are requested to show a Written Confirmation for the GMS on their behalf to the registration officer before entering the AGMS room.
 2. To maintain order in the AGMS, Shareholders or their proxies are requested to be present at the AGMS venue 30 (thirty) minutes before the AGMS begins.
 3. Filling out a **Statement Letter of Healthy** - provided by the registration officer before entering the AGMS room. For convenience, the Statement Letter of Healthy form can also be downloaded from the Company's website.

8. The Company will re-announce if there are changes and/or additional information regarding the procedures for holding the AGMS with reference to the latest conditions and developments regarding integrated handling and control to overcome the spread of the Covid-19 virus.

Jakarta, May 4th, 2023
Board of Directors