



**PT AUSTINDO NUSANTARA JAYA Tbk.**  
(the “Company”)

**ABRIDGED MINUTES OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AND  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors hereby announces to the shareholders of the Company the resolutions of the Annual General Meeting of Shareholders (the “**AGMS**”) and the Extraordinary General Meeting of Shareholders (the “**EGMS**”) of the Company (the AGMS and the EGMS hereinafter shall be referred to as the “**Meeting**”) which were held on:

Date / Day : Wednesday, June 9, 2021  
Time : AGMS: 1.15 pm – 1.44 pm West Indonesia Time (WIB)  
EGMS: 2.04 pm – 2.40 pm West Indonesia Time (WIB)  
Venue : Menara BTPN 40th Floor  
Jalan Dr. Ide Anak Agung Gde Agung Kav 5.5 – 5.6  
Kawasan Mega Kuningan  
Jakarta 12950

**A. Agenda of the Meeting**

**Agenda of AGMS**

1. Approval and ratification on the Annual Report of the Company, which includes the Report on the Supervisory Duties of the Board of Commissioners and the ratification of the Consolidated Financial Statements of the Company for the year ending on December 31, 2020, including the Consolidated Statement of Financial Position and Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ending on December 31, 2020 and granting of full release and discharge from responsibilities (*acquit et de charge*) to the Board of Directors and the Board of Commissioners of the Company for their management duties and supervisory duties carried out during the year ending on December 31, 2020.
2. Stipulation of use of net profit of the Company for the year ending on December 31, 2020.
3. Appointment of an independent public accountant to carry out audit on the Company for the financial year of 2021 and to approve the honorarium of the public accountant so appointed.

4. Approval of change and/or reappointment of the members of the Board of Commissioners and the Board of Directors of the Company.
5. Stipulation of the amount of salary and honorarium as well as other allowances for the members of the Board of Directors and the Board of Commissioners for the financial year of 2021.

### **Agenda of EGMS**

Approval of the amendment and restatement of the Company's Articles of Association in order to comply with the applicable rules, in particular the Financial Services Authority Regulations: (i) Number 15/POJK.04/2020 concerning Plan and Implementation of General Meeting of Shareholders of Public Companies; (ii) Number 16/POJK.04/2020 concerning the Implementation of the General Meeting of Shareholders of Public Companies Electronically; (iii) Number 32/POJK.04/2015 concerning Increase in Capital for Public Companies by Providing Pre-emptive Rights as amended by Number 14/POJK.04/2019 concerning Amendment to the Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Increase in Capital for Public Companies by Providing Pre-emptive Rights.

### **B. Attendance of the Board of Commissioners and the Board of Directors of the Company**

The Commissioners who attended in the Meeting were as follow:

President Commissioner (Independent)	: Mr. Adrianto Machribie
Commissioner	: Mr. George Santosa Tahija
Commissioner	: Mr. Sjakon George Tahija

The Directors who attended in the Meeting were as follows:

Director	: Mr. Lucas Kurniawan
Director	: Mr. Geetha Govindan K Gopalakrishnan
Director	: Mr. Naga Waskita

The other members of the Board of Commissioners and the Board of Directors joining the Meeting through an electronic facility were as follows:

Commissioner	: Mr. Anastasius Wahyuhadi
Commissioner	: Mr. Istama Tatang Siddharta
Independent Commissioner	: Mr. J. Kristiadi
Independent Commissioner	: Mr. Darwin Cyril Noerhadi
President Director	: Mrs. Istini T. Siddharta

### **C. Quorum of the Shareholders**

#### **AGMS**

The AGMS was attended by the shareholders or their attorneys-in-fact representing 3,231,989,251 shares or equivalent to 97.59% of 3,311,652,088 shares which represent all shares with valid voting rights, excluding 42,522,912 shares which have been bought back by the Company (treasury stock).

## **EGMS**

The EGMS was attended by the shareholders or their attorneys-in-fact representing 3,232,017,751 shares or equivalent to 97.595% of 3,311,652,088 shares which represent all shares with valid voting rights, excluding 42,522,912 shares which have been bought back by the Company (treasury stock).

### **D. Opportunity to Ask Questions and/or to Provide Opinions**

Prior to taking a decision, the Chairman of the Meeting provided an opportunity to the shareholders or their attorneys-in-fact to ask questions and/or to provide opinions for each agenda of the Meeting.

For all agenda of the Meeting, there was no question from the shareholders or their attorneys-in-fact.

### **E. Voting Mechanism**

Resolutions shall be made by deliberation to reach a consensus, failing which, decisions are made by voting.

PT Datindo Entrycom, as a Securities Administration Bureau of the Company, and Notary, were appointed by the Company as the parties to carry out the vote counting process at the Meeting.

### **F. Voting Results in the Meeting**

#### **AGMS**

	Shareholders who were present and voted physically			Shareholders who voted through e-proxy		
	Abstentions	Disagree	Agree	Abstentions	Disagree	Agree
<b>The First Agenda</b>	0 share	0 share	3,071,241,951 shares	0 share	0 share	160,747,300 shares
<b>The Second Agenda</b>	0 share	0 share	3,071,241,951 shares	0 share	0 share	160,747,300 shares
<b>The Third Agenda</b>	0 share	0 share	3,071,241,951 shares	0 share	0 share	160,747,300 shares
<b>The Fourth Agenda</b>	0 share	0 share	3,071,241,951 shares	160,745,300 shares	0 share	2,000 shares
<b>The Fifth Agenda</b>	0 share	0 share	3,071,241,951 shares	0 share	0 share	160,747,300 shares

## **EGMS**

	Shareholders who were present and voted physically			Shareholders who voted through e-proxy		
	Abstentions	Disagree	Agree	Abstentions	Disagree	Agree
<b>The Agenda</b>	0 share	0 share	3,071,270,451 shares	0 share	2,000 shares	160,745,300 shares

### **G. The Meeting Resolutions**

#### **AGMS**

##### **The First Agenda**

To approve and ratify the Annual Report of the Company for the year ending on December 31, 2020, including the Operational Report of the Company, the Supervisory Report of the Board of Commissioners and the Consolidated Financial Statements of the Company for the year ending on December 31, 2020, including the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income for the year ending on December 31, 2020 as well as to give full release and discharge of responsibilities (*acquit et de charge*) to the members of the Board of Directors and the Board of Commissioners of the Company for their management duties and supervisory duties carried out during the year ending on December 31, 2020 to the extent that their actions are reflected in the Annual Report of the Company.

##### **The Second Agenda**

1. To approve the distribution of the net profit of the Company for the year ending on December 31, 2020, as follows:
  - a. The Company will distribute cash dividends of Rp. 4 (four Rupiah) for each share to the entitled shareholders of the Company. The exchange rate for book-keeping purposes will use the middle exchange rate of Bank Indonesia on the Recording Date to determine the shareholders who are entitled to the cash dividend, namely on June 21, 2021.
  - b. The remaining balance will be recorded as retained earnings which will be used for the working capital of the Company.
2. To give powers and authorities to the Board of Directors of the Company to carry out any and all actions required in relation to the abovementioned resolutions in accordance with the prevailing laws and regulations.

### **The Third Agenda**

1. To approve the appointment of KAP (Public Accountant Office) Siddharta Widjaja & Rekan and Mr. Susanto as the Public Accountant from KAP Siddharta Widjaja & Rekan to carry out the audit of the Company for the financial year of 2021.
2. To give authorities and powers to the Board of Commissioners of the Company to appoint a substitute KAP, including a replacement of a Public Accountant, as well as to dismiss the appointed Public Accountant.
3. To give authorities to the Board of Directors of the Company to approve and determine the honorarium and the terms of its appointment in accordance with applicable laws and regulations.

### **The Fourth Agenda**

1. To approve and reappoint of Mr. Darwin Cyril Noerhadi as an Independent Commissioner of the Company effectively as of the closing of the AGMS.
2. To approve the resignation of Mr. Lucas Kurniawan from his position as a Director of the Company and to appoint Mr. Lucas Kurniawan as the Vice President Director of the Company effectively as of the closing of the AGMS.
3. To approve the resignation of Mr. Fakri Karim from his position as a Director of the Company effectively on March 31, 2021 and to release and discharge Mr. Fakri Karim from his responsibility during his term of office provided that his management duty has been carried out in accordance with the Articles of Association of the Company, the prevailing laws and regulations, including but not limited to Law Number 40 of 2007 concerning Limited Liability Company.
4. To restate the composition of the Board of Commissioners and the Board of Directors of the Company effectively as of the closing of the AGMS as follows:

#### **Board of Commissioners:**

President Commissioner (Independent)	: Mr. Adrianto Machribie
Commissioner	: Mr. George Santosa Tahija
Commissioner	: Mr. Sjakon George Tahija
Commissioner	: Mr. Anastasius Wahyuhadi
Commissioner	: Mr. Istama Tatang Siddharta
Independent Commissioner	: Mr. J. Kristiadi
Independent Commissioner	: Mr. Darwin Cyril Noerhadi

#### **Board of Directors:**

President Director	: Mrs. Istini Tatiek Siddharta
Vice President Director	: Mr. Lucas Kurniawan
Director	: Mr. Geetha Govindan K Gopalakrishnan
Director	: Mr. Naga Waskita

The term of office of the Board of Commissioners and the Board of Directors is until the closing of the Annual General Meeting of Shareholders in 2025, except that the term of office of Mr. Darwin Cyril Noerhadi as an Independent Commissioner and Mr. Lucas Kurniawan as the Vice President Director is until the closing of the Annual General Meeting of Shareholders of the Company in 2026 and the term of office of Mr. Naga Waskita as a Director is until the closing of the Annual General Meeting of Shareholders of the Company in 2022.

5. To give authorities and powers to the Board of Directors of the Company and/or Mr. Naga Waskita, individually or jointly with the rights of substitution, to draw up/state the resolutions regarding the composition of the Board of Commissioners and the Board of Directors of the Company, in a notarial deed made before a Notary Public and further to notify the authorities, and to take all and every actions necessary in connection with the decision in accordance with the applicable laws and regulations.

### **The Fifth Agenda**

1. To give authorities and powers to the Nomination and Remuneration Committee, one of the committees under the Board of Commissioners of the Company, to determine the salary and/or honorarium and other allowances payable to the members of the Board of Directors.
2. To approve and stipulate that the amount of salary and/or honorarium and other allowances for the members of the Board of Commissioners of the Company for the financial year of 2021 is the same amount with the previous financial year and/or with a maximum increase of 20% from the previous financial year on an average for each member of the Board of Commissioners of the Company.

### **EGMS**

1. To approve the amendment and restatement the Articles of Association of the Company to comply the applicable rules, in particular the Financial Services Authority Regulations: (i) Number 15/POJK.04/2020 concerning Plan and Implementation of General Meeting of Shareholders of Public Companies; (ii) Number 16/POJK.04/2020 concerning the Implementation of the General Meeting of Shareholders of Public Companies Electronically; (iii) Number 32/POJK.04/2015 concerning Increase in Capital for Public Companies by Providing Pre-emptive Rights as amended by Number 14/POJK.04/2019 concerning Amendment to the Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Increase in Capital for Public Companies by Providing Pre-emptive Rights.
2. To give authorities and powers to the Board of Directors of the Company and/or Mr. Naga Waskita, individually or jointly with the right of substitution, to carry out any and all actions required in relation to such resolutions, including but not limited to state/draw up the resolutions in a notarial deed made before a Notary, to amend, adjust and/or restate all provisions of the Articles of Association of the Company in accordance with such resolutions (including confirming the

composition of shareholders in the relevant deed, if necessary), together with changes or renewals thereof (if any) and the other contents as determined by the competent authorities, as required by and in accordance with the provisions of the applicable laws and regulations, which then to apply for approval and/or submit notification of the resolutions of this Meeting and/or amendment to the Articles of Association of the Company in the resolutions of this Meeting to the relevant authorities and to carry out any and all necessary actions, in accordance with the applicable laws and regulations.

## H. Schedule and Procedures for the Payment of the Cash Dividend of 2020

In accordance with the resolutions of the second agenda of the AGMS, the Board of Directors of the Company announces the schedule and procedures for the payment of the cash dividend for the year ending on December 31, 2020 as follows:

1. The schedule for the payment of the cash dividend:

Remark	Date
Cash cum dividend in Regular Market and Negotiable Market	Thursday, June 17, 2021
Cash ex dividend in Regular Market and Negotiable Market	Friday, June 18, 2021
Cash cum dividend in Cash Market	Monday, June 21, 2021
Cash ex dividend in Cash Market	Tuesday, June 22, 2021
Recording date of shareholders entitled for cash dividend	Monday, June 21, 2021
Cash dividend payment	Friday, July 9, 2021

2. The procedures for the payment of the cash dividend:
  - a. Cash dividend will be paid to the shareholders whose names are registered in the Shareholders Register of the Company on June 21, 2021 at 4 PM WIB.
  - b. To the holders of sub-securities account with PT Kustodian Sentral Efek Indonesia (“**KSEI**”) in the Collective Depository (Securities Company or Custodian Bank), the dividend will be paid to the shareholders’ securities account (*Rekening Dana Nasabah/RDN*) with their Securities Company or Custodian Bank where the relevant shareholder opened its sub-securities account. Written confirmation regarding the distribution of the cash dividend will be delivered by KSEI to the Securities Company or the Custodian Bank. For the shareholders whose shares are not registered in the Collective Depository of KSEI, the cash dividend will be transferred to their account.
  - c. Cash dividend is subject to tax in accordance with the prevailing taxation laws and regulations. Such tax shall be borne by the shareholders and will be deducted from the cash dividend payable to such shareholders.
  - d. For the domestic shareholders which are a legal entity taxpayer and have not yet submitted the Taxpayer Registration Number (the “**NPWP**”), they are required to submit the NPWP to KSEI or PT Datindo Entrycom (the Shares Administration Agency of the Company) at the latest on June 21, 2021 at 4 PM WIB.

- e. For foreign shareholders who are an offshore taxpayer whose tax withholding will be made in accordance with the Double Tax Avoidance Treaty, they are required to fulfill the requirements of Article 26 Law No. 36 of 2008 as well as to submit a DGT Form and Certificate of Domicile in the forms and procedures as required under the prevailing laws and regulations to KSEI or PT Datindo Entrycom at the latest on June 21, 2021 at 4 PM WIB. Without the required documents, the cash dividend payable to such foreign shareholders will be deducted with Article 26 Income Tax in accordance with the applicable tax laws and regulations.

**Jakarta, June 10, 2021**  
**Board of Directors of the Company**