



PT HM SAMPOERNA Tbk.

Number : 093/CLD/HMS/V/2020  
Attachment : - Resume of the AGMS dated 18 May 2020  
- Evidence of The Advertisement on Announcement of the Summary of Minutes of the AGMS in daily newspaper Bisnis Indonesia dated 19 May 2020  
Re : Submission on Resume of the Annual General Meeting of Shareholders ("AGMS") dated 18 May 2020 of PT Hanjaya Mandala Sampoerna Tbk. (the "Company"), Evidence of the Advertisement on Announcement of the Summary of Minutes of the AGMS in daily newspaper Bisnis Indonesia dated 19 May 2020

Jakarta, 20 May 2020

To.

**The Board of Directors of PT Bursa Efek Indonesia**

Indonesia Stock Exchange Building

Jl. Jend. Sudirman Kav. 52-53

Jakarta - 12190

Attn.: Head of Company Evaluation Division I

Dear Sirs,

Through this letter we convey

- (i) Resume of the AGMS dated 18 May 2020
- (ii) Evidence of the Advertisement on Announcement of the Summary of Minutes of the AGMS in daily newspaper Bisnis Indonesia dated 19 May 2020

Hence we convey this letter and we thank you for your attention.

Best Regards,

**PT Hanjaya Mandala Sampoerna Tbk.**

Signed and sealed

**Bambang Priambodo**

Corporate Secretary

**AULIA TAUFANI, S.H.**  
**NOTARY IN JAKARTA**  
**Decree of the Minister of Justice and Human Rights of the Republic of Indonesia**  
**NO: AHU-00081.AH.02.02.Year 2017, DD: 28 December 2017**  
**MENARA SUDIRMAN 17 D Floor, Jl. Jendral Sudirman Kav. 60 South Jakarta 12190**  
**Ph: 52892366 (hunting), Fax: 5204780**  
**Email:ataufani@ataa.id**

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Jakarta, 19 May 2020

Number : 13/V/2019  
Re : Summary of the Minutes  
of the Annual General  
Meeting of Shareholders  
of PT HANJAYA MANDALA  
SAMPOERNA Tbk.

To :  
PT HANJAYA MANDALA SAMPOERNA  
Tbk.  
Jl. Rungkut Industri Raya No. 18  
Kelurahan Rungkut Tengah,  
Kecamatan Gununganyar  
Surabaya 60293, East Java

Dear Sir/Madame,

I hereby submit the Summary of the Minutes of the Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting") of "PT HANJAYA MANDALA SAMPOERNA Tbk" domiciled in Surabaya (hereinafter referred to as "the Company") held:

Day/Date : Monday, 18 May 2020  
Time : 09.16-10.31 Western Indonesia Time  
Venue : Menara Sudirman, 18<sup>th</sup> Floor, ABD,  
Jl. Jend. Sudirman Kav. 60  
Jakarta 12190

In the presence of	:	Board of Commissioners	:	Luthfi Mardiansyah as Independent Commissioner
		Board of Directors	:	The Ivan Cahyadi as Director
		Shareholders	:	109,394,530,403 shares (94.0477%) of total 116,318,076,900 shares

#### **I. MEETING AGENDA**

1. Approval of the Annual Report and ratification of the Company's consolidated financial statements, for the financial year ended on 31 December 2019;
2. Approval for the use of the Company's retained earnings for the financial year ended on 31 December 2019;
3. Approval of the appointment of the Public Accountant's Office to audit the Company's consolidated financial statements for the financial year ending on 31 December 2020
4. Approval for the change of composition of the management of the Company.

## II. FULFILLMENT OF LEGAL PROCEDURES FOR MEETING IMPLEMENTATION

Notification of the planned Meeting submitted to the Financial Services Authority and Indonesia Stock Exchange on 11 March 2020; Announcement the Meeting on 19 March 2020; Postponement of the Meeting on 31 March 2020; Re-Announcement of the Meeting on 9 April 2020; and Invitation of the Meeting on 24 April 2020; all of which published on the Company's website in Indonesia and English, Indonesia Stock Exchange website and daily newspaper Bisnis Indonesia and for Invitation of the Meeting in daily newspaper Terbit. Notice on the changes of the venue, Material and Presentation, CV of the proposed Board of Directors and the Board of Commissioners and documents related to commencement of the Meeting on 10 May 2020 through the Company's website and Sampoerna Investor Relations App, in Indonesia and English and Indonesia Stock exchange website. Further, the Board of Directors of the Company published the Advertisement on Notice on Changes of the Venue and Rules of the Meeting on 12 May 2020 through daily newspaper Bisnis Indonesia.

## III. MINUTES OF THE RESOLUTIONS OF THE MEETING

### FIRST AGENDA OF THE MEETING

- The Meeting provides an opportunity for the shareholders or shareholders' proxies in attendance to ask questions and/or express opinions related to the proposed resolutions of the First Agenda of the Meeting.
- During the question and answer session, there was 1 (one) shareholder or shareholder's proxy in attendance who submitted a question and/or opinion.
- The Resolution was decided by closed voting with electronic mechanism.
- The results of voting were as follows:
  - a. There were no shareholders or shareholders' proxies who casted votes against the resolutions.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 20,105,100 shares or 0.0184% of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 109,374,425,303 shares or 99.9816% of the valid votes casted at the Meeting.

In accordance with the provisions of the Financial Services Authority regulation No. 15/POJK.04/2020 regarding the Plan and Convening of General Meeting of Shareholders of Publicly Listed Companies, abstentions/blank votes shall follow the majority, thus the shareholders who voted in favor of the Resolution represented 109,394,530,403 shares or 100% of total valid shares attending the Meeting decided to approve the proposed resolutions of the First Agenda of the Meeting.

- **The resolutions of the First Agenda of the Meeting were as follows:**  
Accept and approve the Annual Report and ratify the Company's Consolidated Financial Statements for the fiscal year ending 31 December 2019 audited by a certified independent Public Accountant's Office registered with the Financial Services Authority, namely KAP Tanudiredja, Wibisana, Rintis & Rekan (member of the PricewaterhouseCoopers network of firms), and grant the members of the Company's Board of Directors and Board of Commissioners full release and discharge (acquitt et déchargé) from their management and supervision duties conducted during the 2019 Fiscal Year.

## SECOND AGENDA OF THE MEETING

- The Meeting provides an opportunity for the shareholders or shareholders' proxies in attendance to ask questions and/or express opinions related to the proposed resolutions of the Second Agenda of the Meeting.
- During the question and answer session, there was 1 (one) shareholder or shareholder's proxy in attendance who submitted a question and/or opinion.
- The Resolution was decided by closed voting with electronic mechanism.
- The results of voting were as follows:
  - a. There were no shareholders or shareholders' proxies who casted votes against the resolutions.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 5000 shares or 0.000005% of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 109,394,525,403 shares or 99.999995% of the valid votes casted at the Meeting.

in accordance with the provisions of the Financial Services Authority regulation No. 15/POJK.04/2020 regarding the Plan and Convening of General Meeting of Shareholders of Publicly Listed Companies, abstentions/blank votes shall follow the majority, thus the shareholders who voted in favor of the Resolution represented 109,394,530,403 shares or 100% of total valid shares attending the Meeting decided to approve the proposed resolutions of the Second Agenda of the Meeting.

- **The resolutions of the Second Agenda of the Meeting were as follows:**
  1. approve an amount of IDR 13,934,905,612,620 (thirteen trillion nine hundred thirty four billion nine hundred and five million six hundred twelve thousand six hundred and twenty Rupiah) or IDR 119,8 (one hundred nineteen point eight Rupiah) per share of the retained earnings of the Company's 2019 Financial Year to be distributed to the Shareholders of the Company as a Cash Dividend with the following schedule:

- Cum Cash Dividend in regular and negotiation markets	: 29 May 2020
- Ex Cash Dividend in regular and negotiation markets	: 2 June 2020
- Cum Cash Dividend in cash market	: 3 June 2020
- Ex Cash Dividend in cash market	: 4 June 2020
- Recording Date	: 3 June 2020
- Dividend Payment	: 9 June 2020
  2. Approve to grant authorization to the Board of Directors and/or the Board of Commissioners of the Company to take any necessary actions and/or resolutions required by the Board of Directors and/or Board of Commissioners of the Company for the distribution of cash dividend, in accordance with the prevailing laws and regulations.

### THIRD AGENDA OF THE MEETING

- The Meeting provides an opportunity for the shareholders and shareholders' proxies in attendance to ask questions and/or express opinions related to the proposed resolutions of the Third Agenda of the Meeting.
- During the question and answer session, no questions or opinions were submitted by any shareholders or shareholders' proxies in attendance.
- The Resolution was decided by closed voting with electronic mechanism.
- The results of voting were as follows:
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 4,242,900 shares or 0.0038785% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 1,100 shares or 0.0000010% of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 109,390,286,403 shares or 99.9961215% of the valid votes casted at the Meeting.

in accordance with the Financial Services Authority regulation No. 15/POJK.04/2020 regarding the Plan and Convening of General Meeting of Shareholders of Publicly Listed Companies, abstentions/blank votes shall follow the majority, thus the shareholders who voted in favor of the resolution represented 109,390,287,503 shares in total or 99.9961215% of total valid shares attending the Meeting decided to approve the proposed resolutions of the Third Agenda of the Meeting.

- **The resolutions of the Third Agenda of the Meeting were as follows:**  
Approve the appointment of an Independent Public Accountants Office registered with the Financial Services Authority, namely Tanudiredja, Wibisana, Rintis & Rekan (member of the PricewaterhouseCoopers network of firms), to audit the Company's Financial Statements for the fiscal year ending 31 December 2020 and give the authority to the Board of Directors of the Company to determine the honorarium and other requirements in accordance with the applicable provisions with respect to the appointment of the said Public Accountant.

### FOURTH AGENDA OF THE MEETING

- The Meeting provides an opportunity for the shareholders and shareholders' proxies in attendance to ask questions and/or express opinions related to the proposed resolutions of the Forth Agenda of the Meeting.
- During the question and answer session, no questions or opinions were submitted by any shareholders or shareholders' proxies in attendance.
- The Resolution was decided by closed voting with electronic mechanism.
- The results of voting were as follows:
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 27,184,200 shares or 0.0248% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 3,238,100 shares or 0.0030% of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 109,364,108,103 shares or 99.9722% of the valid votes casted at the Meeting.

in accordance with the Financial Services Authority regulation No. 15/POJK.04/2020 regarding the Plan and Convening of General Meeting of Shareholders of Publicly Listed Companies, abstentions/blank votes shall follow the majority, thus the shareholders who voted in favor of the resolution represented 109,367,346,203 shares in total or 99.9752% of total valid shares

attending the Meeting decided to approve the proposed resolutions of the Fourth Agenda of the Meeting.

- **The resolutions of the Fourth Agenda of the Meeting were as follows:**

1. Approve the appointment of the following names as member of the Board of Commissioners and the Board of Directors of the Company:

Board of Directors:

President Director	:	Mindaugas Trumpaitis
Director	:	The Ivan Cahyadi
Director	:	Elvira Lianita
Director	:	Francisca Rahardja
Director	:	Sharmen Karthigasu
Director	:	Guillaume Popiol

Board of Commissioners:

President Commissioner	:	John Gledhill
Vice President Commissioner:		Paul Norman Janelle
Independent Commissioner	:	Justin Guy Mayall
Independent Commissioner	:	Luthfi Mardiansyah

all with terms of office until the closing of the fifth Annual General Meeting of Shareholders after the Annual General Meeting of Shareholders on 18 May 2020, which is in the Annual General Meeting of Shareholders in 2025

2. Further we propose for the Meeting to approve the granting of authorization to the Board of Directors and/or Corporate Secretary of the Company with substitution right to restate the resolution in a notarial deed, and to perform any and all acts required by the authorized institutions and in general, to perform any and all acts deemed necessary or appropriate in relation to the appointment of members of the Board of Directors and Board of Commissioners, including to make amendments and/or supplements in a form required for the change of composition of the Board of Directors and Board of Commissioners of the Company to be accepted by the authorized institutions.

The above Meeting Resolutions stated in Meeting Deed No. 11 dated 18 May 2020, made before me, the Notary. The copy of the deed is still in the process of completion at our office.

Thus, this Summary of the Minutes submitted precedes the copy of the deed mentioned above that I will submit to the Company immediately upon completion.

Best Regards,  
Notary in Jakarta

Sign & sealed

AULIA TAUFANI, S.H.



**PT HANJAYA MANDALA SAMPOERNA Tbk.**  
**Jl. Rungkut Industri Raya No. 18, Surabaya, Telp. (031) 8431699, Faks. (031) 8430986**

**ANNOUNCEMENT OF THE SUMMARY OF  
MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT HANJAYA MANDALA SAMPOERNA Tbk.**

**ANNUAL GENERAL MEETING SHAREHOLDERS**

The Board of Directors of PT Hanjaya Mandala Sampoerna Tbk. (the “**Company**”) hereby announces to the Company’s Shareholders that the Company has convened the Annual General Meeting of Shareholders (the “**Meeting**”), on the following:

Day/Date : Monday, 18 May 2020  
Time : 09:16 – 10.31 Western Indonesian Time  
Venue : Menara Sudirman, 18th Floor ABD, Jl. Jendral Sudirman Kav. 60, Jakarta 12190  
In the presence of : Luthfi Mardiansyah, as Independent Commissioner.  
The Ivan Cahyadi, as Director.  
While other members of the Boards of Commissioners and Directors, Audit Committee, Nomination and Remuneration Committee and Internal Audit of the Company who are currently unable to attend due to the PSBB, but are participating in this Meeting using video conferencing platform:

Board of Commissioners		Board of Directors	
President Commissioner	: John Gledhill	President Director	: Mindaugas Trumpaitis
Vice President Commissioner	: Paul Norman Janelle	Director	: Sharmen Karthigasu
Independent Commissioner	: Goh Kok Ho	Director	: Elvira Lianita
Independent Commissioner	: R.B. Permana Agung Dradjattun	Director	: Fransisca Rahardja

Audit Committee		Nomination & Remuneration Committee	
Chairman	: Goh Kok Ho	Chairman	: Goh Kok Ho
Member	: R.B. Permana Agung Dradjattun	Member	: Cicilia Tri Sulistyawati

Internal Audit
Rudianto Wiharso

**Quorum Requirement:**

This Meeting was attended by the Shareholders of the Company and/or represented by the representatives of the Shareholders amounting to 109,394,530,403 shares, such amount representing 94.477% of shares paid-up and issued by the Company.

In accordance with the Company's Articles of Association and based on the Circular Resolution in lieu of a Meeting of the Board of Commissioners dated 8 May 2020, the Meeting shall be chaired by one of the members of the Board of Commissioners of the Company, Mr. Luthfi Mardiansyah.

**I. MEETING AGENDA :**

1. Approval of the Annual Report and ratification of the Company’s consolidated financial statements, for the financial year ended on 31 December 2019;
2. Approval for the use of the Company’s retained earnings for the financial year ended on 31 December 2019;
3. Approval of the appointment of the Public Accountant’s Office to audit the Company’s consolidated financial statements for the financial year ending on 31 December 2020
4. Approval for the change of composition of the management of the Company.

**II. MEETING DECISIONS:**

**FIRST AGENDA**

Number of Shareholders who raised questions	There is 1 (one) Shareholder and/or Representative of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	109,374,425,303 shares or 99.9816% of those present	20,105,100 shares or 0.0184% of those present	Nil

**Decision:**

To accept and approve the Annual Report and ratify the Company's consolidated financial statements for the financial year ended on 31 December 2019, which have been audited by a certified independent Public Accountant Office registered with the Financial Services Authority, namely KAP Tanudiredja, Wibisana, Rintis & Rekan (*a member of PricewaterhouseCoopers network of firms*), and to grant full release and discharge (*acquitt et déchargé*) to the members of the Board of Directors and the Board of Commissioners of the Company for the acts of management and supervision carried out during the 2019 Financial Year.

**SECOND AGENDA**

Number of Shareholders who raised questions	There is 1 (one) Shareholder and/or Representative of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	109,394,525,403 shares or 99.999995% of those present	5,000 shares or 0.000005% of those present	Nil

**Decision:**

- To approve an amount of IDR 13,934,905,612,620 (thirteen trillion nine hundred thirty four billion nine hundred and five million six hundred twelve thousand six hundred and twenty Rupiah) or IDR 119,8 (one hundred nineteen point eight Rupiah) per share of the retained earnings of the Company's 2019 Financial Year to be distributed to the Shareholders of the Company as a Cash Dividend with the following schedule:

Activity	Date
Announcement of the summary of the minutes of the Meeting in newspaper and Indonesian Stock Exchange	19 May 2020
End of stock trading period with dividend rights (Cum Dividend) <ul style="list-style-type: none"> <li>Regular and Negotiation Markets</li> <li>Cash Market</li> </ul>	29 May 2020 3 June 2020
Commencement of stock trading period without dividend rights (Ex-Dividend) <ul style="list-style-type: none"> <li>Regular and Negotiation Markets</li> <li>Cash Market</li> </ul>	2 June 2020 4 June 2020
Recording Date	3 June 2020
Dividend Payment	9 June 2020

- To approve to grant authorization to the Board of Directors and/or the Board of Commissioners of the Company to take any necessary actions and/or resolutions required by the Board of Directors and/or Board of Commissioners of the Company for the distribution of cash dividend, in accordance with the prevailing laws and regulations.

**PROCEDURE OF CASH DIVIDEND PAYMENT**

The provisions on the payment of cash dividend are as follows:

- Shareholders entitled to the dividend payment are the shareholders whose name are registered in the Shareholders Register of the Company on Wednesday, 3 June 2020, at 16:00 Western Indonesia Time. The payment of dividend shall be made through bank transfer.
- For Shareholders whose shares are deposited in collective deposit with PT Kustodian Sentral Efek Indonesia ("KSEI"), the cash dividend shall be distributed by KSEI to the Securities Company and/or Custodian Bank where the Shareholders opened their securities accounts. The confirmation of the results of cash dividend distribution shall be submitted by KSEI to the Securities Company and/or Custodian Bank where the Shareholders opened their securities accounts. Further, Shareholders shall receive information on their cash dividend payment from the Securities Company and/or Custodian Bank where the Shareholders opened their securities accounts. As for Shareholders whose shares are not deposited in collective deposit with KSEI, their cash dividend payment shall be transferred directly to the bank accounts of the respective Shareholders.
- The payable dividend shall be subject to taxes in accordance with the applicable tax regulations in Indonesia.
- For Shareholders who are considered as onshore tax payer and have not submitted their Tax Register Number (NPWP) are required to submit their NPWP to KSEI or PT Sirca Datapro Perdana as the Securities Administration Bureau appointed by the Company ("BAE") at the latest on 3 Juni 2020 at 16:00 Western Indonesia Time. Without the NPWP, the cash dividend paid to the onshore tax payer in the form of legal entity will be subject to withholding income tax at the rate of 30% (thirty percent).
- For Shareholders who are considered as offshore tax payer and whose countries have the Agreement on the Avoidance of Double Taxation (P3B) with Republic of Indonesia and propose that their tax proposal be adjusted to the provision of such Agreement, are required to submit (i) the original Certificate of Residence / Domicile ("SKD") and original DGT Form issued by the authorized office in their country to the Company; or (ii) the Receipt of DGT Form Submission (*Tanda Terima Penyampaian Formulir DGT*) in accordance with the prevailing Indonesian tax regulations complete with the copy of the said SKD and the DGT Form to KSEI in the case such documents will be used for various tax purposes in Indonesia. Followings are further details that require attention:
  - Shareholders who still hold shares in script form must send the original SKD and Receipt of DGT Form Submission to BAE;
  - Shareholders who hold shares in scriptless form must send the Receipt of DGT Form Submission complete with the copy of the said SKD and the DGT Form to the account holder at KSEI in accordance with KSEI provisions;



**THIRD AGENDA**

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	109,390,286,403 shares or 99.996125% of those present	1,100 shares or 0.0000010% of those present	4,242,900 shares or 0.0038785% of those present

**Decision:**

Approve to appoint an Independent Public Accountant Office registered with the Financial Services Authority, namely Public Accountant Office Tanudiredja, Wibisana, Rintis & Rekan (*a member of the PricewaterhouseCoopers network of firms*), to audit the Company's Financial Statements for the financial year ending on 31 December 2020 and give the authority to the Board of Directors of the Company to determine the honorarium and other requirements in accordance with the applicable provisions with respect to the appointment of the said Public Accountant.

**FOURTH AGENDA**

Number of Shareholders who raised questions	There are no Shareholders and/or Representatives of the Shareholders who raised a question		
Result of the Voting	Approve	Abstain	Disapproving
	109,364,108,103 shares or 99.9722% of those present	3,238,100 shares or 0.0030% of those present	27,184,200 shares or 0.0248% of those present

**Decision:**

1. Approve the appointment of the following names as member of the Board of Commissioners and the Board of Directors of the Company:

**Board of Directors:**

President Director	:	Mindaugas Trumpaitis
Director	:	The Ivan Cahyadi
Director	:	Elvira Lianita
Director	:	Francisca Rahardja
Director	:	Sharmen Karthigasu
Director	:	Guillaume Popiol

**Board of Commissioners:**

President Commissioner	:	John Gledhill
Vice President Commissioner	:	Paul Norman Janelle
Independent Commissioner	:	Justin Guy Mayall
Independent Commissioner	:	Luthfi Mardiansyah

all with terms of office until the closing of the fifth Annual General Meeting of Shareholders after the Annual General Meeting of Shareholders on 18 May 2020, which is in the Annual General Meeting of Shareholders in 2025

2. Further we propose for the Meeting to approve the granting of authorization to the Board of Directors and/or Corporate Secretary of the Company with substitution right to restate the resolution in a notarial deed, and to perform any and all acts required by the authorized institutions and in general, to perform any and all acts deemed necessary or appropriate in relation to the appointment of members of the Board of Directors and Board of Commissioners, including to make amendments and/or supplements in a form required for the change of composition of the Board of Directors and Board of Commissioners of the Company to be accepted by the authorized institutions.

Jakarta, 19 May 2020  
PT Hanjaya Mandala Sampoerna Tbk.  
The Board of Directors