



**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 18th Floor Lot ABD, Jl. Jend. Sudirman Kav. 60 South Jakarta 12190  
Telp: 5204778 (hunting), Fax : 5204780  
Email : [ataufani@ataa.id](mailto:ataufani@ataa.id)

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Jakarta, May 27, 2021

Number : 22/V/2021

Re. : Summary of the Minutes of the  
Annual General Meeting of Shareholders of  
PT HANJAYA MANDALA SAMPOERNA Tbk.

To:

PT HANJAYA MANDALA SAMPOERNA Tbk.  
One Pacific Place, 18th Floor  
Jl. Jenderal Sudirman Kav. 52-53  
Jakarta - 12190

Dear Sirs,

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 Jakarta (hereinafter referred to as the "Company") which has been convened on:

Day/Date : Thursday, May 27, 2021  
Waktu : 09.12 – 09.47 Western Indonesia Time  
Tempat : Taman Sampoerna Meeting Room, One Pacific Place, 18th Floor  
Sudirman Central Business District (SCBD)  
Jl. Jenderal Sudirman Kav. 52-53  
Jakarta - 12190

In the presence of: - The Board of Commissioners : 1. Luthfi Mardiansyah Independent Commissioner  
- The Board of Directors : 1. The Ivan Cahyadi Director  
  
- Shareholders : 108.977.687.168 saham (93,689%) dari total 116.318.076.900 saham

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

1. Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements, for the financial year ended on December 31, 2020;
2. Approval for the use of Company's Net Income for the financial year ended on 31 December 2020;
3. Approval of the appointment of the Public Accountant Office to audit the Company's Consolidated financial statements for the financial year ending on December 31, 2021;
4. Approval for the change in the composition of the Company's Management; and
5. Approval on the amendment to the Company's Articles of Association.

#### **II. FULFILLMENT OF LEGAL PROCEDURES FOR MEETING IMPLEMENTATION**

1. Notification of Plan to Hold the Meeting before the Financial Services Authority and the Indonesia Stock Exchange on April 12, 2021;
2. Announcement of the Meeting on April 20, 2021; and
3. Invitation of the Meeting on May 5, 2021.

#### **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, no questions or opinions were submitted by any shareholders or shareholders' proxies in attendance.
- The Resolution was decided by an oral vote.



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- The results of voting were as follows:
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 12.757.775 shares or 0,012% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 7.600 shares of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 108.964.921.793 shares or 99,988% shares 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 108.964.929.393 shares or 99,988% 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 financial year ended on December 31, 2020, 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 (acquit 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 2020 Financial 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, no questions or opinions were submitted by any shareholders or shareholders' proxies in attendance.
- The Resolution was decided by an oral vote.
- The results of voting were as follows :
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 13.480.175 shares or 0,012% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 7.600 shares of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 108.964.199.393 shares or 99,988% 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 108.964.206.993 shares or 99,988% 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 IDR8,467,955,998,320 (eight trillion four hundred sixty seven billion nine hundred fifty five million nine hundred ninety eight thousand three hundred and twenty Rupiah) or IDR72,8 (seventy two point eight Rupiah) per share of the Company's retained earnings for the financial year ended on December 31, 2020 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 : June 7, 2021  
Ex Cash Dividend in regular and negotiation markets : June 8, 2021



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Cum Cash Dividend in cash market	: June 9, 2021
Ex Cash Dividend in cash market	: June 10, 2021
Recording Date	: June 9, 2021
Dividend Payment	: June 18, 2021

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 or 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 an oral vote.
- The results of voting were as follows :
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 400 shares or 0,0000004% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 7.600 shares of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 108.977.679.168 shares or 99,9999927% 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 108.977.686.768 shares or 99,9999996% 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 to appoint an Independent Public Accountant Office registered with the Financial Services Authority, namely 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 December 31, 2021 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 or shareholders' proxies in attendance to ask questions and/or express opinions related to the proposed resolutions of the Fourth 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 an oral vote.
- The results of voting were as follows :
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 722.800 shares or 0,0007% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 7.600 shares of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 108.976.956.768 shares or 99,9993% of the valid votes casted at the Meeting.



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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 108.976.964.368 shares or 99,993% 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 Mrs. Dina Lombardi as Director of the Company who will replace Mr. Guillaume Popiol, effective from the close of the Meeting with a term of office until the close of the fifth Annual General Meeting of Shareholders after the Annual General Meeting of Shareholders on May 18, 2020, namely at the Annual General Meeting of Shareholders in 2025.

Thus, the composition of the Board of Directors of the Company shall be as follows:

Board of Directors:

President Director	:	Mindaugas Trumpaitis
Director	:	The Ivan Cahyadi
Director	:	Elvira Lianita
Director	:	Francisca Rahardja
Director	:	Sharmen Karthigasu
Director	:	Dina Lombardi

2. 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, including to make amendments and/or supplements in a form required for the change of composition of the Board of Directors of the Company to be accepted by the authorized institutions.

**FIFTH 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 Fifth 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 an oral vote.
- The results of voting were as follows :
  - a. Shareholders or shareholders' proxies casted votes against of the resolution amounted to 15.681.200 shares or 0,014% of the valid votes casted at the Meeting.
  - b. Shareholders or shareholders' proxies casted votes abstentions of the resolution amounted to 7.600 shares of the valid votes casted at the Meeting.
  - c. Shareholders or shareholders' proxies casted votes in favor of the resolution amounted to 108.961.998.368 shares or 99,986% 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 108.962.005.968 shares or 99,986% of total valid shares attending the Meeting decided to approve the proposed resolutions of the Fifth Agenda of the Meeting.



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

1. Approve the amendment to Article 9, Article 10 and Article 11 of the Company's Articles of Association to be read as shown on the screen and which has been available on the Company's website as of the date of Invitation to attend the Meeting on May 5, 2021;
2. Approve to restate the entire Articles of Association of the Company;
3. Approve to restate the Company's data on the composition of the Company's shareholders ; and
4. Approve the granting of power and authorization to the Directors and/or Corporate Secretary of the Company with substitution rights to make amendment/adjustments to the Company's Articles of Association as may be required in accordance with existing policies of the Minister of Law and Human Rights of the Republic of Indonesia and/or the Financial Services Authority, and to perform any and all necessary actions in connection with the amendment of Company's Articles of Association, to restate the resolution of the Meeting in a Statement of Meeting Resolution before the Notary, to authorize the Notary to apply for approval and submit report/notification on the amendment to the Minister of Law and Human Rights of the Republic of Indonesia, to restate the entire Articles of Association in accordance with the instructions and advice of the Minister of Law and Human Rights of the Republic of Indonesia and/or the Financial Services Authority, and in general, to perform any and all actions deemed necessary to affect the amendment of the Company's Articles of Association.

The abovementioned Meeting Resolutions is stated in Notarial deed No. 61, dated May 27, 2021, drawn up before me, Notary. The Notarial deed is currently in the process of being completed in 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,

signed and sealed

**AULIA TAUFANI, S.H.**