



PT HM SAMPOERNA Tbk.

UNOFFICIAL TRANSLATION

**EXPLANATION ON THE AGENDA OF  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
PT HANJAYA MANDALA SAMPOERNA Tbk. ON AUGUST 21, 2023**

In view of:

- Law No. 40 of 2007 dated August 16, 2007, regarding Limited Liabilities Companies (the "**Company Law**") as amended by Law Number 6 of 2023;
- OJK Regulation No. 15/POJK.04/2020 dated April 20, 2020, concerning the Planning and Convening of a General Meeting of Shareholders of Public Companies ("**OJK 15/2020**");
- OJK Regulation No. 33/POJK.04/2014 dated December 8, 2014, concerning the Board of Directors and Board of Commissioners of Issuers and Public Companies ("**OJK 33/2014**");
- The Articles of Association of the Company further amended as set out in the Deed of Statement of Meeting Resolutions on the Amendments to the Articles of Association of the Company No. 41 dated June 9, 2022, made before Aulia Taufani SH, Notary in Jakarta.

In relation to the Extraordinary General Meeting of Shareholders ("**EGMS**") of PT Hanjaya Mandala Sampoerna Tbk. (the "**Company**") which will be convened on Monday, August 21, 2023, the Company hereby provides the explanation on the agenda of EGMS as follows:

**Agenda 1**

**Approval for Changes in the composition of the Company's Board of Directors**

**1.1. Background**

Pursuant to (i) Article 94 paragraph 1 of the Company Law; (ii) Article 3 of OJK 33/2014; and (iii) Article 15 paragraph 3 of the Company's Articles of Association, the members of the Board of Directors are appointed by the GMS.

**1.2. Explanation**

The appointment of members of the Board of Directors is carried out in accordance with the Company's Articles of Association and other related regulatory provisions.

In connection with the above, the Company will propose to the EGMS to decide and approve the appointment of Johan Bink as Director of the Company who will replace Dina Lombardi. Thus, the composition of the Board of Directors of the Company shall become as follows:



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**Board of Directors**

President Director	: Vasileios Gkatzelis
Director	: Sergio Colarusso
Director	: Sharmen Karthigasu
Director	: Johan Bink
Director	: Francisca Rahardja
Director	: The Ivan Cahyadi
Director	: Elvira Lianita

As the term of office of the incumbent members of the Board of Directors will end at the closing of the fifth Annual General Meeting of Shareholders as of the Annual General Meeting of Shareholders on May 18, 2020, namely at the Annual General Meeting of Shareholders in 2025.

The following is the Curriculum Vitae of Johan Bink.



**JOHAN BINK**

## **SUMMARY OF QUALIFICATIONS**

With over 33 years of experience in supply chain management and production planning, Johan Bink presently serves as the Manufacturing Director for Papastratos S.A., an affiliate of Philip Morris International (PMI) located in Athens, Greece. Johan embarked his professional journey at PMI in 1990, undertaking diverse responsibilities in operations and engineering. Between 1994 and 2002, he worked for Mars, an American company specializing in food products and pet foods. In 2002, he returned to PMI and assumed the position of Manager of Maintenance & Engineering for Philip Morris Holland B.V. in Bergen op Zoom, Netherlands. Prior to his current role in Greece, he also successfully demonstrated his leadership skills when he was assigned to Lithuania and Russia.

## **PROFESSIONAL EXPERIENCE**

**PHILIP MORRIS INTERNATIONAL                      ATHENS, GREECE                      2019 - present**  
**- PAPASTRATOS**

*DIRECTOR MANUFACTURING*

- Create Operational Strategies to guarantee required volumes being manufactured with required quality, guarantee flexibility in order to deliver productivity.
- Ensure all assets (factory, building, information technology, employee knowledge) are properly maintained and replaced as required.
- Ensure that purchasing and logistics activities are properly coordinated and that procurements are made in the most economic quantities, in line with the established policies and procedures.
- Direct the Quality Assurance activities to ensure that the product quality is consistent and in line with the established specifications.
- Control and direct implementation of the EHS programs to ensure compliance with the company's Environmental, Health, Safety and Security policies. Direct the implementation of local regulations to ensure compliance with the national legislation.
- Ensure factory expansion, budget 500 mio USD, is delivered on time and in budget.
- Factory volume RRP: 25 bio sticks/year, headcount: 850 FTE.

**PHILIP MORRIS INTERNATIONAL                      KLAIPEDA, LITHUANIA                      2015 - 2019**  
**- PM LIETUVA**

*DIRECTOR MANUFACTURING*

- Create Operational Strategies to guarantee required volumes being manufactured with required quality, guarantee flexibility in order to deliver productivity.
- Ensure all assets (factory, building, information technology, employee knowledge) are properly maintained and replaced as required.
- Ensure that purchasing and logistics activities are properly coordinated and that procurements are made in the most economic quantities, in line with the established policies and procedures.

- Direct the Quality Assurance activities to ensure that the product quality is consistent and in line with the established specifications.
- Control and direct implementation of the EHS programs to ensure compliance with the company's Environmental, Health, Safety and Security policies. Direct the implementation of local regulations to ensure compliance with the national legislation.
- Ensure the factory masterplan, total factory upgrade of 80 mio USD, is delivered on time and in budget.
- Factory volume conventional cigarettes: 35 bio sticks/year, headcount: 550 FTE.

**PHILIP MORRIS INTERNATIONAL ST. PETERSBURG, RUSSIA 2014 - 2015**  
**– PM RUSSIA**

*DIRECTOR MANUFACTURING*

- Create Operational Strategies to guarantee required volumes being manufactured with required quality, guarantee flexibility in order to deliver productivity.
- Ensure all assets (factory, building, information technology, employee knowledge) are properly maintained and replaced as required.
- Ensure that purchasing and logistics activities are properly coordinated and that procurements are made in the most economic quantities, in line with the established policies and procedures.
- Direct the Quality Assurance activities to ensure that the product quality is consistent and in line with the established specifications.
- Control and direct implementation of the EHS programs to ensure compliance with the company's Environmental, Health, Safety and Security policies. Direct the implementation of local regulations to ensure compliance with the national legislation.
- Factory volume conventional cigarettes: 60 bio sticks/year, headcount: 650 FTE.

**PHILIP MORRIS INTERNATIONAL LAUSANNE, SWITZERLAND 2008 - 2014**  
**SUPPLY CHAIN 2010 - 2014**

*DIRECTOR TECHNICAL PROCUREMENT*

- Ensure all capital equipment is procured on time and within budget for global manufacturing, total yearly budget 900 mio USD.
- Ensure high level of Supplier Relationship Management with the core suppliers.
- Find new equipment suppliers for the RRP expansion globally.
- Develop strategies to reduce lead times, reduce CAPEX spending and deliver productivities.

*NEXT GENERATION PRODUCTS 2009 - 2010*  
*MANAGER OPERATIONS RRP PMI*

*OPERATIONS TECHNICAL SERVICES 2008 - 2009*  
*MANAGER PRODUCT TRACKING & SECURITY PMI*

**PHILIP MORRIS INTERNATIONAL NEUCHATEL, SWITZERLAND 2004 - 2008**

*OPERATIONS – TECHNICAL SERVICES 2007 - 2008*  
*MANAGER OPERATIONS PROJECT PMI*

*ENGINEERING 2004 - 2007*  
*MANAGER MANUFACTURING AND QUALITY SUPPORT PMI*

**PHILIP MORRIS HOLLAND B.V.**                      **BERGEN OP ZOOM,**                      **2002 - 2004**  
**NETHERLANDS**  
*MANAGER MAINTENANCE & ENGINEERING*

**MARS B.V.**    **VEGHEL, NORTH BRABANT**                      **1994 - 2002**  
*INDUSTRIAL ENGINEERING MANAGER*                      *1999 - 2002*

*MAINTENANCE MANAGER*    *1997 - 1999*

*PRODUCTION MANAGER CHOCOLATE, PEANUT, RAWS*                      *1994 - 1997*

**PHILIP MORRIS HOLLAND B.V.**                      **BERGEN OP ZOOM,**                      **1990 – 1994**  
**NETHERLANDS**

*SUPERVISOR ETNA-PLANT*    *1993 - 1994*

*SUPERVISOR QUALITY ASSURANCE PRIMARY*                      *1990 - 1993*

**EDUCATION**

**HOGESCHOOL WEST-BRABANT                      BREDA, NETHERLANDS                      1985-1990**  
**(currently known as Avans University of Applied Sciences)**  
Higher Technical School, Chemical Engineering  
Process technology and Process control

**HOGESCHOOL WEST-BRABANT                      BREDA, NETHERLANDS                      1992-1993**  
**(currently known as Avans University of Applied Sciences)**  
Business Administration for Engineers

**NEWMAN COLLEGE    PERTH    1980-1985**

**LANGUAGE**

Dutch – mother tongue  
English – fluent  
German – proficient  
French – proficient