



**PT SURYA ESA PERKASA TBK  
SUMMARY MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of PT Surya Esa Perkasa Tbk (hereinafter referred to as “**the Company**”), domiciled in South Jakarta, herewith announces that it has conducted an Annual General Meeting of Shareholders (“**AGMS**”) and Extraordinary General Meeting of Shareholders (“**EGMS**”) (both referred as **Meeting**) on/at:

Day / Date : **Friday /5 June 2020**  
Time : **2.30 pm Jakarta time - finished**  
Venue : **DBS Bank Tower 19 Floor Meeting Room**  
Ciputra World 1 Jakarta Jl. Prof. Dr. Satrio Kav. 3-5  
Jakarta 12940, Indonesia

The following are the Summary Minutes of the Meeting:

**A. Members of the Board of Commissioners and the Board of Directors attending the Meeting**

Board of Commissioners		Board of Directors	
Rahul Puri	: Commissioner	Isenta	: Director

The meeting was chaired by Mr. Isenta as the Company's Director in accordance with the Company's Articles of Association and the Decision of the Company's Board of Commissioners.

**B. Capital Market Support Professionals who were present at the Meeting**

- a. Jimmy Tanal, S.H., M.Kn as Public Notary.
- b. PT. Datindo Entrycom as the Securities Administration Bureau.
- c. Hanny Prasetyo as a Public Accountant from the Public Accounting Firm (KAP) Gani Sigiro & Handayani.

**C. Mechanism for Authorizing Shareholders**

The Company has provided an alternative electronic proxy (e-proxy) for shareholders to be able to attend and vote at the Meeting through the eASY.KSEI application.

**D. Quorum of Shareholders**

The Meeting was attended by the valid Shareholders or Shareholders proxy composing **10.886.228.156** shares or **76,12%** from the entire shares issued and fully paid-in by the Company which validated by independent party (Securities Administration Bureau)

## **E. Meeting Agenda**

In accordance with the Meeting Invitation advertisement announced the Meeting was held with the following agendas:

### **AGMS**

1. Approval and ratification of the Company's Annual Report including the Company's Financial Statements, the Board of Directors Report and the Board of Commissioners Supervisory Report of the Company for the period ended 31 December 2019;
2. Determination of the use of the Net Profit obtained by the Company for the fiscal year ended on 31 December 2019.
3. The appointment of the Independent Public Accountant which will audit the Company's consolidated financial statements of the year ending on 31 December 2020 and provide authority to the Board of Commissioners of the Company to determine the honorarium and the requirements for the appointment of the Independent Public Accountant.
4. Provide authority and rights to the Board of Commissioners to determine salary and/or honorarium and/or other allowances for members of the Board of Commissioners and members of the Board of Directors of the Company for the fiscal year 2020.
5. Submission of the Report and Accountability of Realization of the Use of Funds Resulting from the Limited Public Offering I 2018.

### **EGMS**

1. Amendment to the Company's Articles of Association.
2. Approval for Material Transactions to be carried out by the Company in the form of the issuance of bond and/or loan by PT Panca Amara Utama, a subsidiary of the Company ("Transaction") and the granting of a corporate guarantee or other forms of collateral by the Company for guarantee the Transaction Plan which is a material transaction based on Bapepam LK Regulation No. IX.E.2 Attachment to the Decree of the Chairman of Bapepam-LK No. Kep-614 / BL / 2011 dated 28 November 2011 concerning Material Transactions and Changes in Main Business Activities.

## **F. Question & Answer Session**

Prior to making the resolutions, the Meeting Chairperson offered the opportunity to the Shareholders to submit questions and/or opinions in each session of the Meeting agenda.

## **G. Mechanism of Resolutions**

The resolutions were made under deliberation for consensus mechanism; however, in the event that a decision based on deliberation for consensus is not reached, then the decision is made based on the majority vote of the number of votes issued legally at the Meeting. Decisions are made through vote counts that have been submitted by shareholders through eASY KSEI and votes given through the granting of power to independent recipients appointed by the Company's Securities Administration

Bureau, PT Datindo Entrycom and by vote counts from shareholders present at the Meeting.

#### H. Quorum of Meeting Resolutions

- Based on Article 11 paragraph (2) letter a of the Company's Articles of Association, the decision for all AGMS Agenda is valid if it is agreed that more than 1/2 of the total number of shares with voting rights are validly issued in the Meeting.
- Based on Article 12 paragraph (1) of the Company's Articles of Association, the decision for the first EGMS Agenda is valid if it is approved by more than 2/3 of the total number of shares with voting rights issued legally at the Meeting.
- Based on Article 15 paragraph (2) of the Company's Articles of Association, the decision for the second RUPSLB Agenda is valid if more than 3/4 of the total shares with voting rights are validly issued at the Meeting.

#### I. Voting Results of Each Agenda

AGMS Agenda	Agreed	Abstained	Disagreed
Agenda - 1	10.880.315.256	5.912.900	0
Agenda - 2	10.886.228.056	100	0
Agenda - 3	10.795.055.556	100	91.172.500
Agenda - 4	10.886.228.056	100	
Agenda - 5	10.714.437.956	100	171.790.100
Agenda - 6	No voting has been taken		

EGMS Agenda	Agreed	Abstained	Disagreed
Agenda - 1	10.886.222.056	13.300	0
Agenda - 2	10.886.222.056	13.300	0

#### J. Meeting Resolutions

##### AGMS

##### 1st Agenda

1. Approved and ratified the Company's Annual Report including the Company's Board of Directors Report and the Board of Commissioners' Supervisory Report of the Company for the financial year ended 31 December 2019;
2. Ratified the Company's Consolidated Financial Statements for the financial year ending December 31, 2019;
3. Granted the full release and discharge (acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Company for management and supervision actions that have been carried out in the financial year ended 31 December 2019.

##### 2nd Agenda

Approved to use the net income of the company attributable to the owners of the parent entity for the 2019 fiscal year of US \$ 2,637,947 (two million six hundred thirty seven nine hundred forty seven) as follows.

1. in order to strengthen the Company's balance sheet and to ensure payment of obligations in the future, the Company decided not to distribute dividends for the 2019 financial year.
2. In the amount of US \$ 471,847 (four hundred seventy-one thousand eight hundred forty-seven) the Company's Net Profit for fiscal year 2019 will be recorded as retained earnings.
3. The remaining amount of US \$ 2,166,100 (two million one hundred sixty six thousand one hundred) will be recorded in the Reserve Fund

### **3rd Agenda**

Approved the Appointment of a Public Accountant and Public Accounting Firm Gani Sigiro & Handayani - a member of the firm of Grant Thornton International Limited to conduct an audit of the Company's Consolidated Financial Statements for the year ending December 31, 2020.

### **4th Agenda**

Give authority and power to the Board of Commissioners to determine the salary and / or honorarium and / or other benefits for members of the Board of Commissioners and members of the Board of Directors of the Company for the fiscal year 2020.

### **5th Agenda**

1. To approve the resignation of Mr. Garibaldi Thohir as the President Director of the Company and provide full release and discharge (acquit et de charge) for the management actions taken in the Company.
2. Agree to the discharge with respect:
  - a. Mr. Chander Vinod Laroya as Vice President Director of the Company
  - b. Mr. Mukesh Agrawal as Director of the Company
 and provide full release and discharge (acquit et de charge) for the management actions that have been carried out by them in the Company.
3. Approve the appointment:
  - a. Mr. Garibaldi Thohir as the Company's Commissioner.
  - b. Mr. Chander Vinod Laroya as the Company's President Director.
  - c. Mr. Kanishk Laroya as Director
  - d. Mr. Mukesh Agrawal as Director

As from the closing of this Meeting until the closing of the Annual General Meeting of Shareholders in 2025 (two thousand and twenty five). Therefore, the composition of the Company's Board of Commissioners and Directors is as follows:

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

Hamid Awaluddin : President Commissioner and Independent Commissioner  
 Theodore Permadi Rachmat : Vice President Commissioner  
 Garibaldi Thohir : Commissioner  
 Rahul Puri : Commissioner  
 Ida Bagus Rahmadi Supancana: Independent Commissioner

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

Chander Vinod Laroya : President Director  
 Ida Bagus Made Putra Jandhana : Director

Isenta : Director  
Mukesh Agrawal : Director  
Kanishk Laroya : Director

Approve to give power of attorney to the Directors of the Company with the right of substitution to take all necessary actions in connection with changes in the data, including but not limited to signing documents / letters, stating and or pouring a decision of the Meeting in a notarial deed and subsequently the agency authorized to obtain approval and / or receipt of notification of the Articles of Association and subsequently perform all actions deemed necessary with none being excluded in accordance with applicable laws and regulations.

## **EGMS**

### **1st Agenda Meeting**

1. To approve amendments to the Company's Articles of Association, among others, Article 3, Article 14, Article 15, Article 16, Article 17, Article 18, and Article 19.
2. Agree to amend the Company's Articles of Association to conform to POJK 15 / POJK.04 / 2020, POJK 16 / POJK.04 / 2020 and POJK 17 / POJK.04 / 2020 concerning Amendments to RUPS, E-RUPS and Material Transaction Provisions and Change in Main Business Activities, and restate the entire Articles of Association of the Company.
3. Approve to give power of attorney to the Directors of the Company with the right of substitution to take all necessary actions in connection with the amendment to the articles of association, including but not limited to signing documents / letters, stating and or pouring a Meeting decision in a notarial deed and subsequently the agency authorized to obtain approval and / or receipt of notification of the Articles of Association and subsequently perform all actions deemed necessary with none being excluded in accordance with applicable laws and regulations.

### **2nd Meeting Agenda**

- a. Approve Material and Affiliated Transactions in the form of issuance of debt securities and / or bank loans by the Company's subsidiary (PT Panca Amara Utama) in the maximum amount of US \$ 450,000,000 (four hundred and fifty million United States Dollars) which will be guaranteed by, among others, the assets of the Company and the assets of the Subsidiaries. The Company will also provide a Corporate Guarantee to guarantee the Subsidiary's obligations based on the issuance of Debt and / or Bank Loans.
- b. Approve the granting of corporate guarantees and / or guarantee the entire or a large portion of the Company's assets in order to guarantee the obligations and / or debts of the Company and / or other Company subsidiaries related to the Company's and / or its subsidiaries' financing plans in the future. coming to be done in accordance with the provisions of the legislation in force.
- c. Approve to give authority to the Directors of the Company to carry out any necessary actions, deemed necessary / good and required in order to carry out the Proposed Transaction including but not limited to signing every document, making changes and / or adding any documents in any reasonable manner needed, submitting and sign all requests and other necessary documents, and take other actions that may be needed related to the Proposed Transaction.

The meeting is closed at 15.47 Western Indonesian Time.

Jakarta, 9 June 2020  
**PT Surya Esa Perkasa Tbk**  
Board of Directors