



## ANNOUNCEMENT OF SUMMARY OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Board of Directors of **PT Indocement Tunggul Prakarsa Tbk**, located in South Jakarta and addressed at Wisma Indocement Building 13<sup>th</sup> floor, Jenderal Sudirman Street Kaveling 70-71, Setia Budi Sub-District, Setia Budi District, South Jakarta Municipality (the “**Company**”), hereby announces the Summary of Annual General Meeting of Shareholders (the “**Meeting**”) financial year 2021 as follows:

### I. Date, Time, Venue and Agenda

- The Meeting was held on Wednesday, 25 May 2022, at 14.21 Western Indonesian Time until 15.46 Western Indonesian Time, at Melati Room, Wisma Indocement ground floor, Jenderal Sudirman Street Kaveling 70-71, Jakarta 12910 and by online through *Zoom AKSes.KSEI, Microsoft Team Meeting & Cisco Webex – Hybrid Meeting*.

Meeting’s Agenda:

1. Approval of the Company’s annual report including supervisory report of the Board of Commissioners and ratification of the Company’s Consolidated Financial Statements for financial year 2021.
2. Appropriation of the Company’s net profit for financial year 2021.
3. Appointment of public accountant firm to audit the Company’s book for financial year 2022.
4. Changes of the members of the management of the Company.
5. Determination of the salary and other allowances for the Board of Directors and honorarium of the Board of Commissioners of the Company.

### II. The attendance of the Board of Commissioners and the Board of Directors

The Meeting was attend by:

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

President Commissioner	: Kevin Gerard Gluskie
Vice President Commissioners/ Independent Commissioners	: Tedy Djuhar (present thru electronic media facility)
Vice President Commissioners/ Independent Commissioners	: Simon Subrata
Independent Commissioners Commissioner	: Franciscus Welirang : Doctor Lorenz Näger (present thru electronic media facility)
Commissioner	: Doctor Albert Scheuer (present thru electronic media facility)
Commissioner	: Juan Francisco Defalque (present thru electronic media facility)

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

President Director	: Christian Kartawijaya
Vice President Director	: Benny Setiawan Santoso
Director	: Hasan Imer (present thru electronic media facility)

Director	: Ramakanta Bhattacharjee (present thru electronic media facility)
Director	: Troy Dartojo Soputro (present thru electronic media facility)
Director	: David Jonathan Clarke (present thru electronic media facility)
Director	: Oey Marcos

### III. Total and percentage of shareholders' attendance

The Meeting was attended by the Shareholders or their legitimate proxies amounting to **2,927,312,532** shares or **83.039%** of **3,681,231,699** total shares minus the shares controlled by the Company due to the Company's shares buyback amounting to **155,985,800** shares.

In accordance with Company's Register of Shareholders on 27 April 2022 until 4.00 PM Western Indonesian Time.

### IV. Providing opportunities to raise questions and convey opinions

In discussing each agenda of the Meeting, the shareholders were given the opportunity to raise questions and/or convey opinions regarding the agenda of the Meeting.

### V. Mechanism of Resolution

- The resolution of the Meeting was made under deliberation of consensus mechanism.
- In the case that deliberations for consensus is failed to be reached, the resolution shall be conducted by voting. Voting is carried out verbally by raising hands and handling over the ballot cards for the shareholders or their legitimate proxies who attend physically and for the shareholders or their legitimate proxies who attend the Meeting electronically cast vote through Electronic General Meeting System ("eASY.KSEI") facility of KSEI.

### VI. Questions, results of voting and resolutions of the Meeting

#### 1. 1<sup>st</sup> Agenda:

Number of Shareholders who submit questions and/or convey opinions: None

Voting Results:

Agree	Disagree	Abstain	Total Agree Vote
2,895,885,165 atau 98.926%	30,060,467 atau 1.027%	1,366,900 atau 0,047%	2,897,252,065 atau 98.973%

Resolutions:

- To approve and accept the Annual Report of the Company, including the supervisory report from the Board of Commissioners for financial year 2021.
- To ratify the Company's consolidated financial statements for the financial year 2021, which consist of the consolidated balance sheet and statement of income and with its explanation which has been audited by the Public Accountant Firm "Tanudiredja, Wibisana, Rintis and Partner" (member firm of PricewaterhouseCoopers) with "unmodified opinion" pursuant to its letter No.: 00378/2.1025/AU.1/04/0230-2/1/III/2022 dated 23 March 2022, and declare that the abridged Consolidated Financial Statements which has been published in the daily newspapers Bisnis Indonesia and Media Indonesia on 25 March 2022

remain of unchanged and therefore it is not necessary to re-published pursuant to Article 68 paragraph 4 Law No. 40 of 2007 concerning Limited Liability Companies and its amendments.

3. To give full acquittal and discharge (*volledig acquit et de charge*) to all members of the Board of Directors and Board of Commissioners of the Company, for all managerial and supervisory actions that has been conduct in the fiscal year ended on 31 December 2021, as long as those actions are reflected in the annual report and recorded in the Company's consolidated financial statements for financial year 2021, and not a criminal offense or breach of the prevailing laws and regulations.

## 2. 2<sup>nd</sup> Agenda:

Number of Shareholders who submit questions and/or convey opinions: None

Voting Results:

Agree	Disagree	Abstain	Total Agree Vote
2,923,861,520 or 99.882%	3,451,012 or 0.118%	0 or 0%	2,923,861,520 or 99.882%

Resolutions:

To approve the appropriation of the Company's net profit for the year 2021 that attributable to the owner of the parent company of the Company in the amount of Rp1,788,496,009,377 as follows:

- a. Distribute cash dividends to the Company's shareholders in the amount of Rp500,- per 1 share, without taking into account the number of shares controlled by the Company due to the buyback of shares by the Company (treasury stock).
- b. The remaining net profit for the financial year 2021 after the distribution of the cash dividend will be recorded as part of the undetermined retained earnings balance.
- c. The Shareholders who are entitled to receive the dividend are those whose names are registered in the Company's Register of Shareholders on **Wednesday, 08 June 2022 at 4:00 PM Western Indonesian Time**.
- d. Grant authorization and proxy to the Company's Board of Directors with substitution rights to decide on schedule including term and condition of dividend payout to the Shareholders duly eligible based on the regulation of the Indonesian Stocks Exchange, cum dividend period for regular market and negotiation market on Monday, 06 June 2022 and its ex-dividend on Tuesday, 07 June 2022. Meanwhile cum dividend for cash market on Wednesday, 08 June 2022 and its ex-dividend on Thursday, 09 June 2022. **Dividend payment** shall be distributed starting **Friday, 24 June 2022**. Tax for cash dividend will be applied according to Indonesian taxation regulation.

## 3. 3<sup>rd</sup> Agenda:

Number of Shareholders who submit questions and/or convey opinions: None

Voting Results:

<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Total Agree Vote</b>
2,892,491,436 or 98.810%	34,821,096 or 1.190%	0 or 0%	2,892,491,436 or 98.810%

Resolutions:

1. To appoint Public Accounting Firm "Tanudiredja, Wibisana, Rintis & Partner" (member firm of PricewaterhouseCoopers) as the auditor for the Company's book for the financial year 2022.
2. To authorize the Board of Directors to determine the fee or honorarium of the public accounting firm as well as any requirement related to the appointment of such public accounting firm.
3. To authorize the Board of Commissioners to reappoint the substitute of the Public Accountant Firm in case of such appointed Public Accountant Firm is unable to perform its duties based on the capital market regulations in Indonesia.

**4. 4<sup>th</sup> Agenda:**

Number of Shareholders who submit questions and/or convey opinions: None

Voting Results:

<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Total Agree Vote</b>
2,514,285,372 or 85.891%	412,513,560 or 14.092%	513,600 or 0.018%	2,514,798,972 or 85.908%

Resolutions:

1. To approve the reappointment of David Jonathan Clarke as a Director of the Company, for the term of office as of the closing of the Meeting up to closing of the Annual General Meeting of Shareholders of the Company for financial year 2024, to be convened in 2025.
2. To approve and accept the resignation of Doctor Albert Scheuer as Commissioner of the Company effective as of the closing of the Meeting, accompanied by thanks for his services during his tenure in the Company, and appointed René Samir Aldach to replace Doctor Albert Scheuer as Commissioner of the Company as of the closing of this Meeting, for the remaining term of office of Doctor Albert Scheuer.

Thus, composition of the Board of Commissioners and the Board of Directors, as of the closing of the Meeting up to closing of the Company's Annual General Meeting of Shareholders for financial year 2023, to be convened in 2024, except for Kevin Gerard Gluskie, will be ended until the closing of the Company's Annual General Meeting of Shareholders for financial year 2022 to be convened in year 2023, and David Jonathan Clarke, will be ended until the closing of the Company's Annual General Meeting of Shareholders for financial year 2024 to be convened in 2025, are as follows:

**BOARD OF COMMISSIONERS**

- President : Kevin Gerard  
Commissioner : Gluskie
- Vice President : Tedy Djuhar  
Commissioner /Independent  
Commissioner
- Vice President : Simon Subrata  
Commissioner /Independent  
Commissioner
- Independent : Franciscus  
Commissioner Welirang
- Commissioner : Dr. Lorenz  
Näger
- Commissioner : René Samir  
Aldach
- Commissioner : Juan Francisco  
Defalque

**BOARD OF DIRECTORS:**

- President : Christian  
Director : Kartawijaya
- Vice : Benny Setiawan  
President : Santoso  
Director
- Director : Hasan Imer
- Director : Ramakanta  
Bhattacharjee
- Director : Troy Dartojo  
Soputro
- Director : David Jonathan  
Clarke
- Director : Oey Marcos

3. To give authorization to the Board of Directors or Corporate Secretary of the Company, with the rights of substitution, to restate the resolution concerning the changes of the members of management of the Company before a Notary, and to notify such appointment to the Minister of Law and Human Rights of the Republic of Indonesia, and for such purpose to do all actions in accordance with the prevailing laws and regulations.

**5. 5<sup>th</sup> Agenda:**

Number of Shareholders who submit questions and/or convey opinions: None

Voting Results:

<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Total Agree Vote</b>
2,915,839,822 or 99.608%	10,677,910 or 0.365%	794,800 or 0.027%	2,916,634,622 or 99.635%

Resolutions:

1. To authorize the Board of Commissioners of the Company to determine the salary and other allowances of the Board of Directors of the Company for year 2022.
2. Determined the total annual honorarium of the Board of Commissioners of the Company in year 2022 as the same as the total honorarium paid in year 2021 and such total annual honorarium of the Board of Commissioners shall not exceed 15% of the total remunerations of the Board of Directors.

**VII. Implementation of Cash Dividend Payment****Payment Schedule of Cash Dividend:**

1. Cum dividend in regular market and negotiation : Monday, 06 June 2022
2. Ex-dividend in regular market and negotiation : Tuesday, 07 June 2022
3. Cum dividend in cash market : Wednesday, 08 June 2022

- |   |                           |
|---|---------------------------|
| 4. Ex-dividend in cash market           | : Thursday, 09 June 2022  |
| 5. Recording date entitled for dividend | : Wednesday, 08 June 2022 |
| 6. Payment of Dividend                  | : Friday, 24 June 2022    |

**Payment Procedure for the Cash Dividend:**

- a. The shareholders who entitled for dividend are the Shareholders who are recorded in the Company's List of Shareholders as of **Wednesday, 08 June 2022 at 4.00 PM Western Indonesian Time**. Dividend payments are made through bank transfer.
- b. For shareholders whom shares are recorded in the collective custody of Custodian Central Securities Depository ("KSEI") will receive the dividend through the holders of the accounts at KSEI.
- c. For shareholders who hold script shares and request that their dividend payment shall be transferred to their bank account, kindly inform through letter with stamp duty Rp10.000 by stating the name, address, and bank account number in the name of Shareholders to the Company's Securities Administration Bureau ("**BAE**") with address as follows:

PT Raya Saham Registra  
Gedung Plaza Sentral, 2<sup>nd</sup> floor  
Jl. Jenderal Sudirman Kav. 47-48, Jakarta 12930  
Telp: 021-2525666 Fax: 021-2525028

The letter must have been received by Company's BAE no later than **Wednesday, 08 June 2022** at 4.00 PM Western Indonesian Time.

- d. The dividends to be paid are subjects to tax in accordance with the applicable tax provisions in Indonesia.
- e. For shareholders of the Company who are domestic taxpayers, both individuals and entities, the provisions in accordance with Government Regulation No. 9 of 2021 concerning Tax Treatment to Support the Ease of Doing Business and Regulation of the Minister of Finance No. 18/PMK.03/2021 concerning the Implementation of Law No. 11 of 2020 concerning Job Creation in the Field of Income Tax, Value Added Tax and Sales Tax on Luxury Goods, as well as General Provisions and Tax Procedures, the Final Dividend is not deducted from Income Tax (PPH) for:
  - i) Domestic Individual Taxpayer provided that the Final Dividend must be invested in the territory of the Republic of Indonesia within a certain period of time. If the Individual Taxpayer does not meet these requirements, then the Income Tax (PPH) payable on the Final Dividend must be paid by the domestic Individual Taxpayer himself as regulated in Article 40 of the Regulation of the Minister of Finance Number 18/PMK.03/2021.
  - ii) Domestic Corporate Taxpayer.
- f. For Shareholders of the Company who are foreign taxpayers, whose countries have a Double Tax Avoidance Agreement (P3B) with the Republic of Indonesia and request that their tax applications be adjusted to these provisions, please send/submit original of Certificate of Domicile ("COD") in the form of (1) Original DGT Form and/or COD issued by the authorized official in their country to KSEI's account holders; or (2) Receipt of Submission of DGT Form based on taxation provisions in force in the Republic of Indonesia, complete with a copy of the DGT Form and/or COD to KSEI if the document will be used for several companies in Indonesia. The conditions for submitting COD Forms are as follows:
  - i) For Shareholders who hold script shares, the original COD shall be sent to BAE at the latest **Wednesday, 08 June 2022**;
  - ii) For script less Shareholders, the original COD is sent to KSEI's account holders according to KSEI regulations before **Monday, 13 June 2022** at 12.00 AM Western Indonesian Time;
  - iii) KSEI account holders are required to submit COD Receipts from DJP Online, no later than **Monday, 13 June 2022 at 4.00 PM Western Indonesian Time**

in accordance with KSEI regulations. If until the deadline specified by KSEI Online COD and DJP Receipts have not yet been received, the dividend paid will be subject to withholding tax of 20%.

Jakarta, 27 May 2022

**PT Indocement Tunggul Prakarsa Tbk.**  
**Board of Directors**