



# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

**PT DIAN SWASTATIKA SENTOSA TBK**

Thursday, October 6, 2022



# INTRODUCTION

# **RULES OF MEETING**

## **FIRST**

- The Meeting will be held in Bahasa Indonesia.

## **SECOND**

- Shareholders who are entitled to attend or to be represented at the Meeting are those whose names are registered in the Shareholders Register of the Company on Tuesday, September 13, 2022, at 04.00 p.m. Western Indonesia Time.
- The Chairperson of the Meeting has the right to request the attendees to prove their authority to be present at the Meeting.

# RULES OF MEETING

## THIRD

After the agenda of the Meeting is presented, the shareholders or their proxies will be given the opportunity to raise questions, opinions, or suggestions in relation to the agenda of the Meeting in the following procedures:

- Shareholders or their proxies who are present at the Meeting may ask questions by raising their hands to obtain the inquiry form of which they shall complete by writing down their names, number of shares they own, and their questions. A Meeting officer will take the completed form and submit it to the notary to verify share ownership and determine the relevance of the questions to the Meeting agenda, before submitting the form to the Chairperson of the Meeting.
- The Chairperson of the Meeting will read the questions and provide answers or responses to those questions. The Chairperson of the Meeting may also ask members of the Company's Board of Directors or relevant parties to answer the questions.

# RULES OF MEETING

## FOURTH

The quorum of attendance and quorum for resolution for the resolutions proposed at the Meeting are determined as follows:

- The Meeting shall be lawful if attended by shareholders or their proxies representing more than 1/2 (one-half) of the total shares with valid voting rights issued by the Company (Article 41 paragraph (1) letter a of POJK 15 and Article 18 paragraph 4 letter a of the Articles of Association of the Company).
- The resolutions of the Meeting shall be lawful if approved by more than 1/2 (one-half) of the total shares with valid voting rights present and/or represented at the Meeting (Article 41 paragraph (1) letter c of POJK 15 and Article 18 paragraph 4 letter c of the Articles of Association of the Company).

Each share entitles the holder with one vote (Article 15 paragraph 11 of the Articles of Association of the Company). Shareholders who own more than one share will only be asked to vote once and the vote will represent all the shares they own or represent.



# RULES OF MEETING

## FIFTH

Provisions regarding the resolutions are regulated by the following procedures:

- The resolutions will be made by deliberation to reach consensus. In the event that a resolution based on deliberation for consensus is not reached, then the resolution will be made by voting.
- The voting will be carried out by e-Proxy through the Electronic General Meeting System facility provided by PT Kustodian Sentral Efek Indonesia (“eASY.KSEI”) and by using ballot paper with the following procedure:
  - a. Those who agree will be asked to mark the AGREE box on the ballot paper of the relevant Meeting agenda.
  - b. Those who disagree will be asked to mark the DISAGREE box on the ballot paper of the relevant Meeting agenda.
  - c. Those who abstain will be asked to mark the ABSTAIN box on the ballot paper of the relevant Meeting agenda

In accordance with the provisions of Article 47 of POJK 15 and Article 18 paragraph 8 of the Company's Articles of Association, ABSTAIN vote or absence of vote is deemed to issue the same vote as that of the majority of shareholders who cast their votes at the Meeting.

- The notary will count the votes and announce the results of the voting.

# RULES OF MEETING

## SIXTH

To maintain the order of the Meeting, shareholders or their proxies who are qualified to physically attend the Meeting, are requested to be present at the Meeting venue at least 15 (fifteen) minutes prior to the Meeting and to deactivate their mobile phones or other communication devices during the Meeting.

# HOLDING OF THE MEETING

To hold the Meeting and fulfil the provisions of Article 12, Article 13 paragraph (1) and (2), Article 14, and Article 17 of POJK 15 as well as Article 12, 13, and 14 of the Company's Articles of Association, the Company has conducted the following procedures:

- Submitted the Holding Plan and Agenda of the Meeting to OJK on Monday, August 22, 2022
- Conducted Meeting Announcement to the Company's shareholders on Tuesday, August 30, 2022
- Conducted Meeting Notice to the Company's shareholders on Wednesday, September 14, 2022





# **MEETING AGENDUM**

## **APPROVAL TO THE CHANGES IN THE COMPOSITION OF THE COMPANY'S MANAGEMENT**



## EXPLANATION

The Company has received the resignation letter of Mr. Indra Widjaja as the Vice President Commissioner of the Company.

In compliance with the provision of Article 9 letter a of Financial Services Authority Regulation No. 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Issuers or Public Companies, the Company has announced an information disclosure regarding the resignation of Mr. Indra Widjaja on July 12, 2022.

Furthermore, by considering the recommendations by the Board of Commissioners, the Company proposes to the shareholders to change and strengthen the composition of the Company's Board of Commissioners.



# MEETING PROPOSAL

- To approve the resignation of Mr. Indra Widjaja from his position as the Vice President Commissioner of the Company and to grant release and discharge (*acquitt et decharge*) for the supervisory actions that have been taken, to the extent that those actions were reflected in the Company's Annual Report and Consolidated Financial Statements
- To honorably dismiss Mr. Dr. Ir. Andy Noorsaman Sommeng, DEA, from his position as the Independent Commissioner of the Company and to grant release and discharge (*acquitt et decharge*) for the supervisory actions that have been taken, to the extent that those actions were reflected in the Company's Annual Report and Consolidated Financial Statements



# MEETING PROPOSAL

- To appoint Mr. Ir. F.X. Sutijastoto, M.A. as an Independent Commissioner of the Company, with a term of office in accordance with the term of other members of the Board of Commissioners
- To appoint Mr. Dr. Hendrikus Passagi, S.Sos, S.H., M.Sc., CFTP, CIMBA as an Independent Commissioner of the Company, with a term of office in accordance with the term of other members of the Board of Commissioners

# Resume of Mr. F.X. Sutijastoto



## Ir. F.X. Sutijastoto M.A.

Indonesian Citizen  
62 years old  
Domiciled in Jakarta

### Education

- Bachelor of Statistics, Institut Pertanian Bogor (1984)
- Master of Arts in Energy and Environmental Economics, University of Toronto (1993)

### Work Experience

- President Commissioner and Independent Commissioner of PT Aneka Tambang Tbk (since 2021)
- Commissioner, PT Energi Mitra Investama (since 2021)
- Commissioner, PT Indonesia Power (2020–2021)
- President Commissioner, PT Indonesia Power (2019–2020)
- Commissioner, PT Pertamina Geothermal Indonesia (2019)
- Director General of New, Renewable Energy, and Energy Conservation, Ministry of Energy and Mineral Resources (2019–2020)
- Head of Energy and Mineral Resources Research and Development Agency, Ministry of Energy and Mineral Resources (2013–2019)

### Affiliate Relationship

Mr. Sutijastoto is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, the Controlling Shareholders, and the Ultimate Shareholders of the Company.

### Concurrent Position

Comply with OJK Regulation No.33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.

### Share Ownership in the Company

Mr. Sutijastoto does not own any shares of the Company.

# Resume of Mr. Hendrikus Passagi



**Dr. Hendrikus Passagi,**  
**S.Sos, S.H, M.Sc,**  
**CFTP, CIMBA**

Indonesian Citizen  
57 years old  
Domiciled in Tangerang

## Education

- Bachelor of State Administration, STIA Lembaga Administrasi Negara (1994)
- Non-Degree in Economics, Economics Institute (1997)
- Master of Science in Finance, University of Illinois (1999)
- Doctor of Finance and Banking, Universitas Indonesia (2011)
- Bachelor of Law, Universitas Kristen Indonesia (2019)

## Work Experience

- Commissioners and Advisors to several companies supporting the digital economy ecosystem (since 2021)
- Senior Executive Researcher, OJK (2013-2017 and 2020-2021)
- Director of Fintech Regulation, Licensing, and Supervision, OJK (2017-2020)
- Lecturer in International Finance and Economics Undergraduate Program, Universitas Surya (2012-2014)
- Head of Sub-directorate of Accounting and Reporting on State Loans and Grants, Directorate General of Debt Management, Ministry of Finance (2012-2013)
- Lecturer at Universitas Multimedia Nusantara and Universitas Bina Nusantara (2011-2013)
- Head of Technical Team for Asset-Liability Management Development, Ministry of Finance (2011-2013)
- Head of Sub-Directorate of Government Securities Portfolio Management, Directorate General of Debt Management, Ministry of Finance (2006-2009)
- Head of Portfolio Management Section of the Directorate General of State Treasury, Ministry of Finance (2004-2006)



# Resume of Mr. Hendrikus Passagi

Cont ...



**Dr. Hendrikus Passagi,**  
**S.Sos, S.H, M.Sc,**  
**CFTP, CIMBA**

Indonesian Citizen  
57 years old  
Domiciled in Tangerang

## Work Experience

- Head of Cash Management Subdivision of State Bond Management Center, Ministry of Finance (2001-2004)
- Teaching staff at the Financial Education and Training Agency, Ministry of Finance (1994-1997 and 1999-2000)
- Research Assistant and Member of the IT Development Team of the Database Undergraduate Library, University of Illinois (1997-1999)
- Computer Programmer and Information Technology and Database Integration Systems Analyst at the Center for Financial Analysis and Information, Ministry of Finance (1989-1994)
- Hardware and Network Maintenance Staff at the Center for Financial Analysis and Information, Ministry of Finance Makassar (1987-1989)

## Affiliate Relationship

Mr. Hendrikus is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, the Controlling Shareholders, and the Ultimate Shareholders of the Company.

## Concurrent Position

Mr. Hendrikus does not have any concurrent position in other issuer or public companies.

## Share Ownership in the Company

Mr. Hendrikus does not own any shares of the Company.

# MEETING PROPOSAL

- To determine the composition of the members of the Board of Commissioners and Board of Directors of the Company as of the closing of this Meeting, as follows:

## BOARD OF COMMISSIONERS

	Existing	Proposed
President Commissioner	Franky Oesman Widjaja	Franky Oesman Widjaja
Vice President Commissioner	Indra Widjaja	-
Independent Commissioner	Dr.-Ing. Evita Herawati Legowo	Dr.-Ing. Evita Herawati Legowo
Independent Commissioner	Robert Arthur Simanjuntak, Ph.D.	Robert Arthur Simanjuntak, Ph.D.
Independent Commissioner	Dr. Ir. Andy Noorsaman Sommeng, DEA	Ir. F.X. Sutijastoto, M.A.
Independent Commissioner	-	Dr. Hendrikus Passagi, S.Sos, S.H., M.Sc., CFTP, CIMBA

## BOARD OF DIRECTORS

	Existing	Proposed
President Director	Lay Krisnan Cahya	Lay Krisnan Cahya
Vice President Director	Lokita Prasetya	Lokita Prasetya
Director	Hermawan Tarjono	Hermawan Tarjono
Director	Handhianto Suryo Kentjono	Handhianto Suryo Kentjono
Director	Daniel Cahya	Daniel Cahya
Director	Alex Sutanto	Alex Sutanto

# MEETING PROPOSAL

- To give authority to the Board of Directors and/or Corporate Secretary of the Company, either collectively or individually, to state the resolution of the Meeting into notarial deed, and to appear where necessary, provide statement or report, to make and sign all necessary letters or deeds and inform the changes in the composition of the Company's management to authorized agencies, to make necessary changes and/or addendum in order for the report to be accepted and to perform all necessary actions, without exception



**THANK YOU**