

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT DIAN SWASTATIKA SENTOSA TBK

Tuesday, June 25, 2024





INTRODUCTION

RULES OF MEETING

FIRST

- The Meeting will be held in Bahasa Indonesia.

SECOND

- Shareholders who are entitled to attend or to be represented in the Meeting are those whose names are registered in the Shareholders Register of the Company at the end of stock trading session on Friday, May 31, 2024.
- 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 (cont'd)

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. The officer of the Meeting 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 provide answers or responses.

RULES OF MEETING (cont'd)

FOURTH

In accordance with the provisions of POJK 15, the quorum of attendance and quorum for resolution for the resolutions proposed at the Meeting are determined as follows:

- The Meeting may be held 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.
- The resolutions of the Meeting shall be valid if approved by more than 1/2 (one-half) of the total shares with valid voting rights present and/or represented at the Meeting.

Each share entitles the holder with one vote, as stipulated in the Company's Articles of Association. 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 (cont'd)

FIFTH

Provisions regarding the resolutions are regulated by the following procedures:

- The resolutions will be made by deliberation to reach a 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 POJK 15 and 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 (cont'd)

SIXTH

To maintain the order of the Meeting, shareholders or their proxies who are entitled 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 fulfill the provisions of POJK 15 and the Company's Articles of Association, the Company has performed the following procedures:

- Submitted the plan and agenda of the Meeting to OJK on Wednesday, May 8, 2024
- Issued the announcement of the Meeting to the Company's shareholders on Friday, May 17, 2024
- Issued the notice of the Meeting to the Company's shareholders on Monday, June 3, 2024



FIRST AGENDUM

Approval of the Company's Annual Report, including the ratification of the Board of Commissioners' Supervisory Task Report, and the Company's Consolidated Financial Statements for financial year 2023 which had been audited by Public Accounting Firm Mirawati Sensi Idris, as well as the granting of full release and discharge of authority (*acquit et decharge*) to the Board of Commissioners and Board of Directors of the Company for the supervisory and management actions that had been taken in financial year 2023, to the extent that their actions were reflected in the Company's Annual Report and Consolidated Financial Statements.

FIRST AGENDUM PROPOSAL

- To approve and ratify the Company's Annual Report, including to approve and ratify the Board of Commissioners' Supervisory Task Report and the Company's Consolidated Financial Statements for financial year 2023 which had been audited by Public Accountant Maria Leckzinska from Public Accounting Firm Mirawati Sensi Idris
- To grant full release and discharge (*acquitt et decharge*) to the Board of Commissioners and the Board of Directors of the Company for the supervisory and management actions performed by each member of the Board of Commissioners and Board of Directors during financial year 2023 to the extent that their actions were reflected in the Company's Annual Report and Consolidated Financial Statements for financial year 2023



SECOND AGENDUM

Approval of the allocation of Company's profit for the year 2023

SECOND AGENDUM PROPOSAL

In relation to the profit for the year attributable to owners of the parent company of USD 426,179,191 obtained by the Company in financial year 2023, the Company proposes to the shareholders allocation of Company's profit for the year as follows:

- USD 100,000 will be allocated as mandatory reserve fund as stipulated in Article 70 of Law No. 40 of 2007 on Limited Liability Company
- the remaining profit for the year of USD 426,079,191 will be allocated as the Company's retained earnings



THIRD AGENDUM

Approval of the composition of the Board of Commissioners and Board of Directors of the Company

THIRD AGENDUM PROPOSAL

- To honorably dismiss all members of the Board of Commissioners and the Board of Directors of the Company, and appoint:

Board of Commissioners

- **Franky Oesman Widjaja** as President Commissioner
- **Handhianto Suryo Kentjono** as Commissioner
- **Dr.-Ing. Evita Herawati Legowo** as Independent Commissioner
- **Robert Arthur Simanjuntak, Ph.D.**, as Independent Commissioner
- **Ir. F.X. Sutijastoto, M.A.**, as Independent Commissioner
- **Dr. Hendrikus Passagi, S.Sos., S.H., M.H., M.Sc.**, as Independent Commissioner

Board of Directors

- **Lay Krisnan Cahya** as President Director
- **Lokita Prasetya** as Vice President Director
- **Hermawan Tarjono** as Director
- **Daniel Cahya** as Director
- **Alex Sutanto** as Director
- **David Fernando Audy** as Director
- **Mona Angelique Susanto** as Director

with term of office starting from the date of the Meeting until the fifth annual general meeting of shareholders after the date of this Meeting.

THIRD AGENDUM PROPOSAL (cont'd)

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



FOURTH AGENDUM

Approval of honorarium, salary, and/or allowances for members of the Board of Commissioners and the Board of Directors of the Company for the financial year 2024

FOURTH AGENDUM PROPOSAL

- To grant authority to the Board of Commissioners to determine the increase of honorarium, salary, and/or allowances of a maximum 9% for the re-appointed members of the Board of Commissioners and the Board of Directors by taking into consideration the development of the general economic situation, the Company's financial condition, as well as the performance of each member of the Board of Commissioners and the Board of Directors
- To grant authority to the President Commissioner to determine the salary and/or allowances for new members of the Board of Commissioners and the Board of Directors



FIFTH AGENDUM

Approval of the appointment of Public Accountant and Public Accounting Firm to audit the Company's Consolidated Financial Statements for financial year 2024

FIFTH AGENDUM PROPOSAL

- To appoint Public Accountant Maria Leckzinska from Public Accounting Firm Mirawati Sensi Idris to perform the audit on the Company's Consolidated Financial Statements for financial year 2024, provided that Public Accountant Maria Leckzinska can fulfill the criteria set by the Company
- To grant authority to the Board of Directors to appoint the replacement of Public Accountant and/or the replacement of Public Accounting Firm in the event that Public Accountant Maria Leckzinska and/or Public Accounting Firm Mirawati Sensi Idris cannot perform on their duties, by requesting the recommendation from the Audit Committee
- To grant authority to the Board of Directors to determine honorarium for the above-mentioned audit services



THANK YOU