



EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT DIAN SWASTATIKA SENTOSA TBK

Tuesday, May 2, 2023





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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 Thursday, April 6, 2023.
- 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 shall be valid if attended by shareholders or their proxies representing more than 1/2 (one-half) of the total shares with valid voting rights owned by the independent shareholders.
- 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 owned by the independent shareholders.

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 fulfil 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 Tuesday, March 14, 2023
- Issued the announcement of the Meeting to the Company's shareholders on Thursday, March 23, 2023
- Issued the notice of the Meeting to the Company's shareholders on Friday, April 7, 2023



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MEETING AGENDUM

**APPROVAL TO THE RESTRUCTURING PLAN
OF THE COMPANY'S SUBSIDIARIES**

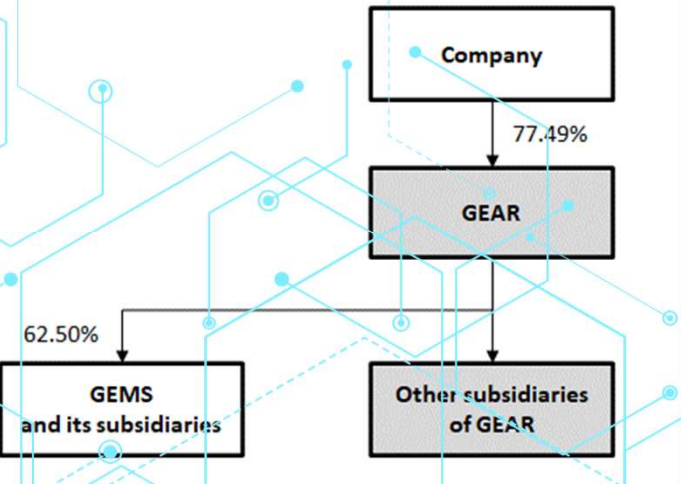
EXPLANATION

- As stated in the Disclosure of Information dated March 23, 2023, the Company and its subsidiaries plan to restructure the Company's subsidiaries (the "**Proposed Transaction**") through the GEMS Share Acceptance Plan and GEAR Share Transfer Plan.
- In relation to the GEMS Share Acceptance Plan, in order to maintain the Company's majority share ownership in GEMS, the Company and GEAR will act as standby buyers of GEMS Shares owned by the Cash Entitled Shareholders.

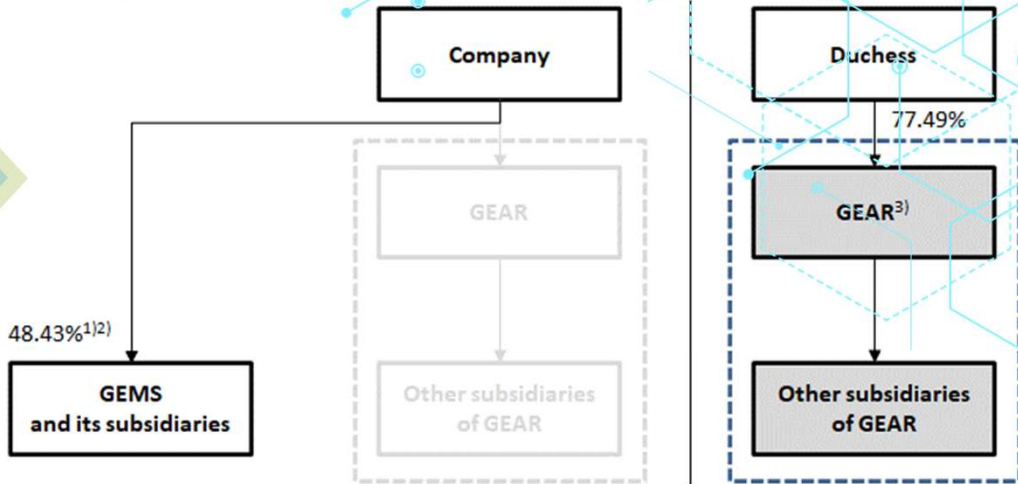
EXPLANATION (cont'd)

Shareholding Structure

Before the Proposed Transaction



After the Proposed Transaction



Note:

- 1) The distribution ratio is 1.3936, where each holder of 1 (one) GEAR Share receives 1.3936 GEMS Shares owned by GEAR.
- 2) The percentage does not take into account the purchase of GEMS Shares owned by GEAR from the Cash Entitled Shareholders. In the event that the Company purchases GEMS Shares owned by GEAR from the Cash Entitled Shareholders, assuming that all other GEAR shareholders (other than the Company) opt to become Cash Entitled Shareholders, the maximum total share ownership of the Company in GEMS is 55.46%.
- 3) After the implementation of GEAR Share Transfer Plan, GEAR will take further steps to go private.

EXPLANATION (cont'd)

- The GEMS Share Acceptance Plan and the GEAR Share Transfer Plan are series of transactions deemed as material transactions as referred to in POJK 17/2020.
- The GEAR capital reduction plan and the GEAR Share Transfer Plan are affiliated transactions as referred to in POJK 42/2020, while the GEMS Share dividend distribution plan is not deemed as a transaction that is subject to POJK 42/2020.
- The entire Proposed Transaction is not a conflict-of-interest transaction, because there is no discrepancy between the economic interests of the Company and the personal economic interests of members of the Board of Directors, members of the Board of Commissioners, or the ultimate shareholders of the Company which may give adverse effect to the Company.

MEETING PROPOSAL

- To approve the restructuring plan of the Company's subsidiaries through the GEMS Share Acceptance Plan and GEAR Share Transfer Plan, including the Company and GEAR's plan to act as standby buyers of GEMS Shares owned by the Cash Entitled Shareholders
- To grant authority and power to the Board of Directors of the Company, with the right of substitution, to take any and all necessary actions in relation to the Proposed Transaction



THANK YOU