



Materials of Agenda

**Extraordinary**

**General Meeting of Shareholders**

**PT Semen Indonesia (Persero) Tbk.**

November 29, 2021



**Tuesday, December 21, 2021**



**3.00 P.M.**



**SIG Headquarter Office**

South Quarter Tower A, Lt. 20,  
Jl. R.A. Kartini, Kav. 8, Cilandak, South Jakarta



- 1. Amendments to the Company's Articles of Association**
- 2. Ratification of the Regulations of the Minister of State-Owned Enterprises of the Republic of Indonesia**
- 3. Changes in the Composition of the Company's Management**

## Legal Basis

- ❑ Article 25 and Article 28 of the Company's Articles of Association (“AD”);
  - ❑ Article 19 of the Limited Liability Company Law;
  - ❑ Article 42 of OJK Regulation (“POJK”) no. 15/POJK.04/2020;
  - ❑ The letter of the Minister of State-Owned Enterprises (“SOE”) no. S-888/MBU/11/2021 dated 22 November 2021 regarding the Proposed Agenda for the Extraordinary General Meeting of Shareholders of PT Semen Indonesia (Persero) Tbk. Year of 2021.
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## Explanation

- Changes to the provisions of the Articles of Association are requested for approval at the GMS.
- The proposed amendment to the Articles of Association is related to:
  1. Article 12 concerning Duties, Authorities and Obligations of the Board of Directors
  2. Article 15 concerning Duties, Authorities and Obligations of the Board of Commissioners

## Legal Basis

- ❑ Article 16 Regulation of the Minister of SOEs ("PERMEN BUMN") no. PER-11/MBU/11/2020;
- ❑ Article 3 PERMEN BUMN no. PER-02/MBU/2010 jo. PER-06/MBU/2010 jo. PER-22/MBU/12/2014 jo. PER-03/MBU/03/2021;
- ❑ Article 29 PERMEN BUMN no. PER-05/MBU/04/2021;
- ❑ Article 22 PERMEN BUMN no. PER-11/MBU/07/2021;
- ❑ Article 5 PERMEN BUMN no. PER-04/MBU/2014 jo. PER-02/MBU/06/2016 jo. PER-01/MBU/06/2017 jo. PER-06/MBU/06/2018 jo. PER-01/MBU/05/2019 jo. PER-12/MBU/11/2020 jo. PER-13/MBU/09/2021;
- ❑ Article 32 PER-12/MBU/2012 jo. PER-06/MBU/04/2021 jo. PER-14/MBU/10/2021.

## Explanation

| NO | REGULATION  | ABOUT   |
|----|---|---|
| 1  | PER-11/MBU/11/2020  | Management Contracts and Annual Management Contracts for Directors of SOE   |
| 2  | PER-02/MBU/2010 jo. PER-06/MBU/2010 jo. PER-22/MBU/12/2014 jo. PER-03/MBU/03/2021 | Procedures for Write-Off and Transfer of Fixed Assets of SOEs   |
| 3  | PER-05/MBU/04/2021  | State-Owned Enterprises Social and Environmental Responsibility Program   |
| 4  | PER-11/MBU/07/2021  | Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of SOE   |
| 5  | PER-13/MBU/09/2021  | Sixth Amendment to the Regulation of the Minister of SOEs no. PER-04/MBU/2014 concerning Guidelines for Determining the Income of Directors, Board of Commissioners, and Supervisory Boards |
| 6  | PER-14/MBU/10/2021  | Second Amendment to the Regulation of the Minister of SOEs no. PER-12/MBU/2012 concerning Supporting Organs for the Board of Commissioners/Supervisory Board of SOE                         |

## Legal Basis

- Article 11 of the Company's AD;
- POJK no. 33/POJK.04/2014;
- PERMEN BUMN no. PER-11/MBU/07/2021.

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## Explanation

- The Minister of SOE Letter no. SK-355/MBU/10/2021 dated October 28, 2021 regarding the appointment of Mr. Hendi Prio Santoso as President Director of PT Indonesia Asahan Aluminum (Persero); resignation letter of Mr. Hendi Prio Santoso as President Director of the Company on October 28, 2021; so that there is a vacancy in the position of the Company's President Director as of October 28, 2021.
- The resignation of Mr. Hendi Prio Santoso as President Director has been conveyed through information disclosure on November 1, 2021.
- Materials for the Meeting agenda for Changes in the Composition of the Company's Management will be available the latest at the time the Meeting is held.



**Terima Kasih**

**PT Semen Indonesia (Persero) Tbk.**

South Quarter Tower A Lt. 19-20

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