



**PT SEMEN BATURAJA (PERSERO) Tbk**  
**ANNOUNCEMENT OF SUMMARY OF MINUTES**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FINANCIAL YEAR OF 2020**

Board of Directors of PT Semen Baturaja (Persero) Tbk (hereinafter referred to as “**the Company**”) hereby notify the shareholders of the Company, that the Company has held The Annual General Meeting of Shareholders for the Financial Year of 2020 (hereinafter referred to as “**Meeting**”) as follows:

**A. On :**

Day/Date : Thursday / May 27th 2021  
Time : At 09.25 until 10.50 Western Indonesia Time  
Venue : Wisma Antara  
Auditorium Adhiyana, 2nd Floor.  
Jalan Merdeka Selatan No 17, Jakarta 10110

**With the following Agenda :**

1. Approval of the Board of Directors Annual Report regarding the condition and operation of the Company during the Financial Year of 2020, including the Report on the Implementation of Supervisory Duties of the Board of Commissioners for the Financial Year of 2020 and Ratification of the Financial Statement for the Financial Year of 2020, as well as granting release and full discharge of all responsibilities (volledig acquit et de charge) to the Board of Directors and the Board of Commissioners of the Company, respectively for management and supervisory actions carried out during the Financial Year of 2020;
2. Ratification of the Annual Report including the Financial Statement for the Partnership and Community Development Program for the Financial Year of 2020, as well as granting release and full discharge of all responsibilities (volledig acquit et de charge) to the Board of Directors and the Board of Commissioners of the Company, respectively for management and supervisory of the Partnership and Community Development Program carried out during the Financial Year of 2020;
3. Determination of the use of the Company's net profit, including the distribution of dividends for the Financial Year of 2020;
4. Determination of the Tantiem for the Financial Year of 2020, as well as Remuneration for the Financial Year of 2021 for the Board of Directors and the Board of Commissioners of the Company;
5. Appointment of a Public Accounting Firm to audit the Company's Consolidated Financial Statements and the Partnership and Community Development Program's Financial Statements for the Financial Year of 2021 with a scope of work including Performance Evaluation Report, KPI Evaluation Report and Compliance Report with the regulations and Internal Control;
6. Affirmation of the enforcement of the SEO Ministry Regulation;
7. Amendments to the Company's Articles of Association;
8. Changes of Composition in the Management of the Company.

**B. Members of the Board of Directors and the Board of Commissioners of the Company who are present at the Meeting**

Board of Directors:

1. President Director : Jobi Triananda Hasjim
2. Director of Production & Development : Daconi
3. Director of Marketing : Mukhamad Saifudin
4. Director of Finance : M. Jamil

Board of Commissioners:

1. President Commissioner : Franciscus M. A Sibarani
2. Commissioner : Oke Nurwan
3. Independent Commissioner : Darusman Mawardi
4. Independent Commissioner : Endang Tirtana

**C. Shareholders in Attendance:**

The Meeting was attended by 1 share of Series A Dwiwarna and 8.429.195.199 shares Series B or the total share of 8.429.195.200 shares or equal to approximately 84,86% of the total shares that have been issued by the Company.

**D. Opportunity to Ask Questions and/or Express Opinions :**

In the Meeting, the opportunity is given to ask questions and/or give opinions related to each Meeting's agenda.

There were 1 shareholder who gave an opinion.

**E. The mechanism of resolution making during the Meeting was as follows :**

The resolution making during the meeting were made by deliberation to reach consensus. In the case of a decision based on deliberations for consensus is not reached, then the voting is conducted.

**F. Voting result :**

Agenda of Meeting	Agree	Disagree	Abstain
1st Meeting Agenda	8.428.946.700 votes or 99,9970519%	248.500 votes or 0,0029481%	-
2nd Meeting Agenda	8.429.195.200 votes or 100%	-	-
3rd Meeting Agenda	8.429.195.200 votes or 100%	-	-
4th Meeting Agenda	8.429.195.200 votes or 100%	-	-
5th Meeting Agenda	8.429.195.200 votes or 100%	-	-
6th Meeting Agenda	8.429.068.200 votes or 99,9984933%	127.000 votes or 0,0015067%	-
7th Meeting Agenda	8.413.481.800 votes or 99,8135836%	15.713.400 votes or 0,1864164%	-

8th Meeting Agenda	8.413.233.300 votes or 99,8106355%	15.961.900 votes or 0,1893645%	-
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**G. Resolutions of the Meeting have in principle decided to agree as follows :**

**1st Meeting Agenda :**

Approved the Annual Report on the state and run on the Financial Year of 2020 including the Board of Directors Supervisory Implementation Reports and also ratified the Financial Statements of the Company for the Financial Year of 2020 that has been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan (Affiliated with RSM) in accordance with its report in letter number : 00068/2.1030/AU.1/04/1514-1/1/II/2021 dated February 22nd 2021 with the opinion “fair, in all material respects, the consolidated financial position of PT Semen Baturaja (Persero) Tbk and its subsidiaries as of 31 December 2020, as well as its consolidated financial performance and cash flows for the year ended on that date are in accordance with Indonesian Financial Accounting Standards”, while provide a complete acquittal and discharge (Volledig acquite et de charge) to the Board of Directors and the Board of Commissioners for the actions of management and supervision made during the Financial Year of December 31, 2020, as long as it is not a criminal act and / or violates the prevailing legal provisions and procedures and recorded in the Company's Financial Statements.

**2nd Meeting Agenda :**

Approved the Annual Partnership and Community Development Program Report of the Financial Year of 2020 and ratified Financial Report of Partnership and Community Development Program audited by Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan (Affiliated with RSM) in accordance with its report in letter number : 00075/2.1030/AU.2/12/1514-1/1/II/2021 dated February 22nd 2021, and also provide a complete acquittal and discharge (volledig acquit et de charge) to the Board of Directors and the Board of Commissioners for the actions of management and supervision for Partnership and Community Development Program for the Financial Year of 2020, as long as it is not a criminal act and / or violates the prevailing legal provisions and procedures and recorded in the Company's Report.

**3rd Meeting Agenda :**

Approved and determined the use of the Company's Nett Profit Attributable to Equity Holders of Parent Entity for the Financial Year of 2020 amounting to IDR 10.984.573.721 (Ten Billion Nine Hundred Eighty Four Million Five Hundred Seventy Three Thousand and Seven Hundred Twenty One Rupiah), the whole of it as Reserves.

**4th Meeting Agenda :**

1. Granted the power and authority to the Serie A Dwiwarna Shareholders to determine the tantiem for the Financial Year of 2020, as well as to determine honorarium, allowance and facilities for the Board of Commissioner for the year of 2021; and
2. Granted the power and authority to the Board of Commissioners by obtaining written approval from the Series A Dwiwarna Shareholders to determine the tantiem amount for the Financial Year of 2020 and to determine the remuneration, allowance and facilities for the Board of Directors for the year of 2021.

**5th Meeting Agenda:**

1. Approved the appointment of the Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan (Affiliated with RSM) to conduct audit services on the Consolidated Financial Statements of the Company for the Financial Year of 2021 and other period in the Financial Year of 2021, and the Financial Statement of Partnerships and Community Development Program for the Financial Year of 2021;
2. Approved to delegate authority to the Company's Board of Commissioners to determine the amount of fees for audit services, additional scope of work required and other reasonable requirements for the Public Accounting Firm;
3. Grant the power and authority to the Board of Commissioners by obtaining prior written approval from Series A Dwiwarna Shareholder to determine the substitute of Public Accountant Firm in case of Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan (Affiliated with RSM) due to any reason can not complete the audit of Consolidated Financial Statements of the Company for the Financial Year of 2021 and other period in the Financial Year of 2021, and the Financial Statement of Partnerships and Community Development Program for the Financial Year of 2021.

#### **6th Meeting Agenda:**

Affirmed the implementation of Regulation of the Republic of Indonesia Minister of State-Owned Enterprises Number PER-11/MBU/11/2020, Number PER-1/MBU/03/2021, Number PER-03/MBU/03/2021, Number PER-05/MBU/04/2021 and Number PER-07/MBU/04/2021 along with further changes at a later time.

#### **7th Meeting Agenda:**

1. Approved the amendment of the Article of Association of the Company, in relation to adjust the related provisions refers to Indonesia Financial Services Authority Regulation (POJK) Number 32/POJK.04/2015 concerning Capital Increase of Public Companies with Pre-emptive Rights as amended by POJK No. 14/POJK.04/2019, POJK Number 15/POJK.04/2020 concerning Arrangement and Implementation of the General Meeting of Shareholders of Public Company, POJK Number 16/POJK.04/2020 concerning Implementation of the Electronic General Meeting of Shareholders of Public Company and Amendments to Article 12 and Article 15 of the Company's Articles of Association;
2. Approved to re-arrange all provisions in the Articles of Association in connection with amendment as mentioned in point 1 above;
3. Grant the power and authority to the Board of Directors with the right of substitution to perform any necessary actions in connection with the resolutions of these Meeting's Agenda, include organizing and restating the entire Article of Association in a Notarial Deed and submitting it to the competent authority to obtain the receipt of notification of the amendment of Article of the Association of the Company, performing any necessary action for such requirement without any exception, include making addition and/or amendments of the Company's Articles of Association if this required by competent authority.

#### **8th Meeting Agenda :**

##### **Approval Changes of Composition in the Management of the Company, as follow:**

1. Appointed Chowadja Sanova as an Independent Commissioner of the Company.
2. Changed the title of nomenclature for the Board of Directors of the Company, Previously Director of Finance to be Director of Finance and Risk Management.
3. Transfer the assignment for M Jamil who was appointed respectively by the Annual GMS resolution for the Financial Year of 2016 from previously Director of Finance to be Director of

Finance and Risk Management, with term of office by continuing the remaining term of the tenure pursuant to Annual GMS Resolution at the time of the appointment.

4. Term of office for the appointed Board of Commissioner as mentioned in point 1 above are in accordance with the provisions of the Articles of Association pursuant to the prevailing laws and regulations in the Indonesia Capital Market and without reducing the GMS's right to terminate them at any time.
5. With the appointment of Board of Commissioner as mentioned in point 1 above, nomenclature changes as mentioned in point 2, and assignment transfer for the Board of Director as mentioned in 3, the structure of the Company's Management are as follows :
  - a. Board of Commissioner**
    - 1). President Commissioner : Franciscus M. A Sibarani
    - 2). Commissioner : Oke Nurwan
    - 3). Independent Commissioner : Darusman Mawardi
    - 4). Independent Commissioner : Endang Tirtana
    - 5). Independent Commissioner : Chowadja Sanova
  - b. Board of Director**
    - 1). President Director : Jobi Triananda Hasjim
    - 2). Director of HR & General Affair : Amrullah
    - 3). Director of Production & Development : Daconi
    - 4). Director of Marketing : Mukhamad Saifudin
    - 5). Director of Finance & Risk Management : M. Jamil
6. The appointed members of the Board of Commissioners as mentioned in point 1, if they still hold other positions that are prohibited under prevailing laws and regulations to be held by the Board of Commissioners of State-Owned Enterprises, the concerning person shall resign or be dismissed from his/her position.
7. Approved to grant the power of attorney with the right of substitution to the Board of Directors of the Company to state the Meeting's resolution in the form of a Notary deed and to appear before a Notary or authorized official, and to make adjustments or necessary amendments if required by the authorized official for the purpose of implementing the Meeting resolution.

**Jakarta, May 31st 2021**  
**Board of Directors**