



## **ANNOUNCEMENT**

### **SUMMARY OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS & EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK ARTHA GRAHA INTERNASIONAL Tbk ("Company")**

The Board of Directors of the Company, domiciled in South Jakarta, hereby announces that the Company has convened the Annual General Meeting of Shareholders (**AGMS**) and Extraordinary General Meeting of Shareholders (**EGMS**), hereinafter referred to as the "**Meeting**", as follows:

Day/Date : Tuesday, June 27, 2023  
Time : 09.50 - 10.57 AM  
Place : Flores A Room, Lobby Hotel Borobudur Jakarta,  
Jalan Lapangan Banteng Selatan Number 01, Central Jakarta, 10710

#### **A. Meeting Agenda:**

The agenda of the AGMS is as follows:

1. Approval of the Annual Report, including the ratification of the Financial Statements and the Supervisory Duties Report of Board of Commissioners for the year 2022;
2. Determination on the appropriation of the Company's profit for the year 2022;
3. Appointment of Public Accountant Firm for the financial year 2023;
4. Determination on the remuneration and allowances for the Board of Directors and determination on the honorarium and allowances to the Board of Commissioners; and
5. Changes on the composition of the Company's Management.

The agenda of the EGMS is as follows:

1. Approval of Amendments to the Company's Articles of Association

**B. The Board of Commissioners and Directors of the Company who attended the Meeting:**

**Board of Commissioners:**

Independent Commissioner	: Mr. Nicolaus Eko Riwayanto
Independent Commissioner	: Mrs. Elizawatie Simon

**Directors:**

President Director	: Mr. Andy Kasih
Vice President Director	: Mrs. Christina Harapan
Compliance Director/Independent Director	: Mr. Anas Latief
Director	: Mr. Indra S. Budianto
Director	: Mr. Indrastomo Nugroho
Director	: Mr. Andy Dharma

**C. Chairperson of the Meeting**

The meeting was chaired by Mrs. Elizawatie Simon, as Independent Commissioner of the Company based on the Decision of the Board of Commissioners No. 001/BAGI-KOM/VI/2023 dated June 23, 2023.

**D. Shareholder Attendance**

The Meeting was attended by shareholders and their authorized proxies, based on the Shareholders Register issued by PT Raya Saham Registra as the Company's Securities Administration Bureau, as follows:

1. AGMS : 17,786,405,952 shares, representing 87.95% of 20,223,412,907 shares;
2. EGMS : 17,771,857,952 shares, representing 87.88% of 20,223,412,907 shares.

**E. Submission of Questions and/or Opinions**

Shareholders and shareholders' proxies were given the opportunity to raise questions and/or opinions for each agenda item, but no shareholders and shareholders' proxies raised questions and/or opinions.

## **F. Decision-making Mechanism**

Decision-making on all Meeting agenda items is carried out based on deliberation for consensus, in the event that deliberation for consensus is not reached, decision-making is carried out by voting.

## **G. Voting Results**

### **1. AGMS**

#### **a) First Meeting Agenda:**

- 1) There were no shareholders and proxies of shareholders present at the Meeting who voted against the Meeting;
- 2) There were no shareholders and proxies of shareholders who attended the Meeting, who cast blank votes (abstain);
- 3) All shareholders or proxies of shareholders who attended the Meeting voted in favor;
- 4) Therefore, the decision was approved by the Meeting by consensus.

#### **b) Second Meeting Agenda:**

- 1) Number of blank votes (abstain) : nil
- 2) Number of votes against : 7,856,566 shares
- 3) Number of votes in favor : 17,778,549,386 shares
- 4) So that the total votes in favor: 17,778,549,386 shares or 99.95% or more than ½ of the total votes validly cast in the Meeting.

#### **c) Third to Fourth Meeting Agenda:**

- 1) There were no shareholders and proxies of shareholders present at the Meeting who voted against the Meeting;
- 2) There were no shareholders and proxies of shareholders who attended the Meeting, who cast blank votes (abstain);
- 3) All shareholders or their proxies present at the Meeting voted in favor;
- 4) Therefore, the decision was approved by the Meeting by consensus.

#### **d) Fifth Meeting Agenda:**

- 1) Number of blank votes (abstain) : nil
- 2) Number of votes against : 14,146,900 shares
- 3) Number of votes in favor : 17,772,259,052 shares

- 4) So that the total votes in favor: 17,772,259,052 shares or 99.92% or more than ½ of the total number of votes validly cast in the Meeting.

## **2. EGMS**

### **First Meeting Agenda**

- a) There were no shareholders and proxies of shareholders present at the Meeting who voted against the Meeting;
- b) There were no shareholders and proxies of shareholders who attended the Meeting, who cast blank votes (abstain);
- c) All shareholders or their proxies present at the Meeting voted in favor;
- d) Therefore, the decision was approved by the Meeting by consensus.

## **H. Meeting Decision.**

### **1. AGMS:**

#### **Resolution of the First Meeting Agenda**

- a) To accept and approve the Annual Report of the Board of Directors for the Financial Year 2022, including the Company's Activity Report and the Board of Commissioners' Supervisory Report for the Financial Year 2022;
- b) To receive and ratify the Company's Financial Statements for the Financial Year 2022 audited by Public Accounting Firm Kanaka Puradiredja, Suhartono with its report Number Ref: 00034/3.0409/AU.1/07/0524-2/1/III/2023, dated March 29, 2023 with "Present Fairly Opinion".

#### **Resolution of the Second Meeting Agenda**

Approved that there will be no dividend distribution for the Financial Year ended December 31, 2022 and that the entire net profit will be used to strengthen the Company's capital structure and business expansion.

#### **Resolution of the Third Meeting Agenda**

Approved to authorize and/or delegate authority to the Board of Commissioners of the Company based on the recommendation of the Audit Committee to:

- a) Re-appoint Public Accounting Firm Kanaka Puradiredja, Suhartono to audit the Company's books for the Financial Year ending on December 31, 2023 (two thousand

twenty-three), and/or a substitute Public Accounting Firm that has been registered with the Financial Services Authority (OJK), in accordance with the criteria of POJK Number 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accountant Offices in Financial Services Activities, and Bank Indonesia and has a reputation, if the appointed Public Accounting Firm cannot complete the provision of audit services for annual historical financial information during the Professional Assignment Period;

- b) Determine the honorarium and other requirements in connection with the appointment of the Public Accountant and/or Public Accounting Firm.

#### **Resolution of the Fourth Meeting Agenda**

Approved no increase in salaries and benefits for members of the Board of Directors and salaries or honorarium and benefits for members of the Board of Commissioners.

#### **Resolution of the Fifth Meeting Agenda**

- a) Honorably discharged Mr. Nicolaus Eko Riwayanto as Independent Commissioner and Mr. Andy Dharma as Director of the Company, effective as of the closing of this Meeting with gratitude for his performance and services during his tenure as Independent Commissioner and Director of the Company.
- b) To respectfully dismiss Mr. Anas Latief as Compliance Director/Independent Director of the Company, effective as of the appointment of Mr. Indrastomo Nugroho as his successor to be named, with gratitude for his performance and services during his tenure as Compliance Director/Independent Director of the Company.
- c) Appointing Mr. Indrastomo Nugroho as Compliance Director/Independent Director replacing Mr. Anas Latief, effective since he obtained approval (*Fit and Proper*) from the Financial Services Authority (OJK).
- d) To dismiss Mr. Indrastomo Nugroho as Director of the Company, effective since he obtained approval (*Fit and Proper*) from OJK as Compliance Director/Independent Director.
- e) Reappointed members of the Board of Commissioners and Board of Directors of the Company, namely:  
Board of Commissioners
  - 1. Mr. Kiki Syahnakri, as President Commissioner/Independent Commissioner;

2. Mr. Tomy Winata, as Vice President Commissioner;
3. Mr. Sugianto Kusuma, as Vice President Commissioner.

#### Directors

1. Mr. Andy Kasih, as President Director;
2. Mr. Indra S. Budianto, as Director.

- f) Appointed members of the Board of Commissioners and Board of Directors of the Company, namely:

#### Board of Commissioners

Mrs. Pesta Uli Sitanggang, as Independent Commissioner;

\*Effective since obtaining approval (Fit and Proper) from OJK

#### Directors

Mr. Handoyo Soedirdja, as Director

\*Effective since obtaining approval (Fit and Proper) from OJK.

So that the composition of the members of the Board of Commissioners and members of the Board of Directors of the Company becomes as follows:

### **BOARD OF COMMISSIONERS**

President Commissioner/Independent Commissioner	: Mr. Kiki Syahnakri
Vice President Commissioner	: Mr. Tomy Winata
Vice President Commissioner	: Mr. Sugianto Kusuma
Independent Commissioner	: Mrs. Elizawatie Simon
Independent Commissioner	: Mrs. Pesta Uli Sitanggang*)

\*Effective upon approval of *Fit and Proper Test*.

### **DIRECTOR**

President Director	: Mr. Andy Kasih
Vice President Director	: Mrs. Christina Harapan
Compliance Director/Independent Director	: Mr. Indrastomo Nugroho*)
Director	: Mr. Indra S. Budianto
Director	: Mr. Handoyo Soedirdja*)

\*Effective upon approval of *Fit and Proper Test*.

- g) To grant power and authority to the Board of Directors of the Company, with the right of substitution, to state/pour the resolution on the composition of the members of the Board of Commissioners and the Board of Directors mentioned above in a deed made before a Notary, including to state the composition of the Board of Commissioners and the Board of Directors related to the resolution, and to notify the changes in the Company's data to the Minister of Law and Human Rights of the Republic of Indonesia, and to take all and any necessary actions in connection with the resolution in accordance with the prevailing laws and regulations.
- h) Based on Article 26 paragraph (1) POJK 55/2016 which states that Independent Commissioners who have served for 2 (two) consecutive terms of office can be reappointed for the next period as Independent Commissioners as long as the Independent Commissioner declares in the GMS regarding his Independence, therefore Mr. Kiki Syahnakri as President Commissioner / Independent Commissioner has declared his Independence as stated in the Independence Statement Letter dated June 23, 2023.

## **2. EGMS**

### **Resolution of the First Meeting Agenda**

- a) Approved to amend Article 26 of the Company's 2020 Articles of Association in order to adjust and fulfill the Financial Services Authority Regulation (POJK) No. 14/POJK.04/2022 concerning Submission of Periodic Financial Statements of Issuers or Public Companies.
- b) Approved to amend and rearrange all articles in the Company's Articles of Association from the first article to the last article, in order to adjust and fulfill the provisions of POJK No. 31/POJK.04/2015 concerning Disclosure of Information or Material Facts by Issuers or Public Companies.
- c) Approved to amend Article 3 of the Company's 2020 Articles of Association in order to adjust and fulfill the provisions of the Head of the Central Statistics Agency Regulation No. 2 of 2020 concerning the Indonesian Standard Business Field Classification with KBLI number:
  - 1. KBLI 64121 regarding Conventional Commercial Bank
  - 2. KBLI 64123 regarding Sharia Business Unit of Commercial Bank

- d) To authorize the Board of Directors of the Company to declare the decision to amend the Company's Articles of Association in a separate notarial deed before a Notary Public, to request approval and/or to notify the amendment of the Company's Articles of Association to the Minister of Law and Human Rights of the Republic of Indonesia, and to take all necessary actions in accordance with the prevailing laws and regulations.

Jakarta, July 3, 2023

**PT Bank Artha Graha Internasional Tbk**

Directors