

# NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022 TO SHAREHOLDERS PT ASTRA GRAPHIA Tbk (the "Company")

The Board of Directors of PT Astra Graphia Tbk (the "**Company**"), hereby gives notice to shareholders of the Company to attend the 2022 Annual General Meeting of Shareholders (the "**Meeting**"), which will be held physically and electronically on:

Day/Date : Wednesday, 13<sup>rd</sup> April 2022

Time : 13:30 – 15:00 Western Indonesian Time Venue : Catur Dharma Hall, Menara Astra 5<sup>th</sup> floor

**Jalan Jenderal Sudirman Kav.5-6** 

**Central Jakarta 10220** 

Electronic Attendance : Using the KSEI Electronic General Meeting facility System

("eASY.KSEI")

## Meeting Agenda:

1. Approval of the Annual Report, including ratification of the Oversight Duties Report of the Board of Commissioners of the Company and ratification of the Consolidated Financial Statements of the Company for Financial Year 2021.

- 2. Determination on the Appropriation of the Company's Net Profit for Financial Year 2021.
- 3. Appointment of the Public Accountant Firm to Conduct an Audit of the Company's Financial Statements for Financial Year 2021.
- 4. a. Appointment of the Board of Commissioners and Board of Directors of the Company
  - b. Determination on the Salary and Benefits of the Board of Directors and Determination on the Honorarium and/or Benefit of the Board of Commissioners of the Company.
- 5. Adjustment to Article 3 of Articles of Association of the Company to comply the Regulation of the Government of the Republic of Indonesia Number 5 of 2021 concerning the Organization of Risk-Based Business Licensing and adjustment to the classification of the Company's business activities to comply the 2020 Indonesian Standard Industrial Classification (KBLI).

# **Explanation of Meeting Agenda:**

The first agenda until the third and 4.b agenda item is a routine agenda which is held in every Annual General Meeting of Shareholders ("GMS") of the Company. The 4.a agenda is held in connection with the term of office of members of the Board of Directors and members of the Board of Commissioners of the Company which has ended at the closing of the 2022 Annual GMS, and the fifth agenda is held in connection with the issuance of Regulation of the Government of the Republic of Indonesia Number 5 of 2021 concerning the Organization of Risk-Based Business Licensing and the change in the Indonesian Standard Classification of Business Fields (KBLI) 2017 to KBLI 2020, it is necessary to adjust the classification of the Company's business activities in Article 3 of Articles of Association of the Company.

# **Quorum of Presence and Decision**

The quorum of attendance for the first agenda until fourth agenda of the Meeting is valid if attended by shareholders or their proxies for more than  $\frac{1}{2}$  (one half) of the total number of shares with voting rights that have been issued by the Company, except for the fifth agenda of the Meeting which is valid if attended by shareholders or their proxies at least 2/3 (two thirds) of the total shares with voting rights that have been issued by the Company.

Resolutions of the Meeting are taken by deliberation to reach consensus. In the event that the deliberation to reach a consensus cannot be reached, then voting will be made with a valid decision if agreed by more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights who are present and or represented at the Meeting, except for the fifth agenda of Meeting if it is approved by at least  $\frac{2}{3}$  (two thirds) of the total number of shares with valid voting rights who are present and /or represented in the Meeting.

### Notes:

#### I. General requirements

- 1. This Notice shall serve as the invitation Meeting.
- 2. Materials of the meeting are available at the Company's office as of the date of this Notice until the day of the Meeting, which can be obtained from the Company during office hours and upon written request from the Company's shareholders via email <a href="mailto:Corporate.Secretary@astragraphia.co.id">Corporate.Secretary@astragraphia.co.id</a>. The Company's Annual Report and The Company's Consolidated Financial Statements for the Financial Year 2021 are available on the Company's website (<a href="https://www.astragraphia.co.id">https://www.astragraphia.co.id</a>).
- 3. With reference to the Announcement of th Meeting, which was published on 7 March 2022, the shareholders who are entitled to attend or be represented at the Meeting are only shareholders whose names are registered in the Register of Shareholders of the Company on Monday, 21<sup>st</sup> March 2022 at 16:00 Western Indonesian Time.
- 4. One share will give the owner 1 (one) voting rights. If a shareholder owns more than 1 (one) share, the votes cast are effective for all shares which he/she owns
- 5. Shareholders can participate in the Meeting by the following mechanism:
  - a. Electronic attendance through the eASY.KSEI facility (for individual shareholders who are Indonesian citizens); or
  - b. Physical attendance.
- 6. Shareholders who are unable to attend the Meeting may:
  - a. Provide power of attorney electronically ("**E-Proxy**") through the eASY.KSEI facility to an independent party appointed by the Company PT Raya Saham Registra ("**Registra**"), as the Company's Securities Administration Bureau) (for individual shareholders who are Indonesian citizens);
  - b. Provide a written power of attorney.

# II. Electronic Attendance of Shareholders Through the eASY.KSEI Facility

- 1. Shareholders who can use the eASY.KSEI facility are individual shareholders who are Indonesian citizens and should:
  - a. Have a Single Investor Identification Number (SID Number). Information regarding the SID Number can be obtained by contacting the securities company or custodian bank of each shareholder; dan
  - b. Have registered/activated an eASY.KSEI account though <a href="https://akses.ksei.co.id">https://akses.ksei.co.id</a>. The Registration guideline can be accessed on the Company's website (<a href="https://www.astragraphia.co.id">https://akses.ksei.co.id</a>.
- 2. Shareholders who intend to attend and vote electronically should:
  - a. (i) provide an electronic attendance declaration; and
    - (ii) cast their vote on the agenda of the Meeting within the period from the date of this Notice until **Tuesday, 12 April 2022 at 12.00 Western Indonesian Time** through the eASY.KSEI facility (<a href="https://easy.ksei.co.id/egken/">https://easy.ksei.co.id/egken/</a>); or
  - b. Register through the eASY.KSEI facility on the Meeting date from **12:00 until 13:00 Western Indonesian Time** and vote directly (live e-voting) through the eASY.KSEI facility while the Meeting is in progress.
- 3. The Company provided E-Voting Guidelines to shareholders which can be accessed on the Company's website (<a href="https://www.astragraphia.co.id">https://www.astragraphia.co.id</a>).
- 4. Delay, failure or negligence in following the above provisions and the eASY.KSEI guidelines issued by PT Kustodian Sentral Efek Indonesia ("KSEI"), for any reason, will result in shareholders not being able to attend the Meeting electronically so they will not be counted in the attendance quorum and/or unable to vote electronically.
- Shareholders can also watch the Meeting live through the Zoom webinar by accessing the eASY.KSEI menu on the AKSes.KSEI facility (<a href="https://akses.ksei.co.id">https://akses.ksei.co.id</a>) or the GMS Show menu on AKSes KSEI mobile. AKSes.KSEI Zoom Webinar guidelines to shareholders can be accessed on <a href="https://akses.ksei.co.id/panduan.">https://akses.ksei.co.id/panduan.</a>

# III. Provision of E-Proxy to Independent Parties Assigned by the Company through the eASY.KSEI Facility

- 1. Shareholders who can use the eASY.KSEI facility are individual shareholders who are Indonesian citizens and should:
  - a. Have a Single Investor Identification Number (SID Number). Information regarding the SID Number can be obtained by contacting the securities company or custodian bank of each shareholder; and

- b. Have registered/activated an eASY.KSEI account though https://akses.ksei.co.id. The Registration guideline can be accessed on the Company's website (https://www.astragraphia.co.id).
- 2. The Company has appointed the Company's Securities Administration Bureau, PT Raya Saham Registra ("**Registra**"), as an independent party representing the shareholders to attend and vote at the Meeting.
- 3. Shareholders who wosh to grant the power of attorney through E-Proxy to Registra must submit their power of attorney and vote, from the date of this Notice until no later than **Tuesday**, **12 April 2022 at 12.00 Western Indonesian Time.** Shareholders may still make changes to the appointment of a proxy and/or vote choice for each agenda item of the Meeting, or revoke their power of attorney within that period.
- 4. The Company provided the guidance in granting power attorney, which can be accessed on the Company's website (<a href="https://www.astragraphia.co.id">https://www.astragraphia.co.id</a>).

# IV. Physical Attendance of Shareholders or their Proxies

- 1. In order to ease and expedite the synchronization of the Shareholder registration system and ensure that the Meeting will begin on time, Shareholders or their proxies who will be physically present are kindly requested to be present at the Meeting venue no later than 45 (forty five) minutes before the Meeting begins. Shareholder registration at the Meeting Venue will be started at 12:30 Western Indonesian Time and will be closed at 13:15 Western Indonesian Time. Shareholder or their proxies who are present after 13:30 Western Indonesian Time are not allowed to register and attend the Meeting.
- 2. Shareholder or their proxies who will attend the physical Meeting are required to show their National Identity Card ("**KTP**") or other valid identification and submit the copy of such identification to the registration officer before entering the Meeting room.
- For the Shareholder in form of legal entity must submit copy of their latest Articles of Association as well as the notarial deed of the appointment of Board of Directors and Board of Commissioners or the last management during the meeting, to registry officials at the registration officer before entering the Meeting room.
- 4. Shareholders whose shares are deposited at the collective depository of KSEI, or their attorneys, are required to submit their Written Confirmation to Attend Meeting ("**KTUR**") to the registration officer.

#### V. Written Power of Attorney

- 1. Shareholder who are unable to attend may be represented by their proxies based on a power of attorney (with substitution right) which form and content are approved by Board of Directors of the Company. Member of the Board of Directors, the Board of Commissioners and the employee of the Company could act as proxies for Shareholder in the Meeting, but are not entitled to cast votes in voting. Shareholder whose addresses are registered outside the Republic of Indonesia, their power of attorney must be legalized by notary/local authorized official and by the local Embassy/Representative of Republic of Indonesia.
- 2. Form of power of attorney can be obtain during working hours at the Company's Share Administration Bureau, namely Registra, through email <a href="Registrabae@registra.co.id">Registrabae@registra.co.id</a>, telephone number: (+62 21) 2525666, facsimile number: (+62 21) 2525028; or the Company's Corporate Secretary through email <a href="Corporate.Secretary@astragraphia.co.id">Corporate.Secretary@astragraphia.co.id</a>.
- 3. All originals of the power of attorney which has been in accordance with the requirement must be received by Registra or the Company's Corporate Secretary no later than 1 (one) working day prior to the holding of the Meeting, which is on **Tuesday**, **12 April 2022 at 12.00 Western Indonesian Time**.

## PREVENTIVE MEASURES AGAINST THE SPREAD OF COVID-19 VIRUS

In accordance with prevailing regulations\* and as a preventive measures against the spread of COVID-19 virus, the Company hereby urges the Shareholders to authorize their presence through the granting of power of attorney including voting and submitting questions with the following provision:

# 1. The Appeal of Shareholders Gives Power to Registra

Considering that the Company has provided E-Proxy facilities and as a precautionary measure to spread the risk of COVID-19 virus transmission, the Company appealed on all shareholders to: (i) attend the Meeting electronically and vote electronically using the eASY.KSEI facility; atau (ii) grant power of attorney electronically through the eASY.KSEI facility to an independent party appointed by the Company, namely the Registra, to attend and vote in the Meeting.

- A. For individual shareholders who are Indonesian Citizen
  - 1. To attend the Meeting electronically, shareholders must first fulfill the provisions as referred to in the General Provisions section and the Electronic Attendance section for Shareholders through the eASY.KSEI Facility of this Notice.
  - 2. In order to provide E-Proxy to the Registra, shareholders must first fulfill the provisions as referred to in the General Provisions section and the E-Proxy Provision section to an Independent Party Assigned by the Company through the eASY.KSEI Facility.
- B. For (i) individual Shareholder with foreign citizenship and (ii) Shareholder in the form of legal entity (Indonesian and foreign):
  - Shareholder are encouraged to provide authorization through the securities company or custodian bank of each Shareholder, then the securities company or custodian bank shall submit authorize to Registra through E-Proxy.
- 2. For Shareholder or their proxies that will remain physically present at the Meeting shall follow and pass the security and health protocol which will be strictly enforced, as follows:
  - (i) Upon arrival at the premises of the Meeting:
    - Must provide a Certificate of COVID-19 Rapid Antigen Swab Test or PCR Swab Test by having the test taken 1 (one) day prior to the Meeting date (for Rapid Antigen Swab Test) and 2 (two) days prior to the Meeting date (for PCR Swab Test) with negative result issued by a doctor of an hospital, public health center or medical clinic.
    - Must submit a health declaration from containing health and travel information. The form can be downloaded on the company's website (<a href="https://www.astragraphia.co.id">https://www.astragraphia.co.id</a>).
    - Must comply with the health checking procedures (incl. body temperature screening, etc), which will
      conducted by the Company and building management of the premises of the Meeting is held.
  - (ii) At all the times within the premises and during the Meeting:
    - Must wear proper 3 ply mask; and
    - Must implement *physical distancing* measure in accordance with the direction from the Company and building management of the premises of the Meeting.
  - (iii) Must immediately leave the premises of the Meeting after the Meeting is over.
- 3. Unhealthy Shareholders or their proxies (especially having/feeling symptons of being infected with COVID-19 (such as coughing, fever, or flu, etc.) are not permitted to attend the Meeting.
- 4. The Company has the right and authority to prohibit shareholders or their proxies from attending or being in the Meeting room in the event that the Shareholders or their proxies do not meet the security and health protocol as described above.
- 5. The summary of 2021 Annual Report, the supporting Information, the Meeting's Rules and safety route will be available at the Company's website (https://www.astragraphia.co.id).
- 6. The Company will make further announcement if there is any change and/or additional information following the latest condition and development in preventive measures against the spread of COVID-19 virus.
- \* Regulation of Minister of Health of Republic of Indonesia No. 9 of 2020 on Guidelines to Large-Scale Social Restrictions in Accelerating the Handling of Corona Virus Disease 2019 (COVID-19) and Other regulation(s) or government policy(ies) related to COVID-19.

**Jakarta, 22 March 2022**Board of Directors of the Company