

### **SUMMARY MINUTES OF**

# ANNUAL GENERAL MEETING OF SHAREHOLDERS

# PT. ERATEX DJAJA Tbk. ("Company")

- **A.** Annual General Meeting of Shareholders ("**Meeting**") of the Company was held on Friday, May 24<sup>th</sup>, 2019 at Indiana VIP Room, 6<sup>th</sup> Floor, Manhattan Hotel, Jl. Prof Dr Satrio No.1 Casablanca, Kuningan, Jakarta Selatan, time 14.14-14.49 West Indonesian Time.
- **B.** Agenda of the Annual General Meeting of Shareholders
  - 1. Report of the Board of Directors for the year 2018.
  - 2. Report on the Board of Commissioners's Supervisory Responsibility for the year 2018.
  - 3. Approval on the Annual Report and Legalization of the Audited Consolidated Financial Statement for the year of 2018.
  - 4. Appointment of Mr. Ady Putera Setyo Pribadi, M.Ak, CA, CPA from KAP Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan as Public Accountant to audit Financial Report of 2019
  - 5. Remuneration for the Board of Commissioners and Board of Directors
  - 6. Approval for the Board of Commissioners and/or Board of Directors composition changes.
  - 7. Approval on allocation of net profit 2018
  - 8. Approval on the change of Company's Article of Association to adjust the wording of Article No. 3 regarding Business Purpose and Activities to be in line to the standard KBLI 2017
  - 9. Other matters related to the agenda mentioned above (if any)
- **C.** Board of Commissioners and Directors attendance:

Mr. Sasivanen : Commissioner (through video conference media)

Mr. Otto Budihardjo : Independent Commissioner

Ms. Marissa Jeanne Marren : President Director (through video conference

media)

Mr. Chittaranjan Gokal : Director Mr. Sanjay Kumar Goyal : Director

**D.** Shareholders Quorum Attendance:

Meeting has been attended by Shareholders or their valid Proxies from 1.243.439.492 shares or equal to 96,650 % from the total 1.286.539.792 shares issued and paid-up.

**E.** Ouestion and Answer Session

Before decision is taken, chairman of the Meeting gives a session to the Shareholders to raise questions and/or gives their opinion in each of the Meeting agenda.

**F.** Decision Making Mechanism

Decision is taken by consensus, but if there are any abstain voices or disagreements, decision then to be taken by voting using voting card.

# **Decision of the Meeting**

Agenda 1 : Report of the Board of Directors for the year 2018				
Shareholders raised questions Agree Abstain Disagree				
None	1.243.439.492	0	0	
	(96,650%)			

### Decision:

Approve Report of the Board of Directors for the year 2018

 $\bf Agenda~2:$  Report on the Board of Commissioners's Supervisory Responsibility for the year 2018

Shareholders raised questions	Agree	Abstain	Disagree
None	1.243.439.492	0	0
	(96,650%)		

#### Decision:

Approve Report of the Board of Commissioners's Supervisory Responsibility for the year 2018

**Agenda 3**: Approval on the Annual Report and Legalization of the Audited Consolidated Financial Statement for the year of 2018

Shareholders raised questions	Agree	Abstain	Disagree
None	1.243.439.492	0	0
	(96,650%)		

## Decision:

Approve the Annual Report of PT. Eratex Djaja Tbk for the year 2018; and legalize the Audited Consolidated Financial Statement of PT. Eratex Djaja Tbk. that has been audited by KAP Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan for the year ending 31st December 2018 with "Unmodified Opinion, fair in all material respect". And in so doing, it will "acquit et de charge" honorably all the Board of Directors and the Board of Commissioners from all liabilities for their actions during the fiscal year 2018 as long as it is reflected in the Annual Report and Audited Consolidated Financial Statements of PT. Eratex Djaja Tbk for 2018.

**Agenda 4**: Appointment of Mr. Ady Putera Setyo Pribadi, M.Ak, CA, CPA from KAP Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan as Public Accountant to audit Financial Report of 2019

Shareholders raised questions	Agree	Voting Result	Agree
None	1.243.439.492	0	0
	(96,650%)		

## Decision:

- a. To appoint Bp. Ady Putera Setyo Pribadi, M.Ak, CA, CPA from KAP Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan to perform audit to the Company's Financial Report for the fiscal year 2019,
- b. To give authority to the Board of Commissioners to appoint replacement in the event when the appointed public accountant and/or the public account firm could not execute or continue the assignment, as long as the replacement is officially registered in Financial Services Authority.
- c. To authorize the Board of Director to decide the fee related to this appointment

# **Agenda 5**: Remuneration for the Board of Commissioners and Board of Directors

Shareholders raised questions	Agree	Voting Result	Agree
None	1.243.439.492	0	0
	(96,650%)		

#### Decision:

To give the Board of Commissioners authorization to determine the remuneration of Board of Commissioners and Directors with compliance to the mechanism applied in the Company

**Agenda 6**: Approval for the Board of Commissioners and/or Board of Directors composition changes

Shareholders raised questions	Agree	Voting Result	Agree
None	1.243.439.492	0	0
	(96,650%)		

### Decision:

- 1. Approve and confirm term office expiration of Mr. Otto Budihardjo as Independent Commissioner of the Company upon the closing of this Meeting.
- 2. Approve the re-appointment of the following names as Board of Commissioners and Board of Directors members, effectively from the closing of this Meeting, for the next 3 years term, that is until the Annual General Meeting of Shareholders in 2022:

Therefore, the new composition of the Board of Commissioners and the Board of Directors by the closing of this meeting will be as follows:

Board of Commissioners:

President Commissioner
Commissioner
Independent Commissioner
Mr. Maniwanen
Mr. Sasivanen
Mr. Tonny Poernomo

Board of Directors:

President Director
Director
Mr. Chittaranjan Gokal
Director
Mr. Sanjay Kumar Goyal
Independent Director
Mr. Mandeep Singh

3. Giving authority with substitution rights to the Board of Directors and/or the Corporate Secretary to formalize this decision in a notarial deed and to execute all and any action required by related institution and to execute in general all necessary and usefull actions related to the changes of the Board of Commissioners and Directors members, including but not limited to making any changes and/or addition in whatsoever format in whatsoever way that are required to legalized and get a valid acceptance from any related authorized institutions

**Agenda 7**: Approval on allocation of net profit 2018

Shareholders raised questions	Agree	Abstain	Disagree
None	1.243.439.492	0	0
	(96,650%)		

## Decision:

Approve to allocate 10% from the net profit recorded for the year 2018 as reserved fund. While the balance will be recorded as retained earnings to strengthen the company's capital



**Agenda 8**: Approval on the change of Company's Article of Association to adjust the wording of Article No. 3 regarding Business Purpose and Activities to be in line to the standard KBLI 2017

Shareholders raised questions	Agree	Abstain	Disagree
None	1.243.439.492	0	0
	(96,650%)		

## Decision:

- To approve and restating Article No. 3 Company's Article of Association regarding Business Purpose and Activities to comply with required Government Regulation No. 24 year 2018 about Electronic Integrated Business Licensing Services; as per the proposed wording adjustment in the Meeting Material that has been distributed to Shareholders.
- 2. To approve to give authority to the Board of Directors and/or Corporate Secretary with substitution rights to amend the Company's Article of Association as per required by the Minister of Law and Human Rights of the Republic of Indonesia and/or Financial Service Authority Body, and to execute every actions that are required related to the change on the Company's Article of Association, to legalized the decision of this Meeting in a Notarial Meeting Minutes, to authorize Notary to report the changes of the Article of Association to the Ministry of Law and Human Rights of the Republic of Indonesia, and to do any actions required to make the changes of Article of Association's is legality valid.

# **Closing Decision:**

Meeting accordingly give the authority with substitution right to the Directors and/or Corporate Secretary to formalize all decisions taken in this meeting in a notarial deed and to execute all and any action required by related institution and to execute in general all necessary and usefull actions related to the decisions made including but not limited to appear in front of Notary, made and sign any documents, restating part or all the decisions in a notarial deed, making notifications and reports to the Ministry of Law and Human Rights of the Republic of Indonesia as well as making any changes or addition in whatsoever format and way that are required to legalized and get a valid acceptance from any related authorized institutions, without any exceptions.

Jakarta, May 28, 2019

The Board of Directors