



PT TUNAS BARU LAMPUNG Tbk.
Domiciled in South Jakarta, Indonesia
("Company")

**INVITATION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO SHAREHOLDERS**

The Board of Directors of the Company hereby invites the shareholders of the Company to attend the Annual General Meeting of Shareholders ("**AGMS**") and the Extraordinary General Meeting of Shareholders ("**EGMS**", collectively with AGMS shall hereinafter be referred to as the "**Meetings**") which will be held on:

Day/Date : Wednesday, June 12th, 2024
Time : 02.00 p.m. Western Indonesian Time - finish
Place : Hotel Westin - Ruang Padang
Jl. H.R. Rasuna Said Kav. C-22 A, RT 2/RW 5
Karet Kuningan, Kecamatan Setiabudi
Jakarta Selatan 12940

With the Meetings' agenda as follows:

A. Agendas for AGMS:

- 1. Approval and ratification of the Board of Directors' Report on the course of business of the Company and the Company's financial administration for the year ended on December 31st, 2023 and approval and ratification on Financial Report of the Company which includes the Balance Sheet and Calculation of Earnings/Losses of the Company for the book year ended on December 31st, 2023 which have been audited by Independent Public Accountant, and approval of the Annual Report of the Company, reports on supervisory duty of the Board of Commissioners of the Company for the year ended on December 31st, 2023, as well as releasing and discharging from all liabilities (acquit et de charge) to all members of the Board of Directors and the Board of Commissioners of the company over the management and supervision carried out in the year ended on December 31st, 2023.**

Explanation:

In this agenda, The Company will provide an explanation to shareholders regarding the implementation of the Company's business activities for the year ended on December 31st, 2023 and the financial situation as stated in

the Company's Financial Statements for the year ended on December 31st, 2023 in accordance with the provisions of Article 69 point (4) of Law No. 40 of 2007 concerning Limited Liability Companies, as partially amended by Law No. 6 of 2023 concerning Stipulation of Government Regulation in lieu of Law Number 2 of 2022 concerning Job Creation to become Law ("**Company Law**") and Article 11 point (15) of the Company's Articles of Association. In this agenda, the Company will also releasing and discharging from all liabilities (acquit et de charge) to the members of the Board of Directors and Board of Commissioners of the Company for management measures and supervision actions that have been carried out during the financial year, except for embezzlement, fraud and/or other criminal acts.

2. **Determination of the use of the Company's net profit for the year ended on December 31st, 2023.**

Explanation:

In this agenda, according to Article 71 point (1) of the Company Law and Article 24 point (1) of the Articles of Association of the Company, the Company will seek an approval from the Company's Shareholders to approve the plan of the use of the Company's net profit for the fiscal year ended on December 31st, 2023, including to determine the allocation for for mandatory reserve fund, the dividend and other uses.

3. **Determination of salaries and benefits for members of the Board of Directors of the Company and salaries or honorarium and benefits for members of the Board of Commissioners of the Company which made pursuant to the recommendation from Company's Remuneration and Nomination Committee.**

Explanation:

As required in Article 96 point (1) and Article 113 of the Company Law, and Article 17 point (14) and Article 20 point (14) of the Articles of Association of the Company, the Company will seek approval from the Company's shareholder to determine salaries and benefits or honorarium for the members of the Board of Directors and the Board of Commissioners.

4. **Appointment of Public Accountant who will provide audit services for the Company's Financial Statements for the year ended December 31st, 2024.**

Explanation:

According to Article 59 of Indonesian Financial Services Authority ("**OJK**") Regulation No. 15/POJK.04/2020 on the Planning and Convening of the General Meetings of Shareholders of Public Companies, the Meeting may delegate their authority to the Board of Commissioners to designate and dismiss public accountant who will grant the services of audits on annual historical of financial information. In this regard, the Company will request approval from the AGMS to authorize the Company's Board of Commissioners to appoint an Independent Public Accountant which is

registered with OJK who will conduct an audit of the Company's books ending on December 31, 2024.

5. **Submission of the Company's accountability report regarding the realization of the use of funds in the framework of Capital Increase by granting Pre-emptive Rights II and the Public Offering of the Company's Continuous Bonds II Phase I.**

Explanation:

Based on the provisions of OJK Regulation Number 30/POJK.04/2015 concerning Realization Reports on the Use of Funds from Public Offerings, Public Companies are required to be responsible for the realization of the use of proceeds from public offerings in each AGMS until all funds are realized where this realization must be made as one of the agenda items in AGMS.

B. Agenda for EGMS:

1. **Approval of the guarantee plan for most or all of the Company's assets as regulated in Article 102 of Law Number 40 of 2007 concerning Limited Liability Companies, which is valid for a period of 4 (four) years from the date approved by the Company's General Meeting of Shareholders until the closing of the Company's Annual General Meeting of Shareholders which will be held in 2028 (two thousand and twenty eight), without prejudice to the provisions of the applicable laws and regulations.**

Explanation:

Based on the provisions of Article 18 paragraph (5) of the Company's Articles of Association and Article 102 of Law Number 40 of 2007 concerning Limited Liability Companies, the Company is required to obtain GMS approval to guarantee the majority of the Company's assets with a value of more than 50% (fifty percent) of the total net assets of the Company in one transaction or several transactions to be carried out by the Company.

The application for approval of the plan to guarantee the majority of the Company's assets is carried out by the Company in anticipation of obtaining funding from any party, including from banking institutions/financial institutions and/or non-bank financial institutions and/or other financial institutions that will be determined later, which the party can ask the Company to guarantee the Company's assets with a possible valuation value of more than 50% (fifty percent) of the Company's total net assets.

2. **Approval of the appointment of Mr. DRS Sugandhi as the new Director of the Company and changes to the composition of the Company's management.**

Explanation:

In accordance with the provisions in the Company's Articles of Association, the Company Law and Financial Services Authority Regulation No. 33/POJK.04/2014 dated 8 December 2014 concerning Directors and Board of Commissioners of Issuers or Public Companies, the appointment of members of the Company's Board of Directors must be decided at the General Meeting of Shareholders.

Notes:

1. Announcement of the Meetings has been announced through the Indonesia Stock Exchange (Bursa Efek Indonesia) website, the Company's website (<https://tunasbarulampung.com>) and the E-RUPS provider website through the eASY.KSEI application on May 6th, 2024.
2. The Company does not send individual invitation to each of the Company's shareholders, so this invitation is an official invitation for all shareholders of the Company.
3. The Company's shareholders who are entitled to attend or be represented at the Meetings are:
 - a. **for shares that are not in collective custody:**

Shareholders of the Company or their representatives whose names are registered legally in the Register of Shareholders of the Company on May 20th, 2024 at the latest until 04:00 p.m Western Indonesian Time at PT Adimitra Jasa Korpora, Company's Securities Administration Bureau domiciled in Jakarta and having it's registered address at Rukan Kirana Boutique Office, Jl. Kirana Avenue III Blok F 3 No. 5, Kelapa Gading, North Jakarta ("**BAE**").
 - b. **for shares that are in collective custody:**

Shareholders of the Company or their representatives whose names are registered legally at the account holder or custodian bank at PT Kustodian Sentral Efek Indonesia ("**KSEI**") on May 20th, 2024 at the latest until 04:00 p.m Western Indonesian Time or at any other time limit determined by KSEI. For holders of KSEI account in the collective custody are required to provide a List of Shareholders which they manage to KSEI to obtain a Written Confirmation for the Meeting ("**KTUR**").
4. a. Shareholders of the Company or their representatives who will attend the Meetings are kindly requested to bring and submit a copy of the Collective Share Certificate and photocopy of Identity Card (KTP) or other valid identity cards to the registration officer before entering the Meetings' room. Shareholders of the Company in the form of a legal entity are required to bring and submit 1 (one) set copy of the deed of establishment, the latest deed of amendment and the latest deed of appointment of the legal entity's Board of Directors and Board of Commissioners complete with the approval from the Ministry of Law and Human Rights of the Republic of Indonesia to the registration officer before entering the Meetings' room. Especially for the shareholders of the Company in the collective custody of KSEI are

asked to show the KTUR on their behalf to the registration officer before entering the Meetings' room.

- b. Shareholders of the Company who are unable to attend can be represented by their proxies by carrying a valid power of attorney as stipulated by the Company's Board of Directors ("**Power of Attorney**") and and by attaching a photocopy of Identity Card (KTP) or any other form of identity card which is still valid from the Company's Shareholders as an Authorizer and its attorney with the provision that the member of Company's Director, the Board of Commissioners and employee of the Company can act as the proxies of the Company's shareholder in this Meetings, but their vote is not counted. For the Company's shareholders whose address is registered overseas, the Power of Attorney letter must be legalized by a public notary or an authorized official and the local Indonesian Embassy.
 - c. The Power of Attorney Form can be obtained on the Company's website (<https://tunasbarulampung.com>) or at the BAE office during working hours on any working day.
 - d. All Power of Attorney must have been received by the Board of Directors of the Company through the Company's BAE at the latest 1 (one) working day before the Meetings' date, which is on Tuesday, June 11th, 2024 at the latest until 04:00 p.m Western Indonesian Time.
5. The Company provides an opportunity to every shareholder who decided not to attend or was unable to attend the Meetings to be able to represent his/her voice to the BAE as an independent representative of the Company, through the KSEI Electronic General Meeting System (eASY.KSEI) facility which can be accessed on the official KSEI website (<https://akses.ksei.co.id/>) along with the official guide provided on the official KSEI website, namely (<https://www.ksei.co.id/data/download-data-and-user-guide>) as a mechanism for electronic power of attorney (e-proxy) in the convening of a Meetings no later than 1 (one) working day before the Meetings' date, that is on Tuesday, June 11th, 2024, not later than at 04:00 p.m Western Indonesian Time.
6. Shareholders who wish to attend or authorize a representative to attend the Meetings electronically through the eASY.KSEI application must consider the following points:
- a. **Registration Process**
 - i. Local individual shareholders who **have not** provided their attendance declaration before the deadline mentioned on item 5 above and wish to attend the Meetings electronically, then the shareholders must register their attendance through the eASY.KSEI application during the date of the Meetings until the Meetings' electronic registration closed by the Company.
 - ii. Local individual shareholders who **have** provided their attendance declaration but **have not** submitted their vote on a minimum of 1 (one) of the Meetings' agendas through the eASY.KSEI application before the deadline mentioned on item 5 above and wish to attend the Meetings electronically, then the shareholders must register their attendance

through the eASY.KSEI application during the date of the Meetings until the Meetings' electronic registration closed by the Company.

- iii. Shareholders who **have** authorized the Company's Independent Representative or an Individual Representative but **have not** submitted their vote on a minimum of 1 (one) of the Meetings' agendas through the eASY.KSEI application before the deadline mentioned on item 4.d and item 5 above, then the representative must register their attendance through the eASY.KSEI application during the date of the Meetings until the Meetings' electronic registration closed by the Company.
- iv. Shareholders who **have** authorized an Intermediary Participant Representative (Custodian Bank or Securities Company) and have submitted their vote through the eASY.KSEI application before the deadline mentioned on item 5 above, then the representatives who have registered in the eASY.KSEI application are required to register their attendance through the eASY.KSEI application during the date of the Meetings until the Meetings' electronic registration closed by the Company.
- v. Shareholders who **have** submitted their attendance declaration or authorized an Independent Representative provided by the Company or Individual Representative, and have provided their votes for a minimum of 1 (one) of the Meetings' agendas or all agendas through the eASY.KSEI application before the deadline mentioned on item 5 above, then the Shareholders or their representatives do not need to electronically register their attendance through the eASY.KSEI application on the Meetings' date. Shares' ownership will be automatically calculated as an attendance quorum and submitted votes will be automatically counted during the Meetings' voting process.
- vi. Lateness or electronic registration failures, as mentioned in points i - iv for whatever reason will cause Shareholders or their representatives unable to attend the Meetings electronically, and prevent their shares from being counted as a quorum for the Meetings.

b. Electronic Statements and/or Opinions Submission Process

- i. Shareholders or their representatives are provided 3 (three) opportunities to present their questions and/or opinions in discussion in each Meetings' agendas. Questions and/or opinions on each of the Meetings' agendas can be submitted in writing by the Shareholders or their representatives through the chat feature in the 'Electronic Opinions' made available in the E-Meeting Hall screen of the eASY.KSEI application.
- ii. The mechanism of handling questions and/or opinions through the chat feature in the 'Electronic Opinions' in the E-Meeting Hall screen of the eASY.KSEI application is determined by the Company and will be included in the Company's Meeting Guidelines through the eASY.KSEI application.
- iii. For the shareholders' representatives of the Company who electronically attend the Meetings and wish to submit a question and/or opinion during a discussion for each Meetings' agendas are required to type in the name of the shareholder and the amount of shares they represent first before they write their respective questions and/or opinions.

c. Voting Process

- i. The voting process will be conducted electronically through the E-Meeting Hall menu, Live Broadcasting submenu of the eASY.KSEI application.
- ii. Shareholders or their representatives who have not submitted their votes on the particular Meetings agenda are given an opportunity to submit

their votes as the Company opens the voting period in the E-Meeting Hall screen of the eASY.KSEI application. After the electronic voting period for each Meetings' agendas is started, the system will automatically count down the voting time by a maximum of 5 (five) minutes.

- iii. The voting time in the electronic voting process is a standardized time set by the eASY.KSEI application. The Company can set their own policies on electronic voting time for each of their Meetings agendas (with a maximum of 5 (five) minutes per Meetings agenda) and include them in the Meetings' Guideline through the eASY.KSEI application.

d. **Live Broadcast of The Meetings**

- i. Shareholders or their representatives who have been registered in the eASY.KSEI no later than the deadline mentioned on item 4.d and item 5 above, can watch the Meetings live via Zoom in webinar format by accessing the eASY.KSEI menu, submenu **Tayangan RUPS** in the AKSes facility (<https://akses.ksei.co.id/>).
 - ii. **Tayangan RUPS** has a capacity of 500 participants, provided in a first come, first serve basis. Shareholders or their representatives who could not be accommodated in the Meetings' broadcast are still considered to have electronically attended the Meetings and their share ownerships and votes are still counted, as long as they have registered through the eASY.KSEI application.
 - iii. Shareholders or their representatives who only watch the Meetings through Tayangan RUPS but were not electronically registered as participants in the eASY.KSEI application will not be considered as a legal participant and are not counted as part of the Meetings' quorum.
 - iv. Shareholders or their representatives who watch the Meetings through Tayangan RUPS can use the raise hand feature to submit questions and/or opinions during the discussion sessions for each of the Meetings' agendas. Shareholders or their representatives can directly ask questions or voice their opinions if the Company has allowed and activated the allow to talk feature. Mechanisms for discussion on each of the Meeting agendas, including the use of the allow to talk feature in Tayangan RUPS are determined by the Company and included in the Meeting's Guideline through the eASY.KSEI application.
 - v. Shareholders or their representatives are encouraged to use the Mozilla Firefox browser in accessing the eASY.KSEI application and/or Tayangan RUPS.
7. The Company does not provide materials for the agenda of the Meetings in printed form, the Company will provide it on the Company's website (<https://tunasbarulampung.com>) and/or on the official website eASY KSEI from the date of the Invitation to the Meetings until the date the Meetings.
8. To facilitate the arrangement and order of the Meetings, shareholders or their proxies are kindly requested to be present at the Meetings' venue 30 (thirty) minutes before the Meetings begins.

Jakarta, May 21th, 2024
PT Tunas Baru Lampung Tbk.
The Board of Directors