



PT PRODIA WIDYAHUSADA TBK
("THE COMPANY")

ANNOUNCEMENT
THE SUMMARY OF MINUTES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT Prodia Widyahusada Tbk ("Company") hereby announce to the shareholders of the Company that **Annual General Meeting of Shareholders ("AGMS") and Extraordinary General Meeting of Shareholders ("EGMS")** of the Company was held on Thursday, 13 April 2023 in Prodia Tower, 5th Floor, Jl. Kramat Raya No.150, Jakarta 10430. The AGMS was opened at **09.22 WIB** (Western Indonesian Time) and was concluded at **10.11 WIB**; and the EGMS was opened at **10.21 WIB** and was concluded at **10.34 WIB**, with the summary of minutes as follows:

I. Agenda of AGMS

1. Approval and ratification of the Company's Annual Report for the financial year ended as of 31 December 2022, which includes: (i) the Company's Activity Report (ii) the Board of Commissioners' Supervisory Report (iii) the latest Company's Financial Statement for the financial year ended as of 31 December 2022; and to give full discharge and release of responsibility (*acquitt et de charge*) to the Board of Directors and the Board of Commissioners for their management and supervision during the stipulated financial year.
2. Determination of the utilization of the Company's net profit for the financial year ended as of 31 December 2022.
3. Report on the realization of the use of proceeds of public offering.
4. Appointment of a public accountant to audit the Company's financial statement for the financial year ended as of 31 December 2023, and to grant the power and authority to determine the honorarium of the public accountant as well as other requirements.
5. Determination of salary, honorarium and allowance of the Board of Commissioners and the Board of Directors of the Company.

II. Agenda of EGMS

- Approval of the amendment to the Company's Articles of Association, namely changes to Article 21 paragraph (6) of the Company's Articles of Association regarding the announcement of the Company's financial statements, and changes to Article 3 of the Company's Articles of Association regarding the Purpose and Objectives and Business Activities of the Company with adjustments to the Standard Classification of Indonesian Business Fields (KBLI), as well as restatement of the Company's Articles of Association regarding of these changes.

III. Attendance of the Members of the Board of Commissioners and Board of Directors of the Company

Board of Directors:

President Director	: Mrs Dewi Muliaty
Director	: Mrs Liana Kuswandi
Director	: Mrs Indriyanti Rafi Sukmawati
Director	: Mr Andri Hidayat
Director	: Mrs Ida Zuraida

Board of Commissioners:

President Commissioner	: Mr Andi Widjaja
Commissioner	: Mr Gunawan Prawiro Soeharto

Commissioner	: Mrs Endang Wahjuningtyas Hoyaranda
Independent Commissioner	: Mr Joseph Fellipus Peter Luhukay
Independent Commissioner	: Mrs Keri Lestari Dandan (Keri Lestari)

IV. Attendance Quorum of the Shareholders

The Company's AGMS was attended by the shareholders or their representatives which represented **778,780,045** shares or **83.06%** of the 937.500.000 shares issued by the Company.

The Company's EGMS was attended by the shareholders or their representatives which represented **807,031,546** shares or **86.08%** of the 937.500.000 shares issued by the Company.

V. Opportunities for Question & Answer and/or to Give Opinion

The AGMS and EGMS had given opportunities to shareholders and their representatives to ask questions and/or give opinions to each Agenda of the AGMS and EGMS with the mechanism of hand raising and submitting the question forms. However, there were no shareholder, or its representative asked a question and/or give any opinion.

VI. Mechanism of Resolutions Adoption

- Resolutions of the AGMS and EGMS were adopted based on deliberations for Consensus.
- In the event that a resolution based on deliberation for consensus was not achieved, resolutions were adopted through voting mechanism based on concurring votes of more than 1/2 (one half) of attending shareholders having shares with voting rights for AGMS agenda.
- In the event that a resolution based on deliberation for consensus was not achieved, resolutions were adopted through voting mechanism based on concurring votes of more than 2/3 (two third) of attending shareholders having shares with voting rights for EGMS agenda.

VII. Voting Result

Voting results for the adoption of resolutions pursuant to the agenda of the AGMS are as follows:

Agenda	Total Votes			
	Abstain	Disagree	Concur/Agree	Total Concur/Agree
1	5,249,918 (0.67%)	100 (0.00%)	773,530,027 (99.33%)	778,779,945 (99.99%)
2	5,155,800 (0.66%)	100 (0.00%)	773,624,145 (99.34%)	778,779,945 (99.99%)
3	5,155,800 (0.66%)	100 (0.00%)	773,624,145 (99.34%)	778,779,945 (99.99%)
4	5,155,800 (0.67%)	14,384,700 (0.02%)	759,239,545 (99.33%)	764,395,345 (98.15%)
5	5,155,800 (0.66%)	200 (0.00%)	773,624,045 (99.34%)	778,779,845 (99.99%)

Notes: Pursuant to Article 12 paragraph 9 of the Articles of Association of the Company, the number of Abstain Votes (Blank Votes) shall be considered as casting the same vote as the majority vote of shareholders who cast their vote.

Voting results for the adoption of resolutions pursuant to the agenda of the EGMS are as follows:

Agenda	Total Votes			
	Abstain	Disagree	Concur/Agree	Total Concur/Agree
1	6,112,000 (0.79%)	32,549,745 (4.20%)	768,369,801 (99.21%)	774,481,801 (95.96%)

Notes: Pursuant to Article 12 paragraph 9 of the Articles of Association of the Company, the number of Abstain Votes (Blank Votes) shall be considered as casting the same vote as the majority vote of shareholders who cast their vote.

VIII. AGMS & EGMS Resolutions

AGMS Resolution

1. To approve and ratify the Annual Report of the Company for the year ending on December 31, 2022, including the Operational Report of the Company, the Supervisory Report of the Board of Commissioners and the Consolidated Financial Statements of the Company for the year ending on December 31, 2020, including to give full release and discharge of responsibilities (*acquitt et de charge*) to the members of the Board of Directors and the Board of Commissioners of the Company for their management duties and supervisory duties carried out, as long as these actions are reflected in the Annual Report and laws and regulations.
2. a. To approve the Company's net profit for the financial year ended on 31 December 2022, as follows:
 - 1) Distribute cash dividends amounting to Rp 222,988,054,499.46400 (Two Hundred and Twenty Two Billion Nine Hundred and Eighty Eight Million Fifty Four Thousand Four Hundred and Ninety Nine point Four Six Four Zero Zero Rupiah) or 60% of the Company's net profit for the financial year ended on 31 December 2022 to all shareholders, equal to 937.500.000 shares, that therefore, each share shall receive cash dividends amounting to Rp 237.85392 (Two Hundred and Thirty Seven point Eight Five Three Nine Two Rupiah), subject to the prevailing regulations on taxation;
 - 2) Distribute tantiem for the financial year ended of 2022 to the members of the Board of Directors and the Board of Commissioners and grant Power of Attorney to PT Prodia Utama as the Main Shareholder to determine the amount of tantiem;
 - 3) Book the remaining net profit of the financial year ended on 31 December 2022 as retained earnings.
- b. Grant power and authority to the Board of Directors to take any and all actions necessary in relation to the abovementioned resolutions, pursuant to the prevailing laws and regulations.
3. To approve the Report on the utilization of initial public offering proceeds.
4. By taking into account that the Company is on the process of evaluating and reviewing the criteria regarding the appointment of public accountant, therefore hereby grant an authority and power to the Board of Commissioners to appoint a Public Accountant with the requirements as follows: (1) registered at the Financial Services Authority (Otoritas Jasa Keuangan) (2) from one of the top 10 Public Accountant firms in Indonesia, which shall audit the Company's financial report for the financial year ended on 31 December 2023, and to determine the terms on the appointment and dismissal of such Public Accountant, as well as appointment of substitute Public Accountant Office and/or Public Accountant in the event of a substitution to such Public Accountant and to determine the honorarium of such Public Accountant Office and/or Public Accountant and other requirements.
5. Determine the honorarium and/or other allowances for the members of the Board of Commissioners and the Board of Directors of the Company for the financial year ended on 31 December 2023, in the maximum amount of Rp 16,282,500,000,00 (Sixteen Billion Two Hundred and Eighty Two Million Five Hundred Thousand Rupiah) and to give authority to the Board of Commissioners to determine the allotment, by taking into account the recommendations from the Nomination and Remuneration Committee.

EGMS Resolutions

1. a. Approve changes and restatement of the Company's Articles of Association in order to comply with the Financial Services Authority Regulations as submitted at the EGMS.
- b. To grant authority and power to the Board of Directors of the Company, with the right of substitution, to take any and every action necessary in connection with the decision, including but not limited to declaring/pouring the decision in the deeds drawn up before a Notary, to amend, adjust and/or rearrange all provisions of the Company's Articles of Association according to the decision (including confirming the composition of the shareholders in the deed if necessary), as required by and in accordance with the applicable laws and regulations, which is then to submit an application for approval and/or submit notification of the resolutions of the EGMS and/or amendments to the

Company's Articles of Association in the resolutions of EGMS to the competent authority, as well as take all and any necessary actions in connection with the decision, in accordance with the applicable laws and regulations.

SCHEDULE AND PAYMENT MECHANISM OF CASH DIVIDENDS

The Company has announced the schedule and distribution mechanism of cash dividends for the financial year of 2022, as follows:

A. Schedule of Cash Dividend Distribution

NO	EXPLANATION	DATE
1	End of Trading Period for Shares with Dividend Rights (Cum Dividend) <ul style="list-style-type: none">● Regular and Negotiation Market● Cash Market	28 April 2023 3 May 2023
2	Start of Trading Period for Shares without Dividend Rights (Ex Dividend) <ul style="list-style-type: none">● Regular and Negotiation Market● Cash Market	2 May 2023 4 May 2023
3	Registration Date for Shareholders with Dividend Rights (Recording Date)	3 May 2023
4	Cash Dividend Payment Date for the Financial Year of 2022	29 May 2023

B. Payment Mechanism of Cash Dividends

1. Cash Dividends shall be distributed to shareholders whose names are registered in the Company's Register of Shareholders (Daftar Pemegang Saham/"DPS") or registered on the recording date of **3 May 2023** and/or the company's shareholders registered at the Indonesian Central Securities Depository (PT Kustodian Sentral Efek Indonesia/"KSEI")'s securities sub-account at the closing of trade session on **3 May 2023**.
2. For shareholders whose shares are placed in KSEI's collective custody, cash dividend payments will be made through KSEI and will be distributed on **29 May 2023** to the Customer Fund Account (RDN) at the Securities company and/or Custodian Bank where the shareholders open an account. Meanwhile, for shareholders whose shares are not kept in KSEI's collective custody, cash dividend payments will be directly transferred to the account of the relevant shareholder.
3. The cash dividend will be taxed in accordance with the applicable tax laws and regulations.
4. Based on the applicable tax laws and regulations, the cash dividend will be exempted from the tax object if it is received by domestic corporate taxpayer shareholders ("WP Badan DN") and the Company does not withhold income tax on cash dividends paid to *WP Badan DN*. Cash dividends received by domestic individual taxpayer shareholders ("WPOP DN") will be excluded from the tax object as long as the dividends are invested in the territory of the Republic of Indonesia. For *WPOP DN* who do not comply with the investment conditions as mentioned above, the dividends received by the person concerned will be subject to income tax ("PPh") in accordance with applicable laws and regulations, and the *PPh* must be paid by the *WPOP DN* in accordance with the provisions of Government Regulation Number 9 of 2021 concerning Tax Treatment to Support Ease of Doing Business.
5. The Company's shareholders can obtain confirmation of dividend payments through a securities company and or custodian bank where the Company's shareholders open a securities account, then the Company's shareholders are required to be responsible for reporting the receipt of dividends referred to in tax reporting in the relevant tax year in accordance with laws and regulations applicable taxation.
6. For Shareholders who are Foreign Taxpayers whose tax deduction will use the rate based on the Avoidance of Double Taxation Agreement ("P3B") must comply with the requirements of the Director General of Taxes Regulation No. PER-25/PJ/2018

concerning Procedures for Implementing Double Taxation Avoidance Agreements and submitting DGT/SKD proof of receipt or receipt documents that have been uploaded to the Directorate General of Taxes website to KSEI or BAE by the deadline according to KSEI rules and regulations, without any documents referred to, cash dividends paid will be subject to Income Tax article 26 of 20%.

Jakarta, 14 April 2023
Board of Directors of the Company