

**BAHAN MATA ACARA
RAPAT UMUM PEMEGANG SAHAM TAHUNAN (“Rapat”)**

Mata Acara Rapat:

1. Persetujuan Laporan Tahunan termasuk Laporan Tahunan Direksi, Laporan Tugas Pengawasan Dewan Komisaris, dan pengesahan Laporan Keuangan Tahun Buku 2019.

Penjelasan:

Mata acara ini untuk memenuhi ketentuan dalam Pasal 11 ayat 7 huruf a dan Pasal 21 ayat 3 Anggaran Dasar Perseroan, serta Pasal 69 dan 78 Undang-undang No.40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”). Direksi telah menyusun Laporan Tahunan Perseroan untuk Tahun Buku 2019 yang di dalamnya memuat, antara lain, Laporan Tugas Pengawasan yang telah dilaksanakan oleh Dewan Komisaris selama Tahun Buku 2019 serta Laporan Keuangan untuk Tahun Buku yang berakhir pada 31 Desember 2019. Berdasarkan Pasal 69 ayat 1 UUPT, persetujuan Laporan Tahunan, termasuk pengesahan Laporan Keuangan serta Laporan Tugas Pengawasan Dewan Komisaris dilakukan oleh Rapat Umum Pemegang Saham. Buku Laporan Tahunan 2019 tersedia sejak tanggal Pemanggilan Rapat sampai dengan tanggal Rapat di Kantor Pusat dan situs web Perseroan.

2. Penetapan penggunaan laba tahun berjalan yang dapat diatribusikan kepada pemilik entitas induk Perseroan tahun buku 2019.

Penjelasan:

Mata acara ini untuk memenuhi ketentuan dalam Pasal 11 ayat 7 huruf b, dan Pasal 21 ayat 3 Anggaran Dasar Perseroan serta Pasal 70 dan 71 UUPT, penggunaan laba tahun berjalan yang dapat diatribusikan kepada pemilik entitas induk Perseroan tahun buku 2019 diusulkan untuk diputuskan oleh Rapat Umum Pemegang Saham.

3. Pemberian kuasa dan wewenang kepada Dewan Komisaris Perseroan untuk menunjuk Kantor Akuntan Publik untuk Tahun Buku 2020.

Penjelasan:

Mata acara ini untuk memenuhi ketentuan dalam Pasal 11 ayat 7 huruf c, dan Pasal 21 ayat 6 Anggaran Dasar Perseroan, Pasal 68 UUPT, dan Pasal 59 POJK No. 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, Perseroan akan mengusulkan kepada Rapat untuk menunjuk Akuntan Publik/Kantor Akuntan Publik untuk mengaudit Laporan Keuangan Perseroan untuk Tahun Buku 2020.

4. Penetapan gaji/honorarium dan tunjangan bagi anggota Dewan Komisaris Perseroan dan pemberian wewenang kepada Dewan Komisaris untuk menetapkan gaji, tunjangan, tugas dan wewenang Direksi Perseroan.

Penjelasan:

Mata acara ini untuk memenuhi ketentuan dalam Pasal 15 ayat 17, Pasal 18 ayat 16 Anggaran Dasar Perseroan, dan Pasal 96 dan Pasal 113 UUPT, Perseroan akan mengusulkan kepada Rapat untuk menetapkan gaji/honorarium dan tunjangan bagi anggota Dewan Komisaris Perseroan, dan memberikan wewenang kepada Dewan Komisaris Perseroan untuk menetapkan besarnya gaji, tunjangan, tugas dan wewenang Direksi.

5. Perubahan Susunan Pengurus Perseroan.

Penjelasan:

Mata acara ini diselenggarakan sehubungan dengan pengangkatan Bapak Joy Wahjudi sebagai Wakil Direktur Utama Perseroan.

Profil Joy Wahjudi



Ringkasan Pengalaman

- Saat ini menjabat di Erajaya Group sebagai Komisaris Independen. Anggota Komite Audit serta memberikan masukan/saran kepada Erajaya Group dalam beberapa bidang yaitu: Transformasi 4.0 ritel, ekspansi bisnis Non-Core (E-Cigarette, Fintech, dan Layanan Medis), dan memberikan masukan/saran terkait dengan regulasi di dalam Perusahaan.
- Dewan Penasihat untuk perusahaan Fintech bernama KLIKACC (BCA Group Investment).
- Sebagai Direktur Utama & Chief Executive Officer di Indosat Ooredoo.
- Sebagai Direktur dan Chief Sales & Distribution Officer di Indosat Ooredoo - Menjadikan perusahaan sebagai Operator Seluler Indonesia no. 2 di Indonesia dalam 2 tahun. Dua tahun berturut-turut pertumbuhan dua digit dengan mendefinisikan dan melaksanakan strategi komersial dan strategi go to market. Tanggung jawab utama dalam bidang Penjualan & Distribusi.
- Sebagai Chief of Commerce Officer dan anggota Direksi di XL Axiata - Saya meninggalkan perusahaan sebagai Operator Seluler Indonesia no. 2 di Indonesia. Tanggung jawab utama dalam bidang Pemasaran, Penjualan dan Distribusi. XL Axiata telah menikmati pertumbuhan yang luar biasa dan memperoleh revenue share dari pasar ponsel Indonesia dalam beberapa tahun terakhir. Saya memperkirakan pertumbuhan perusahaan akan menggandakan revenue share dan pertumbuhan pendapatan sebanyak 4 kali selama 6 tahun.



- Memulai karir di XL Axiata sejak 1997, dan memegang berbagai posisi dimulai dari Keuangan, IT, Pengembangan Bisnis, dan Penjualan & Pemasaran.
- Pelopor Utama dalam Industri Telekomunikasi Indonesia secara khusus sangat penting dalam mendefinisikan struktur pasar dalam Distribusi dan Penjualan selama 12 tahun terakhir.

Pengalaman Profesional:

ERAJAYA GROUP

- Mei 2019 – Sekarang Komisaris Independen

INDOSAT OOREDOO

- 2017 – 2018 Direktur Utama & Chief Executive Officer
- 2014 – 2017 Direktur dan Chief Sales & Distribution Officer

XL AXIATA

- 2006 – 2014 Direktur dan Chief Commerce Officer
- 2005 – 2006 VP Region Jabodetabek
- 2003 – 2005 GM Sales Business Solution
- 2000 – 2003 GM Corporate Strategy
- 1997 – 2000 GM Finance Controller

MOBISEL

- 1995 – 1997 GM Finance Controller & Treasury
- 1993 – 1995 Manager Financial Model & Costing

Pendidikan Formal:

- 1991-1992: California State East Bay, Master of Business Administration in International Business
- 1988-1991: California State East Bay, Bachelor of Science in Finance
- 1986-1988: United World of College, Singapore

PT. Erajaya Swasembada Tbk.

Head Office :

Jl. Gedong Panjang No. 29 - 31, Pekojan - Tambora, Jakarta Barat - 11240 - Indonesia
Ph. +62 690 5050 (hunting), Fax. +62 21 6983 1225, www.erajaya.com

Operational :

Erajaya Plaza, Jl. Bandengan Selatan No 19-20, Pekojan - Tambora
Jakarta Barat 11240 - Indonesia. Ph. +62 21 690 5788 (hunting), Fax. +62 21 690 5789

MATERIAL OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (the “Meeting”)

Meeting Agenda:

1. Approval of the Annual Report including the Annual Report of the Board of Directors, Supervisory Report of the Board of Commissioners, and ratification of the 2019 Financial Statements.

Explanation:

This agenda is to comply with the provisions of Article 11 paragraph 7 point a, and Article 21 paragraph 3 of the Company's Articles of Association (“the AoA”), and Articles 69 and 78 of Law No. 40 of 2007 concerning Limited Liability Company (“the Company Law”), the Board of Directors has prepared Annual Report for the 2019 Financial Year, which contains, among others, the Supervisory Report of the Board of Commissioners for the 2019 Financial Year as well as the Financial Statements for the Financial Year ended on December 31, 2019. Pursuant to Article 69 paragraph 1 of the Company Law, approval of the Annual Report, including ratification of the Financial Statements and the Supervisory Report of the Board of Commissioners is conducted by the General Meeting of Shareholders. The 2019 Annual Report is available from the Meeting Invitation to the date of the Meeting at the Company's Head Office and website.

2. Determination of the use of the Company's income for the year attributable to owners of the parent company of the 2019 financial year.

Explanation:

This agenda is to comply with the provisions in Article 11 paragraph 7 point b, and Article 21 paragraph 3 of the AoA, and Articles 70 and 71 of the Company Law, the use of the Company's income for the year attributable to owners of the parent company of the 2019 Financial Year is proposed to be decided by the General Meeting of Shareholders.

3. Granting authority to the Board of Commissioners of the Company to appoint Public Accountant of the Company for the financial year 2020.

Explanation:

This agenda is to comply with the provisions in Article 11 paragraph 7 point c, and Article 21 paragraph 6 of the AoA, Article 68 of the Company Law, and Articles 59 of OJK Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of General Meeting of Shareholders of Public Company, the Company will propose to the Meeting to appoint a Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements for the 2020 Financial Year.

4. Determination of salaries and allowances of the members of the Board of Commissioners of the Company, and grating authorities to the Board of Commissioners to determine salaries, allowances, duties and authorities of the Board of Directors.

Explanation:

This agenda is to comply with the provisions in Article 15 paragraph 17, and Article 18 paragraph 16 of the AoA, and Articles 96 and 113 of the Company Law, the Company will propose to the Meeting to approve the salaries and allowances for members of the Board of Commissioners of the Company, and to authorize the Board of Commissioners to determine the salaries, allowances, duties and authorities of the Board of Directors.

5. Change in the composition of the Company's Management.

Explanation:

This agenda is held due to the appointment of Mr. Joy Wahjudi as Vice President Director of the Company.

Profile of Joy Wahjudi



Summary of Experience:

- Currently served in Erajaya Group as independent commissioners. Members of the audit committee and advising the group in several areas namely: Retail 4.0 transformation, Non Core business expansion (E-Cigarette, Fintech and Medical Services), and regulatory advisory roles within the company.
- Board of Adviser to Fintech company called KLIKACC (BCA Group Investment).
- As President Director & Chief Executive Officer at Indosat Ooredoo.
- As Director and Chief Sales & Distribution Officer at Indosat Ooredoo – Made the company as the no. 2 Indonesian Mobile Carrier in Indonesia within 2 years. Two consecutive years of double-digit growth by defining and executing Commercial and Go to market strategies. Main Responsibility is in Sales & Distribution.
- As Chief of Commerce Officer and Board member at XL Axiata – I left the company as the no.2 Indonesian Mobile Carrier in Indonesia. Main Responsibility is in Marketing, Sales and Distribution. XL Axiata has enjoyed unparalleled growth and gained revenue share of the Indonesian mobile market in recent years. I foresee the company growth of doubling the revenue market shares and 4X revenue growth over 6 years.



- Started in XL Axiata since 1997, and hold various position started with Finance, IT, Business Development, and Sales & Marketing.
- Key Pioneer in Indonesian Telecoms Industry specifically key in defining the market structure in Distribution and Sales for the last 12 years.

Professional Experience:

ERAJAYA GROUP

- May2019 – Sekarang Independent Commissioners

INDOSAT OOREDOO

- 2017 – 2018 President Director & Chief Executive Officer
- 2014 – 2017 Director & Chief Sales & Distribution Officer

XL AXIATA

- 2006 – 2014 Director & Chief Commerce Officer
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