

**ANNOUNCEMENT SUMMARY OF MINUTES OF MEETING  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT SARANA MENARA NUSANTARA TBK**

The Board of Directors of PT Sarana Menara Nusantara Tbk (hereinafter referred to as the "**Company**"), hereby announces that the Company has convened the 2023 Annual General Meeting of Shareholders ("**Company's AGMS**") with the following details:

**A. Day/Date, Venue, Time, and Agendas**

- Day/Date : Friday, 5 May 2023.  
Tempat : Ramayana Terrace, Hotel Indonesia Kempinski Jakarta, Jl. M.H. Thamrin No. 1, Menteng, Jakarta Pusat, 10310.  
Waktu : 14.39 – 15.39 Western Indonesian Time.  
Mata Acara :
1. Approval and ratification of (i) the Annual Report of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), including the Company's activity report and the supervisory report of the Board of Commissioners for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), and (ii) the Consolidated Financial Statements of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), including the Balance Sheet and Profit/Loss Statements of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), along with the granting of full release and discharge of responsibilities (acquit et de charge) to the Board of Commissioners and the Board of Directors of the Company for their supervision and actions during the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two);
  2. Appropriation of the Company's profits for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two);
  3. Determination of the remuneration and allowance for members of the Board of Directors and remuneration or honorarium and allowance for Board of Commissioners of the Company for the financial year of 2023 (two thousand and twenty three) and tantieme for Board of Directors and Board of Commissioners of the Company for the financial year of 2022 (two thousand and twenty two);
  4. Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practicing through such Registered Public Accounting Firm) to audit the Company's Consolidated Financial Statements for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two);
  5. Grant of powers and authority to the Board of Directors to pay interim dividends for the financial year ended 31-12-2023 (thirty one December of two thousand and twenty three); and
  6. Acceptance of resignation of member of the Board of Directors of the Company and approval on the changes of the composition of the Board of Directors of the Company.

**B. Members of the Board of Directors and Board of Commissioners who attended the Annual GMS**

The Company's AGMS was attended by all members of the Board of Directors and Board of Commissioners of the Company, namely:

**Board of Directors:**

President Director	: Mr. Ferdinandus Aming Santoso
Vice President Director	: Mr. Adam Gifari
Vice President Director	: Mr. Stephen Duffus Weiss
Director	: Mr. Eko Santoso Hadiprodjo
Director	: Mr. Indra Gunawan
Director	: Mr. Eugene Keith Galbraith
Director	: Mrs. Anita Anwar

**Board of Commissioner**

President Commissioner	: Mr. Tonny Kusnadi
Commissioner	: Mr. Ario Wibisono
Commissioner	: Mr. Kenny Harjo
Independent Commissioner	: Mr. Kusmayanto Kadiman
Independent Commissioner	: Mr. John Aristianto Prasetyo

**Chairman of the Company's AGMS**

The Meeting was chaired by Mr. Tonny Kusnadi as President Commissioner of the Company as appointed by the Board of Commissioners.

**C. Attendance of the Shareholders**

The Company's AGMS was attended by the shareholders and proxies of the shareholders representing 37,835,915,404 shares or 75.977% of 49,798,939,800 shares constituting all shares issued by the Company (after deducting the treasury shares owned by the Company).

**D. Opportunity to Raise Questions and/or Give Opinions**

The shareholders and proxies of the shareholders have been given a chance to raise questions and/or give opinions for each of the Meeting agendas. In the first agenda, 2 shareholders had raised questions, meanwhile, in the second agenda up to the sixth agenda, there is no shareholder who raised questions.

**E. Mechanism of Adopting Resolutions**

Adopting resolutions of all agendas of the Company's AGMS was conducted by deliberation and consensus, in the event no consensus was reached, resolutions were adopted by voting.

**F. Voting Outcomes/Decisions**

The results of the poll conducted at the Company's AGMS are as follows:

**1. First Agenda**

Negative votes	: 4,539,413 votes
Abstentions	: 161,524,698 votes
Affirmative votes	: 37,669,851,293 votes
Total affirmative votes	: 37,831,375,991 votes, or equal to 99.988%, or more than 1/2 of total valid votes casted in the Meeting

**2. Second Agenda**

Negative votes	: - vote
Abstentions	: 151,689,293 votes
Affirmative votes	: 37,684,226,111 votes
Total affirmative votes	: 37,835,915,404 votes, or equal to 100%, or more than 1/2 of total valid votes casted in the Meeting

**3. Third Agenda**

Negative votes	:	671,224,719 votes
Abstentions	:	154,746,286 votes
Affirmative votes	:	37,009,944,399 votes
Total affirmative votes	:	37,164,690,685 votes, or equal to 98.225%, or more than 1/2 of total valid votes casted in the Meeting

**4. Fourth Agenda**

Negative votes	:	667,133,844 votes
Abstentions	:	150,672,398 votes
Affirmative votes	:	37,018,109,162 votes
Total affirmative votes	:	37,168,781,560 votes, or equal to 98.236%, or more than 1/2 of total valid votes casted in the Meeting

**5. Fifth Agenda**

Negative votes	:	- votes
Abstentions	:	150.672.298 votes
Affirmative votes	:	37.685.243.106 votes
Total affirmative votes	:	37.835.915.404 votes, or equal to 100%, or more than 1/2 of total valid votes casted in the Meeting

**6. Sixth Agenda**

Negative votes	:	46.700 votes
Abstentions	:	151.093.986 votes
Affirmative votes	:	37.684.774.718 votes
Total affirmative votes	:	37.835.868.704 votes, or equal to 99.999%, or more than 1/2 of total valid votes casted in the Meeting

**G. Resolutions of the Company's AGMS**

**First Agenda:**

Approved and ratified (i) the Annual Report of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), including the Company's activity report and the supervisory report of the Board of Commissioners for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), and (ii) the Consolidated Financial Statements of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), including the Balance Sheet and Profit/Loss Statements of the Company for the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), along with the granting of full release and discharge of responsibilities (acquitt et de charge) to the Board of Commissioners and the Board of Directors of the Company for their supervision and actions during the financial year ended 31-12-2022 (thirty one December of two thousand and twenty two), to the extent their actions, including those relating to business activities which are derivatives of the Company's main business activities, are reflected in the Company's Annual Report and Financial Statements for the 2022 (two thousand twenty-two) financial year.

**Second Agenda:**

1. Approved the appropriation of the Company's profits for the financial year 2022 as follows:
  - a. An amount of approximately IDR1,200,000,000,000 (one trillion and two hundred billion Rupiah) of the Company's net income for the financial year 2022, will be distributed as cash dividends for the shareholders of the Company. Previously, on 22 December 2022, the Company distributed cash interim dividends in the amount of IDR6 (six Rupiah) per share or approximately IDR Rp298,793,638,800 (two hundred ninety eight billion seven hundred ninety



three million six hundred thirty eight thousand and eight hundred Rupiah) to the shareholders. Accordingly, the remaining cash dividends which will be distributed by the Company will amount to approximately IDR901,360,810,380 (nine hundred and one billion three hundred and sixty million eight hundred ten thousand three hundred and eighty Rupiah), thus each share shall receive cash dividends of approximately IDR18.1 (eighteen point one Rupiah), subject to the applicable laws and regulations, especially the applicable tax regulations;

For the dividend payment, the following terms and conditions apply:

- 1) the remaining dividends for the financial year 2022 will be paid for each share issued by the Company as recorded in the Register of Shareholders of the Company on the recording date which will be determined by the Board of Directors
- 2) the payment of the remaining dividends for the financial year of 2022, based on the Law of the Republic of Indonesia Number 11 of 2020 concerning Job Creation and the decree letter of the Directorate General of Taxes Number: S- 13/PJ/PJ.03/2020 dated December 30, 2020, dividends which originate from within the country received or obtained by the Taxpayer:
  - a) domestic individuals as long as the dividend is invested in the territory of the Republic of Indonesia within a certain period of time; and/or
  - b) domestic entities; will be excluded from the object of income tax and income tax will not be deducted by the issuer.

For Domestic Individual Taxpayers who do not meet the investment provisions as referred to in Article 4 paragraph (3) letter f number 1 point a) of the Income Tax Law, the income tax of dividends originating from within the country which are received or obtained by domestic individual Taxpayers will be payable and the payable income tax must be paid by the relevant domestic individual Taxpayer;

- 3) The Board of Directors is given the power and authority to determine matters relating to the payment of the remaining dividends for the 2022 financial year, including (but not limited to):
    - a) determine the recording date as mentioned in number 1) to determine the shareholders who are eligible to receive remaining dividend for financial year of 2022;
    - b) determine the payment date for remaining dividend for financial year of 2022, and other technical matters without prejudice to the regulations of the Stock Exchange where the Company's shares are listed;
  - b. an amount of IDR100,000,000.00 (one hundred million Rupiah), will be allocated and recorded as a reserve fund; and
  - c. the remainder of the net income will be recorded as retained earnings, which will be used to increase working capital of the Company;
2. Granted the authority and power to the Board of Directors of the Company, as of the date of the approval of these resolutions by the Company's AGMS.

### **Third Agenda:**

Approved the granting of authority to the controlling shareholder of the Company, namely PT Sapt Adhikari Investama to determine salaries and allowances for members of the Board of Directors and salaries or honorariums and allowances for members of the Board of Commissioners of the Company for the financial year of 2023 (two thousand and twenty three) and *tantieme* for members of the Board of Directors and Board of Commissioners for the financial year of 2022 (two thousand and twenty two), taking into account the proposals of the Board of Commissioners and the Remuneration and Nomination Committee of the Company.

**Fourth Agenda:**

1. Approved the granting of power and authority to appoint (including to determine the amount of honorarium and other requirements) the Registered Public Accounting Firm (including the Registered Public Accountants who are part of such Registered Public Accounting Firm) to audit Company's Consolidated Financial Statement for the financial year ended 31-12-2023 (thirty one December of two thousand and twenty three) to the Company's Board of Commissioners with the following criteria and limitation:
  - a. having international reputation (including the Registered Public Accountants who are part of such Registered Public Accounting Firm);
  - b. registered in the Financial Services Authority; and
  - c. other terms and conditions which are deemed appropriate by the Company's Board of Commissioners with due observance of the recommendation from the Audit Committee.
2. Granted such authority and power as of the date of the approval of these resolutions by the Company's AGMS.

**Fifth Agenda:**

1. Granted the power and authority to the Company's Board of Directors (subject to the approval of the Board of Commissioners), to the extent the financial condition of the Company allows and subject to the prevailing laws and regulations, to determine and pay out interim dividends for the financial year ended 31 December 2023, provided that, to ensure compliance with Article 72 of Law No. 40 of 2007 on Limited Liability Companies, including to determine the form, amount and method of payment of such interim dividends; and
2. Resolved that such power and authority will be effective as of the date on which the proposals on this agenda item are approved by the Meeting.

**Sixth Agenda:**

1. Approved the resignation of Mr. Eugene Keith Galbraith from his position as a Director, with gratitude for his services and performance in the Company.
2. Restated the composition of the Company's Board of Directors and Board of Commissioners as of the closing of this Company's AGMS until the closing of the 2024 Company's Annual General Meeting of Shareholders, shall be as follows:

**Board of Directors:**

President Director	: Mr. Ferdinandus Aming Santoso
Vice President Director	: Mr. Adam Gifari
Vice President Director	: Mr. Stephen Duffus Weiss
Director	: Mr. Eko Santoso Hadiprodjo
Director	: Mr. Indra Gunawan
Director	: Mrs. Anita Anwar

**Board of Commissioner**

President Commissioner	: Mr. Tonny Kusnadi
Commissioner	: Mr. Ario Wibisono
Commissioner	: Mr. Kenny Harjo
Independent Commissioner	: Mr. Kusmayanto Kadiman
Independent Commissioner	: Mr. John Aristianto Prasetyo



3. Granted the power and authority to the Board of Directors of the Company, with the right of substitution, to express/declare the decision regarding the composition of the members of the Board of Director and Board of Commissioners of the Company in a deed made before a Notary, and subsequently notify the competent authorities, and take all and any necessary actions in connection with the decision in accordance with the applicable laws and regulations

#### **H. Implementation of the Cash Dividend Payment to the Entitled Shareholders**

**(Attachment 1)**

**Jakarta, 8 May 2023**  
**PT SARANA MENARA NUSANTARA Tbk**  
**Board of Directors**

**(Attachment 1)**  
**Implementation of the Cash Dividend Payment to the Entitled Shareholders**



**PT SARANA MENARA NUSANTARA TBK  
SCHEDULE AND PROCEDURE ANNOUNCEMENT  
FOR DISTRIBUTION OF CASH DIVIDENDS FOR FINANCIAL YEAR 2022**

In accordance with the Resolution of the 2023 Annual General Meeting of Shareholders of PT Sarana Menara Nusantara Tbk (the “**Company**”) dated 5 May 2023, it is hereby notified to all of the Shareholders of the Company that the Company is going to pay out cash dividends of Rp24.01 per share for the financial year 2022, provided that such cash dividends shall be set off against the cash dividends for the financial year 2022 paid at Rp6,- per share by the Company to the Shareholders on 6 December 2022, accordingly the remaining cash dividends for the financial year 2022 will be paid by the Company is Rp18.1 per share.

**A. SCHEDULE**

No.	Activities	Date
1.	Announcement on the Indonesia Stock Exchange and the Company's website	8 May 2023
2.	End of Trading Period for Shares with Dividend Rights ( <i>Cum Dividend</i> ) for Regular Market and Negotiated Market	15 May 2023
3.	Start of Trading Period for Shares without Dividend Rights ( <i>Ex Dividend</i> ) for Regular Market and Negotiated Market	16 May 2023
4.	End of Trading Period for Shares with Dividend Rights ( <i>Cum Dividend</i> ) for Cash Market	17 May 2023
5.	Start of Trading Period for Shares without Dividend Rights ( <i>Ex Dividend</i> ) for Cash Market	19 May 2023
6.	Recording Date to determine the shareholders' eligibility for Dividends	17 May 2023
7.	Date of Payment of Cash Dividends for the Financial Year 2022	31 May 2023

**B. PROCEDURE FOR DISTRIBUTION OF CASH DIVIDENDS**

- Cash dividends will be distributed to the shareholders recorded in the Company's Register of Shareholders as of **17 May 2023 at 16.15 West Indonesia Time (recording date)**.
- For shareholders whose shares are placed in the collective custody of PT Kustodian Sentral Efek Indonesia (“**KSEI**”), the cash dividends will be distributed by KSEI on 31 May 2023 through the Securities Company or the Custodian Bank with which the shareholders have opened their securities account. A confirmation of the proceeds from the cash dividend payment will be provided by KSEI to the Securities Company or the Custodian Bank with which the shareholders have opened their securities account. Furthermore, the shareholders will also obtain information on the distribution of the cash dividends from the Securities Company or the Custodian Bank with which the shareholder have opened their securities account.

However, for shareholders whose shares are not placed in the collective custody of KSEI (holder of shares with physical certificates), the cash dividends will be directly transferred to the bank account of the relevant shareholders.



3. The cash dividends payable to the shareholders will be subject to income tax withholding in accordance with the prevailing tax law.
4. If the shareholder is a legal entity with a Resident Taxpayer status and has not provided its Taxpayer Identification Number (*Nomor Pokok Wajib Pajak*, NPWP) to the Securities Company or the Custodian Bank with which the shareholder has opened a securities account, it is obliged to provide its NPWP to the relevant Securities Company or the Custodian Bank.
5. If the shareholder is a Non-Resident Taxpayer from a country with which the Republic of Indonesia has entered into a Double Taxation Agreement (DTA) or Tax Treaty and is subject to tax withholding at a rate as specified under the DTA, such shareholder is required to comply with the requirements as stipulated by Regulation of the Directorate General of Taxes number PER – 25/PJ/2018 dated 21 November 2018 regarding the Guidelines on DTA Implementation, i.e. to file with KSEI Form DGT, duly completed according to the applicable rules and regulations (including validation of Form DGT by the competent Officer of the Tax Office in the country of the counterparty to the DTA in the form of signature or any other validation marks of similar nature as generally applicable or required in the country of the counterparty to the DTA), no later than 17 May 2023, 16:15 West Indonesia Time, or as otherwise stipulated by KSEI. If the shareholder fails to provide such document within such time frame or as otherwise stipulated by KSEI, then the cash dividends payable to such Non-Resident Taxpayer will be subject to withholding for income tax under Article 26 of the Tax Law (*PPH Pasal 26*) at the maximum rate imposed by law, i.e. 20%.

Note:

- If Form DGT is not validated nor signed by the authorized Officer of the Tax Office in the country of the counterparty to the DTA or there is no validation of similar nature as generally applicable or required in the country of the counterparty to the DTA, then a Certificate of Residence (COR) or Certificate of Domicile (COD) may be submitted in place of the validation, provided that such COR or COD:
    - a. is written in English and contains information on the Non-Resident Taxpayer;
    - b. sets out the issuance date; and
    - c. specifies the applicable tax year.
6. For the shareholders whose shares are placed in the collective custody of KSEI, the withholding tax certificate in respect of the income tax on the cash dividends can be collected at the Securities Company or the Custodian Bank with which the shareholder has opened a securities account. For any holder of shares with physical certificates, the withholding tax certificate in respect of the income tax on the cash dividend can be collected at the Securities Administration Bureau of the Company, namely PT RAYA SAHAM REGISTRASI, Gedung Plaza Sentral, Fl. 2, Jl. Jendral Sudirman Kav. 47-48, Jakarta 12930, Telp. (021) 252 5666
  7. The Securities Company or the Custodian Bank that keeps the electronic records of the Company's shares that are placed in the collective custody of KSEI are kindly requested to provide the shareholders' data and any documents showing their tax status to KSEI within a period of 1 (one) day after the record date or as otherwise stipulated by KSEI.
  8. In the event of any tax issues in the future or any claim in relation to the cash dividends that have been paid out to and received by the shareholder whose shares are placed in the collective custody of KSEI, such shareholder is required to settle such issues or claim with the Securities Company or the Custodian Bank with which the shareholder has opened a securities account.

This announcement serves as an official notification from the Company. The Company does not issue any other specific notice to the shareholders.

**Jakarta, 8 May 2023**  
**PT SARANA MENARA NUSANTARA Tbk**  
**BOARD OF DIRECTORS**