

NOTICE
ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT SARANA MENARA NUSANTARA TBK

The Board of Directors of PT Sarana Menara Nusantara Tbk (the “**Company**”) hereby invites the Shareholders of the Company to attend the Company’s Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (the “**Company’s GMS**”), which will be held on:

Day/Date : Tuesday, 5 May 2020
Venue : Menara BCA, 53rd Floor
Jalan M.H. Thamrin No. 1, Menteng, Jakarta Pusat, 10310
Time : 10.00 Western Indonesia Time – onwards

Agenda for the Annual General Meeting of Shareholders (AGMS):

- 1. Approval and ratification of (i) the Annual Report of the Company for the financial year ended December 31, 2019, including the Company’s yearly activity report and the supervisory report of the Board of Commissioners for the financial year ended December 31, 2019, and (ii) the Consolidated Financial Statements consisting of the Balance Sheet and Profit/Loss Statements of the Company for the financial year ended December 31, 2019, along with the request for approval of a full release and discharge of responsibilities of the Board of Commissioners and the Board of Directors for their supervision and actions during the financial year ended December 31, 2019 (*acquit et decharge*);**

Explanation:

The Company will propose that the Shareholders approve the Annual Report, consisting of the Financial Statements, which include the Company’s Balance Sheet and Profit and Loss Statement, the Board of Commissioners’ Report on its Supervisory Duties, and grant a release and discharge of liability (*acquit et decharge*) to all members of Board of Directors and Board of Commissioners of the Company.

- 2. Appropriation of the Company’s profits for the financial year ended December 31, 2019;**

Explanation:

The Company will propose the appropriation of the Company’s Net Profit, among others, for reserve fund, distribution of cash dividends, and the remaining unappropriated amount of the Net Profit to be recorded as retained earnings.

- 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 2020 and *tantieme* for Board of Directors and Board of Commissioners of the Company for the financial year of 2019;**

Explanation:

In the AGMS the Company will propose that the shareholders delegate the determination of compensation to the Company’s controlling shareholder, by taking into consideration the proposal from the Board of Commissioners and Remuneration and Nomination Committee of the Company, to determine remuneration or honorarium and allowance for the financial year of 2020 and *tantieme* for the financial year of 2019 for Board of Directors and Board of Commissioners of the Company.

- 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 books and accounts for the financial year ended December 31, 2020; and**

Explanation:

The Company will propose to grant powers to the Company's Board of Commissioners to appoint Registered Public Accounting Firm and Registered Public Accountant, with due observance of the recommendation from Audit Committee and the prevailing laws and regulations.

5. Grant of powers and authority to the Board of Directors to pay interim dividends for the financial year ended December 31, 2020.**Explanation:**

The distribution of interim dividends will be made only to the extent that the financial conditions of the Company permits and with due observance of the prevailing laws and regulations.

Agenda for the Extraordinary General Meeting of Shareholders (EGMS):

Approval on the Company's plan to conduct shares buy back as referred to under Financial Services Authority Regulation No. 30/POJK.04/2017 on Buy Back of Shares Issued by Public Companies.

Explanation:

The Company plans to conduct shares buy back and pursuant to Article 2 paragraph 3 of Financial Services Authority Regulation No. 30/POJK.04/2017 on Buy Back of Shares Issued by Public Companies, the Company must obtain approval of the general meeting of shareholders to conduct shares buyback. Therefore, the Company intends to convey this agenda in the general meeting of shareholders.

Whereas the Disclosure of Information regarding the Shares Buyback Plan of the Company was published by the Company in the Kontan newspaper on March 18, 2020 and the revision to the Disclosure of Information on April 2, 2020.

General Provisions:

1. This Notice of the Company's GMS constitutes an official invitation to the meeting in accordance with the provisions of Article 21 paragraph 4 of the Company's Articles of Association, hence the Company will not extend a separate invitation to the Company's Shareholders.
2. The Shareholders that are entitled to attend or be represented in the Company's GMS are those whose names are listed on the Register of Shareholders as on Thursday, April 9, 2020, at 16:15 Western Indonesia Time;
3. Holders of the shares in the collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI") intending to attend the Company's GMS must register through the Stock Exchange Member/the Custodian Bank holding the securities account at KSEI to obtain a Written Confirmation to Attend the Meeting ("KTUR");
4. The Company provides Meeting Agenda's Materials and Explanation, Rules of Meeting Conduct, Power of Attorney and other supporting documents which can be downloaded from the Company's website (www.ptsmn.co.id) from the date of this Invitation.

Specific Provisions on Preventive Action towards COVID-19 Outbreak:

As a preventive measure and/or in order to prevent the spread of COVID-19 Virus and by fully observing the implementation of large-scale social distancing stipulated by the government, including the Financial Services Authority's regulation on such, the Company hereby highly advise **the Shareholders not to physically attend the Meeting but to grant power of attorney** to the Independent Party appointed by the Company, who will represent the shareholders to vote and forward the questions to the Company's GMS, with the following procedure:

1. Shareholders download the **Power of Attorney** from Company's website (<https://www.ptsmn.co.id>).
2. a. Power of Attorney which has been filled out, need to be scanned and sent by email to the Company's Corporate Secretary division: corpsec@ptsmn.co.id.
b. The original Power of Attorney must be received by the Securities Administration Bureau, namely PT RAYA SAHAM REGISTRASI, Gedung Plaza Sentral Lantai 2, Jalan Jendral Sudirman Kaveling 47-48, Jakarta 12930, no later than 3 (three) days before the date of the Meeting, which is on Thursday, April 30, 2020.

3. Only Power of Attorney that is validated as a shareholder is entitled to attend the Meeting which will be counted to the quorum and the taken decision.
4. Any shareholder may convey questions regarding the agenda of the Company's GMS through the email mentioned in point 2a above. The discussion of the Meeting agenda including the questions and its answers will be recorded by the Notary and announced through the Summary of Minutes of Meeting on the Company's website and the Indonesia Stock Exchange.

For the individual shareholder or Shareholder's attorney, who will still attend the Company's GMS, **must follow and pass the security and health protocols applicable to the building where the Company's GMS takes place**, if they pass, then before entering the Company's GMS room, will be subject to the following procedure:

1. Any Shareholder or its eligible proxy who will attend the Company's GMS is kindly requested to submit to the registration officer, the original copy of the KTUR and a copy of his/her Resident ID card (KTP) or any other identification card before entering the Company's GMS room.
Any authorized representative of Company's Shareholder must provide not only the original copy of the KTUR and a copy of his/her Resident ID card (KTP) or other identification card but also a copy of the latest articles of association and the deed containing the latest composition of the board members of the company he/she represents.
2. In addition to point 1 above, for Shareholders and their eligible proxies who wish to attend the Meeting physically, are also requested to complete **the Health Declaration Form** – which will be provided by the registration officer before entering the Meeting room. For convenience, the Health Declaration Form may also be downloaded in the Company's website.
3. The Company will further announce if there is any change and/or additional information with regards to the procedure of the Company's GMS by referring to current conditions and development of COVID-19 prevention.
4. To facilitate the arrangement of the Company's GMS and to ensure that the Company's GMS will proceed in good order, the Shareholders or their proxies are kindly requested to be present at the Company's GMS venue by 09.30 Western Indonesia Time (WIB).
5. **Due to health measures and in order to help control and prevent the further spread of COVID-19, the Company will not provide any food/beverage, electronic/printed Annual Report and souvenirs to the Shareholders who attend the GMS.**

Jakarta, April 13, 2020
PT SARANA MENARA NUSANTARA Tbk
Board of Directors