



**AGENDA  
EXTRAORDINARY GENERAL MEETING SHAREHOLDERS  
THURSDAY, 06 APRIL 2023  
("MEETING")**

**EXPLANATION OF THE AGENDA  
PROPOSED RESOLUTION OF AGENDA OF THE  
DATA/MATERIAL SUPPORTING THE AGENDA OF THE MEETING**

**PT CATUR SENTOSA ADIPRANA TBK  
("Company")**

**AT CSA ACADEMY  
JL. DAAN MOGOT RAYA KM 14  
JAKARTA BARAT**



In accordance with the Invitation of the MEETING on March 15, 2023 which has been announced through in website of provider of electronic General Meeting of Shareholders (PT Kustodian Sentral Efek Indonesia - eASY.KSEI), website of the Indonesia Stock Exchange, and the Company's website, the Company hereby submits the agenda of the MEETING with the explanation and proposed resolution of agenda of the MEETING as follows:

## **AGENDA OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

### **AGENDA 1st:**

**Approval of changes to the Article of Association of the Company, namely :**

- a. Increase in the Company's Authorized Capital and changes to Article 4 of the Article of Association of the Company in connection with an increase in authorized capital.**
- b. Amendments to Article 3 of the Article of Association of the Company regarding the purpose and objectives and business activities of the Company to adjust to the Standard Classification of Indonesia Business Fields (KBLI) 2020.**
- c. Amendments to Article 17 paragraph 5 of the Article of Association of the Company regarding the announcement of the Company's Financial Statements.**

### **EXPLANATION:**

Approved changes to the Company's Articles of Association, namely:

- a. Increase the authorized capital of the Company, namely related to the planned Capital Increase by Providing Pre-emptive Rights II (PMHMETD II), which was originally Rp. 600,000,000,000, - to Rp. 800,000,000,000,-
- b. Amend Article 3 of the Company's Articles of Association regarding the Purpose and Objectives and Business Activities of the Company in order to adjust to the 2020 Indonesian Business Field Standard Classification (KBLI) in accordance with the Company's business which is more specific according to the 2020 KBLI category and this does not change the Company's main business activities, using KBLI code:

KBLI 2020	Category
46638	Wholesale trade of various kinds of building materials
46441	Wholesale of pharmaceutical drugs for humans
46442	Wholesale trade of traditional medicines for humans
46443	Wholesale of cosmetics for humans
46326	Wholesale of milk and milk products
46591	Wholesale trade of office machines and processing industry, spare parts and equipment
46691	Wholesale trade of laboratory equipment, pharmaceutical equipment and medical devices for humans
46610	Wholesale of solid, liquid and gaseous fuels and related products
46631	Wholesale trade of metal goods for construction materials
46632	Wholesale of glass
46633	Wholesale trade of tiles, bricks, tiles and the like made of clay, lime, cement or glass
46634	Wholesale trade of cement, lime, sand and stone
46635	Wholesale of construction materials of porcelain
46636	Wholesale of construction materials made of wood
46637	Wholesale of paints
46639	Wholesale of other construction materials
46651	Wholesale of chemicals and materials
46652	Wholesale trade of fertilizers and agrochemical products



46499	Wholesale trade of various other household goods and equipment which cannot be classified elsewhere
47523	Retail sale of tiles, bricks, tiles and the like made of clay, lime, cement or glass
47527	Retail trade of paints, varnishes and lacquers
47528	Retail trade of various kinds of building materials
52101	Warehousing and storage

- c. Amend Article 17 paragraph 5 related to announcement media provisions in accordance with Financial Services Authority Regulation No. 14/POJK.04/2022 concerning Submission of Periodic Financial Reports of Issuers or Public Companies, namely:

Originally : The Company is required to announce the balance sheet and profit and loss statement in 1 (one) Indonesian language newspaper with national circulation after obtaining approval from the annual GMS, no later than 120 (one hundred and twenty) days after the end of the standard year.

Become : The Company is obliged to announce periodic financial reports as referred to in OJK regulations, taking into account laws and regulations, OJK regulations and applicable regulations in the Capital Market sector.

#### **PROPOSED RESOLUTION OF AGEND 1st:**

- a. Approve and amend the Company's Articles of Association, namely:
- Increase the Authorized Capital of the Company which was originally Rp. 600,000,000,000.- (six hundred billion rupiah) to Rp. 800,000,000,000,- (eight hundred billion rupiah) as well as changing and adjusting Article 4 paragraph 1 and paragraph 2 of the Company's Articles of Association;
  - Amend Article 3 of the Company's Articles of Association regarding the aims and objectives and business activities of the Company in order to adjust it to the 2020 Indonesian Business Field Standard Classification (KBLI) in accordance with the Company's business which is more specific according to the 2020 KBLI category and this does not change the Company's main business activities;
  - Amend Article 17 paragraph 5 of the Company's Articles of Association regarding the announcement of the Company's financial statements as explained in the Meeting;
- b. To grant authority and power to the Board of Directors of the Company or Corporate Secretary, with the right of substitution to take any and every necessary action in connection with the decision, including but not limited to declaring/pouring said decision in deeds drawn up before a Notary, to amend and/ or rearrange the provisions of the Company's Articles of Association namely Article 3, Article 4 paragraph 1 and paragraph 2, Article 17 paragraph 5, or Article 3, Article 4 and Article 17 of the Company's Articles of Association as a whole according to the decision, as required by and in accordance with the provisions applicable laws and regulations, then to apply for approval and/or submit notification of amendments to the Company's Articles of Association on the resolutions of this Meeting to the competent authorities, as well as carry out all and any necessary actions in accordance with the applicable laws and regulations.

#### **AGENDA 2nd:**

**Approval of the Company's plan to increase capital by granting Preemptive Rights II ("PMHMETD II") to shareholders which will be carried out by the Company, in accordance with applicable laws and regulations and regulation in force in the Capital Market, specifically the Regulations Financial Services Authority Number 32/POJK.04/2015 concerning Capital Increase For Public Companies by Providing Pre-emptive Rights ("POJK Number 32/2015") as amended by Regulation of the Financial Services Authority of the Republic of Indonesia Number 14/POJK.04/2019 concerning Changes On the Regulation of the Financial Services Authority Number 32/POJK.04/2015 concerning Capital Increase For Public Companies by Providing Pre-emptive Rights ("POJK Number 14/2019") including :**



- a. **Approval of amendments to the Article of Association of the Company in connection with an increase in the Company's Issued and Paid Up Capital in the context of PMHMETD II;**
- b. **The granting of power and authority to the Board of Directors of the Company, with the right of substitution, to carry out all necessary actions related to PMHMETD II, including but not limited to listing shares issued in PMHMETD II on the Indonesia Stock Exchange, determines the certainty of the amount shares issued with the approval of the Company's Board of Commissioners, as well as other PMHMETD II terms and conditions, as well as to state/describe in a separate deed made before a Notary regarding changes to the Article of Association of the Company in connection with an increase in the Company's issued and paid up capital the the context of PMHMETD II.**

#### **EXPLANATION:**

The plan to increase the Company's capital through PMHMETD II is in accordance with POJK Number 32/2015 in conjunction with POJK Number 14/2019.

#### **PROPOSED RESOLUTION OF AGENDA 2nd:**

Approved the increase in the Company's capital, by issuing new shares from the portfolio in a maximum amount of 1,500,000,000 (one billion five hundred million) shares with a nominal value of Rp. 100.00 (one hundred rupiah) per share, by issuing Pre-emptive Rights in the framework of Capital Increase by Providing Pre-emptive Rights II ("PMHMETD II") in accordance with applicable laws and regulations and regulations applicable in the Capital Market, specifically Regulation of the Financial Services Authority Number 13/POJK.04/2015 concerning Capital Increase for Public Companies by Providing Pre-emptive Rights ("POJK Number 32/2015") as amended by Regulation of the Financial Services Authority of the Republic of Indonesia Number 14/POJK.14 /2026, including :

- a. Approve and amend the Company's Articles of Association in connection with the increase in the Issued and Paid-up Capital of the Company in the context of PMHMETD II;
- b. Giving authority and to the Board of Directors of the Company to carry out the necessary actions in connection with PMHMETD II, which include:
  - determine the realization of the number of shares to be issued with the approval of the Company's Board of Commissioners;
  - determine the ratio of Pre-emptive Rights (HMETD);
  - determine the exercise price of HMETD;
  - determine schedule of PMHMETD II;
  - determine the use of proceeds from PMHMETD II;
- c. To grant power and authority to the Board of Commissioners and/or the Board of Directors of the Company, with the right of substitution, to state the number of shares issued and amendments to the Company's Articles of Association in the context of PMHMETD II in accordance with the provisions of the Company's Articles of Association and applicable regulations in the Capital Market sector, as well as to carry out all and any necessary actions in connection with PMHMETD II, including but not limited to:
  - i. take all and every necessary action in connection with PMHMETD II, without any action being excluded, all with due observance of the provisions of the applicable laws and regulations and the applicable regulations in the Capital Market sector;
  - ii. Declare/pour out the decision in the deeds made before a Notary, to amend and/or rearrange the provisions of Article 4 paragraph 2 of the Company's Articles of Association or Article 4 of the Company's Articles of Association as a whole 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 a request to the authorized party/official, to



obtain approval and/or deliver notification of the resolutions of the Meeting and to take all and any actions required, in accordance with the applicable laws and regulations.

**AGENDA 3rd:**

**Guarantee the Company's assets and/or assets with a value of more than 50% of the Company's equity in connection with the obtaining funding for the Company and its subsidiaries.**

**EXPLANATION:**

To achieve optimum business performance, the Company in carrying out its daily business activities requires funding to finance its business activities. In addition to using internal funding sources, the Company also requires additional external funding in the form of working capital and investment loan facilities from various funding sources. In this regard, in order to obtain these facilities, a collateral in the form of Company assets is needed.

In accordance with the provisions of Article 12 paragraph 6 of the Company's articles of association, the legal act to transfer, relinquish rights more than 1/2 (one half) of the total net assets of the Company or which constitute as the Company's assets, either in one transaction or several transactions that stand alone or related to each other must obtain the approval of the General Meeting of Shareholders on the terms and conditions referred to in Article 12 paragraph 6 of the Company's articles of association.

**PROPOSED RESOLUTION OF AGENDA 3rd:**

1. Approve to pledge the Company's assets having value of more than 50% of the Company's equity in order to obtain financing for the Company and its subsidiaries.
2. Grant authority and power to the Board of Directors of the Company or *Corporate Secretary* with substitution rights, to state/declare such resolution in the deed made before the Notary, and to perform all and every necessary action in accordance with applicable laws and regulations.

**Jakarta, 15 March 2023  
PT Catur Sentosa Adiprana Tbk  
Board of Directors**