



**SUMMARY OF MINUTES OF GENERAL MEETING OF SHAREHOLDERS  
ANNUAL  
PT NUSANTARA PELABUHAN HANDAL Tbk  
("Company")**

The Board of Directors of the Company, domiciled in North Jakarta, hereby notifies that the Company has held an Annual General Meeting of Shareholders ("AGMS"), namely:

**A. DAY / DATE, VENUE, TIME AND AGENDA OF MEETING**

Day / Date : Tuesday / 11 August 2020  
Time : 10.28 WIB - 11.31 WIB  
Venue : NPH Building, 3rd Floor  
Jl. Kebon Bawang I No. 45  
Tanjung Priok - Jakarta

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

- (1) Approval of the Company's Annual Report and ratification of the Company's Financial Statements for the financial year ended 31 December 2019, as well as release and discharge of full responsibility (volledig acquit et de charge) to members of the Company's Board of Directors and Board of Commissioners for management and supervision conducted in the financial year ending December 31, 2019;
- (2) The determination of Use of Net Profit of the Company for the financial year ended 31 December 2019;
- (3) The determination of the remuneration to the members of the Board of Commissioners and the Board of Directors for Financial Year 2020;
- (4) The appointment of the Public Accountant Firm to audit the Company's Financial Statements for Financial Year ended 31 December 2020;
- (5) Changes in Composition of the Company's Directors;
- (6) Amendment to article 3 of the Company's Articles of Association concerning Purpose and Objectives as well as Business Activities of the Company according to the 2017 Indonesian Standard Industrial Classification (KBLI);
- (7) Amendment to Company's Articles of Association in accordance to the Financial Services Authority Regulation (POJK) Number 15/POJK.04/2020 concerning Plans and Execution of General Meeting of Shareholders for Public Companies, and POJK Number 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies.

**B. BOARD OF COMMISSIONERS AND DIRECTORS WHO ATTENDED THE AGMS:**

**Board of Commissioners :**

President Commissioner : Mr. Agus Suhartono (Physical Attendance)  
Independent Commissioner : Mrs. Bernadet Mariani Siswanto (Physical Attendance)  
Commissioner : Mr. Teddy Tjahjono (Attending via virtual)  
Independent Commissioner : Mr. Eddy Kuntadi (Attending via virtual)

**Directors:**

President Director : Mr. Paul Krisnadi (Physical Attendance).  
Director : Mr Isenta (Physical Attendance).

**C. LEADER OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("AGMS")**

The AGMS was led by Mr. Agus Suhartono as the Company's President Commissioner.

**D. ATTENDANCE AND DECISION-TAKING QUORUM OF SHAREHOLDERS IN THE MEETING**

1. The first to fifth meeting agenda, attendance and meeting decision-making quorum, should adopt the provisions stipulated in Article 13 paragraph 1 of the Company's Articles of Association in conjunction with Article 86 paragraph 1 of Law Number 40 of 2007 concerning Limited Liability Companies, namely that the General Meeting Shareholders can be held if attended by shareholders representing more than  $\frac{1}{2}$  (one half) of total shares with valid voting rights that have been issued by the Company and the resolutions of the Meeting are valid if approved by more than  $\frac{1}{2}$  (one half) of all shares with voting rights present at the Meeting.
2. The sixth and seventh agenda of the meeting, attendance and meeting decision-making quorum, should adopt the provisions stipulated in Article 13 paragraph 6 of the Company's Articles of Association in conjunction with Article 88 paragraph 1 of Law Number 40 of 2007 concerning Limited Liability Companies, namely that the General Meeting of Shareholders can be held if attended by shareholders representing at least  $\frac{2}{3}$  (two thirds) of total shares with valid voting rights that have been issued by the Company and the resolutions of the Meeting are valid if approved by more than  $\frac{2}{3}$  (two third) of total shares with voting rights present at the Meeting.

The AGMS has been attended by shareholders and/or proxies of shareholders who all represent 2,608,096,225 shares or represent 92.68% of the 2,813,941,985 shares issued by the Company.

**E. OPPORTUNITY TO ASK QUESTIONS AND/OR OPINIONS**

Shareholders were been given the opportunity to ask questions and/or opinions in each agenda item of the AGMS, but no shareholder raises questions and / or opinions related to all AGMS agenda.

**F. DECISION TAKING MECHANISM**

Decisions related to the agenda of the Meeting are taken based on the principle of deliberation to reach a consensus, if the shareholders or shareholders' proxies do not agree or cast a blank vote or abstain, then the decision is made based on the majority vote through the calculation of shareholder votes which have been submitted through the Electronic General Meeting System KSEI or eASY KSEI, and the votes provided by means of power of attorney to an independent proxy appointed by the Company's Securities Administration Bureau, as well as the votes of shareholders who are physically present at the Meeting, in accordance with the quorum provisions for each agenda item of the Meeting, which are determined in articles of association, Financial Services Authority Regulation and Limited Company Law Number 40 of 2007 concerning Limited Company.

## G. RESULTS OF DECISION MAKING

The results of decision making at the AGMS are as follows:

| <b>Agenda Meeting</b> | <b>Agreed</b>           | <b>Disagree</b> | <b>Abstain</b> | <b>Questions/ Opinions</b> |
|-----------------------|-------------------------|-----------------|----------------|----------------------------|
| First                 | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Second                | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Third                 | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Fourth                | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Fifth                 | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Sixth                 | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |
| Seventh               | 2,608,096,225<br>(100%) | Nil             | Nil            | Nil                        |

## H. RESULTS OF THE AGMS

### **First Meeting Agenda:**

1. Approve the Company's Annual Report for the 2019 financial year and ratify the Board of Commissioners' Supervisory Report.
2. Ratify the Company's Consolidated Financial Statements including the Company's Balance Sheet and Profit / Loss for the financial year ended 31 December 2019 which has been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar and Partners, as stated in the Independent Auditor's Report Number 00519/2.1030/AU.1/05/0501-1/1/IV/2020 dated April 1, 2020 with a unqualified opinion in all material matters.
3. Release and discharge of full responsibility (volledig acquite at de charge) to the Board of Directors and the Board of Commissioners for the management and supervision of the Company during of the year 2019, as long as it is not a criminal act and/or violates applicable legal provisions and procedures. and recorded in the Company's Financial Statements and does not conflict with the provisions of laws and regulations.

### **Second Meeting Agenda:**

Decide that there is no dividend distribution for the financial year 2019.

### **Third Meeting Agenda:**

1. Approve that there is no honorarium increase for the Board of Commissioners of the Company for year 2020 and the amount is the same as the honorarium for 2019.
2. Approve that there is no salary and allowances increase for the Company's Board of Directors for the year 2020 and the amount is the same as the salary and allowances for 2019.

### **Fourth Agenda of the Meeting:**

1. Approve the Appointment of Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Partners (RSM Network) to audit the Company's Consolidated Financial Statements for the Year 2020.
2. Delegate authority to the Board of Commissioners to:
  - a) Determine audit fees and other terms of appointment that are reasonable for the Public Accounting Firm.
  - b) Appoint alternate Public Accounting Firm and determine the terms and conditions for its appointment if the appointed Public Accounting Firm is unable to carry out or continue its duties for any reason, including legal reasons and laws and regulations in the capital market sector or an agreement is not reached regarding the audit fee.

**Fifth Meeting Agenda:**

1. Approve the termination of Mr. Suparwanto's year of service as Independent Director of the Company as of December 3, 2019, because Mr. Suparwanto has passed away as evidenced by the Death Certificate dated December 11, 2019 issued by the Population and Civil Registration Agency of DKI Jakarta Province.

That in the future the composition of the members of the Board of Directors and the Board of Commissioners of the Company is as follows:

**DIRECTORS**

|                    |                         |
|--------------------|-------------------------|
| President Director | : Mr. Paul Krisnadi     |
| Director           | : Mr Isenta             |
| Director           | : Mr. R. Harry Zulnardy |

**BOARD OF COMMISSIONERS**

|                          |                                  |
|--------------------------|----------------------------------|
| President Commissioner   | : Mr. Agus Suhartono             |
| Commissioner             | : Mr. Teddy Tjahjono             |
| Independent Commissioner | : Mrs. Bernadet Mariani Siswanto |
| Independent Commissioner | : Mr. Eddy Kuntadi               |

2. Provide power and authority with substitution rights to the Board of Directors of the Company, to take all necessary actions in connection with the above-mentioned decision, to reaffirm the decision into a deed made before a Notary, and notify the amendment to the Company's articles of association to the authorized agency. , and take all necessary actions in connection with the decision in accordance with the prevailing laws and regulations and no actions are exempted.

**Sixth Agenda of the Meeting:**

1. Approve the amendment to article 3 of the Company's Articles of Association concerning the Purpose and Objectives as well as Business Activities of the Company according to the 2017 Indonesian Standard Business Field Classification (KBLI). Hence, Article 3 of the Company's Articles of Association is as follows:

**PURPOSE AND OBJECTIVES AND BUSINESS ACTIVITIES**

**ARTICLE 3**

- 1) The purpose and objective of the Company is to engage in other management consulting activities and activities of holding companies.
- 2) To achieve these purpose and objectives, the Company may carry out business activities, namely:
  - Advice, guidance and business operations and other organizational and management issues, such as strategic and organizational planning; decisions related to finance; marketing objectives and policies; human resource planning, practices and policies; production planning scheduling and control.

The provision of these business services may include advice, guidance and operation of various management functions, management consultancy for agronomists and agricultural economists in agriculture and the like, design of accounting methods and procedures, cost accounting programs, budget supervision procedures, provision of advice and assistance for business and community services in planning, organizing, efficiency and supervision, management information and others;

- Control the assets of a group of subsidiary companies and the main activity is ownership of the group. "Holding Companies" are not involved in the business activities of their subsidiary companies. Its activities include the services provided by advisers (counselors) and negotiators (negotiators) in designing corporate mergers and acquisitions.
2. Provide power and authority with substitution rights to the Board of Directors of the Company, to take all necessary actions in connection with the above-mentioned Decision, to reaffirm the Decision into a deed made before a Notary, and notify the amendment to the Company's articles of association to the authorized agency, and take all necessary actions in connection with the Decision in accordance with the prevailing laws and regulations and no actions are exempted.

**Seventh Agenda of the Meeting:**

1. Approved the Amendment to the Articles of Association of the Company to comply with the Financial Services Authority Regulation (POJK) Number 15/POJK.04/2020 concerning Plans and Implementation of General Meeting of Shareholders of Public Companies, as well as POJK Number 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies.
2. Agree to restate and compile articles in the articles of association in their entirety in accordance with the applicable reference standards, as long as they do not conflict with the prevailing laws and regulations.
3. Provide power and authority with substitution rights to the Board of Directors of the Company, to take all necessary actions in connection with the above-mentioned Decision, to reaffirm the Decision into a deed made before a Notary, and notify the amendment to the Company's articles of association to the authorized agency, and take all necessary actions in connection with the Decision in accordance with the prevailing laws and regulations and no actions are exempted.

**Jakarta, August 11, 2020**  
**PT NUSANTARA PELABUHAN HANDAL Tbk**  
**Director**