

# THIRD ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS) PT ELNUSA Tbk

Udaya Room, Graha Elnusa | Monday, October 17, 2022

 [www.elnusa.co.id](http://www.elnusa.co.id)  [@elnusaofficial](https://www.instagram.com/elnusaofficial)  [elnusa](https://www.youtube.com/channel/UCelnu)  [PT Elnusa Tbk](https://www.linkedin.com/company/elnusa)



# CODE OF CONDUCT



## 1. General

The Third Annual General Meeting of Shareholders of PT Elnusa Tbk (the Company) was held based on the Regulation of the Financial Services Authority Number: 15/POJK.04/2020 concerning the Plan and Organizing of the General Meeting of Shareholders of a Public Company (hereinafter referred to as "POJK GMS") and the Regulation of the Financial Services Authority Number: 16/POJK.04/2020 concerning the Electronic Implementation of the General Meeting of Shareholders of Public Companies (hereinafter referred to as "POJK e-GMS").

This General Meeting of Shareholders is the Third Annual General Meeting of Shareholders of PT Elnusa Tbk ("the Company") (hereinafter referred to as the "Third Meeting").

## 2. Meeting Time and Place

Third Meeting is held on:

Day/Date : Monday, October 17, 2022

Time : 10.00 WIB – Done

Place : Udaya Room – Graha Elnusa Lt. 1  
Jl.TB Simatupang kav 1B South Jakarta

## 3. Meeting Agenda

Taking into account Article 52 of the POJK GMS, the invitation for the Third Meeting has been published through the website of the Company, PT Bursa Efek Indonesia (IDX) and PT Kustodian Sentral Efek Indonesia (KSEI) as the provider of e-GMS on October 7, 2022 by including the agenda of the Third Meeting as follows : Approval of the Amendment to the Company's Articles of Association.

## 4. Meeting Participants

Participants of the Third Meeting are shareholders or their proxies are shareholders whose names are recorded in the Company's Shareholders Register at the close of the Stock Exchange trading hours on October 6, 2022 or holders of the Company's share balance in the securities sub-account at PT Kustodian Sentral Efek Indonesia at the close of trading. shares on the Indonesia Stock Exchange on October 6, 2022.

## 5. Invitation

Parties who are not shareholders of the Company who are present at the invitation of the Board of Directors who do not have the right to express opinions and vote at the Third Meeting but may provide explanations, information and/or opinions regarding the agenda of the Third Meeting which is being discussed if requested by the Chairperson of the Third Meeting.

## 6. Language

The meeting will be held in Bahasa Indonesia.

## 7. Meeting Chair

The Third Meeting is chaired by a member of the Board of Commissioners who is appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are unable to attend or are unable to attend, which does not need to be proven to a third party, the Third Meeting shall be chaired by the President Director. In the event that the President Director is absent or unavailable, which does not need to be proven to a third party, the Third Meeting shall be chaired by a member of the Board of Directors. In the event that all members of the Board of Directors are absent or unable to attend, the Third Meeting shall be chaired by the shareholders present at the Third Meeting appointed from and by the participants of the Third Meeting.



## 8. Quorum of Attendance

The agenda of the Third Meeting is valid and can be held and take binding decisions if attended by the Shareholders or their legal proxies who represent at least 52% (fifty two percent of the total shares issued by the Company with valid voting rights). legitimate.

## 9. Frequently Asked Questions

Prior to making decisions for the agenda of the Third Meeting, the Chairperson of the Third Meeting will provide an opportunity for the shareholders or their proxies to submit questions and/or opinions.

- a. Questions and/or opinions can only be submitted by the shareholders or their legal proxies in writing. Questions and/or opinions submitted orally cannot be responded to.
- b. Shareholders who wish to ask questions and/or opinions are asked to raise their hands and then the Chairperson of the Third Meeting will ask them to submit questions and/or opinions

- c. Shareholders or proxies have 3 (three) opportunities to submit questions and/or opinions on the agenda of the Third Meeting. Questions and/or opinions per the agenda of the Third Meeting are submitted in writing by the shareholders or proxies using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in the eASY.KSEI application. Giving questions and/or opinions can be done as long as the status of the implementation of the Third Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. [ ]".
- d. Determination of the mechanism for the implementation of the discussion on the agenda of the Third Meeting in writing through the EMeeting Hall screen in the eASY.KSEI application is the authority of each Company and this will be stated by the Company in the Rules for the Implementation of the Third Meeting through the eASY.KSEI application.
- e. For the proxies who are present electronically and will submit questions and/or opinions of their shareholders during the discussion session on the agenda of the Third Meeting, they are required to write down the names of shareholders and the size of their shareholdings followed by related questions or opinions.

## 10. Voting

- a. Each share gives the holder the right to cast 1 (one) vote, in accordance with Article 48 POJK GMS, in voting, the votes issued by the Shareholders apply to all shares owned and, the Shareholders are not entitled to give power of attorney to more than one person. power of attorney for a portion of the number of shares owned by different votes.
- b. Voting for shareholders who are physically present is done by "Raising Hand" with the following procedure:
  - i. First, those who disagree will be asked to raise their hands and submit their voting cards.
  - ii. Second, those who voted for abstention were asked to raise their hands and submit their voting cards.
  - iii. Furthermore, the number of votes that disagree will be calculated with valid votes and the difference is the number of votes that agree.
  - iv. The Notary will report the voting results after the vote count on the agenda of the Third Meeting.
- c. The electronic voting process takes place in the eASY.KSEI application on the EMeeting Hall menu, Live Broadcasting sub menu.

- d. Shareholders who are present alone or are represented by their proxies but have not yet cast their votes at the agenda of the Third Meeting, the shareholders or their proxies have the opportunity to submit their vote during the voting period through the E-Meeting Hall screen in the eASY application. KSEI is opened by the Company. When the electronic voting period per the agenda of the Third Meeting begins, the system automatically runs the voting time by counting down a maximum of 3 (three) minutes. During the electronic voting process, the status of "Voting for agenda item no [ ] has started" will be seen in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for certain agenda items of the Third Meeting until the status of the implementation of the Third Meeting as shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [ ] has ended", it will be considered as voting. Abstain for the relevant third meeting agenda
- e. Voting time during the electronic voting process is the standard time set in the eASY.KSEI application. Each Company may determine the policy of direct voting time electronically per agenda in the Third Meeting (with a maximum time of 3 (three) minutes per agenda of the Third Meeting) and this will be stated in the Rules for Conducting the Third Meeting through the eASY.KSEI application.
- f. The Chairperson of the Third Meeting will ask the Notary to report the results of the voting.
- g. The provisions as referred to in this number mutatis mutandis apply to Shareholders who grant power of attorney through e-Proxy.

#### 11. Decision

The decisions of the Third Meeting are taken based on deliberation for consensus. In the event that a decision based on deliberation for consensus is not reached, the decision of the Third Meeting is valid if it is approved by more than 50% (fifty percent) of the total shares issued by the Company with valid voting rights who are present and/or represented at the Third GMS.

#### 12. Broadcasting of Meeting Implementation

- a. Shareholders or their proxies who have registered in the eASY.KSEI application no later than the deadline in point 10 can witness the ongoing Third Meeting through the Zoom webinar by accessing the eASY.KSEI menu, the GMS Impressions submenu located at the AKSes facility (<https://access.ksei.co.id/>).
- b. The GMS broadcast has a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not have the opportunity to witness the implementation of the Third Meeting through the GMS Impressions are still considered valid to attend electronically and share ownership and voting choices are taken into account in the Third Meeting, as long as they have been registered in the eASY.KSEI application.

- c. Shareholders or their proxies who only witnessed the implementation of the Third Meeting through the GMS Impressions but were not registered to attend electronically on the eASY.KSEI application, then the presence of the shareholders or their proxies is considered invalid and will not be included in the calculation of the quorum for the attendance of the Third Meeting.

#### 13. Implementation of Health Protocol

According to the Decree of the Minister of Health No. HK.01.07/MENKES/382/2020 dated June 19, 2020 concerning Protocols for Public Health in Public Places and Facilities in the Context of Prevention and Control of Covid-19, as well as other applicable provisions, Shareholders (in script [script]) present physically required to follow and pass the security and health protocols that apply at the venue of the Third Meeting, as follows:



# CODE OF CONDUCT

- a. Have a Certificate of Rapid Antigen Test (non-reactive) or PCR Swab Test (negative) Covid-19 obtained from a doctor, hospital, health center or clinic with a sampling date of 1 (one) calendar day before the Third Meeting;
- b. At least use a medical mask that covers the nose and mouth to the chin while in the area and venue of the Third Meeting;
- c. Based on detection and monitoring have a body temperature of not more than 37.3°C;
- d. Following the direction of the Third Meeting Committee in implementing physical distancing policies, both before and after the Third Meeting is over. For this reason, in the context of physical distancing, the Third Meeting Committee limits the capacity of the Third Meeting room;
- e. Follow the procedures and protocols for preventing the spread and transmission of Covid-19 set by the Company;
- f. The certificate of the participants in the Third Meeting must be worn by the Shareholders during the Third Meeting.

**14. This rule is effective from the time the Third Meeting is opened by the Chairperson of the Third Meeting until it is closed by the Chairperson of the Third Meeting**

15. For Shareholders who are physically present after registration is declared closed and the number of Shareholders' attendance has been reported by the Notary to the Chairperson of the Third Meeting at the time the Third Meeting has been opened, the following provisions apply:

- a. Shareholders are allowed to attend the Meeting;
- b. However, Shareholders are not allowed to ask questions and/or opinions, and their attendance and votes are not counted.

16. The Chairperson of the Third Meeting has the right to take all necessary actions to ensure the order of the Third Meeting. In this case, these actions include but are not limited to asking the participants of the Third Meeting who are considered by the Chairperson of the Third Meeting to disturb the order to leave the Third Meeting room.

17. In the event that during the Third Meeting there are conditions that have not been regulated in this Code of Conduct, the Chairperson of the Third Meeting will determine policies by taking into account the Company's Articles of Association and/or the provisions of the applicable laws and regulations.

**18. The rules of this Third Meeting were made to be obeyed and obeyed by all Participants of the Third Meeting as the implementing regulations of the provisions contained in the Articles of Association of the Company in connection with the Third Meeting of the Company.**

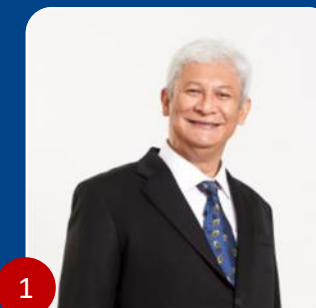
Jakarta, October 7, 2022

PT Elnusa Tbk

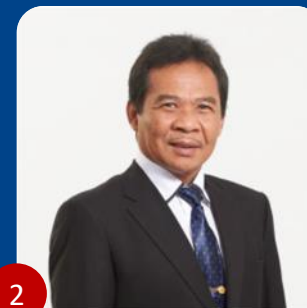
Directors

## COMPOSITION OF THE BOARD OF COMMISSIONERS

- 1 **Agus Prabowo**  
(President Commissioner)
- 2 **Wakhid Hasyim**  
(Commissioner)
- 3 **Hernawan Bkti Sasongko**  
(Independent Commissioner)
- 4 **Lusiaga Levi Susila**  
(Independent Commissioner)



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# BOARD OF DIRECTORS

- 1 **John Hisar Simamora**  
(President Director)
- 2 **Bachtiar Soeria Atmadja**  
(Director of Finance)
- 3 **Charles Harianto Lumbantobing**  
(Operations Director)
- 4 **Ratih Esti Prihatini**  
(Director of Business Development)
- 5 **Tenny Elfrida**  
(HR & General Director)



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# CAPITAL MARKET SUPPORTING INSTITUTIONS AND PROFESSIONS

## NOTARY

**Notary Aulia Taufani, S.H.**

Menara Sudirman Lantai 18 A,B,D  
Jalan Jenderal Sudirman Kav. 60 Jakarta Selatan - 12190

## SECURITIES ADMINISTRATION BUREAU

**PT Datindo Entrycom**

Jl. Hayam Wuruk No. 28 Jakarta 10120, Indonesia



# EVENTS

## Approval of the Amendment to the Company's Articles of Association



## ● BASIC CONSIDERATION

In the context of adjustment to the Central Statistics Agency Regulation Number 2 of 2020 concerning the Standard Classification of Indonesian Business Fields.

## ● EXPLANATION

The Company held the First Meeting on July 20, 2022 and the Second Meeting on August 9, 2022, where the agenda for the Approval of Amendments to the Company's Articles of Association could not be carried out because it did not meet the quorum of attendance as stipulated by the Articles of Association of the Company and the Regulations of the Financial Services Authority



# PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Article 3 Currently	Proposed Amendment to Article 3	Information
62029- COMPUTER CONSULTING AND OTHER COMPUTER FACILITIES MANAGEMENT ACTIVITIES	62022 – DIGITAL IDENTITY PROVISION ACTIVITIES	New code. Previously, entered into 62029.
	62023 – ACTIVITIES OF PROVISION OF ELECTRONIC CERTIFICATES AND SERVICES USING ELECTRONIC CERTIFICATES	New code. Previously, entered into 62029.
	62024- INTERNET OF THINGS (IoT) CONSULTATION AND DESIGN ACTIVITIES	New code. Previously, entered into 62029.
	62029 – COMPUTER ACTIVITIES AND OTHER COMPUTER FACILITIES MANAGEMENT	Code Breaking
70209-OTHER MANAGEMENT CONSULTING ACTIVITIES	70204 - INDUSTRIAL MANAGEMENT CONSULTING ACTIVITIES	New code to separate industrial management consulting from code 70209
	70209 - OTHER MANAGEMENT CONSULTING ACTIVITIES	Code Breaking

# PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Article 3 Currently	Proposed Amendment to Article 3	Information
42914 - BUILDING CONSTRUCTION AND OIL AND GAS PROCESSING AND STORAGE	42915 - OIL AND NATURAL GAS CIVIL BUILDING CONSTRUCTION	New code breaking
	42916 - CONSTRUCTION OF MINING CIVIL BUILDING	New code breaking
	42917 - CIVIL EARTH CIVIL BUILDING CONSTRUCTION	New code breaking
35101 - ELECTRICITY GENERATING (INCLUDING ALTERNATIVE ENERGY)	35111 - ELECTRICITY GENERATING	Decode 35101 to code 35111, 35115, 35116, 35117 and 35121
	35115 - GENERATING, TRANSMISSION, DISTRIBUTION AND SALE OF ELECTRICITY IN ONE BUSINESS UNIT	Decoding : 35101
	35116 - GENERATING, TRANSMISSION, AND SALES OF ELECTRICITY IN ONE BUSINESS UNIT	Decoding : 35101
	35117 - GENERATING, DISTRIBUTION, AND SALES OF ELECTRICITY IN ONE BUSINESS UNIT	Decoding : 35101
	35121 - ELECTRICITY SUPPLY INSTALLATION OPERATION	Decoding : 35101



# PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Article 3 Currently	Proposed Amendment to Article 3	Information
37022 - WATER MANAGEMENT, WASTEWATER MANAGEMENT (SUPPORTING ACTIVITIES OF WATER MANAGEMENT, NON HAZARDOUS WASTE WATER MANAGEMENT AND DISPOSAL, HAZARDOUS WASTE WATER MANAGEMENT AND DISPOSAL)	37022 - HAZARDOUS WASTEWATER TREATMENT AND DISPOSAL	Title Change
47301 - TRADE (RETAIL TRADE OF VEHICLE FUEL AT PUBLIC FUEL FILLING STATIONS (SPBU))	47301 - RETAIL TRADE OF FUEL OIL, FUEL GAS (BBG), AND LIQUEFIED PETROLEUM GAS (LPG) IN FILLING FACILITIES FOR LAND, SEA, AND AIR TRANSPORTATION FUEL	Changes in title and description by clarifying the scope of transportation modes, namely land, sea, and air

# ● PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Article 3 Currently	Proposed Amendment to Article 3	Information
42914 - DEVELOPMENT (CONSTRUCTION OF OIL AND GAS PROCESSING AND STORAGE BUILDING)	42915 - OIL AND NATURAL GAS CIVIL BUILDING CONSTRUCTION	New code breaking
	42916 - CONSTRUCTION OF MINING CIVIL BUILDIN	New code breaking
	42917 - GEOTHERMAL CIVIL BUILDING CONSTRUCTION	New code breaking



## PROPOSED DECISION

1. Approved the Company to rearrange Article 3 of the Company's Articles of Association regarding the Purpose and Objectives and Business Activities in order to Fulfill the Requirements and Provisions of the Central Statistics Agency Regulation Number 2 of 2020 concerning the Standard Classification of Indonesian Business Fields without changing the business activities that have been carried out by the Company whose proposed amendments have been submitted to shareholders.
2. Approved the Company to state and rearrange all provisions in the Company's Articles of Association in connection with the changes as referred to in point 1 of the above meeting decision.
3. Granting authority and power with substitution rights to the Board of Directors of the Company to take all actions related to the decisions of this meeting, including but not limited to meeting the authorities, holding talks, giving and/or requesting information, applying for approval and/or notification of changes to the Budget The basis of the Company to the Minister of Law and Human Rights of the Republic of Indonesia and other relevant authorities, make or sign deeds and letters and other documents that are needed or deemed necessary, appear before a Notary to make and sign a deed of decision statement Meetings of the Company and carrying out other matters that must and/or can be carried out in order to realize the decisions of the meeting.

# Thank You

