Rapat Umum Pemegang Saham Luar Biasa (RUPSLB) PT Semen Baturaja (Persero) Tbk

Jakarta, 24 Januari 2023

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Waktu & Lokasi Rapat

- **SECARA LANGSUNG (FISIK)**

Hari/Tanggal	: Selasa, 24 Januari 2023
Waktu	: Pukul 14.00 WIB - selesai
Tempat	: Hotel Sari Pacific Jakarta – Istana Ballroom Jalan M.H. Thamrin No 6, Jakarta 10340

- **SECARA ELEKTRONIK (E-RUPS)**

Melalui sistem eASY. KSEI

Mata Acara Rapat

1. Perubahan Anggaran Dasar Perseroan;
2. Perubahan Susunan Pengurus Perseroan

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Mata Acara 1

Perubahan Anggaran Dasar Perseroan

Dasar Hukum :

- Undang Undang No. 40 Tahun 2007 tentang Perseroan Terbatas
- Peraturan Otoritas Jasa Keuangan (POJK) No. 15/POJK.04/2020 tentang Rencana Dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka
- Pasal 25 Ayat (5) Anggaran Dasar Perseroan

Penjelasan :

Perubahan ketentuan dalam Anggaran dasar pada:

- Pasal 1 ayat (1) untuk disesuaikan sehubungan dengan Perubahan status hukum PT Semen Baturaja (Persero) Tbk dari Persero menjadi Non-Persero sehingga dilakukan perubahan nama Perusahaan.
- Pasal 5 untuk menambahkan kewenangan Pemegang Saham Seri B Mayoritas yaitu PT Semen Indonesia (Persero) Tbk.

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Mata Acara 2

Perubahan Susunan Pengurus Perseroan

Dasar Hukum:

- Peraturan Otoritas Jasa Keuangan (POJK) No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik
- Peraturan Menteri BUMN No. PER-11/MBU/07/2021 Tahun 2021 tentang Persyaratan, Tata Cara Pengangkatan, Dan Pemberhentian Anggota Direksi Badan Usaha Milik Negara
- Peraturan Menteri BUMN No. PER-02/MBU/02/2015 Tahun 2015 tentang Persyaratan Dan Tata Cara Pengangkatan Dan Pemberhentian Anggota Dewan Komisaris Dan Dewan Pengawas Badan Usaha Milik Negara
- Surat Menteri BUMN No. S-872/MBU/12/2022 tanggal 23 Desember 2022 Perihal Persetujuan atas Usulan Agenda RUPS Luar Biasa PT Semen Baturaja (Persero) Tbk Tahun 2023
- Pasal 11 ayat (10), Pasal 14 ayat (12) dan Pasal 25 Ayat (4) Anggaran Dasar Perseroan

Penjelasan:

- Mata Acara Perubahan Susunan Pengurus Perseroan merupakan usulan dari Pemegang Saham Seri A Dwiwarna. Sesuai dengan Anggaran Dasar Perseroan yang mengatur bahwa calon anggota Direksi dan anggota Dewan Komisaris dicalonkan oleh Pemegang Saham Seri A Dwiwarna.
- Sesuai dengan pasal 18 ayat (4) Peraturan Otoritas Jasa Keuangan No. 15/POJK.04/2020 tanggal 20 April 2020 tentang Rencana Dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka yang mengatur bahwa:
  Dalam hal mata acara rapat mengenai pengangkatan anggota Direksi dan/atau anggota Dewan Komisaris, daftar riwayat hidup calon anggota Direksi dan/atau anggota Dewan Komisaris yang akan diangkat wajib tersedia pada waktu lain selain waktu sebagaimana dimaksud pada huruf a namun paling lambat pada saat penyelenggaraan RUPS, sepanjang diatur dalam peraturan perundang-undangan.
- Oleh karenanya materi terkait dengan agenda Rapat Perubahan Pengurus Perseroan akan disampaikan oleh pemegang saham Seri A Dwiwarna pada saat penyelenggaraan RUPS.

Extraordinary General Meeting of Shareholders (EGMS) PT Semen Baturaja (Persero) Tbk

Jakarta, January 24, 2023

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Meeting Time & Venue

- **DIRECTLY (PHYSICAL)**

Date	: Tuesday, January 24, 2023
Time	: 14.00 Western Indonesia Time - Done
Location	: Hotel Sari Pacific Jakarta – Istana Ballroom Jalan M.H. Thamrin No 6, Jakarta 10340

- **ELECTRONIC (E-RUPS)**

Through eASY. KSEI system

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Meeting Agenda

1. Amendment of the Company's Articles of Association;
2. Changes in the Composition of the Company's Management.

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Agenda 1

Amendment of the Company's Articles of Association

Legal Basis :

- Law No. 40 of 2007 concerning Limited Liability Companies
- Financial Services Authority Regulation (POJK) No. 15/POJK.04/2020 the Arrangement and Implementation of the General Meeting of Shareholders of Public Company
- Article 25 Paragraph (5) of the Company's Articles of Association

Explanation :

Changes to the provisions of the Articles of Association in:

- Article 1 paragraph (1) to be adjusted in connection with the change in legal status of PT Semen Baturaja (Persero) Tbk from Persero to Non-Persero so that the name of the company should changed.
- Article 5 to add the authority of PT Semen Indonesia (Persero) Tbk as the Series B Majority Shareholder.

Agenda 2

Changes in the Composition of the Company's Management

Legal Basis:

- Financial Services Authority Regulation (POJK) No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of Public Company
- Minister of SOE Regulation No. PER-11/MBU/07/2021 of 2021 concerning Requirements and Procedures for Appointment and Dismissal of Directors of State-Owned Enterprises
- Minister of SOE Regulation No. PER-02/MBU/02/2015 of 2015 concerning Requirements and Procedures for Appointment and Dismissal of the Board of Commissioners and Supervisory Board of State-Owned Enterprises
- Minister of SOE Letter No. S-872/MBU/12/2022 dated 23 December 2022 Regarding Approval of the Proposed Agenda for the 2023 Extraordinary General Meeting of Shareholders of PT Semen Baturaja (Persero) Tbk
- Article 11 paragraph (10), Article 14 paragraph (12) and Article 25 paragraph (4) of the Company's Articles of Association

Explanation:

- The Agenda for Changes in the Composition of the Company's Management is a proposal from the Series A Dwiwarna Shareholder. In accordance with the Company's Articles of Association which stated that the candidates for members of the Board of Directors and members of the Board of Commissioners shall be nominated by Series A Dwiwarna Shareholders.
- In accordance with article 18 paragraph (4) of the Financial Services Authority Regulation No. 15/POJK.04/2020 April 20 2020 concerning the Arrangement and Implementation of the General Meeting of Shareholders of Public Company which stated that:
  In the case of the meeting agenda regarding the appointment of members of the Board of Directors and/or members of the Board of Commissioners, the curriculum vitae of the candidates of the Board of Directors and/or the Board of Commissioners to be appointed must be available at another time other than the time as referred to in letter a but no later than the time of the GMS, as long as it is regulated in the statutory regulations.
- Therefore material related to the agenda for the Company's Management Change Meeting will be submitted by the Series A Dwiwarna shareholder at the time of the GMS.

SIG

Terima Kasih

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