

Annual General Meeting of Shareholders for Financial Year of 2022

PT Dayamitra Telekomunikasi Tbk

Jakarta, 14 April 2023



ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FINANCIAL YEAR of 2022

- **Day/Date** : **Friday, April 14, 2023**
- **Time** : **14.00 WIB – closing**
- **Location** : **Four Seasons Hotel, Capital Place, Jl. Jenderal Gatot Subroto Kaveling 18, South Jakarta**
- **Meeting Link** : **Accessing the Electronic General Meeting System Facility KSEI (“eASY.KSEI”) in the link provided by KSEI**



1

Approval of Annual Report for Financial Year of 2022, including Board of Commissioner's Supervision Duty Implementation Report.

2

Ratification of Company's Financial Statement for Financial Year of 2022 and Responsibility Declaration of the Board of Directors and Board of Commissioners.

3

Determination on Utilization of the Company's Net Profit for Financial Year of 2022.

4

Determination of Remuneration (salary/honorarium, facility and benefit) for 2023, as well as Tantiem for Financial Year of 2022, for Company's Board of Directors and Board of Commissioners.

5

Appointment of Public Accounting Firm to conduct an Audit of the Company's Consolidated Financial Statement for Financial Year of 2023, including Internal Control Audit of Financial Report.

6

Report of the Use of Proceed from the Company's Initial Public Offering.

7

Approval of Changes in the Use of Proceeds from the Company's Initial Public Offering.

8

Approval of the Company's Share Buyback.

9

Approval of the Changes in Company's Management Composition.



1st Agenda

Approval of Annual Report for Financial Year of 2022, including Board of Commissioner's Supervision Duty Implementation Report.

Approval of Annual Report for Financial Year of 2022, including Board of Commissioner's Supervision Duty Implementation Report.

Legal Basis and Regulation

- Article 66 paragraph 1 and Article 69 paragraph 1 of Law Number 40 of 2007 on Limited Liability Company as amended by Government Regulation in Lieu on Job Creation ("**Company Law**"); and
- Article 18 paragraph (9) of the Company's Articles of Association.

Explanation

The Annual Report including the Board of Commissioner's Supervision Duty Implementation Report for Financial Year of 2022 which will be requested for approval at the Annual General Meeting of Shareholders for Financial Year 2022 has been uploaded and can be downloaded via the Company's website (www.mitratel.co.id) and the Indonesian Stock Exchange's website (www.idx.co.id) at the same time as the date of the notice.

2nd Agenda

Ratification of Company's Financial Statement for Financial Year of 2022 and Responsibility Declaration of the Board of Directors and Board of Commissioners.

Ratification of Company's Financial Statement for Financial Year of 2022 and Responsibility Declaration of the Board of Directors and Board of Commissioners

Legal Basis and Regulation

- Article 69 paragraph (1) of Company Law; and
- Article 18 paragraph (9) of the Company's Articles of Association.

Explanation

- The Consolidated Financial Statement for the Financial Year 2022 which will be requested for ratification at the Annual General Meeting of Shareholders for the Financial Year 2022 have been uploaded and can be downloaded through the Company's website (www.mitratel.co.id) and the Indonesia Stock Exchange website (www.idx.co.id) at the same time as the date of notice.
- The Financial Statement for the Financial Year 2022 ended on December 31, 2022 have been audited by Public Accounting Firm Purwantono, Sungkoro & Surja (a member Firm of Ernst & Young Global Limited).



Financial Performance

- **Revenue**
IDR 7.729 Trillion
(Increase by 12.5 % from financial year 2021)
- **EBITDA**
IDR 6.142 Trillion
(Increase by 18.5 % from financial year 2021)
- **Net Profit**
IDR 1.785 Trillion
(Increase by 29.3 % from financial year 2021)

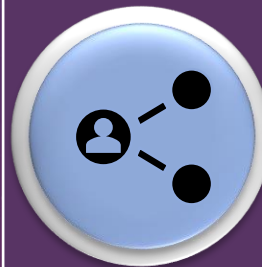
Operational Performance



Tower

Currently, Mitratel has a total of 35.418 telecommunication towers in Indonesia, both in macro towers and micro towers.

The revenue growth from Tower Business increased by 16.3%, to IDR 7,070 trillion.



Non Tower

Project Solution contributed 3.2% and Manage Service contributed 5.3% of Mitratel's total revenue.

The non-tower segment revenue growth was -16.7%, bringing it to IDR 659 billion.

Company's Performance

In the challenging conditions upon COVID-19 pandemic and the emergence of various global crisis, Mitratel managed to get through 2022 by recording a good performance.

Board of Directors' Performance

Overall, we consider that throughout 2022, the Board of Directors has carried out all its duties and roles in managing the company and able to balance the financial, operations, business processes, as well as learning and growth aspects.

3rd Agenda

Determination on Utilization of the Company's Net Profit for Financial Year of 2022.

Determination on Utilization of the Company's Net Profit for Financial Year of 2022.

Legal Basis and Regulation

- Article 71 of Company Law; and
- Article 21 paragraph (2) letter b and Article 26 of the Company's Articles of Association.

Explanation

- Pursuant to the provisions in the Articles of Association and Company Law, the determination on utilization of the Company's Net Profit for Financial Year 2022 requires GMS approval.
- Dividend Distribution for Financial Year 2022
 - a. Parties entitled to receive Dividend distribution are shareholders whose names are recorded in the Company's Register of Shareholders as of May 4, 2023 until 16.15 WIB;
 - b. Dividend will be paid simultaneously to all entitled shareholders no later than May 17, 2023.



4th Agenda

Determination of Remuneration (salary / honorarium , facility and benefit) for 2023, as well as Tantiem for Financial Year of 2022, for Company's Board of Directors and Board of Commissioners.

Determination of Remuneration (salary/honorarium, facility and benefit) for 2023, as well as Tantiem for Financial Year of 2022, for Company's Board of Directors and Board of Commissioners.

Legal Basis and Regulation

- Article 96 and Article 113 of Company Law; and
- Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association.

Explanation

Pursuant to the provisions of the Company's Articles of Association, the amount of salary or honorarium and other benefits for members of the Board of Directors and Board of Commissioners of the Company shall be determined by the GMS, where the authority of the GMS to determine the salaries and allowances of the Board of Directors of the Company can be delegated to the Board of Commissioners of the Company.



Ensuring that all of the Company's management can be appreciated at a reasonable measure in accordance with Mitratel's business scale for the compensation consisting of salaries, bonuses and components of allowances and other facilities. This matter can be realized through a combination of remuneration as follows:

1

Determination of the amount of tantiem for the financial year of 2022

2

Adjustment of honorarium, allowances, facilities and other incentives for Members of Board of Commissioners for 2023.

3

Adjustment of honorarium, allowances, facilities and other incentives for Members of Board of Directors for 2023.

5th AGENDA

Appointment of Public Accounting Firm to conduct an Audit of the Company's Consolidated Financial Statement for Financial Year of 2023, including Internal Control Audit of Financial Report

Appointment of Public Accounting Firm to conduct an Audit of the Company's Consolidated Financial Statement for Financial Year of 2023, including Internal Control Audit of Financial Report.

Legal Basis and Regulation

- Article 59 of Financial Services Authority Regulation Number 15/POJK.04/2020 on Utilization of the Services of Public Accountant and Public Accounting Firm in Financial Services Activities ("**POJK 15/2020**");
- Article 13 of Financial Services Authority Regulation Number on Utilization of the Services of Public Accountant and Public Accounting Firm in Financial Services Activities ("**POJK 13/2017**"); and
- Article 21 paragraph (2) letter c of the Company's Articles of Association.

Explanation

Pursuant to the provisions of the Company's Articles of Association, the appointment of Public Accounting Firm registered with the Financial Services Authority who will examine the Company's Financial Statement for Financial Year of 2023 including Internal Control Audit on the Reporting proposed by the Board of Commissioners by taking into consideration recommendation from the audit committee to be further decided by the AGMS.

6TH AGENDA

**Report of the Use of Proceed from the Company's
Initial Public Offering**

Report of the Use of Proceed from the Company's Initial Public Offering

Legal Basis and Regulation

Article 6 and 7 of the Financial Services Authority Regulation Number 30/POJK.04/2015 on the Realization of the Use of Proceed Report (“**POJK 30/2015**”).

Explanation

This agenda is held based on Article 6 and 7 of POJK 30/2015.



7TH AGENDA

Approval of Changes in the Use of Proceeds from the Company's Initial Public Offering

Approval of Changes in the Use of Proceeds from the Company's Initial Public Offering

Legal Basis and Regulation

Article 9 of POJK 30/2015

Penjelasan

- This agenda is held based on Article 9 of POJK 30/2015.
- The Company intends to use the entire use of proceeds to be obtained from the Initial Public Offering, net of emission costs in relation with the Initial Public Offering, to:
 1. Approximately 90% will be used for capital expenditure of the Company and its subsidiaries (without specifying inorganic and organic value limits); and
 2. The remaining will be used for working capital and other Company's needs such as upgrading the Company's information technology system and implementing quality development programs for the Company's telecommunication towers.
- The reasons for changing the use of proceeds from the Initial Public Offering are as follows:
 1. As a strategy to accelerate the absorption of funds from the Company's initial public offering to be invested into production equipment that can generate revenue and reduce the cost of funds from the Company's initial public offering that have not been absorbed.
 2. Postpone the utilization of external loans from banks or other financial service institutions to fund the Company's inorganic capital expenditure to reduce financing costs, which can have a positive impact on the Company's financial performance.

8th AGENDA

Approval of the Company's Share Buyback

Approval of the Company's Share Buyback

Legal Basis and Regulation

- Article 37 and Article 38 paragraph (1) of Company Law;
- Article 2 paragraph (1) & (3) and Article 8 of Financial Services Authority Regulation Number 30/POJK.04/2017 on the Share Buyback Issued by Public Company and the Company ("**POJK 30/2017**"); and
- Article 25 paragraph (5) letter a of the Company's Articles of Association.

Explanation

- The Company's management views the need for flexibility which allows the Company to have a mechanism to maintain the stability of the Company's share price, to support a share price level that reflects the actual value/performance of the Company.
- The efforts to optimize the Company's excess cash to increase returns to the Company's Shareholders.



9th AGENDA

Approval of the Changes in Company's Management Composition

Approval of the Changes in Company's Management Composition.

Legal Basis and Regulation

- Article 11 paragraph (10) and Article 14 paragraph (12) of the Company's Articles of Association; and
- Article 3 and Article 23 of Financial Services Authority Regulation Number 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies ("**POJK 33/2014**").
- Regulation of The Minister of State Owned Enterprises of The Republic of Indonesia Number: PER-3/MBU/03/2023 dated 20 March 2023 on the Organ and Human Resources of State Owned Enterprises

Explanation

This agenda is held based on Article 11 Paragraph (10) of the Company's Articles of Association and Article 3 of POJK 33/2014 as well as Article 14 paragraph (12) of the Company's Articles of Association and Article 23 of POJK 33/2014.





Yusuf Wibisono

Place, Date of Birth



Jombang, 21 Juli 1968

Education



- S2 Manajemen Telekomunikasi (1998) - Massachusetts Institute of Technology Massachusetts, Amerika Serikat
- S1 Teknik Informatika (1991) - Institut Teknologi Bandung, Indonesia

Employment History



- VP Strategic Investment Digital Telco
(PT Telekomunikasi Indonesia (Persero) Tbk, Maret 2018 - sekarang)
- VP Strategic Investment Planning
(PT Telekomunikasi Indonesia (Persero) Tbk, Februari 2015 - Februari 2018)
- VP Wholesale & International Development
(PT Telekomunikasi Indonesia (Persero) Tbk, Juli 2013 - Januari 2015)



**Hastining
Bagyo Astuti**

Place, Date of Birth



Madiun, 24 Juni 1971

Education



- S2 Magister Management (2014) - Prasetiya Mulya, Jakarta
- S1 Teknik Telekomunikasi (2005) - Universitas Brawijaya, Malang

Employment History



- Direktur Solution & Business Development
(PT Infomedia Nusantara, Agustus 2021 – Sekarang)
- VP Customer Journey & Experience
(TELKOMSEL, Jan 2020 – Juli 2021)
- VP Product & Service Management
(TELKOMSEL, Oktober 2014 – Des 2019)



Agus Winarno

Place, Date of Birth



Boyolali, 26-11-1972

Education



- Sarjana Teknik Industri, STT Telkom – Bandung (1996)

Employment History



- Direktur Utama
(PT Infomedia Nusantara, 2020 – sekarang)
- Komisaris
(PT Infomedia Nusantara, 2016 – 2020)
- OVP Consumer Assurance
(PT Telekomunikasi Indonesia (Persero) Tbk, 2016 – 2020)



PT Dayamitra Telekomunikasi Tbk

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