



**SUMMON OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FINANCIAL YEAR 2023
PT PHAPROS Tbk**

Herewith the Board of Directors of PT Phapros Tbk (the "**Company**"), conveys the summon of the Annual General Meeting of Shareholders Financial Year 2023 (hereinafter referred to as the "**Meeting**") physically and electronically which will be held on:

Day/Date : Thursday, 13th of June 2024
Time : 03.30 PM - closing
Venue : Indonesia Health Learning Institute
Cipinang Cempedak I Street, No. 36, East Jakarta

Meeting Agenda:

1. First Agenda:

Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statements of the Financial Year 2023, including the Company's Activity Report and the Board of Commissioners Supervision Report, and to release and discharge of all responsibilities (*volledig acquit et de charge*) to the Board of Directors and Board of Commissioners members for the management and supervision carried out in the Financial Year 2023.

Brief Description:

- a. Based on Article 11 paragraph 3 and Article 17 letter b of the Company's Articles of Association, Article 66 paragraph 1 of Law No. 40 of 2007 on Limited Liability Companies ("**Company Law**"), and related regulations issued by the Financial Services Authority, at the Annual General Meeting of Shareholders ("**GMS**"), the Board of Directors submits the Annual Report to the GMS after review by the Board of Commissioners.
- b. Approval of the Annual Report including the ratification of the Company's Consolidated Financial Statements for the Financial Year 2023 audited by the Public Accounting Firm Hendrawinata Hanny Erwin & Sumargo and the Board of Commissioners' supervisory duty report is conducted by the GMS.

2. Second Agenda

Approval for the use of the Company's Net Profit for the Financial Year 2023.

Brief Description:

Based on Article 23 paragraph 2 of the Company's Articles of Association, the Board of Directors shall submit a proposal to the Annual GMS regarding the use of net profit which has not been shared stated in the balance sheet and profit and loss account submitted for approval by the Annual GMS.

3. Third Agenda

Determination of remuneration (salary/honorarium, facilities, and allowances) for the Financial Year 2024 and performance incentives for the Financial Year 2023 for the Board of Directors and Board of Commissioners of the Company.

Brief Description:

- a. Based on Article 15 paragraph 9 and Article 19 paragraph 6 of the Company's Articles of Association jo. Article 96 paragraph 1 and 113 of the Company Law, the Board of Directors shall be paid a salary, together with facilities and/or other allowances, the amount and type of which shall be determined by the GMS and such authority may be delegated by the GMS to the Board of Commissioners. The Board of Commissioners shall be paid honorarium, together with facilities and/or other allowances, the amount and type of which shall be determined by the GMS upon the proposal of the Board of Commissioners with due observance of the prevailing laws and regulations.
- b. Based on Article 23 paragraph 2 of the Company's Articles of Association, the Board of Directors shall propose to the Annual GMS the use of net profit which has not been shared stated in the balance sheet and profit and loss account submitted for approval by the Annual GMS, including performance incentives for members of the Board of Directors and members of the Board of Commissioners.

4. Fourth Agenda

Appointment of Public Accounting and/or Public Accounting Firm to audit the Company's Financial Statements for the Financial Year 2024.

Brief Description:

Based on Article 11 paragraph 3 of the Company's Articles of Association jo. Article 59 of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of GMS of Public Companies, in the Annual GMS, the Board of Directors shall submits proposal for the appointment of a Public Accountant registered with the Financial Services Authority. The appointment and dismissal of the Public Accountant who will provide audit services on annual historical financial information shall be decided in the GMS by considering the proposal of the Board of Commissioners, to conduct an audit of the Company's Financial Statements for the current year, including an audit of internal control over financial reporting, in accordance with the applicable regulatios of the capital market authority where the Company's shares are registered and/or listed. In the event that the GMS is unable to decide on the appointment of a Public Accountant and/or Public Accounting Firm, the GMS may delegate such authority to the Board of Commissioners.

5. Fifth Agenda

Changes in the Composition of the Company's Management.

Brief Description:

- a. Based on Article 15 paragraph 3 letter a and Article 19 paragraph 4 letter a of the Company's Articles of Association jo. Article 3 paragraph (1) and Article 23 POJK Number 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies, members of the Board of Directors and Board of Commissioners are appointed and dismissed by the GMS.
- b. Based on Article 15 paragraphs 5 and 11 of the Company's Articles of Association jo. Article 8 paragraphs (1) and (3) of POJK Number 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of Issuers or Public Companies, in connection with the resignation letter of Mr. David Sidjabat as President Director of the Company on March 22, 2024 and his appointment as Director of Human Resources of PT Sucofindo based on the results of the GMS of PT Sucofindo on March 22, 2024, members of the Board of Directors may resign from their positions before the term of office ends and the resigning Directors shall release from responsibility after obtaining a release of responsibility from the Annual GMS. The Board of Commissioners appoints another member of the Board of Directors to carry out the work of the vacant member of the Board of Directors with the correspond power and authority, and the GMS

to fill the vacant position shall held no later than 90 (ninety) calendar days after the vacancy occurs.

Notes:

1. This Summon is valid as an official invitation of the **Meeting** to the Shareholders of the Company, thus the Company Board of Directors will not send separate invitations to the Company's Shareholders.
2. Shareholders who have the right to attend or be represented and vote choice for the **Meeting** or attend electronically are the Shareholders of the Company whose names are recorded in the Company's Shareholders Register (DPS) and/or the Company's securities sub-account holders at PT Kustodian Sentral Efek Indonesia (KSEI) at the closing of stock trading on the Indonesia Stock Exchange on **Tuesday, 21st of May 2024**.
3. The Company since this Summon date has provided **Meeting** materials on each **Meeting** Agenda which can be downloaded through the Company's website www.phapros.co.id.
4. a. Shareholders who are unable to attend the **Meeting** may grant power of attorney:
 - 1) through the power of attorney form available on the Company's website, which can be submitted by the recipient of the power of attorney during registration prior to attending the **Meeting**; or
 - 2) electronically through the Electronic General Meeting System of KSEI (eASY.KSEI) provided by KSEI. Registration guidelines, usage, and further explanations regarding eASY.KSEI can be found on the website <https://akses.ksei.co.id/>.b. In determining the quorum of the **Meeting**, Board of Directors, Board of Commissioners, and employees of the Company may act as power of attorney shareholders, but they are not entitled to vote as power of attorney shareholders.
 - c. The deadline for providing electronic attendance declaration or electronic power of attorney (e-power of attorney) and electronic voting in the eASY.KSEI application is no later than 12.00 WIB on 1 (one) working day before the **Meeting** date.
5. For Shareholders and/or power of attorney holders who will attend the **Meeting** electronically through the eASY.KSEI application, shall note the following matters:
 - a. **Registration Process**
 - 1) Local individual Shareholders who have not provided an attendance declaration or power of attorney in the eASY.KSEI application until the deadline in section 4 paragraph c and wish to attend the **Meeting** electronically must register their attendance in the eASY.KSEI application on the day of the **Meeting** until the electronic registration period is closed by the Company.
 - 2) Local individual Shareholders who have provided an attendance declaration but have not provided vote choice for at least 1 (one) Agenda of the **Meeting** in the eASY.KSEI application until the deadline in section 4 paragraph c and wish to attend the **Meeting** electronically must register their attendance in the eASY.KSEI application on the day of the **Meeting** until the electronic registration period is closed by the Company.
 - 3) Shareholders who have granted power to the power of attorney holder provided by the Company (Independent Representative) or Individual Representative but have not provided a minimum vote choice for at least 1 (one) Agenda Item of the **Meeting** in the eASY.KSEI application until the deadline in section 4 paragraph c, the power of attorney Holder

- representing the Shareholder must register their attendance in the eASY.KSEI application on the day of the **Meeting** until the electronic registration period is closed by the Company.
- 4) Shareholders who have granted power of attorney to participant power of attorney holders/Intermediaries (Custodian Bank or Securities Company) and have provided a vote choice in the eASY.KSEI application until the deadline in section 4 paragraph c, the registered representative of the power of attorney holders in the eASY.KSEI application shall register their attendance in the eASY.KSEI application on the day of the **Meeting** until the electronic registration period is closed by the Company.
 - 5) Shareholders who have provided attendance declarations or granted power of attorney to the power of attorney holders provided by the Company (Independent Representative) or Individual Representative and have provided vote choice for at least 1 (one) Agenda Items in the eASY.KSEI application by the deadline stated in section 4 paragraph c, Shareholders and/or power of attorney holders no need to register their attendance electronically in the eASY.KSEI application on the day of the **Meeting**. Share ownership will be automatically considered for the attendance quorum, and the provided voting options will be automatically considered in the voting process of the **Meeting**.
 - 6) Delay or failure in the electronic registration process as mentioned in items 1) to 5) due to any reason will result in Shareholders and/or power of attorney holders being unable to attend the **Meeting** electronically, and their share ownership will not be counted towards the attendance quorum in the **Meeting**.
- b. Process of Submitting Questions and/or Opinions Electronically**
- 1) Shareholders and/or power of attorney holder have 3 (three) opportunities to submit questions and/or opinions during each discussion session per Agenda item of the meeting. Shareholders and/or power of attorney holder can submit written questions and/or opinions using the chat feature in the "Electronic Opinions" column available on the E-Meeting Hall screen in the eASY.KSEI application. Questions and/or opinions can be submitted by Shareholders and/or power of attorney holder as long as the status in the "General Meeting Flow Text" column is "Discussion started for Agenda item No. []".
 - 2) The determination of the mechanism for conducting written discussions per Agenda item of the meeting through the E-Meeting Hall screen in the eASY.KSEI application is the authority of each Company, and it will be documented by the Company in the Rules of Procedure for **Meeting** Implementation through the eASY.KSEI application
 - 3) Shareholders and/or power of attorney holder who attend electronically and wish to submit questions and/or opinions during the ongoing discussion session per Agenda item of the **Meeting** are required to write their names, shareholding amounts, followed by the related question or opinion.
- c. Voting Process**
- 1) The electronic voting process conducted in the eASY.KSEI application under the E-Meeting Hall menu, in the Live Broadcasting sub menu.
 - 2) Shareholders who attend in person or are represented by their power of attorney holder but have not yet cast their vote choice for the Agenda items of the **Meeting** as referred to in section 5, paragraph a, points 1) to 6), have the opportunity to cast their vote choice during the voting period through the E-Meeting Hall screen in the eASY.KSEI application when opened by the Company. When the electronic voting period for a specific Agenda item of the **Meeting** begins, the system automatically initiates the voting time, counting down a maximum of 5 (five) minutes. During the electronic voting process, the status "Voting for agenda item no. [] has started" will be displayed in the "General Meeting Flow Text" column. If a Shareholder and/or power of attorney does not cast their vote choice for a specific agenda item of the **Meeting** before the status in the "General Meeting Flow Text" column

changes to "Voting for agenda item No. [] has ended," it will be considered as casting an abstain vote for that Agenda item of the **Meeting**.

- 3) The voting time during the electronic voting process is a standard time set in the eASY.KSEI application. Each Company can establish its own policy for the duration of direct electronic voting per Agenda item of the **Meeting** (with a maximum time of 5 (five) minutes per Agenda item of the **Meeting**), which will be documented in the Rules of Procedure for **Meeting** Implementation through the eASY.KSEI application.

d. Watching the Meeting through the Meeting Broadcast:

- 1) Shareholders and/or power of attorney holder who have registered in the eASY.KSEI application by the deadline stated in section 4 paragraph c are able to watch the ongoing **Meeting** through the Zoom Webinar by accessing the eASY.KSEI menu, **Meeting** Broadcast submenu, available on the AKSes platform (<https://akses.ksei.co.id/>).
Meeting Broadcast has a capacity of up to 500 (five hundred) participants, and the attendance of each participant will be determined on a first-come, first-served basis. Shareholders and/or power of attorney holder who do not have the opportunity to watch the **Meeting** through the **Meeting** Broadcast but are still considered present electronically will have their shareholding and voting choices counted in the **Meeting** as long as they are registered in the eASY.KSEI application, as stipulated in section 5 paragraph a points 1) to 6).
- 2) Shareholders and/or power of attorney holder who only observe the **Meeting** through the **Meeting** Broadcast but are not registered as present electronically in the eASY.KSEI application, as stipulated in section 5 paragraph a points 1) to 6), will be considered invalid in terms of attendance and will not be included in the calculation of the meeting's quorum.
- 3) Shareholders and/or power of attorney holder who watch the **Meeting** through the **Meeting** Broadcast have the "raise hand" feature, which can be used to ask questions and/or express opinions during the ongoing discussion session per Agenda item of the **Meeting**. If permitted by the Company by activating the "allow to talk" feature, Shareholders and/or power of attorney holder able to ask questions and/or express opinions by speaking directly. The determination of the mechanism for conducting discussions per Agenda item of the **Meeting** using the "allow to talk" feature available in the **Meeting** Broadcast is the authority of each Company, and it will be documented by the Company in the Rules of Procedure for **Meeting** Implementation through the eASY.KSEI application.
- 4) To have the best experience using the eASY.KSEI application and/or the **Meeting** Broadcast, Shareholders and/or power of attorney holder are recommended to use the Mozilla Firefox browser.

6. The Notary, assisted by the Securities Administration Bureau, will conduct the verification and vote counting for each Agenda item during the decision-making process of the **Meeting**, including votes submitted by Shareholders and/or power of attorney holder through eASY.KSEI as referred to in section 5 paragraph c points 1) to 3) above, as well as those expressed during the **Meeting**.
7. The Company recommends to Shareholders and/or power of attorney as follows:
 - a. The Company recommends Shareholders and/or power of attorney holder who are eligible to attend the **Meeting**, and whose shares are held in collective custody by KSEI, to register their attendance electronically through the KSEI System (eASY.KSEI) at the link <https://akses.ksei.co.id/> provided by KSEI. Electronic registration will be open from the date of this **Meeting** Summon and will be closed no later than before the **Meeting**, at **03.00 PM**.
 - b. Registration guidelines, usage instructions, and further explanations regarding eASY.KSEI can be found on the website <https://akses.ksei.co.id/>.

- c. In the event that Shareholders and/or power of attorney holder will attend the **Meeting** outside the eASY.KSEI mechanism, they may download the power of attorney form from the Company's website www.phapros.co.id.
 - d. Submit a photocopy of the Identity Card (KTP) or other identification document to the **Meeting** Officer before entering the **Meeting** Room. For Shareholders and/or power of attorney holder who are legal entities, please bring a copy (photocopy) of the Articles of Association and any amendments thereto, including the latest composition of the board of directors.
8. Shareholders who have granted power of attorney as stated in section 4 above may submit questions regarding the Agenda items via email to the Company at corporate@phapros.co.id, with a copy to DM@datindo.com. These questions will be presented during the **Meeting** by the power of attorney holder and recorded in the **Meeting** Minutes prepared by the Notary. The answers to these questions will be provided to the Shareholders via email no later than 3 (three) working days after the **Meeting**.
9. The Company will announce any changes and/or additional information regarding the procedures for conducting the **Meeting**.
10. The Annual Report will be provided to Shareholders and/or power of attorney holder in softfile form.
11. To facilitate the organization and orderliness of the **Meeting**, Shareholders and/or power of attorney holder who are eligible are kindly requested to register for attendance no later than 30 (thirty) minutes before the start of the **Meeting** and the registration will close at **03.00 PM**.

Jakarta, 22nd May 2024
PT PHAPROS Tbk
Board of Directors