# ANNOUNCEMENT SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FINANCIAL YEAR 2023 PT KIMIA FARMA Tbk

The Board of Directors of PT Kimia Farma Tbk (hereinafter referred to as the "<u>Company</u>"), having its domicile in Central Jakarta, hereby announces that the Company has convened the Annual General Meeting of Shareholders (hereinafter referred to as the "<u>Meeting</u>") on:

Day/Date	:	Tuesday, June 25, 2024	
Time	:	16.10 Western Indonesia Time (WIB) – 18.00 WIB	
Venue	:	Indonesia Health Learning Institute	
		Jalan Cipinang Cempedak I No. 36,	
		Jatinegara, Jakarta Timur.	

The Meeting was chaired by Mr. Fachmi Idris as President Commissioner of the Company based on the resolution of the Board of Commissioners Number: KEP-004/KOM-KF/VI/2024 dated June 14, 2024, regarding the Appointment of the Chairperson of the Annual General Meeting of Shareholders of PT Kimia Farma Tbk for Financial Year 2023.

# A. Attendance of Board of Commissioners and Board of Directors

The Meeting was physically attended by 7 (seven) members of the Board of Commissioners and 5 (five) members of the Board of Directors as follows:

Board of Commissioners		Board of Directors	
President	Mr. Fachmi Idris	President Director	Mr. David Utama
Commissioner			
Commissioner	Mr. Wiku Adisasmito	Director of Financial &	Mrs. Lina Sari
		Risk Management	
Commissioner	Mr. Dwi Ary Purnomo	Director of	Mrs. Chairani
		Commercial	Harahap
Commissioner	Mr. Rendi Witular	Director of Production	Mr. Hadi Kardoko
		and Supply Chain,	
		concurrently serving	
		as Acting Director of	
		Human Resources	
Commissioner	Mr. Darwin Wibowo	Director of Portfolio,	Mrs. Jasmine
		Product, and Service	Kamiasti Karsono
Independent	Mr. Musthofa Fauzi		
Commissioner			
Independent	Mrs. Diah Kusumawardani		
Commissioner			

### **B.** Attendance of the Shareholders

Based on Article 25 paragraph (1) of the Company's Articles of Association and Article 86 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies, for the **Agenda Items 1, 2, 3, 4, and 5**, the meeting can be held if attended by shareholders representing more than ½ (one half) of the total number of shares with valid voting rights.

Based on Article 25 paragraph (4) of the Company's Articles of Association and Article 86 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies, for **Agenda Item 6**, the meeting can be held if attended by the Series A Dwiwarna Shareholders and other Shareholders and/or their valid representatives together representing more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights.

Based on the Register of Shareholders as of the Recording Date on **Friday**, **May 31**, **2024**, and the Attendance List from PT Datindo Entrycom as the Company's Securities Administration Bureau, the meeting was attended by the Shareholders and/or their proxies, both physically and via e-Proxy eASY.KSEI, representing a total of 5,246,551,900 (five billion two hundred forty-six million five hundred fifty-one thousand nine hundred) shares, including the Series A Dwiwarna shares, or 94.2517529% of the 5,566,529,785 (five billion five hundred sixty-six million five hundred twenty-nine thousand seven hundred eighty-five) shares, which is the total number of shares with valid voting rights issued by the Company as of the date of the meeting, consisting of:

- 1 (one) series A Dwiwarna share; and
- 5.566.529.784 (five billion five hundred sixty-six million five hundred twenty-nine thousand seven hundred eighty-four) series B shares.

### C. Meeting Agendas's Brief Explanation

1. Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners for the Financial Year 2023, including the Ratification of the Restatement of the Consolidated Financial Statements for Financial Year of 2021 and 2022, as well as the Ratification of the Implementation Report of the Micro and Small Business Funding Program (PUMK) for the Financial Year 2023, along with the Granting of Full Discharge and Release of Responsibility (volledig acquit et de charge) to the Board of Directors for the Management Actions of the Company and the Board of Commissioners for the Supervisory Actions of the Company carried out during the Financial Year 2023.

Brief Explanation:

- 1. Under Article 18 Paragraph (9) of the Company's Article of Association and Law Number 40 of 2007 concerning Limited Liability Companies (Company Law), it is stated that:
  - a) The Board of Directors submits an annual report to the General Meeting of Shareholders (GMS) after being reviewed by the Board of Commissioners;
  - b) The GMS carries out the approval of the Annual Report, including the ratification of the financial statement and the Board of Commissioners' supervisory report.
- 2. Article 23 Regulation of the Minister of State-Owned Enterprises ("Permen BUMN") Number PER-05/MBU/04/2021 dated 8 April 2021 concerning the Social and Environmental Responsibility Program of State-Owned Enterprises ("TJSL"), which

stipulates that Financial Reports and Implementation of the TJSL Program are reported and integrated into the Periodic Report and Annual Report.

2. Approval of the Use of the Company's Net Profit for the Financial Year 2023. Brief Explanation:

Based on the Company's Articles of Association, the Board of Directors submits a proposal for the use of the Company's Net Profit.

3. Determination of Remuneration (Salary/Honorarium, Facilities, and Allowances) for the 2024 Fiscal Year and Performance Incentives for 2023 for the Board of Directors and the Board of Commissioners of the Company. *Brief Explanation:* 

Based on the Company's Articles of Association, it is stated that the Salary/Honorarium, Allowances, and Facilities for the Board of Commissioners and the Board of Directors, as well as bonuses, must be decided by the GMS and the GMS can delegate the authority to determine them to the majority Series B Shareholders.

4. Appointment of the Public Accounting Firm (KAP) to audit the Company's Consolidated Financial Statements and the Financial Statements of the Micro and Small Business Funding Program (PUMK) Report for the Financial Year 2024. Brief Explanation:

Based on Article 59 paragraph (1) of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Plan and Organizing of the General Meeting of Shareholders of a Public Company, it is stated that the Appointment and Dismissal of Public Accountants and/or Public Accounting Firms that will provide audit services for information Annual historical financial statements must be decided in the GMS of a Public Company by considering the proposal of the Board of Commissioners.

5. Report on the Implementation of the Mandatory Convertible Bonds (OWK) Conversion into Shares for the Purpose of Increasing the Company's Capital, and Approval to Grant Authority to the Company's Board of Commissioners to Determine the Amount of Issued and Paid-up Capital Increase.

### Brief Explanation:

Based on Article 41 paragraphs (1) and (2) of the Law Number 40 of 2007 concerning Limited Liability Companies (Company Law), it is regulated as follows:

- (1) The increase in the Company's capital is carried out based on the approval of the GMS.
- (2) The GMS may delegate authority to the Board of Commissioners to approve the implementation of the GMS decisions as referred to in paragraph (1) for a maximum period of 1 (one) year.

### 6. Changes in the Company's Management Composition.

### Brief Explanation:

 Changes in the composition of the Company's Management based on the resolutions of the Annual General Meeting of Shareholders (AGMS) for the Fiscal Year 2018 on May 7, 2019, regarding the term of office of the Director of Human Resources of PT Kimia Farma Tbk, which ends at the AGMS for the Fiscal Year 2023 for the first term and may subsequently be reappointed by the GMS. 2. Based on the provisions of Article 11 paragraph (10), Article 14 paragraph (12), Article 23 paragraph (6) letter b, and Article 25 paragraph (4) of the Company's Articles of Association, the Board of Directors and the Board of Commissioners are appointed and dismissed by the GMS.

# D. Opportunity for Discussion

- 1. Each Meeting Agenda is given the opportunity to ask questions.
- 2. Shareholders or their proxies have 3 (three) opportunities to submit questions and/or opinions at each discussion session in each Meeting Agenda.
- 3. Submission of questions and/or opinions submitted orally cannot be responded to.
- 4. The Chairperson of the Meeting may limit the time in the question-and-answer program for each Meeting Agenda.
- 5. The process for submitting questions and/or opinions for Shareholders who are physically present at the Meeting is as follows:
  - a. The Chairperson of the meeting will ask the shareholders if they have any questions or opinions to submit.
  - b. Questions and/or opinions that have been written by the Shareholders are submitted to the officer to be submitted to the Notary and Chairperson of the Meeting or the party appointed to provide an explanation.
- 6. The process of submitting questions and/or opinions for Shareholders electronically at the Meeting through eASY.KSEI, is as follows:
  - a. Questions and/or opinions are submitted through the chat feature in the 'Electronic Option' column available on the E-Meeting Hall screen at eASY.KSEI;
  - b. Questions and/or opinions can be submitted as long as the 'General Meeting Flow Text' column has the status of "discussion started for agenda item no. [...]".
- 7. Provisions for submitting questions and/or opinions for Shareholders electronically at the Meeting are as follows:
  - a. Shareholders write their names, number of shares owned, as well as questions and/or opinions.
  - b. For the proxies, the written submission must be accompanied by a description of the name of the Shareholder and the size of their share ownership, followed by related questions and/or opinions.
- 8. Questions and/or opinions that have been submitted by the Shareholders or their proxies are then submitted to the Notary to examine their validity/authority.
- 9. Questions and/or opinions that have been examined by a Notary are submitted by officers to the Chairperson of the Meeting. The Chairperson of the Meeting will then read out the questions and/or opinions.
- 10. The Chairperson of the Meeting has the right to refuse to answer questions and/or opinions that are not related to the Meeting Agenda being discussed or that have been previously asked.
- 11. Members of the Board of Commissioners or members of the Board of Directors or parties appointed by the Chairperson of the Meeting will answer questions or respond to opinions that have been read out as referred to in point 9 above.
- 12. The Chairperson of the Meeting has the authority to take the necessary actions to maintain the orderliness of the Meeting.

### E. Meeting Resolution Mechanism

1. Meeting decisions are taken based on deliberation to reach a consensus. In the event that the Meeting decisions based on deliberation to reach a consensus is not reached, then the decision shall be taken by voting, with the following conditions:

Based on Article 25 paragraph (1) of the Company's Articles of Association and Article 87 paragraph (2) of Law Number 40 of 2007 concerning Limited Liability Companies, for the **Agenda Items 1, 2, 3, 4, And 5**, a resolution is valid if approved by more than ½ (one half) of the total number of shares with valid voting rights present at the meeting.

Based on Article 25 paragraph (4) of the Company's Articles of Association and Article 87 paragraph (2) of Law Number 40 of 2007 concerning Limited Liability Companies, for **Agenda Item 6**, a resolution is valid if approved by the Series A Dwiwarna Shareholders and other Shareholders and/or their valid representatives together representing more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights present at the meeting.

- 2. Voting is conducted after all the questions have been answered and/or the question-andanswer time has expired.
- 3. Each share gives the holder the right to cast 1 (one) vote. If a Shareholder owns more than 1 (one) share, he/she is only required to give 1 (one) time and the vote represents all shares that he owns or represents.
- 4. Voting for Meeting resolutions shall be conducted by "Raising Hands" with the following conditions:
  - a. Those who Disagree and Abstain will be asked to raise their hand and submit their ballot card;
  - b. Those who did not raise their hands were deemed to vote in agreement;
  - c. The vote of abstention is deemed to have issued the same vote as the vote of the majority of shareholders who cast a vote;
  - d. For each Agenda of the Meeting, voting will be carried out for decision-making;
  - e. At the end of each voting, the Notary reads the results of the voting.
- 5. The voting process for Shareholders electronically in the Meeting through eASY.KSEI (e-Voting) is carried out with the following procedure:
  - a. The voting process takes place at eASY.KSEI on the E–Meeting Hall menu, Live Broadcasting sub menu;
  - b. Shareholders who attend or provide power of attorney electronically at the Meeting through eASY.KSEI, who have not yet made their vote, have the opportunity to submit their vote during the voting period through the E-Meeting Hall screen at eASY.KSEI;
  - c. During the voting process, the 'General Meeting Flow Text' column will show the status of "voting for agenda item no, [...] has started".
  - d. If the Shareholders do not vote for the Meeting Agenda until the status of the Meeting as shown in the 'General Meeting Flow Text' column changes to "voting for agenda item no [...] has ended", then the Shareholders are considered abstained;
  - e. Electronic direct voting per Meeting Agenda through eASY.KSEI is allocated a maximum of 5 (five) minutes.

# F. Independent Party for Vote Counting

The Company has appointed independent parties, PT Datindo Entrycom to count and/or validate the votes.

# G. Meeting Resolutions

The Meeting has resolved the following resolutions as set forth in the deed of "Minutes of the General Meeting of Shareholders of PT KIMIA FARMA Tbk abbreviated as PT KAEF Tbk., Number: 29 dated June 25, 2024, made before Notary Mochamad Nova Faisal S.H., M.Kn., with its summary as follows:

# First Meeting Agenda:

Approval of the Company's Annual Report and Ratification of the Company's Consolidated Financial Statements, Approval of the Supervisory Report of the Board of Commissioners for the Financial Year 2023, including the Ratification of the Restatement of the Consolidated Financial Statements for Financial Year of 2021 and 2022, as well as the Ratification of the Implementation Report of the Micro and Small Business Funding Program (PUMK) for the Financial Year 2023, along with the Granting of Full Discharge and Release of Responsibility (volledig acquit et de charge) to the Board of Directors for the Management Actions of the Company and the Board of Commissioners for the Supervisory Actions of the Company carried out during the Financial Year 2023.

# Number of Questioners

None of the Shareholders asked questions in the First Meeting Agenda.

# Voting Calculations

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
0 shares or 0%	700 shares or 0,0000133%	5.246.551.200 shares or 99,9999867%

Thus, the Meeting, with a unanimous vote of 5.246.551.900 (Five billion two hundred forty-six million five hundred fifty-one thousand nine hundred) shares, representing 100% of the total votes cast at the Meeting, decided:

- 1. To approve the Company's Annual Report, including the Supervisory Duties Report of the Board of Commissioners for the Fiscal Year ending on December 31, 2023.
- 2. To ratify:
  - a) The Company's Consolidated Financial Statements for the Fiscal Year 2023, which ended on December 31, 2023, including the Approval of the Restatement of the Consolidated Financial Statements for the Fiscal Years 2021 and 2022, which have been audited by the Public Accounting Firm Hendrawinata Hanny Erwin & Sumargo according to its report Number 00237/2.1127/AU.1/04/0797-3/1/V/2024 dated May 31, 2024, with an opinion of "qualified" regarding the corrections and adjustments made to PT Kimia Farma Apotek, a subsidiary, particularly on the inventory and trade payables accounts.

- b) The Financial Statements of the Micro and Small Business Funding Program for the Fiscal Year 2023, which ended on December 31, 2023, as part of the Social and Environmental Responsibility Report, as audited by the Public Accounting Firm (KAP) Hendrawinata Hanny Erwin & Sumargo according to its report Number 00183/2.1127/AU.2/04/0797-3/0/IV/2024 dated April 25, 2024, with an opinion of "fair in all material respects."
- 3. With the approval of the Company's Annual Report, including the Supervisory Duties Report of the Board of Commissioners, and the ratification of the Company's Consolidated Financial Statements as well as the Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Fiscal Year 2023, which ended on December 31, 2023, the General Meeting of Shareholders grants full release and discharge (acquit et de charge) to all members of the Board of Directors for their management actions and to all members of the Board of Commissioners for their supervisory actions carried out during the Fiscal Year 2023, which ended on December 31, 2023, except for the reasons for the "qualified opinion," as long as these actions are not criminal offenses and/or do not violate the prevailing laws and regulations and legal procedures, and are reflected in the Company's report books. The Board of Directors and the Board of Commissioners are requested to resolve the matters disclosed by the auditor in the emphasis of matter paragraph and notes to the financial statements in the Independent Auditor's Report, to prevent similar occurrences in the future.

### Second Meeting Agenda:

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

#### Number of Questioners

None of the Shareholders asked questions in the Second Meeting Agenda.

#### **Voting Calculations**

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
0 shares or 0%	600 shares or 0,0000114%	5.246.551.300 shares or 99,9999886%

Thus, the Meeting, with a unanimous vote of 5.246.551.900 (Five billion two hundred forty-six million five hundred fifty-one thousand nine hundred) shares, representing 100% of the total votes cast at the Meeting, decided:

Not to determine the Use of the Company's Net Profits as the Company experienced a net loss for the Fiscal Year 2023.

### Third Meeting Agenda

Determination of Remuneration (Salary/Honorarium, Facilities, and Allowances) for the 2024 Fiscal Year and Performance Incentives for 2023 for the Board of Directors and the Board of Commissioners of the Company.

### Number of Questioners

None of the Shareholders asked questions in the Third Meeting Agenda.

### Voting Calculations

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
200 shares or	900 shares or	5.246.550.800 shares or
0,000038%	0,0000172%	99,9999790%

Thus, the Meeting, with a majority vote of 5.246.551.700 (Five billion two hundred forty-six million five hundred fifty-one thousand seven hundred) shares, representing 99,9999962% of the total votes cast at the Meeting, decided:

- 1. To grant authority and power to PT Bio Farma (Persero) as the Majority Series B Shareholder, after consulting with the Series A Dwiwarna Shareholder, to determine for the Members of the Board of Commissioners:
  - a. Tantiem/Performance Incentives/Special Incentives for the Fiscal Year 2023; and
  - b. Honorarium, facilities, and allowances for the Fiscal Year 2024.
- 2. To grant authority and power to the Company's Board of Commissioners, after obtaining written approval from PT Bio Farma (Persero) as the Majority Series B Shareholder and after consulting with the Series A Dwiwarna Shareholder, to determine for the Members of the Board of Directors:
  - a. Tantiem/Performance Incentives/Special Incentives for the Fiscal Year 2023, in accordance with applicable regulations; and
  - b. Salaries, facilities, and allowances for the Fiscal Year 2024.

# Fourth Meeting Agenda

Appointment of the Public Accounting Firm (KAP) to audit the Company's Consolidated Financial Statements and the Micro and Small Business Funding Program (PUMK) Report for the Financial Year 2024.

# Number of Questioners

None of the Shareholders asked questions in the Fourth Meeting Agenda.

### **Voting Calculations**

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
0 shares or 0%	700 shares or 0,0000133%	5.246.551.200 shares or 99,9999867%

Thus, the Meeting, with a unanimous vote of 5.246.551.900 (Five billion two hundred forty-six million five hundred fifty-one thousand nine hundred) shares, representing 100% of the total votes cast at the Meeting, decided:

To grant authority and power to the Company's Board of Commissioners, after obtaining written approval from the Majority Series B Shareholder and consulting with the Series A Dwiwarna Shareholder, to carry out:

- a) The appointment of a Public Accounting Firm to audit the Company's Consolidated Financial Statements for the Fiscal Year 2024 and/or other periods in the Fiscal Year 2024, the Financial Statements of the Micro and Small Business Funding Program for the Fiscal Year 2024, as well as other reports of the Company for the Company's purposes and interests; and
- b) The determination of the audit fee and other terms for the Public Accounting Firm, and the appointment of a Substitute Public Accounting Firm in the event that the selected Public Accounting Firm, for any reason, is unable to complete the audit services for the Company's Consolidated Financial Statements for the Fiscal Year 2024 and/or other periods in the Fiscal Year 2024, the Financial Statements of the Micro and Small Business Funding Program for the Fiscal Year 2024, as well as other reports of the Company, including determining the audit fee and other terms for the Substitute Public Accounting Firm.

# Fifth Meeting Agenda

Report on the Implementation of the Mandatory Convertible Bonds (OWK) Conversion into Shares for the Purpose of Increasing the Company's Capital, and Approval to Grant Authority to the Company's Board of Commissioners to Determine the Amount of Issued and Paid-up Capital Increase.

# Number of Questioners

None of the Shareholders asked questions in the Fifth Meeting Agenda.

# Voting Calculations

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
0 shares or 0%	700 shares or 0,0000133%	5.246.551.200 shares or 99,9999867%

Thus, the Meeting, with a unanimous vote of 5.246.551.900 (Five billion two hundred forty-six million five hundred fifty-one thousand nine hundred) shares, representing 100% of the total votes cast at the Meeting, decided:

- 1. To accept the Report on the Implementation of the Mandatory Convertible Bonds (OWK) conversion into the Company's shares in the context of Increasing the Company's Capital.
- 2. To approve the granting of power and authority to the Company's Board of Commissioners to state the amount of the increase in issued and paid-up capital resulting from the implementation of the Company's Mandatory Convertible Bonds (OWK) conversion in Article 4 Paragraph (2) and Article 4 Paragraph (3) of the Company's Articles of Association and to take all necessary actions in connection therewith in compliance with the applicable laws and regulations.
- 3. To grant an extension of power and authority to the Company's Board of Commissioners with the right of substitution to record and state everything decided in this Meeting agenda in the form of a notarial deed and to submit it to the relevant authorities to obtain approval and/or receipt of notification of changes to the Articles of Association, to take all necessary and useful actions for this purpose without exception, including making additions and/or amendments to the changes to the Articles of Association if required.

### Sixth Meeting Agenda

Changes in the Company's Management Composition.

### Number of Questioners

None of the Shareholders asked questions in the Sixth Meeting Agenda.

V	/oting	Calcu	lations	

DISAGREE	ABSTAIN	AGREE (Including the Series A Dwiwarna Shareholder)
100 shares or	700 shares or	5.246.551.100 shares or
0,0000019%	0,0000133%	99,9999848%

Thus, the Meeting, with a majority vote of 5.246.551.800 (Five billion two hundred forty-six million five hundred fifty-one thousand eight hundred) shares, representing 99,9999981% of the total votes cast at the Meeting, decided:

- 1. To confirm the honorable dismissal of Mr. Dharma Syahputra as the Director of Human Resources of PT Kimia Farma Tbk effective from May 7, 2024, with gratitude for his contributions and efforts during his tenure.
- 2. To honorably dismiss Mr. David Utama as the President Director of PT Kimia Farma Tbk, with gratitude for his contributions and efforts during his tenure.
- 3. To appoint Mr. Djagad Prakasa Dwialam as the President Director of PT Kimia Farma Tbk, with a term of office in accordance with the provisions of the Company's Articles of Association, considering applicable laws and regulations, and without prejudice to the right of the General Meeting of Shareholders (GMS) to dismiss at any time.

- 4. To appoint Mr. Disril Revolin Putra as the Director of Human Resources of PT Kimia Farma Tbk, with a term of office in accordance with the provisions of the Company's Articles of Association, considering applicable laws and regulations, and without prejudice to the right of the General Meeting of Shareholders (GMS) to dismiss at any time.
- 5. With the dismissal and appointment of the Board of Directors as referred to in points 1 (one) to 4 (four) above, the composition of the Board of Commissioners and the Board of Directors of PT Kimia Farma Tbk becomes as follows:

No	Title	Name
1.	President Commissioner	Fachmi Idris
2.	Independent Commissioner	Musthofa Fauzi
3.	Commissioner	Wiku Adisasmito
4.	Commissioner	Dwi Ary Purnomo
5.	Commissioner	Rendi Witular
6.	Commissioner	Darwin Wibowo
7.	Independent Commissioner	Diah Kusumawardani

a. Board of Commissioners

b. Board of Directors

No	Title	Name
1.	President Director	Djagad Prakasa Dwialam
2.	Director of Finance & Risk	Lina Sari
	Management	
3.	Director of Commercial	Chairani Harahap
4.	Director of Production and	Hadi Kardoko
	Supply Chain	
5.	Director of Human Capital	Disril Revolin Putra
6.	Director of Portfolio, Products	Jasmine Kamiasti Karsono
	and Services	

Jakarta, June 27, 2024 PT Kimia Farma Tbk Board of Directors