



**PEMANGGILAN
RAPAT UMUM PEMEGANG SAHAM TAHUNAN
PT SEMEN INDONESIA (PERSERO) Tbk**

Direksi PT Semen Indonesia (Persero) Tbk ("**Perseroan**") dengan ini mengundang pemegang saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan ("**Rapat**") yang akan diselenggarakan pada:

Hari, Tanggal : Jumat, 3 Mei 2024
Waktu : 14.00 WIB s.d. Selesai
Tempat : Financial Hall
Graha CIMB Niaga Lt. 2, Jl. Jend Sudirman kav 58 Jakarta Selatan

Dengan mata acara Rapat sebagai berikut:

1. Persetujuan Laporan Tahunan dan Pengesahan Laporan Keuangan Perseroan, Persetujuan Laporan Tugas Pengawasan Dewan Komisaris serta Pengesahan Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Tahun Buku 2023 sekaligus Pemberian Pelunasan dan Pembebasan Tanggung Jawab Sepenuhnya (*volledig acquit et de charge*) kepada Direksi atas Tindakan Pengurusan Perseroan dan Dewan Komisaris atas Tindakan Pengawasan Perseroan yang telah dijalankan selama Tahun Buku 2023;
2. Penetapan Penggunaan Laba Bersih Perseroan untuk Tahun Buku 2023;
3. Penetapan Gaji/Honorarium berikut Fasilitas dan Tunjangan untuk Direksi dan Dewan Komisaris Perseroan Tahun Buku 2024, serta Tantiem/Insentif Kinerja/Insentif Khusus untuk Direksi dan Dewan Komisaris Perseroan atas Kinerja Tahun Buku 2023;
4. Persetujuan penetapan Kantor Akuntan Publik untuk mengaudit Laporan Keuangan Perseroan termasuk audit Laporan Program Pendanaan Usaha Mikro dan Usaha Kecil Tahun Buku 2024;
5. Perubahan Anggaran Dasar Perseroan:
 - Pasal 12 ayat (2) huruf a angka 2),
 - Pasal 12 ayat (2) huruf a angka 9), dan
 - Pasal 12 ayat (2) huruf b angka 19) dan 20);
6. Pelaporan Pertanggungjawaban Realisasi Penggunaan Dana ("**RPD**") Penawaran Umum Terbatas melalui Penambahan Modal dengan Memberikan Hak Memesan Efek Terlebih Dahulu I ("**PMHMETD I**");
7. Perubahan Susunan Pengurus Perseroan.

Dengan penjelasan sebagai berikut:

- Mata acara 1 dilaksanakan berdasarkan: (i) Pasal 66 ayat (1) dan Pasal 69 ayat (1) Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana diubah berdasarkan Undang-Undang Nomor 6 Tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang Nomor 2 Tahun 2022 tentang Cipta Kerja menjadi Undang-Undang ("**UUPT**"), (ii) Pasal 23 ayat (1) Undang-Undang Nomor 19 Tahun 2003 tentang Badan Usaha Milik Negara sebagaimana diubah dengan berdasarkan Undang-Undang Nomor 6 Tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang Nomor 2 Tahun 2022 tentang Cipta Kerja menjadi Undang-Undang, dan (iii) Pasal

18 ayat (9) dan (10) Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan: (i) Pasal 41 ayat (1) Peraturan Otoritas Jasa Keuangan Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka (“**POJK 15/2020**”), (ii) Pasal 25 ayat (1) Anggaran Dasar Perseroan, dan (iii) Pasal 33 Peraturan Menteri BUMN Nomor PER-1/MBU/03/2023 tentang Penugasan Khusus dan Program Tanggung Jawab Sosial dan Lingkungan Badan Usaha Milik Negara.

- Mata acara 2 diselenggarakan berdasarkan: (i) Pasal 70 dan Pasal 71 UUPT, dan (ii) Pasal 21 ayat (2) dan Pasal 26 ayat (1) Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan: (i) Pasal 41 ayat (1) POJK 15/2020 dan (ii) Pasal 25 ayat (1) Anggaran Dasar Perseroan.
- Mata acara 3 diselenggarakan berdasarkan: (i) Pasal 96 ayat (1) dan Pasal 113 ayat (1) UUPT, (ii) Pasal 76 ayat (1) Peraturan Menteri BUMN Nomor PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara (“**PER-3/MBU/03/2023**”), dan (iii) Pasal 11 ayat (19) dan Pasal 14 ayat (30) Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan: (i) Pasal 41 ayat (1) POJK 15/2020 dan (ii) Pasal 25 ayat (1) Anggaran Dasar Perseroan.
- Mata acara 4 diselenggarakan berdasarkan: (i) Pasal 3 Peraturan Otoritas Jasa Keuangan Nomor 9 Tahun 2023 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik dalam Kegiatan Jasa Keuangan, (ii) Pasal 32 ayat (1) Peraturan Menteri BUMN Nomor PER-2/MBU/03/2023 tentang Pedoman Tata Kelola Dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara, dan (iii) Pasal 21 ayat (2) huruf c Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan: (i) Pasal 41 ayat (1) POJK 15/2020 dan (ii) Pasal 25 ayat (1) Anggaran Dasar Perseroan.
- Mata acara 5 diselenggarakan berdasarkan: (i) Pasal 19 UU PT, (ii) Pasal 28 Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan Pasal 25 ayat (4) Anggaran Dasar Perseroan.
- Mata acara 6 diselenggarakan berdasarkan Pasal 6 Peraturan Otoritas Jasa Keuangan Nomor 30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum. Agenda ini bersifat pelaporan.
- Mata acara 7 diselenggarakan berdasarkan: (i) Pasal 3 dan Pasal 23 Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik; (ii) PER-3/MBU/03/2023; (iii) Pasal 11 ayat (12) *juncto* Pasal 14 ayat (14) Anggaran Dasar Perseroan, serta dengan memperhatikan ketentuan Pasal 25 ayat (4) Anggaran Dasar Perseroan.

Catatan:

1. Pemanggilan ini berlaku sebagai undangan resmi, sehingga Perseroan tidak mengirimkan undangan Rapat tersendiri kepada pemegang saham.
2. Pemegang saham yang berhak hadir atau diwakili dalam Rapat adalah pemegang saham yang namanya tercatat dalam Daftar Pemegang Saham Perseroan atau sesuai dengan catatan saldo rekening efek di PT Kustodian Sentral Efek Indonesia (“**KSEI**”) pada tanggal 5 April 2024 pukul 16.15 WIB.
3. Perseroan akan menyelenggarakan Rapat secara elektronik dan fisik secara terbatas (*hybrid*) di mana pemegang saham yang tidak dapat hadir dalam Rapat dapat menunjuk seorang wakilnya yang sah dengan memberikan Surat Kuasa, dengan ketentuan bahwa bagi anggota Direksi, Dewan Komisaris dan karyawan Perseroan dapat bertindak selaku kuasa pemegang



saham dalam Rapat, namun suara mereka tidak dihitung dalam pemungutan suara. Perseroan mengimbau kepada pemegang saham untuk hadir secara elektronik melalui eASY.KSEI yang disediakan KSEI atau dapat memberikan kuasa melalui fasilitas eProxy eASY.KSEI, dengan prosedur sebagai berikut:

- a. Pemegang saham harus terdaftar dalam fasilitas Acuan Kepemilikan Sekuritas KSEI ("**AKSes KSEI**"). Apabila belum terdaftar, pemegang saham dapat melakukan registrasi melalui situs web akses.ksei.co.id;
 - b. Pemegang saham yang telah terdaftar dapat memberikan kuasanya secara elektronik melalui eASY.KSEI;
 - c. Jangka waktu pemegang saham dapat menyampaikan kuasa dan suaranya, melakukan perubahan penunjukan penerima kuasa dan/atau mengubah pilihan suara, maupun pencabutan kuasa, adalah sejak tanggal pemanggilan Rapat hingga selambat-lambatnya 1 (satu) hari kerja sebelum tanggal pelaksanaan Rapat;
 - d. Panduan registrasi, penggunaan, dan penjelasan lebih lanjut mengenai eASY.KSEI dapat dilihat pada situs web Perseroan (sig.id), easy.ksei.co.id, dan akses.ksei.co.id.
4. Dalam hal pemegang saham tidak dapat mengakses eASY.KSEI dalam tautan akses.ksei.co.id, pemegang saham dapat mengunduh formulir Surat Kuasa pada situs web Perseroan, untuk memberikan kuasa dan suaranya dalam Rapat. Surat Kuasa tersebut wajib dikirimkan kepada Biro Administrasi Efek ("**BAE**") Perseroan yaitu PT Datindo Entrycom, yang beralamat di Jl. Hayam Wuruk No. 28, Jakarta 10220, Telp. (021) 3508077, selambat-lambatnya 1 (satu) hari kerja sebelum tanggal pelaksanaan Rapat, yaitu pada tanggal 2 Mei 2024 pukul 15.00 WIB.
 5. Pemegang saham atau kuasanya yang akan menghadiri Rapat diminta untuk menyerahkan fotokopi Kartu Tanda Penduduk ("**KTP**") atau tanda pengenal lainnya sebelum memasuki ruang Rapat. Bagi pemegang saham berbentuk Badan Hukum diminta untuk membawa fotokopi dokumen terbaru Anggaran Dasar dan susunan pengurus Perusahaan. Bagi pemegang saham dalam penitipan kolektif KSEI diwajibkan menyerahkan Konfirmasi Tertulis Untuk Rapat, yang dapat diperoleh di kantor BAE atau bank kustodian dimana pemegang saham membuka rekening efeknya.
 6. Bahan-bahan yang akan dibicarakan dalam Rapat ("**Bahan Rapat**") dapat diunduh pada situs web Perseroan sejak tanggal Pemanggilan ini. Perseroan tidak menyediakan Bahan Rapat dalam bentuk *hardcopy* maupun *softcopy* (*flash disk*).
 7. Untuk keteraturan dan tertibnya Rapat, pemegang saham atau kuasanya dimohon dengan hormat agar hadir di tempat Rapat selambat-lambatnya 30 menit sebelum Rapat dimulai.

Jakarta, 11 April 2024
PT Semen Indonesia (Persero) Tbk
Direksi



INVITATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT SEMEN INDONESIA (PERSERO) Tbk

The Board of Directors of PT Semen Indonesia (Persero) Tbk ("**Company**") hereby invites the shareholders of the Company to attend the Annual General Meeting of Shareholders ("**Meeting**"), which will be held on:

Day, Date : Friday, May 3rd, 2024
Waktu : 02. 00 p.m. – Closing
Venue : Financial Hall
Graha CIMB Niaga 2nd Floor, Jl. Jend Sudirman kav 58 Jakarta Selatan

The Meeting Agendas are as follows:

1. Approval of the Company's Annual Report and Ratification of the Company Financial Statement, approval of the Supervisory Report of the Board of Commissioners and Ratification of the Financial Statements of the MSE Funding Program for the Financial Year of 2023, as well as granting full release and discharge of all responsibilities (*volledig acquit et de charge*) to the Board of Directors and Board of Commissioners for management and supervision that has been carried out for the Financial Year of 2023;
2. Determination of the utilization of the Company's net profit for the Financial Year of 2023;
3. Determination of Salary/Honorarium including other facilities and benefits for the Board of Directors and Board of Commissioners for the Financial Year of 2024, as well as tantiem/performance incentives/special incentives for the Board of Directors and Board of Commissioners of the Company's for the financial year of 2023;
4. Approval of the appointment of a Public Accounting Firm to audit the Company's Financial Statements, including the MSE Funding Program of the Financial Year of 2024;
5. Amendments of the Articles of Association ("AoA") of the Company, which consist of:
 - Article 12 paragraph (2) point a number 2),
 - Article 12 paragraph (2) point a number 9), and
 - Article 12 paragraph (2) point b number 19) and 20);
6. Accountability reporting on the realization of RPD from Semen Indonesia's Limited Public Offering through Capital Increases with Pre-Emptive Rights I ("**PMHMETD I**")
7. Changes to the Management Composition of the Company.

Explanation:

- Agenda 1 is conducted in accordance with: (i) Article 66 paragraph (1) and Article 69 paragraph (1) of Law Number 40 of 2007 on Limited Liability Companies as lastly amended by Law Number 6 of 2023 on Determination of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation into Law ("**UUPT**"), (ii) Article 23 paragraph (1) of Law Number 19 of 2003 on State-Owned Enterprises as lastly amended by Law Number 6 of 2023 on Determination of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation into Law, and (iii) Article 18 paragraph (9) and (10) of the Company's AoA, and with due observance to the provisions of: (i) Article 41 paragraph (1) of Financial Services Authority Regulation Number 15/POJK.04/2020 on the Planning and Implementation of General Meeting of Shareholders for Public Companies ("**POJK 15/2020**"), (ii) Article 25 paragraph (1) of the Company's AoA, and (iii) Article 33 Minister of



State-Owned Enterprises (MSOE) Regulation Number PER-1/MBU/03/2023 on the Special Assignments and Social and Environmental Responsibility Program for State Owned Enterprises.

- Agenda 2 is conducted in accordance with: (i) Article 70 and Article 71 of UUPT and (ii) Article 21 paragraph (2) and Article 26 paragraph (1) of the Company's AoA, and with due observance to provisions of: (i) Article 41 paragraph (1) POJK 15/2020, and (ii) Article 25 paragraph (1) of the Company's AoA.
- Agenda 3 is conducted in accordance with: (i) Article 96 paragraph (1) and Article 113 paragraph (1) UUPT, (ii) Article 76 paragraph (1) MSOE Regulation Number PER-3/MBU/03/2023 on the Organs and Human Resources of State Owned Enterprises (“**PER-3/MBU/03/2023**”), and (iii) Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's AoA, and with due observance to the provisions of: (i) Article 41 paragraph (1) POJK 15/2020 and (ii) Article 25 paragraph (1) of the Company's AoA.
- Agenda 4 is conducted in accordance with: (i) Article 3 POJK Number 9 of 2023 on The Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities, and (ii) Article 21 paragraph (2) letter c, and with due observance to the provisions of: (i) Article 41 paragraph (1) POJK 15/2020, (ii) Article 32 paragraph (1) MSOE Regulation Number PER-2/MBU/03/2023 on Guidelines for the Governance and Significant Corporate Activities of State-Owned Enterprises and (iii) and Article 25 Paragraph (1) The Company's AoA.
- Agenda 5 is conducted in accordance with: (i) Article 19 UUPT and (ii) Article 12 of the Company's AoA, and with due observance with Article 25 paragraph (4) of the Company's AOA.
- Agenda 6 is conducted in accordance with Article 6 POJK 30/2015 on Report on the Utilization of Funds from Public Offerings. This agenda is for reporting purpose.
- Agenda 7 is conducted in accordance with: (i) Article 3 and Article 23 POJK Number 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies; (ii) MSOE Regulation No. PER-3/MBU/03/2023 on the Organs and Human Resources of SOEs, (iii) Article 11 Paragraph (12) *juncto* Article 14 Paragraph (14) The Company's AoA, and with due observance to the provisions of Article 25 Paragraph (4) The Company's AoA.

Notes:

1. This announcement constitutes an official invitation, therefore the Company will not send a separate Meeting invitation to the shareholders.
8. The shareholders entitled to attend or be represented in the Meeting are those registered in the Company's Shareholder Registry or in accordance with the securities account records of PT Kustodian Sentral Efek Indonesia (“**KSEI**”) by April 5th 2024 at 04.15 p.m.
2. The Company will hold an electronic and limited physical Meeting (hybrid) whereas the shareholders who are unable to attend the Meeting can appoint a valid representative by giving a Power of Attorney, provided that the members of the Board of Directors, Board of Commissioners and employees of the Company can act as the proxy of the shareholders at the Meeting. However, their votes are not counted in the voting process. The Company urges the shareholders to attend electronically through eASY.KSEI that provided by KSEI or by giving a power of attorney through the e-Proxy facility of eASY.KSEI, with the following procedure:



- a. The shareholders must be registered in the KSEI Securities Ownership Reference facility ("AKSes KSEI"). If not registered, the shareholders can register through the website akses.ksei.co.id;
 - b. Registered shareholders can give a power of attorney electronically through eASY.KSEI;
 - c. The shareholders can convey their power of attorney and vote, change the proxy and/or change the vote, as well as revoke their power of attorney no later than 1 (one) working day prior to the date of the Meeting;
 - d. Guidelines for registration, use, and further explanation regarding eASY.KSEI can be seen on the Company's website (sig.id), easy.ksei.co.id, and akses.ksei.co.id.
4. If the shareholders are unable to access eASY.KSEI on akses.ksei.co.id, the shareholders can download the Form of Power of Attorney on the Company's website to deliver the proxy and its vote on the Meeting. The Power of Attorney must be submitted to the Securities Administration Bureau (**Biro Administrasi Efek/"BAE"**), PT Datindo Entrycom, at Jl. Hayam Wuruk No. 28, Jakarta 10220, Telp. (021) 3508077, no longer than one working day prior to the date of the Meeting, that is, on May 2nd, 2024, at 3.00 p.m.
 5. The shareholders or their proxies who will attend the Meeting must submit a copy of their Identity Card (**Kartu Tanda Penduduk/"KTP"**) or other identification before entering the Meeting room. The shareholders that are legal entities must bring a copy of the latest document of the Articles of Association and the composition of the Company's Management. The shareholders in KSEI collective custody must submit a Written Confirmation for the Meeting (**Konfirmasi Tertulis untuk Rapat/"KTUR"**), which can be obtained at the BAE's office or the related custodian bank.
 6. The Materials discussed at the Meeting ("**Meeting's Material**") are available and can be downloaded on the Company's website starting from the date of this Invitation. The Company will not provide the Meeting's Material in hardcopy or softcopy in flash disk form.
 7. For the orderliness of the Meeting, the shareholders or their proxies are requested to be presented at the Meeting venue no later than 30 minutes before the start of the Meeting.

Jakarta, April 11th, 2024
PT Semen Indonesia (Persero) Tbk
Board of Directors