

Materials

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT Semen Indonesia (Persero) Tbk

Jakarta, December 22nd 2025

Notes:

The Company may make amendments and/or additions to the agenda materials through the Company's website

Details of EGMS



Monday, December 22nd 2025



02.00 p.m.



PT Semen Indonesia (Persero) Tbk
Signature Lounge Lt. 18, The East Tower
Kuningan Jakarta





EGMS Agenda

1. Amendments of the Articles of Association of the Company;
2. Delegation of Authority for Approval of the Company Work and Budget Plan (RKAP) 2026 including its Amendments

Meeting Agenda 1

Amendments of the Articles of Association of the Company

Explanation

- Legal basis:
 1. Article 19 paragraph (1) of Law Number 40 of 2007 regarding Limited Liability Companies, as lastly amended by Law Number 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law Number 2 of 2022 on Job Creation to Become Law (“**Company Law**”),
 2. Law Number 19 of 2003 regarding State-Owned Enterprises, as lastly amended by Law Number 16 of 2025 concerning the Fourth Amendment to Law Number 19 of 2003 (“**SOE Law**”),
 3. Letter of the Head of BP BUMN Number S-23/BPU/10/2025 dated 28 October 2025; and
 4. Article 28 of the Company’s Articles of Association as set forth in Deed Number 7 dated 3 May 2024 drawn up before Aulia Taufani, S.H., Notary in Jakarta (“**Articles of Association**”).

Meeting Agenda 1

Amendments of the Articles of Association of the Company

- The Company will present and propose to the meeting to approve the following matters:
 1. Amendments to the Company's Articles of Association in order to adjust to (i) Law Number 1 of 2025 concerning the Third Amendment to Law Number 19 of 2003 regarding State-Owned Enterprises, and (ii) Law Number 16 of 2025 concerning the Fourth Amendment to Law Number 19 of 2003 regarding State-Owned Enterprises;
 2. Restatement of all provisions of the Company's Articles of Association in connection with the amendments as referred to in item 1 above; and
 3. Granting of power of attorney to the Company's Board of Directors, with the right of substitution, to state part or all of these resolutions, including to restate all provisions of the Company's Articles of Association in a notarial deed, to notify the Minister of Law regarding the amendments to the Articles of Association, to undertake all necessary actions in connection therewith, including to appear before the competent authorities, provide explanations, and prepare and execute all required documents in relation to the implementation of these shareholders' resolutions, without exception.

Main Points of the Proposed Amendments to the Articles of Association

No	Key Amendments	Explanation
1.	Shareholding Composition	Changes in the Company's shareholding composition in order to comply with the provisions of Article 2 paragraph (3) of the SOE Law.
2.	Adjustment to the Special Rights of the Series A Dwiwarna Shareholder	Adjustment of the special rights of the Series A Dwiwarna Shareholder pursuant to the provisions of Article 4C paragraph (3) of the SOE Law.
3.	Adjustment of the Requirements for the Appointment of Members of the Board of Directors and Members of the Board of Commissioners	Adjustment of the requirements for the appointment of members of the Board of Directors pursuant to the provisions of Article 15A of the SOE Law and members of the Board of Commissioners pursuant to Article 27A of the SOE Law.
4.	Prohibition on concurrent positions of members of the Board of Directors and members of the Board of Commissioners	Adjustment of the prohibition on concurrent positions for members of the Board of Directors pursuant to the provisions of Article 15B of the SOE Law and for the Board of Commissioners pursuant to Article 27B of the SOE Law.
5.	Term of office of members of the Board of Directors and members of the Board of Commissioners	Clarification of the term of office of members of the Board of Directors and members of the Board of Commissioners, including in the context of reappointment, to prevent any legal vacuum, in accordance with the Letter of the Head of BP BUMN Number S-23/BPU/10/2025 dated 28 October 2025.

Main Points of the Proposed Amendments to the Articles of Association

No	Key Amendments	Explanation
6.	Prohibition of family relationships between members of the Board of Directors and members of the Board of Commissioners	Adjustment of the prohibition on family relationships between members of the Board of Directors and members of the Board of Commissioners pursuant to the provisions of Article 15A paragraph (1)(c) and Article 27A paragraph (1)(c) of the SOE Law.
7.	Mechanism for the resignation of members of the Board of Directors and members of the Board of Commissioners due to concurrent positions.	Clarification of the provision that, in the event any member of the Board of Directors and/or the Board of Commissioners holds a concurrent position prohibited under the Articles of Association, such member shall be required to tender their resignation no later than thirty (30) days from the date of their appointment, except where the concurrent position is one which, under applicable laws and regulations, may not be held concurrently by a member of the Board of Directors or the Board of Commissioners, in which case the relevant office shall terminate by operation of law.
8.	Grounds for the dismissal of members of the Board of Directors and members of the Board of Commissioners.	Addition of grounds for the dismissal of members of the Board of Directors and members of the Board of Commissioners, namely, in the event that such member is involved in actions causing loss to the Company, engages in unethical conduct, and/or has been designated as a suspect and/or defendant by Law Enforcement Authorities in matters causing loss to the Company, as well as on any other grounds deemed appropriate by the GMS in the interest and for the purposes of the Company.
9.	Circumstances for the cessation of office of members of the Board of Directors and members of the Board of Commissioners	Adjustment of the circumstances for the cessation of office of members of the Board of Directors pursuant to the provisions of Article 15E of the SOE Law and of members of the Board of Commissioners pursuant to the provisions of Article 27E of the SOE Law.

Main Points of the Proposed Amendments to the Articles of Association

No	Key Amendments	Explanation
10.	Authority of the Board of Directors to establish policies.	Addition of a provision stipulating that the Board of Directors is authorized to determine Company management policies in the context of synergy between the Company and the Majority Series B Shareholder for the sectors as regulated in Article 3F paragraph (2)(h) of the SOE Law, as well as other policies as may be determined.
11.	Appointment of the Corporate Secretary and/or the Head of the Internal Audit Unit.	Addition of a provision regarding the appointment of the Corporate Secretary and/or the Head of the Company's Internal Audit Unit, which shall be carried out upon obtaining approval from the Operational Holding.

Main Points of the Proposed Amendments to the Articles of Association

No	Key Amendments	Explanation
12.	a. Actions of the Board of Directors requiring written approval from the Board of Commissioners; b. Actions of the Board of Directors requiring a written response from the Board of Commissioners and the Majority Series B Shareholder and approval from the Series A Dwiwarna Shareholder; c. Actions of the Board of Directors requiring a written response from the Board of Commissioners and approval from the General Meeting of Shareholders.	The delineation of: a. actions of the Board of Directors that require the approval of the Board of Commissioners, including, among others, the write-off of fixed assets/other assets due to disposal/transfer; b. actions of the Board of Directors that require a written response from the Board of Commissioners and the Majority Series B Shareholder and the approval of the Series A Dwiwarna Shareholder, including, among others, proposing the Company's representatives as candidates for members of the Board of Directors and the Board of Commissioners of joint venture companies and/or subsidiaries, whether SOE or non-SOE; and c. actions of the Board of Directors that require a written response from the Board of Commissioners and the approval of the General Meeting of Shareholders, including, among others, carrying out special assignments given by the government and the establishment of a pension fund.

Main Points of the Proposed Amendments to the Articles of Association

No	Key Amendments	Explanation
13.	Write-off of the Company's assets	Affirmation of the provision regarding the authority of the Board of Directors to write off the Company's assets, subject to value thresholds determined by the Majority Series B Shareholder and with due regard to the laws and regulations governing State-Owned Enterprises, as follows: - Write-off due to the disposal/transfer of the Company's Fixed Assets; - Write-off due to the disposal/transfer of the Company's other Assets; - Write-off of Fixed Assets and/or other Assets of the Company for reasons other than disposal/transfer, including the write-off of uncollectible receivables.
14.	Obligation to submit reports on the implementation of write-offs	Addition of a provision concerning the obligation of the Board of Directors to submit reports on the implementation of asset write-offs and receivable write-offs in accordance with the provisions of Article 62F of the SOE Law.
15.	Conduct of meetings of the Board of Directors and meetings of the Board of Commissioners	Amendments to the meeting obligations are as follows: - Joint meetings of the Board of Directors and the Board of Commissioners shall be held at least once (1) every month; - Meetings of the Board of Commissioners shall be held at least once (1) every month.
16.	Corporate Long-Term Plan (RJPP)	Addition of a new provision concerning the preparation of the RJPP pursuant to the provisions of Article 15G of the SOE Law.

Main Points of the Proposed Amendments to the Articles of Association

No	Pokok Perubahan	Penjelasan
17.	Corporate Work and Budget Plan (RKAP)	Adjustment of the provisions regarding the preparation of the RKAP pursuant to the provisions of Article 15G of the SOE Law.
18.	Annual Report	Adjustment of the provisions on the content of the Annual Report pursuant to the provisions of Article 15H paragraph (2) of the SOE Law.
19.	Reporting obligations of the Board of Commissioners	Adjustment of the reporting obligation of the Board of Commissioners in the event of indications of declining Company performance, which was previously addressed to the Series A Dwiwarna Shareholder and is now addressed to the Majority Series B Shareholder.

Meeting Agenda 2

Delegation of Authority for Approval of the Company Work and Budget Plan (RKAP) 2026 including its Amendments

Explanation

- Legal basis:
 1. Article 64 of Company Law,
 2. Article 15G of SOE Law,
 3. Letter of the Head of BP BUMN Number S-75/BPU/11/2025 dated 19 November 2025 regarding Response to the Proposed Agenda of the 2025 Extraordinary General Meeting of Shareholders (EGMS) of PT Semen Indonesia (Persero) Tbk
- The Company will present and propose to the meeting to approve the delegation of authority of granting approval of the Company Work and Budget Plan (RKAP) for the year 2026, including any amendments thereto.