



**JABABEKA & CO.**

**PT KAWASAN INDUSTRI JABABEKA TBK.  
(THE "COMPANY")**

**INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company hereby notifies the Shareholders of the Company that the Company will convene an Annual General Meeting of Shareholders (the "**Meeting**"), on:

Day/Date : **Wednesday, September 8, 2021**  
Time : **10.00 WIB – end**  
Place : President Lounge, Ground Floor Menara Batavia  
Jl. KH. Mas Mansyur Kav. 126, Jakarta Pusat 10220

**With the Meeting Agenda as follows:**

1. Approval for granting dispensation for the delay in convening the Company's Meeting for the financial year ending December 31, 2019.

**Explanation:**

In the Meeting, a dispensation will be discussed and approved for the delay in convening the Company's Meeting for the financial year ending December 31, 2019.

2. Approval and ratification of the Company's Annual Report, for the financial year ended December 31, 2018, 2019 and 2020, as well as granting full discharge and release of responsibilities (*acquit et de charge*) to all Board of Directors and Board of Commissioners of the Company.

**Explanation:**

In view of the provisions of (i) Article 69 of Law No. 40 of 2007 on Limited Liability Companies ("**UUPT**") and (ii) Article 19 paragraph (3) of the Company's Articles of Association, approval of the annual report and ratification of the Company's financial statements by the Meeting and providing full discharge and release of responsibilities (*acquit et de charge*) to the members of the Board of Directors and the Board of Commissioners of the Company.

For the Company's Financial Statements for the financial year ending December 31, 2018, it is necessary to ask for approval again because based on the Decision of the Central Jakarta District Court No. 660/Pdt.G./2019/PN.Jkt.Pst dated March 30, 2021, which has permanent legal force ("**District Court Decision**"), the Meeting's decision for the financial year ending December 31, 2018, is annulled. Meanwhile, for the financial year ending December 31, 2019, it is necessary to discuss this in the Meeting in 2021 considering that the Company has not convened a Meeting for the financial year.

3. Determination of the use of the Company's net profit for the financial year ended December 31, 2018, 2019 and 2020.

**Explanation:**

In view of the provisions of (i) Article 70 and Article 71 of UUPT and (ii) Article 19 paragraph (2) letter d of the Company's Articles of Association, regarding the use of the Company's profits for the financial year ended December 31, 2018, 2019, and 2020.

In addition, with regard to the Company's Financial Statements ending on December 31, 2018, it is necessary for reapproval based on the District Court Decision, the resolutions of the Meeting for the financial year ending December 31, 2018, is annulled. Meanwhile, the use of profits for

the financial year ending December 31, 2019, needs to be discussed at this Meeting in 2021 because approval has not yet been asked for in the Meeting considering that the Company has not convened a Meeting for the financial year.

4. Confirmation and ratification of the appointment of an Independent Public Accountant that audits the Company's financial statement for the financial years ended December 31, 2019, and 2020 as well as granting authority to the Board of Commissioners of the Company to determine the amount of honorarium for the Independent Public Accountant.

**Explanation:**

In view of the provisions of (i) Article 68 of the Company Law and (ii) Article 19 paragraph (2) letter e of the Company's Articles of Association, the Company will request the approval of the Meeting to confirm and ratify the appointment of an Independent Public Accountant registered with the Financial Services Authority (“OJK”) that has audited the Company's financial statement ended on December 31, 2019 and 2020, the determination of the amount of honorarium for the Independent Public Accountant by the Board of Commissioners of the Company.

5. Appointment of an Independent Public Accountant that will audit the Company's financial statement for the financial year ending December 31, 2021 and granting authority to the Company's Board of Commissioners to determine the amount of the Independent Public Accountant's honorarium.

**Explanation:**

In view of the provisions of (i) Article 68 of UUPT and (ii) Article 19 paragraph (2) letter e of the Company's Articles of Association, the Company will request the approval of the Meeting to appoint an Independent Public Accountant registered in OJK that will conduct an audit of the Company's financial statements ending on December 31, 2021 and authorizes the Company's Board of Commissioners to determine the amount of honorarium for the Independent Public Accountant.

6. Appointment and appointment of members of the Board of Commissioners and Board of Directors of the Company and determination and/or ratification of the salaries and other benefits of members of the Board of Directors of the Company as well as honorarium and other allowances for members of the Board of Commissioners of the Company for the financial year 2019, 2020 and 2021.

**Explanation:**

In view of the provisions of (i) Article 94 paragraph 1 and Article 111 paragraph 111 of UUPT (ii) Article 3, Article 4, and Article 23 of OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies (iii) Article 11 paragraph 4 and Article 14 paragraph 3 and paragraph 4 of the Company's Articles of Association and Recommendation from the Nomination and Remuneration Committee of the Company, that in connection with the end of the term of office of all members of the Board of Directors and Board of Commissioners for the 2018-2021 period, the Company submits an application for approval to the Shareholders to approve the end of the tenure of all members of the Board of Directors and Board of Commissioners for the period 2018-2021 since the closing of this Meeting and appoint new members of the Board of Directors and Board of Commissioners of the Company for the period of next 3 (three) years, namely the period 2021-2024 as of the closing of the Meeting.

In view of the provisions of (i) Article 96 and Article 113 of UUPT and (ii) Article 11 paragraph (8) and Article 14 paragraph (5) of the Company's Articles of Association, the Company will request the approval of the Meeting to authorize the Company's Board of Commissioners to determine the salaries and other benefits for members of the Company's Board of Directors as

well as salaries or honorarium and other benefits for members of the Company's Board of Commissioners upon the proposal of the Company's Nomination and Remuneration Committee for the fiscal year 2019, 2020 and 2021.

In addition, for the determination of salaries and other benefits for members of the Board of Directors of the Company as well as honorarium and other benefits for members of the Board of Commissioners of the Company for the 2019 financial year, it is necessary to request for reapproval because based on the District Court Decision, the decision of the Meeting for the financial year ending December 31, 2018 is annulled. As for the determination of salaries and other benefits for members of the Board of Directors of the Company as well as honorarium and other benefits for members of the Board of Commissioners of the Company for the financial year 2020, it needs to be discussed in this Meeting in 2021 because the approval has not been requested at the Meeting.

7. Approval of the Company's plan to refinance global notes which will mature in 2023 which is a material transaction as referred to in OJK Regulation No. 17/POJK.04/2020 on Material Transactions and Changes in Business Activities.

**Explanation:**

In view of the provisions of Article 6 paragraph (1) letter d point 1 of OJK Regulation No. 17/POJK.04/2020 on Material Transactions and Changes in Business Activities, the Company will request approval from the Meeting on the refinancing plan for global notes which will mature in 2023.

8. Approval on the granting of corporate guarantees and/or approval of the Company's plan, in the Company's capacity as a shareholder, to grant approval to the Company's subsidiaries to guarantee all or most of the assets of the Company's subsidiaries (if necessary) including granting guarantees (corporate guarantee) for the purpose of the Company's plan to refinance global notes which will mature in 2023.

**Explanation:**

In view of provisions of Article 12 paragraph (4) of the Company's Articles of Association, the Company will request approval from the Meeting on the plan to grant corporate guarantees and/or approval of the Company's plan, in the Company's capacity as a shareholder, to give approval to the Company's subsidiaries in guaranteeing all or most of the assets of the Company's subsidiaries (if needed) including granting corporate guarantees for the purpose of the Company's plan to refinance global notes which will mature in 2023.

9. Approval of the amendment and restatement of the Company's Articles of Association in order to (i) adjust the objectives and purposes and business activities with the provisions of the Indonesian Standard Industrial Classification ("**KBLI**"); and (ii) adjustment and compliance with the provisions of OJK Regulation No. 15/POJK.04/2020 on the Planning and Implementation of the General Meeting of Shareholders of a Public Company and OJK Regulation No. 16/POJK.04/2020 on the Implementation of General Meeting of Shareholders of Public Company through Electronic Means.

**Explanation:**

The amendment and restatement of the Company's Articles of Association is for the purposes of (i) adjustment of Article 3 of the Company's Articles of Association with the provisions of the KBLI; and (ii) in view of provisions of Article 57 of OJK Regulation No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of a Public Company ("**POJK 15/2020**") to adjust the provisions in the Company's Articles of Association related to the holding of the General Meeting of Shareholders.

**Notes:**

1. The Company does not send a separate invitation letter to the Shareholders, therefore this Invitation advertisement is an official invitation in accordance with the provisions of the Company's Articles of Association. This invitation may also be seen on the Company's website **www.jababeka.com**.
2. Those who are entitled to attend or be represented by a valid Power of Attorney at the Meeting are Shareholders which names are legally registered in the Company's Shareholders', both shares in script form and those in collective custody at PT Kustodian Sentral Efek Indonesia ("KSEI") on **August 13, 2021**, until 16:00 WIB.
3. In relation with the issuance of POJK 15/2020 and KSEI's letter No. KSEI-4012/DIR/0521 dated May 31, 2021, regarding the Implementation of the e-Proxy Module and e-Voting Module on the eASY.KSEI Application along with the Presentation of the General Meeting of Shareholders, currently KSEI has provided an e-GMS platform for the implementation of the GMS electronically. Therefore, as an effort to prevent the spread of the Corona Virus Disease (COVID-19) outbreak, the Company decided to convene an electronic Meeting where the Shareholders of the Company may attend the Meeting electronically through the Electronic General Meeting System application with the link **<https://easy.ksei.co.id/egken>** (**eASY.KSEI**) provided by KSEI.
4. Shareholders that may electronically attend in person as mentioned in point 3 are local individual shareholders which shares are kept in the collective custody of KSEI.
5. Shareholders that will exercise their voting rights through the eASY.KSEI application may inform their presence or appoint their proxies, and/or submit their voting choices in the eASY.KSEI application. The deadline for submitting an electronic attendance declaration or electronic power of attorney (e-proxy) and electronic voting in the eASY.KSEI application is no later than 12.00 WIB 1 (one) working day before the date of the Meeting.
6. Shareholders that are unable to attend or choose not to attend (physically or electronically) at the Meeting may be represented by their proxies, with the following conditions:
  - a. **Provide a power of attorney electronically (e-Proxy)** to Independent Parties appointed by the Company to represent shareholders and vote in Meetings through eASY.KSEI. Independent Parties are staff from PT. Datindo Entrycom, Securities Administration Bureau ("BAE") especially appointed by the Company during the Meeting.
  - b. **Granting power of attorney by filling out the Power of Attorney form** which can be downloaded on the Company's website **www.jababeka.com**, provided that:
    - 1) Shareholders are not entitled to give power of attorney to more than one proxy for a portion of the number of shares owned by different votes;
    - 2) Power of Attorney from Shareholders signed overseas shall be legalized by a local public notary and the local Indonesian Embassy/Consulate Office;
    - 3) The power of attorney that has been completed along with a photocopy of a valid identity card from the attorney shall have been received by the Company, no later than 3 (three) working days before the Meeting is convened or on **Thursday, September 2, 2021, at 16.00 WIB**,
7. In connection, with the Implementation of Community Activity Restrictions (PPKM), the Company limits the physical presence of shareholders or their proxies that will attend the Meeting to 10 people with the provisions of First Come First Served. Shareholders or their proxies that will attend are requested to book a reservation by contacting the Corporate Secretary of the Company by telephone (021) 5727337 or email: [corsec@jababeka.com](mailto:corsec@jababeka.com).

8. Shareholders and/or their proxies that will physically attend the Meeting are respectfully requested to bring and submit a photocopy of the Collective Shares Certificate and a photocopy of their Identity Card or other valid identification to the registration officer, before entering the Meeting room. Shareholders of the Company in the form of a legal entity are required to bring and submit 1 (one) photocopy of the deed of establishment, the latest deed of amendment and the latest deed of appointment of the board of directors (board of directors and commissioners) to the registration officer before entering the Meeting room. Shareholders in KSEI's collective custody are required to bring KTUR in their name and submit it to the registration officer, before entering the Meeting room.
9. The Company does not provide the Meeting agenda material in printed form; however, it can be downloaded through the Company's website and/or on the official **eASY.KSEI** website from the date of the Invitation to the Meeting until the date of the Meeting.
10. For shareholders that will be physically present or present and provide a power of attorney electronically to the Meeting through the eASY application shall pay attention to matters stipulated in the Company's Meeting Rules of Conduct which may be seen through the attachment of the document in the 'Meeting Info' feature on the eASY.KSEI application or the GMS menu on the Company's website [www.jababeka.com](http://www.jababeka.com).
11. To maintain order in the Meeting, Shareholders and/or their proxies are requested to be present at the Meeting venue 30 (thirty) minutes before the Meeting begins.

**Cikarang, August 16, 2021**  
**Board of Directors of the Company**