



UNITED TRACTORS

member of **ASTRA**

ANNOUNCEMENT OF SUMMARY OF THE MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023 PT UNITED TRACTORS Tbk

PT United Tractors Tbk, a publicly listed company, domiciled in East Jakarta (hereinafter referred to as the "**Company**"), hereby announces to all the Shareholders of the Company that the Annual General Meeting of Shareholders 2023 was held on 12 April 2023 (hereinafter shall be referred to as the "**Meeting**").

As stipulated in Article 49 of Financial Services Authority Regulation No. 15/POJK.04/2020 on the Plan and Implementation of General Meeting of Shareholders of Public Company, dated 21 April 2020 (hereinafter referred to as the "**OJK Regulation No. 15**"), the Company is obliged to prepare a summary of minutes of Meeting, in accordance with the minutes of Meeting stated in the Deed of the Minutes of Annual General Meeting of Shareholders of PT United Tractors Tbk number 80 dated 12 April 2023 made by Jose Dima Satria, S.H., M.Kn., a Notary in Jakarta, as follows:

1. Location, date and time

- Date : 12 April 2023
- Place : Catur Dharma Hall, Menara Astra Lt. 5,
Jalan Jend. Sudirman Kav. 5-6, Karet Tengsin, Kec. Tanah Abang,
Jakarta Pusat, Daerah Khusus Ibukota Jakarta 10220
- Time : 10.13 AM Western Indonesian Time ("**WIT**") – 11.46 AM WIT

2. Agenda of Meeting:

1. Approval of the Annual Report 2022, including the Ratification of the Board of Commissioners' Supervisory Report as well as the Ratification of the Company's Consolidated Financial Statements for the Financial Year 2022;
2. Determination of the Utilization of the Company's Net Profits for the Financial Year 2022;
3. Appointment of Members of the Board of Directors and the Board of Commissioners of the Company for the term of office 2023-2025;
4. Determination of Remuneration and Allowances of the Board of Directors of the Company and Remuneration or Honorarium and Allowances of the Board of Commissioners of the Company for the period of 2023-2024; and
5. Appointment of a Public Accountant Firm to Conduct the Audit of the Company's Financial Statements for the Financial Year 2023.

3. - Members of the Board of Directors who attended the Meeting:

| | |
|--------------------|---------------------|
| President Director | Frans Kesuma |
| Director | Iwan Hadianoro |
| Director | Loudy Irwanto Elias |
| Director | Iman Nurwahyu |
| Director | Idot Supriadi |
| Director | Edhie Sarwono |

- Members of the Board of Commissioners who attended the Meeting:

| | |
|------------------------|---------------------------|
| President Commissioner | Djony Bunarto Tjondro |
| Commissioner | Djoko Pranoto Santoso |
| Commissioner | Nanan Soekarna |
| Commissioner | Paulus Bambang Widjanarko |

- Members of the Board of Commissioners who participated in the Meeting through video conference:

| | |
|-----------------------------|-------------------------|
| Vice President Commissioner | Gidion Hasan |
| Commissioner | Benjamin Herreden Birks |

4. The Meeting was attended by 3,028,405,151 shares with valid voting rights or equal to 83.38% of the total shares with valid voting rights issued by the Company.
5. The Shareholders were given an opportunity to submit a question and/or opinion related to each agenda of the Meeting. There were 5 (five) questions raised from the Shareholders or its proxy in the first agenda of the Meeting. Referring to the Meeting Invitation and Rules of Procedure, 3 (three) questions raised from the Shareholders or its proxy were answered by the Board of Directors during the Meeting and the remaining questions were answered by the Investor Relations after the completion of the Meeting. There was 1 (one) question raised from the Shareholders or its proxy in the second agenda of the Meeting answered by the Board of Directors during the Meeting. There were no questions from shareholders or its proxy in the second agenda of the Meeting.
6. Voting mechanisms in the Meeting:
 - (a) Resolutions of the Meeting were taken by voting, not by way of deliberation to reach unanimity, due to proxies granted by several Shareholders to (a) solely attend the Meeting but gave blank votes (abstain) and (b) attend the Meeting and vote against the proposals;
 - (b) Votes were cast verbally by raising the hands, first by those who were not in favor of the proposed resolution and then by those who cast blank votes.
 - (c) Pursuant to the Articles of Association and Article 47 of OJK Regulation No. 15, Shareholders with valid vote rights or their proxies who attended the Meeting but gave blank votes (abstain), should be considered as casting the same votes as those of the majority.
 - (d) Pursuant to the Financial Services Authority Regulation Number 16/POJK.04/2020 dated 20 April 2020 concerning the Electronic. Implementation of the General Meeting of Shareholders of Public Companies This meeting was held physically and electronically using electronic facilities general meeting of shareholders provided by PT Kustodian Sentral Efek Indonesia, namely eASY.KSEI (related to the granting of power of attorney through e-Proxy and also the exercise of voting rights through e-Voting).
7. The results of voting and Resolutions of the Meeting are as follows:
 - i. **First Agenda**

| Agreed | Disagreed | Abstained | Total Agreed Votes (Majority Vote + Abstained) |
|---------------------------------|-----------------------------|-----------------------------|--|
| 2,999,831,783 votes / 99.05% | 16,423,382 votes / 0.54% | 12,149,986 votes / 0.40% | 3,011,981,769 votes / 99.45% |

Resolutions of the Meeting:

1. to approve and accept the Annual Report of the Company for the Financial Year 2022, including ratify the Supervisory Report of Board of Commissioners and ratify the Consolidated Financial Statements of the Company and Subsidiaries for the Financial Year 2022 audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Partners, as stated in their report dated 23 February 2023, rendering fair opinion in all material respects;
2. upon the said approval on the Annual Report and ratification of the Supervisory Report of Board of Commissioners of the Company and the Consolidated Financial Statements of the Company and Subsidiaries, to fully release and discharge (acquiesce et discharge) all members of the Board of Directors and the Board of Commissioners of the Company respectively from their management responsibility and from their supervisory duty, performed during the financial year 2022, to the extent those responsibilities and duties are reflected in the Annual Report and Consolidated Financial Statements of the Company and Subsidiaries for the Financial Year 2022.

ii. **Second Agenda**

| Agreed | Disagreed | Abstained | Total Agreed Votes (Majority Vote + Abstained) |
|---------------------------------|--------------------------|-----------------------------------|---|
| 3,017,190,551 votes / 99.62% | 200 votes / 0.000006% | 11,214,400 votes / 0.37030712% | 3,028,404,951 votes / 99.9999934% |

Resolutions of the Meeting:

To approve the use of the Company's consolidated net income for the financial year ended 31 December 2022 amounting to Rp21,005,104,789,080 with the following details:

- a. in the amount of Rp7,003,- per share or a total of Rp25,454,463,942,008 distributed as cash dividends, including an interim dividend of Rp818 per share or a total of Rp2,991,724,435,848,- which was paid on 24 October 2022 so that the remaining balance Rp6,185,- per share or a total of Rp22,462,739,506,160,- will be distributed to the Company's Shareholders whose names are registered in the Company's Shareholders Register on 2 May 2023 at 16.00 WIT and will be paid to the Company's Shareholders on 12 May 2023;
- b. to authorize the Board of Directors of the Company to distribute the dividend payments and to take all necessary actions. Payment of dividends shall comply with tax, Indonesia Stock Exchange and other prevailing capital market regulations.

iii. **Third Agenda**

| Agreed | Disagreed | Abstained | Total Agreed Votes (Majority Vote + Abstained) |
|---------------------------------|-------------------------------|-----------------------------|---|
| 2,291,417,362 votes / 75.66% | 722,618,706 votes / 23.86% | 14,369,083 votes / 0.47% | 2,305,786,445 votes / 76.13% |

Resolutions of the Meeting

1. appoint:
 1. Mr Frans Kesuma as President Director,
 2. Mr Loudy Irwanto Ellias as Director,
 3. Mr Iwan Hadianoro as Director,
 4. Mr Idot Supriadi as Director,
 5. Mr Edhie Sarwono as Director,
 6. Mr Widjaja Kartika as Director,
 7. Mr Djony Bunarto Tjondro as President Commissioner,
 8. Mr Gidion Hasan sebagai as Vice President Commissioner,
 9. Mr Djoko Pranoto Santoso as Commissioner,
 10. Mr Benjamin Herrenden Birks as Commissioner,
 11. Mr Paulus Bambang Widjanarko as Independent Commissioner,
 12. Mr Nanan Soekarna as Independent Commissioner.

Therefore, the member of the Board of Commissioners and Board of Directors are as follows:

Board of Directors:

| | |
|--------------------|-------------------|
| President Director | : Frans Kesuma |
| Director | : Loudy Irwanto |
| Director | : Iwan Hadianoro |
| Director | : Idot Supriadi |
| Director | : Edhie Sarwono |
| Director | : Widjaja Kartika |

Board of Commissioners:

President Commissioner : Djony Bunarto Tjondro
Vice President Commissioner : Gidion Hasan
Commissioner : Djoko Pranoto Santoso
Commissioner : Benjamin Herrenden Birks
Independent Commissioner : Paulus Bambang Widjanarko
Independent Commissioner : Nanan Soekarna

for the terms that will be effective from the closing of this Meeting until the Annual General Meeting Shareholders that will be held in 2025.

2. to authorize the Board of Directors of the Company with the right of substitution to: (i) memorialize some of the resolutions with regard to this Meeting Agenda in a notarial deed and to notify the Minister of Law and Human Rights of the Republic of Indonesia; (ii) sign letters, deeds or other documents; (iii) appear before the Notary and/or the relevant authorities; as well as (iv) take all necessary actions thereof in accordance with prevailing laws and regulations.

iv. **Fourth Agenda**

| Agreed | Disagreed | Abstained | Total Agreed Votes (Majority Vote + Abstained) |
|---------------------------------|------------------------------|-----------------------------|---|
| 2,890,772,360 votes / 95.45% | 123,296,945 votes / 4.07% | 14,335,846 votes / 0.47% | 2,905,108,206 votes / 95.92% |

Resolutions of the Meeting

1. to authorize the Board of Commissioners of the Company to determine the amount of remuneration and allowances of the Board of Directors, by taking into consideration the recommendation of the Nomination and Remuneration Committee of the Company;
2. to determine remuneration or honorarium and allowances of the Board of Commissioners of the Company maximum in the total amount of IDR2,957,910,000 gross yearly paid 13 times in a year, which shall be effective from the closing of this Annual General Meeting of Shareholders until the closing of the Annual General Meeting of Shareholders that will be held in 2024, and to authorize the President Commissioner of the Company to determine the distribution of the said amount amongst the members of the Board of Commissioners of the Company by taking into consideration the recommendation of the Nomination and Remuneration Committee of the Company.

v. **Fifth Agenda**

| Agreed | Disagreed | Abstained | Total Agreed Votes (Majority Vote + Abstained) |
|---------------------------------|-----------------------------|-----------------------------|---|
| 2,931,470,043 votes / 96.79% | 86,672,408 votes / 2.86% | 10,262,700 votes / 0.33% | 2,941,732,743 votes / 97.13% |

Resolutions of the Meeting

1. to appoint Public Accountant Firm Tanudiredja, Wibisana, Rintis & Rekan one of public accountant firms in Indonesia, registered in the Financial Services Authority, to audit the Consolidated Financial Statements of the Company and Subsidiaries for the financial year 2023; and

2. to authorize the Board of Directors of the Company to determine the honorarium and other terms and conditions of the said appointment according to prevailing regulations.

In relation to the second agenda of the Meeting, the following are the procedures and cash dividend payment schedule.

Cash dividend payment schedule:

| Activities | Date |
|---|---------------|
| Cum Cash dividend on Regular and Negotiation Market | 27 April 2023 |
| Ex Cash dividend on Regular and Negotiation Market | 28 April 2023 |
| Cum Cash dividend on Cash Market | 2 Mei 2023 |
| Ex Cash dividend on Cash Market | 3 Mei 2023 |
| Recording Date | 2 Mei 2023 |
| Payment Date | 12 Mei 2023 |

Procedures of the Payment:

1. This announcement of cash dividend payment schedule is an official notice from the Company and the Company does not issue a special notice to the Company's Shareholders.
2. The cash dividend will be paid to Shareholders whose names are registered in the Register of Shareholders on 2 May 2023 at 16.00 WIT or Shareholders of the Company on the Securities Sub Account of PT Kustodian Sentral Efek Indonesia ("KSEI") at the close of trading on 2 May 2023 (hereinafter referred to as "**Eligible Shareholders**").
3. Payment of cash dividend:
 - a. For Eligible Shareholders whose shares are still in certificate forms, payment of the cash dividend will be made by transfer (bank transfer) to the account of Eligible Shareholders who have informed the bank name and account number on behalf of the Eligible Shareholders through a letter with IDR 10,000 stamp duty to the Share Registrar, namely PT Raya Saham Registra ("**Registrar**"), domiciled at Gedung Plaza Sentral, Lantai 2, Jl. Jend. Sudirman kav. 47-48, Jakarta, at the latest on 2 May 2023 at 16.00 WIT, accompanied by a photocopy of identity card ("**KTP**") or passport, and the address indicated in the KTP or passport must match with the address shown in the Register of Shareholders.
 - b. For Eligible Shareholders whose shares have been registered in KSEI, the payment of cash dividend will be made through KSEI and Eligible Shareholders will receive payment from the relevant Account Holder of KSEI.
4. The cash dividend that will be distributed will be deducted by the Income Tax:
 - a. 20% of Income Tax (Article 26) for foreign taxpayer; and
 - b. For the dividend cash to be distributed to Domestic Individual Taxpayer or Domestic Entity Taxpayers, the Company does not deduct the Income Tax directly as stipulated by Law No. 11 Year 2020 on Omnibus Law (*UU Cipta Kerja*) ("**UU-11**") and Government Regulation No. 9 Year 2021 on Tax Treatment to Support Ease of Business and Ministry of Finance Regulation No. 18/PMK.03/2021 on Implementation of UU-11 on Income Tax, Value Added Tax and Taxes on the Sale Tax on Luxury Goods, as well as General Provisions And Taxation Procedures.
5. For:

Eligible Shareholders who are foreigners and the foreign taxpayers whose country has a Double Tax Avoidance Agreement (P3B) with the Republic of Indonesia and intend to request the adjusted tax deduction at the rate stated in the P3B, shall meet the requirements as stated in the Director General of Tax Regulation No. PER-25/PJ/2018 on the Procedures for the Implementation of Double Tax Avoidance Agreement ("**PER-25**"), by sending/delivering:

 - 1) Letter of Domicile ("**LOD**") meeting requirements stipulated in the Annexure E of PER-25 (Form-DGT), or
 - 2) Receipt of LOD of foreign taxpayers, if LOD of foreign taxpayers has been conveyed electronically.

The said document is delivered only one time in the period referred to in the LOD and is requested to be sent/delivered to KSEI or the Registrar no later than 3 May 2023 at 16.00 WIT or in accordance with KSEI regulation. If until the said date, KSEI or Registrar does not receive the above documents, the dividends will be subject to 20% of Income Tax (Article 26).

Jakarta, 14 April 2023
PT United Tractors Tbk
Board of Directors

Notes: This Announcement is made in Indonesian and English languages. The Indonesian version shall prevail in the case of any inconsistencies or differences of interpretation with the English language text of this Announcement.



UNITED TRACTORS

member of **ASTRA**

**ANNOUNCEMENT OF
RATIFICATION BY THE GENERAL MEETING OF SHAREHOLDERS
ON CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 2022 OF
PT UNITED TRACTORS Tbk**

In compliance with the Article 68 paragraph (4) of the Law No. 40 year 2007 regarding the Limited Liability Company, the Board of Directors of PT United Tractors Tbk (the "**Company**"), hereby announce that the Consolidated Financial Statements of the Company and Subsidiaries for the Financial Year 2022 which has been audited by the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, has been ratified by the Annual General Meeting of Shareholders of the Company on Wednesday dated 12 April 2023.

**Jakarta, 14 April 2023
PT United Tractors Tbk
Board of Directors**

Notes: This Announcement is made in Indonesian and English languages. The Indonesian version shall prevail in the case of any inconsistencies or differences of interpretation with the English language text of this Announcement.