



UNITED TRACTORS

member of **ASTRA**

**INVITATION OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024
PT UNITED TRACTORS Tbk**

The Board of Directors of PT United Tractors Tbk (the “**Company**”), cordially invites the shareholders of the Company (“**Shareholders**”) to attend the **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024** (the “**Meeting**”) which will be held on:

Day / Date : **Wednesday / 24 April 2024**
Time : **10.00 AM Western Indonesian Time (“WIT”) - finish**
Place : **Catur Dharma Hall, Menara Astra 5th Floor**
Jalan Jend. Sudirman Kav. 5-6, Karet Tengsin, Kec. Tanah Abang,
Central Jakarta, Daerah Khusus Ibukota Jakarta 10220

Agenda of Meeting:

1. Approval of the Annual Report 2023, 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 2023;
2. Determination of the Utilization of the Company’s Net Profits for the Financial Year 2023;
3. Changes in the Composition of Members of the Board of Directors and the Board of Commissioners of the Company;
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 2024-2025; and
5. Appointment of a Public Accountant Firm to Conduct the Audit of the Company’s Financial Statements for the Financial Year 2024.

Explanations of Each Agenda of Meeting:

Agenda 1 until agenda 5 are regular agenda held in every annual General Meeting of Shareholders (“**GMOS**”) of the Company.

Agenda 1: Approval of the Annual Report 2023, 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 2023.

Pursuant to paragraph (1) of Article 69 of Law Number 40 of 2007 on Limited Liability Company (“**UUPT**”) and paragraph 2 letters (a) and (b) of Article 19 of the Articles of Association of the Company, the Annual Report shall require an approval of the GMOS, including the Board of Commissioners’ Supervisory Report as well as the Company’s Financial Statements shall be ratified by the GMOS.

Agenda 2: Determination of the Utilization of the Company’s Net Profits for the Financial Year 2023.

Pursuant to paragraph (1) of Article 71 of UUPT and paragraph (2) letter c of Article 19 of Articles of Association of the Company, determination of the utilization of the net profits shall be resolved in the GMOS.

Agenda 3: Changes in the Composition of Members of the Board of Directors and the Board of Commissioners of the Company.

Pursuant to paragraph (5) of Article 94 in conjunction with paragraph (5) of Article 111 UUPT and paragraph (2) of Article 11 and paragraph (3) of Article 14 of the Articles of Associations of the Company, appointment, change or dismissal of the Board of Directors and Board of Commissioners requires approval of the GMOS.

Agenda 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 2024-2025.

Pursuant to paragraph (1) of Article 96 in conjunction with Article 113 of UUPT and paragraph (3) of Article 11 in conjunction with paragraph (4) of Article 14 of the Articles of Association of the Company, (i) the amount of remuneration and allowances of the Board of Directors of the Company shall be determined by the resolution of the GMOS and such authority can be bestowed upon the Board of Commissioners and (ii) the remuneration or honorarium and allowances of the Board of Commissioners shall be determined by the GMOS.

Agenda 5: Appointment of a Public Accountant Firm to Conduct the Audit of the Company's Financial Statements for the Financial Year 2024.

Pursuant to paragraph (1) of Article 59 of the Regulation of Financial Services Authority No.15/POJK.04/2020 regarding the General Meetings of Shareholders of Public Companies in conjunction with paragraph (2) letter d of Article 19 of the Articles of Association of the Company, appointment of a registered public accountant firm to audit the Financial Statements requires an approval of GMOS.

Notes:

I. General Provisions

1. This Invitation will serve as the formal Meeting invitation for the Shareholders to attend the Meeting. This Invitation can be accessed through the Company's website (<https://www.unitedtractors.com/en/general-meeting-of-shareholders>), electronic GMOS by KSEI ("eASY.KSEI"), and website of Indonesia Stock Exchange.
2. To: (i) ease and expedite synchronization of registration system Shareholders and (ii) ensure that the Meeting in an orderly and timely manner, registration of the Shareholders on the location of the Meeting will be opened at 08.30 AM WIT and will be closed at 09.30 AM WIT or 30 minutes before the Meeting starts. The Shareholders or their proxies who comes after 09.30 AM WIT are not allowed to register and attend the Meeting.
3. In accordance with the provision of number 2 above, the Company kindly requests the Shareholders or their proxies to be at the Meeting venue 90 minutes before the Meeting starts.
4. The materials of the Meeting have been made available at the Company's head office at Jl. Raya Bekasi Km. 22, Cakung, East Jakarta 13910 ("**Company's Head Office**") starting from the date of this Invitation until 24 April 2024 at 09.30 AM WIT. The materials of the Meeting can be obtained from the Company during the office hours and upon a written request from a Shareholder through email ir@unitedtractors.com. Annual Report of the Company and the curriculum vitae of the candidates of the members of the Board of Directors and the Board of Commissioner of the Company are also be accessed/obtained through eASY.KSEI system and on website of the Company (<https://www.unitedtractors.com/en/general-meeting-of-shareholders>).
5. Those who are entitled to attend or to be represented at the Meeting are Shareholders, whose names are recorded in the Register of Shareholders of the Company on 1 April 2024 at the closing of shares trading or the Shareholders whose shares are in the collective custody of the PT Kustodian Sentral Efek Indonesia ("**KSEI**") at the closing of shares trading on 1 April 2024.
6. In accordance with Regulation of the Financial Services Authority of Republic of Indonesia and the issuance of KSEI letter No. KSEI-4012/DIR/0521 dated 31 May 2021 concerning the Implementation of e-Proxy Module and e-Voting Module in eASY.KSEI Application as well as General Meeting of Shareholders Broadcast, the Company plans to convene the Meeting physically at Catur Dharma Hall in Menara Astra 5th Floor and the virtual Meeting by using electronic facility provided by KSEI, namely eASY.KSEI ("**e-Proxy**"). The Company has provided an alternative for Shareholders to give an electronic

authorization to an independent party through e-Proxy and to cast vote through **e-Voting**. The independent party appointed by the Company shall be the Company's securities administration bureau, **PT Raya Saham Registra ("RSR")**.

7. a. The Shareholders or their proxies who will attend the Meeting are required to present the identity card (*Kartu Tanda Penduduk* or KTP) or any other identity card and submit the copy thereof to the registration officer before entering into the Meeting room.
 - b. For Shareholders in the form legal entities are required to submit a copy of its latest Articles of Association (together with the approvals or receipts of notification from the Ministry of Law and Human Rights) and a notarial deed concerning the current composition of the Board of Directors and/or Board of Commissioners (together with the receipt of notification from the Ministry of Law and Human Rights) to our registration officer.
8. a. The Shareholders, who are unable to attend the Meeting may be represented by their proxies with a valid power of attorney in a form and substance, approved by and acceptable to the Board of Directors of the Company. Member of the Board of Directors, the Board of Commissioners, and employees of the Company may act as the proxy of Shareholders at the Meeting, however they are not eligible to cast any vote in the voting. The shareholders whose addresses are registered outside Indonesia and appoint a proxy whereas the Power of Attorney is signed outside Indonesia, such Power of Attorney(s) must be legalized by local Notary/other authorized institution(s) and by the local Indonesian Embassy/Representative.
 - b. The form of power of attorney can be obtained during the office hours at the Securities Administration Bureau of the Company, RSR, through email rsrbae@registra.co.id or asti@registra.co.id, phone number: (+62 21) 2525666, facsimile number : (+62 21) 2525028; or **Investor Relation of the Company**, through email ir@unitedtractors.com. The form of power attorney can also be downloaded from the Company's website (<https://www.unitedtractors.com/en/general-meeting-of-shareholders>).
 - c. All of the executed original copies of the Power of Attorney which have satisfied the requirements must be received by RSR or Corporate Legal of the Company at the latest 1 (one) business day before the holding of GMOS, 23 April 2024 at 04.00 PM WIT.
9. One share bestows upon its holder the right to cast one (1) vote. If a Shareholder has more than 1 (one) share, the vote shall apply for all the number of shares he/she/it owns.
10. The Shareholders or their proxy(ies) who are present virtually or physically have the opportunity to convey 1 (one) question and/or opinion prior to the voting process. Other Shareholders who have not had the opportunity to convey their question/opinion, may convey the question to the Company through email ir@unitedtractors.com.
11. Pursuant to the procedure of voting mechanism, the Shareholders or their proxy(ies) who are present virtually or physically, would be subject to the Meeting Rules that will be delivered by the Company that is available in eASY.KSEI system and/ or through the Company's website (<https://www.unitedtractors.com/en/general-meeting-of-shareholders/>) and/or available before entering the Meeting room.
12. The Shareholder of the Company are urged to first read the Meeting Rules, including the guidelines for implementation of virtual Meeting for those who will attend virtually that is available in eASY.KSEI system and/ or through the Company's website (<https://www.unitedtractors.com/en/general-meeting-of-shareholders/>).
13. For Shareholders or their proxies who will physically present at the Meeting and are in unhealthy condition (especially having/ feeling symptoms such as coughing, body temperature above 37.3 ° C, or flu, etc.), Shareholders or their proxies must wear mask as a measure to prevent the spread of the risk of transmission to other parties.

II. Empowerment to RSR through *e-Proxy*

Guidelines for granting power of attorney to RSR through E-Proxy are as follows:

A. For individual Shareholders who are Indonesian citizens

Shareholders who wish to grant power of attorney must have a Single Investor Identification Number (SID Number). The checking of SID Number can be carried out by contacting the securities company or custodian bank of the respective Shareholders. The guidelines for granting power of attorney above and its explanation can be accessed through the following link (<https://www.unitedtractors.com/en/general-meeting-of-shareholders>).

Shareholders can grant the power of attorney to attend and vote via E-Proxy above at the latest on **23 April 2024**.

B. For the Shareholders who are (i) foreign citizens and (ii) in the form of legal entities (Indonesian and foreign):

Such Shareholders are advised to grant power of attorney through securities companies or custodian banks of the respective Shareholders, then the securities companies or custodian banks will provide E-Proxy to RSR.

III. Attend the Meeting Virtually

1. Attendance Registration through Virtual Meeting

- (i) Local individual Shareholders can submit the attendance confirmation or authorization through eASY.KSEI system until the time limit on 23 April 2024. Local individual Shareholders who have not submitted the attendance confirmation or authorization until the given time limit and wish to participate in the Virtual Meeting, the Shareholders must register their attendance through eASY.KSEI system on the date that Meeting is being held, from the opening of the registration until virtual Meeting registration time is closed by the Company on **23 April 2024 at 12.00 WIT** (“**Registration Period of Virtual Meeting**”).
- (ii) Those who are required to register their attendance through eASY.KSEI system on the date that Meeting is being held until the Registration Period of Virtual Meeting is closed by the Company are:
 - a. local individual Shareholders who have submitted the attendance confirmation but have yet to vote for minimum 1 (one) of the Meeting agenda through eASY.KSEI system until 23 April 2024 at 12.00 WIT and wish to participate in the Virtual Meeting;
 - b. the proxies who have been granted the authorization by the Shareholders provided by the Company (Independent Representative) or (Individual Representative) but the Shareholders have yet to vote for minimum 1 (one) of the Meeting agenda through eASY.KSEI system until 23 April 2024 at 12.00 WIT;
 - c. the representative of registered proxies in the eASY.KSEI system on behalf of the Shareholders who have granted authorization to the intermediary (Custodian Bank or Securities Company) and have given the vote through eASY.KSEI system until the time limit which is on 23 April 2024 at 12.00 WIT.
- (iii) The Shareholders who have submitted the attendance confirmation or given the authorization to the authorized personnel provided by the Company (Independent Representative) or (Individual Representative) and have given vote for minimum 1 (one) or all of the Meeting agenda through eASY.KSEI system by no later than 23 April 2024 at 12.00 WIT, the Shareholders or their proxy(ies) do not have to register their attendance electronically through eASY.KSEI system on the date the Meeting is being held. The shares owned by the Shareholders will be automatically counted as the attendance quorum and the cast vote will be automatically counted in the Meeting voting.
- (iv) The delay or failure of the virtual registration as stipulated in the letter i-ii without exception will result in the Shareholders or their proxy(ies) not being able to participate in the virtual Meeting, and their shares will not be counted as the attendance quorum in the Meeting.

2. The Procedures of Submission of Question and/or Suggestion through Virtual Meeting

- (i) The Shareholders or their proxy(ies) may convey the question and/or opinion in written through the chat feature in the “*Electronic Opinions*” column which is available on the E-Meeting Hall screen in the eASY.KSEI system. Submission of question and/or opinion can be carried out during the status of the Meeting in the “*General Meeting Flow Text*” column is “*Discussion started for agenda item no. ()*”.
- (ii) The determination of the mechanism for the implementation of the question and answer and/or opinions session for each of Meeting agenda in writing through the E-Meeting Hall screen in the eASY.KSEI system will be set forth by the Company in the Meeting Rules.
- (iii) For the proxy(ies) who are present virtually and will convey a question and/or opinion of their Shareholders during the discussion session for each Meeting agenda, they are required to write down the names of the Shareholders they represent and the amount of shares ownership then followed by the related question and/or opinion.

3. Cast Vote through Virtual Meeting

- (i) The virtual voting takes place in the eASY.KSEI system on the menu of E-Meeting Hall and on the sub-menu of Live Broadcasting.
- (ii) The Shareholders or their proxy(ies) who attend but have not casted their votes for the Meeting agenda as stipulated in the point 2 letter i-ii, the Shareholders or their proxy(ies) have the opportunity to cast vote during voting process through E-Meeting Hall in eASY.KSEI system is opened by the Company. When the virtual voting for each Meeting agenda begins, the system will automatically run the voting time by counting down with maximum 2 (two) minutes. During the virtual voting process, the “*Voting for agenda item no () has started*” status will appear in the “*General Meeting Flow Text*” column. If the Shareholders or their proxy(ies) do not cast vote for the related Meeting agenda until the status of the Meeting as shown in the “*Voting for agenda item no () has ended*”, then will be deemed to have casted vote as **Abstain** for the related Meeting agenda.
- (iii) Voting time during the virtual voting process is the standard time as set out in eASY.KSEI system. The Company may determine the time policy for direct virtual voting for each Meeting agenda (with a maximum time of 2 (two) minutes for each Meeting agenda or it can ended sooner if all Shareholders have voted) and this will be regulated in the Meeting Rules.

4. The Implementation of Virtual Meeting through Live Broadcast

- (i) The Shareholders or their proxy(ies) who has been registered in eASY.KSEI system not later than **23 April 2024 at 12.00 WIT**, can participate in the ongoing Meeting through Zoom webinar by accessing the eASY.KSEI system menu, the **GMOS Broadcast/ Tayangan RUPS** sub-menu in the AKSes (<https://akses.ksei.co.id/>).
- (ii) The GMOS Broadcast/*Tayangan RUPS* has a capacity up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. For the Shareholders or their proxy(ies) who do not get the opportunity to participate in the implementation of the Meeting through GMOS Broadcast/*Tayangan RUPS*, are still deemed valid virtually, and their shares ownership and voting rights are taken into account in the Meeting, to the extent that they have been registered in eASY.KSEI system as stipulated in point 1 letter i-iii.
- (iii) The Shareholders or their proxy(ies) who only participate in the Meeting through the GMOS Broadcast/*Tayangan RUPS* but are not registered as virtually present in the eASY.KSEI system as stipulated in point 1 letter i-iii, then the attendance of the Shareholders or their proxy(ies) will be deemed invalid and will not be counted in the Meeting attendance quorum.
- (iv) In order to participate in the Meeting optimally using the eASY.KSEI system and/or the GMOS Broadcast/*Tayangan RUPS*, the Shareholders or their proxy(ies) are suggested to use the Mozilla Firefox browser.

5. The guidance on the eASY.KSEI system for the Shareholders regarding virtual attendance registration in the Meeting, the appointment of “*individual representative*”, “*independent representative*” and “*intermediary*” as the proxy(ies), the virtual Voting, the submission of question and/or opinion virtually, and participating in the GMOS Broadcast/*Tayangan RUPS* through Zoom webinar, can be downloaded from the following link <https://www.ksei.co.id/data/download-data-and-user-guide> about “User Manual eASY.KSEI – Shareholder”

Jakarta, 2 April 2024

PT United Tractors Tbk

The Board of Directors

Notes: This Invitation 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 Invitation