

**BOLD MOVES,
BOOSTING
SUSTAINABLE
GROWTH**



ANNUAL GENERAL MEETING OF SHAREHOLDERS

FINANCIAL YEAR 2022

MAY 30, 2023

AGENDA 1

Approval of Annual Report and Ratification of the Company's Consolidated Financial Statement, Approval of the Board of Commissioners' Supervision Duty Report and Ratification of the Financial Statement of the Micro and Small Business Funding (MSBF) Program for the Financial Year 2022, and granting full release and discharge of responsibilities (volledig acquit et de charge) to the Board of Directors for the management of the Company and to the Board of Commissioners for the supervision of the Company carried out during the Financial Year 2022

Agenda 1

Legal Basis

- Article 69 paragraph (1) of Law No. 40 of 2007 on Limited Liability Companies as lastly amended by Law No. 6 of 2023 on the Stipulation of Government Regulation in lieu of Law No. 2 of 2022 on Job Creation as Law (“**Job Creation Law**”) (“**Company Law**”)
- Article 23 paragraph (1) of Law No. 19 of 2003 on State-Owned Enterprise (“**SOE**”) as lastly amended by Job Creation Law (“**SOE Law**”)
- Article 33 of Minister of SOE Regulation No. PER-1/MBU/03/2023 on Special Assignments and Social and Environmental Responsibility Programs of SOE (“**MSOE Regulation 1/2023**”)
- Article 18 paragraph (9) and Article 21 paragraph (2) letter a of the Company’s Articles of Association
- With due observance to the provisions of: (i) Article 25 paragraph (1) of the Company’s Articles of Association; and (ii) Article 41 paragraph (1) of Indonesia Financial Services Authority Regulation No. 15/POJK.04/2020 on the Planning and Holding of General Meeting of Shareholders for Public Company (“**POJK 15/2020**”)

Explanation

- The Annual Report including the Board of Commissioners’ Supervision Duty Report, the Company’s Consolidated Financial Statement, and the Company’s Financial and Implementation Report of Corporate Social and Environmental Responsibility (“**CSER**”) Program for Financial Year 2022 which will be requested for approval and ratification at the Annual General Meeting of Shareholders for Financial Year of 2022, has been uploaded and can be downloaded through the Company’s website (www.telkom.co.id) and Indonesia’s Stock Exchange website (www.idx.co.id) at the same time as the Notification date.
- The Company’s Consolidated Financial Statement for the financial year that ended on December 31, 2022 is audited by the Public Accounting Firm of Purwanto, Sungkoro, and Surja (a member Firm of Ernst & Young Global Limited), with opinion “present fairly in all material respects.”
- Financial and Implementation Report of CSER Program of SOE for the that year ended on December 31, 2022 is audited by the Public Accounting Firms of Purwanto, Sungkoro dan Surja (a member Firm of Ernst & Young Global Limited), with opinion “present fairly in all material respects.”.



AGENDA 2

Determination on Utilization of the Company's Net Profit for Financial Year of 2022

Agenda 2

Legal Basis

- Article 70 and Article 71 of the Company Law
- Article 21 paragraph (2) letter b and Article 26 The Company's Article of Associations
- With due observance to the provisions of: (i) Article 25 paragraph (1) of the Company's Articles of Association; and (ii) Article 41 paragraph (1) of POJK 15/2020

Explanation

- Determination of the use of the Company's net profit for the 2022 Financial Year requires the approval of the GMS.
- Distribution of cash dividends for Financial Year 2022 will be carried out under the following conditions:
 - a. Those who are entitled to receive dividends are shareholders whose names are recorded in the Company's Register of Shareholders on June 13, 2023.
 - b. Cash Dividend and Special Dividend will be paid in one lump sum no later than July 5, 2023.





AGENDA 3

Determination of Bonus for the Financial Year of 2022, Salary for Board of Directors and Honorarium for Board of Commissioners Including other Facilities and Benefits for the Year of 2023

Agenda 3

Legal Basis

- Article 96 and Article 113 of the Company Law
- Article 76 paragraph (1), Article 81 paragraph (2) and Article 83 paragraph (2) Minister of SOE Regulation No. PER-3/MBU/03/2023 on Organizations and Human Resources of SOEs ("**MSOE Regulation 3/2023**")
- Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association
- With due observance to the provisions of: (i) Article 25 paragraph (1) of the Company's Articles of Association; and (ii) Article 41 paragraph (1) of POJK 15/2020

Explanation

- In accordance with the Company's Articles of Association, the amount of salary or honorarium and other allowances for each of the Company's Board of Directors and Board of Commissioners is determined by the GMS, whereas the authority of the GMS to determine the salary and allowances for the Board of Directors can be delegated to the Board of Commissioners of the Company. Meanwhile, the power to determine the honorarium and allowances of the Board of Commissioners can be given to the Series A Dwiwarna Shareholder.
- As an SOE, the determination of the income of Board of Commissioners and Board of Directors is carried out in accordance with MSOE Regulation 3/2023. Based on such regulation, the determination of income in the form of salary or honorarium, fixed allowances and facilities as well as income in the form of variable performance bonuses/incentives (merit rating) is carried out by considering business scale factors, business complexity factors, inflation rates, company financial conditions and capabilities, performance factors, as well as other relevant factors as long as they do not conflict with the laws and regulations.



AGENDA 4

Appointment of Public Accounting Firm to Audit the Company's Consolidated Financial Statement and Company's Financial Report of the Micro and Small Business Funding Program for Financial Year of 2023

Agenda 4

Legal Basis

- Article 59 of POJK 15/2020
- Article 33 paragraph (3) of MSOE Regulation 1/2023
- Article 32 paragraph (1) of Minister of SOE Regulation No. PER-2/MBU/03/2023 on Guidelines for the Governance and Significant Corporate Activities of SOEs ("**MSOE Regulation 2/2023**")
- Article 21 paragraph (2) point c juncto Article 15 paragraph (2) point b.a.5 of the Company's Articles of Association
- With due observance to the provisions of: (i) Article 25 paragraph (1) of the Company's Articles of Association; and (ii) Article 41 paragraph (1) of POJK 15/2020

Explanation

- In accordance with the Company's Articles of Association, the Annual GMS determines the Public Accounting Firm registered with the Financial Services Authority who will perform Integrated Audit services for the Company's Consolidated Financial Statement for the Financial Year 2023 and the Financial Statements for the Company's MSBF Program for the Financial Year 2023 based on a proposal from the Board of Commissioners or granting the power of attorney to the Board Commissioner to appoint a Public Accounting Firm.



AGENDA 5

Approval of the Company's Proposed Business Spin Off which is an Affiliated Transaction as referred to in Financial Services Authority Regulation No. 42/2020 on Affiliated and Conflict of Interest Transaction, and a Material Transaction as referred to in Financial Services Authority Regulation No. 17/2020 on Material Transactions and Changes in Business Activities

Agenda 5

Legal Basis

- Article 6 paragraph (1) letter d juncto Article 14 of Financial Services Authority Regulation No. 17/POJK.04/2020 on Material Transactions and Changes in Business Activities ("POJK 17/2020")
- Article 4 paragraph (1) letter d of Financial Services Authority Regulation No. 42/POJK.04/2020 on Affiliated Transactions and Conflict of Interest Transactions
- With due observance to the provision of Article 44 of POJK 15/2020

Explanation

- The Company intends to conduct spin-off which is categorized as pemisahan tidak murni (partial spin-off) ("Spin Off") of the IndiHome Business Segment to PT Telekomunikasi Selular ("Telkomsel") and transaction related to Spin Off ("Proposed Transaction"), in which Telkomsel is a controlled entity of the Company through the Company's 65% shares ownership in Telkomsel.
- Value of the Proposed Transaction exceeding 50% of the Company's equity and Proposed Transaction will be conducted with Telkomsel who is an affiliated party of the Company. Proposed Transaction has fulfilled all the elements of a Material Transaction that contains and Affiliated Transaction, therefore based on Article 6 paragraph (1) letter d juncto Article 14 POJK 17/2020, the Company is required to obtain prior approval from independent shareholders.
- Further information regarding the Proposed Transaction can be accessed through our Disclosure of Information dated April 6, 2023, that has been published in accordance to the POJK 17/2020 through this link https://telkom.co.id/sites/about-telkom/id_ID/page/ir-informasi-kepada-investor-166.



AGENDA 6

**Approval of Company's Proposed Business Spin Off,
for the fulfillment of Law Number 40 of 2007 on
Limited Liability Companies as lastly amended by
Law No. 6 of 2023 on the Stipulation of
Government Regulation in lieu of Law Number 2 of
2022 on Job Creation as Law**

Agenda 6

Legal Basis

- Article 127 Company Law
- With due observance to the provision of: (i) Article 89 of Company Law; (ii) Article 25 paragraph (6) of the Company's Articles of Association; and (iii) Article 43 of POJK 15/2020

Explanation

- The Company intends to conduct spin-off of the IndiHome Business Segment to PT Telekomunikasi Selular ("**Telkomsel**") ("**Proposed Transaction**"), in which Telkomsel is a controlled entity of the Company through the Company's 65% shares ownership in Telkomsel, with the value of the Proposed Transaction exceeding 50% of the Company's equity.
- Understanding that the Proposed Transaction is in the form of a spin-off or business separation, the Company Law requires the Company to obtain prior approval from shareholders, thus the Company request this matter to be approved in the Meeting.
- Further information regarding the Proposed Transaction can be accessed through our Disclosure of Information dated April 6, 2023, that has been published in accordance to the POJK 17/2020 through this link https://telkom.co.id/sites/about-telkom/id_ID/page/ir-informasi-kepada-investor-166.





AGENDA 7

**Approval of Special Assignment to the Company by
the President of the Republic of Indonesia**

Agenda 7

Legal Basis

- Article 66 paragraph (5) juncto Article 66 paragraph (1) SOE Law;
- Article 65 paragraph (5) Government Regulation Number 45 of 2005 on State Owned Enterprise Establishment, Management, Supervisions and Dissolution as lastly amended by Government Regulation Number 23 of 2022;
- Article 2 paragraph (1) of Presidential Regulation No. 17 of 2023 on Acceleration of Digital Transformation on Government's Procurement for Goods/Services ("**Presidential Regulation 17/2023**")
- Article 3 paragraph (4) of MSOE Regulation 1/2023
- With due observance to the provision of: (i) Article 25 paragraph (1) of the Company's Articles of Association; and (ii) Article 41 paragraph (1) of POJK 15/2020

Explanation

- Special assignments to SOEs require approval from the General Meeting of Shareholders.
- In order to implement the acceleration of digital transformation in the field of procurement of government goods/services, the Government assigns the Company to organize an Electronic Procurement System and its supporting systems.
- The government will compensate the funding that has been issued by the Company.
- The Company will separate the bookkeeping of the Implementation of the Presidential Regulation 17/2023 from bookkeeping in relation to achieve the company's business targets.



AGENDA 8

Ratification on Minister of SOE Regulation Number:

- a. PER-1/MBU/03/2023 dated March 3, 2023, on Special Assignments and Social and Environmental Responsibility Programs of SOEs and its amendments.
- b. PER-2/MBU/03/2023 dated March 3, 2023, on Guidelines for the Governance and Significant Corporate Activities of SOEs and its amendments.
- c. PER-3/MBU/03/2023 dated March 20, 2023, on Organizations and Human Resources of SOEs and its amendments.

Agenda 8

Legal Basis

- Article 38 paragraph (2) letter b of MSOE Regulation 1/2023
- Article 225 paragraph (2) letter b of MSOE Regulation 2/2023
- Article 163 paragraph (2) letter b of MSOE Regulation 3/2023
- With due observance to the provisions of: (i) Article 25 paragraph (1) of the Company's Articles of Association; and (ii) Article 41 paragraph (1) of POJK 15/2020

Explanation

- To be able to enforce MSOE Regulation 1/2023, MSOE Regulation 2/2023, and MSOE Regulation 3/2023, the Company as a public company may conduct ratification in the GMS.
- The Ministry of SOE Regulations that will be ratified in the Meeting are MSOE Regulation 1/2023, MSOE Regulation 2/2023, and MSOE Regulation 3/2023.





AGENDA 9

Changes to the Management of the Company

Agenda 9

Legal Basis

- Financial Services Authority Regulation No. 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Issuers or Public Companies
- MSOE Regulation 3/2023
- Article 11 paragraph (10), Article 14 paragraph (12), and Article 23 paragraph (6) letter b of the Company's Articles of Association
- With due observance to Article 25 paragraph (4) of the Company's Articles of Association

Explanation

- The appointment and dismissal of the management of the Company shall be resolved in a Meeting that is attended by and approved by the holders of Series A Dwiwarna Share.



Directors



Ririek Adriansyah
President Director



Heri Supriadi
Director of Finance and
Risk Management



FM Venusiana R
Director Consumer Service
and Acting Director of
Enterprise & Business Service



Herlan Wijanarko
Director Network & IT
Solution



Muhamad Fajrin Rasyid
Director Digital Business



Budi Setyawan Wijaya
Director Strategic Portfolio



Afriwandi
Director Human Capital
Management



Bogi Witjaksono
Director Wholesale &
International Service



Board of Commissioners



**Bambang Permadi
Soemantri Brodjonegoro**
President Commissioner/
Independent Commissioner



Wawan Iriawan
Independent
Commissioner



Bono Daru Adji
Independent
Commissioner



Abdi Negara Nurdin
Independent
Commissioner



Marcelino Pandin
Commissioner



Ismail
Commissioner



Rizal Mallarangeng
Commissioner



Isa Rachmatarwata
Commissioner



Arya Mahendra Sinulingga
Commissioner



THANK YOU



PT Telkom Indonesia (Persero) Tbk
Investor Relations
Telkom Landmark Tower Lantai 39
The Telkom Hub
Jl. Jend. Gatot Subroto Kav. 52
Jakarta 12710, Indonesia
T +62 21 521 5109
F +62 21 522 0500
e-mail: investor@telkom.co.id
www.telkom.co.id