



Additional Explanation for EGMS Agenda

Telkom Indonesia
December, 12, 2025

Explanation on Agenda Meeting 2 – Approval of Changes to the Company’s Article of Association.

- This agenda item arises from Law No. 16 of 2025 on the Fourth Amendment to the Law No. 19 of 2003 (the “**New SOE Law**”). The New SOE Law requires all State-Owned Enterprises (“**SOEs**”), both publicly listed and non-listed, to align themselves with the New SOE Law within one year from its enactment. For Telkom, updating the Company’s Articles of Association (“**AoA**”) is the practical method to implement this required adjustment, as the AoA serve as the Company’s core internal governing document. Such updates to the AoA are a common and established practice for Telkom. For instance, at the Annual General Meeting of Shareholders (**GMS**) for Fiscal Year 2021, the Company amended its AoA to comply with the requirements of Financial Services Authority Regulation No. 15 of 2020 on the Organization of General Meetings of Shareholders, and at the Annual GMS for Fiscal Year 2022, the Company further adjusted its AoA to align its business activities with the Indonesian Standard Industrial Classification under Central Statistics Agency Regulation No. 2 of 2020.
- The principal substantive change concerns the adjustment of the strategic rights previously exercised directly by the Government of Indonesia through the Series A Dwiwarna share, a special class of share held exclusively by the Government and vested with specific strategic authorities. Under the new framework, the authority attached to this share, including the authority to determine the Company’s strategic policies, is now exercised by the Daya Anagata Nusantara Investment Management Agency (**BPI Danantara**), the Government-owned agency responsible for administering the State’s oversight and management of SOEs. In practice, these strategic authorities will be implemented through PT Danantara Asset Management (**DAM**), the Company’s majority Series B shareholder, which is wholly owned by BPI Danantara.
- This transition, from strategic oversight exercised directly by the Government through the Series A Dwiwarna share to oversight exercised through BPI Danantara, represents an internal restructuring of how the Government organises its control over SOEs. As a result, the proposed amendment is administrative in nature and does not have any material impact on the rights and ownership of the Company’s public shareholders.
- Based on the above explanation, the following are the key material changes to the AoA:
 - a) Changes to the composition of Series A Dwiwarna and Series B share ownership, pursuant to which a portion of DAM’s existing Series B shares will be transferred to the SOE Regulatory Agency to fulfil the required 1% Series A Dwiwarna share allocation. This portion is calculated from the State’s total shareholding and does not affect the shareholding of public shareholders.
 - b) Adjustments to the approval mechanism for the Company’s Annual Work Plan and Budget, whereby must first be approved by the GMS, although such authority may be delegated to the Board of Commissioners subject to the prior approval of DAM as the majority holder of Series B shares.
 - c) Enhancements to the minimum disclosure requirements of the Company’s annual report, which now impose more stringent transparency obligations. The expanded minimum requirements mandate, among others, disclosures on (i) the remuneration and allowances of the Board of Directors and the Board of Commissioners, and (ii) a detailed account of issues arising during the financial year that have affected the Company’s business operations.

Explanation on Agenda Meeting 4 – Approval of the Company's Plan to Accept a Special Assignment from the Central Government to Provide Temporary National Data Center Services (PDNS) During the Transition Period.

- This agenda item concerns the Central Government's plan to provide Telkom with a special assignment, which is a mandate that SOEs may receive as part of their public service obligations. This mechanism is expressly permitted under Law No. 19 of 2003 on SOEs and its amendments, which recognise that SOEs can be directed to carry out essential public functions for the Government. The SOE Law also ensures that, for every special assignment, the SOE, in this case Telkom, must receive compensation covering the cost of delivering the assignment, including a reasonable margin. Such special assignment is a common and established practice for Telkom as an SOE. For instance, at the Annual GMS for Fiscal Year 2023, shareholders approved the Company's acceptance of a special assignment from the Government of Indonesia in accordance with Presidential Regulation No. 17 of 2023 on the Acceleration of Digital Transformation in Government Procurement of Goods/Services.
- The special assignment proposed here is for Telkom to operate the Provisional National Data Center (*Pusat Data Nasional Sementara* or “**PDNS**”), a temporary facility established to ensure the continuity of the Government's digital services until the permanent National Data Center (*Pusat Data Nasional* or “**PDN**”) becomes fully operational. This assignment is expected to originate from a forthcoming Presidential Instruction and will be implemented through a planned Joint Decree involving the Minister of Communication and Digital, the Minister of Finance, and the Head of the SOE Regulatory Agency. Under this framework, the Ministry of Communication and Digital will serve as the technical ministry responsible for entering into the service contract with Telkom, supervising the service delivery, and managing the eventual transition and migration of Government data to the permanent PDN. The Presidential Instruction and the Joint Decree will ultimately serve as the formal legal basis for the Government's special assignment to Telkom, which the Government will issue after obtaining shareholder approval at the GMS.
- In carrying out this assignment, Telkom will operate and maintain PDNS services at two locations, PDNS-1 in Serpong and PDNS-2 in Surabaya, while ensuring full compliance with good corporate governance and applicable regulations. Telkom will work closely with the Ministry of Communication and Digital to provide services to central and regional government institutions, report on operational progress, and support the migration to the permanent PDN. As this assignment is structured as a compensated public service mandate under the SOE Law, it is designed to be implemented on a commercially sound basis and remains consistent with Telkom's broader role as a strategic provider of national digital infrastructure.