



**GUDANG  
GARAM**  
PT. GUDANG GARAM Tbk.

## ANNOUNCEMENT OF THE SUMMARY OF THE RESOLUTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

It is hereby announced to the Shareholders of PT. Perusahaan Rokok Tjap Gudang Garam Tbk. (the "**Company**") that the Company has held the Annual General Meeting of Shareholders ("**Meeting**") on **28 August 2020**, which started from 09.00 Western Indonesian Time until 10.11 Western Indonesian Time, located at Grand Surya Hotel, Jl. Dhoho No. 95, Kediri.

The members of the Board of Directors and the Board of Commissioners of the Company who attended the Meeting were :

### **Board of Directors :**

- Director : Herry Susianto  
- Director : Susanto Widiatmoko  
- Director : Andik Wahyudi

### **Board of Commissioners :**

- Independent Commissioner : Frank Willem van Gelder  
- Independent Commissioner : Gotama Hengdratsonata

Shareholders and/or duly proxy(ies) of Shareholders in its entirety representing **1,752,728,237** shares or equivalent to **91,094 %** of the total issued shares with valid voting rights that have been issued by the Company, in the amount of **1,924,088,000** shares, taking into account the shareholders' registry of the Company as of **28 July 2020**, until 16.00 Western Indonesian Time.

The Meeting was held with the following agenda :

1. Approval of the Company's Annual Report on the running of the Company's business during the fiscal year ending on the thirty-first of December two thousand and nineteen (31-12-2019);
2. Ratification of the Balance Sheet and Profit and Loss Statement of the Company for the fiscal year ended on the thirty-first of December two thousand and nineteen (31-12-2019);
3. Approval of the determination of the use of the Company's profits for the fiscal year 2019;
4. Change in the management composition of the Company;
5. Delegation of authority to the Board of Directors meeting to carry out the distribution of duties and authority of each member of the Board of Directors;
6. Delegation of authority to the Board of Commissioners to determine the amount and type of income of members of the Board of Directors;
7. Determination of salary and/or benefits of the members of the Board of Commissioners;
8. Appointment of the Public Accountant; and
9. Amendment to the provisions of Article 3 of the Company's Articles of Association concerning the Purpose and Objectives and Business Activities adjusted to the 2017 Indonesian Business Field Standard (*Klasifikasi Baku Lapangan usaha Indonesia*).

All resolutions in the Meeting shall be adopted based on deliberation to achieve consensus, in the event that deliberation to achieve consensus is not reached then the resolutions are to be adopted by way of casting votes.

The Shareholders have been given the opportunity to ask questions and/or provide opinions in each Meeting agenda, and as for the number of Shareholders who have asked questions and/or provided opinions in the Meeting and the results of the voting are as follows :

Agenda	Disagree	Abstain	Agree	Question/ Opinion
1	0 votes (0,00%)	890.800 votes (0,051%)	1.751.837.437 votes (99,949%)	n/a
2	0 votes (0,00%)	890.800 votes (0,051%)	1.751.837.437 votes (99,949%)	n/a
3	867.389 votes (0,049%)	0 votes (0,00%)	1.751.860.848 votes (99,951%)	n/a
4	132.872.245 votes (7,581%)	500 votes (0,00%)	1.619.855.492 votes (92,419%)	n/a
5	12.082.936 votes (0,689%)	0 votes (0,00%)	1.740.645.301 votes (99,311%)	n/a
6	20.495.784 votes (1,169%)	167.900 votes (0,01%)	1.732.064.553 votes (98,821%)	n/a
7	20.495.784 votes (1,169%)	168.100 votes (0,01%)	1.732.064.353 votes (98,821%)	n/a
8	45.180.406 votes (2,578%)	1.106.270 votes (0,063%)	1.706.441.561 votes (97,359%)	n/a
9	101.620.528 votes (5,798%)	168.200 votes (0,009%)	1.650.939.509 votes (94,193%)	n/a

### **Result of the Meeting :**

#### **• First Agenda of The Meeting :**

- Approved the Annual Report of the Company regarding the running of the Company's business during the fiscal year ending on the thirty-first of December two thousand and nineteen (31-12-2019).

#### **• Second Agenda of The Meeting :**

- Ratified the Balance Sheet and Profit and Loss Statement of the Company for the fiscal year ended on the thirty-first day of December of the year two thousand and nineteen (31-12-2019) which have been audited by a Public Accounting Firm, Siddharta Widjaja & Rekan and it is a part of the 2019 Annual Report and to grant full release and discharge (*acquit et décharge*) to the members of the Board of Directors and the Board of Commissioners for the actions and supervision in which they have undertaken during the fiscal year ended on the thirty-first day of December of the year two thousand and nineteen (31-12-2019), to the extent that such actions are reflected in the said Balance Sheet and Profit and Loss Statement.

#### **• Third Agenda of The Meeting :**

- Approved the determination of the use of the Company's profits for the fiscal year 2019, all of them are included in the retained earnings account and will be used to increase working capital so that the Company does not distribute dividends to the Company's shareholders for the fiscal year 2019.

#### **• Fourth Agenda of The Meeting :**

- Approved the appointment of the Company's members of the Board of Commissioners and Directors with the following composition :

#### **BOARD OF COMMISSIONERS**

- President Commissioner : Juni Setiawati Wonowidjogo  
- Commissioner : Lucas Mulia Suhardja  
- Independent Commissioner : Frank Willem van Gelder  
- Independent Commissioner : Gotama Hengdratsonata

#### **BOARD OF DIRECTORS**

- President Director : Susilo Wonowidjogo  
- Director : Heru Budiman  
- Director : Herry Susianto  
- Director : Istata Taswin Siddharta  
- Director : Susanto Widiatmoko  
- Director : Andik Wahyudi  
- Director : Hamdhany Halim  
- Independent Director : Sony Sasono Rahmadi

effective as of the dosing of this Meeting, with the term of office which will end until the dosing of the fifth Annual General Meeting of Shareholders from the date of appointment.

#### **• Fifth Agenda of The Meeting :**

- Approved the delegation of authority to the Board of Directors Meeting to carry out the division of duties and authority of each member of the Board of Directors, for a period of five years or until the closing of the fifth Annual General Meeting of Shareholders since the closing of this Meeting.

#### **• Sixth Agenda of The Meeting :**

- Approved the delegation of authority to the Board of Commissioners to determine the amount and the type of income of the members of the Board of Directors, for a period of five years or until the dosing of the fifth Annual General Meeting of Shareholders since the closing of this Meeting.

#### **• Seventh Agenda of The Meeting :**

- Approved the determined salary and/or benefits of the members of the Board of Commissioners for a period of five years or until the dosing of the fifth Annual General Meeting of Shareholders since the dosing of this Meeting, as follows :
  - a. President Commissioner at a maximum of forty percent (40%) of the salary and benefits of the President Director; and
  - b. Commissioners are at a maximum of twenty percent (20%) of the salary and benefits of the President Director.

#### **• Eighth Agenda of The Meeting :**

- Approved the appointment of Siddharta Widjaja & Partners Public Accountant Office as the Company's auditor for fiscal year 2020 or its successor who was appointed by the Board of Commissioners.

#### **• Ninth Agenda of The Meeting :**

- Approved "the amendment to Article 3 of the Company's Articles of Association concerning the Purpose and Objectives and Business Activities adjusted in accordance with the 2017 Standard Classification of Indonesian Business Fields (KBLI)" as stipulated by the Head of the Central Statistics Agency Number 19 of 2017 concerning Amendment to the Head of the Central Statistics Agency Number 95 of 2015 concerning the Standard Classification of Indonesian Business Fields (*Klasifikasi Baku Lapangan Usaha Indonesia*), in the form and content as deemed necessary by the Board of Directors of the Company subject to and taking into account the provisions of the prevailing laws and regulations, shall be as listed in the Attachment to the Minutes of Meeting.
- Approved the grant of power and authority to the Directors of the Company to make further adjustments to the draft amendments to Article 3 of the Company's Articles of Association as may be required in accordance with the policy of the Minister of Law and Human Rights of the Republic of Indonesia, and do everything deemed necessary in connection with changes to the Company's Articles of Association, declares the decision of this Meeting in a Statement of Meeting Resolution before a Public Notary, authorizes the Notary to request the approval of the Minister of Law and Human Rights of the Republic of Indonesia and authorizes the Board of Directors to amend the Articles of Association in accordance with the instructions and suggestions of the Minister of Law and Human Rights of the Republic of Indonesia and in general do everything deemed necessary to enact changes to the Company's Articles of Association.

Kediri, **31 August 2020**  
Board of Directors of the Company