



**SUMMON OF THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS FINANCIAL YEAR 2021  
PT INDOFARMA Tbk**

Herewith the Board of Directors of PT Indofarma Tbk (hereinafter referred to as the "Company"), conveys the invitation to the Annual General Meeting of Shareholders Financial Year 2021 (hereinafter referred to as the "MEETING") which will be held on:

Day, Date : **Tuesday, May 31, 2022**  
Time : 10.00 WIB – closing  
Venue : Ballroom A, Hotel Borobudur – Jakarta  
Jl. Lapangan Banteng Selatan No. 1, Jakarta Pusat

**The Agenda of the MEETING are as follows:**

- 1. Approval of the Company's Annual Report including the Report on the Supervisory Duties of the Board of Commissioners for the 2021 Financial Year, and Ratification of the Company's Consolidated Financial Statements which includes the Report on the Implementation of the Social and Environmental Responsibility Program ending on December 31, 2021, as well as granting settlement and discharge of responsibilities fully (volledig acquit et de charge) to the Board of Directors for the management actions of the Company and the Board of Commissioners for the Company's Supervisory Actions that have been carried out during the 2021 Financial Year.**

A brief description:

- a. The Board of Directors submits the Annual Report to the General Meeting of Shareholders (GMS) after being reviewed by the Board of Commissioners.
- b. Approval of the Annual Report including the ratification of the Consolidated Financial Statements for the 2021 Fiscal Year which has been audited by the Public Accounting Firm Hendrawinata Hanny Erwin & Sumargo as well as the report on the supervisory duties of the Board of Commissioners carried out by the GMS.
- c. The Annual Report on Social and Environmental Responsibility (TJSL) for Fiscal Year 2021 which has been carried out by the Company's Board of Directors and TJSL's Financial Statements have been audited by the Public Accounting Firm Hendrawinata Hanny Erwin & Sumargo which was submitted to the GMS for approval.

- 2. Approval of the Use of the Company's Net Profit for the 2021 Fiscal Year.**

A brief description:

Based on the Company's Articles of Association, the Board of Directors submits a proposal for the use of the Company's Net Profit.

**3. Determination of Remuneration (Salary/Honorarium, Facilities, and Allowances) for 2022 and Tantiem for the 2021 Financial Year for the Board of Directors and Board of Commissioners of the Company.**

A brief description:

Based on the Company's Articles of Association, it is stated that the Salary/Honorarium, Allowances, and Facilities of the Company's Board of Commissioners and Directors as well as Tantiem must be decided by the GMS and the GMS can grant the authority to determine the Most Series B Shareholders.

**4. Determination of Public Accounting Firm (KAP) to audit the Company's Consolidated Financial Statements and the Report on the Micro and Small Business Funding Program (PUMK) for the 2022 Financial Year.**

A brief description:

Based on the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Organizing of the General Meeting of Shareholders of a Public Company, it is stated that the appointment and dismissal of a Public Accountant and/or Public Accounting Firm that will provide audit services on annual historical financial information must be decided in Public Company GMS taking into account the proposal of the Board of Commissioners.

**5. Approval for Acceptance of Loans from Affiliated Parties and Has Material Value as referred to in the Financial Services Authority Regulation Number 42/POJK.04/2020 and Number 17/POJK.04/2020.**

A brief description:

The loan to be received by the Company comes from PT Bio Farma (Persero) which is an affiliated party in which PT Bio Farma (Persero) is the main shareholder of the Company and both are controlled either directly or indirectly by the same party, namely the Republic of Indonesia. is an Affiliate Transaction. The transaction also meets the criteria for Material Transactions that require GMS approval as referred to in the Financial Services Authority Regulation Number 17/POJK.04/2020 based on the value of the transaction.

The loan from PT Bio Farma (Persero) in the amount of IDR 355,000,000,000 (Three Hundred and Fifty Five Billion Rupiah) was sourced from a loan facility received by PT Bio Farma (Persero). Based on the estimated need, the loan plan from PT Bio Farma (Persero) with the following scheme:

Facility	:	Long Term Shareholder Loan
Value	:	IDR 355,000,000,000 (Three Hundred Fifty Five Billion Rupiah)
Tenor	:	6 (six) Years form the date of signing the Shareholder Loan Agreement
Interest Rate	:	6.15% p.a
Percentage of equity value	:	69.84%
Source of loan repayment	:	Cash Flow of the Company and PT Indofarma Global Medika according to the percentage of shareholder loan usage

Based on the Company's Consolidated Financial Statements for the 12 (twelve) month period ending December 31, 2021 which has been audited by Iskariman Supardjo, CPA, with Permit Number AP.0336, from the Hendrawinata Public Accountant Office Hanny Erwin & Sumargo, according to report No: 00107/2.1127/AU.1/04/0336-1/1/III/2022 dated March 30, 2022, the

Company's equity was recorded at Rp508,309,909,506,- (Five Hundred Eight Billion Three Hundred Nine Million Nine Hundred Nine Thousand Five Hundred Six Rupiah), then the loan transaction plan reaches 69.84% (Sixty Nine Point Eighty Four Percent) of the Company's equity thereby achieving a material value as referred to in the Financial Services Authority Regulation Number 17/POJK.04/2020, and The Company must obtain approval from the General Meeting of Shareholders.

The loan from PT Bio Farma (Persero) is in the context of closing the restructuring loan at Bank Mandiri and the Company's working capital requirements.

## **6. Amendments to the Company's Articles of Association.**

A brief description:

- a. In accordance with the provisions of Article 28 paragraphs 2 and 3 of the Company's Articles of Association, that changes to the Articles of Association are determined by the GMS and the agenda regarding changes to the Articles of Association must be clearly stated in the invitation to the GMS.
- b. Amendment to the Company's Articles of Association regarding the Purpose and Objectives as well as the Company's Business Activities in order to comply with the Regulation of the Head of the Central Statistics Agency Number 2 of 2020 concerning the Standard Classification of Indonesian Business Fields (KBLI) which was stipulated on September 15, 2020.

## **7. Enforcement of the Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia Number:**

- a. **PER-03/MBU/03/2021 concerning the Third Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-02/MBU/2010 concerning Procedures for Write-off and Transfer of Fixed Assets of State-Owned Enterprises;**
- b. **PER-05/MBU/04/2021 concerning the Social and Environmental Responsibility Program of State-Owned Enterprises;**
- c. **PER-07/MBU/04/2021 concerning the Second Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-03/MBU/08/2017 concerning the Guidelines for Cooperation of State-Owned Enterprises;**
- d. **PER-11/MBU/07/2021 concerning Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises;**
- e. **PER-13/MBU/09/2021 concerning the Sixth Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-04/MBU/2014 concerning Guidelines for Determining the Income of Board of Directors, Board of Commissioners, and Board of Supervisory of State-Owned Enterprises; and**
- f. **PER-14/MBU/10/2021 concerning the Second Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-12/MBU/2012 concerning Supporting Organs for the Board of Commissioners/Board of Supervisory of State-Owned Enterprises.**

A brief description:

In accordance with the provisions in the Regulations of the Minister of State-Owned Enterprises, that for Public Persero, the Regulations of the Minister of State-Owned Enterprises can be enforced through confirmation in the relevant GMS, taking into account the provisions in the Capital Market Sector, and State-Owned Enterprises may apply these Ministerial Regulations to Subsidiaries.

## 8. Changes in the Composition of the Company's Management.

A brief description:

- a. In accordance with the provisions of Article 11 paragraph 10 of the Company's Articles of Association, that members of the Board of Directors are appointed and dismissed by the GMS, in which the GMS is attended by Series A Dwiwarna shareholders and the decision of the meeting must be approved by the Series A Dwiwarna shareholders with due observance of the provisions in the articles of association. The Board of Directors is appointed by the GMS from the candidates proposed by the Series A Dwiwarna shareholder, which nomination is binding as the GMS. This provision also applies to the GMS held in order to revoke or strengthen the decision to temporarily dismiss members of the Board of Directors.
- b. In accordance with the provisions of Article 14 paragraph 12 of the Company's Articles of Association, that members of the Board of Commissioners are appointed and dismissed by the GMS, where the GMS is attended by Series A Dwiwarna shareholders and the decision of the Meeting must be approved by Series A Dwiwarna shareholders. The members of the Board of Commissioners are appointed by the GMS from the candidates proposed by the Series A Dwiwarna shareholder, which nomination is binding on the GMS. This provision also applies to the GMS held in order to revoke or strengthen the decision to temporarily dismiss members of the Board of Commissioners.

### Notes:

1. The Company does not send a separate invitation to the Shareholders. This invitation is considered an invitation.
2. The Shareholders who are entitled to attend the MEETING are the Shareholders of the Company whose names are recorded/listed in the Company's Shareholder Register and/or owner of securities account in Collective Custody of PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing trading in Indonesia Stock Exchange (Bursa Efek Indonesia) as of Thursday, 28 April 2022.
3. The Company has provided MEETING agenda's materials for each MEETING agenda since the date of this invitation, which can be downloaded through the Company's website [www.indofarma.id](http://www.indofarma.id)
4. Shareholders who will provide power of attorney electronically to the MEETING through the **eASY.KSEI** application must pay attention to the following matters:
  - a. **Registration Process**
    - i. Local individual type shareholders who have not provided a declaration of presence or power of attorney in the **eASY.KSEI** application by the time limit in point 2 and wish to attend the MEETING electronically are required to register attendance in the **eASY.KSEI** application on the date of the MEETING until the registration period The MEETING is electronically closed by the Company.
    - ii. Local individual type Shareholders who have given a declaration of attendance but have not yet cast their votes for at least 1 (one) MEETING agenda in the **eASY.KSEI** application until the deadline in point 2 and wish to attend the MEETING electronically are required to register their attendance in the **eASY.KSEI** application on the date of the MEETING until the registration period for the MEETING is electronically closed by the Company.

- iii. Shareholders who have given power of attorney to the recipient of the proxy provided by the Company (Independent Representative) or Individual Representative but the Shareholders have not cast a minimum vote for 1 (one) MEETING Agenda in the **eASY.KSEI** application until the deadline in point 2, then the proxies representing the Shareholders are required to register attendance in the **eASY.KSEI** application on the date of the MEETING until the registration period for the MEETING is electronically closed by the Company.
- iv. Shareholders who have given power of attorney to the participant/Intermediary proxy (Custodian Bank or Securities Company) and have cast their vote in the **eASY.KSEI** application until the time limit in point 2, then the representative of the proxy who has been registered in the **eASY.KSEI** application is required to register attendance in the **eASY.KSEI** application on the date of the MEETING until the electronic registration period for the MEETING is closed by the Company.
- v. Shareholders who have given a declaration of attendance or given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative and have cast a minimum vote for 1 (one) or all MEETING Agenda in the **eASY.KSEI** application at least no later than the deadline in point 2, the Shareholders or the proxies do not need to register attendance electronically in the **eASY.KSEI** application on the date of the MEETING. Share ownership will be automatically calculated as a quorum of attendance and the votes that have been cast will be automatically taken into account in the voting of the MEETING.
- vi. Any delay or failure in the electronic registration process as referred to in numbers (i) to (iv) for any reason will result in the Shareholders or their proxies being unable to attend the MEETING electronically, and their share ownership will not be counted as a quorum for attendance at the MEETING.

**b. Process for Submitting Questions and/or Opinions Electronically**

- i. Shareholders or proxies have 3 (three) opportunities to submit questions and/or opinions at each discussion session per MEETING Agenda. Questions and/or opinions per MEETING Agenda can be submitted in writing by the Shareholders or their proxies by using the chat feature in the 'Electronic Opinions' column available on the E-MEETING Hall screen in the eASY.KSEI application. Giving questions and/or opinions can be done as long as the status of the MEETING in the 'General MEETING Flow Text' column is "Discussion started for agenda item No. [ ]".
- ii. Determination of the mechanism for conducting discussions per MEETING Agenda in writing through the E-MEETING Hall screen in the eASY.KSEI application is the authority of each Company and this will be stated by the Company in the Rules of Conduct for the MEETING through the **eASY.KSEI** application.
- iii. For the proxies who are present electronically and will submit questions and/or opinions of their shareholders during the discussion session per the Agenda of the MEETING, they are required to write down the names of the Shareholders and the amount of their share ownership followed by related questions or opinions.

**c. Voting Process**

- i. The electronic voting process takes place in the **eASY.KSEI** application on the E-MEETING Hall menu, Live Broadcasting sub menu.
- ii. Shareholders who are present alone or are represented by their proxies but have not yet cast their votes at the MEETING Agenda as referred to in point 4 letter a number i-iv, the Shareholders or their proxies have the opportunity to submit their vote during the voting period through The E-MEETING Hall screen in the **eASY.KSEI** application was opened by the Company. When the electronic voting period per MEETING Agenda

begins, the system automatically runs the voting time by counting down a maximum of 5 (five) minutes. During the electronic voting process, the status "Voting for agenda item No [ ] has started" will be seen in the 'General MEETING Flow Text' column. If the Shareholders or their proxies do not vote for a particular MEETING Agenda until the status of the implementation of the MEETING shown in the 'General MEETING Flow Text' column changes to "Voting for agenda item No [ ] has ended", it will be considered as voting Abstain for the relevant agenda of the MEETING.

- iii. Voting time during the electronic voting process is the standard time set in the **eASY.KSEI** application. Each Company may determine the policy of direct voting time electronically per Agenda in the MEETING (with a maximum time of 5 (five) minutes per MEETING Agenda) and this will be stated in the Rules of Conduct for the Implementation of the MEETING through the **eASY.KSEI** application.

**d. Views the on going MEETING through the GMS Impressions on eASY.KSEI**

- i. Shareholders or their proxies who have been registered in the **eASY.KSEI** application no later than the deadline in point 2 can watch the on going MEETING via Zoom Webinar by accessing the eASY.KSEI menu, the GMS Impressions submenu located at the AKSes facility (<https://akses.ksei.co.id/> <<https://akses.ksei.co.id/>>).
  - ii. The GMS Impressions has a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not get the opportunity to watch the implementation of the MEETING through the GMS Impressions are still considered valid to be present electronically and share ownership and voting choices are taken into account at the MEETING, as long as they have been registered in the **eASY.KSEI** application as stipulated in point 4 letter a number i-vi.
  - iii. Shareholders or their proxies who only watch the on going MEETING through the GMS Impressions but are not registered to attend electronically on the **eASY.KSEI** application according to the provisions in point 4 letter a number i-vi, then the presence of the Shareholders or their proxies is considered invalid and will not be included in the calculation of the MEETING attendance quorum.
  - iv. Shareholders or their proxies who watch the MEETING through the GMS Zoom Webinar have a raise hand feature that can be used to ask questions and/or opinions during the discussion session per MEETING Agenda. If the Company allows by activating the allow to talk feature, the Shareholders or their proxies can submit questions and/or opinions by speaking directly. The determination of the mechanism for the implementation of discussions per MEETING Agenda using the allow to talk feature contained in the GMS Impressions is the authority of each Company and this will be stated by the Company in the Rules of Conduct for the Implementation of the MEETING through the **eASY.KSEI** application.
  - v. To get the best experience in using the **eASY.KSEI** application and/or GMS Impressions, Shareholders or their proxies are advised to use the Mozilla Firefox browser.
5. The Notary, assisted by the Securities Administration Bureau, will check and count the votes for each Agenda of the MEETING in every decision-making of the MEETING on the said Agenda, including those based on the votes submitted by the Shareholders through eASY.KSEI as referred to in point 4 letter c numbers i–iii above, as well as those submitted at the MEETING.

6. To prevent the spread of Covid-19, the Company urges Shareholders to follow directions from the Government of the Republic of Indonesia by performing Physical Distancing and implementing applicable safety and health protocols. The Company urges the following:
  - a) The Company recommends to Shareholders who are entitled to attend the MEETING whose shares are included in the collective custody of KSEI, to register attendance electronically through the KSEI System (eASY.KSEI) at the link <https://akses.ksei.co.id/> provided by KSEI, as a Physical Distancing measure as well as implementing the applicable security and health protocols. The implementation of electronic registration will be opened from the date of the summons for this MEETING and will be closed at the latest before the MEETING at 09.30 WIB.
  - b) Guidelines for registration, use, and further explanation regarding eASY.KSEI can be found on the Company's website and/or [akses.ksei.co.id](https://akses.ksei.co.id) website.
  - c) In the event that the Shareholders will attend the MEETING outside the eASY.KSEI mechanism, the Shareholders can download the power of attorney contained on the Company's website [www.indofarma.id](http://www.indofarma.id).
7. The Shareholders or their proxies who will attend the MEETING must follow the safety and health protocol that applies to the venue of the MEETING as follows:
  - a) Shareholders or their proxies are required to scan the PeduliLindungi QR Code before entering the MEETING room.
  - b) Shareholders or their proxies who have received the third dose of vaccination (booster) are not required to show a negative result of the RT-PCR test or rapid antigen test.
  - c) Shareholders or their proxies who have received the second dose of vaccination are required to show a negative result of the rapid antigen test whose sample was taken within 1 x 24 hours or a negative result of the RT-PCR test whose sample was taken within 3 x 24 hours.
  - d) Shareholders or their proxies who have received the first dose of vaccination must show a negative result of the RT-PCR test whose sample is taken within 3 x 24 hours.
  - e) Wear a mask while in the MEETING place.
  - f) Based on detection and monitoring of body temperature of Shareholders or Shareholders' Proxy shall not be more than 37,5°C. If the Shareholder or the Proxy of the Shareholders is sick even though the body temperature is still within the normal temperature, they will not be allowed to enter the MEETING place.
  - g) Submit a photocopy of Identity Card (KTP) or other identification to the MEETING Officer before entering the MEETING Room. Shareholders who are legal entities are required to bring a copy (photocopy) of the Articles of Association and its amendments, including the latest composition of the management.
  - h) Follow the directions of the MEETING committee in implementing the physical distancing policy at the MEETING place, both before the MEETING starts, at the MEETING or after the MEETING is done. Therefore, the MEETING committee limits the capacity of the MEETING room.
8. Shareholders who have given power of attorney in point 4 above, may submit question(s) to the agenda via email to the Company [headoffice@indofarma.id](mailto:headoffice@indofarma.id) by CC to [DM@datindo.com](mailto:DM@datindo.com) and the question(s) will be submitted in MEETING by the Proxy and recorded in the Minutes of the MEETING compiled by the Notary, and answers to these question(s) will be submitted via Shareholders' email no later than 3 (three) working days after the MEETING.

9. Annual Report will be provided to Shareholders in soft file form. In addition, Shareholders are required to comply with the health protocols stipulated in accordance with the Government Protocol implemented by the GMS committee and the venue's management where the GMS is held.
10. The Company will make another announcement if there are changes and/or additional information regarding the procedures for the implementation of the MEETING with reference to the latest conditions related to integrated handling and control to prevent the spread and transmission of Covid-19.
11. To ease the arrangement and orderliness of the MEETING, Shareholders or their legal proxies are kindly requested to register for attendance (registration) no later than 30 (thirty) minutes before the MEETING begins, and at 09.30 WIB the registration will be closed.

**Jakarta, May 09, 2022**  
**PT Indofarma Tbk**  
**Board of Directors**