

***Additional Agenda Description of  
The Annual General Meeting of Shareholders  
PT Wismilak Inti Makmur, Tbk  
Monday, June 27<sup>th</sup> 2022***

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*In connection with The Annual General Meeting of Shareholders (“AGMS”) of PT Wismilak Inti Makmur, Tbk will be held electronically using eASY.KSEI provided by PT. Kustodian Sentral Efek Indonesia domiciled in South Jakarta, the Meeting Agenda is described as follows:*

**I. First Agenda**

The Approval for the Company's Annual Report for the fiscal year 2021 and Ratification of the Company's Financial Statements for the fiscal year 2021

**A. Description of the First Agenda**

The main points of the Company's Annual Report and Consolidated Financial Statements for fiscal year 2021

In 2021, the Company consistently develop premium quality cigarettes accompanied by a commitment to maintaining quality and improving the quality of Wismilak products in addition to consistently innovating new products in the Hand-Rolled Cigarettes segment.

The Covid-19 pandemic, which continues to this day is still a major factor that caused the weakening of people's purchasing power. Another obstacle is the increment of tobacco or cigarette excise rates when people's purchasing power was still relatively weak, also a major challenge for the Company. The Company responds to these challenges by optimally implementing strategic initiatives, monitoring performance on a regular basis, and adjusting strategies if needed in addition to continuing to implement good governance.

In the future, the Company will implement business strategy that focuses on: Innovation, the availability of various premium quality processed tobacco products at more affordable prices for consumers, Implementation of business development strategies, marketing and promotion strategies by expanding the use of digital channels to expand consumer coverage, and implementing health procedures in an orderly manner. These five sectors are priorities in the Company's line of business development to capture opportunities in 2022.

The Company as one of the main players in the Tier 2 category optimizes its position to take advantage of opportunities in the midst of people's purchasing power which is still relatively weak with affordable prices, good quality, and tastes that are liked by consumers. In 2021, the Company

continues to innovate new products by launching a new Hand-Rolled cigarette product, namely Galan Prima.

From the financial aspect, based on the Financial Statements for the period ended December 31, 2021, the Company was able to record net sales of Rp2.73 trillion or grew by 37.09% compared to the previous year. The increase in net sales also boosted the Company's profit performance for the current year period, which grew by 2.53% to Rp176.88 billion.

In addition, the Company's total assets grew by 17.14% to Rp1.89 trillion, while the Company's liabilities increased by 33.64% to Rp572.78 billion.

In terms of social corporate responsibility, the Company successfully held another Diplomat Success Challenge (DSC) entrepreneurial competition in its 12th year, which was attended by 18,233 participants, the highest number of participants throughout the DSC.

In the Prevention and Control (P2) of Covid-19, The Company received the OHS award in 2021 in the Prevention and Control (P2) of Covid-19 in the Workplace, which was given by the Minister of Manpower of the Republic of Indonesia.

#### Report of The Board of Commissioners

The Board of Commissioners appreciate the policies implemented by the Board of Directors in maintaining the Company's operations so that it can sustain business continuity while achieving solid performance amid the pandemic.

We continues to work closely with the Board of Directors and all employees of the Company to respond to the challenges of the pandemic that continued in 2021.

In addition, we support the Board of Directors' steps to strengthen its position in Tier 2 by consistently providing premium quality products accompanied by a commitment to maintaining quality and improving product quality.

Therefore, the Board of Commissioners views that the effectiveness of the strategies adopted by the Board of Directors in managing Wismilak's business throughout 2021 is in accordance with the established vision and mission.

#### **B. First Agenda Decision Proposal**

1. To approve the Company's Annual Report for the fiscal year 2021 and to ratify the Company's Consolidated Financial Statements for the fiscal year 2021 which had been audited by the Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners Public Accountant Firm with an "Unqualified Opinion" as provided in the Independent Auditor's Report dated March 28, 2022; and
2. To grant full discharge of responsibility (acquit et decharge) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory actions performed during the fiscal year 2021, to the extent that these actions are reflected in the Company's Consolidated Financial Statements, except for the embezzlement, fraud and other criminal acts.

## II. Second Agenda

The stipulation of the Use of the Company's Net Profit for the fiscal year 2021

### A. Description of Second Agenda

In fiscal year 2021, the Company recorded a net profit attributable to the holding entities owners by IDR 176.667.838.128.00 (one hundred seventy-six billion six hundred sixty-seven million eight hundred thirty eight thousand one hundred and twenty-eight rupiah)

In accordance with article 11 paragraph 5 (b) in conjunction with article 22 paragraph 1 of the Company's Articles of Association and article 71 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, the Company proposes to the Meeting to approve its use as stated below.

### B. Second Agenda Decision Proposal

To approve the use of the Company's net profit attributable to the holding entities owners for the year ended December 31, 2021 as follows:

1. To be distributed as a final cash dividend to the shareholders of the Company. To authorize the Board of Directors of the Company to distribute the cash dividends and to take all necessary actions. Cash dividend payments will be performed by taking into consideration of tax provisions, Indonesia Stock Exchange and prevailing capital market regulations;
2. To stipulate a special Reserves fund in accordance with Article 70 of Law Number 40 of 2007 concerning Limited Liability Companies by IDR 1,000,000,000 (one billion rupiah);
3. The rest of it is recorded as Company's retained earnings which have not been determined its use.

## III. Third Agenda

Appointment of the Company's Public Accountants for the fiscal year 2022

### A. Description of Third Agenda

Based on the provisions of article 11 paragraph 5 (c) of the Company's Articles of Association, article 36A of the Financial Services Authority Regulation (POJK) number 10/POJK.04/2017 concerning Amendments to the Financial Services Authority Regulation number 32/POJK.04/2014 concerning Plans and Convention of General Meetings of Shareholders of Public Company and article 13 POJK 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accountant Firms in Financial Services Activities, Public Accounting Firms that will audit the Company's books for the fiscal year ended December 31, 2022 shall be decided by Meeting by taking into consideration of the Board of Commissioners' recommendations and recommendations of the Audit Committee.

### **B. Third Agenda Decision Proposal**

1. To appoint the Public Accountant Mr. Fendri Sutejo from the Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners Public Accountant Firm to audit the Company's financial statements for fiscal year 2022;
2. To authorize the Company's Board of Commissioners to determine the amount of honorarium and other requirements related to the appointment of the Public Accountant and the Public Accountant Firm;
3. In the event of the Public Accountant and the Public Accountant Firm for some reason fails to perform their duties, the meeting authorizes the Board of Commissioners on the recommendation of the Audit Committee to appoint another Public Accountant Firm who has a reputation and experience in auditing public companies recognized and registered in Financial Services Authority.

### **IV. Fourth Agenda**

The stipulation of Remuneration for the Members of the Board of Directors and Honorarium for the Board of Commissioners of the Company

#### **A. Description of Fourth Agenda**

In accordance with article 15 paragraph 16 and article 18 paragraph 19 of the Company's Articles of Association, the amount and type of remuneration and other facilities for the members of Board of Directors and members of the Board of Commissioners are stipulated by the Meeting, taking into consideration of the provisions of prevailing laws and regulations.

#### **B. Fourth Agenda Decision Proposal**

1. To authorize the Company's Board of Commissioners to determine and stipulate the remuneration and other facilities for members of the Company's Board of Directors; and
2. Determine and determine the honorarium of the members of the Board of Commissioners of the Company by IDR 6,800,000,000 (six billion eight hundred million rupiah) for fiscal year 2022.

### **IV. Fifth Agenda**

Changes in the Composition of The Board of Directors and or Board of Commissioners

#### **A. Description of Fifth Agenda**

In accordance with the Deed of Resolutions of the Annual General Meeting No. 17 dated 07 June 2018 and the Deed of Resolutions of the Annual General Meeting No. 14 dated 13 June 2019, the term of office of the company's management will end on 05-10-2022 (the fifth of October two thousand and twenty-second), it is necessary to change the composition of the Board of Directors and or the Board of Commissioners for the next 5 years.

The composition of the Board Directors and Board of Commissioners for the period of 2017 – 2022, as follows:

**Board of Directors:**

President Director	:	Ronald Walla
Director	:	Ir. Krisna Tanimihardja
Director	:	Sugito Winarko, IR
Director	:	Lucas Firman Djajanto
Director	:	Trisnawati Trisnajuana

**Board of Commissioners:**

President Commissioner:	Willy Walla
Commissioner	: Indahtati Widjajadi
Independent Commissioner:	Edy Sugito

To further support the implementation of Good Corporate Governance (GCG) policies, for period 2022-2027, the Company propose to add Independent Commissioner and to appoint Mr. Daniel Sutrio Darmadi as Independent Commissioner of the Company.

**B. Fifth Agenda Decision Proposal**

Approving the appointment of Mr. Daniel Sutrio Darmadi as Independent Commissioner of the Company. The Board of Directors and Board of Commissioner of the Company for the period of 2022-2027, as follows:

**Board of Directors:**

President Director	:	Ronald Walla
Director	:	Ir. Krisna Tanimihardja
Director	:	Sugito Winarko, IR
Director	:	Lucas Firman Djajanto
Director	:	Trisnawati Trisnajuana

**Board of Commissioners:**

President Commissioner:	Willy Walla
Commissioner	: Indahtati Widjajadi
Independent Commissioner:	Edy Sugito
Independent Commissioner:	Daniel Sutrio Darmadi

The following is a curriculum vitae of Mr. Daniel Sutrio Darmadi:



#### **QUALIFICATION SUMMARY**

Daniel Sutrio Darmadi is an Indonesian citizen, 57 years old and domiciled in Jakarta. He is a professional with more than 30 years of experience in financial services industry. Currently, Daniel Sutrio Darmadi serves as a Partner in the financial and tax consultancy, PT Dasutrio Darma Konsultan. He has also served as a Director at a security company, PT Danasakti Sekuritas Indonesia.

Daniel Sutrio Darmadi completed his education at Tarumanegara University, Jakarta, and earned a Bachelor's degree in Accounting in 1989.

#### **PROFESSIONAL EXPERIENCE**

Partner of PT Dasutrio Darma Konsultan	2021 – now
Director of PT Danasakti Sekuritas Indonesia	1997 – 2020
Controller of PT Amcolindo Investama	1994 – 1997
Nemo Perkasa Group Accounting & Finance Manager	1992 – 1993
Senior Auditor of Arthur Andersen (KAP Prasetio, Utomo & Partners)	1987 – 1992
Auditor of KAP Atmadja & Partners	1986 – 1987

#### **ACADEMIC EDUCATION**

Bachelor of Accounting from Tarumanegara University, Jakarta

*Surabaya, June 23<sup>rd</sup> 2022*

***The Board of Directors***

***PT Wismilak Inti Makmur Tbk***