### **TOTO**

#### CONVOCATION

# ANNUAL GENERAL MEETING OF SHAREHOLDERS and EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT SURYA TOTO INDONESIA Tbk

## Domiciled in West Jakarta ("Company")

The Board of Directors of the Company hereby invites the shareholders of the Company to attend the Company's Annual General Meeting of Shareholders and Company's Extraordinary General Meeting of Shareholders ("Meeting") which will be held on:

Day/Date : Friday, May 26<sup>th</sup>, 2023

Venue : Multifunction Hall, TOTO Building 7<sup>th</sup> Floor

Jl. Let. Jend S. Parman Kav. 81, Slipi Palmerah

West Jakarta, Indonesia

Time : 10.00 Western Indonesian Time - end

#### The Annual General Meeting of Shareholders agendas is as follows:

- 1. Approval and Legalization of the Company's Annual Report for the financial year ended December 31, 2022, included among others the Company's Activity Reports, Board of Commissioners Supervisory Reports, the Company's Financial Statements for the year ended December 31, 2022, and granting exemption of full responsibility (acquit et decharge) to the Board of Directors and Board of Commissioners for the management and supervision carried out in the financial year ended December 31, 2022;
- 2. Approval for the appropriation of the Company's net profit for the financial year ended December 31, 2022;
- 3. Approval of appointment of an Independent Public Accountant to audit the Company's Financial Statements for the financial year ended December 31, 2023, and authorization to determine the honorarium of the Independent Public Accountant and other terms of appointment;
- 4. Approval of reappointment/change in composition of the Board of Directors;
- 5. Approval of reappointment/change in composition of the Board of Board of Commissioners; and
- 6. Approval for determination of salaries, honorarium, and other benefits for members of the Company's Board of Directors and Board of Commissioners.

#### **Explanation of the Annual General Meeting of Shareholders agendas:**

- Meeting Agenda number 1, 2, 3, and 6 are agendas to meet the provisions of the Company's Articles of Association and Company Law No. 40 of 2007 concerning Limited Liability Companies ("Company Law") and Peraturan Otoritas Jasa Keuangan ("POJK") Number 15/POJK.04/2020 concerning the Plan and Holding the Public Company General Meeting of Shareholders ("POJK15/2020").
- Meeting Agenda number 4 and 5 are held in connection with the Company's need to change the composition of the Company's management in accordance with Article 94 paragraph (1), Article 111 paragraph (1) of the Company Law, and Article 17 of the Company's Articles of Association.

#### The Extraordinary General Meeting of Shareholders agendas is as follows:

- 1. The discussion studied the feasibility of changing the Company's Business Activities;
- 2. Approval of changes to Article 3 of the Company's Articles of Association concerning the Purpose and Objectives and Business Activities of the Company.

#### **Explanation of the Extraordinary General Meeting of Shareholders agendas:**

- Meeting Agenda number 1 is the Company's plan to add business activities with the intention of adjusting the Indonesian Standard Industrial Classification (KBLI) owned to be in accordance with its business activities that have been running so far.
- Meeting Agenda number 2 is the Company's agenda in connection with changes in the Company's Business Activities as referred to in the explanation of Meeting Agenda number 1, and therefore the Company wants to adjust the Indonesian Standard Industrial Classification (KBLI) into Article 3 of the Company's Articles of Association regarding the Purpose and Objectives and Business Activities of the Company.

#### **Notes:**

- The Company will not send a separate invitation to the Shareholders. This notice of advertisement
  is in accordance with Article 13 paragraph 4 of the Articles of Association and constitutes an official
  invitation for the Company's Shareholders. This summons can also be seen on the Company's
  website <a href="https://www.investor.toto.co.id/rups2023">https://www.investor.toto.co.id/rups2023</a>, website of the Indonesia Stock Exchange and on
  the Electronic General Meeting System which is provided by PT Kustodian Sentral Efek Indonesia
  ("eASY.KSEI application").
- 2. Those entitled to attend or be represented at the Meeting are:
  - a. For the Company's shares that have not been included in the Collective Custody, only the shareholders or authorized shareholders of the Company, whose names are registered in the Register of Shareholders at the Company's Securities Administration Bureau ("BAE"), PT BSR Indonesia on May 3<sup>rd</sup>, 2023 until the closing of the trading of the Company's shares on the Indonesia Stock Exchange on that date.
  - b. For the Company's shares which are in the Collective Custody, only shareholders or authorized shareholders whose names are registered in the account holder or custodian bank at PT Kustodian Sentral Efek Indonesia ("KSEI") on May 3<sup>rd</sup>, 2023 up to the closing of the trading of the Company's shares on the Indonesia Stock Exchange on that date.
- 3. Shareholders can attend electronically through the eASY.KSEI application or authorize their attendance electronically through the eASY.KSEI application, including granting voting rights for each agenda of the Meeting with the following conditions:
  - a. Shareholders inform their presence or appoint their proxies and/or submit voting options on the eASY.KSEI application, no later than 12.00 Western Indonesia Time on 1 (one) working day before the Meeting date.
    - Shareholders of the local individual type who have not provided a declaration of attendance or power of attorney in the eASY.KSEI application by the said deadline, 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 electronic Meeting registration period is closed by Company
  - b. Shareholders are required to register their attendance electronically through the eASY.KSEI application on the date of the Meeting until the electronic registration period for the Meeting is closed by the Company, if they have not given their vote choices for at least 1 (one) item on the Meeting agenda on the eASY.KSEI application, until the deadline according to letter a above.

- c. Shareholders who will attend electronically or give their proxies electronically to the Meeting through the eASY.KSEI application, must pay attention to the following:
  - i. Registration Process
  - ii. Electronic Submission of Questions and/or Opinions
  - iii. Voting Process
  - iv. GMS Impressions
- 4. As measures to prevent the spread of the COVID-19 virus, the Company will facilitate the Shareholders who entitled to attend the Meeting but are not able to attend the Meeting by giving power with the mechanism as follows:
  - a. The Company prepares 2 (two) types of power of attorney to Shareholders, namely Conventional Power of Attorney which can be downloaded through the Company's website or using Electronic Power of Attorney or e-proxy which can be accessed electronically via the website eASY.KSEI (https://easy.ksei.co.id)
    - i. Conventional Power of Attorney power of attorney covering voting as well as questions on each agenda item. The power of attorney that has been completed and signed along with the supporting documents can be sent a scanned copy via email: <a href="toto.indonesia@toto.co.id">toto.indonesia@toto.co.id</a> and <a href="adm.efek@bsrindonesia.com">adm.efek@bsrindonesia.com</a>. The original power of attorney must be sent by registered letter to the Company's Securities Administration Bureau, namely PT BSR Indonesia and received no later than Tuesday, May 23rd, 2023 at 16:00 Western Indonesia Time, with the following address: PT BSR Indonesia, Gedung Sindo Lt. 3, Jl. Wahid Hasyim No. 38, Menteng, Jakarta Pusat 10340 Tel: 021 31181811 Fax: 021-3927721 attention to Mr. Gerardus Peu Apelabi.
    - ii. Electronic Power of Attorney or e-Proxy that can be accessed through eASY.KSEI a power of attorney system provided by KSEI to facilitate and integrate power of attorney from the Shareholders without scrip which shares are in KSEI collective custody to their proxies electronically through eASY website KSEI (<a href="https://easy.ksei.co.id">https://easy.ksei.co.id</a>) no later than 1 (one) working day prior to the date of the Meeting which is on Thursday, May 25th 2023 at 12.00 Western Indonesia Time. Shareholders who will use eASY.KSEI can download the usage guidelines at the following link (<a href="https://www.ksei.co.id/data/download-data-and-user-guide">https://www.ksei.co.id/data/download-data-and-user-guide</a>).
      - Electronic Power of Attorney or e-Proxy must comply with the procedures, terms and conditions determined by KSEI.
  - b. For health reasons and compliance with the COVID-19 distribution prevention protocol, the Company does not provide lunch, printed Annual Reports or souvenir for Shareholders or Shareholders' Proxy who attend the Meeting.
  - c. Shareholders who are unable to attend can be represented by their attorneys by bringing a valid Power of Attorney as determined by the Company's Directors, under the condition that members of the Board of Directors, members of the Board of Commissioners and employees of the Company can act as the authorized shareholders of the Company in this Meeting, but their votes are no counted in the voting.
- 5. This preventive action does not prevent the Shareholders who are willing to attend directly at the Meeting, but with due regard to the following provisions:
  - a. Use a mask;
  - b. Shareholders or Shareholders' Proxy who are sick even though their body temperature is still within normal limits are not permitted to enter the Meeting Room;
  - c. Following the directions of the Meeting committee in implementing the physical distancing policy at the Meeting Room both before the Meeting starts, at the time of the Meeting, and after the Meeting is finished;
  - d. If at the Meeting venue a Shareholder or Shareholder's Proxy is seen to have symptoms of flu and/or cough, he or she will be asked to leave the Meeting Room;

- e. The Company only provides 30 seats for Shareholders or Shareholders' Proxy who will remain physically present at the Meeting. The seat quota will be given to the Shareholders who have registered early and / or based on the order of attendance of the Shareholders;
- f. For Shareholders or Shareholders' Proxy who do not have seating capacity, are invited to authorize their presence and their voting to the Independent Power of Attorney appointed by the Company which is PT BSR Indonesia;
- g. To facilitate the organization of the Meeting, the Shareholders or Shareholders' Proxy are kindly requested to be present at the Meeting Room at least 30 minutes before the Meeting starts:
- h. In the question-and-answer session, the facilities provided are only via e-mail that can be delivered to email toto.indonesia@toto.co.id;
- i. The Company will further announce if there are changes and/or additions to the provisions related to the procedure for conducting the Meeting with reference to the latest conditions regarding control of prevention the spread of Covid-19 Virus.
- 6. Shareholders or Shareholder's Proxy who will attend the Meeting are kindly requested to bring and submit a photocopy of the Collective Share Certificate and a photocopy of the National Identity Card (KTP) or other identification to the Company's registrar, before entering the Meeting Room. Shareholders in Collective Custody must bring Written Confirmation for Meeting ("KTUR") which can be obtained through a Securities Company or Custodian Bank where Shareholders open the securities account.
- 7. For the shareholders of the Company in the form of a legal entity are kindly requested to bring a photocopy of the articles of association and their amendments and the deed of appointment of the Board of Directors and the Board of Commissioners of the latest management when the Meeting is held, which must be completed with proof of approval/notification/ratification (as prevailed) from the official or authorized institution.
- 8. The materials for the Meeting can be downloaded through the Company's website <a href="https://www.investor.toto.co.id/rups2023">https://www.investor.toto.co.id/rups2023</a> from the date of the Convocation to the holding of the Meeting.

Jakarta, 4 May 2023
PT SURYA TOTO INDONESIA Tbk
Board of Directors