

# MEETING AGENDA MATERIALS AND EXPLANATIONS FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2026

PT MORA TELEMATIKA INDONESIA Tbk



PALAPA  
RING  
BARAT



PALAPA  
TIMUR  
TELEMATIKA



## AGENDA 1

### **Approval of the business merger between the Company and PT Eka Mas Republik as set forth in the merger plan.**

#### Explanation:

This agenda is proposed in connection with the contemplated merger between the Company and PT Eka Mas Republik (“EMR”) (“Merger”), whereby the Company is surviving company and EMR is the merging company, as set forth in the Merger Plan, which the Summary thereof has been issued and published on 18 December, 2025, on the Company’s website, the Indonesia Stock Exchange website, and in the Investor Daily & Media Indonesia daily newspapers (as amended and/or modified in accordance with applicable laws and regulations). In accordance with Article 17 paragraph (1) of Financial Service Authority (“**OJK**”) Regulation No. 74/POJK.04/2016 of 2016 concerning Business Mergers or Consolidations of Public Companies, business mergers must obtain approval from the General Meeting of Shareholders. Therefore, the Company proposes to the Meeting to approve the Merger plan as referred above.

# OVERVIEW TRANSACTION

## Background

The merger between PT Mora Telematika Indonesia Tbk (“**The Company**”) and PT Eka Mas Republik (“**EMR**”) constitutes a strategic step to strengthen the position of both companies in the telecommunications and internet services industry through complementary networks. The Company operates an extensive telecommunications backbone network, while EMR has a large Fiber to the Home (FTTH) network with a substantial number of homepasses distributed across nearly all regions of Indonesia. The integration of the two companies creates a unified value chain that was previously owned and operated independently by each of the Company and EMR.

## Benefits of the Merger

### Consumers

- Faster, broader, and more reliable services enabled by a complementary ecosystem
- More service options through bundled offerings and cross-selling of services

### Employees

- Broader career paths and opportunities within a larger, more competitive organisation
- Access to new projects, capabilities, and professional experiences

### Nation

- Reinforces the shared commitment to advancing Indonesia’s digital aspirations
- Supports the government’s goal of equalising internet access across the archipelago

### Stakeholders

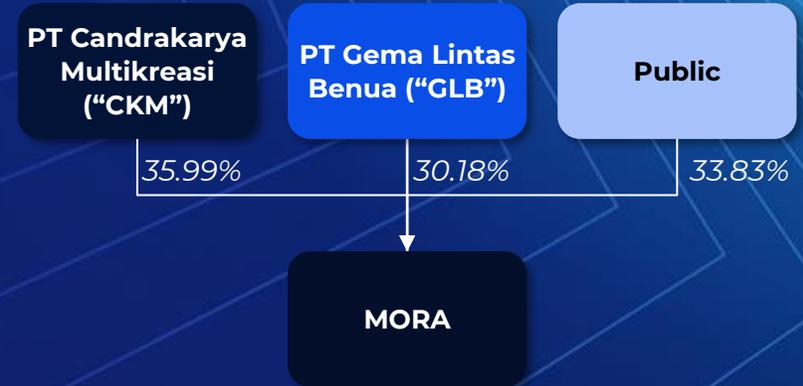
- Positions the combined company as a leading provider of integrated digital infrastructure and services in Indonesia
- Unlocks significant growth potential from end-to-end integration of telecommunications network infrastructure

# OVERVIEW TRANSACTION

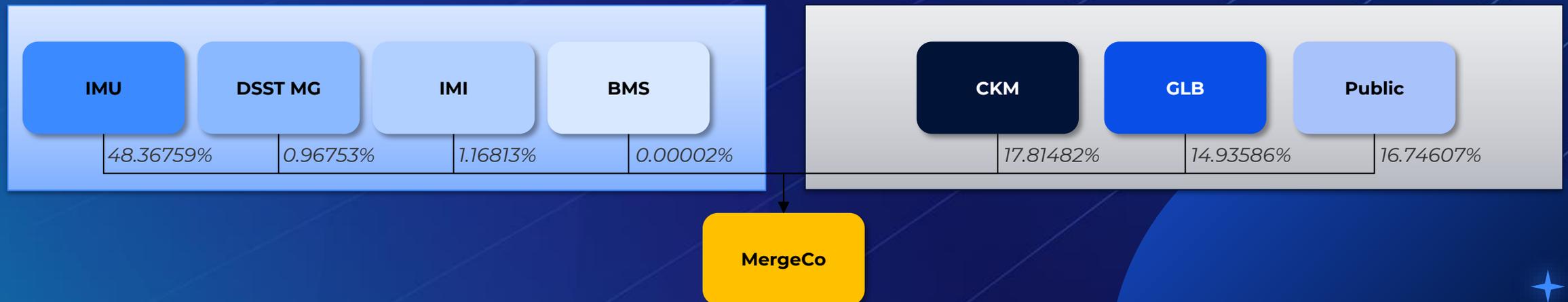
## PT Eka Mas Republik (EMR) Current Shareholding



## PT Mora Telematika Indonesia Tbk (MORA) Current Shareholding



## Share Ownership in the Surviving Company (MergeCo)



## PROPOSED APPROVAL

Approve the merger between PT Mora Telematika Indonesia Tbk and PT Eka Mas Republik as stated in the Merger Plan, in which its abridged Merger Plan was published on December 18, 2025 (as supplemented and/or amended in accordance with applicable laws and regulations).

## AGENDA 2

### **Approval of the Deed of Merger and its implementation by the Company.**

#### Explanation:

This agenda is proposed based on the provisions of Article 13 paragraph (1) of Government Regulation No. 27 of 1998 concerning Mergers, Consolidations, and Takeovers of Limited Liability Companies, which states that the concept of a Deed of Merger must be submitted for approval by the General Meeting of Shareholders. Therefore, the Company proposes to the Meeting to approve the Deed of Merger and authorize the Company to carry out the necessary actions in relation to the Deed of Merger.

# Summary of the Draft Deed of Merger (1/2)

No.	Clause	Summary
1.	Parties	PT Mora Telematika Indonesia Tbk (MORA) and PT Eka Mas Republik (EMR).
2.	Merger Agreement	MORA and EMR have agreed to carry out a Merger, and for that purpose EMR has agreed to merge into MORA and MORA has agreed to accept the merger of EMR.
3.	Transfer of Business Activities	The transfer of EMR's business activities to MORA, including the transfer of all operations, businesses, activities, and undertakings of EMR. MORA, as the surviving company, will undertake the necessary processes to ensure that the relevant licenses are transferred into the name of MORA.
4.	Transfer of Assets	All assets of EMR shall automatically transfer by law to MORA as of the effective date of the Merger. MORA will take all necessary actions to complete such transfer.
5.	Transfer of Liabilities	EMR's legal obligations shall transfer to MORA as of the effective date of the Merger. MORA will take all necessary actions to complete such transfer.
6.	Settlement of Creditors	Creditors' claims against EMR that are due before the effective date of the Merger will be settled by EMR. MORA and EMR will take any actions deemed necessary to complete the transfer of EMR's claims to MORA that will become due after the effective date of the Merger.
7.	Employee	The employment status of MORA's employees will be continued, and EMR's employees will be transferred to MORA. For MORA and/or EMR employees who do not wish to continue their employment, their rights will be properly handled in accordance with the applicable laws and regulations.
8.	Rights of Minority Shareholders	Settlement of the rights of shareholders who do not agree with the merger in accordance with the provisions of the applicable laws and regulations.
9.	Capitalization of the Surviving Company	Explanation of MORA's capital structure as the Surviving Company.

# Summary of the Draft Deed of Merger (2/2)

No.	Clause	Summary
10.	Composition of the Board of Commissioners and Directors of the Surviving Company	Explanation of the Composition of MORA's Board of Commissioners and Directors as the Surviving Company
11.	Head Office	MORA's Head Office, as the Surviving Company, will be located at Grha 9, 6th Floor, Jalan Penataran No. 9, Kelurahan Pegangsaan, Kecamatan Menteng, Central Jakarta 10320, Indonesia.
12.	Effectiveness of the Merger	The Merger will become effective on and as of the effective date of the Merger, which is the date stated in the Decree of Approval of Amendment to the Articles of Association, the Letter of Receipt of Notification of Amendment to the Articles of Association, and the Receipt of Notification of the Company's Merger from the Ministry of Law of the Republic of Indonesia.
13.	Subsequent Actions After the Effective Date of the Merger	After the effective date of the Merger, MORA's Board of Directors will take several necessary actions, including those related to the control of EMR's assets and liabilities, submission of the merger deed, publication in newspapers, notification to creditors, adjustment of corporate identity, and other actions as required.
14.	Costs and Taxes	Taxes, duties, and levies related to the merger will be paid by MORA, and taxes, duties, levies, and other expenses of MORA and EMR incurred before and/or after the Merger will generally be borne by MORA as the Surviving Company.
15.	Representations and Warranties	Representations and Warranties of MORA and EMR that: (i) each party has the authority to sign the merger deed; (ii) the information presented by each party in the merger draft is true; and (iii) the fulfillment of each party's obligations (including permits, creditors' rights, and approval of the Extraordinary General Meeting of Shareholders) has been obtained.

## PROPOSED APPROVAL

1. Approve the Deed of Merger executed by the Company with PT Eka Mas Republik as proposed and presented during the Meeting; and
2. Grant authority to the Company's Board of Directors to take all necessary actions related to the resolution of this agenda, including, but not limited to, signing the Merger Deed and carrying out any other required and/or permissible matters in connection with the implementation of the Meeting's resolutions.

## AGENDA 3

### **Approval of the amendments to the Company's Articles of Association as a result of the Merger.**

#### Explanation:

This agenda is proposed as a result of the Merger, whereby the Company intends to amend several articles in the Company's Articles of Association, including, among others amending:

- i. amending Article 1 (Name and Domicile) in connection with the name of the Company, which was previously "PT Mora Telematika Indonesia Tbk" to "PT Ekamas Mora Republik Tbk";
- ii. amending Article 4 (Capital) in connection with the increase in the Company's authorized capital and issued/paid-up capital;
- iii. amending Article 14 (Board of Directors) in connection with the increase in the minimum number of members of the Board of Directors;
- iv. amending Article 15 (Duties, Responsibilities, and Authorities of the Board of Directors) in connection with the members of the Board of Directors authorized to represent the Company; and
- v. amending other articles in the Company's Articles of Association as relevant to the Merger

## Amendments to Article 1, Article 4, Article 14 and Article 15 of the Articles of Association as a Result of the Merger

No.	Clause	Before	After
1.	Article 1 paragraph (1)	This Limited Liability Company is named "PT MORA TELEMATIKA INDONESIA Tbk." (hereinafter sufficiently referred to as the "Company"), domiciled in Central Jakarta	This Limited Liability Company is named PT EKAMAS MORA REPUBLIK Tbk. (hereinafter sufficiently referred to as the "Company"), domiciled in Central Jakarta
2.	Article 4 paragraph (1) and paragraph (2)	<ol style="list-style-type: none"> <li>1. The Company's Authorized Capital amounts to Rp3,266,830,889,100.00 (three trillion two hundred sixty-six billion eight hundred thirty million eight hundred eighty-nine thousand one hundred Rupiah), divided into 32,668,308,891 (thirty-two billion six hundred sixty-eight million three hundred eight thousand eight hundred ninety-one) shares, each with a nominal value of Rp100.00 (one hundred Rupiah).</li> <li>2. Of such authorized capital, 72.38% (seventy-two point three eight percent), or 23,646,668,691 (twenty-three billion six hundred forty-six million six hundred sixty-eight thousand six hundred ninety-one) shares, with a total nominal value of Rp2,364,666,869,100.00 (two trillion three hundred sixty-four billion six hundred sixty-six million eight hundred sixty-nine thousand one hundred Rupiah), have been issued and fully paid up to the Company by the respective shareholders, with the details and nominal value of the shares as set out below.</li> </ol>	<ol style="list-style-type: none"> <li>1. The Company's Authorized Capital amounts to Rp19,000,000,000,000.00 (nineteen trillion Rupiah), divided into 190,000,000,000 (one hundred ninety billion) shares, each with a nominal value of Rp100.00 (one hundred Rupiah).</li> <li>2. Of such authorized capital, 25.14% (twenty-five point one four percent), or 47,774,192,736 (forty-seven billion seven hundred seventy-four million one hundred ninety-two thousand seven hundred thirty-six) shares, with a total nominal value of Rp4,777,419,273,600.00 (four trillion seven hundred seventy-seven billion four hundred nineteen million two hundred seventy-three thousand six hundred Rupiah), have been issued and fully paid up to the Company by the respective shareholders, with the details and nominal value of the shares as set out prior to the end of this deed.</li> </ol>

## Amendments to Article 1, Article 4, Article 14 and Article 15 of the Articles of Association as a Result of the Merger

No.	Clause	Before	After
3	Article 14 paragraph (1) and paragraph (10)	<p>1. The Board of Directors of the Company shall consist of at least 2 (two) members. 1 (one) of the members of the Board of Directors shall be appointed as President Director.</p> <p>10. In the event that a member of the Board of Directors resigns, resulting in the number of members of the Board of Directors falling below 2 (two), such resignation shall be valid if it has been determined by the GMS and a new member of the Board of Directors has been appointed so that the minimum number of members of the Board of Directors is met.</p>	<p>1. The Board of Directors of the Company shall consist of at least 3 (three) members. 1 (one) of the members of the Board of Directors shall be appointed as President Director.</p> <p>10. In the event that a member of the Board of Directors resigns, resulting in the number of members of the Board of Directors falling below 3 (three), such resignation shall be valid if it has been determined by the GMS and a new member of the Board of Directors has been appointed so that the minimum number of members of the Board of Directors is met.</p>
4	Article 15 paragraph (9)	<p>a. The President Director jointly with 1 (one) Vice President Director or another Director shall have the right and authority to act for and on behalf of the Board of Directors and to represent the Company.</p> <p>b. In the event that the President Director or the Vice President Director is absent or unavailable for any reason whatsoever, which absence or unavailability need not be proven to any third party, the other member(s) of the Board of Directors shall have the right and authority to act for and on behalf of the Board of Directors and to represent the Company.</p>	<p>3 (three) members of the Board of Directors shall jointly have the right and authority to act for and on behalf of the Board of Directors and to represent the Company.</p>

## PROPOSED APPROVAL

1. Approve the Company to amend any articles of its Articles of Association as a result of the merger, including but not limited to:
  - a. amending Article 1 (Name and Domicile) in connection with the name of the Company, which was previously “PT Mora Telematika Indonesia Tbk” to “PT Ekamas Mora Republik Tbk”;
  - b. amending Article 4 (Capital) in connection with the increase in the Company's authorized capital and issued/paid-up capital;
  - c. amending Article 14 (Board of Directors) in connection with the increase in the minimum number of members of the Board of Directors;
  - d. amending Article 15 (Duties, Responsibilities, and Authorities of the Board of Directors) in connection with the members of the Board of Directors authorized to represent the Company; and
  - e. amending other articles in the Company's Articles of Association as relevant to the Merger.
2. Delegate power and authority, with the right of substitution, in part or as a whole, to the Company's Board of Directors to:
  - a. Declare the resolution of this meeting by restating the entire Articles of Association in the form of a Notarial Deed and carrying out all necessary actions in connection with this resolution;
  - b. Apply for approval and/or notification to the Minister of Law of the Republic of Indonesia, register and announce the amendments to the Articles of Association, so that such amendments become legally effective, including making further amendments or additions to the provisions of the articles of association if required by the relevant authorities, and take all necessary actions as required by the applicable laws and regulations.

## AGENDA 4

### **Approval of the changes to the composition of the Company's Board of Directors and Board of Commissioners as a result of the Merger.**

#### Explanation:

This agenda is proposed in connection with the changes to the composition of the Company's Board of Directors and Board of Commissioners as a result of the Merger. In accordance with the provisions of Article 14 paragraph (2) and Article 17 paragraph (2) of the Company's Articles of Association, members of the Board of Directors and Board of Commissioners are appointed and dismissed by the General Meeting of Shareholders. Therefore, the Company submits to the Meeting for approval the changes in the composition of the Company's Board of Directors and Board of Commissioners.

The appointment of new members and changes to the composition of the Board of Commissioners and Board of Directors of the Company shall take effect on the Effective Date of the Merger until the closing of the Annual General Meeting of Shareholders for the 2030 fiscal year (subject to a maximum term of office of 5 years). This is without prejudice to the right of the General Meeting of Shareholders to dismiss them at any time.



# **PROFILE OF CANDIDATES FOR THE BOARD OF COMMISSIONERS**



## M. Arsjad Rasjid P.M.

M. Arsjad Rasjid P. M. is an Indonesian professional with extensive leadership experience across the telecommunications, energy, and digital infrastructure sectors. As of December 2025, he serves as President Commissioner of PT XLSMART Telecom Sejahtera Tbk and also holds commissioner positions at PT Indika Energy Tbk and PT Rukun Raharja Tbk. His executive track record is marked by a long tenure at PT Indika Energy Tbk, where he served as President Director and Group CEO for two terms (2007–2014 and 2016–2025), as well as Vice President Director (2014–2016).

He earned a Bachelor of Science in Computer Engineering from the University of Southern California (1990) and a Bachelor of Science in Business Administration from Pepperdine University (1993). In addition, he has further strengthened his leadership expertise through various executive education programs at leading global institutions, including Harvard Kennedy School, the Lee Kuan Yew School of Public Policy, Saïd Business School (University of Oxford), and Yale University.

Beyond his corporate roles, he is a prominent figure in various national associations. He currently serves as Chairman of the Advisory Board of the Indonesian Chamber of Commerce and Industry (KADIN), having previously held the position of Chairman for the 2021–2025 term. His diverse leadership portfolio also includes roles as Chairman of the Executive Board of the Indonesian Archery Association (PERPANI), Chairman of the Supervisory Board of the Indonesian Business Council (IBC), and Chairman of the Indika Foundation.



## Marlo Budiman

Marlo Budiman, an Indonesian citizen with a career spanning more than 25 years, he is a professional who has extensive experience and has served in various senior management positions. At the beginning of his career, he served as Manager at Kenlin Inc, New York. Currently serving as Chief Executive Officer of PT DSST Mas Gemilang.

He holds a Bachelor's degree of Science in Business Administration specializing in Finance and Real Estate & Urban Analysis from the Ohio State University.

He continued his professional path, assuming roles as CFO and other executive positions of PT Pindo Deli Pulp & Paper Mills and PT Lontar Papyrus Pulp & Paper Industry (Asia Pulp & Paper/Sinarmas Group) from 1997 until 2006, Commercial Director of PT Argo Pantes Tbk in 2006, CFO & Corporate Resources Officer of PT Sampoerna Telekomunikasi Indonesia in 2008, Managing Partner of PT Y&K Capital in 2016, and Director & Deputy CEO of PT Bumiputera Investasi Indonesia Tbk in 2016, as well as President Director and CEO of PT Link Net Tbk in 2018.

His most recent position was Group Deputy CEO of PT Lippo Karawaci Tbk and President Director of PT Lippo Malls Indonesia.

## Handhianto Suryo Kentjono, Ph.D.

Handhianto Suryo Kentjono, Ph.D., an Indonesian citizen, bringing more than 30 years of professional experience, he has built extensive expertise through various senior management appointments especially in telecommunications, media, healthcare, and digital infrastructure. Currently serving as Commissioner at PT Dian Swastatika Sentosa Tbk.

He holds a Bachelor's degree in Economics and Applied Mathematics (1986), an MA/MSc in Economics and Applied Mathematics (1989), an MBA in International Business (1991), and a PhD in Applied Mathematics (1993), all from the University of Montana.

He previously served as Director of PT Dian Swastatika Sentosa Tbk (2021–2024) and has held positions as Commissioner and Director in several subsidiaries since 2021. He was Chief Executive Officer of PT Eka Mas Republik (2019–2024) and Chief Operating Officer of Mayapada Healthcare Group (2016–2019). His earlier leadership roles include Vice President Director of PT MNC Skyvision and Group Director of PT Global Mediacom (2006–2016), as well as Group Managing Director of Operations at RIMBA Group (2000–2006).

Throughout his career, he has also held various director and commissioner positions across multiple companies and served as Chairman of APMI – Indonesian Multimedia Provider Association (2014–2016).



# PROFILE OF CANDIDATES FOR THE BOARD OF DIRECTORS

## Jimmy Kadir

Jimmy Kadir, an Indonesian citizen, has over 20 years of experience in the finance and telecommunications sectors. He currently serves as President Director of PT Mora Telematika Indonesia Tbk (since 2023) and also holds positions as Director of PT Indo Pratama Teleglobal (since 2024), President Commissioner of PT Palapa Ring Barat (since 2023), President Director of PT Oxygen Infrastruktur Indonesia (since 2023), President Director of PT Oxygen Multimedia Indonesia (since 2023), Commissioner of PT Inovasi Mitra Sejahtera (since 2022), and Director of PT Kreasi Teknologi Solusindo (since 2016).

Previously, he served as President Director of PT Indo Pratama Teleglobal (2021–2024), Vice President Director of PT Mora Telematika Indonesia Tbk (2018–2023), PT Oxygen Multimedia Indonesia (2018–2023), PT Oxygen Infrastruktur Indonesia (2018–2023), and PT Palapa Ring Barat (2016–2023). He also held positions as Director of PT Candrakarya Multikreasi (2017–2025), PT Tunas Citra Persada (2017–2025), PT Mora Telematika Indonesia Tbk (2016–2018), and PT Palapa Timur Telematika (2016–2023). In addition, he previously served as President Commissioner of PT Mora Telematika Indonesia Tbk (2015–2016) and Independent Director of PT Inti Bangun Sejahtera Tbk (2014–2015).

In the professional and financial fields, he previously held the position of Senior Manager at A.K. Rahman Public Accounting Firm (2013–2014), Accounting Consolidation Manager at PT ABM Investama Tbk (2010–2013), Accounting Manager at PT Gemala Kempa Daya (2009–2010), and built his career at PT Astra Otoparts Tbk, holding various accounting and audit positions during the period 2003–2009. He also served as Accounting Staff at PT Astra Komponen Indonesia from 2002 to 2003.

He earned a Master's degree in management from Universitas Pancasila, Jakarta (2022) and a Bachelor's Degree in Economics, majoring in Accounting, from Universitas Trisakti, Jakarta (2001).

## Genta Andhika Putra

Genta Andhika Putra, an Indonesian citizen, has more than 15 years of experience in financial management, accounting, and telecommunications. He currently serves as Vice President Director of PT Mora Telematika Indonesia Tbk (since 2023) and also holds positions as Vice President Director of PT Palapa Ring Barat (since 2023), PT Oxygen Infrastruktur Indonesia (since 2023), and PT Oxygen Multimedia Indonesia (since 2023), as well as Director of PT Palapa Timur Telematika (since 2023).

Previously, he served as Vice President of Corporate Finance, Accounting, Tax & Warehouse at PT Mora Telematika Indonesia Tbk (2022–2023). He subsequently held various managerial positions at PT Mora Telematika Indonesia Tbk, including General Manager of Corporate Finance, Accounting, Tax & Warehouse (2017–2022), General Manager of Accounting, Tax, Business Analyst & Warehouse (2016–2017), Manager of Accounting, Tax, Billing & Warehouse (2015–2016), and Manager of Accounting & Tax (2013–2015).

Prior to joining PT Mora Telematika Indonesia Tbk, he gained professional experience in the audit field, serving as Supervisor at Mulyamin, Sensi, Suryanto & Lianny Public Accounting Firm (Moore Stephens) (2009–2013) and as Junior Auditor at Husni, Mucharam & Rasidi Public Accounting Firm (2008–2009).

He earned a Master's Degree in Management from Universitas Pancasila, Jakarta (2022) and a Bachelor's Degree in Economics from Perbanas Institute (Sekolah Tinggi Ilmu Ekonomi Perbanas), Jakarta (2007).

## Resi Y. Bramani

Resi Y. Bramani, an Indonesian citizen, currently serves as Chief Strategic Business Officer at PT Mora Telematika Indonesia Tbk (since 2019). In addition, he is active in industry organizations as a Member of the Supervisory Board of APJATEL (since 2024) and Secretary General of ASKALSI (since 2021). Previously, he served as GM Frequency & Government Management at PT XL Axiata Tbk (2014–2019). In 2018, he received the Satyalancana Pembangunan Honorary Award from the President of the Republic of Indonesia for his contributions to national development in telecommunications, information, and networking.

He holds a Master's degree in Management (Strategic Management) from Universitas Prasetya Mulya (2018), as well as Bachelor's degrees in Psychology from University of Queensland and Universitas Indonesia (2003).

## Michael C. McPhail

Michael C. McPhail, a British citizen, has extensive experience in the technology and telecommunications sectors. Since 2016, he has served as Chief Technology Officer at PT Mora Telematika Indonesia Tbk. Previously, he held the position of SVP Demand Management & Technology Strategy at PT XL Axiata Tbk (2014–2015) and served as Chief Technology Officer at PT Axis Telekom Indonesia (2011–2013).

He earned a Master of Engineering (MEng) degree in Civil Engineering (with merit) from Heriot-Watt University (1996).

## **Timotius Max Sulaiman, SE.**

Timotius Max Sulaiman, SE., an Indonesian citizen, currently serves as President Director of PT Eka Mas Republik (having started his career as Director in 2021 and appointed as President Director in 2024). He also serves as President Director of PT Innovate Mas Indonesia (having begun as Vice President Director in 2019 and appointed as President Director in 2024), and as Director of PT Dian Swastatika Sentosa (since 2025).

Previously, he served as Commissioner and Director at PT Serpong Mas Telematika, as Director at PT Link Net Tbk, and held other key financial management positions in various multimedia and telecommunications companies. He also has extensive experience as an auditor with Deloitte Indonesia and Deloitte Australia.

He earned a Master of Business Administration (MBA) degree from Universitas Indonusa Esa Unggul and a Bachelor of Economics degree from Universitas Tarumanagara, Jakarta. He also holds a Certified Public Accountant (CPA) designation.

## Yopie Widjaja

Yopie Widjaja, an Indonesian citizen, currently serves as Director of PT Eka Mas Republik (since 2024), Director of PT Innovate Mas Indonesia (since 2024), and Director of PT Serpong Mas Telematika (since 2024).

Previously, he served as Director at PT Biomasa Jaya Abadi, and as former Head of Project Development at PT Metropolis Propertindo Utama, as well as holding various key roles in finance and accounting within telecommunications companies.

He earned a Bachelor of Economics (S1) degree from Universitas Atma Jaya, Jakarta.

## Hendra Gunawan

Hendra Gunawan, an Indonesian citizen, currently serves as Director of PT Eka Mas Republik (since 2022) and Director of PT Innovate Mas Indonesia (since 2022). He also serves as President Director of PT Sintesa Sinergi Nusantara (since 2023) and President Director of PT Sarana Piranti Informatika (since 2023).

Previously, he served as Vice President of Network Planning and Engineering at MyRepublic Indonesia and held other key network-related positions in multimedia and telecommunications companies, including Saudi Telecom Company (Riyadh), PT XL Axiata, and PT Axis Telekom Indonesia.

He earned a Master's degree in Telecommunications Management (S2) from Universitas Indonesia and a Bachelor's degree in Engineering (S1) from the School of Electrical Engineering and Informatics, Institut Teknologi Bandung.

## Edward Sanusi

Edward Sanusi, an Indonesian citizen, currently serves as Director of PT Eka Mas Republik (since 2024) and Director of PT Innovate Mas Indonesia (since 2024). Previously, he served as Director at PT Link Net Tbk, Director at PT Plasmedia, and as Electronic Process Manager at Citibank, N.A.

He earned a Bachelor's degree in Industrial Engineering (SI) from Institut Teknologi Bandung.

## Melanie Dwita Maharani

Melanie Dwita Maharani, an Indonesian citizen, has more than 20 years of experience as a Human Resources Specialist. She currently serves as Director of PT Eka Mas Republik (since 2021) and Director of PT Innovate Mas Indonesia (since 2019). She also serves as Commissioner of PT Sintesa Sinergi Nusantara (since 2023) and Commissioner of PT Sarana Piranti Informatika (since 2023). Previously, she served as Commissioner at PT Serpong Mas Telematika, Senior Vice President – Corporate Human Capital for the IPP Business at PT Dian Swastatika Sentosa Tbk, and Senior Human Resources Manager for the Fashion Division at PT Mitra Adi Perkasa Tbk.

She earned a Master's degree in Clinical Psychology (S2) from Universitas Indonesia and a Bachelor's degree in Psychology (S1) from Universitas Padjajaran.

## Ir. Iman Syahrizal

Ir. Iman Syahrizal, an Indonesian citizen, currently serves as Director of PT Eka Mas Republik (since 2021) and Director of PT Innovate Mas Indonesia (since 2021). He also serves as Commissioner of PT Serpong Mas Telematika (having started as Commissioner in 2021, appointed as Director in 2024, promoted to President Director in 2024, and reappointed as Commissioner in 2025), President Commissioner of PT Sintesa Sinergi Nusantara (since 2023), and President Commissioner of PT Sarana Piranti Informatika (since 2023). Previously, he served as Project Leader at PT Summit OTO Finance, Director at PT Verena Multi Finance Tbk, and held several other senior positions at PT Surya Artha Nusantara Finance.

He earned a Master's degree in Community Development (S2) from Universitas Indonesia and a Bachelor's degree in Industrial Engineering (S1) from Universitas Trisakti, Jakarta.

## Edward Anwar

Edward Anwar, an Indonesian citizen, currently serves as Head of Marketing of PT Eka Mas Republik (since 2024) and Head of Marketing of PT Innovate Mas Indonesia (since 2024), and as Director of PT Sintesa Sinergi Nusantara (since 2025). Previously, he served as Deputy Sales Director at PT Link Net Tbk, General Manager of Sales and Distribution at PT AXIS Telecom Indonesia, and held key positions in sales and marketing in other telecommunications companies.

He earned a Bachelor's degree in Marketing Management (SI) from Universitas Kristen Krida Wacana.

## AGENDA 5

### **Approval of the change to the Company's controller as a result of the Merger.**

#### Explanation:

This agenda is proposed in connection with the change of control of the Company as a result of the Merger. In accordance with the provisions of Article 45 of OJK Regulation No. 45 of 2024 concerning the Development and Strengthening of Issuers and Public Companies, changes to the controller may be based on a decision of the General Meeting of Shareholders. Therefore, the Company submits a proposal to the Meeting to approve the change in the Company's controller.

As a result of the Merger, there will be a change of control of the Company from previously PT Candrakarya Multikreasi (CKM) to PT Innovate Mas Utama (“IMU”). Such change of control of the Company shall become effective as of the Effective Date of the Merger. Pursuant to Article 23 letter (f) of Financial Services Authority Regulation No. 9/POJK.04/2018 concerning the Takeover of Public Companies, the obligation to conduct a mandatory tender offer does not apply and is exempted, as the change of control occurs due to the Merger.

IMU was established under the laws of the Republic of Indonesia pursuant to Deed of Establishment No. 84 dated 19 September 2014, executed before Desman, S.H., M.Hum., M.M., Notary in North Jakarta. IMU has an authorized capital of Rp4,000,000,000,000 and issued and paid-up capital of Rp3,749,754,000,000. IMU’s current business activities include Management Consulting Activities, Wholesale Trading of Various Goods, and Holding Company Activities.

## PROPOSED APPROVAL

Approve the change in control of the Company as a result of the Merger, previously PT Candrakarya Multikreasi to PT Innovate Mas Utama.

## AGENDA 6

### **Approval of the repurchase of shares from shareholders who do not approve the merger.**

#### Explanation:

This agenda is proposed in connection with the obligation to repurchase shares from shareholders of the Company who do not approve the Merger. In accordance with the provisions of Article 38 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies as amended several times and lastly amended by Law No. 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 concerning Job Creation into Law (“UUPT”) and Article 2 paragraph (3) of OJK Regulation No. 29 of 2023 concerning the Repurchase of Shares Issued by Public Companies (“POJK No. 29/2023”), the repurchase or transfer of shares may only be carried out based on the approval of the General Meeting of Shareholders. Therefore, the Company proposes that the Meeting approve the repurchase of shares from shareholders who do not approve the Merger in accordance with the limitations and provisions stipulated in the applicable laws and regulations, including the UUPT and POJK No. 29/2023.

Pursuant to Article 62 in conjunction with Article 37 of the Company Law, each shareholder has the right to request the Company to purchase their shares at a fair price if they do not approve the Company's proposed corporate action, including a merger, subject to the following conditions: (a) such repurchase shall not cause the Company's net assets to become less than the issued capital plus the mandatory reserves that have been set aside; and (b) the total nominal value of all shares repurchased by the Company shall not exceed 10% (ten percent) of the Company's issued capital.

The repurchase of shares of the Eligible Shareholders of the Company will be carried out at a price of Rp432 per Company share, based on the market value of the shares in accordance with KJPP KR Report No. 00183/2.0162-00/BS/06/0153/1/XII/2025 dated 15 December 2025, and such price constitutes a fair repurchase price.

The total number of shares issued by the Company based on the latest Deed of Articles of Association and as recorded in the Company's Shareholders Register dated 31 December 2025 is 23,646,668,691 shares. The Company may repurchase shares up to a value not exceeding 10% (ten percent) of the issued and paid-up capital, namely 2,364,666,869 shares at a purchase price of Rp432 per share. Therefore, the maximum payment for the repurchase of shares from Eligible Shareholders of the Company is Rp1,021,536,087,408.

In the event that the payment value for the share repurchase exceeds such repurchase limit, the Company shall ensure that the remaining shares are purchased by a third party at a fair price. In this regard, PT Innovate Mas Utama (IMU) will act as a standby buyer to purchase any excess shares from such shareholders.

## PROPOSED APPROVAL

1. Approve of the repurchase of shares from shareholders dissenting from the Merger.
2. Grant authority to the Board of Directors of the Company to take any actions deemed necessary in connection with the Share Buyback from Shareholders Who Do Not Approve the Merger, with due regard to the prevailing laws and regulations.

Thank You

