



UPDATE PENJELASAN PEMANGGILAN RAPAT UMUM PEMEGANG SAHAM TAHUNAN PT ADHI KARYA (Persero) Tbk.

Dengan ini diberitahukan kepada para Pemegang Saham PT Adhi Karya (Persero) Tbk. ("Perseroan") bahwa Perseroan bermaksud menyampaikan Ralat Pemanggilan Rapat Umum Pemegang Saham Tahunan Tahun Buku 2022 ("Rapat") yang sebelumnya telah diumumkan di situs web Perseroan, situs web e-RUPS (eAsy.KSEI), dan situs web Bursa Efek Indonesia pada tanggal 20 Maret 2023 sehubungan dengan perubahan penjelasan Mata Acara Rapat Kelima tentang Pengukuhan Pemberlakuan Peraturan Menteri BUMN.

Direksi Perseroan berkedudukan di Jakarta, dengan ini mengundang para Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan (Rapat) yang akan diselenggarakan pada:

Hari/Tanggal : Selasa, 11 April 2023
Waktu : 14.00 – Selesai
Tempat : Ruang Auditorium Adaptif
PT Adhi Karya (Persero) Tbk.
Jalan Raya Pasar Minggu Km. 18
Jakarta 12510 – Indonesia

Perseroan telah melakukan Pengumuman Pemberitahuan Rapat pada tanggal 3 Maret 2023 yang telah dimuat pada situs web Bursa Efek Indonesia, situs web Perseroan, dan situs web Kustodian Sentral Efek Indonesia (KSEI).

Dengan Mata Acara Rapat sebagai berikut:

1. Persetujuan Laporan Tahunan termasuk Pengesahan Laporan Keuangan serta Laporan Tugas Pengawasan Dewan Komisaris dan serta Pengesahan Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Tahun Buku 2022.

Penjelasan:

Sesuai ketentuan: (i) Pasal 18 Anggaran Dasar Perseroan (ii) Pasal 69 ayat (1) Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas ("UUPT"), (iii) Pasal 23 ayat (1) Undang-Undang No. 19 Tahun 2003 tentang Badan Usaha Milik Negara ("UU BUMN") dan (iv) Pasal 23 ayat (3) Peraturan Menteri BUMN No. PER-05/MBU/04/2021, sebagaimana telah diubah terakhir melalui Peraturan Menteri BUMN No. PER-6/MBU/09/2022 tentang Perubahan Atas Peraturan Menteri BUMN No. PER-05/MBU/04/2021 Tentang Program Tanggung Jawab Sosial dan Lingkungan Badan Usaha Milik Negara ("PERMEN TJSL") bahwa Laporan Tahunan termasuk pengesahan laporan keuangan serta laporan tugas pengawasan Dewan Komisaris harus mendapatkan persetujuan dari Rapat Umum Pemegang Saham Perseroan ("RUPS") serta Pengesahan Laporan Program Tanggung Jawab Sosial dan Lingkungan menjadi satu kesatuan dengan Pengesahan Laporan Tahunan BUMN Pembina yang bersangkutan.

2. Penetapan Penggunaan Laba Bersih Perseroan Tahun Buku 2022.

Penjelasan:

Sesuai dengan ketentuan: (i) Pasal 26 ayat (1) Anggaran Dasar Perseroan dan (ii) Pasal 71 UUPT, Penggunaan Laba Bersih Perseroan diputuskan oleh RUPS Tahunan.

3. Penetapan Gaji/Honorarium, Fasilitas dan Tunjangan Lainnya serta Tantiem bagi Anggota Direksi dan Anggota Dewan Komisaris

Penjelasan:

Sesuai dengan ketentuan: (i) Pasal 11 Anggaran Dasar Perseroan, (ii) Pasal 96 dan Pasal 113 UUPT, dan (iii) Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara sebagaimana telah diubah terakhir melalui Peraturan Menteri BUMN PER-12/MBU/11/2020 tentang Perubahan Kelima atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara.

4. Penunjukkan Kantor Akuntan Publik untuk melakukan Audit Laporan Keuangan serta Laporan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Tahun Buku 2023.

Penjelasan:

Sesuai dengan ketentuan: (i) Pasal 21 ayat (2) Anggaran Dasar Perseroan, (ii) Pasal 71 UU BUMN dan (iii) Pasal 23 ayat (4) PERMEN TJSL dan (iv) Pasal 13 ayat (1) POJK No. 13/POJK.03/2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik Dalam Kegiatan Jasa Keuangan, dalam RUPS Tahunan ditetapkan Akuntan Publik dan Kantor Akuntan Publik untuk mengaudit Laporan Keuangan tahun berjalan Perseroan dengan mempertimbangkan usulan Dewan Komisaris.

5. Pengukuhan Pemberlakuan Peraturan Menteri BUMN

Penjelasan:

PT Adhi Karya (Persero) Tbk. sebagai BUMN akan menundukkan diri kepada peraturan perundangan termasuk Peraturan Menteri BUMN.

6. Laporan Pertanggungjawaban Realisasi Penggunaan Dana Hasil Penawaran Umum Berkelanjutan Obligasi Berkelanjutan PT Adhi Karya (Persero) Tbk.

Penjelasan:

Laporan Dana Hasil Penawaran Umum Berkelanjutan Efek Bersifat Utang Obligasi Berkelanjutan III Tahap II Tahun 2021 dan Obligasi Berkelanjutan III Tahap III Tahun 2022 guna memenuhi ketentuan dalam Pasal 6 POJK No.30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum.

7. Laporan Pertanggungjawaban Realisasi Penggunaan Dana Hasil Penawaran Umum Terbatas II Tahun 2022.

Penjelasan:

Laporan Dana Hasil Penawaran Umum Terbatas II guna memenuhi ketentuan dalam Pasal 6 POJK No.30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum.

8. Perubahan Susunan Pengurus Perseroan

Penjelasan:

Terdapat Pengurus Perseroan yang telah habis masa jabatan kepengurusan sebagai berikut:

- Direktur Utama
- Direktur Human Capital dan Sistem

Sesuai dengan Pasal 11 dan Pasal 14 Anggaran Dasar Perseroan, anggota Direksi dan/atau Dewan Komisaris diangkat dan diberhentikan oleh RUPS yang dihadiri dan disetujui oleh Pemegang Saham Seri A Dwiwarna.

Catatan:

1. Perseroan tidak mengirimkan undangan tersendiri kepada para Pemegang Saham Perseroan karena iklan Panggilan ini dianggap sebagai undangan resmi sesuai ketentuan Pasal 82 ayat (2) UUPU.
2. Pemegang Saham yang berhak hadir dan memberikan suara dalam Rapat adalah Pemegang Saham Perseroan yang namanya tercatat dalam Daftar Pemegang Saham Perseroan pada tanggal 17 Maret 2023 sampai dengan pukul 16.00 Waktu Indonesia Barat dan atau bagi Pemegang Saham yang sahamnya dimasukkan dalam Penitipan Kolektif di PT Kustodian Sentral Efek Indonesia (KSEI) adalah pemegang sub-rekening efek pada penutupan perdagangan di Bursa Efek pada tanggal 17 Maret 2023.
3. Bagi pemegang saham yang sahamnya dimasukkan dalam penitipan kolektif PT Kustodian Sentral Efek Indonesia (KSEI), Konfirmasi Tertulis untuk Rapat (KTUR) dapat diperoleh di Perusahaan Efek atau di Bank Kustodian di mana pemegang saham membuka rekening efeknya.
4. Perseroan sangat menghimbau seluruh Pemegang Saham untuk menghadiri Rapat dengan memberikan kuasa melalui e-proxy yang disediakan oleh PT Kustodian Sentral Efek Indonesia (KSEI) bagi Pemegang Saham tanpa warkat (scriptless) yang sahamnya berada dalam penitipan kolektif KSEI.
5. Dengan mengacu kepada POJK Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, Perseroan memberikan kesempatan kepada setiap Pemegang Saham yang memutuskan tidak dapat hadir Rapat, dapat memberikan kuasa secara elektronik melalui eASY.KSEI sebagaimana dirinci dibawah ini maupun secara tertulis kepada Pihak Independen. Kuasa tertulis dimaksud diberikan kepada penerima kuasa yang telah memenuhi ketentuan Pasal 85 UUPU.
6. Prosedur pemberian kuasa dan tata cara penyelenggaraan Rapat sebagai berikut:
 - a. Para pemegang saham dapat memberikan kuasa melalui aplikasi eASY.KSEI (<https://akses.ksei.co.id>) sesuai dengan ketentuan Keputusan Direksi KSEI No.

KEP-0016/DIR/KSEI/0420 tentang Pemberlakuan Fasilitas Electronic General Meeting System KSEI (eASY.KSEI) sebagai Mekanisme Pemberian Kuasa secara Elektronik dalam Proses Penyelenggaraan RUPS bagi Penerbit Efek yang merupakan Perusahaan Terbuka dan Sahamnya Disimpan dalam Penitipan Kolektif KSEI.

- b. Pemegang Saham dapat mengunduh formulir Surat Kuasa di situs web Perseroan (<https://adhi.co.id/hubungan-investor-gp0xz25971xBanJDoXq1#keterbukaan>) yang dapat diisi dan dikirimkan dengan *subject* "Surat Kuasa RUPS" melalui *email*:

- adhi@adhi.co.id
- tiara@adhi.co.id

- c. Asli surat kuasa wajib diterima oleh Direksi Perseroan di kantor Perseroan, beralamat di Jalan Raya Pasar Minggu Km. 18 Jakarta 12510 – Indonesia, atau Biro Administrasi Efek ("BAE") Perseroan PT DATINDO ENTRYCOM beralamat di Jl. Hayam Wuruk No.28, Jakarta 10210.

- d. Perseroan akan menyediakan bahan Rapat untuk setiap mata acara Rapat sejak tanggal Pemanggilan Rapat sampai dengan Rapat diselenggarakan melalui situs web Perseroan dan eASY.KSEI.

- e. Notaris dibantu dengan BAE akan melakukan pengecekan dan perhitungan suara setiap mata acara Rapat dalam setiap pengambilan keputusan Rapat berdasarkan surat kuasa yang telah disampaikan oleh pemegang saham sebagaimana dimaksud dalam huruf a diatas.

- f. Tindakan preventif ini tidak menghalangi bagi pemegang saham yang berkenan hadir langsung dalam Rapat, namun dengan tetap memperhatikan pembatasan yang mungkin diterapkan sesuai dengan protokol Pemerintah yang diimplementasikan oleh pengelola hotel/gedung atau otoritas setempat

7. Apabila Pemegang Saham tetap bermaksud menghadiri Rapat secara fisik, mohon untuk mematuhi prosedur sebagai berikut:

- a. Pemegang Saham (atau kuasanya) yang akan menghadiri Rapat diminta dengan hormat untuk membawa dan menyerahkan fotokopi Kartu Tanda Penduduk (KTP) atau tanda pengenal lainnya kepada petugas pendaftaran Perseroan, sebelum memasuki ruang Rapat.

- b. Bagi pemegang saham Perseroan seperti perseroan terbatas, koperasi, yayasan atau dana pensiun dan badan hukum lainnya agar membawa fotokopi dari Anggaran Dasarnya yang lengkap beserta akta susunan anggota Direksi dan Dewan Komisaris dan/atau pengurus yang terakhir.

- c. Pemegang Saham (atau kuasanya) wajib menggunakan masker selama berada di area tempat Rapat.

8. Untuk mempermudah pengaturan dan tertibnya Rapat, pemegang saham atau kuasanya dimohon untuk hadir di tempat Rapat, 60 (enam puluh) menit sebelum Rapat dimulai.

Jakarta, 10 April 2023

DIREKSI



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**EXPLANATION UPDATE OF INVITATION TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT ADHI KARYA (Persero) Tbk.**

It is hereby notified to the Shareholders of PT Adhi Karya (Persero) Tbk. ("Company") that Company intends to convey the revisions to the Invitation for the Annual General Meeting of Shareholders for the 2022 Fiscal Year (the "Meeting") which has been announced on the Indonesia Stock Exchange's website, the Company's website, and the Indonesia Central Securities Depository's (KSEI) website on March 20, 2023 regarding the changes to the explanation of the Fifth Meeting Agenda concerning the Confirmation of Enforcement of SOE Ministerial Regulations.

Board of Directors of PT Adhi Karya (Persero) Tbk. ("Company"), having its domicile in Jakarta, here with invites Shareholders of the Company to attend the Annual General Meeting of Shareholders (the "Meeting"), which will be held on:

Day/Date : Tuesday, April 11, 2023
Time : 14.00 Western Indonesian Time – Onwards
Venue : Adaptif Auditorium Room
PT Adhi Karya (Persero) Tbk.
Jalan Raya Pasar Minggu Km. 18
Jakarta 12510 – Indonesia

The Company has announced the Notice of the Meeting on March 3, 2023 which has been published on the Indonesia Stock Exchange's website, the Company's website, and the Indonesia Central Securities Depository's (KSEI) website.

Agenda of the Meeting:

1. Approval of the Annual Report including the Ratification of the Financial Statements and the Report of the Supervisory Duties of the Board of Commissioners and Ratification of Financial Statement the Financing of the Micro and Medium Enterprises Program (PUMK) for Financial Year 2022.

Explanation:

In accordance with: (i) Article 18 of the Company's Articles of Association (ii) Article 69 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies ("Company Law"), (iii) Article 23 paragraph (1) of Law No. 19 of 2003 concerning State-Owned Enterprises ("SOE Law") and (iv) Article 23 paragraph (2) of Regulation of the Minister of State-Owned Enterprises No. PER-05/MBU/04/2022 as amendments to the Minister of State-Owned Enterprises No. PER-05/MBU/04/2021 concerning Partnership and Community Development Program for State-Owned Enterprises ("Ministerial Regulation on TJSI"), that the Annual Report including the ratification of the financial statements and the supervisory duties report of the Board of Commissioners must obtain approval from the General Meeting of Shareholders of the Company ("GMS") and Ratification of the Report of Partnership and Community Development Program become an integral part of the Ratification of the Annual Report of the relevant State-Owned Enterprise.

2. Determination on the Use of the Company's Net Profit for Financial Year 2022.

Explanation:

In accordance with the provisions: (i) Article 26 paragraph (1) of the Company's Articles of Association and (ii) Article 71 of the Company Law,

the use of the Company's Net Profit is decided at the GMS.

3. Determination of Salary/honorarium, facility and other allowances as well as tantiem/work incentives/special incentives for the Members of the Board of Directors and Members of the Board of Commissioners

Explanation:

In accordance with the provisions: (i) Article 11 of the Company's Articles of Association, (ii) Article 96 and Article 113 of the Company Law, and (iii) Regulation of the Minister of State-Owned Enterprises No. PER-04/MBU/2014 concerning Guidelines for Determining

Income of the Board of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises as has most currently amended through the Regulation of the Minister of State-Owned Enterprises No. PER-12/MBU/11/2020 concerning the Fourth Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-04/MBU/2014 concerning Guidelines for Determining Income of the Board of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises.

4. Appointment of Public Accountant Firm to conduct audit report of financial statements as well as Implementation of the Financing of the Micro and Medium Enterprises Program (PUMK) for Financial Year 2023.

Explanation:

In accordance with the provisions: (i) Article 21 paragraph (2) of the Company's Articles of Association (ii) Article 71 of the SOE Law and (iv) Article 23 paragraph (4) of Ministerial Regulation on TJSI and (iv) Article 13 paragraph (1) of Regulation of Financial Services Authority No. 13 / POJK.03 / 2017 concerning the Use of Services of Public Accountant and Public Accountant Firm in Financial Services Activities, the Annual General Meeting of Shareholders shall determine Public Accountant and Public Accountant Firm to audit the Company's current year's Financial Statements by considering proposals of the Board of Commissioners.

5. Confirmation of the Enforcement of the Regulation of the Minister of SOEs

Explanation:

PT Adhi Karya (Persero) Tbk. as a SOE will submit to laws and regulations including SOE Ministerial Regulations.

6. Accountability Report on the Realization of the Use of Proceeds from Shelf Registration Bonds of PT Adhi Karya (Persero) Tbk.

Explanation:

Report on Proceeds from the Public Offering of Shelf Registration of Debt Securities, Shelf Registration Bonds III Phase II Year 2021 and Shelf Registration Bonds III Phase III 2022 in order to comply with the provisions in Article 6 of POJK No. 30/POJK.04/2015 concerning Report on the Realization of the Use of Proceeds from the Public Offering.

7. Accountability Report on the Realization of the Use of Proceeds from Limited Public Offering II Year 2022.

Explanation:

Report of Funds from the Limited Public Offering II in order to comply with the provisions in Article 6 of POJK no. 30/POJK.04/2015 concerning Report on the Realization of the Use of Proceeds from the Public Offering.

8. Amendments in the Composition of the Company's Management

Explanation:

There are Company Management whose term of office has expired as follows:

- President Director
- Director of Human Capital and System

In accordance with Article 11 and Article 14 of the Company's Article of Association, members of the Board of Directors and/or Board of Commissioners are appointed and dismissed by the GMS which is attend and approved by the Series A Dwiwarna Shareholders.

Notes:

1. The Company does not send a separate invitation to them Shareholders of the Company because this advertisement is valid as and official invitation pursuant to article 82 paragraph (2) of the Company Law .
2. Shareholders who are entitled to attend and cast vote at the Meeting are the Shareholders of the Company whose names are registered in the Register of Shareholders of the Company on March 17, 2023 up to 16.00 West Indonesian Time, and or for Shareholders whose shares are included in Collective Custody at PT Kustodian Sentral Efek Indonesia (KSEI) are the securities sub-account holders at the close of trading on the Stock Exchange on March 17, 2023.
3. For shareholders whose shares are included in the collective custody at PT Kustodian Sentral Efek Indonesia (KSEI), Written Confirmation for Meetings (Konfirmasi Tertulis untuk Rapat / KTUR) can be obtained at the Securities Company or at the Custodian Bank where the shareholders open their securities accounts.
4. The company strongly urges all Shareholders to attend the Meeting by granting power of attorney through an e-proxy that provided by PT Kustodian Sentral Efek Indonesia (KSEI) for scriptless Shareholders whose shares are in the collective custody of KSEI.
5. By referring to POJK Number 15/POJK.04/2020 concerning the Plan and Organizing of the General Meeting of Shareholders of Public Companies, the Company provides an opportunity for every Shareholder who decides not to attend the Meeting that they can provide electronic power of attorney through eASY.KSEI as detailed below or in writing to the Independent Party. The written power of attorney is given to the authorizee who has complied with the provisions of Article 85 of the Company Law.
6. The procedure for granting power of attorney and procedures for holding the Meeting are as follows:
 - a. Shareholders may submit power of attorney through the eASY.KSEI (<https://akses.ksei.co.id>) application in accordance with the Decree of

the Board of Directors of KSEI No. KEP 0016/DIR/KSEI/0420 concerning the Enforcement of KSEI Electronic General Meeting System Facility (eASY.KSEI) as a Mechanism for Electronic Power of Attorney in the GMS for Issuers of Securities which is Public Company and the Shares are stored in KSEI's Collective Custody.

- b. Shareholders can download the Power of Attorney form on the Company's website (<https://adhi.co.id/hubungan-investor-gp0xz25971XBanJDoXq1#keterbukaan>) which can be filled out and sent by email with subject "Surat Kuasa RUPS":
 - adhi@adhi.co.id
 - tiara@adhi.co.id
 - c. The original power of attorney must be received by the Company's Board of Directors at the Company's office, having its address at Jalan Raya Pasar Minggu Km. 18 Jakarta 12510 – Indonesia, or the Securities Administration Bureau of the Company ("BAE") PT DATINDO ENTRYCOM having its address at Puri Datindo, Jalan Jend. Sudirman Kav. 34 Jakarta 10220, during every business hour.
 - d. The Company will provide Meeting materials for each agenda item as of the Meeting's Invitation Date until the Meeting is held through the Company's website and eASY.KSEI.
 - e. The Notary, assisted by the BAE, will check and count the votes for each agenda item in each decision making of the Meeting based on the power of attorney submitted by the shareholders as referred to in letter a above.
 - f. This preventive action does not preclude shareholders who are willing to attend the Meeting directly, however with due regard to restrictions that may be applied in accordance with Government protocols implemented by hotel / building management or local authorities.
7. If the Shareholders maintain to intend to physically attend the Meeting, please comply with the following procedures:
- a. Shareholders (or their proxies) who will attend the Meeting are respectfully requested to bring and submit a photocopy of their Identity Card (KTP) or other identification to the registration officer of the Company prior to enter the Meeting room.
 - b. Shareholders of the Company such as limited liability companies, cooperatives, foundations or pension funds and other legal entities are required to bring a photocopy of their complete Articles of Association along with the latest deed of composition of the members of the Board of Directors and Board of Commissioners and/or management.
 - c. Shareholders (or their proxies) must wear a mask while in the meeting area.
8. To facilitate the arrangement of the meeting, Shareholders or their proxies are requested to be present at the meeting venue 60 (sixty) minutes before the meeting begins.

Jakarta, April 10, 2023
BOARD OF DIRECTORS