



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

Direksi PT Adhi Karya (Persero) Tbk. berkedudukan di Jakarta Selatan dengan ini mengundang Para Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan (“Rapat”) yang akan diselenggarakan pada:

Hari/tanggal : **Senin, 01 April 2024**
Waktu : **14.00 – Selesai**
Tempat : **Gedung MTH 27 Office Suites**
Jl. M.T. Haryono, Kavling 27,
Jakarta Timur

Perseroan telah melakukan Pengumuman Pemberitahuan Rapat pada tanggal **22 Februari 2024** 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 dan Pengesahan Laporan Keuangan Perseroan, Persetujuan Laporan Tugas Pengawasan Dewan Komisaris serta Pengesahan Laporan Keuangan Program Pendanaan Usaha Mikro Dan Usaha Kecil (PUMK) Tahun Buku 2023 sekaligus Pelunasan dan Pembebasan Tanggung Jawab Sepenuhnya (*volledig acquit et de charge*) Kepada Direksi atas Tindakan Pengurusan Perseroan dan Dewan Komisaris atas Tindakan Pengawasan Perseroan yang Telah Dijalankan Selama Tahun Buku 2023;

Penjelasan:

Sesuai ketentuan: (i) Pasal 18 Anggaran Dasar Perseroan (ii) Pasal 69 Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”) sebagaimana telah diubah dengan Peraturan Pemerintah Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja sebagaimana telah ditetapkan menjadi Undang-Undang berdasarkan Undang-Undang No. 6 Tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti

Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja menjadi Undang-Undang (“UU Cipta Kerja”) (iii) Pasal 23 ayat (1) Undang-Undang No. 19 Tahun 2003 tentang Badan Usaha Milik Negara (“UU BUMN”) sebagaimana telah diubah dengan UU Cipta Kerja, Laporan Tahunan dan Laporan Tugas Pengawasan Dewan Komisaris Perseroan harus mendapatkan persetujuan dari Rapat Umum Pemegang Saham Perseroan (“RUPS”) dan Laporan Keuangan Konsolidasian Perseroan harus mendapatkan pengesahan dari RUPS.

Berdasarkan pada ketentuan Pasal 33 ayat (3) Peraturan Menteri BUMN Republik Indonesia No. PER-1/MBU/03/2023 tentang Penugasan Khusus dan Program Tanggung Jawab Sosial dan Lingkungan Badan Usaha Milik Negara (“Permen BUMN 01”), Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Tahunan harus diaudit oleh Kantor Akuntan Publik secara terpisah dari audit Laporan Keuangan BUMN yang disusun sesuai standar akuntansi keuangan dan mendapat pengesahan dalam RUPS.

2. Penetapan Penggunaan Laba Bersih Perseroan Tahun Buku 2023;

Penjelasan:

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

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

Penjelasan:

Sesuai dengan ketentuan: (i) Pasal 11 dan Pasal 14 Anggaran Dasar Perseroan dan (ii) Pasal 96 dan Pasal 113 UUPU dan (iii) Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

4. Penunjukan Kantor Akuntan Publik untuk melakukan Audit Laporan Keuangan serta Laporan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Tahun Buku 2024;

Penjelasan:

Sesuai dengan ketentuan: (i) Pasal 21 ayat (2) Anggaran Dasar Perseroan (ii) Pasal 71 UU BUMN (iii) Pasal 3 dan Pasal 5 POJK No. 9 tahun 2023 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.

Berdasarkan pada ketentuan Pasal 33 ayat (3) Permen BUMN 01, Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) tahunan harus diaudit oleh Kantor Akuntan Publik secara terpisah dari audit Laporan Keuangan BUMN yang disusun sesuai standar akuntansi keuangan

5. Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum;

Penjelasan:

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

6. Pengukuhan Pemberlakuan Peraturan Menteri Badan Usaha Milik Negara Nomor PER-1/MBU/03/2023 dan Nomor PER-3/MBU/03/2023;

Penjelasan:

Sesuai dengan Peraturan Menteri Badan Usaha Milik Negara (BUMN) Nomor PER-1/MBU/03/2023 tentang Penugasan Khusus dan Program Tanggung

Jawab Sosial dan Lingkungan Badan Usaha Milik Negara dan Peraturan Menteri BUMN Nomor PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia BUMN, untuk memberlakukan Peraturan Menteri ini baik sebagian maupun seluruhnya melalui Rapat Umum Pemegang Saham.

7. Persetujuan Penerbitan Penawaran Umum Berkelanjutan Obligasi IV;

Penjelasan:

Sesuai Pasal 98 Peraturan Pemerintah Nomor 45 Tahun 2005 tentang Pendirian, Pengurusan Pengawasan, dan Pembubaran Badan Usaha Milik Negara, dijelaskan bahwa Penerbitan Obligasi dan surat utang lainnya oleh BUMN ditetapkan oleh RUPS untuk Persero dan Menteri untuk Perum.

8. Perubahan Susunan Pengurus Perseroan;

Penjelasan:

Sesuai ketentuan Pasal 11 dan Pasal 14 Anggaran Dasar Perseroan, anggota Direksi dan/atau Dewan Komisaris diangkat dan diberhentikan oleh RUPS.

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 7 Maret 2024 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 7 Maret 2024.
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 mengimbuu 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 di bawah ini maupun secara tertulis kepada Pihak Independen. Kuasa tertulis dimaksud diberikan kepada penerima kuasa yang telah memenuhi ketentuan Pasal 85 UUPT.
 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 subjek "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.
 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, 08 Maret 2024
Direksi



INVITATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT ADHI KARYA (Persero) Tbk.

The Board of Directors of PT Adhi Karya (Persero) Tbk. based in South Jakarta, hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders ("Meeting") which will be held on:

Day/date : Monday, 01 April 2024
Time : 14.00 – finished
Place : MTH 27 Office Suites Building
Jl. M.T. Haryono Kav. 27,
East Jakarta

The Company has announced the Notice of Meeting on **February 22, 2024** which has been published on the Indonesia Stock Exchange website, the Company's website, and the Indonesia Central Securities Depository (KSEI) website. With the following Meeting Agenda:

- 1. Approval of the Annual Report including Ratification of Financial Statements and Board of Commissioners Oversight Report and Ratification of the Financial Report of the Micro and Small Business Funding Program (PUMK) for the Financial Year 2023 as well as Full Repayment and Release of Responsibility (*volledig acquit et de charge*) to the Board of Directors for Actions Management of the Company's Board of Commissioners regarding Company Supervision Actions That Have Been Implemented During the Financial Year 2023**

Explanation:

In accordance with: (i) Article 18 of the Company's Articles of Association and (ii) Article 69 of Law No. 40 of 2007 concerning Limited Liability Companies ("Company Law") as lastly amended by Government Regulation in Lieu of the Law No. 2 of 2022 concerning Job Creation as has been stipulated into law under Law No. 6 of 2023 concerning Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 concerning Job

Creation into Law ("Job Creation Law"); and (iii) Article 23 paragraph (1) of Law No. 19 of 2003 concerning State-Owned Enterprises ("SOE") as last amended by Job Creation Law, the Annual Report and Supervisory Task Report of the Company's Board of Commissioners must obtain an approval from the Company's General Meeting of Shareholders ("GMS") and the Company's Consolidated Financial Statements must obtain a ratification from the GMS.

Based on Article 33 paragraph (3) of Minister of SOE of the Republic Indonesia Regulation No. PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs of State-Owned Enterprises ("SOE Regulation 01"), the annual Financial Statements of the Micro and Small Business Funding Program (PUMK) must be audited by a Public Accounting Firm separately from the audit of SOE Financial Statements and prepared in accordance with financial accounting standards and approved by the GMS.

- 2. Determination of the Company's Net Income Utilization for the Financial Year 2023;**

Explanation:

In accordance with the provisions of: (i) Article 26 paragraph (1) of the Company's Articles of Association and (ii) Article 71 of the Company Law, the Utilization of the Company's Net Income shall be decided in the GMS.

- 3. Determination of Salary/Honorarium, Facilities and Other Benefits and Bonus (*Tantem*) for Board of Directors and Board of Commissioners;**

Explanation:

In accordance with the provisions of: (i) Article 11 paragraph (19) and Article 14 paragraph (30) of the Company's Articles of Association and (ii) Article 96 and

Article 113 of the Company Law (iii) Minister of BUMN Regulation No. PER-3/MBU/03/2023 regarding Organs and Human Resources of State-Owned Enterprises.

4. Appointment of Public Accountant Firm to audit the Company's Financial Statements for the Financial Year 2024 and Financial Statements of the Micro and Small Business Funding Program (PUMK) for the 2024 Financial Year;

Explanation:

In accordance with the provisions of: (i) Article 21 paragraph (2) of the Company's Articles of Association and (ii) Article 71 of Law No 19 of The Year 2003 regarding BUMN (iii) Article 13 paragraph (1) of POJK No. 9 year 2023 concerning the Use of Public Accountant Services and Public Accounting Firm in Financial Services Activities, the Annual GMS shall determine the Public Accountant and Public Accounting Firm to audit the Company's current year Financial Statements by considering the proposal of the Board of Commissioners.

5. Report on the Realization of the Use of Public Offering Proceeds;

Explanation:

Report on the Realization of the Use of Public Offering Proceeds 2 to comply with the provisions in Article 6 POJK No.30/POJK.04/2015 regarding the Realization Report on the Use of Public Offering Proceeds.

6. Inauguration of the Enforcement of the Regulation of the Minister of BUMN Number PER-1/MBU/03/2023 and Number PER-3/MBU/03/2023;

Explanation:

In accordance with the Regulation of the Minister of BUMN Number PER-1/MBU/03/2023 concerning Special Assignments and Programs for Social and Environmental Responsibility of BUMN and the Regulation of the Minister of BUMN Number PER-3/MBU/03/2023 concerning Organs and Human Resources of BUMN, to enforce this Ministerial Regulation either in part or in whole through the GMS.

7. Approval of the Issuance of Public Offering of Bonds IV;
Explanation:

In accordance with Article 98 of Government Regulation No. 45 of 2005 concerning the Establishment, Management of Supervision and Dissolution of BUMN, it is explained that the issuance of bonds and other debt securities by BUMN is determined by the GMS for Persero and the Minister for Perum

8. Changes in the Composition of the Company's Management
Explanation:

In accordance with Article 11 paragraph 10 and Article 14 paragraph 12 of the Company's Articles of Association, changes to the Company's Management are stipulated through the GMS.

Notes:

1. The Company does not send separate invitations to the Shareholders of the Company because this invitation advertisement is considered an official invitation in accordance with the provisions of Article 82 paragraph (2) of the Company Law.
2. Shareholders who are entitled to attend and vote at the Meeting are Shareholders of the Company whose names are registered in the Register of Shareholders of the Company on **March 07, 2024** until 16.00 Western Indonesian Time and/or for Shareholders whose shares are placed in Collective Custody at PT Kustodian Sentral Efek Indonesia (KSEI) are holders of securities sub-accounts at the close of trading at the Stock Exchange on **March 07, 2024**.
3. For shareholders whose shares are placed in the collective custody of PT Kustodian Sentral Efek Indonesia (KSEI), Written Confirmation for Meetings (KTUR) can be obtained at the Custodian Bank where the shareholder opens their securities account.
4. The Company strongly encourages all Shareholders to attend the Meeting by authorizing through e-proxy provided by PT Kustodian Sentral Efek Indonesia (KSEI) for scriptless Shareholders whose shares are in the collective custody of KSEI.
5. With reference to POJK Number 15/POJK.04/2020 concerning Planning and Holding General Meetings of Shareholders of Public Companies, the Company

provides an opportunity for each Shareholder who decides not to attend the Meeting, can provide power of attorney electronically through eASY.KSEI as detailed below or in writing to an Independent Party. The written power of attorney is given to the recipient of the power of attorney who has fulfilled the provisions of Article 85 of the Company Law.

6. The procedure for granting proxies and the procedure for holding meetings are as follows:
 - a. Shareholders may grant power of attorney through the eASY.KSEI application (<https://akses.ksei.co.id>) in accordance with the provisions of the Decree of the Board of Directors of KSEI No. KEP-0016/DIR/KSEI/0420 concerning the Application of the KSEI Electronic General Meeting System Facility (eASY.KSEI) as an Electronic Power of Attorney Mechanism in the Process of Organizing the GMS for Shareholders. Securities Issuer which is a Public Company and whose Shares are kept in the Collective Custody of KSEI.
 - b. Shareholders can download the Power of Attorney format on Company's website (<https://adhi.co.id/hubungan-investor-gp0xz25971XBanJDoXq1#keterbukaan>) which can be filled out and sent with the subject "GMS Power of Attorney" via email:
 - adhi@adhi.co.id
 - tiara@adhi.co.id
 - c. The original Power of Attorney must be received by the Board of Directors of the Company at the office of the Company, located at Jalan Raya Pasar Minggu Km. 18 Jakarta 12510 – Indonesia, or the Company's Securities Administration Bureau PT DATINDO ENTRYCOM located at Jl. Hayam Wuruk No.28, Jakarta 10210.
 - d. The Company will provide Meeting materials for each Meeting agenda item from the date of the Meeting Invitation until the Meeting is held through the Company's website and eASY.KSEI.
 - e. Notary assisted by BAE will check and count the votes for each agenda item in each decision of the Meeting based on the power of attorney submitted by the shareholders as referred to in letter a above.
 - f. This preventive measure does not preclude shareholders who wish to attend the Meeting in

person, but with due regard to the restrictions that may be applied in accordance with the protocol Government implemented by the hotel/building management or local authorities.

7. If Shareholders still wish to physically attend the Meeting, please comply with the following procedures:
 - a. Shareholders (or their proxies) who will attend the Meeting are kindly requested to bring and submit a photocopy of their Identity Card (KTP) or other identification to the Company's registration officer, before entering the Meeting room.
 - b. For shareholders of companies such as limited liability companies, cooperatives, foundations or pension funds and other legal entities, please bring a photocopy of their complete Articles of Association along with the deed of the composition of the members of the Board of Directors and Board of Commissioners and/or the latest management.
8. To facilitate the organization and order of the Meeting, shareholders or their proxies are requested to be present at the Meeting venue, 60 (sixty) minutes before the Meeting begins.

Jakarta, March 08, 2024
Board Of Directors