



**THE EXPLANATION ON THE AGENDA OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT DHARMA SATYA NUSANTARA Tbk
MAY 18, 2020**

According to the Annual General Meeting of Shareholders ("**the Meeting**") of PT Dharma Satya Nusantara Tbk ("**the Company**") which be held in Jakarta on May 18, 2020, here are the explanations of the Meeting's Agendas:

I. First Agenda:

Approval of the Annual Report and Ratification of the Company's Financial Statements for the financial year ended December 31, 2019 and granting of full release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervision during the financial year ended December 31,2019.

Explanations:

The agenda is submitted to comply with the provisions of Article 66 Paragraph (1) and Article 69 Paragraph (1) of the Law of the Republic of Indonesia Number 40 Year 2007 regarding Limited Liability Company ("UUPT") juncto Article 10 Paragraph (4) Article 10 paragraph (5) of the Company's Articles of Association, which furthermore propose to the Annual General Meeting of Shareholders to:

1. approve the Company's Annual Report for the year ended December 31, 2019;
2. approve the Financial Statements of the Company for the financial year ended December 31, 2019;
3. grant full release and discharge (*acquit et de charge*) to all members of the Board of Directors and Board of Commissioners on the management and supervision during the financial year, as long as reflected in the Annual Reports and Financial Statements.

The Company's Annual Report which contains the audited Financial Statements for the year ended December 31, 2019 and Supervisory Report of the Board of Commissioner have been published since the invitation date of AGM on April 24, 2020 and can be downloaded in the Company's website (www.dsn.co.id). The Financial Statements for the year ended December 31, 2019 audited by Registered Public Accountant Siddharta Widjaja & Rekan has been published and advertised in newspaper on April 8, 2020 and can be downloaded in the Company's website (www.dsn.co.id).

II. The Second Agenda:

Approval on the use of the Company's net income for the financial year ended December 31, 2019.

Explanations:

The agenda is submitted to comply with Article 70 and Article 71 of UUPT juncto Article 10 paragraph (4) b of Juncto Article 20 of the Company's Articles of Association, proposing to the Annual General Meeting of Shareholders to approve the utilization of the Company's net profit.

As stated on the Financial Statements of the Company for the year ended December 31, 2019, the Company recorded profit attributable to the owner of the Company of Rp 179,940,094,222,- (One hundred and seventy nine billion, nine hundred and forty million, ninety four thousand, and two hundred and twenty two of Rupiahs).

In considering on the Company's development, it is proposed to the Meeting to approve the utilization of net profit for cash dividends after considering the financial performance of the Company, for reserve funds by considering the minimum funds required by applicable regulations and for retained earnings.

III. The Third Agenda:

Approval for the determination of salary, honorarium and other allowances for Board of Commissioner of the Company for financial year 2020, and grant power and authority to the Company's Board of Commissioner to determine salary adjustments, honorarium and other allowances for the Board of Director of the Company for financial year 2020.

Explanations:

The agenda is submitted to comply with the provisions under Article 96 and Article 113 of UUPT in conjunction with Article 13 paragraph (5) and Article 16 paragraph (6) of the Company's Articles of Association.

According to that, the Company proposed to the Meeting to determine the remuneration to the Board of Commissioner for the fiscal year of 2020 by considering the remuneration role of the Board of Commissioner in the Guideline of Nomination and Remuneration of the Company. Moreover, it is proposed to grant authority to the Board of Commissioners for the determination of salaries, and other allowances for members of the Board of Directors.

IV. The Fourth Agenda:

Approval for the appointment of Registered Public Accountants to audit the Company's Financial Statements ended 31 December 2020 and to determine that Public Accountant's honorarium.

Explanations:

The agenda is submitted to comply with the provisions of Article 59 of OJK Regulation Number 15/

POJK.04 / 2020 concerning the Plan and Implementation of the Public Company's General Meeting of Shareholders, juncto Article 10 Paragraph (4) Sub-Paragraph c of the Company's Articles of Association, proposes to the AGM to approve the appointment of Registered Public Accountants to audit the Company's Financial Statements ended December 31, 2020 and to determine the Public Accountant's Honorarium.

The proposal to appointment of Registered Public Accountant will be considering the Audit Committee Report regarding the Evaluation Results of the Implementations of Audit Services on the Consolidated Financial Statements for the Fiscal Year ended December 31, 2019 and the Audit Committee Recommendations regarding the Appointment of a Registered Public Accountant and, and also by considering the reputation and independence of the Public Accountant

V. The Fifth Agenda:

Approval to amend the Articles of Association of the Company.

Explanations:

The agenda is submitted in accordance with the amendment of the Article 3 of the Articles of Association of the Company by adding the new items of Standard Classification of Indonesian Business Fields (KBLI)2017 following the Company's business development.

In accordance with the dynamic growth plan of the Company, particularly for development of the new business, the Company needs to add the articles regarding objectives and proposes in the Article of Association in order to develop other business segments of the Company.

**PT Dharma Satya Nusantara Tbk
Board of Director**