



**PT Gaya Abadi Sempurna Tbk**  
**("The Company")**  
**CONVOCATION**  
**EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS**

The Board of Directors of PT Gaya Abadi Sempurna Tbk, is hereby announcing and inviting the Company's shareholders to attend the Annual General Meeting of Shareholders ("**the Meeting**"), which will be held online by KSEI's Electronic General Meeting System ("**eASY.KSEI**") provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**"):

Day/Date : Thursday, January 5, 2023  
Time : 14.00 Western Indonesia Time (WIB) – onward  
Venue : Hotel Santika Kelapa Gading  
Jl. Raya Kelapa Gading Nias, Mahaka Square Blok HF3,  
North Jakarta 14240

The Meeting will be held with the following agendas:

1. Approval of the Company's plan to conduct a Capital Increase by Providing Pre-emptive Rights ("**PMHMETD I**") with a maximum of 2.000.000.000 (two billion) new shares having nominal value per share of Rp50.00 (fifty rupiah), accompanied by the issuance of the Warrant Series I up to a maximum of 700,000,000 (seven hundred million) warrants to the shareholders of the Company based on observance of the Financial Services Authority Regulation No. 32/POJK.04/2015 concerning Increase of Public Company Capital by granting Pre-emptive Rights as amended by Financial Services Authority Regulation No. 14/POJK.04/2019 concerning the Amendment to Financial Services Authority Regulation No. 32/POJK.04/2015 concerning Increase of Public Company Capital by granting Pre-emptive Rights ("**POJK No. 32/POJK.04/2015 and its Amendments**"), including :
  - a. Approval of Amendment to Article 4 paragraph 2 of the Company's Articles of Association in connection with the increase in the issued and paid-up capital of the Company in the context of a Limited Public Offering in term of PMHMETD I; and
  - b. Granting power and authority to the Board of Directors of the Company to carry out all necessary actions related to PMHMETD I including but not limited to determining the certainty of the number of shares issued, the ratio of the Pre-Emptive Rights ("**HMETD**"), execution price of the Pre-emptive Rights, the schedule of PMHMETD I, the ratio of the Warrant Series I, the execution price of the Warrant Series I, the schedule of issuance of the Warrant Series I and to restate in a deed made before authorized authority in regards to the change of the Company's Articles of Association as a result of the increase in issued and paid-up capital of the Company in the context of PMHMETD I and the issuance of Warant Series I.
  - c. Approval for the use of proceeds from a limited public offering with HMETD

*Explanation of EGMS Agenda:*

*the Company plans to carry out PMHMETD I by issuing a maximum of 2,000,000,000 (two billion) new shares with a nominal value per share of Rp50.00 (fifty rupiah), accompanied by the issuance of the Warrant Series II up to a maximum of 700,000,000 (seven hundred million) warrants granted free of charge to shareholders who exercise Preemptive Rights.*



In relation to the Meeting, the Company hereby conveys the following matters:

1. This invitation constitutes an official invitation of the Meeting. Therefore, the Company shall not send special invitations to the Shareholders.
2. Shareholders who are entitled to attend and vote in the Meeting are those whose names are recorded in the Shareholders Register of the Company or in the securities account at KSEI on Tuesday, December 13, 2022, at 16.00 WIB.
3. With due regard to Financial Services Authority Regulation No. 15/POJK.04/2020 concerning Planning Organization of General Meeting of Shareholders of a Public Company *juncto* Financial Services Authority Regulation No. 16/POJK.04/2020 concerning Organization of General Meeting of Shareholders of a Public Company Electronically and Guidelines for the Prevention and Control of Covid-19 of the Ministry of Health of the Republic of Indonesia:
  - a. The Shareholders may only attend in the Meeting electronically or grant their power of attorney via eASY.KSEI with the following procedures:
    1. The Shareholders shall be previously registered in the Facility of Securities Ownership Reference of KSEI (“**AKSes KSEI**”). If the Shareholders are not registered, the Shareholders are kindly requested to register in the website <https://akses.ksei.co.id>.
    2. For registered Shareholders, the proxy is provided at eASY.KSEI in the website <https://easy.ksei.co.id> (“**e-Proxy**”).
    3. Shareholders who give power of attorney to the proxy must give to the party who is capable according to the law and is not a member of the Board of Directors, members of the Board of Commissioners and employees of the Company (Independent Representative).
    4. The Shareholders may declare their proxy and votes, modify the appointment of the Attorney and/or the votes for the agenda of the Meeting, or revoke the proxy from the date of the Invitation of the Meeting until 1 (one) business day prior to the date of the Meeting, at 16.00 WIB.
  - b. The registration process for Shareholders who will attend the Meeting electronically to give e-voting through eASY.KSEI should pay attention to the following matters:
    1. The Shareholders mentioned below must register their attendance electronically in eASY.KSEI :
      - a. Local individual Shareholders who have not provided their attendance declaration or proxy in eASY.KSEI until the specified time limit and intend to attend the Meeting electronically.
      - b. Local individual Shareholders who have provided their attendance declaration but have not submitted their vote in eASY.KSEI until the specified time limit and intend to attend the Meeting electronically.
      - c. Proxy from the Shareholders who have granted power of attorney to the Independent Representative or Individual Representative but have not submitted their vote in eASY.KSEI until the specified time limit.
      - d. Proxy from the Shareholders who have granted power of attorney to participant/intermediary (Custodian Bank or Securities Company) and have submitted their vote in eASY.KSEI until the specified allocated time.



2. Shareholders who have granted an attendance declaration or proxy to the Independent Representative or Individual Representative and have submitted their vote for the Meeting agenda in eASY.KSEI until the specified time limit, then such Shareholder/the Proxy is not required to register attendance electronically in eASY.KSEI.
  3. Any delay or failure in the electronic registration process for any reason will result in the Shareholders or their Proxy unable to attend the Meeting electronically, and their share ownership will not be calculated as the attendance quorum.
  4. Guidelines for registration, use and explanation concerning eASY.KSEI and AKSes KSEI are available on <https://easy.ksei.co.id> and/or <https://akses.ksei.co.id>.
- c. Exempted from previous provision, Shareholders with the scripted shares may attend the Meeting physically by referring following guidance:
1. Shareholders are recommended to attend and represented by their proxies with the following provisions:
    - a. Shareholders grant their power of attorney to Independent Representative.
    - b. The format of Power of Attorney may be downloaded in the Company's website. The fully completed Power of Attorney must be delivered to the Share Registrar (Biro Administrasi Efek/"BAE") of the Company, PT Adimitra Jasa Korpora, Kirana Boutique Office Blok F3 No. 5. Jl. Kirana Avenue III, Kelapa Gading Jakarta Utara 14240, no later than Wednesday, January 4, 2023 at 16.00 WIB.
  2. Attending Shareholders (or their proxies) are requested to bring and submit a copy of valid identification to the registration officer before entering the Meeting room.
  3. Legal Entity Shareholders are requested to bring a complete copy of their latest Articles of Association, attached with the latest Deed of the current composition of the Board of Directors and the Board of Commissioners.
  4. Shareholders (or their Proxy) shall follow and pass the security and health protocol available in the Meeting venue, as follows:
    - a. Having a Covid-19 Rapid Antigen Test (non-reactive) or PCR Swab Test (negative) Statement issued from a doctor, hospital, public health centre or clinic with specimen collection date no more than 1 (one) calendar day before the Meeting.
    - b. Wearing medical mask that cover nose and mouth up to chin during the activity in the area and Meeting venue.
    - c. Having body temperature not more than 37,5°C according to the detection and monitoring.
    - d. Following the direction of the Meeting Committee on implementing the physical distancing policy, either before, on, or after the end of the Meeting. Therefore, for physical-distancing purpose, the Meeting Committee may limit the capacity of the Meeting room.
    - e. Following the procedure and protocol for the prevention of the spread or infection of Covid-19 as may be enforced by the Company.
- d. To support the prevention and control of Covid-19, the Company shall:
1. **Not provide any souvenirs, food and beverages.**
  2. Re-announce to the Shareholders in the event of any change and/or additional information related to the procedure of the arrangement of the Meeting, with reference to the latest condition and update of the integrated handling and control for preventing the spread or infection of Covid-19.



- e. Materials for the Meeting are available during business hours from the date of the Invitation until the time of the Meeting. The Meeting materials may be downloaded on the Company's website (<https://www.gaya-slis.com>).
- f. To ensure the arrangement and orderliness of the Meeting, the Shareholders (or their proxies) are required to arrive 30 (thirty) minutes prior to the time of the Meeting.

Jakarta, December 14, 2022  
**PT Gaya Abadi Sempurna Tbk**  
**Board of Director**