



PT PELAYARAN NASIONAL

## BINA BUANA RAYA Tbk

### **INVITATION OF THE GENERAL MEETING OF SHAREHOLDERS PT PELAYARAN NASIONAL BINA BUANA RAYA Tbk**

The Board of Directors of PT Pelayaran Nasional Bina Buana Raya Tbk. (the "**Company**") hereby invites all shareholders of the Company to attend the General Meeting of Shareholders of the Company for Fiscal Year 2020 (the "**Meeting**"), that will be held on:

Day, Date : Thursday, August 26<sup>th</sup>, 2021  
Time : 02.00 PM - finish  
Place : electronically using eASY.KSEI (provided by PT Kustodian Sentral Efek Indonesia)

#### **With the following Agenda:**

##### **The Annual General Meeting Of Shareholders (AGMS)**

1. Approval of 2020 Annual Report of the Company regarding the Activity Reports of the Company, Supervisory Duties Report of the Board of Commissioners and the Approval of the Financial Report of the Company for the fiscal year ended on December 31<sup>st</sup>, 2020;
2. Appointment of Public Accountant to audit the Financial Report of the Company for the Financial Year 2021;
3. Determination of the remuneration of the Board of Commissioners and the Board of Directors for the Financial Year 2021.

##### **The Extraordinary General Meeting of Shareholders (EGMS)**

1. Amendment to Article 4 of the Articles of Association related to:
  - a. Increase in Authorized Capital which was originally Rp. 700 billion to Rp. 2 Trillion
  - b. Merger of Share Nominal Value (reverse stock 3:2) for Shares that have been issued by the Company, with the nominal value of each share initially Rp. 100, - to Rp. 150,- classified as Series A Shares;
  - c. Determination of the classification of shares in the Company's portfolio into Series B Shares with a nominal value of each share of Rp. 50,- .
2. Approval of the Company's plan to implement the Company's Capital Increase by Providing Pre-emptive Rights ("PMHMETD") to the Company's shareholders as referred to in Regulation No. 32/POJK.04/2015 and Regulation No. 14/POJK.04/2019 for a maximum of 4,901,929,637 series B shares with a nominal value of Rp. 50,- per share
3. Approval of the Company's plan to make changes to Article 4 of the Articles of Association for the reduction of paid-in capital in the amount of the Treasury Stock value which will be implemented after the Reverse Stock & PMHMETD process
4. Adjustment of the Company's Articles of Association in relation to OJK Regulation Number 15/POJK.04/2020 concerning the Planning and Organizing of the General Meeting of Shareholders of a Public Company and OJK Regulation Number 16/POJK.04/2020 concerning the Electronic Implementation of the General Meeting of Shareholders of a Public Company.



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### 5. Approval to change the composition of member of the Board of Commissioners.

#### Explanation of the Agenda:

- a) Agenda 1 to 3 AGMS is a meeting agenda items are routinely held in AGMS of the Company in accordance with the provisions of the Company's Articles of Association and the laws and regulations applicable to the Company.
- b) Agenda 1 EGMS is an amendment to Article 4 of the Articles of Association related to the Company's corporate action plan in 2021 which aims to maintain business continuity and improve the Company's financial performance after the restructuring of bank debt, namely by merging the nominal value of shares (Reverse Stock) and implement the Company's Capital Increase by Providing Pre-emptive Rights (PMHMETD).
- c) Agenda 2 EGMS related to the approval of the Company's plan to increase the Company's Capital by Granting Pre-emptive Rights (PMHMETD).
- d) Agenda 3 EGMS related to the plan for the transfer of Treasury Stock shares owned by the Company by way of capital reduction in accordance with Article 17 of the Financial Services Authority Regulation POJK Number 30/POJK.04/2017 concerning Shares Buyback issued by a Public Company.
- e) Agenda 4 EGMS related to the adjustment of the Company's Articles of Association to the implementation of OJK Regulation Number 15/POJK.04/2020 and Number 16/POJK.04/2020, as well as the fulfillment of the Company's obligations to Article 57 jo. Article 63 of OJK Regulation Number 15/POJK.04/2020.
- f) Agenda 5 EGMS related to the plan to change the management of the Company, due to expiration of the tenure and changes.

#### Notes:

1. This call applies as an invitation to the Meeting above, the Directors of the Company do not send special invitations to the Shareholders of the Company, because according to the provisions of Article 23 paragraph (7) of the Articles of Association of the Company and **Financial Services Authority Regulation Number 15/POJK.04/2020 regarding the Plans and Organizations of General Meetings of Shareholders of Public Company**
2. This call for the Meeting to Shareholders shall be made through at least: 1 (one) Indonesian language daily newspaper, eASY.KSEI page which can be accessed via <https://akses.ksei.co.id>; Indonesia Stock Exchange website ([www.idx.co.id](http://www.idx.co.id)); and the Company's website ([www.bbr.co.id](http://www.bbr.co.id))
3. Shareholders who are entitled to attend the Meeting are the Company's Shareholders whose names are registered in the Register of Shareholders of the Company or holders of securities account balances at the collective PT Kustodian Sentral Efek Indonesia (KSEI) on August 03, 2021, at the close of trading of shares on the Stock Exchange Indonesia
4. The Company calls on Shareholders who are entitled to attend the Meeting whose shares are included in KSEI's collective custody, to grant power of attorney appointed by the Company, through the KSEI Electronic General Meeting System (eASY.KSEI) facility in the <https://access.ksei.co.id> provided by KSEI as a mechanism for electronically authorizing (e-proxy) for process of the Meeting. E-Proxies can be made from the date of this Call for Meeting until Wednesday, August 25, 2021 at 12:00 WIB.



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The Shareholders can read the e-Proxy guidelines through the link [https://easy.ksei.co.id/eqken/Education\\_global.jsp](https://easy.ksei.co.id/eqken/Education_global.jsp)

5. If the Shareholders cannot access eASY.KSEI, the shareholders can download the power of attorney in the Company's website [www.bbr.co.id](http://www.bbr.co.id) and send via email to [DM@datindo.com](mailto:DM@datindo.com), and to send the original power of attorney that has been signed on the stamp duty to the Data Management of PT Datindo Entrycom, Jl. Hayam Wuruk No. 28 Lt2 Jakarta 10220 no later than 3 days before the Meeting, which is on 23 August 2021.
6. The Company will provide meeting agenda materials for each agenda item through the Company's website [www.bbr.co.id](http://www.bbr.co.id) on the date of this Meeting Call, the Shareholders who are entitled to attend are entitled to submit questions on the Meeting agenda via [corpsec@bbr.co.id](mailto:corpsec@bbr.co.id) and the question will be submitted at the Meeting by the Power of Attorney and recorded in the Minutes of the Meeting compiled by the Notary, and the answers to these questions will be submitted via email of the Shareholders no later than 3 (three) working days after the Meeting.
8. Notaries, assisted by the BAE, will check and calculate all votes for each agenda item in each meeting decision-making for such agenda, including those based on votes that have been submitted by shareholders through eASY.KSEI as referred to in point 4) above, as well as those submitted at the Meeting.

Jakarta, August 04<sup>th</sup>, 2021

**PT Pelayaran Nasional Bina Buana Raya Tbk**  
**Board of Directors**