

# THE MATERIAL OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) YEAR 2025

**PT PERUSAHAAN GAS NEGARA Tbk**

*Jakarta, December 5th 2025*

[www.pgn.co.id](http://www.pgn.co.id)



## The Amendment of Company's Shareholder Rights.

### Legal Basis

1. Law Number 19 of 2003 on State-Owned Enterprises, as last amended by Law Number 16 of 2025 concerning the Fourth Amendment to Law Number 19 of 2003 on State-Owned Enterprises ("**SOE Law**"); and
2. Article 45 of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of the General Meeting of Shareholders of Public Companies ("**POJK 15/2020**").

### Explanation

- The First Agenda Item is conducted in relation to the additional special rights of Series A Dwiwarna Shares, which consequently affects the classification of other shares (Series B Shares).
- Referring to the draft of the Amendment to the Articles of Association for the Non-Karya Listed State-Owned Company submitted by the State-Owned Enterprises Regulatory Agency (BP BUMN), there are additional Special Rights attached to the Series A Dwiwarna Shares inter alia with respect to:
  - a. Approval of the remuneration of Board of Directors's member and Board of Commissioners's member;
  - b. Approval of the utilization of the Company's profits.

# The Amendment of Company's Articles of Association

## Legal Basis

1. Article 88 paragraph (1) of Law Number 40 of 2007 on Limited Liability Companies as lastly amended by Law Number 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation into Law;
2. Article 42 of POJK 15/2020; and
3. Article 25 paragraph (5) of Company's Articles of Association.

## Explanation

- The Second Agenda Item is conducted to align the provisions of the Company's Articles of Association with the provisions of Law Number 16 of 2025 on the Fourth Amendment to Law Number 19 of 2003 concerning State-Owned Enterprises (SOE Law) as well as in accordance with the direction of the BP BUMN through Letter Number: S-23/BPU/10/2025 dated October 28th, 2025 concerning Amendments to the Articles of Association.
- The points of amendment to the Company's Articles of Association are as follows: Composition of Shareholders; Special Rights of Series A Dwiwarna Shares; Term of Office of the Board of Directors and the Board of Commissioners; Prohibition on Concurrent Positions for the Board of Directors and the Board of Commissioners; Grounds for Dismissal of Members of the Board of Directors and the Board of Commissioners; Conditions for the Termination of Office of Members of the Board of Directors and the Board of Commissioners; Preparation of the Long-Term Corporate Plan (RJPP), the Corporate Work Plan and Budget (RKAP), and the Annual Report; Authorities of the Company's Organs; and Disposal of Company's Assets.

## **Delegation of Authority for Approval of the Company's Work Plan and Budget (RKAP) for 2026 and the Company's Long -Term Corporate Plan (RJPP) for the Period 2026-2030, including its amendments.**

### **Legal Basis**

- a. Article 15G of SOE Law;
- b. Article 25 paragraph (1) of Company's Articles of Association.

### **Explanation**

- The Third Agenda Item is conducted as a follow-up to the implementation of the provisions of Article 15G of the SOE Law, which essentially stipulate that the company's long-term work plan and company's annual work plan must be approved by the General Meeting of Shareholders.
- In this regard, and by taking into account the Company's agility and effectiveness in decision-making, while still observing risk mitigation and the principles of Good Corporate Governance, the Company deems it necessary to delegate the authority to approve the Company's Work Plan and Budget (RKAP) for 2026 and Company's Long-Term Corporate Plan (RJPP) for the period 2026-2030 including its amendments from the General Meeting of Shareholders to the Company's Board of Commissioners.

# Thank You

