



# Meeting Agenda Materials

## Annual General Meeting of Shareholders

June 25<sup>th</sup>, 2024

PT Pyridam Farma Tbk

[pyfa.co.id](http://pyfa.co.id)

*Disclaimer:*

*In the event of amendment or addition to Agenda to the Annual General Meeting of Shareholders, the company will inform the matter to Shareholders through the Company's website.*

## Agenda 1 (1/2)

Approval of the Annual Report, Sustainability Report and Ratification of the Company's Financial Statements for the financial year which ended on December 31<sup>st</sup>, 2023 as well as granting of full release and discharge of responsibilities (*volledig acquit et de charge*) to the members of the Board of Directors and members of the Board of Commissioners for the management and supervisory actions carried out for the financial year which ended on December 31<sup>st</sup>, 2023

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### Legal Basis :

- Article 13 paragraph (5) letter a and Article 13 paragraph (6) Company's Article of Association
- Article 66, Article 67, Article 68, and Article 69 Law No. 40 of 2007 on Limited Liability Company (“**Company Law**”)

## Agenda (2/2)

### Elucidation

- In the 2024 Annual General Meeting of Shareholders (the “Meeting”) will be presented and asked for approval/ratification from the Shareholders for the Company’s Annual and Sustainability Report for the financial year which ended on December 31<sup>st</sup>, 2023, among others the supervisory duties of the Board of Commissioners for the financial year which ended on December 31<sup>st</sup>, 2023 and the Company’s Financial Statements for financial year which ended on December 31<sup>st</sup>, 2023 which have been audited by Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan, a member firm of BDO International with a fair opinion, in all material aspects, the consolidated financial position of PT Pyridam Farma Tbk and its subsidiaries as of December 31<sup>st</sup>, 2023, and its consolidated financial performance and its consolidated cash flows for the that year, in accordance with Indonesian Financial Accounting Standards, as stated in its report Number 00015/3.0423/AU.1/04/1245-2/1/II/2024, dated March 28<sup>th</sup>,2024.
- The Annual Report, Sustainable Report and Financial Statement of PT Pyridam Farma Tbk. can be downloaded in the website ([www.pyfa.co.id](http://www.pyfa.co.id)).

## Agenda 2

Determination of the allocation of the Company's net profit for the financial year which ended on December 31<sup>st</sup>, 2023

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### Legal Basis:

- Article 13 paragraph (5) letter b Company's Article of Association
- Article 70 and Article 71 Company Law

#### Elucidation

- The Company's Net Loss for the financial year which ended on December 31<sup>st</sup>, 2023 with the total loss amount of IDR 85,226,477,250,-.
- More information regarding the Company's Net Loss for the book of 2023, may refer to the 2023 Financial Statements as made available on the Company's website.

## Agenda 3

Determination of Remuneration of Members of the Board of Directors and Board of Commissioners of the Company for the Financial Year 2024

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### Legal Basis :

- Article 13 paragraph (5) letter e Company's Article of Association
- Article 96 paragraph (1) and (2) and Article 113 Company Law

#### Elucidation

In regards to the performance of the Board of Directors and the Board of Commissioners, and in order to maintain competitiveness and conformity with market competition conditions, it is necessary to make adjustments to the remuneration of members of the Board of Directors and Board of Commissioners of the Company.

## Agenda 4

Appointment of Public Accountant Firm to perform audit on the Company's Consolidated Financial Statements for the financial year which ends on December 31<sup>st</sup>, 2024

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### Legal Basis:

- Article 13 paragraph (5) letter c Company's Article of Association
- Article 59 paragraph (1) and (2) Financial Service Authority (“**FSA**”) Regulation No. 15/POJK.04/2020 on Plan and Procedures for General Meeting of Shareholders of Public Companies (“**FSA GMS**”)

#### Elucidation

Taking into account the condition of the Company, the Company still needs time to monitor and evaluate performance and to consider prospective public accountants to be appointed based on input from the Company's Board of Commissioners and the Company's Audit Committee and to consider other purposes deemed necessary in making decisions.

## Agenda 5 (1/2)

Reports on the implementation of the use of proceed from the Continuing Public Offering of Pyridam Farma Sustainable Bonds I Phase I Year 2022 and Pyridam Farma Sustainable Bonds I Phase II Year 2023.

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### Legal Basis :

- Article 13 paragraph (5) letter f Company's Article of Association
- Article 6 paragraph (1) and (2) FSA Regulation No. 30/POJK.04/2015 on Realization Report on the Utilization of Proceed from Public Offering

## Agenda 5 (2/2)

### Elucidation

- As of December 31<sup>st</sup>, 2023, the Company has implemented the use of proceed from the Continuing Public Offering of Pyridam Farma Sustainable Bonds I Phase I Year 2022 at the amount of IDR 394,244,332,005 as referred to in the Report on the Realization of the Use of Proceed from the Public Offering of Pyridam Farma Continuous Sustainable Bonds I Phase I Year 2022 Number 008/PYFA-CS/I/2024 dated January 15<sup>th</sup>, 2024.
- As of December 31<sup>st</sup>, 2023, the Company has implemented the use of proceed from the Continuing Public Offering of Pyridam Farma Sustainable Bonds I Phase II Year 2023 at the amount of IDR 313,482,800,686 as referred to in the Report on the Realization of the Use of Proceed from the Public Offering of Pyridam Farma Continuous Sustainable Bonds I Phase II Year 2023 Number 009/PYFA-CS/I/2024 dated January 15<sup>th</sup>, 2024.



## Agenda 6 (1/2)

Approval of amendments to the Company's Articles of Association, namely (i) adjustment to the formulation related to the Company's Supporting Business Activities as stated in the provisions of Article 3 of the Company's Articles of Association regarding the Purpose and Objectives and Business Activities of the Company to the 2020 Indonesian Standard Industrial Classification (KBLI), and (ii) adjustment to the formulation related to the provisions of Article 38 of the Company's Articles of Association regarding Work Plan, Financial Year, Annual Report, Use of Net Income and Distribution of Interim Dividends with the Financial Services Authority Regulation No. 14/POJK.04/2022 regarding Submission of Periodic Financial Statements of Issuers or Public Companies.

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### Legal Basis :

- Article 21 and Article 88 paragraph (1) Company Law
- Article 42 letter a and letter b FSA GMS
- Article 13 paragraph (5) letter f and Article 26 paragraph (4) letter a of the Company's Articles of Association

## Agenda 6 (2/2)

### Elucidation

- Regarding point (i), the formulation of the Company's supporting business activities in Article 3 of the Company's Articles of Association has not fulfilled the classification/categorization in the Indonesian Standard Classification of Business scope 2020 ("KBLI 2020"). therefore, the Company intends to adjust the formulation of supporting business activities contained in Article 3 of the Company's Articles of Association without making changes to the Company's main business activities.
- Regarding point (ii), FSA Regulation Number 14/POJK.04/2022 regarding the Submission of Periodic Financial Statements of Issuers or Public Companies ("FSA Periodic Financial Statements") states that for issuers or public companies whose shares have been listed on the Stock Exchange, periodic financial statements (including annual and semi-annual financial statements) are no longer required to be published in a daily newspaper in Indonesian language with national circulation, and only need to be submitted through the website of the issuer or public company. Therefore, to comply with the provisions of FSA Periodic Financial Statements, the Company intends to make adjustments to Article 38 of the Company's Articles of Association which previously stipulated that the Balance Sheet and Income Statement must be published in an Indonesian language and national circulation newspaper.

**Note:**

*The material for this Meeting Agenda is to meet the provisions of Article 18 paragraph (1) and (2) FSA GMS, which In essence, explains that a Public Company is required to provide meeting agenda materials for shareholders that can be accessed and downloaded through the Public Company website and/or e-GMS which must be available from the date of the GMS invitation until the GMS is held with the exceptions as stipulated in Article 18 paragraph. (3), in the provisions of other opposition regulations that requires the availability of meeting agenda materials is earlier than the provisions referred to in paragraph (2), the provision of meeting agenda materials in accordance with the provisions of the other relevant regulations.*

# Thank you