

# TOTO

## ANNOUNCEMENT

### SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND SCHEDULE AND TERM OF CASH DIVIDEND PAYMENT FOR 2020 FINANCIAL YEAR PT SURYA TOTO INDONESIA Tbk Domiciled in West Jakarta ("the Company")

The Board of Directors of the Company hereby announce that on Tuesday, 25 May 2021, at the Multifunction Hall, 7th Floor TOTO Building, Jalan Letjen S. Parman Kav. 81, Slipi Palmerah, West Jakarta, has held an Annual General Meeting of Shareholders & an Extraordinary General Meeting of Shareholders ("Meeting").

The Meeting was opened at: 14.25 Western Indonesian Time

#### **Attendance of the members of the Board of Directors and the Board of Commissioners of the Company:**

The members of the Board of Directors present at the Meeting are as follows:

President Director	: Mr. HANAFI ATMADIREDA
Director	: Mr. SETIA BUDI PURWADI
Director	: Mr. ANTON BUDIMAN
Director	: Mr. JULIAWAN SARI *
Director	: Mr. JUN HANAOKA *
Director	: Mr. FERRY PRAJOGO *
Director	: Mr CIN CHIN *
Director	: Mr. FAUZIE MUNIR *

The members of the Board of Commissioners present at the Meeting are as follows:

President Commissioner	: Mr. MARDJOEKI ATMADIREDA *
Commissioner	: Mr. UMARSONO ANDY *
Commissioner (Independent)	: Mr SEGARA UTAMA
Commissioner (Independent)	: Mr. ACHMAD KURNIADI *

\* participate in meetings via video conference which allows them to see and hear the proceedings.

#### **Meeting Leader:**

-The Company's Annual General Meeting of Shareholders is chaired by Mr. SEGARA UTAMA, as the Commissioner (Independent) of the Company.

#### **Attendance of Shareholders:**

-The Company's Annual General Meeting of Shareholders was attended by shareholders and shareholder proxies representing 9,745,960,070 shares or 94.44% of 10,320,000,000 (ten billion three hundred and twenty million) shares which constitute all shares issued by Company.

#### **Opportunity to raise Question and/or to render Opinion:**

- The shareholders and their proxies were given the opportunity to raise question and/or render opinion for each agenda of the Meeting.

-The First agenda: 1 (one) questioner;

-The Second agenda to fourth agenda: there was no shareholder and/or their proxies that raised question and/or rendered opinion.

### **Resolution Adoption Mechanism:**

-Resolutions for the entire agendas were adopted based on amicable deliberation to reach mutual consensus, in the event amicable deliberation to reach mutual consensus failed to be achieved, then the resolutions were adopted by voting.

### **Voting Result:**

-The First Agenda:

- Number of votes abstained (blank)	:	100 votes
- Number of votes disagree	:	0 votes
- Number of votes agree	:	9,745,959,970 votes
- The total votes agree	:	9,745,960,070 votes, or 100%, its more than 1/2 part of the total number of votes cast legally at the Meeting.

-The Second Agenda:

- Number of votes abstained (blank)	:	100 votes
- Number of votes disagree	:	0 votes
- Number of votes agree	:	9,745,959,970 votes
- The total votes agree	:	9,745,960,070 votes, or 100%, its more than 1/2 part of the total number of votes cast legally at the Meeting.

-The Third Agenda:

- Number of votes abstained (blank)	:	100 votes
- Number of votes disagree	:	0 votes
- Number of votes agree	:	9,745,959,970 votes
- The total votes agree	:	9,745,960,070 votes, or 100%, its more than 1/2 part of the total number of votes cast legally at the Meeting.

-The Fourth Agenda:

- Number of votes abstained (blank)	:	100 votes
- Number of votes disagree	:	0 votes
- Number of votes agree	:	9,745,959,970 votes
- The total votes agree	:	9,745,960,070 votes, or 100%, its more than 1/2 part of the total number of votes cast legally at the Meeting.

### **The Meeting Resolutions:**

1. Approve and ratify the Company's Annual Report for the financial year ended on 31<sup>st</sup> day of December 2020, including the Company's Activities Report, the Board of Commissioners' Supervisory Report, and the Company's Financial Statement for the financial year ended on 31<sup>st</sup> day of December 2020 and grant release and discharge (acquiesce et de charge) to the Board of Directors and the Board of Commissioners for the management and supervisory carried out in the financial year ended on 31<sup>st</sup> day of December 2020 provided that such actions are reflected in such Annual Report
2. a. Approved the distribution of dividends taken from retained earnings from previous financial years as follows:
  - i. A sum of Rp. 51,600,000,000.- (fifty one billion and six hundred million rupiah) is to be paid as cash dividends to the shareholders, so that each share will be entitled to acquire a cash dividend payment amounting to Rp. 5,0 (five rupiah), with due observance to the prevailing Financial Services Authority and Tax regulations;
  - ii. The remaining retained profit, amounting to Rp. 1,660,588,001,142.- (one trillion six hundred sixty billion five hundred eighty eight million one thousand one hundred and forty two rupiah) continue to be recorded as retained earnings, to increase the working capital of the Company.
- b. Grant power and authority to the Company's Board of Directors to do any and all actions necessary in relation with the abovementioned resolution, in accordance with the prevailing rules and regulations.

3. a. Appointed a Registered Public Accounting Firm (including Registered Public Accountant which joined into Registered Public Accounting Firm) who will audit the Financial Statement (the Consolidated Financial Statement) of the Company for the 2021 Financial Year, which is Public Accounting Firm of Purwantono, Sungkoro & Surja – Ernst & Young Global, by taking into consideration the Board of Commissioners' recommendation;
- b. Granted power and authority to the Board of Commissioners to appoint substitute Public Accountant and/or terminate the appointed Public Accountant, in case due to any reason pursuant to the Capital Market Regulation in Indonesia, the appointed Public Accountant is unable to carry out its assignment;
- c. Granted power and authority to the Board of Directors with the Board of Commissioners' approval to determine the Public Accountant's fee and terms of appointment.
4. a. Granted authority to the Board of Commissioners to determine the salary and other remunerations for members of the Board of Directors for the 2021 Financial Year, by taking into consideration the Nomination and Remuneration Committee of Company's recommendation;
- b. Determine the honoraria and/or other remuneration for the Company's Board of Commissioners for 2021 financial year, at maximum amount of Rp6,900,000,000.00 (six billion nine hundred million Rupiah) per year, and granted the power to the Board of Commissioners' Meeting to determine its distribution, by taking into consideration the Nomination And Remuneration Committee of Company's recommendation.

The Meeting was closed at: 14.54 Western Indonesian Time

#### **Schedule and Term of Cash Dividend Payment for 2020 Financial Year**

In accordance with the Meeting resolution, hereby is announced that the Company has resolved to pay cash dividend for 2020 Financial Year in the aggregate amount of Rp. 51,600,000,000.- (fifty one billion and six hundred million rupiah) deducted with interim dividend in the amount of Rp30.960.000.000,00 or each share will get remaining dividend payment of Rp5,-.

#### **Distribution Schedule of the Dividend**

- |   |   |              |
|---|---|--------------|
| 1. Cum cash dividend at Regular and Negotiation Market  | : | 04 June 2021 |
| 2. Ex cash dividend at Regular and Negotiation Market   | : | 07 June 2021 |
| 3. Cum cash dividend at Cash Market                     | : | 08 June 2021 |
| 4. Ex cash dividend at Cash Market                      | : | 09 June 2021 |
| 5. Recording date for entitlement to the dividend (DPS) | : | 08 June 2021 |
| 6. Cash dividend payment                                | : | 16 June 2021 |

#### **Term of the Dividend Payment**

1. The Company will not issue special notice to shareholders in regards to the remaining dividend payment.
2. The remaining dividend shall be paid to the shareholders whose names are listed in Shareholders' Register on 08 June 2021.
3. For shares placed in the collective custody, the remaining dividend shall be paid by the Company to PT Kustodian Sentral Efek Indonesia (KSEI) for the interest of Security Company or the Custodian Bank holder of security account at KSEI, which each of them in turn shall relay the remaining dividend to the relevant shareholders.
4. For shares that are not placed in collective custody, the remaining dividend shall be paid directly to the relevant shareholders. For shareholders who have notified their bank accounts to the Company, the remaining dividend payment shall be paid via bank.