



NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT TRANS POWER MARINE TBK

The Board of Directors of PT Trans Power Marine Tbk (“**Company**”) hereby invites the Company’s shareholders to attend the Annual and Extraordinary General Meeting of Shareholders (“**Meeting**”) which will be held on:

Day/Date : Friday, 26 April 2024

Time : 09.00 WIB - finish

Venue : Ballroom 1, Four Season Hotel, Capital Place, Jl. Gatot Subroto Kav. 18, Jakarta 12710

AGENDA OF MEETING AND ITS EXPLANATION

A. ANNUAL GENERAL MEETING OF SHAREHOLDERS

1.
 - i. Approval of the Company's Annual Report for the financial year ending December 31st, 2023;
 - ii. Ratification of the Company's (audited) Financial Statements for the financial year ending 31 December 2023; and
 - iii. Ratification of the Company's Board of Directors Management Report and Board of Commissioners Supervisory Report for the financial year ending 31 December 2023.

Explanation:

The Company will propose to the General Meeting of Shareholders (GMS) in accordance with the provisions of Article 10 paragraph (3) Jo. Article 28 paragraph (3) of the Company's Articles of Association Ji. Article 69 of Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies ("UUPT"), regulates that approval of annual reports, including approval of annual financial reports, Board of Directors' Management Reports and Board of Commissioners' Supervisory Reports is determined by the GMS.

2. Approval for the use of Company’s profit for financial year ending December 31st, 2023.

Explanation:

The Company will propose to the GMS to obtain approval for the Company's net profit in one financial year as stated in the Financial Report which has been approved by the GMS, and divided according to the method of use determined by the GMS in accordance with the provisions of Article 10 paragraph (3) Jo. Article 28 paragraph (3) Jis. Article 29 paragraph (1) of the Company's Articles of Association Jis. Article 71 paragraph (1) UUPT.

3. Appointment and determination of public accountant to audit the Company’s Financial Statement for fiscal year 2024.

Explanation:

The Company will propose to the GMS for the appointment of Public Accountant to audit the Company's financial statements for the 2024 financial year in accordance with the provisions of Article 3 paragraph (1) Financial Services Authority Regulation Number 9 of 2023 concerning the Use of Public Accounting Services and Public Accounting Firms in Financial Services Activities.

4. Determination of salary and benefits and/or other allowance for members of the Company's Board of Directors and Board of Commissioners for fiscal year 2023.

Explanation:

In accordance with the provisions of Article 22 paragraph (2) Jo. Article 25 paragraph (4) of the Company's Articles of Association Jis. Article 94 Jis. Article 111 UUPT, states that the appointment/dismissal of members of the Board of Directors and members of the Board of Commissioners is determined by the GMS.

5. Changes of members of Company's Board of Directors and Board of Commissioners .

Explanation:

In accordance with the provisions of Article 96 paragraph (1) Jo. Article 113 UUPT, states that the honorarium (salary/allowances/or other income) for members of the Board of Directors and the Board of Commissioners is determined by the GMS.

B. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval for granting new security(ies) to the Company's creditor(s) and/or acting as guarantor, wherein these guarantees when combined with all previously guarantees provided by the Company, which will constitute more than 50% (fifty percent) of the total net assets Company.

Explanation :

The Company will propose to the GMS to obtain approval for plans for future business funding and business development needs of the Company from banks and/or other financial institutions and therefore in accordance with the provisions of Article 23 paragraph (8) letter (d) of the Company's Articles of Association Jo. Article 102 paragraph (1) UUPT which regulates that the Board of Directors' actions to put up the majority of the Company's assets as security for business funding must obtain approval from the GMS.

2. Approval of Company's Capital Increase with Pre-Emptive Rights ("**Rights Issue**") as intended in Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Right Issues, as amended by Financial Services Authority Regulations Number 14/POJK.04/2019 concerning Amendments to Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Right Issues ("POJK 32/2015") ("**Limited Public Offering I** or **PUT I**") and at the same time amending Article 4 of the Company's Articles of Association relating to the implementation of this PUT I and granting authority to the Company's Directors to take actions deemed necessary to implement the meeting agenda.

Explanation :

The Company will propose to the GMS to obtain approval/determination on the implementation of Rights Issue in accordance with the provisions of Article 4 paragraph (6) of the Company's Articles of Association Jo. Article 8 paragraph (1) POJK 32/2015.

3. Granting power of attorney and authority to the Company's Board of Commissioners to declare in a separate notarial deed concerning the realization of the issuance of new shares in relation with the Rights Issue and amending Article 4 of the Company's Articles of Association.

Explanation :

The Company will propose to the GMS to grant power of attorney to the Company's Board of Commissioners to declare in a separate notarial deed concerning the realization of the issuance of new shares in relation with the Rights Issue and to make amendment of Article 4 of the Company's Articles of Association in accordance with the provisions of Article 4 paragraph (5) of the Company's Articles of Association Jo. Article 41 paragraph (2) UUPT.

4. Approval to perform an acquisition of shares in connection with the Company's plan to expand its business non-organically

Explanation :

In connection with the Company's plan to use the proceed funds from PUT I to carry out non-organic business expansion, the Company proposes approval to the GMS in accordance with the provisions of Article 125 paragraph (4) UUPT which regulates that "In the case of a takeover carried out by a legal entity in the form of a company, the Board of Directors before taking legal action of an acquisition must be based on a GMS decision that meets the attendance quorum and provisions regarding requirements for GMS decision making as intended in Article 89".

MEETING NOTES

1. The Company will not send any separate invitation to the shareholders of the Company and this Notice serves as official invitation to the shareholders of the Company.
2. In line with the requirements under POJK 15/2020, the Company has provided an alternative for shareholders to grant the Electronic Power of Attorney through the eASY.KSEI system managed by PT Kustodian Sentral Efek Indonesia ("KSEI") in the link <https://akses.ksei.co.id/> ("E-Proxy"). Shareholders who wish to provide E-Proxy must complete the process at the latest **1 (one) business day before the Meeting, which is on Thursday, 25 April 2024.**
3. For shareholders who are unable to provide E-proxy through the eASY.KSEI system, they can provide physical power of attorney through employees of the Company's Securities Administration Bureau (BAE), namely PT Sinartama Gunita. The Power of Attorney form can be obtained every working day during PT Sinartama Gunita's working hours at Menara Tekno 7th Floor, Jl. Fachrudin No. 19, Central Jakarta 10250.
4. The Power of Attorney that has been filled out and signed properly must be delivered to PT Sinartama Gunita no later than **3 (three) working days before the Meeting, the latest on Tuesday, April 23 2024 at 16.00 WIB.**

5. Shareholders who have given power of attorney through E-proxy or physical power of attorney, may continue to join the Meeting virtually. Shareholders can send an email to: corsec@pt-tpm.com to inquiry a link to accessed by shareholders to participate in the Meeting virtually, by attaching a copy of the E-proxy or physical power of attorney that has been filled out and signed, **at the earliest 5 (five) calendar days before the date of the Meeting.**
6. The Board of Directors, Board of Commissioners and employees of the Company may act as proxies of the Shareholders at the Meeting, but the votes will not be counted in the voting.
7. Shareholders who: (i) have the right to attend the Meeting, or (ii) are represented through an E-proxy, or (iii) are represented by a physical power of attorney; are the shareholders of the Company are those whose names are registered in the Company's Share Register and/or shareholders of the Company whose names are registered as a shareholder in the securities sub accounts at KSEI by the closing of trade at the Indonesia Stock Exchange on **Wednesday, 3 April 2024 at 16:00 WIB.**
8. In order to facilitate the arrangement and order of the Meeting, shareholders or their proxies who wish to be physically present requested to be at the Meeting venue at least 30 (thirty) minutes before the Meeting begins and bring identification (identification card or passport) to show and submit a photocopy to the Registrar before entering the Meeting room. Shareholders in the form of corporate legal entities are required to submit a photocopy of the articles of association along with the latest amendments.
9. Materials related to the Meeting Agenda are available and can be downloaded directly by the Company's shareholders through the Company's website (www.transpowermarine.com) from the date of the invitation to this Meeting until the date of the Meeting.
10. Any inquiries or other information related to the Meeting, may be submitted to the Company Corporate Secretary at the email address: corsec@pt-tpm.com.

Jakarta, 4 April 2024
PT TRANS POWER MARINE TBK
Board Of Directors