



**PENJELASAN MATA ACARA RAPAT UMUM
PEMEGANG SAHAM LUAR BIASA TAHUN 2022**

***EXPLANATION OF EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS AGENDA'S 2022***

PT Aneka Tambang Tbk

Jakarta, 23 Agustus | August, 2022

Mata Acara 1

First Agenda



Mata Acara 1 / First Agenda

Persetujuan atas pemisahan sebagian segmen usaha pertambangan Perseroan yang berlokasi di Halmahera Timur, Maluku Utara, kepada PT Nusa Karya Arindo dan PT Sumberdaya Arindo, anak perusahaan terkendali Perseroan yang keduanya dimiliki secara langsung maupun tidak langsung paling kurang sebanyak 99% sebagaimana dimaksud dalam Pasal 135 ayat (1) huruf b Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana diubah dengan Undang-Undang No. 11 Tahun 2020 tentang Cipta Kerja.

Approval on the spin-off of partial segment of mining business of the Company located in East Halmahera, North Maluku, to PT Nusa Karya Arindo and PT Sumberdaya Arindo, the Company's controlled subsidiaries, both of which are at least 99% owned, directly or indirectly, as referred to in Article 135 paragraph (1) letter b of Law No. 40 of 2007 on the Limited Liability Company as amended by Law No. 11 of 2020 on the Job Creation.

Dasar Hukum / Legal Basis

1. Pasal 135 ayat (1) huruf b dan Pasal 135 ayat (3) Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana diubah dengan Undang-Undang No. 11 Tahun 2020 tentang Cipta Kerja ("UUPT").
Article 135 paragraph (1) letter b and Article 135 paragraph (3) of Law No. 40 of 2007 on the Limited Liability Company as amended by Law No. 11 of 2020 on the Job Creation ("Company Law").
2. Pasal 25 ayat (6) Anggaran Dasar Perseroan.
Article 25 paragraph (6) of the Company's Articles of Association.
3. Peraturan Menteri Keuangan No. 52/PMK.010/2017 tentang Penggunaan Nilai Buku atas Pengalihan dan Perolehan Harta Dalam Rangka Penggabungan, Peleburan, Pemekaran, atau Pengambilalihan Usaha sebagaimana terakhir diubah dengan Peraturan Menteri Keuangan No. 56/PMK.010/2021 ("PMK 56").
Regulation of the Minister of Finance (Peraturan Menteri Keuangan or "PMK") No. 52/PMK.010/2017 concerning Use of Book Value for Transfer and Acquisition of Assets in the Context of Merger, Consolidation, Expansion, or Business Acquisition, as lastly amended by Regulation of the Minister of Finance No. 56/PMK.010/2021 ("PMK 56").

Penjelasan / Explanation

Mata Acara Rapat ke-1 diselenggarakan untuk memenuhi (i) Pasal 25 ayat (6) Anggaran Dasar Perseroan, (ii) Pasal 135 ayat (3) UUPT dan (iii) PMK 56.

Agenda 1, which are made in accordance with the provisions in (i) Article 25 paragraph (6) of the Company's Articles of Association, (ii) Article 135 paragraph (3) of Company Law and (iii) PMK 56.

A person wearing a white hooded garment, possibly a nun or a religious figure, stands in a dark, textured environment. They are holding a long, thin staff or pole. The background is dark and appears to be made of woven or fibrous material. The lighting is dramatic, highlighting the person's face and the texture of their clothing. The overall mood is mysterious and somber.

Mata Acara 2

Second Agenda

Mata Acara 2 / *Second Agenda*

Persetujuan atas pengalihan kekayaan Perseroan berupa saham di anak-anak perusahaan Perseroan yang secara keseluruhan nilainya dapat melebihi 50% dari kekayaan Perseroan dalam lebih dari satu transaksi yang berkaitan maupun tidak.

Approval on the transfer of the Company's assets in the form of shares in the Company's subsidiaries whose total value may exceed 50% of the Company's assets in more than one transaction, directly or indirectly.

Dasar Hukum / *Legal Basis*

1. Pasal 102 ayat (1) UUPA

Article 102 paragraph (1) of Company Law

2. Pasal 12 ayat (2) dan Pasal 25 ayat (2) Anggaran Dasar Perseroan

Article 12 paragraph (2) and Article 25 paragraph (2) of the Company's Articles of Association

Penjelasan / Explanation

Mata acara Rapat ke-2 diselenggarakan untuk memenuhi ketentuan Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku. Perseroan bermaksud untuk meminta Persetujuan RUPSLB untuk rencana Perseroan melakukan divestasi dan/atau kerja sama strategis, yang melibatkan pengalihan atas kekayaan Perseroan berupa saham di anak-anak perusahaan Perseroan yang bergerak di bidang pertambangan nikel, dimana pengalihan/divestasi dilakukan atas sebanyak-banyaknya 49% saham milik Perseroan di masing-masing anak perusahaan Perseroan. Nilai pengalihan tersebut masing-masing tidak melebihi 50% kekayaan bersih Perseroan, namun keseluruhan nilainya dapat melebihi 50% kekayaan bersih Perseroan sesuai laporan keuangan auditan per 31 Desember 2021. Perseroan tetap akan memenuhi ketentuan peraturan perundang-undangan yang berlaku dalam setiap pelaksanaan transaksi tersebut

Agenda 2, which are made in accordance with the provisions in the Company's Articles of Association and applicable laws and regulations. The Company intends to request the approval of the EGMS on the Company's plan to divest and/or strategic cooperation, which involve the transfer of the Company's assets in the form of shares in the Company's subsidiaries engaged in nickel mining, where the transfer/divestment is carried out for up to 49% of the Company's shares in each of the Company's subsidiaries. The value of each transfer of shares does not exceed 50% of the Company's net assets, but the aggregate value may exceed 50% of the Company's net assets according to the audited financial statement as of December 31, 2021. The Company will continue to comply with the applicable laws and regulations in each transaction.

A close-up photograph of a hand in a dark sleeve pointing at a tray filled with gold bars. The bars are arranged in rows and have embossed markings, including a logo and the text 'FINE GOLD 999.9 1kg'. The lighting is warm, highlighting the metallic sheen of the gold. A teal wavy graphic element is visible in the bottom right corner.

TERIMA KASIH
THANK YOU