



Bahan Mata Acara Rapat dan Penjelasan Rapat Umum Pemegang Saham Tahunan

*Materials for the Agenda Items and Explanations of
the Annual General Meeting of Shareholders*

PT Ekamas Mora Republik Tbk

15 Juni 2026 / June 15, 2026

member of  **sinarmas**

Dasar Pelaksanaan dan Penyelenggaraan Rapat
Legal Basis for the Convening and Holding of the Meeting

1. **Undang-Undang Republik Indonesia No. 40 Tahun 2007 tentang Perseroan Terbatas;/**
The Law of the Republic of Indonesia Number 40 of 2007 concerning the Limited Liability Company;
2. **Peraturan Otoritas Jasa Keuangan (“POJK”) Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka;/**
*The Financial Services Authority Regulation (“**POJK**”) Number 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders of the Public Companies;*
3. **POJK 14 Tahun 2025 tentang Pelaksanaan Rapat Umum Pemegang Saham, Rapat Umum Pemegang Obligasi, dan Rapat Umum Pemegang Sukuk Secara Elektronik;/ dan**
POJK No. 14 of 2025 concerning the Implementation of General Meetings of Shareholders, General Meetings of Bondholders, and General Meetings of Sukuk Holders Electronically;/ and
4. **Anggaran Dasar Perseroan./**
The Company’s Articles of Association.

Keterbukaan Informasi Penyelenggaraan Rapat
Information Disclosure for Holding of the Meeting

Sehubungan dengan rencana penyelenggaraan Rapat Umum Pemegang Saham Tahunan PT Ekamas Mora Republik Tbk ("**Perseroan**") pada hari Senin, tanggal 15 Juni 2026 ("**Rapat**"), Perseroan telah menyampaikan:

Regarding the plan to organize the Annual General Meeting of Shareholders ("**the Meeting**") PT Ekamas Mora Republik Tbk ("**Company**") on Monday, June 15, 2026, the Company has published the following:

1. **Mata Acara Rapat kepada Otoritas Jasa Keuangan tertanggal 27 April 2026;/**
Agenda of the Meeting dated April 27, 2026;
2. **Pengumuman Rapat pada tanggal 5 Mei 2026 dalam Bahasa Indonesia dan Bahasa Inggris melalui situs web Perseroan (www.morarepublic.co.id), situs web PT Bursa Efek Indonesia ("BEI") (www.idx.co.id) dan situs web PT Kustodian Sentral Efek Indonesia ("KSEI") via aplikasi eASY.KSEI (www.ksei.co.id);/**
*Announcement of the Meeting on May 5, 2026, through the Company's website (www.morarepublic.co.id), Indonesia Stock Exchange's ("**IDX**") website (www.idx.co.id) and PT Kustodian Sentral Efek Indonesia's ("**KSEI**") website via eASY.KSEI application (www.ksei.co.id);*
3. **Surat Penyampaian Perubahan Tanggal Penyelenggaraan Rapat Umum Pemegang Saham Tahunan dan Rapat Umum Pemegang Saham Luar Biasa PT Ekamas Mora Republik Tbk ("Perseroan") tertanggal 19 Mei 2026 melalui situs web Perseroan (www.morarepublic.co.id) dan situs web BEI (www.idx.co.id); dan/**
Letter Regarding the Change of Date for the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of PT Ekamas Mora Republik Tbk dated May 19, 2026 through the Company's website (www.morarepublic.co.id) and IDX website (www.idx.co.id); and
4. **Pemanggilan Rapat 20 Mei 2026 dalam Bahasa Indonesia dan Bahasa Inggris melalui situs web Perseroan (www.morarepublic.co.id), situs web BEI (www.idx.co.id) dan situs web KSEI via aplikasi eASY.KSEI (www.ksei.co.id);/**
Invitation of the Meeting on May 20, 2026, through the Company's website (www.morarepublic.co.id), IDX website (www.idx.co.id) and KSEI website via eASY.KSEI application (www.ksei.co.id).

Kuorum
Quorum

Kourum Kehadiran dan Keputusan Rapat

The Quorum for Attendance and Resolution in Meeting

- **Kehadiran:** Dihadiri oleh para pemegang saham yaitu lebih dari 1/2 (satu per dua) bagian dari jumlah seluruh saham dengan hak suara yang sah yang telah dikeluarkan oleh Perseroan atau kuasa mereka yang sah (Pasal 11 ayat (3) huruf (a) Anggaran Dasar Perseroan).

***Attendance:** Attended by shareholders, namely more than 1/2 (one-half) of the total number of shares with valid voting rights issued by the Company or their legal proxies (Article 11 paragraph (3) letter (a) of the Company's Articles of Association).*

- **Keputusan:** Disetujui oleh lebih dari 1/2 (satu per dua) bagian dari seluruh saham dengan hak suara yang hadir dalam Rapat (Pasal 11 ayat 3 (d) Anggaran Dasar Perseroan).

***Resolution:** Approved by more than 1/2 (one-half) of all shares with valid voting rights present at the Meeting (Article 11 paragraph 3 (d) of the Company's Articles of Association).*

Bahan Mata Acara Rapat dan Penjelasan
Materials for the Agenda Items and Explanations

Mata Acara Rapat #1

Meeting Agenda #1

Persetujuan dan pengesahan atas Laporan Tahunan Perseroan tahun 2025 dan Laporan Keuangan Konsolidasian Perseroan yang telah diaudit untuk tahun buku yang berakhir pada tanggal 31 Desember 2025, serta pemberian pembebasan dan pelunasan tanggung jawab sepenuhnya (*acquit et de charge*) kepada seluruh anggota Dewan Komisaris dan Direksi Perseroan atas tindakan pengawasan dan pengurusan yang dilakukan untuk tahun buku yang berakhir pada tanggal 31 Desember 2025./

*Approval and ratification of the Company's 2025 Annual Report and Audited Consolidated Financial Statements for the financial year ended December 31, 2025, including the granting of full release and discharge (*acquit et de charge*) to all members of the Company's Board of Commissioners and Board of Directors for their supervisory and management actions carried out during the financial year ended December 31, 2025.*

Penjelasan/Explanation:

Memperhatikan ketentuan Pasal 69 dan Pasal 78 Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas beserta perubahan-perubahannya ("UUPT") dan Pasal 9 ayat (4) huruf (a) dan (b) Anggaran Dasar Perseroan, Perseroan bermaksud untuk meminta persetujuan dan pengesahan atas Laporan Tahunan Perseroan tahun 2025, termasuk Laporan Direksi dan Laporan Pengawasan Dewan Komisaris untuk tahun buku yang berakhir pada tanggal 31 Desember 2025, serta pengesahan terhadap Laporan Keuangan Perseroan yang telah diaudit untuk tahun buku yang berakhir pada tanggal 31 Desember 2025./

*In accordance with the provisions of Article 69 and Article 78 of Law No. 40 of 2007 concerning Limited Liability Companies (the "**Company Law**") and Article 9 paragraph (4) letter (a) and (b) of the Company's Articles of Association, the Company intends to seek approval and ratification of the Company's 2025 Annual Report, including the Board of Directors Report and the Board of Commissioners Supervisory Report for the financial year ended December 31, 2025, and ratification of the Audited Consolidated Financial Statements for the financial year ended December 31, 2025.*

Mata Acara Rapat #2

Meeting Agenda #2

Penetapan penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2025./

Determination on the use of the Company profit for the financial year ended December 31, 2025.

Penjelasan/Explanation:

Memperhatikan ketentuan Pasal 70 dan Pasal 71 UUPT serta Pasal 9 ayat (4) huruf (c) dan Pasal 21 ayat (1) Anggaran Dasar Perseroan, Perseroan bermaksud untuk meminta persetujuan tentang penetapan penggunaan laba Perseroan tahun buku 2025./

With regard to the provisions of Article 70 and Article 71 of the Company Law and Article 9 paragraph (4) letter (c) and Article 21 paragraph (1) of the Company's Articles of Association, the Company intends to seek approval for the determination of the use of the Company's profit for the financial year 2025.

Mata Acara Rapat #3

Meeting Agenda #3

Penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Independen yang akan melakukan audit atas Laporan Keuangan Perseroan untuk tahun buku yang akan berakhir pada tanggal 31 Desember 2026./

Appointment of a Public Accountant and/or Independent Public Accounting Firm to audit the Company's Financial Statements for the financial year ending December 31, 2026.

Penjelasan/Explanation:

Sesuai dengan ketentuan Pasal 59 Peraturan Otoritas Jasa Keuangan No.15/POJK.04/2020 Tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka dan Pasal 9 ayat (4) huruf (f) Anggaran Dasar Perseroan, Perseroan bermaksud untuk meminta persetujuan mengenai penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Independen yang akan melakukan audit atas laporan keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2026./

In accordance with the provisions of the Article 59 of the Financial Services Authority Regulation No.15/POJK.04/2020 concerning Planning and Implementation of the General Meeting of Shareholders of Public Companies and Article 9 paragraph (4) letter (f) of the Company Articles of Association, the Company intends to seek approval to appoint the Public Accountant and/or Independent Public Accountant Firm to audit the Company Financial Statements for the financial year ending December 31, 2026.

Mata Acara Rapat #4

Meeting Agenda #4

Persetujuan penetapan gaji dan tunjangan lainnya bagi anggota Direksi, serta honorarium dan tunjangan lainnya bagi anggota Dewan Komisaris untuk tahun buku 2026./

Approval of the determination of salaries and other allowances for members of the Board of Director, as well as honorarium and other allowances for members of the Board of Commissioners for the financial year 2026.

Penjelasan/Explanation:

Sesuai ketentuan Pasal 96 ayat (1) dan (2) dan Pasal 113 UUPD serta Pasal 9 ayat (4) huruf (e), Pasal 14 ayat (13) dan Pasal 17 ayat (8) Anggaran Dasar Perseroan, Perseroan bermaksud untuk meminta persetujuan mengenai penetapan gaji dan tunjangan lainnya bagi anggota Direksi dan penetapan gaji atau honorarium dan tunjangan lainnya bagi anggota Dewan Komisaris untuk tahun buku 2026./

In accordance with the provisions of the Article 96 paragraph (1) and (2) and Article 113 of the Company Law and also Article 9 paragraph (4) letter (e), Article 14 paragraph (13) and Article 17 paragraph (8) of the Company's Articles of Association, the Company intends to seek approval on the determination of salaries and other allowances for members of the Board of Directors and determination of salaries or honorarium and other allowances for members of the Board of Commissioners for the financial year 2026.

Mata Acara Rapat #5

Meeting Agenda #5

Persetujuan atas perubahan susunan Dewan Komisaris Perseroan./

Approval of changes to the composition of the Company's Board of Commissioners.

Penjelasan/Explanation:

Mata acara ini dilaksanakan untuk memenuhi ketentuan Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik serta Pasal 17 ayat (2) Anggaran Dasar Perseroan. Perseroan akan meminta persetujuan atas rencana pengangkatan anggota Komisaris baru Perseroan, dengan memperhatikan ketentuan Anggaran Dasar Perseroan serta peraturan perundang-undangan yang berlaku./

This agenda is proposed to comply with the provisions of Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies, as well as Article 17 paragraph (2) of the Company's Articles of Association. The Company will seek approval for the proposed appointment of a new member of the Board of Commissioners, taking into account the provisions of the Company's Articles of Association and the prevailing laws and regulations.

Riwayat Hidup Singkat Calon Anggota Komisaris Independen

Brief Profile of the Nominee for Independent Commissioner

Hadi Cahyadi

Warganegara Indonesia.

Indonesian Citizen.

Beliau berpengalaman di bidang tata kelola perusahaan, penasihat keuangan, dan bisnis keluarga dengan lebih dari 30 tahun pengalaman profesional di Indonesia. Pendiri dan *Managing Partner* Helios Capital, dengan rekam jejak panjang dalam merger dan akuisisi, penggalangan dana, restrukturisasi utang, uji tuntas, dan transaksi strategis lintas berbagai sektor (sejak Juli 2009). Aktif sebagai Komisaris Independen dan Ketua Komite Audit di beberapa perusahaan terbuka di Indonesia, serta berkontribusi sebagai akademisi dan pemikir di bidang tata kelola, suksesi, dan keberlanjutan antar generasi dalam bisnis keluarga.

Seasoned corporate governance, financial advisory, and family business expert with more than 30 years of professional experience across Indonesia and international advisory environments. Founder and Managing Partner of Helios Capital with a long track record in mergers and acquisitions, capital raising, debt restructuring, due diligence, and strategic transactions across multiple sectors. Active as Independent Commissioner and Audit Committee Chair in Indonesian listed companies, while also contributing as an academic and thought leader in governance, succession, and intergenerational continuity in family business.

Beliau memperoleh penghargaan khusus, diantaranya: *The Inspirational Alumni Award* dari *Australian Alumni Award* (2009), dan *Butterworth Prize* dari *Royal Melbourne Institute of Technology, Melbourne, Australia* – atas prestasi akademik yang luar biasa dalam program Magister Hukum Korporasi (1999).

He has received several recognitions, including The Inspirational Alumni Award from Australian Alumni Award (2009), and Butterworth Prize from Royal Melbourne Institute of Technology, Melbourne, Australia - for outstanding academic performance in the Master of Corporate Law (1999).

Sebelumnya, beliau menjabat sebagai *Partner* di PB Capital (Sep. 2001 – Jul. 2009), *Senior Manager* di Deloitte Touche (Jun. 2000 – Sep. 2001), *Senior Manager* di Ernst & Young (Jan. 2000 – Jun. 2000), *Associate Manager* di KPMG Melbourne Corporate Recovery (Jan. 1998 – Dec. 1999), dan *Deputy President Director* di PT Sumber Subur Mas, Poultry Integrated. Mengawali karir sebagai Auditor di Arthur Andersen, Drs. Utomo & Co dan KPMG Sudjendro Susanto (Jul. 1989 – Agt. 1995).

Previously, he was a Partner at PB Capital (Sep. 2001 – Jul. 2009), Senior Manager, Deloitte Touche (Jun. 2000 – Sep. 2001), Senior Manager, Ernst & Young (Jan. 2000 – Jun. 2000), Associate Manager, KPMG Melbourne Corporate Recovery (Jan. 1998 – Dec. 1999), and Deputy President Director at PT Sumber Subur Mas, Poultry Integrated. He began his career as an Auditor at Arthur Andersen, Drs. Utomo & Co, and KPMG Sudjendro Susanto (Jul. 1989 – Aug. 1995).

Beliau meraih gelar *Doctor of Management* dari Universitas Pelita Harapan, Jakarta, Indonesia (Juni 2022), *Master of Corporate Law*, dari *Royal Melbourne Institute of Technology, Melbourne, Australia* (Desember 1999), *Master of Business Administration* dari *University of Houston – Clear Lake, Houston, Texas, USA* (Desember 1993), dan gelar Sarjana Akuntansi, dari Universitas Tarumanegara Indonesia (Mei 1990).

He earned his Doctor of Management from University of Pelita Harapan, Jakarta, Indonesia (June 2022), Master of Corporate Law from Royal Melbourne Institute of Technology, Melbourne, Australia (December 1999), Master of Business Administration from University of Houston – Clear Lake, Houston, Texas, USA (December 1993), and a Bachelor of Economics in accounting from University of Tarumanegara Jakarta, Indonesia (May 1990).

Michell Suharli

Warganegara Indonesia.

Indonesian Citizen.

Menjabat sebagai anggota Komite Audit PT Ekamas Mora Republik Tbk sejak 23 April 2026.

Serves as member of Audit Committee of PT Ekamas Mora Republik Tbk since April 23, 2026.

Saat ini, beliau menjabat sebagai *Chief Executive Officer*, SW Indonesia (sejak 2020) dan anggota Komite Audit di beberapa perusahaan publik lainnya. Beliau juga aktif di berbagai organisasi profesi, sebagai *Management Board* di Indonesian Institute for Corporate Directorship (IICD), *Supervisory Board* di Yayasan Pendidikan dan Pengembangan Manajemen (PPM School of Management), dan *Board of Ethics Institute of Indonesia Chartered Accountant (IAI)*.

He currently serves as Chief Executive Officer, SW Indonesia (since 2020) and as a member of Audit Committee in several other public companies. He is also actively involved in various professional organizations, serving on Management Board di Indonesian Institute for Corporate Directorship (IICD), Supervisory Board of the PPM School of Management, and Board of Ethics Institute of Indonesia Chartered Accountant (IAI).

Dinobatkan sebagai *Asia's Most Admirable Young Leaders 2021* oleh *Asia Corporate Excellence & Sustainability Awards (ACES Awards)*.

He was named one of Asia's Most Admirable Young Leaders 2021 by the Asia Corporate Excellence & Sustainability Awards (ACES Awards).

Sebelumnya beliau masuk dalam *Supervisory Board Indonesian Institute of Certified Public Accounting (IAPI) (2021 – 2025)*, menjabat sebagai *Deputy Managing Partner*, BDO di Indonesia – Kantor Akuntan Publik (2017 - 2020), *Senior Partner*, PKF Indonesia – Kantor Akuntan Publik (2015 - 2017), *Audit Partner*, LEA Global Indonesia – Kantor Akuntan Publik (2009 - 2015), dan *Founder & Managing Director MS & Co. Consulting (2002 - 2009)*.

Previously, he served on Supervisory Board Indonesian Institute of Certified Public Accounting (IAPI) (2021 – 2025), he was also the Deputy Managing Partner, BDO Indonesia – Public Accounting Firm (2017 - 2020), Senior Partner, PKF Indonesia – Public Accounting Firm (2015 - 2017), Audit Partner, LEA Global Indonesia – Public Accounting Firm (2009 - 2015), Founder & Managing Director MS & Co. Consulting (2002 - 2009).

Beliau memperoleh beberapa sertifikat profesi, yaitu CPA (*Certified Public Accountant*), CA (*Chartered Accountant*), FCPA (*Fellow Certified Practising Accountant*), Asean CPA (*Asean Chartered Professional Accountant*), BKP (*Certified Tax Consultant*), dan C.FrA. (*Certified Forensic Auditor*).

He holds several professional certifications, including CPA (Certified Public Accountant), CA (Chartered Accountant), FCPA (Fellow Certified Practising Accountant), Asean CPA (Asean Chartered Professional Accountant), BKP (Certified Tax Consultant), and C.FrA. (Certified Forensic Auditor). He earned his Master of Science in accounting from Trisakti University (2004) and a Bachelor of Economics in accounting from Atma Jaya Catholic University of Indonesia (2000).



Thank You

MoraRepublic
PT Ekamas Mora Republik Tbk.

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