

3. Persetujuan atas perubahan seluruh Anggaran Dasar Perseroan sehubungan dengan perubahan status Perseroan dari perusahaan terbuka menjadi perusahaan tertutup dan pemberian wewenang kepada Direksi Perseroan untuk melakukan seluruh tindakan yang diperlukan untuk melaksanakan perubahan Anggaran Dasar Perseroan.

Anggota Dewan Komisaris dan Direksi Perseroan yang hadir dalam Rapat:

Hadir dalam Rapat fisik

Jajaran Dewan Komisaris:

1. Bapak Bambang Heruawan Haliman selaku Komisaris Utama
2. Bapak Dr. H. Darmono, S.H., M.M., selaku Komisaris;
3. Bapak Deswandhy Agusman, selaku Komisaris Independen;
4. Bapak Drs. Condro Kirono, M.M., M.Hum., selaku Komisaris Independen.

Jajaran Direksi:

1. Bapak Suwandi selaku Direktur Utama;
2. Bapak Ir. Arief Wiedhartono selaku Direktur;
3. Ibu Monika Dhyana Zakaria selaku Direktur;
4. Bapak Sandy Indrawan selaku Direktur.

Didampingi oleh Bapak Gamal Hendrawan Wanengpati selaku Corporate Secretary Perseroan, Ibu Hannywati Gunawan, S.H selaku Notaris yang akan membuat Risalah Rapat, Ibu Maria Leckzinska selaku perwakilan dari Kantor Akuntan Publik, perwakilan dari Biro Administrasi Efek Perseroan, Bapak Iwan Setiawan, S.H. selaku perwakilan dari Kantor Konsultan Hukum, dan Bapak Willy D. Kusnanto selaku perwakilan dari Kantor Jasa Penilai Publik.

Pimpinan Rapat

Rapat dipimpin oleh Bapak Bambang Heruawan Haliman, selaku Komisaris Utama yang ditunjuk oleh Dewan Komisaris Perseroan untuk memimpin Rapat berdasarkan Surat Keputusan Dewan Komisaris Perseroan No. 003/BCE/BOC/V/2024 tertanggal 15 Mei 2024.

Kehadiran Pemegang Saham

Mata acara pertama dalam Rapat adalah merupakan Rapat Umum Pemegang Saham (RUPS) Independen yang hanya membutuhkan kehadiran dan suara Pemegang Saham Independen yang telah menyampaikan Surat Pernyataan bermaterai cukup sebagai Pemegang Saham Independen Perseroan, sebagaimana ditentukan dalam Peraturan OJK Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka (POJK No.15/2020) dan Peraturan OJK Nomor 3/POJK.04/2021 tentang Penyelenggaraan Kegiatan Di Bidang Pasar Modal (POJK No.3/2021). Rapat ini dihadiri oleh Pemegang Saham Independen atau kuasanya yang mewakili 4.051.757.260 (empat miliar lima puluh satu juta tujuh ratus lima puluh tujuh ribu dua ratus enam puluh) saham dengan suara yang sah atau 57,88% (lima puluh tujuh koma delapan puluh delapan persen) dari jumlah seluruh saham yang dimiliki oleh Pemegang Saham Independen.

Mata acara Rapat kedua dan ketiga dihadiri oleh para Pemegang Saham atau kuasanya yang sah yang bersama-sama mewakili 31.951.757.260 (tiga puluh satu miliar sembilan ratus lima puluh satu juta tujuh ratus lima puluh tujuh ribu dua ratus enam puluh) saham atau sebesar 91,55% (sembilan puluh satu koma lima puluh lima persen) dari seluruh saham dengan hak suara yang sah yang telah dikeluarkan oleh Perseroan dan dengan demikian kuorum yang dipersyaratkan dalam Pasal 18 ayat (4) huruf (a) anggaran dasar Perseroan juncto Pasal 41 ayat (1) huruf (a) POJK No. 15/2020 telah terpenuhi.

Sehingga dengan demikian Rapat adalah sah dan berhak untuk mengambil keputusan-keputusan yang sah dan mengikat mengenai hal-hal yang dibicarakan dalam Rapat

Mekanisme Rapat dan Pengambilan Keputusan

Sesuai dengan ketentuan Pasal 40 POJK No. 15/2020 dan Pasal 18 ayat (1) dan (2) Anggaran Dasar Perseroan, keputusan Rapat diambil berdasarkan musyawarah untuk mufakat. Dalam hal keputusan berdasarkan musyawarah untuk mufakat tidak tercapai, maka keputusan diambil melalui pemungutan suara dengan memperhatikan ketentuan kuorum kehadiran dan kuorum keputusan Rapat.

Dalam Rapat ini Perseroan telah:

- i. menunjuk Hannywati Gunawan, S.H., selaku Notaris Publik serta PT Sinartama Gunita selaku Biro Administrasi Efek (keduanya pihak independen) untuk melakukan penghitungan kuorum dan pengambilan suara dalam Rapat; dan
- ii. memberikan kesempatan kepada Pemegang Saham untuk mengajukan pertanyaan dan/atau menyampaikan pendapat atas Mata Acara Rapat.

No. Mata Acara	Jumlah pemegang saham dan/atau kuasanya yang mengajukan pertanyaan	Hasil Pemungutan Suara		
		Setuju	Tidak Setuju	Abstain
1	Tidak ada	4.051.192.260 saham (57,87% dari seluruh jumlah pemegang saham independen)	565.000 saham (0,01% dari seluruh jumlah pemegang saham independen)	Tidak ada
2	Tidak ada	31.951.757.260 saham (100% dari yang hadir)	Tidak ada	Tidak ada
3	Tidak ada	31.951.757.260 saham (100% dari yang hadir)	Tidak ada	Tidak ada

Hasil Keputusan Rapat

Mata Acara Pertama:

- Menyetujui Rencana Perubahan Status Perseroan menjadi Perusahaan Tertutup (*Go Private*), yang meliputi :
 - a. persetujuan atas perubahan status Perseroan dari perusahaan terbuka menjadi perusahaan tertutup;
 - b. persetujuan atas penunjukan pihak-pihak profesi penunjang yang diperlukan sehubungan dengan Rencana *Go Private*; dan
 - c. pemberian wewenang kepada Direksi Perseroan untuk mengambil setiap dan segala tindakan yang diperlukan sehubungan dengan pelaksanaan ataupun penyelesaian Rencana *Go Private*, untuk itu menghadap dimana perlu, memberikan keterangan dan laporan, membuat atau suruh buat serta menandatangani semua surat atau akta yang diperlukan dan memberitahukan/memperoleh persetujuan sehubungan dengan pelaksanaan rencana *Go Private*, membuat perubahan dan/atau tambahan yang diperlukan agar laporan dapat diterima dan selanjutnya melakukan segala sesuatu yang dipandang perlu dan berguna untuk melaksanakan hal tersebut di atas, tanpa ada yang dikecualikan.

Mata Acara Kedua:

- a. Menyetujui pengunduran diri BAMBANG HERUAWAN HALIMAN sebagai Komisaris Utama Perseroan dan menyampaikan penghargaan yang setulus-tulusnya atas kontribusi yang diberikan bagi Perseroan serta memberikan pembebasan tanggung jawab (*acquitt et decharge*) atas pengawasan terhadap Perseroan pada masa jabatan yang telah dilalui.
- b. Memberhentikan dengan hormat Drs. CONDRO KIRONO, M.M., M.Hum. sebagai Komisaris Independen Perseroan.
- c. Mengangkat Drs. CONDRO KIRONO, M.M., M.Hum. sebagai Komisaris Utama/Komisaris Independen Perseroan, untuk sisa masa jabatan Dewan Komisaris yang masih berlaku terhitung sejak ditutupnya Rapat.

sehingga susunan anggota Dewan Komisaris Perseroan terhitung sejak ditutupnya Rapat sampai dengan ditutupnya Rapat Umum Pemegang Saham Tahunan pada tahun 2025 adalah sebagai berikut :

Komisaris Utama/	: Drs. Condro Kirono, M.M., M.Hum
Komisaris Independen	
Wakil Komisaris Utama	: Edy Santoso, S.H., M.H.
Komisaris Independen	: Deswandhy Agusman
Komisaris	: Dr. H. Darmono, S.H., M.M

sehubungan dengan hal-hal tersebut di atas, memberi kuasa kepada Direksi Perseroan baik bersama-sama maupun sendiri-sendiri dengan hak substitusi, untuk menyatakan kembali keputusan yang telah diambil dalam mata acara Rapat dalam suatu akta Notaris tersendiri bilamana diperlukan, dan selanjutnya memberitahukan pada Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dan mendaftarkannya pada Daftar Perusahaan, serta untuk maksud tersebut melakukan segala tindakan yang disyaratkan oleh peraturan perundang-undangan yang berlaku.

Mata Acara Ketiga:

- Menyetujui perubahan seluruh Anggaran Dasar Perseroan sehubungan dengan perubahan status Perseroan dari perusahaan terbuka menjadi perusahaan tertutup.
- Memberikan kuasa kepada anggota Direksi Perseroan baik bersama-sama maupun sendiri-sendiri untuk menyatakan keputusan agenda Rapat baik sebagian maupun seluruhnya dalam suatu akta Notaris dan untuk itu menghadap dimana perlu, memberikan keterangan dan laporan, membuat atau suruh buatkan serta menanda tangani semua surat atau akta yang diperlukan dan memberitahukan/memperoleh persetujuan sehubungan dengan pelaksanaan rencana *Go Private*, membuat perubahan dan/atau tambahan yang diperlukan agar laporan dapat diterima dan selanjutnya melakukan segala sesuatu yang dipandang perlu dan berguna untuk melaksanakan hal tersebut di atas, tanpa ada yang dikecualikan.

Jakarta, 11 Juni 2024
Direksi Perseroan



**SUMMARY OF MINUTES OF EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS PT BERAU COAL ENERGY Tbk.
("The Company")**

The Company's Director hereby announce to shareholders, that the company has held Extraordinary General Meeting of Shareholders ("**Meeting**") both electronically and physically with the restriction of attendance, with Summary of Minutes as follow:

The Convening of Meeting:

Day/Date	: Friday, 7 June 2024
Venue	: Danamas Room, Sinar Mas Land Plaza Tower 2, 39th floor, Jl. MH Thamrin No. 51, Jakarta Pusat 10350
Time	: 10:37 – 11.12 WIB
E-RUPS	: eASY.KSEI Apps

Regarding from the Meeting, the Company's Board of Directors have conducted disclosure as follows:

1. The Announcement of the Meeting to the Financial Services Authority (OJK) as stated on the Company's Letter No. 022/BCE/BOD-SAN/IV/2024 dated on April 23, 2024;
2. The Announcement to the Company's Shareholders on the website of e-RUPS and the Company's website dated on April 30, 2024;
3. Information regarding the Go Private Plan by publishing Information Disclosure to Shareholders on April 30, 2024, as well as Amendments and/or Additional Information Disclosures on May 3, 2024 and Amendments and/or Additional Information Disclosures on June 5, 2024 through the media of Indonesia's newspaper which circulate nationally and the Company's website; and
4. The Invitation of the Meeting to the Company's Shareholders through the media of Indonesia's newspaper which circulate nationally and on the e-RUPS website as well as on the Company's website dated on May 16, 2024.

The Meeting Agenda are as follows:

1. Approval of the plan to change the Company's status from a public company to a private company (Go Private), including:
 - a. approval for the change in the Company's status from public company to a private company;
 - b. approval for the appointment of supporting professional parties required related to the Go Private Plan; and
 - c. grant full authority to the Company's Board of Directors to take any actions necessary or seems necessary related to the implementation or completion of the Go Private Plan, one or another without exception.
2. Changes in the composition of the Company's Board of Commissioners.
3. Approval of changes to all provisions of the Company's Article of Association related to the change of the Company's status from public company to private company and grant

authority to the Company's Board of Directors to take all necessary actions related with the with the change of the Company's Article of Association.

Attendance of the Board of Commissioners and Board of Directors in the Meeting:

Physically:

Board of Commissioners:

1. Mr. Bambang Heruawan Haliman as President Commissioner;
2. Mr. Dr. H. Darmono, S.H., M.M., as Commissioner;
3. Mr. Deswandhy Agusman, as Independent Commissioner;
4. Mr. Drs. Condro Kirono, M.M., M.Hum., as Independent Commissioner.

Board of Directors:

1. Mr. Suwandi as President Director;
2. Mr. Ir. Arief Wiedhartono as Director;
3. Mrs. Monika Dhyana Zakaria as Director;
4. Mr. Sandy Indrawan as Director.

Accompanied by Mr. Gamal Hendrawan Wanengpati as Corporate Secretary of the Company, Mrs. Hannywati Gunawan, S.H as Notary who will prepare the Minutes of the Meeting, Mrs. Maria Leckzinska as representative from the Public Accounting Firm, Mr. Ir. Faisal as representative from the Company's Securities Administration Bureau, and Mr. Iwan Setiawan, S.H. as a representative of the Legal Consultant Office.

Chairman of the Meeting

The meeting was led by Mr. Bambang Heruawan Haliman, as President Commissioner who was appointed by the Company's Board of Commissioners to lead the Meeting based on Board of Commissioners' Decision Letter of the Company No. 003/BCE/BOC/V/2024 dated May 15, 2024.

Shareholders' Attendance

The first agenda in the Meeting is the Independent General Meeting of Shareholders (GMS) which only requires the presence and votes of Independent Shareholders who have submitted a sufficiently stamped Statement Letter as Independent Shareholders of the Company, based on OJK Regulation No. 15/POJK.04/2020 concerning the Planning and Implementation of the General Meeting of Shareholders of Public Companies (POJK No.15/2020) and OJK Regulation No. 3/POJK.04/2021 concerning the Implementation of Activities in the Capital Market Sector (POJK No.3/2021). This meeting was attended by Independent Shareholders or their proxies representing 4,051,757,260 (four billion fifty one million seven hundred fifty seven thousand two hundred and sixty) shares with valid votes or 57.88% (fifty seven point eighty eight percent) of the total number of shares owned by Independent Shareholders.

The second and third agenda items of the Meeting were attended by Shareholders or their authorized proxies who together represented 31,951,757,260 (thirty-one billion nine hundred and fifty-one million seven hundred and fifty-seven thousand two hundred and sixty) shares or 91.55% (ninety-one point fifty-five percent) of all shares with valid voting rights that have been issued by the Company and thus, the quorum required in Article 18 paragraph (4) letter (a) of the Company's articles of association juncto with Article 41 paragraph (1) letter (a) POJK No. 15/2020 has been fulfilled.

Therefore, the Meeting is valid and has the right to make legal and binding decisions regarding matters discussed at the Meeting.

The Mechanism of Meeting and its Resolution

In accordance with the provisions of Article 40 POJK No. 15/2020 and Article 18 paragraph (1) and (2) of the Company's Article of Association, the resolution meeting was based on deliberation for consensus. In terms of deliberation for consensus was failed, therefore the resolution of meeting shall be made based on voting mechanism considering the required quorum attendance and meeting resolution quorum.

In this Meeting, the Company have been:

- i. Appointed Hannywati Gunawan, S.H., as Public Notary and PT Sinartama Gunita as Securities Administration Bureau (both as independent party) to count the quorum and voting in the Meeting; and
- ii. Given the opportunity to shareholders to ask question and/or deliver their opinion during Meeting Agenda.

No. Agenda	Total of Shareholders and/or their proxies who asked/gave questions	Voting Results		
		Agree	Disagree	Abstain
1	None	4,051,192,260 shares (57.87% of the total number of independent shareholders)	565,000 shares (0.01% of the total independent shareholders attendance)	None
2	None	31,951,757,260 shares (100% from attendance)	None	None
3	None	31,951,757,260 shares (100% from attendance)	None	None

The Resolution of the Meeting

First Agenda:

- Approved the plan to change the Company's status from a public company to a private company (Go Private), including:
 - a. approval for the change in the Company's status from public company to a private company;

- b. approval for the appointment of supporting professional parties required related to the Go Private Plan; and
- c. granting authority to the Company's Board of Directors to take all necessary actions related with the implementation or completion of the Go Private Plan, to appear where necessary, provide information and reports, make or have them made and sign all necessary letters or deeds and notify/obtain approval regarding with the implementation of the Go Private plan, make necessary changes and/or additions so that the report can be accepted and then do everything deemed necessary and useful to implement the above, without exception.

Second Agenda:

- a. Approved the resignation of BAMBANG HERUAWAN HALIMAN as President Commissioner of the Company and expressed his sincere appreciation for the contribution made to the Company and granted release from responsibility (acquitt et decharge) for supervision of the Company during his term of office
- b. Respectfully dismissing Drs. CONDRIO KIRONO, M.M., M. Hum. as Independent Commissioner of the Company
- c. Appointing Drs. CONDRIO KIRONO, M.M., M. Hum. as President Commissioner/Independent Commissioner of the Company, for the remaining term of office of the Board of Commissioners which is still valid as of the closing of the Meeting

therefore, the composition of the members of the Company's Board of Commissioners from the closing of the Meeting until the closing of the Annual General Meeting of Shareholders in 2025 is as follows:

President Commissioner/ : Drs. Condro Kirono, M.M., M.Hum
Independent Commissioner
Vice President Commissioner: Edy Santoso, S.H., M.H.
Independent Commissioner : Deswandhy Agusman
Commissioner : Dr. H. Darmono, S.H., M.M

regarding with the matters mentioned above, grant authority to the Company's Directors, both jointly and individually, with the right of substitution, to re-state the decisions taken on the agenda of the Meeting in a separate Notarial Deed if necessary, and notify to the Minister Law and Human Rights of the Republic of Indonesia and register it in the Company Register, and for this purpose carry out all actions required by applicable laws and regulations

Third Agenda:

- Approval of changes to all provisions of the Company's Article of Association related to the change of the Company's status from public company to private company.

- Grant authority to the members of the Company's Board of Directors, both jointly and individually, to state the decisions on the Meeting agenda, either partially or fully, in a Notarial deed and to appear where necessary, provide information and reports, make or have them made and sign all letters or deeds necessary and notify/obtain approval regarding with the implementation of the Go Private plan, make changes and/or additions necessary so that the report can be accepted and then do everything deemed necessary and useful to implement the above, without exception.

Jakarta, June 11, 2024
The Company's Director