RAPAT UMUM PEMEGANG SAHAM LUAR BIASA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT Darya-Varia Laboratoria Tbk

Jakarta, 30 September 2021

PROSEDUR & TATA LAKSANA RAPAT

MEETING RULES & PROCEDURES

- **16 Agustus 2021**
  Pemberitahuan Agenda dan jadwal Rapat kepada OJK.

  August 16, 2021
  Notification of Meeting agenda and schedule to OJK.

- **24 August 2021**
  Pengumuman kepada Pemegang Saham mengenai rencana penyelenggaraan Rapat.

  August 24, 2021
  Announcement to the Shareholders regarding plan to hold the Meeting.

- **8 September 2021**
  Pemanggilan kepada Pemegang Saham untuk menghadiri Rapat.

  September 8, 2021
  Summon to the Shareholders to attend the Meeting.

PROSEDUR & TATA LAKSANA RAPAT

MEETING RULES & PROCEDURES

Rapat diselenggarakan secara elektronik melalui aplikasi *Electronic General Meeting System* dengan tautan https://easy.ksei.co.id/egken ("eASY.KSEI") yang disediakan oleh PT Kustodian Sentral Efek Indonesia ("KSEI") tanpa kehadiran fisik pemegang saham dan/atau kuasanya.

*The Meeting is held electronically through the Electronic General Meeting System at https://easy.ksei.co.id/egken ("**eASY.KSEI**") provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**") without any physical attendance of the shareholders and/or its proxy.*

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LATAR BELAKANG

BACKGROUND

Berdasarkan ketentuan Anggaran Dasar Perseroan, Rapat Umum Pemegang Saham Luar Biasa dapat diselenggarakan sewaktu-waktu oleh Direksi atau Dewan Komisaris Perseroan, berdasarkan kebutuhan untuk membicarakan dan memutuskan mata acara Rapat Umum Pemegang Saham Luar Biasa, kecuali mata acara Rapat Umum Pemegang Saham Tahunan, dengan memperhatikan peraturan perundang-undangan dan Anggaran Dasar Perseroan.

In accordance with the Company's Articles of Association, the Extraordinary General Meeting of Shareholders may be held at any time by the Board of Directors or Board of Commissioners of the Company as needed, to discuss and decide on the agenda of the Extraordinary General Meeting of Shareholders, except for the agenda of Annual General Meeting of Shareholders, with due observance of laws and regulations and the Company's Articles of Association.

Darya-Varia
LABORATORIA

AGENDA RAPAT *MEETING AGENDA*

AGENDA RAPAT *MEETING AGENDA*

PENGANGKATAN ANGGOTA DEWAN KOMISARIS, SERTA PERUBAHAN SUSUNAN DEWAN KOMISARIS PERSEROAN

Appointment of members of Board of Commissioners, as well as the changes of the Company's Board of Commissioners composition

PENGAMBILAN KEPUTUSAN DAN PENGAJUAN PERTANYAAN

VOTING AND ASK QUESTION

Mekanisme pengambilan keputusan
Mechanism of decision making

Tata cara mengajukan pertanyaan dan pendapat
Procedures of asking question and give opinion

Sesuai Tata Tertib Rapat yang terlampir pada fitur '*Meeting Info*' pada aplikasi eASY.KSEI dan situs resmi Perseroan, serta dibacakan oleh MC

According to the Meeting Rules of Conduct, which is attached in the 'Meeting Info' feature of the eASY.KSEI application and published at the Company's website, and as read by MC

KONDISI UMUM

GENERAL CONDITION

KONDISI UMUM
GENERAL CONDITION

Laksamana Madya (Purnawirawan) Soedibyo Rahardjo
1936 - 2021

Almarhum Bapak Laksamana Madya (Purnawirawan) Soedibyo Rahardjo, lahir di Probolinggo, Indonesia, tahun 1936. Beliau memperoleh gelar Sarjana Ilmu Farmasi dari Institut Teknologi Bandung (ITB) tahun 1956. Beliau pertama kali diangkat sebagai Komisaris Independen pada Juni 2010 dan diangkat kembali dalam RUPST yang diadakan pada 6 Juli 2020.

Bapak Laksamana Madya (Purnawirawan) Soedibyo Rahardjo, was born in Probolinggo, Indonesia, in 1936. He obtained his Bachelor of Pharmaceutical Science from Bandung Institute of Technology (ITB) in 1956. He was first appointed as Independent Commissioner in June 2010 and was re-appointed as Independent Commissioner at the AGMS held on 6 July 2020.

KONDISI UMUM

GENERAL CONDITION

Rapat ini dilaksanakan dengan pertimbangan bahwa sejak wafatnya Komisaris Independen, Almarhum Bapak Soedibyo Rahardjo, jumlah Komisaris Independen Perseroan sudah tidak memenuhi ketentuan batas minimum 30% dari total anggota Dewan Komisaris sebagaimana di atur dalam Peraturan OJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.

This Meeting is held in consideration of the passing on of Independent Commissioner, Bapak Soedibyo Rahardjo. The number of Independent Commissioner no longer meet the minimum requirement of 30% of total members of the Board of Commissioners as stipulated under the OJK Regulation No. 33/POJK.04/2014 with regards to the Board of Directors and the Board of Commissioners of Issuers or Public Companies.

USULAN AGENDA RAPAT

PROPOSAL TO MEETING AGENDA

Menyetujui pengangkatan anggota Dewan Komisaris, serta perubahan susunan Dewan Komisaris Perseroan, yaitu:

To approve the appointment of member of the Company's Board of Commissioners, as well as the changes of Board of Commissioners composition as follows:

Pengangkatan Bapak Sancoyo Antarikso sebagai Komisaris Independen Perseroan.

Appointment of Bapak Sancoyo Antarikso as Independent Commissioner of the Company.

Masa jabatan anggota Dewan Komisaris Perseroan yang baru diangkat tersebut berlaku efektif untuk periode lima tahun terhitung sejak tanggal ditutupnya Rapat ini sampai tanggal ditutupnya Rapat Umum Pemegang Saham Tahunan Perseroan yang kelima.

The office term of the appointed member of Company's Board of Commissioners shall commence for the period of five years as of the closing date of this Meeting until the closing date of the fifth Annual General Meeting of Shareholders of the Company.

BIODATA SINGKAT
SHORT BIOGRAPHY

Bapak Sancoyo Antarikso,
Warga Negara Indonesia, lahir pada tahun 1963
Indonesian Citizen, born in 1963

Latar Belakang Pendidikan/*Educational Background*

1997 Master of Business Administration – Mt. Eliza Business School, Monash University

1996 Master's degree in Management – IPMI Indonesia

1988 Bachelor's degree in Accountant – Gadjah Mada University

Riwayat Kerja Sebelumnya/*Previous Employment*

- PT Unilever Indonesia Tbk as Governance & Corporate Affairs Director and Corporate Secretary
- PT Kimberly Lever Indonesia as Commercial Director
- Unilever Take Home Ice Cream Innovation Centre UK as International Project Manager/European Management Accountant

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SESI TANYA JAWAB

QUESTION AND ANSWER SESSION

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HASIL KEPUTUSAN AGENDA RAPAT

RESOLUTIONS OF MEETING AGENDA

Pengangkatan anggota Dewan Komisaris, serta perubahan susunan Dewan Komisaris Perseroan sebagai berikut:

Appointment of member of the Company's Board of Commissioners, as well as the changes of Board of Commissioners composition, as follows:

Pengangkatan Bapak Sancoyo Antarikso sebagai Komisaris Independen Perseroan.

Appointment of Bapak Sancoyo Antarikso as Independent Commissioner of the Company.

Masa jabatan anggota Dewan Komisaris Perseroan yang baru diangkat tersebut berlaku efektif untuk periode lima tahun terhitung sejak tanggal ditutupnya Rapat ini sampai tanggal ditutupnya Rapat Umum Pemegang Saham Tahunan Perseroan yang kelima.

The office term of the appointed member of Company's Board of Commissioners shall commence for the period of five years as of the closing date of this Meeting until the closing date of the fifth Annual General Meeting of Shareholders of the Company.

HASIL KEPUTUSAN AGENDA RAPAT

RESOLUTIONS OF MEETING AGENDA

Susunan selengkapnya dari Dewan Komisaris Perseroan setelah ditutupnya Rapat ini adalah sebagai berikut:
The composition of the Company's Board of Commissioners after the closing of this Meeting is as follows:

BOARD OF COMMISSIONERS	
Presiden Komisaris *President Commissioner*	**Clinton Andrew Campos Hess**
Wakil Presiden Komisaris *Vice President Commissioner*	**Eric Albert Lim Gotuaco**
Komisaris *Commissioner*	**Mariano John Lim Tan, Jr.**
Komisaris *Commissioner*	**Marlia Hayati Goestam**
Komisaris Independen *Independent Commissioner*	**Sonny Kalona**
Komisaris Independen *Independent Commissioner*	**Sancoyo Antarikso**

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Darya-Varia
LABORATORIA

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