BUMN UNTUK INDONESIA

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PERTAMINA GAS NEGARA

Penjelasan Mata Acara RUPS Tahunan Tahun Buku 2024

Explanation of Annual General Meeting of Shareholders Fiscal Year 2024 's Agendas

PT Perusahaan Gas Negara Tbk

Jakarta, 28 Mei 2025

Pelaksanaan RUPS Tahunan Tahun Buku 2024

Holding of Annual General Meeting of Shareholders of 2024 Fiscal Year

Hari/Tanggal : Rabu, 28 Mei 2025
Day/Date : *Wednesday, May 28th, 2025*

Waktu : 14.00 WIB - selesai
Time : *14.00 Western Indonesia Time onwards*

Tempat : Auditorium Graha PGAS, Lantai 2,
Jalan K.H. Zainul Arifin Nomor 20,
Jakarta Barat, 11140
Place : *Auditorium Graha PGAS, 2nd Floor,*
K.H. Zainul Arifin St, Number 20,
West Jakarta, 11140

Mata Acara Rapat / *Meeting Agendas*

PERTAMINA GAS NEGARA

1. Persetujuan Laporan Tahunan Perseroan Tahun Buku 2024 dan Laporan Tugas Pengawasan Dewan Komisaris Tahun Buku 2024 | *Approval of the Company's Annual Report for the 2024 Fiscal Year and the Board of Commissioners' Supervisory Report for the 2024 Fiscal Year*.
2. Pengesahan Laporan Keuangan Tahunan Perseroan Tahun Buku 2024 dan Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil Perseroan Tahun Buku 2024, sekaligus Pemberian Pelunasan dan Pembebasan Tanggung Jawab Anggota Direksi dan Dewan Komisaris untuk Tahun Buku 2024 | *Ratification of the Company's Annual Financial Statements for the 2024 Fiscal Year and the Financial Statements of the Company's Micro and Small Business Funding Program for the 2024 Fiscal Year, as well as to provide full release and discharge to every member of the Board of Directors and the Board of Commissioners for the 2024 Fiscal Year.*
3. Penetapan Penggunaan Laba Bersih, termasuk Pembagian Dividen untuk Tahun Buku 2024 | *Approval of the Distribution of the Company's Net Profit, including the Dividend for the 2024 Fiscal Year.*
4. Penetapan Gaji/Honorarium berikut Fasilitas dan Tunjangan untuk Direksi dan Dewan Komisaris Perseroan Tahun Buku 2025, serta Tantiem/Insentif Kinerja/Insentif Khusus untuk Direksi dan Dewan Komisaris Perseroan atas Kinerja Tahun Buku 2024 | *Approval of Salary/Honorarium along with Facilities and Allowances for the Board of Directors and Board of Commissioners of the Company for the 2025 Fiscal Year, as well as Tantiem/Performance Incentive/Special Incentive for the Board of Directors and Board of Commissioners for the 2024 Fiscal Year.*
5. Penetapan Kantor Akuntan Publik untuk melaksanakan Audit Laporan Keuangan Konsolidasian Tahun Buku 2025, Audit Kepatuhan PSA 62, Audit Laporan Keuangan Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Terkait Program Tanggung Jawab Sosial dan Lingkungan, dan Penerapan Prosedur Yang Disepakati atas Laporan Hasil Evaluasi Kinerja KPI Korporat dan KPI Individual Tahun Buku 2025 | *Approval of the Appointment of a Public Accountant to Audit the Consolidated Financial Statements for the 2025 Fiscal Year, PSA 62 Compliance Audit, Micro and Small Business Funding Financial Report Audit Related to Social and Environmental Responsibility Programs, and Application of Agreed Procedures on Performance Evaluation Results Reports of Corporate KPI and Individual KPI for the 2025 Fiscal Year.*
6. Persetujuan Penugasan Khusus kepada Perseroan | *Approval of Special Assignments to the Company.*
7. Perubahan Susunan Pengurus Perseroan | *Changes to the Management of the Company.*

Persetujuan Laporan Tahunan Perseroan Tahun Buku 2024 dan Laporan Tugas Pengawasan Dewan Komisaris Tahun Buku 2024

Approval of the Company's Annual Report for the 2024 Fiscal Year and the Board of Commissioners' Supervisory Report for the 2024 Fiscal Year.

1

Dasar Hukum/*Legal Basis*

- Pasal 15H UU 19/2003 tentang BUMN sebagaimana telah diubah melalui UU 1/2025 ("**UU 19/2003**") | *Article 15H Law 19/2003 on State-Owned Enterprise ("**SOE**") as amended by Law 1/2025 ("**Law 19/2003**");*
- Pasal 69 (1) UU 40/2007 tentang Perseroan Terbatas sebagaimana telah diubah melalui UU 6/2023 tentang Penetapan Perppu 2/2022 tentang Cipta Kerja Menjadi Undang-Undang ("**UU 40/2007**") | *Article 69 (1) Law 40/2007 on Limited Liability Companies as amended by Law 6/2023 on Stipulation of the Gov Regulation in Lieu of Law 2/2022 on Job Creation as Law ("**Law 40/2007**");*
- Pasal 18 jo. Pasal 21 (3) Anggaran Dasar Perseroan ("**AD Perseroan**") | *Article 18 jo. Article 21(3) Articles of Association ("**Company's AoA**").*

Penjelasan/*Explanation*

Laporan Tahunan Perseroan Tahun Buku 2024 dan Laporan Tugas Pengawasan Dewan Komisaris Tahun Buku 2024 telah diunggah melalui website Perseroan: **https://ir.pgn.co.id/financial-information#annual** dan website Bursa Efek Indonesia pada 28 April 2025| *The Company's Annual Report for the 2024 Fiscal Year and Board of Commissioners's Supervisory Report for the 2024 Fiscal Year has been uploaded through the Company's website:* ***https://ir.pgn.co.id/financial-information#annual*** *and Indonesia Stock Exchange's website on April 28th, 2025.*

2

Pengesahan Laporan Keuangan Tahunan Perseroan Tahun Buku 2024 dan Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil Perseroan Tahun Buku 2024, sekaligus Pemberian Pelunasan dan Pembebasan Tanggung Jawab Anggota Direksi dan Dewan Komisaris untuk Tahun Buku 2024

Ratification of the Company's Annual Financial Statements for the 2024 Fiscal Year and the Financial Statements of the Company's Micro and Small Business Funding Program for the 2024 Fiscal Year, as well as to provide full release and discharge to every member of the Board of Directors and the Board of Commissioners for the 2024 Fiscal Year

2

Dasar Hukum/*Legal Basis*

- Pasal 15H UU 19/2003 | *Article 15H Law 19/2003;*
- Pasal 69 (1) UU 40/2007 | *Article 69 (1) Law 40/2007;*
- Pasal 33 Peraturan Menteri BUMN No. PER-1/MBU/03/2023 tentang Penugasan Khusus dan Program Tanggung Jawab Sosial dan Lingkungan BUMN ("**Permen BUMN 1/2023**") | *Article 33 Regulation of the Minister of SOE No. PER-1/MBU/03/2023 on Special Assignments and Social and Environmental Responsibility Programs of SOE ("**MSOE Regulation 1/2023**");*
- Pasal 18 *jo*. Pasal 21(3) AD Perseroan | *Article 18 jo. Article 21(3) Company's AoA.*

Penjelasan/*Explanation*

1. Laporan Keuangan Tahunan Perseroan Tahun Buku 2024 telah diaudit oleh Kantor Akuntan Publik Purwantono, Sungkoro, & Surja (*a member Firm of Ernst & Young Global Limited*) dan disampaikan pada *website* Perseroan: https://ir.pgn.co.id/financial-information#financial, dengan opini: "...wajar, dalam semua hal yang material,..." | *The Company's Financial Report for the 2024 Fiscal Year is audited by the Public Accounting Firm of Purwantono, Sungkoro, & Surja (a member Firm of Ernst & Young Global Limited) and uploaded through The Company's website: https://ir.pgn.co.id/financial-information#financial, with opinion "...present fairly in all material respects...".*
2. Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil Perseroan Tahun Buku 2024 telah diaudit oleh Kantor Akuntan Publik Purwantono, Sungkoro, & Surja (*a member Firm of Ernst & Young Global Limited*) dan disampaikan pada *website* Perseroan: https://pgn.co.id/keberlanjutan, dengan opini: "...wajar, dalam semua hal yang material,..." |*The Company's Financial Report of Micro and Small Enterprise Funding Program for the 2024 Fiscal Year is audited by the Public Accounting Firm of Purwantono, Sungkoro, & Surja (a member Firm of Ernst & Young Global Limited) and uploaded through The Company's website: https://pgn.co.id/keberlanjutan, with opinion "...present fairly in all material respects...".*

3

Penetapan Penggunaan Laba Bersih, termasuk Pembagian Dividen untuk Tahun Buku 2024.

Approval of the Distribution of the Company’s Net Profit, including the Dividend for the 2024 Fiscal Year.

3

Dasar Hukum/*Legal Basis*

- Pasal 70 dan Pasal 71 UU 40/2007 | *Article 70 and Article 71 Law 40/2007*;
- Pasal 21 dan Pasal 26 AD Perseroan | *Article 21 and Article 26 Company's AoA.*

Penjelasan/*Explanation*

1. Penggunaan Laba Tahun Berjalan yang dapat diatribusikan kepada Pemilik Entitas Induk sebesar USD339.427.774 (tiga ratus tiga puluh sembilan juta empat ratus dua puluh tujuh ribu tujuh ratus tujuh puluh empat dolar Amerika Serikat), di antaranya akan dibagikan sebagai dividen dan untuk besaran nilainya akan disampaikan pada saat pelaksanaan Rapat | *The use of Profit For The Year that can be attributed to the Owners of the Parent Entity amounting to USD339,427,774 (three hundred thirty-nine million four hundred twenty-seven thousand seven hundred seventy four United States dollars), some of which will be distibuted as dividends and the amount will be announced at the time of the Meeting.*
2. Penjelasan mengenai Laba Bersih Perseroan telah dituangkan dalam Laporan Tahunan Perseroan Tahun Buku 2024 sebagaimana dapat diakses melalui situs website Perseroan: https://ir.pgn.co.id/financial-information#financial | *The explanation about Company's Net Profit is set out in the Company's Annual Report Fiscal Year 2024 that can be accessed through Company's website: https://ir.pgn.co.id/financial-information#financial.*
3. Pembagian dividen tunai Tahun Buku 2024 akan dilakukan dengan ketentuan sebagai berikut | *The distribution of cash dividends for the 2024 Fiscal Year will be carried out under the following conditions*:
   a. Yang berhak menerima Dividen adalah para pemegang saham yang namanya tercatat dalam Daftar Pemegang Saham Perseroan pada penutupan perdagangan saham Perseroan di Bursa Efek Indonesia pada tanggal 13 Juni 2025 | *Those who are entitled to receive dividends are shareholders whose names are recorded in the Company's Register of Shareholders on June 13th, 2025*;
   b. Dividen Tunai akan dibayarkan secara sekaligus selambat-lambatnya 30 hari setelah Pengumuman Ringkasan Risalah RUPST Tahun Buku 2024 | *Cash Dividend will be paid in one lump sum no later than 30 days after announcement of meeting summary of the 2024 Fiscal Year AGMS.*

4

Penetapan Gaji/Honorarium berikut Fasilitas dan Tunjangan untuk Direksi dan Dewan Komisaris Perseroan Tahun Buku 2025, serta Tantiem/Insentif Kinerja/Insentif Khusus untuk Direksi dan Dewan Komisaris Perseroan atas Kinerja Tahun Buku 2024

Approval of Salary/Honorarium along with Facilities and Allowances for the Board of Directors and Board of Commissioners of the Company for the 2025 Fiscal Year, as well as Tantiem/Performance Incentive/Special Incentive for the Board of Directors and Board of Commissioners for the 2024 Fiscal Year

4

Dasar Hukum/*Legal Basis*

- Pasal 96 (1) dan Pasal 113 UU 40/2007 | *Article 96 (1) and Article 113 Law 40/2007;*
- Pasal 76 (1), Pasal 81 (2) dan Pasal 83 (2) Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia BUMN ("**Permen BUMN 3/2023**") | *Article 76 (1), Article 81 (2) and Article 83 (2) Regulation of the Minister of SOE No. PER-3/MBU/03/2023 on Organizations and Human Resources of SOE (“**MSOE Regulation 3/2023**”);*
- Pasal 11 (19) dan Pasal 14 (30) AD Perseroan | *Article 11 (19) and Article 14 (30) Company’s AoA.*

Penjelasan/*Explanation*

1. Sesuai dengan ketentuan AD Perseroan dan UU 40/2007, anggota Direksi dan anggota Dewan Komisaris dapat diberikan gaji/honorarium berikut fasilitas dan/atau tunjangan lainnya termasuk tantiem yang jenis dan jumlahnya ditentukan oleh RUPS. Adapun kewenangan RUPS untuk menetapkan gaji dan tunjangan Direksi tersebut dapat dilimpahkan kepada Dewan Komisaris Perseroan | *In accordance with the provisions of the Company’s AoA and Law 40/2007, members of the Board of Directors and members of the Board of Commissioners may be given a salary/honorarium along with facilities and/or other allowances including tantiem, the type and amount of which are determined by the GMS. The authority of GMS to determine the salary and allowances of the Board of Directors may be delegated to the Company’s Board of Commissioners.*
2. Di dalam RUPS akan diusulkan untuk Keputusan terkait tantiem tahun buku 2024 serta gaji/honorarium, berikut fasilitas dan tunjangan tahun buku 2025 bagi Direksi dan Dewan Komisaris yang akan ditetapkan oleh Pemegang Saham Seri A Dwiwarna | *In the GMS, the Resolution of tantiem for the 2024 Fiscal Year and salary/honorarium, along with facilities and allowances for the 2025 Fiscal Year for the Board of Directors and Board of Commissioners will be proposed, which will be determined by the Series A Dwiwarna Shareholders.*

5

Penetapan Kantor Akuntan Publik untuk melaksanakan Audit Laporan Keuangan Konsolidasian Tahun Buku 2025, Audit Kepatuhan PSA 62, Audit Laporan Keuangan Pendanaan Usaha Mikro dan Usaha Kecil (PUMK) Terkait Program Tanggung Jawab Sosial dan Lingkungan, dan Penerapan Prosedur Yang Disepakati atas Laporan Hasil Evaluasi Kinerja KPI Korporat dan KPI Individual Tahun Buku 2025

Approval of the Appointment of a Public Accountant to Audit the Consolidated Financial Statements for the 2025 Fiscal Year, PSA 62 Compliance Audit, Micro and Small Business Funding Financial Report Audit Related to Social and Environmental Responsibility Programs, and Application of Agreed Procedures on Performance Evaluation Results Reports of Corporate KPI and Individual KPI for the 2025 Fiscal Year

5

PERTAMINA GAS NEGARA

Dasar Hukum/*Legal Basis*

- Pasal 71 (1) UU 19/2003 | *Article 71(1) Law 19/2003;*
- Pasal 96 (1) dan Pasal 113 UU 40/2007 | *Article 96 (1) and Article 113 Law 40/2007;*
- Pasal 33 (3) Permen BUMN 1/2023 | *Article 33 (3) MSOE Regulation 1/2023;*
- Pasal 32 (1) Peraturan Menteri BUMN No. PER-2/MBU/03/2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan BUMN | *Article 32 (1) Regulation of the Minister of SOE No. PER-2/MBU/03/2023 on The Guidelines for Governance and Significant Corporate Activities of SOE;*
- Pasal 13 (1) Peraturan OJK No. 13/POJK.03/2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik Dalam Kegiatan Jasa Keuangan ("**POJK 13/2017**") | *Article 13 (1) Financial Services Authority Regulation No. 13/POJK.03/2017 on The Use of Public Accounting Services and Public Accounting Firms in Finansial Services Activities ("**POJK 13/2017**");*
- Pasal 21 (2) AD Perseroan | *Article 21 (2) Company's AoA.*

Penjelasan/*Explanation*

Sesuai dengan ketentuan AD Perseroan dan POJK 13/2017, di dalam RUPS Tahunan dilakukan penunjukan KAP yang terdaftar di OJK dengan mempertimbangkan usulan Dewan Komisaris yang wajib memperhatikan rekomendasi Komite Audit. Kantor Akuntan Publik melaksanakan pekerjaan dengan lingkup: (1) Audit Laporan Keuangan Konsolidasian Perseroan Tahun Buku 2025, (2) Audit Kepatuhan PSA 62, (3) Audit Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil terkait Program Tanggung Jawab Sosial dan Lingkungan, dan (4) Penerapan Prosedur Yang Disepakati atas Laporan Hasil Evaluasi Kinerja KPI Korporat dan KPI Individual Tahun Buku 2025 | *In accordance with the provisions of the Company's AoA and POJK 13/2017, in the Annual GMS, the appointment of a Public Accounting Firm registered with OJK is carried out by considering the proposal of the Board of Commissioners which have taken into account the recommendation of the Audit Committee. The Public Accounting Firm was appointed to conduct: (1) an audit of the Consolidated Financial Statements for the 2025 Fiscal Year, (2) audit compliance of PSA 62, (3) Audit of the Financial Statements of Micro and Small Business Funding (PUMK) related to the Social and Environmental Responsibility Program and (4) the Implementation of Agreed Procedures for the Report on the Results of the Evaluation of Corporate KPI Performance and Individual KPI for the 2025 Fiscal Year.*

6

Persetujuan Penugasan Khusus kepada Perseroan

Approval of Special Assignments to the Company

6

Dasar Hukum/*Legal Basis*

- Pasal 66 (5) *jo.* Pasal 87C Undang-Undang Nomor 19 tahun 2003 tentang Badan Usaha Milik Negara sebagaimana telah diubah terakhir melalui Undang-Undang Nomor 1 Tahun 2025 | *Article 66 (5) jo. Article 87C Law Number 19 Year 2003 on State-Owned Enterprises which last amended through Law Number 1 Year 2025;*
- Pasal 65 (4) Peraturan Pemerintah 45/2005 tentang Pendirian, Pengurusan, Pengawasan dan Pembubaran BUMN sebagaimana diubah dengan Peraturan Pemerintah 23/2022 tentang Perubahan atas PP 45/2005 tentang Pendirian, Pengurusan, Pengawasan dan Pembubaran BUMN ("**PP 45/2005**") | *Article 65 (4) Government Regulation 45/2005 on SOE Establishment, Management, Supervisions and Dissolution as amended by Government Regulation 23/2022 on Amendment to Government Regulation 45/2005 on Establishment, Management, Supervision and Dissolution of SOE ("**Government Regulation 45/2005**");*
- Pasal 3 (4) Permen BUMN 1/2023 | *Article 3 (4) MSOE Regulation 1/2023.*

Penjelasan/*Explanation*

1. Penugasan Khusus dari Pemerintah kepada BUMN memerlukan persetujuan pemegang saham | *Special Assignments from Government to State-Owned Enterprises shall obtain approval from the General Meeting of Shareholders/Minister.*
2. Pemerintah bermaksud memberikan Penugasan Khusus kepada Perseroan sesuai peraturan perundang-undangan yang berlaku | *The Government intends to assign Special Assignments to State-Owned Enterprises based on prevailing laws and regulations.*

7

Perubahan Susunan Pengurus Perseroan

Changes to the Management of the Company

7

Dasar Hukum/*Legal Basis*

- PP 45/2005 | *Government Regulation 45/2005;*
- Permen BUMN 3/2023 | *MSOE Regulation 3/2023;*
- Peraturan OJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik | *Financial Services Authority Regulation No. 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Issuers or Public Companies;*
- Pasal 11 (10) *jo.* 14 (12) AD Perseroan | *Article 11(10) jo. 14 (12) Company's AoA.*

Penjelasan/*Explanation*

1. Sesuai dengan ketentuan AD Perseroan, calon anggota Direksi dan Dewan Komisaris diusulkan oleh Pemegang Saham Seri A Dwiwarna atau kuasanya pada RUPS | *In accordance with the provisions of the Company's AoA, candidates for members of the Board of Directors and Board of Commissioners are proposed by Series A Dwiwarna Shareholders or their proxies at the GMS.*
2. Usulan perubahan susunan Pengurus Perseroan / usulan calon anggota Direksi dan Dewan Komisaris akan disampaikan pada saat pelaksanaan RUPS Perseroan | *Proposal for the changes of the Company's Management / proposal for candidates for members of the Board of Directors and Board of Commissioners will be submitted at the time of the Company's GMS.*

Terima Kasih