

# GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2019

May 27, 2020  
14.00 WIB - FINISH

Pondok Indah Office Tower III,  
Jl. Sultan Iskandar Muda - Pondok Indah  
Kav. V-TA Jakarta Selatan

## GMS RULES

### 1. General

This General Meeting of Shareholders is the Annual General Meeting of Shareholders ("AGMS") and Extraordinary General Meeting of Shareholders ("EGMS") of PT Indo Tambangraya Megah Tbk (jointly referred to as the "Meeting").

### 2. Time and Venue

The Meeting will be convened on

Day/Date : Wednesday /27 May 2020  
Time : 14.00 WIB - Finish  
Venue : Pondok Indah Office Tower III, Lantai 3  
Jalan Sultan Iskandar Muda Kav V-TA  
Jakarta Selatan, DKI Jakarta, 12310

### 3. Agenda

Agenda of AGMS are as follows:

1. Approval of the Annual Report and Ratification of the Financial Statement of the Company for the financial year 2019.
2. Determination of the utilization of the Company's net profit for financial year 2019.
3. Appointment of a Public Accountant to audit the financial statement of the Company for financial year 2020.
4. Determination of remuneration of the Board of Commissioners and Board of Directors for financial year 2020.
5. Report on the utilization of fund from the Initial Public Offering.

Agenda of EGMS are as follows:

1. Amendment of Article 3, Article 19 paragraph 2 and 3, and Article 20 paragraph 2 of the Company's Articles of Association.
2. Change of composition of the Board of Commissioners and Board of Directors.

### 4. Participants of the Meeting\*

- a. Participants of the Meeting are the shareholders or their lawful proxies whose names are recorded in the Company's Shareholders Register on 30 April 2020 and or the holder of sub-securities account in KSEI on the closing of shares trading at the Indonesia Stock Exchange on 30 April 2020.

- b. The Meeting Participant may give proxy to the Company's Shares Administration Biro, PT Datindo Entrycom, as Independent Party appointed by the Company, including its voting, through the eASY.KSEI, or outside eASY.KSEI by downloading the proxy form in the Company's website [www.itmg.co.id](http://www.itmg.co.id), send the completed & signed Proxy affixed stamp duty Rp. 6000, and copy of the ID (KTP/Pasporrt), to PT Datindo Entrycom, Jalan Hayam Wuruk No. 28, Jakarta, 10120 and send the scan copy to corsecitm@banpuindo.co.id & DM@datindo.co.id. The Proxy shall be received by the Company and Shares Administration Biro 1 (one) working day prior the AGMS & EGMS at 12:00 WIB.
- c. Shareholders who give proxy through eASY.KSEI have the right to vote for each agenda through eASY.KSEI up to one day prior to the Meeting date. Shareholders who give proxy through or outside the eASY.KSEI mechanism may email their questions and/or opinion to corsecitm@banpuindo.co.id, the question will be read out during the AGMS & EGMS in the discussion of the respective agenda, afterwards the response will be sent to the shareholders's email account at the latest 3 working days after AGMS & EGMS.
- d. For the Shareholders who attend directly in the Meeting, the Company will perform procedures based on the Government's direction, as follows:
  - i. must wear mask and register at the Meeting's venue 30 (thirty) minutes prior the start of Meeting or 13.30 WIB;
  - ii. must comply with the health procedure in line with the Government's protocol and implemented by the building management of the venue;
  - iii. must perform Thermal Check in the location determined by the Company and the building management prior entering the Meeting's venue, and if not qualify based on the health protocol set by the Company and the building management, they are not allowed to enter the Meeting's venue;
  - iv. Shareholders and or its Proxy with the following sickness : flu/cough/cold/fever/sore throat/ breathing difficulties is prohibited to enter the Meeting's venue.
  - v. must sign Health Declaration Form which will be provided by the Company at the venue. If they are not qualified based on the Health Declaration Form, they are not allowed to enter the Meeting's venue.
  - vi. The Meeting will implement physical distancing policy with 1 (one) meter distance at the minimum.
  - vii. The Meeting participant is prohibited to shake hands and perform direct contact with other Meeting participant.

## 5. Invitation

The party who is not the Company's shareholder and present upon the invitation of the Board of Directors shall neither have the right to express his/her opinion nor to cast a vote at the Meeting.

## 6. Language

The Meeting will be held in bahasa Indonesia.

## 7. Chairman of the Meeting

The Meeting is chaired by a Commissioner member who is appointed by the Board of Commissioners. In the absence or in the inability of all members of the Board of commissioners, of which case it is unnecessary to prove to third parties, the Meeting shall be chaired by a Director appointed by the Board of Directors. In the absence or in the inability of all members of the Board of Directors, the Meeting shall be chaired by one of the shareholders being present at the Meeting appointed from and by the participants of the Meeting. (Article 14 paragraph (1) of the Company's Articles of Association).

## 8. Quorum of Attendance

- a. AGMS can be held if attended by the shareholders or their authorized proxies given through eASY.KSEI and or through proxy letter which representing more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights in accordance with article 15 paragraph 1 of the Company's Articles of Association *juncto* Article 86 Law number 40 of 2007 concerning Limited Liability Company ("UUPT");
- b. The First Agenda of EGMS can be held if attended by shareholders or their authorized proxies given through eASY.KSEI and or through proxy letter which representing at least  $\frac{2}{3}$  (two thirds) of the total number of shares with valid voting rights in accordance with article 88 of UUPT;
- c. The Second Agenda of EGMS AGMS can be held if attended by the shareholders or their authorized proxies given through eASY.KSEI and or through proxy letter which representing more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights in accordance with article 15 paragraph 1 of the Company's Articles of Association *juncto* Article 86 UUPT.

## 9. Questions and Answers\*

- a. There will be opportunity for questions and answers in each of the Meeting Agenda.
- b. Question may only be submitted by shareholder or its legal proxy.

- c. After the discussion of each Meeting agenda, the Chairman or any party appointed by the Chairman will read the question submitted by the shareholders through email or in writte by using the form given during the registration, in relation to the Meeting agenda being discussed at that time.
  - d. Afterwards, our officer will discuss the question with the Notary to determine its relevancy with the Meeting agenda.
  - e. The Chairman or any party appointed by the Chairman is entitle to refuse to respond or reply questions that is not relevant with the Meeting Agenda being discussed based on the opinion of the Chairman or any party appointed by the Chairman.
  - f. Proposal of the shareholders may be accommodated in the agenda of the Meeting if it comply with the following conditions :
    - (i) The proposed agenda has been submitted in writing (accompanied with the reasons therefore) to the Board of Directors by one or more shareholder(s) representing one twentieth (1/20) portion of the Company's total paid up shares with legal voting right;
    - (ii) has been received by the Board of Directors or the Board of Commissioners at least 7 (seven) calendar days prior to the issuance of the Call for Meeting;
    - (iii) According to the Board of Directors, the proposed agenda relate directly to the business of the Company and with due observance of other stipulations in al is considered related directly to the Company business with due observance of other provisions in the Company's Articles of Association and prevailing Capital Market Regulations (Article 13 paragraph 8 of the Articles of Association of the Company).
- ii. For the First Agenda of EGMS, the decision is valid if it is approved by more than 2/3 (two thirds) of the total number of votes issued with valid voting rights in the meeting in accordance with article 88 UUPT;
  - iii. For the Second Agenda of EGMS, the decision is valid if it is approved by more than ½ (one half) of the total number of votes issued with valid voting rights in the meeting in accordance with article 15 paragraph 1 of the Company's Articles of Association *juncto* article 87 UUPT.
- c. Each share gives the right to its shareholder to cast 1 (one) vote, if a shareholder has more than one share, he/she will be asked to cast its vote for once only and its vote shall represent all the shares he/she owns.

## 11. Voting

Resolution of the Meeting shall be resolved based on the voting given by the shareholders through eASY.KSEI and voting through the proxy given to the officer appointed by PT Datindo Entrycom, and with the voting of the shareholders attended directly in the AGMS & EGMS.

Jakarta, 4 May 2020  
**The Board of Directors**

**\*Update as of 18 May 2020**

## 10. Resolutions

- a. All resolutions herein shall be made based on deliberations for a consensus. If no resolutions are made based on deliberations for a consensus, they will be made based on the largest number of the votes cast lawfully at the Meetings, unless stipulated otherwise by the Articles of Association ( Article 15 paragraph (8) of the Articles of Association of the Company)
- b. i. For the AGMS, the decision is valid if it is approved by more than ½ (one half) of the total number of votes issued with valid voting rights in the meeting in accordance with article 15 paragraph 1 of the Company's Articles of Association *juncto* article 87 UUPT;

**Head Office:**

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