

**CONVOCAATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

PT INDO TAMBANGRAYA MEGAH Tbk

The Board of Directors of PT Indo Tambangraya Megah Tbk (the “**Company**”) hereby announce the Convocation to the Shareholders of the Company, that the Annual General Meeting of Shareholders (the “**Meeting**”) will be held as per following details:

Day/Date : Thursday, 24 March 2022
Time : 13.00 (Western Indonesia Time) - ends
Venue* : Pondok Indah Office Tower III, Lt.3
Jalan Sultan Iskandar Muda Kav V-TA
Jakarta Selatan, DKI Jakarta, 12310
Online venue for Shareholders : <https://easy.ksei.co.id/egken/>

**Physical attendance only allowed for Notary and Company’s Management.*

PREVENTION TO THE SPREAD OF COVID-19 VIRUS

1. The Company fully supports the direction from the Government of the Republic of Indonesia regarding the prevention to the spread of Covid-19 Virus. Thus, the Company imposes strict restrictions on physical attendance in the Meeting, and it will be held electronically using the facilities provided by PT Kustodian Sentral Efek Indonesia (“KSEI”) **without any physical presence** of Shareholders and/or its Proxy.
2. The Company further encourages the Shareholders to attend the Meeting by means of electronically and granting authorization through electronic authorization (e-proxy) by using the eASY.KSEI application or by authorizing the Independent Party being appointed by the Company through a Conventional Power of Attorney, available on the Company’s website (www.itmg.co.id) from the date of the convocation.

PRINTED CONVOCAATION IS NOT AVAILABLE

The Company does not send a separate convocation letter to the Shareholders and the Convocation for this Meeting serves as an official invitation.

MEETING AGENDAS AND EXPLANATION

The following matters will be proposed in the Meeting to be discussed and obtain approval from the Company’s Shareholders:

Agenda 1	Approval of the Annual Report and Ratification of the Financial Statement of the Company for the financial year 2021
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Explanation:

The Board of Directors and the Board of Commissioners report on the course of the Company during the financial year ended by 31 December 2021 in the Annual Report including the Sustainable Report as well as the Company’s performance in the Annual Consolidated Financial Statement for year ended by 31 December 2021 that has been audited by public accountant KAP Tanudiredja, Wibisana, Rintis and Partners (member of Pricewaterhouse Coopers).

Agenda 2	Determination of the utilization of the Company’s net profit for financial year 2021
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Explanation:

The determination on the use of net profit of the Company is submitted at the AGMS, including the dividend payment. In line with the Company’s policy, the cash dividend on net income is annually

distributed to Shareholders is approximately 60% of net profit by considering on the level of earned profit, the amount of reserves that must be set aside and the development plan of the subsidiary, unless otherwise determined by the Meeting.

By far, the Company has consistently paid cash interim dividend to the Shareholders for the first half performance. By approval from the Board of Commissioners, the Company has paid an interim dividend of Rp1,218 per share, paid on 24 November 2021.

Agenda 3	Appointment of a Public Accountant to audit the financial statement of the Company for financial year 2022
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Explanation:

In accordance with the provision of Article 13 paragraph (4) and paragraph (6) as well as Article 16 paragraph (3) of the Financial Services Authority Regulation No.13/POJK.03/2017 regarding the Use of Public Accountant Services and Public Accounting Firms in Financial Services activities, the appointment of a Public Accountant to review the Company's Annual Financial Statement for Financial Year 2022 will be proposed in accordance with the proposal of the Board of Commissioners based on recommendations from the Audit and Risk Oversight Committee.

Curriculum Vitae of Public Accountant is available in the Company's website (www.itmg.co.id).

Agenda 4	Approval on the changes of composition of the Board of Directors and the Board of Commissioners
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Explanation:

In accordance with the Company's Articles of Association, the term of office for members of the Board of Directors and Board of Commissioners of the Company will end at the closing of the Annual General Meeting of Shareholders in year 2022.

Curriculum Vitae of candidates for the Board of Commissioners and Board of Directors of the Company is available on the Company's website (www.itmg.co.id).

Agenda 5	Determination of remuneration of the Board of Commissioners and Board of Directors for financial year 2022
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Explanation:

a. Determination of remuneration for the Board of Commissioners

The amount of salary, honorarium, and allowances for each member of the Board of Commissioners will be determined by the General Meeting of Shareholders in accordance with Article 113 of the Company Law and Article 22 paragraph 8 of the Articles of Association of the Company.

Referring to the abovementioned regulations, the Company proposes to the AGMS a remuneration package for members of the Board of Commissioners for 2021 amounting to Rp11 billion and to further authorized the President Commissioner to determine the distribution among members of the Board of Commissioners.

b. Determination of remuneration for the Board of Directors

Referring to the provision of Article 96 paragraph 1 of Law No. 40 of 2007 on the Limited Liability Companies ("Company Law"), the amount of salary and allowances of the Board of Directors shall be determined based on the decision of the General Meeting of Shareholders, however in accordance with the provision of Article 96 paragraph 2 of the Company Law as well as Article 20 paragraph 5 of the Articles of Association of the Company, such authority may be delegated to the Board of Commissioners.

Agenda 6	Notice to Shareholders on the re-appointment of members of Audit and Risk Oversight Committee/AROC and members of Sustainable Development, GCG, Nomination and Compensation Committee/SDGNCC.
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Explanation:

This Agenda shall serve as a notification to the Shareholders regarding the reappointment of members of the Audit and Risk Oversight Committee (AROC) as well as members of the Sustainable

Development, GCG, Nomination and Compensation Committee (SDGNCC) based on the approval from the Company's Board of Commissioners to be effective from the closing of the Meeting until the Annual General Meeting of Shareholders held in 2025.

PROVISIONS FOR SHAREHOLDERS WITH THE RIGHT TO ATTEND IN THE MEETING

1. Shareholders who are entitled to attend or represented at the Meeting are Shareholders whose names are registered in the Company's Register of Shareholders on 1 March 2022 at 16.00 WIB (Western Indonesia Time) and/or holders of the Company's shares at the sub-securities account of PT Kustodian Sentral Efek Indonesia (KSEI) on the closing of shares trading at the Indonesia Stock Exchange on 1 March 2022.
2. In connection with the issuance of KSEI's letter No KSEI 4012/0521 dated 31 May 2021 regarding the Implementation of the e-Proxy Module and e-Voting Module on the Application of eASY KSEI along with the General Meeting of Shareholders, the Meeting will be held electronically, so that Shareholders can attend through the Electronic General Meeting System application through <https://easy.ksei.co.id/egken/>, as provided by KSEI.
3. Further, the guideline of registration, usage and explanation for eASY.KSEI and AKSes KSEI can be found on the website of: <https://akses.ksei.co.id>.
4. If the Shareholder chooses not to attend the Meeting electronically, the respective Shareholder may authorize the Independent Party being appointed by the Company so that its presence and voting rights are represented by the Independent Party electronically in the Meeting through eASY.KSEI application, with the following conditions:
 - a. Downloading the power of attorney as available in the Company's website (www.itmg.co.id) to be filled and submitted to the Company at latest on 21 March 2022 through a Securities Administration Bureau appointed by the Company, namely:
PT Datindo Entrycom
Jl. Hayam Wuruk No. 28, Jakarta 10120
phone: +62-21-350 8077).
 - b. The Power of Attorney must be equipped with a copy of Identity Card (KTP) or other valid identification. For Shareholders in the form of Legal Entities, a copy of the Articles of Association as well as the latest Deed on the Changes of Composition of the Board.
 - c. Any member of the Board of Commissioners, Board of Directors, and any employee of the Company may act as a proxy for the Shareholders in the Meeting, but any vote they cast as proxy in the Meeting will not be counted in the voting (including if such person act as the Shareholders
 - d. The Shareholders are not allowed to split their authority of some shares to more than one proxy with different vote.

MEETING MATERIAL

1. All meeting-related materials including the Power of Attorney and Meeting Rules of Conduct can be accessed by scanning the QR Code below or through the Company's website (www.itmg.co.id).
2. Shareholders of the Company are expected to carefully read the Meeting's Rule of Conduct, including for those who will attend the Meeting electronically, the electronic Meeting guideline available at eASY KSEI application's website.

QUESTIONS RELATED WITH MEETING AGENDA

The Shareholders who are entitled to attend, have the right to submit questions related to the Meeting Agenda through the Company's email corsecitm@banpuindo.co.id; and the questions thereof will be submitted in the Meeting by the authorized proxy and recorded in the Minutes of Meeting to be prepared by the Notary, and the response to those questions will be replied to the Shareholders' email after the Meeting.

VOTING RESULTS

Notary with the assistance of the Shares Administration Bureau, will validate and calculate the voting for respective Meeting's Agenda in every voting for each respective Agenda, including the submitted votes through eASY.KSEI and the submitted votes in the Meeting.

OTHER MATTERS

1. To prevent the spread of Covid-19 Virus and as the Meeting will be conducted by means of electronic, **the Company will not be providing foods, drinks, including giving souvenirs/goodie bags either before or after the Meeting.**
2. Meeting activities at the above location will be carried out with a maximum restriction of 25% of the capacity of the Meeting room which only being allocated to Meeting supporting devices, related Company administrators and professional support to support the implementation of the Meeting.
3. Any changes and/or additional information related to the implementation procedures of the Meeting which has not incorporated under this Invitation will be further updated on the Company's website.

Jakarta, 2 March 2022

PT Indo Tambangraya Megah Tbk

The Board of Directors

