



# CONVOCATION

**ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**PT INDO TAMBANGRAYA MEGAH Tbk.**

**Jakarta, 28 March 2024**

**10.30 WIB – Ends**

**Conducted Electronically Using Electronic General Meeting  
System Platform from KSEI**



## ANNUAL GENERAL MEETING OF SHAREHOLDERS PT INDO TAMBANGRAYA MEGAH Tbk ("Company")

The Board of Directors of PT Indo Tambangraya Megah Tbk 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	:	Thursday, 28 March 2024
Time	:	10.30 WIB (Western Indonesia Time) – onwards
Venue	:	Pondok Indah Office Tower 3, Lt.3 Jalan Sultan Iskandar Muda Kav V-TA, Jakarta Selatan 12310*
Mechanism	:	Electronically by using Electronic General Meeting System platform from PT Kustodian Sentral Efek Indonesia ("eASY.KSEI")

*\*The attendance place is intended for Meeting Chairman, members of the Board of Directors who will deliver the presentation of the Meeting Agenda, Corporate Secretary and Supporting Professional Institutions.*

The Company will conduct the Meeting electronically and therefore, the Company encourages all Shareholders to attend the Meeting by the following mechanism:

1. **Attend the Meeting electronically through eASY.KSEI** (<https://akses.ksei.co.id/>) application; or
2. **Represented by other parties by granting a power of attorney electronically through eASY.KSEI** (<https://akses.ksei.co.id/>) application; or
3. **Granting conventional power of attorney to independent representative appointed by the Company** by using Proxy Form provided by the Company as available and can be downloaded in the Company's website, <https://itmg.co.id/en/corporate-governance/gms> from Convocation date until one business day prior to the Meeting.



## MEETING AGENDA AND EXPLANATION

### **First Agenda** **Approval of the Company's Annual Report and Ratification of Financial Statement for the Financial Year 2023.**

#### **Explanation:**

The presentation of this Agenda is based on Article 11 Paragraph (2) of the Company's Articles of Association and Article 66 paragraph (1), 68 Paragraph (3) and 69 Paragraph (1) of Law No. 40 of 2007 regarding Limited Liability Companies ("Company Law").

The Board of Directors and the Board of Commissioners will report the course of the Company throughout the financial year ended December 31, 2023 in the Annual Report and Sustainability Report, as well as the Company's performance in the Annual Consolidated Financial Statements for the year ended December 31, 2023, as audited by public accountants KAP Tanudiredja, Rintis and Partners based on their report dated February 21, 2024

Further, the Company proposes to the Meeting to approve and ratify the Annual Report including the Board of Commissioners' Supervisory Report and the Company's Financial Statement, as well as granting of full release and discharge of responsibility (volledig acquit et de charge) to members of the Board of Directors for their management duties and the Board of Commissioners for their supervisory duties that have been carried out over the Company in the 2023 financial year, as long as those actions reflected in the Annual Report and recorded in the Company's Financial Statement, and do not constitute a criminal act or a violation of applicable laws and regulations.

### **Second Agenda** **Determination of Net Profit Allocation of the Company for Financial Year 2023.**

#### **Explanation:**

The presentation of this Agenda is in accordance with Article 26 Paragraph (1) and Paragraph (2) of The Company's Article of Association, as well as Article 70 and 71 of Company Law, whereby the use of the Company's net profits must be approved by the General Meeting of Shareholder.

Through the approval of the Board of Commissioners, the Company has paid an interim dividend for the first semester of 2023 from net profit, amounting to Rp2,660, - (two thousand six hundred and sixty Rupiah) per share that has been paid on September 22, 2023.

### **Third Agenda** **Appointment of a Public Accountant and/or Public Accounting Firm to Audit the Company's Annual Financial Statement for Financial Year 2024.**

#### **Explanation:**

This Agenda is proposed based on Article 3 Paragraph (1) and Paragraph (4) of the Financial Services Authority Regulation No. 9 of 2023 regarding the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities.

Further, based on the recommendation from the Company's Audit and Risk Oversight Committee, it will be proposed in the Meeting to appoint Mr. Toto Harsono, S.E and Public Accounting Firm Tanudiredja, Wibisana, Rintis & Partners to audit the Company's books for the Financial Year ended December 31, 2024 and other Financial Statement as needed by the Company as well as granting authorization to the Board of Commissioners and/or Board of Directors of the Company to take required actions and arrangements in connection with the appointment.





- (i) Registration process;
  - (ii) Process and mechanism to submit question and/or opinion electronically;
  - (iii) Voting Process; and
  - (iv) Meeting live broadcast.
- 4) The Company strongly encourages all Shareholders to grant power of attorney to the Independent Party appointed by the Company so that its presence and voting rights are represented by the Independent Party at the Meeting, in the following manner:
- a) Using the electronic Power of Attorney (e-Proxy) available in eASY.KSEI application (<http://easy.ksei.co.id>).
  - b) Downloading the power of attorney available in the Company's website ([www.itmg.co.id](http://www.itmg.co.id)) to be completed and submitted to the Company at latest on 25 March 2024 at 16.00 WIB (Western Indonesia Time) through the Securities Administration Bureau appointed by the Company:  
PT Datindo Entrycom  
Jl. Hayam Wuruk No. 28, Jakarta 10120  
Telp: +62-21-350 8077
  - c) 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.
  - d) 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.
  - e) The Shareholders are not allowed to split their authority of some shares to more than one proxy with different vote.

## MEETING MATERIAL

In accordance with the provisions of OJK Regulation No.15/POJK.04/2020, the Meeting Agenda Materials for Shareholders can be downloaded from the Company's website (<https://itmg.co.id/governance/general-meeting-of-shareholders>). The Company does not provide Meeting materials and other related Meeting materials in hardcopy form.

The Company encourages Shareholders to first read the Meeting Rules of Conduct including the electronic Meeting guidelines as available on KSEI eASY system website, for those who will attend electronically.



## 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](mailto: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 RESULT

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.

## OTHERS

1. The Company does not send a separate invitation letter to the Shareholders and this invitation for the Meeting is an official invitation.
2. 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, March 6, 2024  
**PT Indo Tambangraya Megah Tbk**  
**THE BOARD OF DIRECTORS**

