



# **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Jakarta, 28 March 2024**

## **MEETING RULES OF CONDUCT**



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This meeting is the Annual General Meeting of Shareholders of PT Indo Tambangraya Megah Tbk (hereinafter referred to as the “**Meeting**”).

## REGULATION REFERENCE

1. The Law No. 40 of 2007 concerning Limited Liability Companies (the “**Company Law**”).
2. Regulation of Financial Services Authority No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies (“POJK No. 15/2020”).
3. Regulation of Financial Services Authority No. 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies (“POJK No. 16/2020”).
4. Indonesia Central Securities Depository Letter No. KSEI-4012/DIR/0521 dated 31 May 2021 regarding Implementation of e-Proxy and e-Voting Module in eASY.KSEI Application along with General Meeting of Shareholders Broadcasting Feature.
5. The Articles of Association of the Company.

## MEETING TIME AND VENUE

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 (“ <b>eASY.KSEI</b> ”)

*\*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.*

## AGENDA

1. Approval of the Annual Report and Ratification of the Financial Statement of the Company for the financial year 2023.
2. Determination of the utilization of the Company’s net profit for financial year 2023.
3. Appointment of a Public Accountant to audit the financial statement of the Company for financial year 2024.
4. Approval of Changes in the Composition of the Board of Directors and Board of Commissioners of the Company.
5. Determination of remuneration of the Board of Commissioners and Board of Directors for financial year 2024.

Agenda discussion is conducted by the following mechanism:

- a. The Meeting Chairman will open, preside over and adjourned the Meeting.
- b. The Meeting Chairman may request assistance from members of the Board of Directors to convey Meeting explanation.



## CONVENING OF MEETING WITH LIMITED ATTENDANCE

1. The meeting **will only be attended on a limited basis** among others supporting professionals, the Company's management and the Meeting room is only intended for supporting devices to support a smooth Meeting implementation.
2. The Company further request the **Shareholders to attend the Meeting by means of electronic** and granting authorization through electronic authorization (e-proxy) by using the eASY.KSEI application.
3. The Shareholders may also 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 by filling a Conventional Power of Attorney, provided by the Company as available on the Company's website ([www.itmg.co.id](http://www.itmg.co.id)) from the date of the convocation, and to submit the Power of Attorney to the Company at latest 25 March 2024 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).
4. Due to the ongoing fasting month of Ramadan, the Company will not provide souvenirs, food and drinks at the Meeting venue, either before or after the Meeting.

## LANGUAGE

The Meeting shall be convened in Bahasa Indonesia, however for those who does not understand Bahasa Indonesia can address their questions in English at the given time.

## MEETING PARTICIPANT

1. Meeting participants who are entitled to attend or represented at the Meeting are Shareholders whose names are registered in the Company's Register of Shareholders on 5 March 2024 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 5 March 2024.
2. Meeting Participants has a right to convey his/her opinions/questions and to vote in the Meeting.
3. Members of the Board of Directors, members of the Board of Commissioners, and the employees of the Company are allowed to act as the Shareholders proxies to attend the Meeting, but they are not authorized to act as proxies to cast their votes at the Meeting. Their votes which addressed in the Meeting as a proxy will be deemed void and invalid and will not be counted. Those parties, however, are not allowed to act as proxies at all if the authority is given electronically (e-Proxy).

## INVITED GUEST

Invited Guests are visitors who are not Shareholders of the Company, who attend online by the invitation of the Board of Directors and do not have the right to express opinions and vote in the Meeting.



## CHAIRMAN

1. The Meeting will be chaired by a President Commissioner based on approval from the Board of Commissioners on 28 February 2024 (hereinafter shall be referred to the “**Chairman of the Meeting**”).
2. To ensure the Meeting is conducted in an orderly manner, Chairman of the Meeting has the right to:
  - a) decide any procedure of the Meeting which has not yet been stipulated or is not sufficiently stipulated in this Rules of Conduct; and
  - b) take any action outside the Rules of Conduct, which is deemed necessary.

## QUORUM

1. The Meeting 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 of UUPT.
2. The calculation of total attending Shareholders or Shareholders represented in the Meeting will be conducted 1 (one) time by the Notary at the beginning, before the Meeting is officially opened by the Chairman.
3. If Shareholders or their authorized proxies cast their vote through e-Voting prior to the Meeting in accordance with the laws, the Shareholders or their authorized proxies will be considered as present at the Meeting.
4. Shareholders and/or their Proxies can only register 1 (one) time through eASY.KSEI system.
5. Shareholders and/or their Proxies has registered through eASY.KSEI application, entitled to watch the Meeting through the AKSes.KSEI facility application (<https://akses.ksei.co.id/>) by selecting “**Tayangan RUPS**”.

## QUESTION AND ANSWER

1. There will be opportunity for questions and answers in each of the Meeting Agenda.
2. Question may only be submitted by Shareholder or its legal proxy.
3. After e discussion of each Meeting agenda, the Chairman or any party appointed by the Chairman will read the question submitted by shareholders through email or chat feature in eASY.KSEI in relation to the Meeting Agenda being discussed at that time.
4. The Chairman or any party appointed by the Chairman is entitled to refuse to respond or reply to 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.
5. Proposal of the Shareholders may be accommodated in the agenda of the Meeting if it complies with the following conditions:
  - a) 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.
  - b) 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 Meeting Convocation.



- c) 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).

## MEETING ORDER

1. Meeting Participant and Invitee must follow the Meeting sequence in orderly manner.
2. The Chairman has the right to take any necessary action to ensure an orderly Meeting.

## RESOLUTION

1. 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).
2. The Meeting resolution for each Meeting Agenda is valid if it is approved by more than  $\frac{1}{2}$  (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 Company.
3. 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.

## VOTING

1. This Meeting is using the e-proxy facility and evoting on eASY.KSEI which was provided by PT Kustodian Sentral Efek Indonesia, hence voting for each Agenda will be collected from eASY.KSEI.
2. Shareholders and/or their Proxies who have registered through eASY.KSEI application will receive a link through the registered email which has been registered by the Shareholders and/or their Proxies to go to the electronic voting platform.
3. Voting for each Meeting Agenda will be conducted after the completion of discussion and submission of the proposed resolutions of the Meeting Agenda after the Meeting Chairman invited the Shareholders or their Proxy to carry out the voting process which will be guided by the Meeting Chairman.
4. The procedure for voting electronically can be seen on the KSEI website.
5. At the end of voting session, the Notary shall declare the result of the voting.

## MEETING LIVE BROADCAST

- a. Shareholders who have been registered at eASY.KSEI no later than the specified closing date can watch the meeting via Zoom webinar by accessing the eASY.KSEI menu, a submenu of GMS Broadcast located at the AKSes facility (<https://akses.ksei.co.id/>).
- b. AGMS broadcast has capacity of up to 500 participants with a determined attendance pursuant to a first come first serve basis scheme.



- c. Shareholders who do not have the opportunity to watch the Meeting through the GMS Broadcast are deemed to be legally present electronically, and their share ownership and votes will be considered in the Meeting, to the extent they have been registered in eASY.KSEI.
- d. Shareholders who only watch the Meeting through GMS Broadcast but are not registered as electronically present on the eASY.KSEI application, they will not be counted in the Meeting attendance quorum, accordingly.

## **OTHERS**

Other matters which have not been stipulated in this Rules of Conduct shall be further determined by the Chairman of the Meeting.

Jakarta, March 6, 2024  
**PT Indo Tambangraya Megah Tbk**  
**The Board of Directors**

