



CIKARANG LISTRINDO

ENERGY

RULES & PROCEDURES **ANNUAL GENERAL MEETING OF SHAREHOLDERS AND** **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** **PT Cikarang Listrindo Tbk (the "Company")** **Jakarta, 2 June 2021**

1. General

Annual General Meeting of Shareholders ("**AGMS**") and Extraordinary General Meeting of Shareholders ("**EGMS**"), (both shall be referred to as the "**Meeting**" or "**GMS**"), will be conducted in Indonesian Language.

During the Meeting, the use of cellular telephones or other portable electronic in the meeting room and/or in the vicinity of the meeting room which may disrupt the Meeting is not permitted.

2. Health Procedures in light of COVID-19

To ensure the safe and health of the Company's Shareholders and other stakeholders in holding the Meeting, and by considering Government Regulation No. 21 of 2020 concerning Large-Scale Social Restrictions for the Acceleration of Mitigation of COVID-19 and DKI Jakarta Governor's Regulation No. 51 of 2020 concerning Implementation of Large Scale Social Limitation in the Transition towards Community, Health, Safe and Productive as well as other relevant regulations, therefore, the Meeting will be held with the following security measures, including:

- a. In connection to prevent and control the spread of COVID-19 and the implementation of large-scale social restrictions in DKI Jakarta, the Company will not provide foods and drinks, printed Annual Reports or souvenirs to Shareholders or their proxies who attend the Meeting.
- b. Shareholders or their proxies are required to present COVID-19 rapid test antigen or PCR swab test certificate with negative result from the hospital, public health centre or clinic with sample taken within a maximum period of 2 (two) days prior to the Meeting.
- c. Shareholders or their proxies who will attend the Meeting must wear a mask which must be worn during the Meeting.
- d. Shareholders or their proxies who will attend the Meeting must comply with the health procedure in line with the Government's protocol as informed and implemented by the building management of the venue.
- e. Shareholders or their proxies are requested to undergo Thermal Check by the building management before entering the Meeting venue, and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the Meeting location. To protect the rights of the Shareholders, the Shareholders that may not enter the Meeting venue may grant power of attorney to the Company's Share Registrar.
- f. Shareholders or their proxies showing flu like symptoms/cough/runny nose/fever/sore throat/shortness of breath are not allowed to enter the Meeting location. To protect the rights of the Shareholders, the Shareholders that may not enter the Meeting venue may grant power of attorney to the Company's Share Registrar.

- g. Shareholders or their proxies who will attend the Meeting must complete and execute the Health Declaration Form which can be downloaded through the Company's website www.listrindo.com and submit it to the health officer before entering the Meeting location. If it does not meet the requirements stated on the Health Declaration Form, he/she is not permitted to enter the Meeting room. To protect the rights of the Shareholders, the Shareholders that may not enter the Meeting venue may grant power of attorney to the Company's Share Registrar.
- h. This meeting implements a physical distancing in radius of 2 meter per person.
- i. Meeting participants are encouraged not to shake hands or in any other way having direct skin contact.
- j. Shareholders or their proxies who are not able to meet the provisions in No. 1 point (b) – (i) above, accordingly the Company has the right to:
 - Prohibit Shareholders or their proxies to attend the Meeting and request the concerned shareholders to grant power of attorney to the Company's Share Registrar; and
 - Carry out other necessary actions in accordance to health protocol
- k. To ease the arrangement and for proper order at the Meeting, the Shareholders or their valid proxies are requested to be present at the Meeting venue at least 30 (thirty) minutes before the Meeting starts.

3. Time and Place

The Meeting will be held on:

Date	: Wednesday, 2 nd June 2021
Time	: 10.00 WIB (Western Indonesian Time) – done
Venue	: Sheraton Grand Jakarta Gandaria City Hotel Ballroom 3, 3 rd Floor Jl. Sultan Iskandar Muda, Kebayoran South Jakarta 12240

4. Meeting Agenda

Agenda of the AGMS:

- a. Approval of the Annual Reports including the Report of Board of Directors and Report of the Board of Commissioners, as well as the Financial Statements of the Company for the year ended December 31, 2020;
- b. Determination on the use of the Company's net income and retained earnings for the year ended December 31, 2020;
- c. Accountability report on the realisation of the use of proceeds from the Initial Public Offering as of December 31, 2020;
- d. Proposed transfer of part of the Company's treasury shares from the buyback exercise in connection with the disbursement of partial bonus to the Company's employees in the form of shares;
- e. The appointment of Public Accounting Firm to conduct audit on the Company's financial statements for the year ended on December 31, 2021;
- f. The appointment of Board of Commissioners and Directors for the 2021 – 2026 term of office.
- g. Determination of salaries and benefits of the members of the Company's Board of Commissioners and the Board of Directors.

Agenda of the EGMS:

1. Approval on the amendment of the Company's Articles of Association in order to conform with the Financial Services Authority regulations and other applicable laws and regulations.
2. Shareholders' approval in connection with the proposed issuance of notes denominated in United States Dollars in the amount of up to US\$600,000,000 that will be issued by the Company through an offering, which is not a public offering or debt securities offering through private placement under Law No. 8 of 1995 on Capital Markets (including but not limited to POJK NO. 30/POJK.04/2019 on the Issuance of Debt Securities and/or Sukuk Without a Public Offering) to investors outside the territory of Republic of Indonesia, which constitutes a material transaction under POJK No. 17/POJK.04/2020 dated April 20, 2020 on Material Transactions and Change of Main Business Activities.

5. Meeting Participants

The Shareholders entitled to attend the Meeting are:

- a. Shareholders whose name are registered in the Company's Shareholders' Registry (*Daftar Pemegang Saham / DPS*) and/or the Company's Shareholders whose name are registered in the Register of Account Holders at PT Kustodian Sentral Efek Indonesia ("**KSEI**"), on May 10, 2021 at 16.15 WIB (Western Indonesian Time).
- b. The Shareholders or their proxies who join the Meeting after it has been declared to be in session by the Chair of the Meeting are not allowed to exercise their rights as shareholders, including to raise question or to vote, and their attendance is not counted in determining the quorum attendance of this Meeting.

Matters which can be discussed and decided at the Meeting shall only be issues specified in the agenda of the Meeting as set out in the Invitation of the Meeting.

6. Invitees

Any person who is not a Shareholder of the Company or their proxies and attend the Meeting upon the invitation from the Board of Directors and/or the Company may not provide their opinion and to vote, as well as to raise questions in the Meeting.

7. Quorum of Attendance:

Pursuant to Article 11 paragraph (1) letter (a) of the Company's Articles of Association, the Meeting can be held if attended by Shareholders or their proxies representing more than 2/3 (two thirds) of the total shares with legal votes rights that have been issued by the Company.

8. Quorum of Meeting Decisions:

Pursuant to Article 11 paragraph (7) of the Company's Articles of Association, all resolutions of the Meeting shall be adopted on amicable deliberation basis. In the event a resolution on amicable deliberation basis is not reached, the resolution shall be adopted based on affirmative votes more than 2/3 (two thirds) of total shares with vote rights cast legally in the Meeting.

9. Chairman of the Meeting:

- a. In accordance with Article 10 paragraph (17) of the Company's Articles of Association and Article 37 paragraph (1) of Financial Services Authority Regulation concerning Plan and Implementation of General Meeting of Shareholders of Public Companies ("**POJK No. 15/2020**") and, the Meeting shall be chaired by a member of the Board of Commissioners, appointed by the Board of Commissioners.
- b. The Chairman of the Meeting shall be entitled to take any necessary action in order to enable the Meeting to proceed in an orderly, unhindered manner and achieve its objectives.
- c. The Chairman of the Meeting shall be entitled to require every attendee at the Meeting to prove his/her authority to attend the Meeting.

10. Meeting Procedures:

a. Opportunity to Submit Questions and/or Express Opinions:

1. In each agenda of the Meeting, the Chairman of the Meeting shall give an opportunity to the Shareholders or their proxies to raise questions and/or express opinions. For one agenda item, there will only be one session for raising and/or expressing opinions regarding the agenda of the Meeting.

For each Meeting Agenda, no more than 3 (three) questions or opinions will be responded directly at the Meeting, for questions or opinions that cannot be directly responded at the Meeting, responses will be given in writing by electronic mail (email) no later than 3 (three) working days since this Meeting is closed.

2. Shareholders who are entitled to raise questions are Shareholders of the Company or their legal proxies whose names are registered in the Company's Shareholders' Registry (*Daftar Pemegang Saham / DPS*) on May 10, 2021 and/or Company's Shareholders whose name are registered in the Register of Account Holders at KSEI on May 10, 2021 at 16.15 WIB (Western Indonesian Time) or their legal proxies, and have met the requirements as the Meeting participants.
3. Questions can only be raised by the Shareholders or their valid proxies at the specific time, i.e. after the explanation of each agenda item of the Meeting and before voting.
4. Shareholders of the Company or their valid proxies who would like to raise questions and/or express opinions, will be asked to raise their question directly on the designated spot by stating the name, number of shares owned or represented and the question.

For questions raised by the Shareholders through email, the Chairman of the Meeting or other party appointed by the Chairman will read the questions.

5. The Chairman of the Meeting will invite the Board of Directors or the Company's officials/supporting professionals appointed by the Board of Directors to answer or give response to the question raised or opinions expressed by the Shareholders.
6. The Chairman of the Meeting is entitled to refuse to answer or give response to the questions which, in the opinion of the Chairman of the Meeting is not related to the agenda of the Meeting.
7. After all the questions and/or comments for the agenda have been answered, the Chairman of the Meeting will proceed with voting mechanism.

b. Voting Procedures for Decision Making:

1. Resolutions shall be adopted by inquiring whether the proposal submitted in the Meeting can be approved by the Shareholders in attendance and/or their proxies who is physically present.
2. The number of votes will be counted with the votes that have been given through eASY.KSEI through the link at <https://akses.ksei.co.id/> then will be reported by the Notary Public.
3. Each share grants to its holder the right to cast one vote. If a shareholder or their valid proxies hold or represent more than one share, then the respective Shareholders or their proxies will be asked to cast their vote only once, which vote shall constitute the total number of voting rights conferred by all the shares he/she holds or represent.

c. 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 Meeting.

The voting mechanism is as follows:

1. First session, those who vote disagree shall raise their hands and submit their voting cards to the officers;
2. Second session, those who vote abstain shall raise their hands and submit their voting cards to the officers;
3. Third session, those who do not raise their hands in the first and second session, will be deemed as having approved the proposal discussed on the Meeting.

Pursuant to Article 11 paragraph (9) of the Articles of Association of the Company and Article 47 of POJK No. 15/2020, the Shareholders with valid voting rights who attend the Meeting but do not cast any vote (abstain) shall be deemed as voting for the same as the majority vote of shareholders who cast their vote.