



# CIKARANG LISTRINDO

---

## ENERGY

### **RULES & PROCEDURES**

#### **CONTINUATION OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED JUNE 2, 2021 AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT Cikarang Listrindo Tbk (the "Company") Jakarta, 15 October 2021**

#### **1. General**

The Continuation of Extraordinary General Meeting of Shareholders Dated June 2, 2021 and Extraordinary General Meeting of Shareholders (both are called "**Meeting**") will be conducted in Indonesian Language.

The Meeting will be held online and offline.

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 the Instruction of the Minister of Home Affairs No. 43 of 2021 concerning the Enforcement of Restrictions on Community Activities Level 4, Level 3, and Level 2 Corona Virus Disease 2019 ("**COVID-19**") in the Java and Bali Regions as well as other relevant regulations, therefore, the Meeting will be held with the following security measures, including:

a. The Company shall ensure the Shareholders who are unable to present or choose not to present at the Meeting may exercise their rights:

- Electronically through Electronic General Meeting System ("**eASY.KSEI**") application provided by KSEI:
  - By using an electronic proxy ("**e-Proxy**") mechanism through <https://akses.ksei.co.id/> at the latest on October 14, 2021 at 12.00 Western Indonesian Time.
  - By authorizing the proxy to present and cast a vote on each Meeting's agenda ("**e-Voting**") through <https://akses.ksei.co.id/> with due observance to the provisions of eASY.KSEI, Meeting Invitation and Company's Meeting Rules and Procedures.

For the Shareholders who will use eASY.KSEI may download the user guidance through the following link: <https://www.ksei.co.id/data/download-data-and-user-guide>.

- Physically:
  - By authorizing the proxy to present and cast a vote on each Meeting's agenda by completing the Power of Attorney form that may be downloaded on the Company's website [www.listrindo.com](http://www.listrindo.com) under the conditions as stated in the Revised Invitation of Continuation of Extraordinary General Meeting of Shareholders Dated June 2, 2021 and Invitation of Extraordinary General Meeting of Shareholders dated September 23, 2021.

b. 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 or souvenirs to Shareholders or their proxies who attend the Meeting.

- c. 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 1 (one) day prior to the Meeting.
- d. Shareholders or their proxies who will attend the Meeting must wear a mask which must be worn during the Meeting.
- e. 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.
- f. Shareholders or their proxies are requested to scan QR Code using the PeduliLindungi application and 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.
- g. 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.
- h. 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](http://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.
- i. This meeting implements a physical distancing in radius of 2 meter per person.
- j. Meeting participants are encouraged not to shake hands or in any other way having direct skin contact.
- k. Shareholders or their proxies who are not able to meet the provisions in No. 1 point (c) – (j) 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
- l. The quota for physical attendance in the Meeting room in accordance with the first come first served basis with a maximum of 10 (ten) people.
- m. 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 : Friday, October 15, 2021  
 Time : 10.00 WIB (Western Indonesian Time) – done  
 Venue : WTC Conference Hall  
 WTC 3, Mezzanine Hall  
 Jl. Jenderal Sudirman Kav. 29-31  
 Jakarta 12920

#### 4. Meeting Agenda

Agenda of the Continuation of Extraordinary General Meeting of Shareholders Dated June 2, 2021: 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.

Agenda of the Extraordinary General Meeting of Shareholders:  
Amendment of Article 3 of the Company's Articles of Association in order to conform with the 2020 Classification Business Codes (*Klasifikasi Baku Lapangan Usaha / KBLI*).

#### 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**") at the close of Indonesian Exchange trading hours on September 22, 2021.
- 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 (11) 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 (22) letter (a) 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. . In the event all members of the Board of Commissioners are absent or indisposed, the Meeting shall be chaired by a member of the Board of Directors, appointed by the Board of Directors.

- 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 September 22, 2021 and/or Company's Shareholders whose name are registered in the Register of Account Holders at KSEI on September 22, 2021 at the close of Stock Exchange trading hours 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 with the following mechanism:
  - i. Shareholders or their proxies who attend the Meeting physically may raise questions and/or express opinions directly on the designated spot by stating the name, number of shares owned or represented and the question
  - ii. Shareholders or their proxies who attend the meeting electronically may only submit questions and/or express opinions via the chat feature in the 'Electronic Opinions' column available in the E-meeting Hall screen in the eASY.KSEI application. Questions and/or opinions can be submitted as long as the status of the Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. [ ]"

For the proxies who attend the meeting electronically and will submit questions and/or opinions of their shareholders during the discussion session per agenda of the Meeting, they must state the names of shareholders and number of shares represented followed by the questions or opinions.

For questions raised by the Shareholders via chat feature, the Chairman of the Meeting or other party appointed by the Chairman will read the questions.

- iii. Discussion time allocated for each GMS agenda is 3 minutes.
- 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 or their proxies 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 physical 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 (13) 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.

The electronic voting mechanism is as follows:

1. The electronic voting process will be done in the eASY.KSEI application on the E-meeting Hall menu, Live Broadcasting sub menu.
2. Shareholders who attend or are represented by their proxies but have not yet issued their vote on the agenda of the Meeting at the latest at 12.00 Western Indonesian Time on 1 (one) working day prior to the Meeting, the shareholders or their proxies have the opportunity to submit their vote during the voting period via E-screen. The E-Meeting Hall in the eASY.KSEI application will be opened by the

Company. When the electronic voting period per meeting agenda begins, the system automatically runs the voting time by counting down a maximum of 2 (two) minutes. During the electronic voting process, the status of "Voting for agenda item no [ ] has started" will be seen in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for a particular meeting agenda until the status of the meeting as shown in the 'General Meeting Flow Text' column changes to "Voting

for agenda item no [ ] has ended", it will be considered as voting Abstain for the relevant meeting agenda.

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.

#### **11. Others:**

Following the issuance of KSEI's letter No. KSEI-4012/DIR/0521 dated May 31, 2021 regarding the Implementation of the e-Proxy Module and the Application of the e-Voting Module on the eASY.KSEI Application along with the General Meeting of Shareholders Broadcasting Feature, currently KSEI has provided e-RUPS platform to hold GMS electronically.

Therefore, Shareholders can attend directly electronically through the eASY.KSEI application provided by KSEI. To use the eASY.KSEI application, Shareholders can access the eASY.KSEI menu located at the AKSes facility <http://akses.ksei.co.id> with due observance of the following provisions:

- Shareholders shall inform their attendance or appoint their proxies and/or submit no later than 12.00 WIB on 1 (one) working day prior to the date of the Meeting.
  
- Shareholders who will attend or provide their proxies electronically to the Meeting through the eASY.KSEI application must pay attention to the following matters:
  - i. Registration Process
  - ii. Process for Submitting Questions and/or Opinions Electronically
  - iii. Voting Process
  - iv. GMS Impressions

For the Shareholders who will use eASY.KSEI may download the user guidance through the following link: <https://www.ksei.co.id/data/download-data-and-user-guide>.