

**RULES OF CONDUCT  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT ADARO ENERGY INDONESIA TBK**

Friday, October 18<sup>th</sup>, 2024

1. The Extraordinary General Meeting of Shareholders (hereinafter referred to as "**the Meeting**") of PT Adaro Energy Indonesia Tbk (hereinafter referred to as "**the Company**") will be conducted in the Indonesian language.
2. The Meeting will be held by referring to the Regulation of the Financial Services Authority No. 15/POJK.04/2020 ("**POJK 15**") on the Plan and Implementation of the General Meeting of Shareholders of Public Companies and the Regulation of the Financial Services Authority No. 16/POJK.04/2020 ("**POJK 16**") on the Implementation of the General Meeting of Shareholders of Public Companies by Electronic Platform.

3. **Meeting Agenda:**

**Approval for the proposal of PT Adaro Energy Indonesia Tbk (the Company) to sell up to all of the shares owned by the Company in PT Adaro Andalan Indonesia (previously PT Alam Tri Abadi), which qualifies as a material transaction pursuant to the Financial Services Authority (FSA) Regulation number No. 17/POJK.04/2020 on Material Transactions and Changes of Main Business Activities (POJK 17/2020).**

Explanation:

The proposed sales of up to all the shares owned by the Company in PT Adaro Andalan Indonesia shall qualify as a material transaction pursuant to POJK 17/2020, because the total assets, net income, and revenues of PT Adaro Andalan Indonesia, respectively, is larger than 50% (fifty percent) of the Company's total assets, net income, and revenues, respectively. Subject to FSA's issuance of the statement of effectiveness, the sales of PT Adaro Andalan Indonesia's shares are planned to be conducted by the Company through a public offering to all of its shareholders in accordance with FSA Regulation number 76/POJK.04/2017 on Public Offering by Selling Shareholders.

4. The Meeting will be conducted offline (physical attendance) and online. The online Meeting will take place using KSEI's Electronic General Meeting System ("**eASY.KSEI**") facility provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**").

Due to the limited room capacity, the Company can only accommodate up to 50 (fifty) shareholders. The Company will not provide any souvenir, food, or drink.

5. The shareholders who are entitled to attend the Meeting, either in person, online, or represented by way of the power of attorney are the Company's shareholders whose names are registered on the Company's List of Shareholders on **September 25<sup>th</sup>, 2024 until 16:00 Western Indonesian Time ("the Shareholders")**.

6. **Quorum of attendance:**

According to article 41 of POJK 15, the Meeting can be convened if it is attended by the Shareholders or their legitimate proxies representing more than ½ (one half) of total shares with lawful voting rights.

7. The Meeting agenda will be discussed continually.

**8. Procedure for submitting a question:**

- a. As stated in the Meeting Invitation conveyed by the Company, the Shareholders who authorize power of attorney for attendance to the Company's Stock Administration Bureau can submit questions relevant to the Meeting Agenda through email to [corsec@adaro.com](mailto:corsec@adaro.com). Relevant questions will be read in the Meeting and included in the minutes of the Meeting.

The Shareholders attending the Meeting in person who intend to submit a question can fill out the Question Form distributed by the organizer. An officer will collect the Question Forms which have been filled out by the parties submitting the question by stating: (i) Meeting Agenda; (ii) the name of Shareholder; (iii) the number of shares owned or represented; and (iv) the question(s). The officer will subsequently deliver the Question Forms to the Notary to determine their relevance with the Meeting Agenda.

For the shareholders who do not attend the Meeting in person but intend to submit a question, at the end of the discussion of each Meeting Agenda, the Meeting Chairperson or the party appointed by the Meeting Chairperson will read the question submitted by such shareholders through the chat feature at eASY KSEI on the matters relevant to the Meeting Agenda being discussed.

- b. The Meeting Chairperson or the party appointed by the Meeting Chairperson will answer or respond to the questions from the shareholders concerning the Agenda being discussed.
- c. The Meeting Chairperson or the party appointed by the Meeting Chairperson or the Notary holds the right to refuse to answer or to not respond to the questions which, according to the Meeting Chairperson or the party appointed by the Meeting Chairperson or the Notary, are irrelevant to the Agenda being discussed.

**9. Meeting Resolutions:**

Following article 40 of POJK 15, the Meeting resolutions will be made based on deliberation for consensus. In the event that consensus is not reached, the resolutions shall be made through voting.

The votes on each Meeting Agenda will be counted based on:

1. The number of votes submitted by the shareholders either directly during the Meeting or electronically through the eASY KSEI platform, or through their legitimate proxies by way of the delegation of power of attorney, either electronically or through a conventional PoA.
2. The shareholders attending the Meeting in person, who wish to vote to disagree or abstain can fill out the voting cards distributed to them. The officer will collect the voting cards filled out by the shareholders or their legitimate proxies by stating: (i) the Meeting Agenda; (ii) the name of the Shareholders; (iii) the number of shares owned or represented; and (iv) the number of votes to disagree or abstain. Subsequently, the officer will deliver the cards to the Notary.

According to article 41 of POJK 15, the Meeting resolutions are valid if they are approved by more than  $\frac{1}{2}$  (one half) of total shares with voting rights who attend or are represented in the Meeting.

10. The Meeting agenda and rules of conduct can be downloaded from the Company's website [www.adaro.com](http://www.adaro.com).

11. To keep the situation conducive throughout the Meeting, the Shareholders are expected to take photos before and after the Meeting. The Shareholders are not allowed to: (i) bring a weapon or any other irrelevant item or items which may threaten the security of the Meeting, and/or (ii) conduct any action that may disturb the Meeting implementation.
12. The Shareholders and/or shareholder proxies attending in person are prohibited from creating any chaos or commotion in the Meeting. The Shareholders and Shareholder proxies who intentionally or unintentionally create a chaos will be dismissed from the Meeting room.
13. The Shareholders and/or Shareholder proxies wishing to attend the Meeting in person are expected to have arrived at the Meeting venue by 30 (thirty) minutes before the scheduled Meeting time. The Shareholders and/or Shareholder proxies arriving after the Meeting commences are not allowed to enter the Meeting room.

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