



PT HM SAMPOERNA Tbk.

**RULES FOR  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT HANJAYA MANDALA SAMPOERNA Tbk. ("Company")  
Jakarta, June 9, 2022**

**I. GENERAL**

1. The Company's 2022 Extraordinary General Meeting of Shareholders (the "**Meeting**") will be held efficiently without affecting the validity of the Meeting.
2. To make sure the Meeting runs in an orderly, efficient, and timely manner, the **Shareholders or Shareholders' proxies are requested to attend at the latest 08:15 Western Indonesian Time and must wear a mask. The registration process will be closed at 09.15 Western Indonesian Time.**
3. The Meeting will also be broadcasted via Electronic General Meeting System KSEI (eASY.KSEI) at <https://akses.ksei.co.id/> provided by PT Kustodian Sentral Efek Indonesia ("KSEI").
4. The Scriptless shareholders whose shares are in KSEI collective custody may grant power of attorney through the feature of eASY.KSEI. While scripts Shareholders may grant power of attorney by filling out the Power of Attorney form provided by the Company, which can be downloaded at [www.sampoerna.com](http://www.sampoerna.com).
5. Shareholders or their proxies who wish to attend the Meeting in person must follow and pass the health and safety protocol enforced by the Company and building management and comply with this Rules.

**II. MEETING CHAIRMAN**

Based on the provision in the Company's Articles of Association and in accordance with the decision of the Board of Commissioners, the Meeting shall be chaired by a member of the Board of Commissioners.

**III. LANGUAGE**

The Meeting shall be convened in Bahasa Indonesia.

**IV. MEETING ATTENDEES**

1. Those who are entitled to attend or be represented in the Meeting include:



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- a. Shareholders who are those whose names are registered in the Company's Shareholder Register on Tuesday, **May 17, 2022**, at 4 pm Western Indonesian Time and; and the scriptless Shareholders whose shares are registered in the collective custody of **KSEI** and recorded in the securities account at the closing of stock trading on Thursday, **May 17, 2022**.
  - b. Guests, including those who are not Shareholders, are present by invitation from the Board of Directors and are not entitled to give opinions and vote in the Meeting.
2. a. The Company has provided the Power of Attorney form, which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/id/investor-relations/press-releases-and-events>) or through e-Proxy, which can be electronically accessed in eASY.KSEI through [www.ksei.co.id](http://www.ksei.co.id). The proxy whose names are available at eASY.KSEI is an independent representative from **PT Raya Saham Registra ("RSR")**, which is the Company's Share Registrar or shareholders' Custodian Bank.
- b. The Meeting Chairman is entitled to ask the attendees to prove their eligibility to attend the Meeting and cast a vote in the Meeting with such evidence acceptable to the Meeting Chairman.
- c. Shareholders or their lawful proxy whose shares have not been registered in KSEI Collective Custody and would like to attend the Meeting, are required to show the original Collective Share Certificate or submit its copy and a photocopy of the National Identity Card ("**KTP**") or other evidence of identity to the Registration Officer before entering the Meeting room.
- Shareholders or their lawful proxy whose shares have been registered in KSEI Collective Custody and would like to attend the Meeting, are required to submit the original Written Confirmation for the Meeting ("**KTUR**") and a photocopy of their KTP or other evidence of identity to the Registration Officer before entering the Meeting room.
3. If there are Shareholders or proxies who come after the registration is closed and the Securities Administration Bureau has reported the number of attendance of Shareholders or proxies to the Notary, then the Shareholders or proxies are still permitted to attend the Meeting as Guests; however, it is not permissible to ask questions and the votes are not counted.



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4. Shareholders or their Proxies leaving the Meeting room prior to the conclusion of the Meeting shall be considered agreeing to the proposed agenda.

## **V. QUORUM OF ATTENDANCE**

According to the Articles of Association of the Company, the Meeting can be convened if it is attended by shareholders or its proxies representing at least 2/3 (two-thirds) of the total shares with valid voting rights issued by the Company.

## **VI. PROCEDURES FOR RAISING QUESTIONS**

1. Any question, comment, and/or opinion during the Meeting shall be submitted in writing by the shareholders and/or shareholder's proxies by filling out and signing the Form specifically designated for such purpose and will be distributed to the shareholders/or proxies attending the Meeting. Shareholders and/or proxies shall state their name and/or the number of shares represented on said Question, Comment, or Opinion Form and sign it.
2. Any questions, comments and/or opinions for each of the meeting agendas can be submitted via chat icon at the "Electronic Opinions" provided on the e-Meeting Hall screen at eASY.KSEI.
3. Any questions, comments and/or opinions shall be raised by shareholders and/or proxies who attend physically by raising their hand and submitting the Question, Comment, and/or Opinion Form filled out as per point 1 above the designated officers.
4. Any questions, comments and/or opinions that will be read are limited in each of the meeting agendas.
5. If deemed necessary by Meeting Chairman, the answer to the submitted question, comment and/or opinion can be given in writing. Also, answers to questions, comments and/or opinions will only be given at the Meeting if the questions, comments and /or responses are related to the Meeting Agenda, according to the Meeting Chairman.
6. Should there be questions unrelated to the Meeting Agenda, the shareholders may submit his/her questions in writing to the Company through [investor.relations@sampoerna.com](mailto:investor.relations@sampoerna.com).



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## VII. MEETING RESOLUTIONS

1. Meeting Resolutions shall be made by way of consensus. However, suppose a consensus cannot be reached related to the Meeting agenda; in that case, resolutions shall be made based on the number of affirmative votes of more than 2/3 (two-thirds) of the number of valid votes during the Meeting.  
If the '**For**' and '**Against**' votes are equal, the proposed item must be considered rejected/declined.
2. Only items listed on the agenda of the Meeting as stated in the invitation of the Meeting can be discussed in the Meeting.
3. Every 1 (one) share shall grant the holder 1 (one) vote during the Meeting.
4. Members of the Company's Board of Directors, Board of Commissioners, and employees may serve as shareholder's proxies in attending the Meeting; however, their votes as proxies in the Meeting shall not count.

## VIII. VOTING PROCEDURES

1. Shareholders or their authorized Proxies who present physically will obtain a Ballot/Voting Card during the attendance registration process.
2. The Chairman will invite the Shareholders or the Proxies to cast a vote; voting will be carried out by way of raising the hands in the following procedures:
  - (i) Sequentially, those who cast blank votes and then those who are not in favor of a proposal will be requested to raise their hand and give their Voting Cards to the officials of the Meeting, who will then give them to the Notary to be tallied and the result will be announced;
  - (ii) The process of electronic voting performs at the eASY.KSEI application. The Shareholders and their proxy have a chance to cast their vote during the voting period. The status of " Voting for agenda item no [ ] has started" will be shown in the " General Meeting Flow Text" column during the electronic voting process. If the Shareholders of their proxies do not vote for a particular meeting agenda until the status of the Meeting shown in the " General Meeting Flow



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Text" column changes to" Voting for agenda item no [ ] has ended, it will be considered as abstaining vote.

- (iii) The period of electronic voting for each meeting agenda is a maximum 2 (two) minutes.
- (iv) Blank votes will be deemed to cast the same vote as the majority votes of the Shareholders; and
- (v) Shareholders who do not raise their hands are deemed to vote affirmative on the proposed matters.

3. The Chairman will confirm the results of the vote.

#### **IX. NOTICE AND INVITATION OF THE MEETING**

The procedure of this Meeting is in accordance with POJK No. 15/2020 and the Company's Articles of Association which have been released to the shareholders on the Company's website, Indonesia Stock Exchange's website, and KSEI website, with the following details:

- (a) Notice of Meeting was published on April 29, 2022.
- (b) Invitation of Meeting was published on May 18, 2022.

#### **X. OTHERS,**

- 1. During the Meeting, mobile phones shall be deactivated or set to silent to maintain the orderliness of the Meeting.
- 2. The Shareholders or Proxies leaving the Meeting room before the conclusion of the Meeting shall be considered agreeing to the proposed agenda.
- 3. The Company has established the following health procedures under the Government guidelines :
  - a. Shareholders and their proxies who will attend the meeting must wear a mask and be **present at the Meeting venue at the latest 08:15 Western Indonesian Time.**



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- b. Shareholders or their proxies who come to the Meeting venue are obliged to follow the health protocol by the building management, and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the Meeting venue.
  - c. **Shareholders or their proxies who come to the Meeting venue are not obliged to show the results of the antigen swab test; however, he/she is stills required to show Green status on the PeduliLindungi Application.**
  - d. **Shareholders or their proxies are requested to undergo a Thermal Check at the building management's location before entering the meeting venue. If the Shareholders or the proxies do not comply with these provisions, then the Shareholders or the proxies are not allowed to enter the Meeting venue.**
  - e. Shareholders and their proxies showing flu-like symptoms/cough/runny nose/fever/sore throat/shortness of breath are not allowed to enter the Meeting venue.
- 4. The Company will not provide any souvenirs at the Meeting.**
5. Other matters that have not been regulated in this Rules will be determined later by the Chair of the Meeting. To ensure the Meeting is conducted in an orderly manner, the Chairman of the Meeting has the right to:
- a. decide on any procedure of the Meeting which has not yet been stipulated or is not sufficiently stipulated in this Rules; and
  - b. Take any action outside this Rules, which is deemed necessary.