



PT HM SAMPOERNA Tbk.

**RULES FOR
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT HANJAYA MANDALA SAMPOERNA Tbk. (the "Company")
Jakarta, April 14, 2023**

I. GENERAL

1. The Company's 2023 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 at 07:30 Western Indonesian Time. The registration process will be closed at 08.30 Western Indonesian Time.**
3. The Meeting will also be broadcasted via Electronic General Meeting System KSEI (eASY.KSEI) which can be accessed via <https://akses.ksei.co.id/>, provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**").
4. The scriptless shareholders whose shares are in KSEI's collective custody, you may grant power of attorney through the feature of eASY.KSEI. While for Shareholders with script, you 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.
5. Shareholders or their proxies who wish to attend the Meeting in person must follow health and safety procedures imposed by the Company and building management, and comply with these Rules.

II. MEETING CHAIRMAN

Pursuant to 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.



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IV. MEETING ATTENDEES

1. Those who are entitled to attend or be represented in the Meeting are:
 - a. Shareholders of the Company whose names are registered in the Company's Shareholder Register on Tuesday, **March 21, 2023**, at 16.00 Western Indonesian Time. As for the scriptless Shareholders are those whose shares are in the collective custody of **KSEI** and recorded in the securities account at the closing of stock trading on Tuesday, **March 21, 2023**; and
 - b. Guests, which are parties who are not Shareholders who present at the invitation of the Board of Directors but do not have the right to express opinions and vote at 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/en/investor-relations-gcg/disclosure>) or through e-Proxy, which can be electronically accessed in eASY.KSEI via www.ksei.co.id. The proxy whose names are available at eASY.KSEI is an independent party which is a representative of the Company's Securities Administration Bureau, namely **PT Raya Saham Registra ("RSR")**, or the Custodian Bank of the Shareholder.
 - b. The Chairman of the Meeting is entitled to require those present at the Meeting to prove their right to attend and cast a vote in the Meeting in a form acceptable to the Chairman of the Meeting.
 - c. Shareholders or their authorized proxies whose shares are not yet registered in the Collective Custody of KSEI and will attend the Meeting, are required to show the original Collective Share Certificate or submit a photocopy thereof and submit a photocopy of their National Identity Card ("**KTP**") or other evidence of identity to the Registration Officer before entering the Meeting room.

Meanwhile, Shareholders or their proxies whose shares have been registered in the Collective Custody of KSEI and will 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 their proxies who arrive after the registration is closed and the attendance of Shareholders or their proxies has been reported by the Securities



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Administration Bureau to the Notary, the Shareholders or their proxies are still permitted to attend the Meeting as guests; however, such Shareholders or their proxies are not allowed to ask questions and their votes are not counted in the voting.

4. Shareholders or their proxies leaving the Meeting room prior to the conclusion of the Meeting are deemed to approve the proposed agenda.

V. QUORUM OF ATTENDANCE

Pursuant to the Articles of Association of the Company, the Meeting can be convened if attended by shareholders or their proxies representing more than 1/2 (half) of the total number of shares with valid voting rights issued by the Company.

VI. PROCEDURES FOR RAISING QUESTIONS

1. Any questions, comments, and/or opinions at the Meeting shall be submitted in writing by the shareholders and/or shareholder's proxies by completing and signing the Form specifically provided for such purpose and distributed to the shareholders and/or their proxies present at the Meeting. Shareholders and/or their proxies must state their name and/or the number of shares they represent in the Form, and sign it.
2. Any questions, comments and/or opinions for the Meeting agenda can be submitted via the chat feature in the "Electronic Opinions" column available on the e-Meeting Hall screen in the eASY.KSEI application.
3. Any questions, comments and/or opinions shall be submitted by the Shareholders and/or their proxies who are physically present by raising their hands and submitting the completed question, comment, and/or opinion Form in accordance with point 1 above to the designated officers.
4. The questions, comments and/or opinions to be read out will be limited.
5. If deemed necessary by the Chairman of the Meeting, answers to questions, comments and/or opinions may be provided in writing. Answers to questions, comments and/or opinions will only be given at the Meeting if, in the opinion of the Chairman of the Meeting, the questions, comments and/or responses are related to the Meeting Agenda.



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6. If there are questions that are not related to the Meeting Agenda, Shareholders may submit them in writing to the Company through investor.relations@sampoerna.com.

VII. MEETING RESOLUTIONS

1. Meeting Resolutions are adopted by way of consensus. In the event that a decision based on deliberation for consensus related to the Meeting Agenda is not reached; then the decision shall be made based on the number of affirmative votes of more than 1/2 (half) of the total number of votes legally cast in the Meeting.
If the number of '**For**' and '**Against**' votes is equal, then the relevant proposal shall be deemed rejected/declined.
2. Only matters included in the Meeting Agenda as stated in the invitation to the Meeting may be discussed at the Meeting.
3. In the Meeting, each 1 (one) share entitles the holder to cast 1 (one) vote.
4. Members of the Company's Board of Directors, Board of Commissioners, and employees may act as proxy of shareholders in attending the Meeting; but the votes cast as proxy of shareholders in the Meeting shall not be counted in the voting.

VIII. VOTING PROCEDURES

1. Shareholders or their proxies who are physically present will receive a Ballot/Voting Card during the attendance registration process.
2. The Chairman of the Meeting will invite the Shareholders or their proxies to cast their votes and then vote with the following procedures:
 - (i) Sequentially, those who cast blank votes and those who are not in favor of a proposal will be asked to raise their hands and submit their Voting Cards to the Meeting officers in turn, who will then give them to the Notary to be tallied and the result will be announced;
 - (ii) The electronic voting process takes place in the eASY.KSEI application. Shareholders and their proxies have the opportunity to cast their votes during the voting period. During the electronic voting process, the status of "Voting for agenda item no [*] has started" will be displayed in the "General Meeting Flow Text" column. If the Shareholders or their proxies do not cast their votes



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for the agenda item until the status of the Meeting shown in the "General Meeting Flow Text" column changes to "Voting for agenda item no [*] has ended", it will be considered as an abstention vote.

- (iii) The electronic voting for the Agenda Meeting shall take a maximum of 2 (two) minutes.
- (iv) A blank vote shall be deemed to cast the same vote as the majority of the Shareholders who cast the vote; and
- (v) Shareholders who do not raise their hands will be counted as voting in favor of the proposal put forward.

3. The Chairman of the Meeting will confirm the result of the vote.

IX. NOTICE AND INVITATION OF THE MEETING

The procedures preceding the implementation of the Meeting are in accordance with the provisions of POJK No. 15/2020 and the Company's Articles of Association as released to the Shareholders on the Company's official website, and the websites of the Indonesia Stock Exchange's website and KSEI, with the following details:

- (a) Notice of Meeting was published on March 8, 2023.
- (b) Invitation of Meeting was published on March 23, 2023.

X. OTHERS,

- 1. During the Meeting, please turn off your mobile phones or set it to silent to maintain the orderliness of the Meeting.
- 2. The Shareholders or their proxies who leave the Meeting room before the conclusion of the Meeting are deemed to be present and approve the proposal submitted at the Meeting.
- 3. The Company will not provide any souvenirs at the Meeting.**
- 4. Other matters that have not been regulated in this Rules will be determined later by the Chairman of the Meeting. To ensure the Meeting is conducted in an orderly manner, the Chairman of the Meeting has the right to:



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- a. decide on procedures of the Meeting which have not been regulated or not sufficiently regulated in this Rules; and
- b. Take other actions outside this Rules that are considered important.