

**RULES OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT ADARO ANDALAN INDONESIA TBK**

Thursday, May 22, 2025

1. The Annual General Meeting of Shareholders (hereinafter referred to as "**the Meeting**") of PT Adaro Andalan Indonesia Tbk (hereinafter referred to as "**the Company**") will be conducted in the Indonesian language.
2. The Meeting will be held by referring to (i) Law no. 40 of 2007 on Limited-liability Company as amended with Government Regulation in lieu of Law No. 2 of 2022 on Job Creation ("**Perppu No. 2/2022**") as enacted into law by Law No. 6 of 2023 on the Enactment of Perppu No. 2/2022 into Law ("**UUPT**"), (ii) the Regulation of the Financial Services Authority No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Publicly Listed Companies ("**POJK 15**"), (iii) the Regulation of the Financial Services Authority No. 16/POJK.04/2020 on the Implementation of the General Meeting of Shareholders of Publicly Listed Companies by Electronic Platform ("**POJK 16**"), and (iv) the Company's articles of association ("**the Articles of Association**").
3. **Meeting Agenda:**
  - 1) Approval for the Company's Annual Report and the Ratification of the Company's Consolidated Financial Statements for the Fiscal Year of 2024.
  - 2) Determination on the Appropriation of the Company's Net Income for the Fiscal Year of 2024.
  - 3) Appointment of the Public Accounting Firm and/or the Public Accountant to Audit the Company's Consolidated Financial Statements for the Fiscal Year of 2025.
  - 4) Determination of the Honorarium or Salary and Allowances for the Company's Board of Commissioners and Board of Directors for the Fiscal Year of 2025.
  - 5) Approval for the Share Buyback by the Company in Accordance with the Provisions of the Financial Services Authority Regulation No. 29 of 2023 on the Buyback of Shares Issued by Public Companies.
  - 6) Report of the Realization of the Use of Proceeds from the Company's Initial Public Offering.
4. The Meeting will be held offline by limiting the number of shareholders (as defined below) attending to maximum 150 (one hundred fifty) Shareholders, and online by electronic platform using Electronic General Meeting System KSEI ("**eASY.KSEI**") facility provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**").
5. The Shareholders who are entitled to attend the Meeting, either offline, online, or by being represented under power of attorney, are the Company's shareholders whose names are registered on the Company's List of Shareholders on April 29, 2025 until 16:00 Western Indonesian Time (WIB) ("**the Shareholders**").
6. The Company's Shareholders and/or Shareholder proxies who intend to attend the Meeting in person/offline shall follow the security protocols and rules of conduct enforced in the Meeting location, as follows:
  - a. The Shareholders and/or Shareholder proxies are prohibited from making any commotion, chaos, or any other actions that may disturb the Meeting, either intentionally or unintentionally.

- b. The Shareholders and/or Shareholder proxies are prohibited from bringing any sharp weapon that has no relevance to the Meeting or has the potential to harm the security during the Meeting.
- c. The Shareholders and/or Shareholder proxies shall wear the Meeting participants' tags during the Meeting.
- d. During the Meeting, the Shareholders and/or Shareholder proxies are expected to maintain orderly situation and put their cellular telephones on the silent mode.
- e. For maintaining orderly situation, the Shareholders and/or Shareholder proxies are prohibited from recording videos and/or taking pictures of any activity taking place during the Meeting. Recording videos and/or taking pictures are only permitted before the Meeting commences or after the Meeting concludes.
- f. The Meeting location is equipped with several surveillance cameras; by entering the Meeting location, the Shareholders and/or Shareholder proxies, including other parties in attendance at the location, acknowledge and accept the recording by such surveillance cameras.

The Company reserves the right to prohibit any Shareholder and/or Shareholder proxy from participating in the Meeting in person, or demand any Shareholder and/or Shareholder proxy to leave the Meeting venue in the event that the said Shareholder and/or Shareholder proxy does not fulfill the condition as specified in this point 6 and/or deemed to cause danger to the surrounding or to other Shareholders and/or Shareholder proxies.

**7. Quorum of Meeting Attendance:**

- a. For Meeting agenda number 1, 2, 3, 4, and 5, pursuant to article 41 point (1) letter (a) of POJK 15 and article 13 point (2) letter (a) point (1) of the Articles of Association, the Meeting can be convened if more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights attend or are represented in the Meeting.
- b. Meeting agenda 6 is an agenda for reporting to the Shareholders.

**8. The Meeting Agenda will be discussed sequentially and continually.**

**9. The parties who are entitled to submit (a) question(s) in the Meeting are only the Shareholders registered in the Company's Shareholder List on April 29, 2025 until 16:00 Western Indonesian Time.**

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

- a. As stated in the Meeting Invitation published by the Company, the Shareholders who have granted power of attorney to the Company's Securities Administration Bureau can submit questions relevant to the Meeting Agenda through email to [corsec@adaroindonesia.com](mailto:corsec@adaroindonesia.com). Relevant questions will be read in during the discussion of the Meeting agenda and reported in the minutes of meeting.
- b. The Shareholders and/or Shareholder proxies who attend the Meeting in person and intend to submit a question can fill out the question forms distributed by the organizer. An officer will collect the question forms, which have been filled out by the parties submitting the questions by stating: (i) name, (ii) the number of shares owned or represented, and (iii) the question to be conveyed according to the Meeting agenda being discussed. The officer will subsequently deliver the Question Forms to the Notary to determine their relevance with the Meeting agenda.
- c. The Shareholders who attend the Meeting online and intend to submit a question can post the question in the chat space of the eASY.KSEI platform. Subsequently, the operator will forward the question to the Notary to determine the relevance with the Meeting Agenda.
- d. The Meeting Chairperson or the party appointed by the Meeting Chairperson will answer or respond to the questions from the Shareholders and/or Shareholder proxies that are relevant to the agenda being discussed.

- e. 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.
- f. In the event that no question is conveyed by the Shareholders and/or Shareholder proxies, the session for conveying questions will be closed and proceeded with the decision-making session.

**11. Meeting Resolutions:**

- a. Pursuant to the provision of article 87 of UUPT, article 40 of POJK 15, and article 13 point (1) of the Articles of Association, the Meeting resolutions are made based on deliberation for consensus. In the event that consensus is not reached, the resolutions shall be made through voting.
- b. Pursuant to article 41 point (1) letter (c) of POJK 15 and article 13 point (2) letter a point (3) of the Articles of Association, Meeting agenda number 1, 2, 3, 4, and 5 are valid if approved by more than  $\frac{1}{2}$  (one half) of the total number of shares with valid voting rights, who attend or be represented in the Meeting.

**12. Voting:**

- a. The votes on each Meeting agenda will be counted as follows:
  - 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 electronically or conventionally delegated power of attorney.
  - 2) The Shareholders and/or Shareholder proxies 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) name, (ii) the number of shares owned or represented, and (iii) the number of votes voting disagree or abstain, according to the Meeting agenda being discussed. The officer will subsequently deliver the Question Forms to the Notary.
- b. According to article 47 of POJK 15 and article 13 point (9) of the Articles of Association, the Shareholders with valid voting rights who attend the Meeting but voting for abstain, are deemed to vote for the same option as the majority votes of the shareholders who vote.
- c. At the end of the voting process, the Notary will announce the final result of the vote counting of each Meeting agenda.

13. The Company's Annual Report and Consolidated Financial Statements for the year ended on December 31, 2024, Meeting agenda, and Meeting rules of conduct, can be downloaded from the Company's website ([www.adaroindonesia.com](http://www.adaroindonesia.com)).

14. The Shareholders and/or Shareholder proxies attending in person are requested to have arrived in at the Meeting location within 60 (sixty) minutes before the Meeting commences. The Shareholders and/or Shareholder proxies who arrive after the Meeting starts are not allowed to enter the Meeting venue.

15. Matters not yet included in this Rules of Conduct will be further addressed by the Meeting Chairperson.

#####

*\* This Meeting rules of conduct is made in both Indonesian dan English language. In case of discrepancies between the Indonesian and English version, the Indonesian version shall prevail.*