

**INVITATION TO THE SHAREHOLDERS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT MERDEKA COPPER GOLD TBK (the "Company")**

The Board of Directors of the Company hereby invite the shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGMS") of the Company which will be convened physically and online on:

Day, Date : Wednesday, 21 June 2023  
Time : 2 PM Western Indonesian Time - finish  
Place : Four Seasons Hotel Jakarta – Ballroom 1  
Capital Place Jakarta, Jalan Jend. Gatot Subroto Kav. 18, Jakarta, 12710, Indonesia  
Online venue for : Electronically online with the eASY.KSEI application ("eASY.KSEI")  
shareholders

**The agenda of the AGMS are as follows:**

1. Approval of the Company's annual report for the financial year of 2022 which has been reviewed by the Board of Commissioners, including the ratification of the consolidated financial statements of the Company and its subsidiaries for the financial year which ended on 31 December 2022, which has been audited by public accounting firm of Tanubrata, Sutanto, Fahmi, Bambang & Partners (Member of BDO International Firm) and was executed on 27 April 2023, ratification of the Board of Commissioners' supervisory report for the financial year of 2022 as well as granting full release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory duty carried out throughout the financial year which ended on 31 December 2022, so long as those actions are clearly stated under the Company's annual report for the financial year of 2022 and consolidated financial statements of the Company and its subsidiaries for the financial year which ended on 31 December 2022;

**Explanation:**

*The Company will provide an explanation to the shareholders or their proxies regarding the implementation of the Company's business activities for the financial year which ended on 31 December 2022 and the financial situation of the Company as stipulated in the financial statements of the Company for the financial year which ended on 31 December 2022 in accordance with the provisions of Article 69 paragraph (1) of Law No. 40 of 2007 on the Limited Liability Company as amended from time to time ("Companies Law") as well as Article 9 paragraph (4) and Article 21 paragraph (5) of the Articles of Association of the Company. Further, in accordance with Article 9 paragraph (5) of the Articles of Association of the Company, the ratification of financial statements by the AGMS means granting full release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners for their management and supervisory duty carried out throughout the financial year of 2022, so long as those actions are clearly stated under the annual report and financial statements;*

2. Approval on the determination of the use of the Company's net profit for the financial year which ended on 31 December 2022;

**Explanation:**

*This agenda of the AGMS is conducted in order to fulfil the provisions of Articles 70 and 71 of the Companies Law and provisions of Article 9 paragraph (4) and Article 22 paragraph (1) of the Articles of Association of the Company in relation to the use of the Company's net profit for the financial year which ended on 31 December 2022;*

3. Approval on the appointment of a public accountant and/or public accounting firm to audit the consolidated financial statements of the Company and its subsidiaries for the financial year which ended on 31 December 2023;

**Explanation:**

*This agenda of the AGMS is conducted in order to fulfil the provisions of Article 9 paragraph (4) of the Articles of Association of the Company, Article 68 paragraph (1) letter c of the Companies Law and Article 59 of the Financial Services Authority/Otoritas Jasa Keuangan (“OJK”) Regulation No. 15/POJK.04/2020 on Plan and Implementation of General Meeting of Shareholders of Public Companies;*

4. Determination of the salary and allowances as well as other facilities for members of the Board of Directors and Board of Commissioners of the Company for the financial year of 2023;

**Explanation:**

*This agenda of the AGMS is conducted in order to fulfil the provisions of Articles 96 and 113 of the Companies Law and Article 15 paragraph (15) and Article 18 paragraph (7) of the Articles of Association of the Company related to the determination of remuneration for the Board of Directors and Board of Commissioners for the financial year of 2023;*

5. Approval on the buyback plan of the Company’s shares in accordance with the OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies;

**Explanation:**

*On this agenda of the AGMS, the Board of Directors will present the Company’s plan to conduct a shares buyback of the Company to be then approved by the shareholders of the Company, in accordance with OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies. The disclosure of information related to the buyback plan has been published by the Company on 15 May 2023; and*

6. Report on the realization of the use of proceeds resulting from the Public Offering for issuance of Shelf Bonds III Merdeka Copper Gold Phase II and III of 2022, Shelf Bonds IV Merdeka Copper Gold Phase I Year 2022 and Phase II Year 2023, as well as the Limited Public Offering in order to Increase Capital by Granting Pre-emptive Rights II;

**Explanation:**

*This agenda of the AGMS is carried out in order to comply with the provisions in Article 6 paragraphs (1) and (2) of OJK Regulation No. 30/POJK.04/2015 concerning Realization Report on the Use of Proceeds from a Public Offering, whereby the Company plans to convey the actual use of proceeds from a public offering that has been realized. This agenda item does not require the approval of the shareholders of the Company.*

**Note:**

1. The AGMS announcement was announced by the Company on 15 May 2023.
2. The Company will not send a separate invitation to each shareholder of the Company, thus this invitation shall be the official invitation for the shareholders of the Company.
3. Shareholders entitled to attend the AGMS, are the shareholders of the Company whose names are registered in the Register of Shareholders of the Company and/or the shareholders of the Company in sub-securities accounts at PT Kustodian Sentral Efek Indonesia (“KSEI”) at the close of stock trading closure on the Indonesian Stock Exchange on 29 May 2023.
4. Materials related to the AGMS are available and accessible through the Company's official website at [www.merdekacoppergold.com](http://www.merdekacoppergold.com) and eASY.KSEI on [easy.ksei.co.id](http://easy.ksei.co.id), as of the date of the invitation until the date of the AGMS. Copies of physical documents may be provided to shareholders upon written request to the Corporate Secretary.
5. Power of Attorney:

As preventive measures against the spread of Corona Virus Disease (COVID-19), the Company hereby suggest to the shareholders to not physically attend the AGMS and provide a power of attorney for the attendance and voting to its independent proxy appointed by the Company, by referring to the following provisions:

- (a) The Company prepares 2 (two) types of power of attorney to the Individual Shareholders namely
  - (i) Electronic Power of Attorney (e-Proxy) which can be accessed electronically on the eASY.KSEI platform through [www.ksei.co.id](http://www.ksei.co.id) and (ii) Conventional Power of Attorney.
    - (i) e-Proxy through eASY.KSEI – a power of attorney provided by KSEI to facilitate and integrate Proxy from scripless shareholders whose shares are held in KSEI Collective Custody to their proxies electronically. The attorney who is available at eASY.KSEI is an independent party appointed by the Company. Information regarding the independent proxies appointed by the Company can be accessed in eASY.KSEI platform through [www.ksei.co.id](http://www.ksei.co.id). The e-Proxy will be subject to the procedures, terms and conditions as set out by KSEI. In accordance with the OJK Regulation No. 15/POJK.04/2020 regarding the Planning and Holding of General Meeting of Shareholders of Public Companies, the power of attorney shall be granted no later than 1 (one) business day before the holding of the AGMS.
    - (ii) Conventional Power of Attorney – the form which included voting. The Power of Attorney that has been completed and signed by the shareholders along with the supporting documents must be submitted to the Company no later than 14 June 2023 at 3 PM Western Indonesia Time through email at [corporate.secretary@merdekacoppergold.com](mailto:corporate.secretary@merdekacoppergold.com) or submitted to PT Datindo Entrycom, the Company's Shares Registrar at Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.

Form of power of attorney and information regarding the independent proxies appointed by the Company can be obtained through the Company's website at [www.merdekacoppergold.com](http://www.merdekacoppergold.com) or by contacting the Company's Corporate Secretary of the Company by email at [corporate.secretary@merdekacoppergold.com](mailto:corporate.secretary@merdekacoppergold.com) or to PT Datindo Entrycom, the Company's Shares Registrar at Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.

- (b) Only the Power of Attorneys that are validated as shareholders of the Company are entitled to attend with a Power of Attorney at the AGMS and will be counted as a quorum for the meeting resolution.

**PT Merdeka Copper Gold Tbk**

Treasury Tower Lantai 67 – 68, District 8 SCBD Lot 28  
Jl. Jend Sudirman Kav 52-53, Senayan, Kebayoran Baru  
Jakarta Selatan 12190, DKI Jakarta, Indonesia  
Phone: +62 21 3952 5580  
Fax: +62 21 3952 5589  
[www.merdekaoppergold.com](http://www.merdekaoppergold.com)



Verification will be conducted physically by PT Datindo Entrycom, and Notary before entering the AGMS room. Therefore, the appointed proxy through conventional power of attorney, either from the individual shareholders or the shareholders in the form of legal entities must bring the original power of attorney and its supporting documents to the AGMS.

6. The shareholders of the Company or its proxies, who will attend the AGMS are required to show a copy of their National Identity Card (*Kartu Tanda Penduduk/KTP*) or other evidence of identity both for the shareholders as well as their proxies to the registration officer of the Company's AGMS before entering the AGMS room. Shareholders in the form of legal entities shall submit a copy/photocopy of its Articles of Association and its amendments respectively, including the last composition of the management. Shareholders whose shares have been registered in KSEI Collective Custody shall bring the Written Confirmation for the Meeting (*Konfirmasi Tertulis Untuk Rapat*) which can be obtained from securities companies or in their respective custodian banks, where the Company's shareholders open the securities account.
7. Health Protocol:  
For shareholders or their proxies who will remain physically present in the AGMS, a health protocol will be applied in the framework of Corona Virus Disease (COVID-19) handling, which is as follows:
  - (a) shareholders or their proxies who will attend the AGMS venue must wear a mask;
  - (b) shareholders or their proxies are requested to undergo a thermal check by the building management before entering the AGMS location, and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the AGMS location;
  - (c) shareholders or their proxies showing flu-like symptoms/cough/runny nose/fever/sore throat/shortness of breath are not allowed to enter the AGMS location;
  - (d) this AGMS implements a physical distancing in a radius of 1.5 (one point five) meters per person; and
  - (e) the AGMS participants are encouraged not to shake hands or in any other way having direct skin contact.
8. In order to facilitate the arrangement and orderliness of the AGMS, shareholders or their legal proxies are kindly requested to have been at the place of the AGMS no later than 30 (thirty) minutes before the AGMS commences.

Jakarta, 30 May 2023  
PT Merdeka Copper Gold Tbk  
Board of Directors