



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

1. General

This meeting is the Annual General Meeting of Shareholders ("AGMS") of the Company.

2. Time and Place of AGMS

The AGMS will be held on:

day/date	:	Wednesday, 21 June 2023
time	:	2 PM Western Indonesian Time ("WIB") – finish
place	:	Four Seasons Hotel Jakarta – Ballroom 1 Capital Place Jakarta, Jalan Jend. Gatot Subroto Kav. 18, Jakarta, 12710, Indonesia
online implementation for shareholders	:	conducted online electronically through eASY.KSEI platform ("eASY.KSEI")

3. The AGMS agendas 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;
- 2) Approval on the determination of 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;
- 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;
- 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; 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.

4. AGMS Participant

- 1) Participants of the AGMS are shareholders or their attorneys whose names are registered in the Register of Shareholders of the Company on 29 May 2023 or owners of balances in securities sub-accounts at PT Kustodian Sentral Efek Indonesia at the close of trading of the Company's shares on the Indonesia Stock Exchange on 29 May 2023.
- 2) The participants of the AGMS have the right to express opinions and/or ask questions and vote on each agenda of the AGMS in accordance with the prevailing laws and regulations.
- 3) The chairman of the AGMS is entitled to request that those present provide evidence of their authority to attend the AGMS, in accordance with the specified requirements as announced in the convocation of AGMS (Article 12 paragraph 1 of the Company's Articles of Association).
- 4) The Company encourages shareholders to register their attendance electronically through the eASY.KSEI platform or grant power of attorney to the Company's Securities Administration Bureau ("**BAE**"), PT Datindo Entrycom. Shareholders who attend electronically can access the eASY.KSEI platform, the eASY.KSEI login submenu is located at the AKSes facility (<https://akses.ksei.co.id/>).
- 5) Shareholders of the Company or their attorneys who will attend electronically through the eASY.KSEI platform can declare their attendance electronically until 20 June 2023 at 1200 PM WIB ("**Declaration of Attendance Deadline**") and provide their voting preference through eASY.KSEI from the date of convocation until the Declaration of Attendance Deadline.
- 6) The participants of the AGMS who arrive late after the registration period are still able to attend the AGMS; however, their votes will not be counted, and they will not be able to participate in the question and answer session.

5. Invitation

Parties who are not shareholders of the Company attending based on the invitation of the Board of Directors of the Company do not have the right to express their opinions and vote during the AGMS.

6. Language

- 1) The AGMS will be held in Bahasa Indonesia; and
- 2) The discussion of the second and third items of the agenda will be presented in English, and the discussion for both agenda items will be displayed on the screen in Indonesian translation that can be seen by the participants of the AGMS.

7. Chairman of AGMS

The AGMS is chaired by a member of the Board of Commissioners appointed by the Board of Commissioners. In the event all members of the Board of Commissioners are absent or unable to attend, then the AGMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors. In the event all members of the Board of Directors and the Board of Commissioners are absent or unable to attend, the AGMS shall be chaired by a shareholder present at the AGMS, who is appointed by and from the participants of the AGMS (Article 10 paragraph 22 of the Company's Articles of Association in conjunction with Article 37 of the Financial Services Authority Regulation 15/POJK.04/2020 regarding the Planning and Organizing General Meetings of Shareholders of Public Companies).

8. Registration Process

The registration process for shareholders who will attend the AGMS electronically through the eASY.KSEI platform is as follows:

- 1) the following shareholders are required to register their attendance electronically through the eASY.KSEI platform on the date of the AGMS from 08.00 AM WIB to 09.45 PM WIB:

- (i) shareholders of the Company who have not declared their attendance electronically and have not determined their voting choice preferences until the Declaration of Attendance Deadline;
- (ii) shareholders of the Company who have declared their attendance electronically but have not determined their voting preferences until the Declaration of Attendance Deadline;
- (iii) Individual Representatives and independent parties that have been appointed by the Company (namely PT Datindo Entrycom as the Company's BAE) who have received power of attorney from the shareholders of the Company, but the respective shareholders have not determined their voting preferences until the Declaration of Attendance Deadline; and
- (iv) participants of KSEI/Intermediary (custodian banks or securities companies that have received the power of attorney from the shareholders of the Company and have determined their voting preferences through the eASY.KSEI platform.

9. Attendance Quorum

In accordance with the provisions in the Company's Articles of Association :

- 1) the quorum for the attendance of the AGMS for agenda items number 1 (one) to 4 (four) and agenda 6 (six) is valid if attended by shareholders representing more than 1/2 (one-half) of the total shares with voting rights validly issued by the Company as stipulated in Article 11 of the Company's Articles of Association; and
- 2) the quorum for the attendance of the AGMS for agenda item number 5 (five) is valid if attended by shareholders representing at least 2/3 (two-thirds) of the total shares with voting rights validly issued by the Company as stipulated in Article 13 of the Company's Articles of Association.

The shareholders may participate in the AGMS through the following mechanisms:

- 1) attending the AGMS physically; or
- 2) attending the AGMS electronically through the eASY.KSEI platform.

10. Decision

All decisions are made based on deliberation to achieve consensus. In the event that a decision based on deliberation for consensus is not reached, then for agenda 1 (one) to agenda 4 (four), the decisions are valid if approved by more than 1/2 (one half) of the total shares with voting rights present at the AGMS, meanwhile for the agenda 5 (five), the decision is valid if approved by more than 2/3 (two thirds) of the total shares with voting rights present at the AGMS. There is no decision-making for agenda 6 (six) as it is solely for reporting purposes.

11. Question & Answer

- 1) In discussing each agenda of the AGMS, the chairman of the AGMS will provide an opportunity for the shareholders or their attorney to ask questions, opinions, proposals, or suggestions for each agenda of the AGMS that is being discussed.
- 2) The mechanism for submitting questions, opinions, proposals, or suggestions is as follows:
 - (i) For shareholders who are attending the AGMS venue physically:
 - a) the chairman of the AGMS will provide an opportunity to each shareholder or attorney to ask questions and/or express their opinion once for each agenda item. Only valid shareholders or their attorneys are entitled to ask questions and/or express their opinions; and
 - b) shareholders or their attorneys who are physically present and wish to ask questions and/or express their opinions are requested to raise their hand and submit a completed question form to the staff to be delivered to the Chairman of the AGMS and the question will be read out by the Corporate Secretary. After

the question forms have been collected, the shareholders or their attorneys are allowed to ask questions or express their opinions in front of the AGMS forum in turn.

- (ii) For shareholders who submit questions through the eASY.KSEI platform:
 - a) shareholders shall submit the questions in accordance with the provisions and procedures on the eASY.KSEI platform. The Company will disable the "raise hand" and "allow to talk" features during the webinar on the AKSes facility, therefore, the Company urges the shareholders/their attorneys to submit questions or opinions of each agenda item in writing using the chat feature in the "Electronic Opinions" column available on the E-Meeting Hall screen of the AKSes facility. The submission of questions and/or opinions can be done as long as the status of the implementation of the AGMS in the "General Meeting Flow Text" column is "Discussion started for agenda item no. []"; and
 - b) incoming questions will be read out by the Corporate Secretary, and the answers to the questions and opinions for each agenda will be answered live through the Zoom webinar broadcast, therefore the answers to the questions or opinions from shareholders/their attorneys that appear in the eASY.KSEI flow text will not be answered in written form. Furthermore, the chairman of the AGMS or the appointed representative of the Company will answer or respond to the questions one by one.

12. Voting

- 1) Each shareholder grants the rights to its holder to cast 1 (one) vote, if a shareholder owns more than 1 (one) share, they are requested to only cast their vote once, representing the total number of shares they own;
- 2) Voting for shareholders who attends physically will be conducted verbally by "Raising Hands" with the following provisions:
 - (i) first, those who "disagree" will be asked to raise their hands and submit their voting cards;
 - (ii) second, those who "voted in blank" are requested to raise their hands and submit their voting cards, Further, the blank votes cast and calculated as the same as the majority votes cast at the AGMS; and
 - (iii) the numbers of "invalid votes" shall be deemed not exist and shall not be counted in determining the number of votes cast at the AGMS.
- 3) Voting for shareholders who attend electronically through the eASY.KSEI platform (e-Voting) is carried out with the following provisions:
 - (i) the voting process takes place on the eASY.KSEI platform on the e-Meeting Hall menu, Live Broadcasting sub menu;
 - (ii) shareholders who attend or provide power of attorney electronically in the AGMS through the eASY.KSEI platform, but have not yet made a voting choice, have the opportunity to submit their voting preferences during the voting period opened through the e-Meeting Hall screen on the eASY.KSEI platform;
 - (iii) during the voting process, the "General Meeting Flow Text" column will show the status "Voting for agenda item no. 1 has started";
 - (iv) if the shareholder does not make a voting choice for the agenda item of the AGMS until the status displayed in the "General Meeting Flow Text" column changes to "Voting for agenda item no. 1 has ended", then the shareholder will be considered as abstain; and

- (v) the voting period during the electronic voting process is the standard time set on the eASY.KSEI platform. The Company may determine a direct electronic voting time policy for the agenda of the AGMS with a maximum time of 5 (five) minutes.

13. Health and Safety Protocol

- 1) Shareholders or attorneys with health conditions such as flu/cough/runny nose/fever/sore throat/dyspnea are not allowed to enter the AGMS venue;
- 2) Shareholders or attorneys are not allowed to smoke, sleep and/or commit acts that may disrupt the proceedings of the AGMS;
- 3) Shareholders or attorneys are not allowed to bring weapons or any objects that may endanger the security of the AGMS;
- 4) Shareholders or attorneys are not allowed to bring items that are not related to the AGMS, such as announcements, banners, leaflets, and/or brochures in any form into the AGMS venue; and
- 5) Shareholders or attorneys who violate these Rules of Procedure and/or based on the Company's discretion as deemed necessary in accordance with the Health and Safety Protocols, the Company has the right to:
 - (i) prohibit shareholders or their attorneys from attending the AGMS;
 - (ii) request the shareholders or their attorneys to leave the AGMS room; and
 - (iii) take other necessary actions.

PT Merdeka Copper Gold Tbk