

RULES OF CONDUCT
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT ADARO MINERALS INDONESIA TBK

Tuesday, May 14, 2024

1. The Annual General Meeting of Shareholders (hereinafter referred to as "**the Meeting**") of PT Adaro Minerals Indonesia Tbk (hereinafter referred to as "**the Company**") will be conducted in the Indonesian language.
2. The Meeting will be held by referring to 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**") and 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**").
3. **Meeting Agenda:**
 - 1) Approval of the Company's Annual Report and the ratification of the Company's Consolidated Financial Statements for the fiscal year of 2023;
 - 2) Appropriation of the Company's net income of the fiscal year of 2023;
 - 3) Appointment of the public accounting firm to audit the Company's Consolidated Financial Statements for the fiscal year of 2024;
 - 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 2024;
 - 5) Report of the realization of the use of the proceeds from the Company's initial public offering; and
 - 6) Changes in the composition of the Company's Board of Commissioners.
4. The Meeting will be held offline and online by electronic platform using Electronic General Meeting System KSEI ("**eASY.KSEI**") facility provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**").
5. The Company's shareholders (hereinafter referred to as "**the Shareholders**") and/or Shareholder proxies who intend to attend the Meeting in person shall follow and pass the security and health protocols enforced in the Meeting venue, as follows:
 - a. The Shareholders and/or Shareholder proxies who have symptoms similar to flu shall wear a mask at the Meeting venue; and
 - b. 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 point a above and/or deemed to cause danger to the surrounding or to other Shareholders and/or Shareholder proxies.

6. The Shareholders who are entitled to attend the Meeting in person and cast a vote in person in the Meeting, or by electronic platform and cast a vote through eASY.KSEI's facilities, or represented by their proxies in the Meeting by way of a power of attorney or electronic power of attorney based on the applicable regulatory provisions shall only be the Shareholders registered in the Company's Shareholder List on **April 19, 2024** until **16:00 Western Indonesian Time**.
7. Quorum of attendance: According to article 41 of POJK 15, the Meeting can be convened if more than ½ (one half) of the total shares with voting rights attend or are represented in the Meeting.
8. The Meeting Agenda will be discussed continually.
9. **Procedure for submitting a question:**
 - a. As stated in the Meeting Invitation conveyed by the Company, the Shareholders who authorize power of attorney for attendance to the Company's Stock Administration Bureau can submit questions relevant to the Meeting Agenda through email to corsec@adarominerals.id. Relevant questions will be read in the Meeting and reported in the Minutes of Meeting.
 - b. The Shareholders 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: Meeting agenda, name of the Shareholder, number of shares owned or represented, and the question to be conveyed. The officer will subsequently deliver the Question Forms to the Notary to determine their relevance with the Meeting agenda.
 - c. The Shareholders or Shareholder proxies 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 concerning 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.
10. The parties who can convey a question in the Meeting are the Shareholders who are registered in the Company's Shareholders' List on **April 19, 2024** until **16:00 Western Indonesian Time**, or their legitimate proxies.
11. Meeting Resolutions:
Following article 40 of POJK 15, the Meeting resolutions will be made based on deliberation for consensus. In the event that consensus is not reached, the resolutions shall be made through voting.

The votes on each Meeting Agenda will be counted based on:

- 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 the delegation of power of attorney, either electronically or through a conventional PoA.
- 2) The Shareholders 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: the Meeting Agenda, name of Shareholders, number of shares owned or represented and number of votes to disagree or abstain. Subsequently, the officer will deliver the cards to the Notary.

According to article 41 of POJK 15, the Meeting resolutions are valid if they are approved by more than ½ (one half) of total shares with voting rights who attend or are represented in the Meeting.

12. The Company's Annual Report of 2023, Annual Financial Statements for the year ending on December 31, 2023, Meeting agenda, and Meeting rules of conduct, can be downloaded from the Company's website www.adarominerals.id.
13. The Shareholders and/or shareholder proxies attending in person are prohibited from recording or documenting all activities in the Meeting.
14. The Shareholders and/or shareholder proxies attending in person are prohibited from creating any chaos or commotion in the Meeting. The Shareholders and shareholder proxies who intentionally or unintentionally create a chaos will be dismissed from the Meeting room.
15. The Shareholders and/or shareholder proxies who intend to attend the Meeting in person are expected to have arrived by 30 (thirty) minutes before the Meeting commences. The Shareholders and/or shareholder proxies who arrive after the Meeting commences will not be allowed to enter the Meeting room.

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