

**RULES OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
("The Meeting")  
PT RESOURCE ALAM INDONESIA Tbk**

1. **General**

This meeting is the Annual General Meeting of Shareholders. For the smoothness in conducting the Meeting, during the Meeting participants are expected not to leave the Meeting room, to silent the cellphones, limiting physical contact with other participants, and not to make a conversation which may disturb the conducted Meeting, and obey the health protocol to avoid the spread of COVID-19.

2. **Time and Place of the Meeting**

The Meeting will be held on :

Day / Date : Wednesday, August 26 2020

Time : 10.30 A M - Finished

Place : Bumi Raya Group Building  
Jl. Pembangunan I No. 3  
Jakarta Pusat - 10130 Indonesia

3. **The Meeting Agenda**

1. Approval of Company Annual Report including the Supervisory Duties report of the Board of Commissioners and the ratification of the Company's Financial Report for the book year ended on December 31, 2019 and to give full release of accountability (acquit et discharge) to the Directors and Board of Commissioners that has been carried out in the book year of 2019.
2. Determination and utilization of Company Net Profit for the book year ended on December 31, 2019.
3. Authorize the Company Board of Commissioners to appoint a Public Accountant registered with Financial Service Authority to audit Company financial report book year ended on December 31, 2020 and other periods in book year 2019 (if required) and determine the honorarium of the Public Accountant plus other requirements.
4. Approval to give authorization to the Board of Commissioners to determine the salary/honorarium and other allowances to the Company Board of Directors and Board of Commissioners for book year ended on December 31, 2020.
5. Approval on the composition changes of members of Board of Directors and Board of Commissioners of the Company.
6. Approval on the adjustment of Article 3 of the Company Articles Association regarding the Purpose and Object as well as Business Activities of the Company.

4. **The Meeting**

- a. Participants of the Meeting are the Shareholders whose names are registered in the Register of Shareholders of the Company on August 3, 2020 until 16:00 WIB, or the valid power of attorney from the Shareholders as proven by a valid power of attorney and other proof of identity that has been verified by the Meeting Officer before entering the Meeting room or who has given power of attorney through e-Proxy through the eASY.KSEI platform and has registered with the Meeting Officer, before entering the Meeting room.

- b. Participants of the Meeting have the right to express opinions, ask questions, provide feedback and vote at the Meeting.
- c. The Chairman of the Meeting has the right to request attendees to prove their authority to attend the Meeting, in accordance with the requirements announced at the Meeting Invitation.

## 5. **Invitation**

Invitations are parties who are not shareholders who are present at the invitation of the Board of Directors and do not have the right to issue opinions, respond and / or vote at the Meeting, unless requested by the Chairman of the Meeting.

## 6. **Language**

The Meeting will be held in Indonesian language.

## 7. **Chairman of the Meeting**

1. In accordance with Article 37 POJK No. 15 / POJK.04 / 2020 concerning Plans and Organizing of a Public Company Shareholders General Meeting ("POJK 15/2020") and Article 17 paragraph (1) of the Company's Articles of Association, the Meeting is conducted by a member of the Board of Commissioners appointed by the Board of Commissioners
2. The Chairman of the Meeting is responsible for the smoothness in conducting of the Meeting and has the right to decide on the Meeting procedures that have not been regulated or have not been sufficiently regulated in this Rules of Conduct.

## 8. **The Meeting Quorum**

- For the agenda of the First, Second, Third, Fourth and Fifth Meeting as stipulated in Article 18 paragraph 1 letter (a) of the Company's Articles of Association, Article 86 paragraph (1) of Law No.40 / 2007 concerning Limited Liability Companies, and Article 41 paragraph 1 letter (a) POJK No.15 / 2020; The GMS can be held if the GMS is more than 1/2 (one half) of the total number of shares with voting rights present or represented;
- For the Sixth Meeting agenda :  
as stipulated in Article 18 paragraph 2 letter (a) of the Company's Articles of Association, Article 88 paragraph (1) of Law No.40 / 2007 concerning Limited Liability Companies, and Article 42 letter (a) POJK No.15 / 2020; The GMS can be held if the GMS is attended by shareholders who represent at least 2/3 (two thirds) of the total number of shares with valid voting rights;

## **9. Questions and Answers**

1. After finished discussing the agenda of the Meeting, the Shareholders or their Proxies are given the opportunity to raise questions, opinions, proposals, or suggestions relating to the Meeting agenda discussed.
2. The procedure is as follows:
  - a) Only Shareholders or their authorized Proxies can ask questions;
  - b) The Shareholders or their Proxies who will ask questions, please raise their hands and our officers will submit the inquiry form to be filled out and returned to our officers after it has been filled out;
  - c) The form must be written;
    - ▶ Name of Individual or institution that he represents.
    - ▶ Number of Shares owned and questions to be asked.
3. The Chairman of the Meeting or one of the Directors appointed by the Chairperson will answer or respond to the questions raised.

## **10. The Meeting Decision**

1. All decisions will be taken based on deliberation to reach consensus. In the event that a decision based on deliberation to reach consensus is not reached, then the decision will be taken by voting.
2. Each share gives the holder the right to issue 1 (one) vote. If a Shareholder owns more than 1 (one) share, then he is only required to vote once (1) representing all the shares he owns or represents.
3. Voting is conducted by raising hands with the following procedures:
  - a. Shareholders or their authorized proxies who vote "Disagree" are asked to raise their hands;
  - b. Shareholders or their authorized attorneys who vote "Abstained" are asked to raise their hands; and
  - c. Legitimate shareholders or proxies who do not raise their hands are deemed to agree.According to the provisions of Article 47 POJK 15/2020, Abstain votes are considered to have the same votes as the majority votes of shareholders who issue votes.
4. The decision for the agenda of the First, Second, Third, Fourth and Fifth Meeting is valid if it is approved by more than  $\frac{1}{2}$  (one half) of all shares with voting rights present at the Meeting.  
Whereas for the Sixth Meeting agenda, the decision of the Meeting is valid if it is approved by more than  $\frac{2}{3}$  (two thirds) of all shares with voting rights present at the Meeting.
5. Shareholders or their authorized proxies that do not use their votes when decision making, will be deemed to have approved the Meeting's decision.
6. If there are Shareholders or their legal proxies leaving the Meeting room during the voting process, then the person concerned is considered to have agreed to all decisions taken at the Meeting.

11. **Closing**

Other matters that have not been regulated in this Rules of Conduct will be determined later by the Chairman of the Meeting.