

**CODE OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE 2021 FISCAL YEAR  
PT AGUNG PODOMORO LAND TBK.**

**1) General**

This General Meeting of Shareholders is an Annual General Meeting of Shareholders for the 2021 Fiscal Year (“**Meeting**”) of PT Agung Podomoro Land Tbk (“**Company**”).

**2) Time and Venue of the Meeting**

Day, date: Monday, June 27, 2022  
Time: 14:00 Western Indonesia Time (WIB) - end  
Venue: Multipurpose Hall (MPH) SOHO @ Podomoro City 9<sup>th</sup> Floor - Podomoro City  
Jl. Letjen. S. Parman Kav. 28, Jakarta 11470

**3) Agenda of the Meeting**

1. Approval and ratification of the Company’s 2021 Annual Report, including the Consolidated Financial Statement of the Company and Subsidiaries for the Year Ended December 31, 2021 (audited), and to provide full acquittal and discharge of responsibilities (acquit et de charge) to all member of the Board of Directors and the Board of Commissioners of the Company for his/her actions of management and supervision carried out in the 2021 fiscal year.
2. Approval for the determination of the use of "Net Profit (Loss) for the Year Attributable to the Owners of the Company” for the 2021 fiscal year.
3. Approval for the appointment of Public Accountant and/or Public Accounting Firm to audit the Consolidated Financial Statements of the Company and Subsidiaries for the 2022 fiscal year.
4. Approval for the determination of the remuneration package of members of the Company’s Board of Commissioners and the Board of Directors for the 2022 fiscal year.
5. Approval for the adjustment of Article 3 of the Company's Articles of Association to the 2020 Indonesian Standard Classification of Business Fields (KBLI).

**4) Shareholders and Voting Rights**

- a. Shareholder may be represented by his/her Proxy with a valid Power of Attorney.
- b. Shareholders who are entitled to attend or represented in the Meeting are as follow:
  - i. For the shares of the Company which are not in collective custody:  
The Shareholders of the Company whose names are registered legally in the Shareholder Register of the Company on Thursday, June 2, 2022 until 15:15 WIB at PT Datindo Entrycom, the Company’s Securities Administration Bureau, domiciled in Jakarta with its office at Jl. Hayam Wuruk No. 28, Jakarta 10120, or the Proxies of the Shareholders of the Company; and
  - ii. For the shares of the Company which are in collective custody:  
The Shareholders of the Company whose names are registered in the account or custodian bank at PT Kustodian Sentral Efek Indonesia (“KSEI”) on Thursday, June 2, 2022 until 15:15 WIB or the Proxies of the Shareholders of the Company.
- c. Every 1 (one) share of the Company gives the owner the right to cast 1 (one) vote in the Meeting.
- d. Members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as proxies for the Shareholders at the Meeting but the votes they cast as proxies for the Shareholders are not taken into account in the voting.
- e. Shareholders or their legal Proxies have the right to express opinions and/or ask questions, as well as vote in each Meeting Agenda.

- f. Shareholders or their legal Proxies who arrive late after the closing of the registration period, can attend the Meeting, however cannot participate in the question and answer session and their votes will not be counted in resolution making.
- g. The Chairman of the Meeting has the right to request that the Power of Attorney to represent the Shareholders be shown to him at the Meeting.

#### **5) Invitation**

Parties who are not Shareholders of the Company who attend the Meeting at the invitation of the Board of Directors, do not have the rights to express opinions and/or ask questions, as well as vote in each Agenda of the Meeting, unless requested by the Chairman of the Meeting.

#### **6) Language**

The Meeting will be conducted in Indonesian Language.

#### **7) Chairman of the Meeting**

Based on Article 13 paragraph 1 of the Company's Articles of Association:

- a. The Meeting is chaired by a member of the Board of Commissioners who was appointed by the Board of Commissioners.
- b. In the event that all members of the Board of Commissioners are absent or unable to attend, the Meeting shall be chaired by a member of the Board of Directors who is appointed by the Board of Directors.
- c. In the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the Meeting shall be chaired by the Shareholder present at the Meeting, who is appointed from and by the participants of the Meeting.

#### **8) Quorum of Attendance**

The Notary, assisted by the Company's Securities Administration Bureau, will conduct an examination and calculation of attendance votes based on the votes submitted by the Shareholders through eASY.KSEI, as well as those submitted at the Meeting.

- a. For Agenda 1, 2, 3, and 4, the provisions of Article 14 paragraph 2 letter a of the Company's Articles of Association, Article 86 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Company ("**Company Law**"), and Article 41 paragraph (1) letter a Regulation of the Indonesian Financial Services Authority ("**OJK**") No. 15/POJK.04/2020 regarding the Planning and Conducting of the General Meeting of Shareholders of a Public Company ("**POJK 15/2020**") shall apply that the Meeting can be held if more than  $\frac{1}{2}$  (one half) of the total shares with voting rights are present or represented.
- b. For Agenda 5, the provisions of Article 14 paragraph 3 letter a of the Company's Articles of Association, Article 88 paragraph (1) of the Company Law, and Article 42 letter a of POJK 15/2020 shall apply, that the Meeting can be held if attended by Shareholders who represent at least  $\frac{2}{3}$  (two thirds) of the total shares with valid voting rights.

#### **9) Questions and Answers Session**

- a. For each Meeting Agenda, the Shareholders or their legal Proxies are given the opportunity to ask questions and/or opinions in writing using the form provided by the Company.
- b. 1. For Shareholders or their Proxies who are physically present at the Meeting:
  - If you want to ask a question and/or express an opinion, please raise your hand first, and our staff will give you a form.
  - Please write down the name of the Shareholder or his/her Proxy, the number of shares owned or represented, and any questions or opinions that you would like to submit on the form.
  - The form will be taken by the officer. The original sheet will be conveyed to the Chairman of the Meeting, and the copy will be submitted to the Notary.

2. For Shareholders who give power of attorney using a conventional Power of Attorney:
  - Questions and/or opinions those have been submitted in a conventional Power of Attorney will be conveyed at the Meeting by the Proxies and will be recorded in the Minutes of Meeting compiled by a Notary.
  - Answers to questions will also be sent to Shareholders' email no later than 3 working days after the Meeting.
3. Shareholders or their legal Proxies who attend the Meeting through webinar broadcasts on the AKSes.KSEI facility who will ask questions and/or opinions, can only go through the chat column in the eASY.KSEI system. The Q&A feature (via raise hand and chat) available on the AKSes.KSEI webinar will be deactivated, so that questions and/or opinions can only be submitted through the eASY.KSEI system.
- c. The Chairman of the Meeting will read out the questions and/or opinions submitted, and then the Chairman of the Meeting will immediately answer and/or respond to the opinions or ask member of the Board of Directors, or member of the Board of Commissioners, or Supporting Professionals to answer and/or respond to such opinions.
- d. Questions and/or opinions that can be submitted are only questions and/or opinions that are directly related to the Meeting Agenda being discussed. Questions and/or opinions which according to the Chairman of the Meeting are not directly related to the Meeting Agenda being discussed, will not be answered and/or responded.

## 10) Resolutions

Meeting resolutions are taken based on deliberation for consensus, and if deliberation for consensus is not reached, resolutions will be made by voting as follows:

- a. For Agenda 1, 2, 3, and 4, the provisions of Article 14 paragraph 2 letter c of the Company's Articles of Association, Article 87 paragraph (2) of the Company Law, and Article 41 paragraph (1) letter c POJK 15/2020 shall apply, that the resolutions are valid if agreed by more than  $\frac{1}{2}$  (one half) of the total shares with voting rights present at the Meeting.
- b. For Agenda 5, the provisions of Article 14 paragraph 3 letter b of the Company's Articles of Association, Article 88 paragraph (1) of the Company Law, and Article 42 letter b of POJK 15/2020 shall apply, that the resolutions are valid if agreed by more than  $\frac{2}{3}$  (two thirds) of the total shares with voting rights present at the Meeting.

## 11) Pemungutan Suara

- a. In accordance with Article 14 paragraph 9 of the Company's Articles of Association, Article 85 paragraph 3 of the Company Law, and Article 48 of POJK 15/2020, in voting, the votes cast by the Shareholders apply to all shares they owned and Shareholders are not entitled to grant power of attorney to more than one person for a portion of the number of shares owned by different votes.
- b. Voting is done by taking into account the votes that have been submitted through e-Proxy on the eASY.KSEI platform; and for Shareholders or their Proxies who are physically present at the Meeting, voting is conducted orally, with the following procedures:
  - i. Shareholders or their legal Proxies who will vote "**DISAGREE**" or "**ABSTAIN**" (do not vote), are asked to raise their hands, and submit their voting cards to the officers.
  - ii. Referring to Article 14 paragraph 8 of the Company's Articles of Association, and Article 47 of POJK 15/2020, the "**ABSTAIN**" votes (do not vote) are considered to have cast the same votes as the majority votes of the Shareholders or their legal Proxies who cast votes.
  - iii. "**Invalid**" votes are considered non-existent and are not counted in determining the number of votes cast at the Meeting.
  - iv. Furthermore, the number of "**DISAGREE**" votes will be counted into valid votes and the difference will be the number of "**AGREE**" votes.

Note: the voting card must include: the name of the Shareholder, the name of the Proxy (if using a proxy), the number of shares owned or represented, the votes taken, and the signature of the person concerned.

- c. The Notary, assisted by the Company's Securities Administration Bureau, will examine and count votes for resolutions making on each Meeting Agenda based on the votes submitted at the Meeting, as well as those submitted by the Shareholders through eASY.KSEI. Then, the Notary will report the results of the voting to the Chairman of the Meeting.
- d. If there are Shareholders or their legal Proxies who are physically present at the Meeting whose attendance has been taken into account in determining the quorum, but are not in the Meeting room at the time of voting, then the person concerned is deemed to have agreed to all resolutions taken at the Meeting.
- e. All resolutions of the Meeting taken and decided at the Meeting are binding on the Shareholders of the Company.

## **12)Others**

- a. Without any intention to reduce the rights of the Shareholders of the Company or their Proxies to attend physically in the Meeting, the conduction of this Meeting is carried out by implementing several notes and security and health protocols as a measurement to prevent the spread and transmission of Covid-19 as informed in the Invitation to the Meeting dated June 3, 2022.
- b. The Company has the rights and authorities to prohibit the Shareholders or their Proxies from attending or being in the Meeting room if the Shareholders or their Proxies do not meet the above health protocols, including if the Shareholders or their Proxies show symptoms of being unwell, such as: cough, flu, etc.
- c. If the seats capacity in the Meeting room is fully occupied, the Company has the right to ask the Shareholders who came later to authorize their presence to an independent party appointed by the Company.
- d. During the Meeting, you are requested to position your mobile phone or other means of communication to a silent position so as not to interfere the holding of the Meeting.
- e. This is a closed meeting, all information that arises during the meeting is only for the benefit of the meeting. Information circulating outside the Meeting during the Meeting is not the responsibility of the Company.
- f. During the Meeting, the Shareholders or their legal Proxies are requested not to leave the Meeting room which may interfere the conduction of the Meeting.
- g. If there are matters relating to the holding of this Meeting that are not and/or are not sufficiently regulated in these terms of Code of Conducts, they will be determined later by the Chair of the Meeting.
- h. These Code of Conducts apply during the holding of the Meeting.

**Jakarta, June 27, 2022**