

## CODE OF CONDUCT

### ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE 2022 FISCAL YEAR PT AGUNG PODOMORO LAND TBK. MONDAY, MAY 29, 2023

#### 1. GENERAL

- i. This General Meeting of Shareholders is an Annual General Meeting of Shareholders for the 2022 Fiscal Year ("**Meeting**") of PT Agung Podomoro Land Tbk ("**Company**"), and will be conducted in Indonesian Language.
- ii. The Meeting consists of 4 Meeting Agendas.
- iii. 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.

#### 2. REGARDING THE PREVENTION OF THE SPREAD OF COVID-19

- i. The Company will implement several health protocols at the Meeting venue, and the Company has the right and authority to prohibit Shareholders or their Proxies from attending or being in the Meeting room if the Shareholders or their Proxies do not comply with the health protocols, including the following:
  - must wear a mask while in the building/area and Meeting venue;
  - not showing symptoms of unwell, such as: cough, flu, etc; and
  - use hand sanitizer provided before entering the Meeting venue.
- ii. If the seats capacity in the Meeting room is fully occupied, then the Company has the right to ask:
  - to the Shareholders who arrive later to give power of attorney (of their attendance and voting for each agenda of the Meeting) to an independent party appointed by the Company by filling out and signing a written Power of Attorney format provided by the Company at the Meeting venue; or
  - to the Proxies of Shareholders who came later to submit the Power of Attorney they have to the registration officer at the Meeting venue.

#### 3. SHAREHOLDERS AND VOTING RIGHT

- i. Shareholder may be represented by his/her Proxy with a valid Power of Attorney.
- ii. Every 1 (one) share of the Company gives the owner the right to cast 1 (one) vote in the Meeting.
- iii. 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.
- iv. Shareholders or their valid Proxies have the right to ask questions and/or express opinions, as well as vote in each Meeting Agenda.
- v. Shareholders or their valid Proxies who arrive late after the registration period is closed, can attend the Meeting, however cannot participate in the question and answer session, and their votes will not be counted in resolution making.

#### 4. ATTENDANCE QUORUM

- i. For all of the Meeting Agenda, the provisions of Article 14 paragraph 2 point (1) 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.

- ii. 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 at the Meeting, as well as those submitted through eASY.KSEI.

## **5. PROCEDURES FOR SUBMITTING QUESTIONS AND/OR OPINIONS IN THE QUESTION AND ANSWER SESSION IN THE MEETING**

- i. At each Agenda of the Meeting, prior to voting on the relevant Meeting Agenda, the Chairman of the Meeting will provide an opportunity for the Shareholders or their valid Proxies to submit questions and/or opinions.
- ii. For Shareholders or their valid Proxies who are physically present at the Meeting:
  - a. Questions and/or opinions are submitted in writing, by filling out the form which is distributed to Shareholders or their Proxies before entering the Meeting room;
  - b. The form must include the name of the Shareholder or his/her Proxy, the number of shares owned or represented, the e-mail address, and questions and/or opinions submitted;
  - c. Shareholders or their Proxies to raise their hands first, and the form will be taken by the officer. Then the original sheet of the form will be submitted to the Chairman of the Meeting, and the copy will be submitted to the Notary.
- iii. For Shareholders or their valid Proxies who attend electronically through the Zoom webinar at the AKSes.KSEI facility:
  - a. Questions and/or opinions are submitted in writing via the 'chat' feature in the 'Electronic Opinions' column available on the 'E-Meeting Hall' screen on the KSEI Electronic General Meeting System application ("**eASY.KSEI**"), during the 'General Meeting Flow Text' column still shows 'Discussion started for agenda item no. [ ]';
  - b. When submitting questions and/or opinions, Shareholders or their Proxies must write down the name of the Shareholder or his/her Proxy, the number of shares owned or represented, and e-mail address;
  - c. The Q&A feature through 'raise hand' and 'allow to talk' available in the Zoom webinar on the AKSes.KSEI facility will be deactivated, so questions and/or opinions can only be submitted through the eASY.KSEI application as mentioned in point iii. a. above.
- iv. The Chairman of the Meeting will read out the questions and/or opinions submitted, and then the Chairman of the Meeting will immediately answer the questions and/or respond to the opinions, or ask members of the Board of Directors, or other member of the Board of Commissioners, or Supporting Professionals to answer the questions and/or respond to the opinions.
- v. The Company has the right to not read questions and/or opinions submitted if it does not include the names of the Shareholder or his/her Proxy, and the number of shares owned or represented.
- vi. 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.
- vii. For questions and/or opinions submitted by the Shareholder through the Power of Attorney downloaded from the Company's website, and sent soft-copy via e-mail to the Company's Corporate Secretary and PT Datindo Entrycom Data Management, as well as the original to PT Datindo Entrycom's office, will be submitted at the Meeting by the proxy and recorded in the Minutes of Meeting prepared by the Notary, and answers to questions will be conveyed via e-mail address of the Shareholder no later than 3 (three) working days after the date of the Meeting.
- viii. In the event that there are questions which have not been responded to directly (orally) at the Meeting, they will be responded to in writing within 3 (three) working days after the date of the Meeting. The Company will send the response to the e-mail address listed by the Shareholder or his/her Proxy in the form or in the 'chat' feature in the 'Electronic Opinions' column available on the 'E-Meeting Hall' screen on the eASY.KSEI

application. If the Shareholder or his/her Proxy do not include an e-mail address, then the Company's response will be sent by letter to the Shareholders' address listed in the List of Shareholders of the Company.

## **6. RESOLUTIONS-MAKING PROCESS OF THE MEETING**

- i. For all Agenda of the Meeting, 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.
- ii. Meeting resolutions are taken based on deliberation for consensus, and if deliberation for consensus is not reached, resolutions will be made through voting. Shareholders or their valid Proxies have the right to cast AGREE votes, DISAGREE votes, or ABSTAIN votes (do not vote) on proposed resolutions for each Agenda of the Meeting.
- iii. 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.
- iv. Voting for Shareholders or their Proxies who are physically present at the Meeting is conducted orally, with the following procedures:
  - a. The Chairman of the Meeting will ask the Shareholders or their valid Proxies who will vote DISAGREE or ABSTAIN to raise their hands and hand over their voting cards to the officers.
  - b. For Proxies of Shareholders who have received power of attorney with voting options through the eASY.KSEI application who are physically present at the Meeting, the votes counted are the votes cast by the Shareholders through the eASY.KSEI application. Therefore, those Shareholders' Proxies do not need to raise their hands and hand over the voting cards to the officer.
  - c. The vote count will be carried out by scanning the barcode on the DISAGREE and ABSTAIN voting cards which are handed over to the officers.
  - d. If there are Shareholders or their valid Proxies 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.
- v. Voting for Shareholders or their Proxies who are electronically present at the Meeting through eASY.KSEI application is conducted with the following procedures:
  - a. Voting takes place on the eASY.KSEI application on the 'E-Meeting Hall' menu, 'Live Broadcasting' sub-menu.
  - b. Shareholder who are present or have provided power of attorney electronically at the Meeting through the eASY.KSEI application, but have not made a vote option, then the Shareholder or his/her Proxy has the opportunity to convey his/her vote option during the voting period is opened by the Company through the 'E-Meeting Hall' screen on the eASY.KSEI application.
  - c. During the holding of electronic voting process, the status of 'Voting for agenda item no. [ ] has started' will be seen in the 'General Meeting Flow Text' column.
  - d. Direct voting electronically through the eASY.KSEI application is allocated for a maximum of 2 (two) minutes.
  - e. Shareholder who has cast his/her votes before the Meeting starts and Shareholder or his/her Proxy who has registered through the eASY.KSEI application on the date of the Meeting will be considered valid attending the Meeting, although he/she does not attend the Meeting to the end for whatever reason.
  - f. If the Shareholder or his/her Proxy does not vote until the status of the Meeting shown in the 'General Meeting Flow Text' column changes to 'Voting for agenda item no. [ ] has ended', then the Shareholder or his/her Proxy will be deemed to have voted ABSTAIN for the Meeting Agenda concerned.

- vi. Referring to Article 14 paragraph 8 of the Company's Articles of Association, and Article 47 of POJK 15/2020, the ABSTAIN votes are considered to have cast the same votes as the majority votes of the Shareholders or their valid Proxies who cast votes.

"Invalid" votes are considered non-existent and are not counted in determining the number of votes cast at the Meeting.

The number of DISAGREE votes will be counted into valid votes and the difference will be the number of AGREE votes.

- vii. 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.
- viii. All Meeting resolutions taken and decided at the Meeting are binding on all of the Shareholders of the Company.

## **7. LIVE BROADCAST OF THE MEETING**

- i. Shareholders or their Proxies who have registered on the eASY.KSEI application no later than Friday, May 26, 2023 at 12:00 WIB can witness the conduction of the Meeting through the Zoom webinar ("**Tayangan RUPS**") by accessing eASY.KSEI application.
- ii. Participants of Tayangan RUPS are determined on a first come first serve basis due to the capacity is only for 500 participants.
- iii. Shareholders or their Proxies who do not have the opportunity to witness the conduction of the Meeting through the Tayangan RUPS are still considered valid to attend electronically and their shares ownership and vote options are taken into account at the Meeting, as long as their attendance at the Meeting has been registered in the eASY.KSEI application.
- iv. Shareholders or their Proxies who only witness the Meeting through the Tayangan RUPS, but do not declare their presence on the eASY.KSEI application, will not be counted in the Meeting attendance quorum.
- v. To get the best experience in using eASY.KSEI and/or 'Tayangan RUPS', Shareholder or Shareholder's Proxy is advised to use the Mozilla Firefox browser.

## **8. OTHERS**

- i. This Code of Conducts apply during the conduction of the Meeting.
- ii. During the course of the Meeting, the Shareholders or their Proxies who are physically present at the Meeting are kindly requested to:
- turn off or set cell phones or other communication devices to silent position,
  - not chatting with other meeting attendees,
  - not to leave the Meeting room,
- which may interfere the conduction of the Meeting.
- iii. If there are matters relating to the conduction 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 Chairman of the Meeting.

Jakarta, May 5, 2023

**PT Agung Podomoro Land Tbk.**

**Board of Directors**