



**MEETING PROCEDURE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT MERDEKA BATTERY MATERIALS 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	: Friday, 30 June 2023
Time	: 10.00 WIB until finish
Venue	: South Gallery, Alila SCBD Jakarta, Lot Jl. Jend. sudirman kav 52-53 No.11, Senayan, Kec. Kby. Baru, Kota Jakarta Selatan, Daerah Khusus Ibukota Jakarta 12190
Online venue for shareholders	: conducted online electronically through eASY.KSEI platform ("eASY.KSEI")

3. The agenda of the AGMS are as follows

- 1) Approval of the Company's annual report for the 2022 financial year and ratification of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2022:
 - 1.1 Approval of the Company's annual report for the financial year of 2022 which has been reviewed by the Board of Commissioners of the Company;
 - 1.2 Ratification of the Board of Commissioners' supervisory report;
 - 1.3 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 the public accounting firm of Tanubrata Sutanto Fahmi Bambang & Partners; and
 - 1.4 Granting full release and discharge of responsibility (*acquies et de charge*) of members of the Board of Directors and the Board of Commissioners of the Company for the financial year of 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) Approval on the determination of salaries 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) Report on the realization of the use of proceeds from the initial public offering of the Company.
- 6) Approval on the change in the composition of the Board of Directors of the Company.

4. AGMS Participants

- 1) Participants of the AGMS are shareholders or their attorneys whose names are registered in the Register of Shareholders of the Company on 7 June 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 7 June 2023.
- 2) 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) 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.
- 4) 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 28 June 2023 at 17.00 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) 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) If the discussion of the agenda will be presented in English, then the Indonesian translation of the discussion for such agenda will be displayed on the screen 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 12 paragraph 30 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, the quorum for the attendance of the AGMS for agenda items number 1 (one) to 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 13 of the Company's Articles of Association; and

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 reach mutual consensus. In the event that a decision based on deliberation for consensus is not reached, for agenda 1 (one) to agenda 4 (four) and agenda 6 (six), 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), there is no decision-making 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. [x]"; 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;



**MERDEKA
BATTERY**
MATERIALS

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- 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 Battery Materials Tbk