



**MERDEKA
BATTERY**
MATERIALS

PT Merdeka Battery Materials Tbk

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**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, 21 June 2024
Time : 10.00 WIB until finish
Venue : 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 financial year of 2023 and ratification of the consolidated financial statements of the Company and its subsidiaries for the financial year which ended on 31 December 2022:
 - 1.1 Approval of the Company's annual report for the financial year of 2023 which has been reviewed by the Board of Commissioners of the Company;
 - 1.2 Approval 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 2023 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 2023.
- 2) Approval on the determination of the use of the Company's net profit for the financial year which ended on 31 December 2023.
- 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 2024.
- 4) 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 2024.
- 5) Submission of report on the realization of the use of funds from the Initial Public Offering of Shares in 2023 and the Company's Public Offering of Bonds I in 2024.
- 6) Approval of changes to Article 4 paragraph (1) of the articles of association of the Company regarding the authorized capital of the Company.



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- 7) Approval of the Company's plan to increase capital by granting pre-emptive rights through the mechanism of Capital Increase by Providing Pre-emptive Rights to the shareholders of Company I ("PMHMETD I").
- 8) Affirmation of the status of the Company as a domestic investment 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 29 May 2024 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 29 May 2024.
- 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 20 June 2024 at 12.00 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.

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 electronically at the AGMS via the eASY.KSEI platform on the date of the AGMS starts from 09.00 WIB to 09.45 WIB, with the following conditions:

- 1) 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;
- 2) shareholders of the Company who have declared their attendance electronically but have not determined their voting preferences until the Declaration of Attendance Deadline;
- 3) 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
- 4) 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 of the Company's Articles of Association, the quorum for attendance at the AGMS is:

- 1) Agenda number 1 (one) to agenda number 5 (five) are valid if attended by shareholders representing more than 1/2 (one-half) of the total number of shares with valid voting rights that have been issued by the Company.
- 2) Agenda number 6 (six) to agenda number 8 (eight) are valid if attended by shareholders representing more than 2/3 (two thirds) of the total number of shares with valid voting rights that have been issued by the Company.

The shareholders may participate in the AGMS through the mechanisms of attending the AGMS electronically through the eASY.KSEI platform.

10. Resolutions

All resolutions are adopted based on deliberation to reach mutual consensus. In the event that a decision based on deliberation to reach consensus is not reached, the AGMS resolution shall be adopted through voting.

- 1) In accordance with the provisions of the Company's Articles of Association, this AGMS may adopt valid resolution if at the AGMS at least 2/3 (two thirds) of the total shares with voting rights are present or represented and the AGMS resolutions are valid if approved by more than 2/3 (two thirds) of the total number of shares with voting rights present at the AGMS (for agendas 1 to 5 of the AGMS).
- 2) In accordance with the provisions of the Company's Articles of Association, this AGMS can adopt valid decisions if at the AGMS at least 1/2 (one half) of the total number of shares with voting rights are present or represented and the AGMS resolutions are valid if approved by more than 1/2 (one half) of the total number of shares with voting rights present at the AGMS (for agendas 6 to 8 of the AGMS).

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.



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- 2) The mechanism for submitting questions, opinions, suggestions or suggestions for shareholders who ask questions via the eASY.KSEI platform is as follows:
 - 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 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.

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