



**MERDEKA
BATTERY**
MATERIALS

PT Merdeka Battery Materials Tbk

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**INVITATION TO THE SHAREHOLDERS
TO THE EXTRAORDINARY GENERAL MEETING SHAREHOLDER
PT MERDEKA BATTERY MATERIALS TBK (“Company”)**

The Board of Directors of the Company hereby invites the shareholders of the Company to attend the Extraordinary General Meeting of Shareholders (“**EGMS**”) of the Company which will be held online at:

Day, Date : Friday, 6 December 2024
Time : 10am Western Indonesian Time until finish
Location of the EGMS : Accessing the KSEI eASY.KSEI Electronic General Meeting System facility (“**eASY.KSEI**”) in the link <https://akses.ksei.co.id/> provided by PT Kustodian Sentral Efek Indonesia (KSEI)

Date of List of Shareholders (DPS) : 13 November 2024
who are entitled to attend the GMS
(Recording Date)

The EGMS will be held electronically in accordance with Financial Services Authority Regulation (“**POJK**”) No. 15/POJK.04/2020 concerning Planning and Organizing General Meetings of Shareholders of Public Companies and POJK No. 16/POJK.04/2020 concerning Implementation of Electronic General Meetings of Shareholders of Public Companies. The EGMS Chairman, Notary, and Supporting Institutions have coordinated in order to carry out the EGMS electronically in the Company’s domicile.

The agendas for the EGMS are as follows:

1. Approval on the Company’s plan on the Increase of Capital without Pre-Emptive Rights I (“**PMTHMETD I**”);

Explanation:

This EGMS agenda is held in order to fulfill the provisions of Article 4 paragraph (3) of the Company’s Articles of Association and POJK No. 14/POJK.04/2019 concerning Amendments to POJK No. 32/POJK.04/2015 concerning Increase in Capital of Public Companies by Granting Pre-emptive Rights, and will amend Article 4 paragraph (2) of the Company’s Articles of Association. This agenda requires the approval of the independent shareholders.

2. Approval on the amendment to the provisions of the Articles of Association of the Company Article 4 paragraph (2) in relation to the issued and paid-up capital and Article 18 paragraph (3) in relation to the duty and authority of the Board of Directors of the Company;

Explanation:

This EGMS agenda is held in order to amend the Article 4 paragraph (2) of the Company’s Articles of Association regarding the Company’s issued and paid-up capital in connection with PMTHMETD I, as well as changes to Article 18 paragraph (3) of the Company’s Articles of Association regarding the authority of the Board of Directors to act on behalf of and represent the Company.

3. Approval on the changes to the use of proceeds resulted from the initial public offering of shares of the Company; and

Explanation:

This EGMS agenda is held in order to fulfill the provisions of Article 9 and Article 11 of POJK No. 30/POJK.04/2015 concerning the Report on the Realization of the Use of Proceeds from Public Offerings where the Company plans to obtain approval from the Company’s shareholders in connection with



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*changes in the use of funds obtained from the Company's initial public offering related to **the plan to use funds from the Company's initial public offering that has not been realized, namely the Company's plan to make a capital deposit to MIN which will then be used for capital deposits and provide loans to SIP, each amounting to 50%, which will be used by SIP to finance part of the capital expenditure needs arising from the construction of HPAL 1a at IKIP as disclosed in the Company's 2023 initial public offering prospectus issued on 12 April 2023.***

The Company intends to change the Company's initial public offering plan based on the reasons and considerations that the construction of HPAL 1a at IKIP will be built by the Company together with Ningbo Brunp Contemporary Amperex Co., Ltd. (as disclosed in the Prospectus where the Company has signed a Term Sheet on 16 March 2023 with Ningbo Brunp Contemporary Amperex Co., Ltd, an affiliate of Contemporary Amperex Technology Co., Limited) is still in the process of completing the feasibility study. After the completion of the process, engineering and construction work can begin. With this development, the Company views that the financing needed for the construction of HPAL 1a can be carried out in stages, so that there is sufficient time to obtain funding from financial institutions and not use funds from the Company's initial public offering.

Taking the above into consideration and in order to increase the efficiency of cash funds that have been specifically allocated by the Company for the construction of HPAL 1a, the Company plans to change the plan to use the funds from the Initial Public Offering to be used for capital expenditure for the construction of the HPAL factory which will require immediate financing.

4. Approval of changes to the composition of the Board of Directors of the Company.

Explanation:

This EGMS agenda is held in order to fulfill the provisions of Article 17 paragraphs (2) and (9) of the Company's Articles of Association, Article 3 paragraph (1) in conjunction with Article 8 POJK No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies, Article 94 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies as amended from time to time which stipulates that members of the Board of Directors are appointed by the general meeting of shareholders of the Company.

Note:

1. Announcement of the EGMS has been announced by the Company on 30 October 2024.
2. The Company will not send a separate invitation to each of the shareholders of the Company, thus this invitation is an official invitation for the shareholders of the Company.
3. Shareholders who are entitled to attend the EGMS are the shareholders of the Company whose names are registered in the Register of Shareholders of the Company and/or the owners of the shares of the Company in the securities sub-account at PT Kustodian Sentral Efek Indonesia ("**KSEI**") on the closing day of share trading on the Exchange Indonesian Securities on 13 November 2024.
4. Materials related to the EGMS are available and can be accessed via the website of the Company at www.merdekabattery.com and eASY.KSEI on the link easy.ksei.co.id, from the date of the invitation until the date of the EGMS. Copies of physical documents can be provided to the shareholders of the Company upon written request to the Corporate Secretary.



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5. Power of Attorney

(a) The Company prepares 2 (two) types of power of attorney for individual shareholders, namely (i) Electronic Power of Attorney (e-Proxy) which can be accessed electronically on the eASY.KSEI platform via www.ksei.co.id and (ii) Conventional Power of Attorney.

- (i) e-Proxy via eASY.KSEI – a power of attorney system provided by KSEI to facilitate and integrate power of attorney from scripless shareholders whose shares are in KSEI's collective custody to their proxies electronically. The power of attorney available at eASY.KSEI is an independent party appointed by the Company. Information regarding the independent proxy appointed by the Company can be obtained via the eASY.KSEI platform via www.ksei.co.id. The e-Proxy will be subject to the procedures, terms and conditions as set out by KSEI. In accordance with the provisions of POJK No. 15/POJK.04/2020 concerning Plans for Holding General Meetings of Shareholders of Public Companies, the granting of power must be done no later than 1 (one) working day before the EGMS is held.
- (ii) Conventional Power of Attorney – form which covers voting. A Power of Attorney that has been completed and signed by the shareholder along with supporting documents must be submitted to the Company no later than 29 November 2024 at 3 p.m WIB via e-mail to corsec@merdekabattery.com or delivered directly to PT Datindo Entrycom, the Share Registrar appointed by the Company whose address is at Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.

The power of attorney form and information regarding the independent proxy appointed by the Company can be obtained via:

- (i) the Company's website at www.merdekabattery.com; or
 - (ii) by contacting the Corporate Secretary via e-mail corsec@merdekabattery.com; or
 - (iii) at PT Datindo Entrycom, the Share Registrar of the Company at the address Jl. Hayam Wuruk No. 28, Jakarta 10210, Indonesia.
- (b) Only a validated Power of Attorney as provided by the shareholders of the Company are entitled to attend with a Power of Attorney at the EGMS and will be counted as a quorum for decision making.
6. In order to facilitate the arrangement and orderliness of the EGMS, shareholders or their legal proxies are kindly requested to attend at the eASY.KSEI accordance to the EGMS schedule.

Jakarta, 14 November 2024
PT MERDEKA BATTERY MATERIALS TBK
Board of Directors