



**MERDEKA
BATTERY**
MATERIALS

PT Merdeka Battery Materials Tbk

Treasury Tower 69th Floor
District 8 SCBD Lot. 28
Jl. Jenderal Sudirman Kav. 52-53
South Jakarta 12190, Indonesia

T +62.21.3952 5581
F +62.21.3952 5582
E investor.relations@merdekabattery.com
www.merdekabattery.com

**MEETING PROCEDURE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT MERDEKA BATTERY MATERIALS TBK
(the "Company")**

1. General

This meeting is the Extraordinary General Meeting of Shareholders ("**EGMS**") of the Company.

2. Time and Place of EGMS

The EGMS will be held on:

Day, Date : Friday, 6 December 2024
Time : 10am Western Indonesian Time until finish
Venue : conducted online electronically through eASY.KSEI platform
(**"eASY.KSEI"**)

3. The agenda of the EGMS are as follows

- 1) Approval on the Company's plan on the Increase of Capital without Pre-Emptive Rights I ("**PMTHMETD I**");
- 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;
- 3) Approval on the changes to the use of proceeds resulted from the initial public offering of shares of the Company; and
- 4) Approval of changes to the composition of the Board of Directors of the Company.

4. EGMS Participants

- 1) Participants of the EGMS are shareholders or their attorneys whose names are registered in the Register of Shareholders of the Company on 13 November 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 13 November 2024.
- 2) Participants of the EGMS have the right to express opinions and/or ask questions and vote on each agenda of the EGMS in accordance with the prevailing laws and regulations.
- 3) Chairman of the EGMS is entitled to request that those present provide evidence of their authority to attend the EGMS, in accordance with the specified requirements as announced in the Convocation of EGMS.
- 4) The 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 5 December 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.
- 6) Shareholders or their proxies who have arrived at the EGMS venue, but are unable to attend and enter the EGMS room due to the explanation in number 5 point 4, may authorize the independent representative appointed by the Company by completing and signing the power of attorney form provided by the Company, so that they can still exercise their rights to attend and vote at the EGMS by being represented by the independent representative.

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 EGMS.

6. Language

- 1) The EGMS 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 EGMS.

7. Chairman of EGMS

The EGMS 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 EGMS 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 EGMS shall be chaired by a shareholder present at the EGMS, who is appointed by and from the participants of the EGMS (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 EGMS 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 EGMS from 8am until 9am Western Indonesian Time:
 - (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 EGMS for:

1. Agenda number 1 (one) can be held if more than 1/2 (one-half) of the total number of shares with valid voting rights owned by independent shareholders and shareholders who are not affiliated with the Company, members of the board of directors, members of the board of commissioners, major or controlling shareholder ("**Independent Shareholder**") attend or being represented.
2. Agenda number 2 (two) can be held if at least 2/3 (two-third) of the total number of shares with valid voting rights that have been issued by the Company attend or being represented.
3. Agenda number 3 (three) and number 4 (four) can be held if more than 1/2 (one-half) of the total number of shares with valid voting rights that have been issued by the Company attend or being represented.

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

10. Decision

All decisions are taken based on deliberation to reach mutual consensus. In the event that a decision based on deliberation to reach consensus is not reached, the EGMS decision is to:

1. Agenda number 1 (one) is valid if it is approved by more than 1/2 (one half) of the total number of shares with valid voting rights owned by Independent Shareholders.
2. Agenda item number 2 (two) is valid if approved by more than 2/3 (two thirds) of the total number of shares with voting rights present at the EGMS.
3. Agenda items number 3 (three) and 4 (four) are valid if approved by more than 1/2 (one half) of the total shares with voting rights present at the EGMS.

11. Question & Answer

- 1) In discussing each agenda of the EGMS, the chairman of the EGMS will provide an opportunity for the shareholders or their attorney to ask questions, opinions, proposals, or suggestions for each agenda of the EGMS that is being discussed.
- 2) The mechanism for submitting questions, opinions, proposals, or suggestions for shareholders who submit questions through the eASY.KSEI platform:
 - (i) 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 EGMS in the "General Meeting Flow Text" column is "Discussion started for agenda item no. [x]"; and

- (ii) 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 EGMS 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 EGMS 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 EGMS 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 EGMS with a maximum time of 5 (five) minutes.

13. Safety Protocol

- 1) Attorneys are not allowed to smoke, sleep and/or commit acts that may disrupt the proceedings of the EGMS;
- 2) Attorneys are not allowed to bring weapons or any objects that may endanger the security of the EGMS;
- 3) Attorneys are not allowed to bring items that are not related to the EGMS, such as announcements, banners, leaflets, and/or brochures in any form into the EGMS venue; and
- 4) 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:



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- (i) prohibit the attorneys from attending the EGMS;
- (ii) request the attorneysto leave the EGMS room; and
- (iii) take other necessary actions.

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