

**RULES OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FINANCIAL YEAR OF 2022  
PT DAYAMITRA TELEKOMUNIKASI Tbk**

Jakarta, 14 April 2023

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**1. GENERAL**

This General Meeting of Shareholders of PT Dayamitra Telekomunikasi Tbk (hereinafter referred to as “**Company**”) is the Annual General Meeting of Shareholders for the Year of 2022 (hereinafter referred to as “**Meeting**”).

**2. TIME AND PLACE OF MEETING**

The Meeting is held on:

Day / Date : Friday, 14 April 2023  
Time : 14.00 Western Indonesian Time (WIB) until end  
Location : Four Seasons Hotel, Jl. Jenderal Gatot Subroto Kaveling 18, Capital Place Jakarta 12710.

Referring to the provisions of the Financial Services Authority Regulation (hereinafter referred to as “**POJK**”) Number 15/POJK.04/2020 on the Planning and Implementation of the General Meeting of Shareholders of a Public Company (hereinafter referred to as “**POJK 15/2020**”), POJK Number 16/POJK.04/2020 on the Electronic Implementation of the General Meeting of Shareholders of Public Companies (hereinafter referred to as “**POJK 16/2020**”), Rule of KSEI Number XI-B on the Procedures for the Implementation of Electronic General Meeting of Shareholders Accompanied by Voting through the KSEI Electronic General Meeting System (hereinafter referred to as “**eASY.KSEI**”) and the Company's Articles of Association, therefore the Meeting will be held physically and electronically (hybrid).

**3. MEETING AGENDA**

- First Agenda : Approval of Annual Report for Financial Year of 2022, including Board of Commissioner's Supervision Duty Implementation Report.
- Second Agenda : Ratification of Company's Financial Statement for Financial Year of 2022 and Responsibility Declaration of the Board of Directors and Board of Commissioners.
- Third Agenda : Determination on Utilization of the Company's Net Profit for Financial Year of 2022.
- Fourth Agenda : Determination of Remuneration (salary/honorarium, facility and benefit) for 2023, as well as Tantiem for Financial Year of 2022, for Company's Board of Directors and Board of Commissioners.
- Fifth Agenda : Appointment of Public Accounting Firm to conduct an Audit of the Company's Consolidated Financial Statement for Financial Year of 2023, including Internal Control Audit of Financial Report.
- Sixth Agenda : Report of the Use of Proceed from the Company's Initial Public Offering.
- Seventh Agenda : Approval of Changes in the Use of Proceeds from the Company's Initial Public Offering.
- Eighth Agenda : Approval of the Company's Share Buyback.
- Ninth Agenda : Approval of the Changes in Company's Management Composition.

#### 4. MEETING PARTICIPANT

- a. Shareholders who are entitled to attend or be represented in the Meeting are shareholders whose names are recorded in the Company's Shareholders Register 1 (one) day prior to the notice of Meeting as stipulated in Article 25 paragraph (7) letter a of the Company's Articles of Association and Article 23 paragraph (2) POJK 15/2020 which is on 20 March 2023 at 16.15 WIB.
- b. Meeting participants who have been registered in Meeting attendance list which has been announced by the Notary have the right to deliver question and/or opinion, as well as to vote in the Meeting.
- c. Meeting participants who arrive late after the closing of the registration period may still participate in the Meeting event but are not taken into account in determining the quorum or voting and cannot participate in the question and answer session.

#### 5. LIMITATION OF MEETING PARTICIPANT

- a. The Company will limit the number of shareholders who are physically present and urge the shareholders to attend Meeting electronically or provide power of attorney electronically through the application of eASY.KSEI provided by PT Kustodian Sentral Efek Indonesia (hereinafter referred to as "KSEI") in the <https://access.ksei.co.id> link or provide a written power of attorney to an Independent Party appointed by the Company.
- b. The Company has appointed an Independent Party, as the proxy from the Company's Securities Administration Bureau/*Biro Administrasi Efek*, PT Datindo Entrycom, having its address at Jl. Hayam Wuruk No. 28, Jakarta 10120, to act and represent the shareholders in submitting vote, question and/or opinion in the Meeting.
- c. For the health and safety of all parties, the Company may limit the shareholders or their proxy from attending/entering the building area or present in the Meeting room where the Meeting is held, in the event that the shareholders or their proxy do not comply with the safety and health protocols as required, then according to the Company's considerations may be carried out certain action as a form of implementing health and order protocols.
- d. Shareholders or its proxy who have been present at the Meeting venue but are unable to enter the Meeting room due to the reasons stated in this rules, may exercise their rights through the eASY.KSEI application.

#### 6. POWER OF ATTORNEY

Shareholders may appoint their proxy to attend the Meeting, with the following conditions:

- a. Shareholders provide power of attorney through eASY.KSEI provided by KSEI as an electronic proxy mechanism in the process of administering Meeting (hereinafter referred to as "e-Proxy"). E-Proxy facility is available to the shareholders who are entitled to attend the Meeting from the date of the notice of Meeting until 1 (one) business day before the Meeting as stipulated in Article 28 paragraph (3) POJK 15/2020.
- b. Shareholders in the form of legal entity shall provide a power of attorney to the other party appointed by using the form provided by the Company through the Company's website [www.mitratel.co.id](http://www.mitratel.co.id) which can be submitted at the latest before the shareholders enter the Meeting room.

#### 7. GUESTS

Party whose attend upon the invitation of the Board of Directors but do not have the right to raise question and/or opinion, as well as vote in the Meeting.

#### 8. CHAIRMAN OF THE MEETING

- a. In accordance with the provisions of Article 24 paragraph (1) of the Company's Articles of Association and Article 37 of POJK 15/2020, Meeting is led by a member of the Board of

Commissioners appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or unable to attend, the Meeting is led by a member of the Board of Directors appointed by the Board of Directors. In the event that all members of the Board of Directors are absent or unable to attend, the Meeting shall be led by the shareholders present in the Meeting who are appointed from and by the Meeting participants.

- b. The Chairman of the Meeting is responsible and has the right to take step that are deemed necessary for the Meeting to be conducted smoothly and orderly so that it can fulfill its objectives.
- c. The Chairman of the Meeting has the right to request to those who attend physically to prove their authority to attend the Meeting and/or request that the power of attorney to represent the shareholders to be shown to him at the Meeting.

## **9. LANGUAGE**

Meeting is held in Bahasa Indonesia, but those who do not understand Bahasa Indonesia are allowed to ask question and/or opinion in English at the given opportunity.

## **10. ATTENDANCE QUORUM**

- a. First, Second, Third, Fourth, Fifth, and Seventh Agenda of the Meeting:

In accordance with Article 25 paragraph (1) letter a of the Company's Articles of Association, Meeting is legal and entitled to produce a legal and binding resolution, if it is attended by shareholders and/or their legitimate proxy representing more than 1/2 (half) of the total shares with valid voting rights.

- b. Sixth Agenda of the Meeting

Due to the nature of this agenda is reporting, therefore voting will not be conducted for this Meeting agenda.

- c. Eighth and Ninth Agenda of the Meeting

In accordance with Article 25 paragraph (5) letter a and Article 25 paragraph (4) letter a of the Company's Articles of Association, Meeting is legal and entitled to produce legal and binding resolution, if it is attended by shareholders and/or their legitimate proxy representing at least 2/3 (two third) of the total shares with valid voting rights.

- d. The calculation of the number of shareholders who are present or represented in the Meeting by the Notary will only be count 1 (one) time, shortly before the Meeting is opened by the Chairman of the Meeting. The number of shareholders or their proxy stated by the Chairman of the Meeting before the opening of the Meeting and announced by the Notary remains until Meeting is closed. Therefore, the shareholders or their proxy who enter the Meeting room after the opening of Meeting is not counted in determining the number of attendance quorum, not entitled to raise any question and/or opinion, and not entitled to cast their vote in the Meeting, also the shareholders who leave the Meeting room before the closing of the Meeting, does not reduce the number of shareholders attendance in the Meeting.

## **11. SAFETY AND HEALTH PROTOCOL**

For shareholders or their proxy who are physically present at the Meeting, shall follow the following safety and health protocol that applies to the Meeting venue, as follows:

- a. Urged to wear a mask while in the Meeting area and venue;
- b. the shareholders or their proxy have normal body temperatures 37,5°C;
- c. Shareholders or their proxy who are sick are not allowed to enter the Meeting venue; and

- d. the Company does not provide hardcopy of the annual report to shareholders or their proxy who are present at the Meeting, instead, in the form of QR Code to access the Company's website and the website address information where the annual report is available.

## 12. QUESTION AND ANSWER

- a. Before making the resolution on each Meeting agenda, the Chairman of the Meeting will provide the opportunity for shareholders or their proxy to ask question and/or opinion in a question and answer session.
- b. The Chairman of the Meeting can limit the time in the question and answer session for each of Meeting agenda.
- c. Question and/or opinion may only be delivered by the shareholders or their legitimate proxy.
- d. Shareholders or their proxy shall not raise any question and/or opinion to the other shareholders.
- e. Question and/or opinion addressed to other shareholders shall not be responded.
- f. Shareholders who are present physically at the Meeting are given the opportunity to deliver question and/or opinion to the Company's Board of Directors and Board of Commissioners through the Chairman of the Meeting that submitted through a form provided and informed by the committee at the time of the question and answer in the Meeting, by filling the registration number, agenda, name, and number of share ownership, electronic mail (email) address, as well as question and/or opinion, to be verified and examined the relevance of the question or opinion with the Meeting agenda by the Securities Administration Bureau/*Biro Administrasi Efek*, Notary, and Legal Consultant.
- g. For the shareholders who are present electronically, the procedure to deliver question and/or opinion will follow the procedure of eASY.KSEI, later to be verified and examined the relevance of the question and/or opinion with the Meeting agenda by the Securities Administration Bureau/*Biro Administrasi Efek*, Notary, and Legal Consultant.
- h. For each of the Meeting agenda, shall be limited to 2 (two) questions and/or opinion entered through the form or into the question and answer system within a maximum of 2 (two) minutes, and each of the shareholders or their legitimate proxy shall only deliver 1 (one) question and/or opinion on the relevant Meeting agenda and will be directly responded.
- i. For the question and/or opinion as referred to in the number 12 letter h that cannot be directly responded in the Meeting, the Company may response in writing via electronic mail (email) no later than 14 (fourteen) calendar days from the closing of this Meeting.
- j. Based on the verification result of the Securities Administration Bureau/ *Biro Administrasi Efek*, Notary, and Legal Consultant, the Chairman of the Meeting is entitled to refuse to answer each question and/or opinion that are not related to the Meeting agenda being discussed or have been previously asked.
- k. Members of the Board of Commissioners, the Board of Directors or a party appointed by the Chairman of the Meeting will answer the question and/or opinion that have been delivered as referred to in the point h above.
- l. The Chairman of the Meeting is authorized to take any necessary action if there are Meeting participants who is considered disturbing the Meeting.

**Submissions of question and/or response for the shareholders who are electronically present:**

1. Question and/or opinion per Meeting agenda can be delivered in writing by the shareholders or their proxy by using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in the eASY.KSEI application. Submission of question and/or opinion can be done as long as the status of the Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. [ ]".
2. For the proxy who will deliver question and/or opinion of their shareholders during the discussion session per Meeting agenda, they are required to write down the names of shareholders and the number of their share ownership followed by related question or opinion.

**13. RESOLUTIONS**

- a. First, Second, Third, Fourth, Fifth, and Seventh Agenda of the Meeting:

In accordance with Article 25 paragraph (1) letter a of the Company's Articles of Association, the Meeting resolution shall be adopted based on the approving votes of more than 1/2 (half) of the total shares with voting rights present in the Meeting.

- b. Sixth Agenda of the Meeting:

Due of the nature of this meeting is reporting, therefore resolution is not required for this Meeting agenda.

- c. Eighth and Ninth Agenda of the Meeting:

In accordance with Article 25 paragraph (5) letter a and Article 25 paragraph (4) letter a of the Company's Articles of Association, the Meeting resolution shall be adopted based on the approving votes of more than 2/3 (two third) of the total shares with voting rights present in the Meeting.

**14. VOTING**

- a. In the Meeting, each of the shares shall give to the holder the right to cast 1 (one) vote, if a shareholder owns more than one share, he/she is required to vote only once and such vote represents the total number of shares he/she owns.
- b. In accordance with Article 25 paragraph (11) of the Company's Articles of Association, on the voting, the vote cast by the shareholders applies for all the shares they own and the shareholders are not entitled to grant any power of attorney to more than one proxy for a portion of the number of shares owned with a different vote. This provision is exempted for: (i) custodian banks or (ii) securities companies that represent shareholders through a mutual fund.
- c. Each shareholder may be represented in the Meeting by another person based on a power of attorney, provided that members of the Board of Directors, members of the Board of Commissioners and Company's employees may act as the proxy in the Meeting, but their votes will not be counted in the voting as stipulated in Article 25 paragraph (12) of the Company's Articles of Association.
- d. Voting for each of Meeting agenda, shall be limited to 2 (two) minutes.
- e. Voting will also be carried out by considering the votes entered in the electronic proxy in accordance with the provisions of POJK 15/2020 and POJK 16/2020.
- f. Notary assisted by Securities Administration Bureau/ *Biro Administrasi Efek* will count votes in the making of every Meeting resolution on the Meeting agenda.
- g. At the end of each voting, the Notary reads the results of the voting.

- h. The invalid votes are deemed to become null and are not counted in determining the vote cast in the Meeting.

**Submission of voting rights for the shareholders:**

1. Voting for the Meeting resolution is carried out with the following conditions:
  - a. The delivery of voting rights for shareholders that present physically is carried out by raising hand with the following conditions:
    - 1) For shareholders who cast the vote as disagree or abstained, to raise their hands. For those who raise their hands, may fill out and hand over the voting card to the officer, then the Notary will count the issued votes;
    - 2) For shareholders who cast the vote as disagree or abstained but their voting cards are damaged, torn or crumpled so that it cannot be detected accurately by computer or Notary, are deemed invalid;
    - 3) For the shareholders who do not raise their hands are deemed to vote agree; and
    - 4) For shareholders who leave the Meeting at the time of voting are deemed to vote agree.
  - b. The delivery of voting rights by the shareholders who are present electronically may cast their votes in the eASY.KSEI for then to start counting the vote with the following conditions:
    - 1) The electronic voting process takes place in the eASY.KSEI application on the E-meeting Hall menu, Live Broadcasting sub menu.
    - 2) Shareholders who attend by her/himself or are represented by their proxies but have not yet cast their votes in the Meeting agenda, the shareholders or their proxy have the opportunity to submit their vote during the voting period through the E-meeting Hall screen in the eASY.KSEI application opened by the Company. When the electronic voting period per Meeting agenda begins, the voting time by counting down is a maximum of 30 (thirty) seconds. During the electronic voting process, you will see the status "Voting for agenda item no [ ] has started" in the 'General Meeting Flow Text' column. If the shareholders or their proxy do not vote for certain Meeting agendas until the status of the Meeting implementation shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [ ] has ended", will be considered as an abstain voting for the relevant Meeting agenda.
2. In accordance with the provision of Article 25 paragraph (10) of the Company's Articles of Association, abstained votes shall be deemed to cast the same vote as the majority votes of the shareholders.

**15. LIVE BROADCAST OF THE MEETING**

- a. Shareholders or their proxy who have registered in the eASY.KSEI application no later than the specified time limit can witness the ongoing Meeting through the Zoom webinar by accessing the eASY.KSEI menu, submenu Meeting Broadcast located at the AKSes facility (<https://access.ksei.co.id/>).
- b. Meeting Broadcast have a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis.
- c. Shareholders or their proxy who have not obtained the opportunity to witness the Meeting through the Meeting Broadcast are still considered valid to attend electronically and its share ownership and voting are taken into account at the Meeting, as long as they have been registered in the eASY.KSEI application.

- d. For shareholders or their proxy who only witness the Meeting through Meeting Broadcast but not registered to present electronically on the eASY.KSEI application, the presence of the shareholders or their proxy is considered invalid and will not be included in the calculation of the Meeting attendance quorum.

## **16. ANNOUNCEMENT AND NOTICE OF MEETING**

The procedure that precedes the implementation of the Meeting in accordance with the provisions of Article 23 paragraph (5) and paragraph (7) of the Company's Articles of Association, are the announcement and notice of the Meeting, has been carried out to the shareholders of the Company.

The announcement and notice for Meeting as mentioned above have been made on (i) the Company's website; (ii) stock exchange website; and (iii) eASY KSEI website.

## **17. CLOSING**

Other matters that have not been stipulated in this Rules will be determined later by the Chairman of the Meeting.

Jakarta, 14 April 2023

Board of Directors  
PT Dayamitra Telekomunikasi Tbk