



PT HM SAMPOERNA Tbk.

**RULES FOR  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT HANJAYA MANDALA SAMPOERNA Tbk. ("Company")  
Jakarta, May 18, 2020**

**I. GENERAL**

1. In connection with the implementation of the Large-scale Social Restrictions by the Provincial Government of DKI Jakarta and related to the Financial Services Authority letter dated April 24, 2020, which recommends limiting physical presence of shareholders at the Annual General Meeting of Shareholders of the Company ("**Meeting**"), the Company strongly advises all Shareholders to attend the Meeting by way of granting proxy through e-proxy provided by PT Kustodian Sentral Efek Indonesia ("KSEI") for scriptless shareholders whose shares are in KSEI collective custody or by filling out Power of Attorney form provided by the Company which can be downloaded at [www.sampoerna.com](http://www.sampoerna.com).
2. In the event the shareholders wish to attend the meeting in person, which is not recommended, the Shareholders must comply with this Rules.

**II. MEETING CHAIRMAN**

Based on the provision in the Company's Articles of Association and based on the decision of the Board of Commissioners, the Meeting shall be chaired by member of the Board of Commissioners.

**III. LANGUAGE**

The Meeting shall be convened in Bahasa Indonesia.

**IV. MEETING ATTENDEES**

1. Those who are entitled to attend or be represented in the Meeting include:
  - a. The Shareholders of the Company who are entitled to attend or be represented at the AGMS are those whose names are registered in the Company's Shareholder Register on Thursday, **April 23, 2020** at 4 pm Western Indonesian Time and for the scriptless Shareholders are those whose shares are in the collective custody of the Indonesian Central Securities Depository ("**KSEI**") and as recorded in the securities account at the closing of stock trading on Thursday, **April 23, 2020**.
  - b. Guests, including those who are not Shareholders who are present by invitation from the Board of Directors and are not entitled to give opinions and to vote in the Meeting.



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2. a. Shareholders can be represented by other shareholders or by other proxies by way of a power of attorney that is written and signed in the way as designated by the Company's Board of Directors or e-Proxy through eASY.KSEI platform.

The Company provides 2 (two) types of power of attorney to Shareholders, namely Conventional Power of Attorney which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>) or e-Proxy which can be accessed electronically on the eASY.KSEI platform through [www.ksei.co.id](http://www.ksei.co.id).

- (1) Conventional Power of Attorney - form of power of attorney which includes mechanism to vote and ask questions on each of the Meeting agenda. The completed and signed Power of Attorney together with its supporting documents must be submitted to the Company at the latest on May 13, 2020 at 4 pm Western Indonesia Time via email to [melania.tan@sircadp.com](mailto:melania.tan@sircadp.com) and [sampoerna.corporate@sampoerna.com](mailto:sampoerna.corporate@sampoerna.com).
  - (2) E-Proxy through eASY.KSEI - an electronic power of attorney provided by KSEI to facilitate and integrate power of attorney from scriptless Shareholders whose shares are in KSEI's Collective Custody to their proxies. The proxy whose names are available at eASY.KSEI is an independent party appointed by the Company. Information regarding the independent proxies appointed by the Company can be accessed through the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>).
- b. The Meeting Chairman is entitled to ask the attendees to prove their eligibility to attend the Meeting and cast a vote in the Meeting with such evidence that is acceptable to Meeting Chairman.
- c. The Shareholders of the Company whose shares have not been registered in KSEI Collective Custody or their lawful proxy who will attend the Meeting, are required to show the original Collective Share Certificate or submit its copy, and submit a photocopy of National Identity Card ("**KTP**") or other evidence of identity to the Registration Officer before entering the Meeting room.

Shareholders whose shares have been registered in KSEI Collective Custody or their lawful proxy who will attend the Meeting, are required to submit the original Written Confirmation for the Meeting ("**KTUR**") and a photocopy of their KTP or other evidence of identity to the Registration Officer before entering the Meeting room.



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3. If there are Shareholders or proxies who come after the registration is closed and the number of attendance of Shareholders or proxies has been reported by the Securities Administration Bureau to the Notary, then the Shareholders or proxies are still permitted to attend the Meeting as an Guests, however it is not permissible to ask questions and the votes are not counted.
4. Shareholders or their Proxies leaving the Meeting room prior to conclusion of the Meeting shall be considered agreeing to the proposed agenda.

#### **V. QUORUM OF ATTENDANCE**

The Meeting shall be valid and entitled to make valid and binding decisions if it is attended by shareholders or proxies who represent more than ½ (one half) of all shares with valid vote that have been issued by the Company.

#### **VI. PROCEDURES FOR RAISING QUESTIONS**

1. Any question, comment, and/or opinion during the Meeting shall be submitted in writing by the shareholders and/or shareholder's proxies by filling out and signing the Form that is specifically designated for such purpose and will be distributed to the shareholders and/or proxies attending the Meeting. Shareholders and/or proxies shall state their name and the amount shares represented on said Question, Comment, or Opinion Form, and sign it.
2. Any question, comment and/or opinion shall be raised by shareholders and/or proxies by raising their hand and submit the Question, Comment, and/or Opinion Form that has been filled out as per point 1 above to the designated officers.
3. If deemed necessary by Meeting Chairman, the answer to the submitted question, comment and/or opinion can be given in writing. Answers to questions, comments and/or opinions will only be given at the Meeting if the questions, comments and / or responses are related to the Meeting Agenda, according to the Meeting Chairman.
4. Should there be questions unrelated to the Meeting Agenda, the shareholders may submit his/her questions in writing to the Company through [investor.relations@sampoerna.com](mailto:investor.relations@sampoerna.com).



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## VII. MEETING RESOLUTIONS

1. Meeting Resolutions shall be made by way of consensus. If a consensus cannot be reached, resolutions shall be made based on the number of affirmative votes of more than  $\frac{1}{2}$  (one half) of the number of valid votes during the Meeting.
2. Based on Company's Articles of Association, the decision is taken based on 'For' vote of more than  $\frac{1}{2}$  (one half) of the total votes legally casted at the Meeting. If the '**For**' and '**Against**' vote are equal, then the proposed item must be considered rejected/declined.
3. Only those items which are listed in the agenda of the Meeting as stated in the invitation of the Meeting can be discussed in the Meeting.
4. During the Meeting, every 1 (one) share shall grant the holder 1 (one) vote.
5. Members of the Company's Board of Directors, Board of Commissioners, and employees may serve as shareholder's proxies in attending the Meeting, however their votes as proxies in the Meeting shall not count.

## VIII. VOTING PROCEDURES

The voting will be conducted in private manner through electronic mechanisms and individually by the Shareholders or the authorized Proxies by using their Smartphone or other Mobile Device (tablets, ipads, etc.) or which provided by the Company.

Therefore, the confidentiality of the vote will be well maintained.

1. The Shareholders and/or Proxies present at the meeting are encouraged to conduct e-voting using their Smartphones or other Mobile devices (tablets, ipads etc.). The Company also provide tablet for Shareholders or proxies who attend the Meeting which cannot vote using their Smartphones or Mobile Devices.
2. The ballots are used for Shareholders or the Proxies to vote "for", "against" or abstain. The ballot is only used once on each vote according to the meeting sequence number listed in the bottom right corner of the card.
3. Shareholders who cast abstention shall be deemed to have cast the same vote as the vote of the majority of shareholders who cast a vote in the Meeting.



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## IX. CASTING VOTE ELECTRONICALLY

1. Shareholders or their authorized Proxies will obtain a Ballot/Voting Card during the attendance registration process.
2. The Ballot Card contains of 2 (two) parts, namely:
  - a) Top part, there is a QR (Quick Response) Code to access and “log in” to website address of PT Bima Registra; and
  - b) Bottom part, there is QR Code for voting purposes.
3. After the Chairman invites the Shareholders or the Proxies cast a vote, for the Shareholders or the Proxies who will vote by using their Smartphone or other Mobile Devices, are welcome to “log in” to PT Bima Registra website <http://bit.ly/bHMSP>, or scan the QR Code printed on the top part of the Ballot.
4. After the Shareholders or the Proxies “log in” or scan the QR Code on the top part of the Ballot, further for the voting process, Shareholders or Proxies must scan the QR Code on the bottom part of the Ballot. After the Shareholders or the Proxies “log in” or scan the QR Code on the top part of the Ballot, further for the voting process, Shareholders or Proxies must scan the QR Code on the bottom part of the Ballot.
5. After the name and address appear on the Smartphone or other Mobile Device screen, the Shareholders and Proxies are required to check the correctness of the name and address.

If it is correct, the Shareholder or Proxies can vote (APPROVE, DISAPPROVE or ABSTAIN).

If the Shareholders or Proxies have finished voting, please submit the ballot card that have been scanned to the officer.
6. The Notary will announce the results of the vote calculations, after voting for each agenda of the Meeting.
7. The Chairman will confirm the results of the vote.
8. The voting procedures can be seen on the company's website page <https://www.sampoerna.com/sampoerna/id/investor-relations/press-releases-and-events>.



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## X. NOTICE AND INVITATION OF THE MEETING

The procedure of this Meeting is in accordance to POJK No. 15/2020 and the Company's Articles of Association which has been released to the shareholders in one daily newspaper published in Indonesia, the Company's website and Indonesia Stock Exchange's website, with the following details:

- (a) Notice of Meeting was published in April 9, 2020.
- (b) Invitation of Meeting was published in April 24, 2020.

## XI. OTHERS

1. During the Meeting, mobile phones shall be deactivated or set to silent to maintain orderliness of the Meeting.
2. The Shareholders or Proxies leaving the Meeting room prior to conclusion of the Meeting shall be considered agreeing to the proposed agenda.
3. In order to support the Government's efforts to prevent the spread of COVID-19 and also to create a safe and healthy environment, the Company strongly advises all Shareholders to attend the Meeting by way of granting proxy however without intending to prevent Shareholders or their proxies from attending the Meeting, the Company has established the following health procedures in accordance to the Government guidelines :
  - a. Shareholders and their proxies who will attend the meeting must wear a mask and be present at the Meeting venue at least 30 (thirty) minutes before the Meeting commences or at 08.30 am Western Indonesia Time.
  - b. Shareholders and their proxies are requested to undergo **Thermal Check** and/or **Rapid Test** by the building management before entering the Meeting venue, and if he/she does not meet the building management's health protocol, he/she is not permitted to enter the Meeting location.
  - c. Shareholders and their proxies showing flu like symptoms/cough/runny nose/fever/sore throat/shortness of breath are not allowed to enter the Meeting location.
  - d. Shareholders and their proxies who will attend the Meeting must complete the Health Declaration Form which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/en/investor-relations/press-releases-and-events>) and submit it to the health officer before entering the Meeting location. If it does not meet the requirements stated on the Health Declaration Form, he/she is not permitted to enter the Meeting room.



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- e. This meeting implements a physical distancing in radius of 1 (one) meter per person.
  - f. Meeting participants are encouraged not to shake hands or in any other way having direct skin contact.
4. Since the Meeting will be held during Large-Scale Social Restrictions and fasting month, the Company will not provide any foods and beverages at the Meeting.
5. To ensure the Meeting is conducted in an orderly manner, Chairman of the Meeting has the right to:
- a. decide any procedure of the Meeting which has not yet been stipulated or is not sufficiently stipulated in this Rules; and
  - b. Take any action outside the Rules, which is deemed necessary.