



PT HM SAMPOERNA Tbk.

**RULES FOR
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT HANJAYA MANDALA SAMPOERNA Tbk. ("Company")
Jakarta, May 27, 2021**

I. GENERAL

1. The Company's 2021 Annual General Meeting of Shareholders (the "**Meeting**") will be held efficiently without affecting the validity of the Meeting.
2. In order for the Meeting to run in an orderly, efficient and timely manner, **Shareholders or Shareholders' proxies are requested to attend at the latest 07:30 Western Indonesian Time and must wear a mask. The registration process will be closed at 08.30 Western Indonesian Time.**
3. In order to comply with the guidelines issued by the Government of the Republic of Indonesia and as preventive measures to avoid the spread of Corona Virus Disease (COVID-19), 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.
4. In the event the shareholders or its proxies wish to attend the meeting in person, which is not recommended, the Shareholders or its proxies must follow and pass the health and safety protocol enforced strictly by the Company and building management and 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 Tuesday, **May 4, 2021** at 4 pm Western Indonesian Time and for the scriptless



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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, **May 4, 2021**.

- 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.
2. a. The Company has provided the Power of Attorney form which can be downloaded through the Company's website (<https://www.sampoerna.com/sampoerna/id/investor-relations/press-releases-and-events>) or through e-Proxy which can be electronically accessed in eASY.KSEI through www.ksei.co.id. The proxy whose names are available at eASY.KSEI is an Independent Representative appointed by the Company which is the Company's Share Registrar, **PT Raya Saham Registra ("RSR")**, or shareholders' Custodian Bank.
 - 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.

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.



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V. QUORUM OF ATTENDANCE

In accordance with the Articles of Association of the Company:

- (i) The Meeting related to the first agenda up to fourth agenda can be convened if it is attended by shareholders or its proxies representing at least 1/2 (one half) of the total shares with valid voting rights issued by the Company.
- (ii) The Meeting related to the fifth agenda can be convened if it is attended by Shareholders or its proxies representing more than 2/3 (two third) of the total shares with valid voting rights 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.

VII. MEETING RESOLUTIONS

1. Meeting Resolutions shall be made by way of consensus. If a consensus cannot be reached,
 - a. The Meeting related to the first agenda up to fourth agenda, resolutions shall be made based on the number of affirmative votes of more than 1/2 (one half) of the number of valid votes during the Meeting.



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- b. The Meeting related to the fifth agenda, resolutions shall be made based on the number of affirmative votes of more than $2/3$ (two third) of the number of valid votes during the Meeting.
2. Based on Company's Articles of Association,
 - a. The Meeting related to the first agenda up to fourth agenda, the decision is taken based on 'For' vote of more than $1/2$ (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.
 - b. The Meeting related to the fifth agenda, the decision is taken based on 'For' vote of more than $2/3$ (two third) 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 invitaion 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

1. Shareholders or their authorized Proxies will obtain a Ballot/Voting Card during the attendance registration process.
2. The Chairman will invites the Shareholders or the Proxies to cast a vote, voting will be carried out by way of raising the hands in the following procedures:
 - (i) Sequentially, those who casts blank votes and then those who are not in favor of a proposal will be requested to raise their hand and give their Voting Cards to the officials of the Meeting, who will then give them to the Notary to be tallied and the result will be announced;
 - (ii) Blank votes will be deemed to cast the same vote as the majority votes of the Shareholders; and



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(iii) Shareholders who do not raise their hands are deemed to vote affirmative on the proposed matters.

3. The Chairman will confirm the results of the vote.

IX. 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 20, 2021.
- (b) Invitation of Meeting was published in May 5, 2021.

X. 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 the latest 07:30 Western Indonesian Time.**
 - b. Shareholders or their proxies who come to the Meeting venue are obliged to follow the health protocol by the building management 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 or their proxies who come to the Meeting venue are obliged to show negative result of antigen swab test which is still valid at the Meeting (2x24 hours).**
 - d. **Shareholders or their proxies are requested to undergo Thermal Check at the location specified by the building management before entering meeting venue, and to give or**



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show negative result of antigen swab test together with Health Declaration Form to the Officer of the Company before entering meeting venue. If the Shareholders or the proxies do not comply with these provisions, the Shareholders or the proxies are not allowed to enter the meeting venue.

- e. 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.
- f. 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.
- g. This meeting implements a physical distancing in radius of 1 (one) meter per person.
- h. Meeting participants are encouraged not to shake hands or in any other way having direct skin contact.

4. The Company will not provide any souvenirs and any foods and beverages at the Meeting.

5. Other matters that have not been regulated in this Rules will be determined later by the Chair of the Meeting. 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.