

RULES OF CONDUCT EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT ADARO ENERGY TBK

Wednesday, February 9, 2022

1. The Extraordinary General Meeting of Shareholders (hereinafter referred to as "**the Meeting**") of PT Adaro Energy Tbk (hereinafter referred to as "**the Company**") will be conducted in the Indonesian language.
2. The Meeting will be held by referring to the Regulation of the Financial Services Authority No. 15/POJK.04/2020 ("**POJK 15**") on the Plan and Implementation of the General Meeting of Shareholders of Publicly Listed Companies and the Regulation of the Financial Services Authority No. 16/POJK.04/2020 ("**POJK 16**") on the Implementation of the General Meeting of Shareholders of Publicly Listed Companies by Electronic Platform.
3. **Meeting Agenda:**
 1. Change of the Composition of the Company's Board of Commissioners;
 2. Change of the Composition of the Company's Board of Directors;
 3. Change of the Company's Name.
4. As a preventive action and/or control against COVID-19 transmission in accordance with the Government's guidance, the Meeting will be held online using Electronic General Meeting System ("**eASY.KSEI**") application provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**") by referring to POJK 15 and POJK 16, as well as the Meeting rules.
5. The shareholders whose attendance will be counted electronically in the Meeting are only the shareholders or their legitimate proxies whose names are registered on the Company's List of Shareholders on January 17, 2022 until 16:00 Western Indonesian Time;
6. **Quorum of Attendance:**

According to article 41 and 42 of POJK 15, the Meeting can be convened if

 - a. For the first and second Meeting Agenda, it is attended by the shareholders or their legitimate proxies representing more than $\frac{1}{2}$ (one half) of total shares with lawful voting rights.
 - b. For the third Meeting Agendum, it is attended by the shareholders or their legitimate proxies representing more than $\frac{2}{3}$ (two third) of total shares with lawful voting rights.
7. The Meeting Agenda will be discussed continually.
8. **Question and Answer Mechanism:**
 - a. As stated in the Meeting Invitation conveyed by the Company, the shareholders who authorize power of attorney for attendance to the Company's Stock Administration Bureau can submit questions relevant to the Meeting Agenda through email to corsec@adaro.com. Relevant questions will be read in the Meeting and included in the Minutes of Meeting.

The shareholders who attend the Meeting online and intend to submit a question can type the question in the chat box on eASY KSEI. Our operator will subsequently deliver the Question Forms to the Notary to determine their relevance with the Meeting Agenda.

- b. The Meeting Chairperson or the party appointed by the Meeting Chairperson will answer or respond to the questions from the Shareholders concerning the Agendum being discussed.
 - c. The Meeting Chairperson or the party appointed by the Meeting Chairperson or the Notary holds the right to refuse to answer or to not respond to the questions which are viewed by The Meeting Chairperson or the party appointed by the Meeting Chairperson or the Notary as irrelevant to the Agendum being discussed.
9. Only the Company's shareholders or their legitimate proxies registered in the Company's Shareholders' List on **January 17, 2022** until **16:00 Western Indonesian Time** are entitled to raise questions.

10. **Meeting Resolutions:**

- a. Following article 40 of POJK 15, the Meeting resolutions will be made based on deliberation for consensus.

In the event that consensus is not reached, the resolutions shall be made through voting.

The votes on each Meeting Agenda will counted based on the number of votes submitted by the shareholders through eASY KSEI platform and based on the shareholders' power of attorney to PT Ficomindo Buana Registrar as the Company's Stock Administration Bureau, an independent party appointed by the Company.

- b. The Notary will count the total number of votes for, against, and abstain, then submitting the results of the vote count to the Meeting Chairperson or the party appointed by the Meeting Chairperson.

According to article 41 of POJK 15, the resolutions of the Meeting for Agenda 1 and 2 will be valid if they are approved by more than $\frac{1}{2}$ (one half) of total shares with voting rights who attend or represented in the Meeting.

According to article 42 of POJK 15, the resolutions of the Meeting for Agenda 3 will be valid if they are approved by more than $\frac{2}{3}$ (two thirds) of total shares with voting rights who attend or represented in the Meeting.

11. The Meeting materials and Meeting's Rules of Conduct can be downloaded on the Company's website at www.adaro.com.

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