

**CODE OF CONDUCT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS ("Meeting")**  
**PT Bank Mestika Dharma, Tbk (the Company)**

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**I. HEALTH PROTOCOL IMPLEMENTATION OF MEETINGS**

1. The meeting is held in two ways, which are physical attendance and online attendance.
2. All invitees who attend the meeting must :
  - a. Using a scan QR Code Care Protect before entering the meeting room.
  - b. Use a mask while in the meeting room area.
  - c. Pay attention to personal sanitation by washing your hands or using the hand sanitizer provided by the committee.
  - d. Following the committee's directions regarding keeping a distance from fellow invitees.

**II. GENERAL GUIDELINES :**

1. This meeting will be held in 2 (two) ways, namely physical attendance and online attendance through KSEI's eASY using Indonesian as the language of instruction.
2. In accordance with article 14 paragraph 12 of the Company's Articles of Association, the Meeting will be chaired by a member of the Board of Commissioners appointed by the meeting of the Company's Board of Commissioners.
3. Shareholders who are entitled to attend and vote at the Meeting are those registered in the Company's Register of Shareholders (recording date) on 27 April 2022 at 16.00 WIB.

Shareholders may authorize other parties to attend and vote at the Meeting. The mechanism for granting power of attorney by shareholders can be done in 2 (two) ways, namely:

a) Electronic power of attorney

This electronic authorization is facilitated by PT Kustodian Sentral Efek Indonesia (KSEI) using the eASY system ("e-Proxy") which can be accessed through the link [www.ksei.co.id](http://www.ksei.co.id) and the Company's website.

Based on the provisions, in granting an electronic power of attorney, members of the Board of Directors, Board of Commissioners and Employees of the Company are prohibited from acting as proxies at the Meeting. Therefore, the Company has appointed Ms. Yuniawaty from PT Raya Saham Registra as the beneficiary of an independent power of attorney that must be provided by the Company.

b) Non-electronic power of attorney

Shareholders who are unable to attend may be represented by their proxies by submitting a valid Power of Attorney as determined by the Company. Based on the provisions, shareholders can appoint members of the Board of Directors, Board of Commissioners and Employees of the Company as the recipients of the power of attorney at the Meeting, but the votes they cast as proxies are not counted in the voting.

4. The rights of the Shareholders of the Company in connection with the Meeting are as follows :
  - a. Shareholders or their proxies may submit questions or opinions on each agenda of the Meeting in a manner regulated further in part III of this Code of Conduct.
  - b. Shareholders or their proxies have the right to cast Agree, Disagree or Abstain votes for each Meeting agenda. The procedure for making Meeting decisions is further regulated in part IV of this Code of Conduct.

### **III. MEETING QUORUM**

In accordance with Article 15 paragraph 1.a of the Company's Articles of Association in conjunction with Article 86 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies ("Limited Company Law"):

"Meetings are valid and can be held and make binding decisions if attended by the Shareholders or their legal proxies who represent more than (one half) of the total number of shares issued by the Company with valid voting rights"

### **IV. PROCEDURES FOR SUBMISSION OF MATTERS RELATED TO MEETING EVENTS :**

1. At the meeting, each share gives the owner the right to cast 1 (one) vote (Article 15 paragraph 1). If a shareholder owns more than 1 (one) share, then the shareholder is asked to give only 1 (one) time and the vote represents the entire number of shares owned.
2. When discussing each agenda item of the Meeting, the Chairperson of the Meeting will provide an opportunity for the Shareholders or their proxies to ask questions and/or opinions prior to voting on the matter concerned.
3. Only Shareholders or their legal proxies who are present at the Meeting have the right to ask questions and/or opinions regarding the agenda of the Meeting being discussed.
4. Questions and/or opinions that can be submitted are only questions and/or opinions that are directly related to the agenda of the Meeting being discussed.
5. Shareholders or their proxies who wish to submit questions and/or opinions, if:
  - a. Physically present are asked to raise their hands, then a form will be distributed to them to be filled with the names of the shareholders, the number of shares owned/represented and the questions and/or opinions submitted. The form is collected by the officer to be submitted to the Chairperson of the Meeting.
  - b. Present online through KSEI's eASY are asked to submit questions through KSEI's eASY platform to be submitted to the Chairperson of the Meeting.

6. In order to provide equal opportunities to all Shareholders or their respective proxies, they may submit a maximum of 2 (two) questions and/or opinions for each agenda item of the Meeting.
7. All questions will be answered one by one according to the order. If necessary, the Chairperson of the Meeting may ask members of the Board of Directors, other members of the Board of Commissioners, and supporting professions to provide further explanations regarding the questions raised.
8. After the questions and/or opinions submitted by the Shareholders or the Shareholders' proxies have been answered and explained, the Chairperson of the Meeting proposes to the Shareholders to make a decision.

## **V. VOTING PROCEDURES :**

For all agenda items of the Meeting, votes are counted by referring to Article 12 Paragraphs 1, 2 (a, b, c, d) and 3 of the Company's Articles of Association in conjunction with the Limited Liability Company Law No. 40 of 2007 Article 87 :

1. Meeting decisions are taken based on deliberation for consensus.
2. In the event that a decision based on deliberation for consensus is not reached, the decision is valid if it is approved by more than (one half) of the total shares with valid voting rights who are present and/or represented at the Meeting.
3. If deliberation and consensus are not reached, the voting shall be conducted in the following manner :
  - a. Shareholders or their proxies who voted blank (abstained) and who voted against the proposed decision, will be welcome to raise their hands.
  - b. Shareholders or their proxies who do not raise their hands mean that they agree to the proposed decision.
  - c. The Meeting Officer will collect the voting cards from the Shareholders or the proxies of the Shareholders who raise their hands and will submit the ballots to the Notary.
  - d. Shareholders who attend online through KSEI's eASY, are welcome to enter their vote through the e-Meeting hall screen at KSEI's eASY. Shareholders or the proxies of Shareholders who do not give voting choices, means that they agree to the proposed decision. Shareholders are given a period of It takes approximately 1 minute to cast your vote.
  - e. The Notary with the assistance of the Securities Administration Bureau will then calculate and submit the voting results on the proposed decisions.
  - f. Voting regarding a person must be in writing but not signed and must be entered in private, unless the Chairperson of the Meeting permits voting in another way, if there is no statement of objection from a person present who has the right to vote.

4. Shareholders who cast an abstention vote are considered to have cast the same vote as the majority of shareholders who cast votes.

## **VI. VOTE CALCULATION PROCEDURE**

1. The Notary shall count the votes with the assistance of the Securities Administration Bureau, namely by counting the Voting Cards submitted by the Shareholders through the Meeting Officer and the votes cast through the KSEI eASY.
2. Only Disagree Votes and Abstain Votes will be counted. Total Agree Votes are obtained from the result of reducing the total votes present with Disagree Votes.

## **VII. ETC**

For the sake of an orderly and smooth meeting, during the meeting, please don't activate your cell phone.

Thus, the Rules of the Company's Annual General Meeting of Shareholders are conveyed.

Medan, 28 April 2022  
**Directors**  
**PT Bank Mestika Dharma Tbk**