

**CODE OF CONDUCT
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK RAKYAT INDONESIA (PERSERO) TBK**

The Extraordinary General Meeting of Shareholders of PT Bank Rakyat Indonesia (Persero) Tbk principally will be held **electronically** on **Thursday, July 22, 2021**, with due observance and guidance on the following matters:

1. Terms

- a. PT Bank Rakyat Indonesia (Persero) Tbk in this Code of Conduct hereinafter referred to as the **"Company"**.
- b. The Company's Extraordinary General Meeting of Shareholders in this Code of Conduct hereinafter referred to as the **"Meeting"**.

2. Language

The Meeting will be conducted in Bahasa Indonesia.

3. Chairman of the Meeting

Pursuant to Article 37 paragraph (1) of Financial Services Authority Regulation No. 15/POJK.04/2020 dated April 20, 2020, concerning the Planning and Holding of General Meetings of Shareholders of Public Companies ("**POJK GMS**") and Article 24 paragraph (1) of the Company's Articles of Association, the Meeting will be chaired by the member of the Board of Commissioners appointed by the Board of Commissioners. Therefore, according to the Letter of the Company's Board of Commissioners No. R. 48-KOM/07/2021 dated July 1, 2021, concerning the Chairman of the Extraordinary General Meeting of Shareholders in 2021, **Ms. Rofikoh Rokhim** (Independent Commissioner) acting as the **Chairman of the Meeting**, **Mr. R. Widyo Pramono** (Independent Commissioner) acting as **Designated Chairman I** and **Mr. Hendrikus Ivo** (Independent Commissioner) acting as **Designated Chairwoman II**.

4. Meeting Attendees

- a. Pursuant to Article 23 paragraph (1) of POJK GMS, Shareholders, Shareholders, either personally or represented by a power of attorney, are entitled to attend the Meeting. If it is not stated specifically, the reference of Shareholders in this Code of Conduct includes their legal proxies.
- b. Pursuant to Article 23 paragraph (2) of POJK GMS, Shareholders who are entitled to attend and vote in the Meeting must have their names recorded in the Shareholders Register of the Company or in the securities account at PT Kustodian Sentral Efek Indonesia ("**KSEI**") on **Tuesday, June 29, 2021, at 16.15 WIB**.
- c. Non-Shareholders attendees such parties may attend the Meeting by invitation from the Board of Directors, and they will not have right to express their opinion and/or statement or vote in the Meeting. Nevertheless, without prejudice to the Shareholders' rights, the Chairman may request information and/or explanation to the Attendee in relation to the Agenda being discussed in the Meeting.

5. Power of Attorney

Shareholders may appoint their proxy to attend the Meeting on their behalf, with the following requirements:

- a. Granting the power of attorney via the *Electronic General Meeting System Facility* of KSEI (“**eASY.KSEI**”) provided by KSEI) as the electronic proxy mechanism in the process of holding the Meeting (“**e-Proxy**”) which is delivered no later than 1 (one) working day prior to the Meeting. Power of Attorney via e-Proxy cannot be granted to members of the Board of Directors and members of the Board of Commissioners, as well as employees of the Company.
- b. Issuing a Power of Attorney to physically attend the Meeting for the Shareholders with scripted shares provided that the members of the Board of Directors and members of the Board of Commissioners, along with employees of the Company may act as the Shareholders’ proxy in the Meeting. Nevertheless, their votes are not counted in the voting. The format of the Power of Attorney may be downloaded in the Company’s website.

6. Meeting Attendance Quorum

Pursuant to Article 42 paragraph (2) of Law No. 40 of 2007 concerning Limited Liability Company as amended by Law No. 11 of 2020 concerning Job Creation (“**Companies Law**”), Article 41 paragraph (1) letter a of POJK GMS and Article 25 paragraph (4) letter a of the Company’s Articles of Association, the Meeting may be held if it is attended by Series A Dwiwarna Shareholder and other shareholders and/or their legal proxy which altogether represent more than ½ (half) of the total shares with valid voting rights.

7. Meeting Agenda, Invitation and Materials on the Meeting Agenda

- a. Meeting Agenda:

Approval for the Company’s Capital Increase with Pre-emptive Rights (“Rights Issue”) to the Shareholders which will be conducted through the Limited Public Offering I (*Penawaran Umum Terbatas* “PUT I”) mechanism, thus amending Article 4 paragraph (2) and paragraph (3) of the Company’s Articles of Association.

- b. Pursuant to Article 52 of POJK GMS and Article 23 paragraph (13) of the Company’s Articles of Association, the Meeting Invitation and its Additional Information have been published in the Company, PT Bursa Efek Indonesia (“**IDX**”) and KSEI websites, on **June 30, 2021 and July 16, 2021** respectively.
- c. Pursuant to Article 18 of POJK GMS and Article 23 paragraph (10) of the Company’s Articles of Association, materials of the Meeting Agenda are made available to Shareholders since the Meeting Invitation and may be accessed and downloaded from the Company’s website.

8. Discussion of the Meeting Agenda

- a. The Chairman of the Meeting shall open and close the Meeting.
- b. For the ease of the Meeting, the Chairman of the Meeting may grant its authority to chair the Meeting to a member of the Board of Commissioners or a member of the Board of Directors.
- c. If necessary, the Chairman of the Meeting may also request to a member of the Board of Directors/Board of Commissioners of the Company and/or other related parties to deliver explanation related to and in any Meeting Agenda.

9. Procedure for Question and Answer

- a. Prior to the resolution of the Meeting Agenda, the Chairman of the Meeting will offer 1 (one) opportunity per Shareholder to submit question and/or opinion in writing.
- b. Questions and/or opinions submitted orally cannot be responded to.

- c. The Notary, the Chairman of the Meeting and/or the party appointed to provide an explanation shall read the question and/or opinion. Then, the Chairman of the Meeting or other parties appointed to present the explanation shall answer, respond and/or delegate to other parties, such as Public Accountant, Legal Consultant, Notary, Share Registrar and/or the Senior Officer of the Company which is responsible to the relevant matter.
- d. Each question and/or opinion submitted by the Shareholders must fulfill the requirements that according to the Notary, the Chairman of the Meeting and/or the party appointed to provide an explanation, it is directly related/relevant to the Meeting Agenda. Questions and/or opinions that are not directly related/relevant to the Meeting Agenda will not be read and/or responded to.
- e. The process of submitting questions and/or opinions for Shareholders with scripted shares who are physically present at the Meeting is as follows:
 - 1) The officer will confirm whether Shareholders wish to ask questions and/or opinions;
 - 2) If any, questions and/or opinions written down by the Shareholders are delivered to the officer to be submitted to the Notary and the Chairman of the Meeting or the party appointed to provide an explanation.
- f. The process of submitting questions and/or opinions for Shareholders who attend the Meeting electronically through eASY.KSEI is as follows:
 - 1) Questions and/or opinions are submitted through the chat feature in the 'Electronic Option' column available in the E-Meeting Hall screen at eASY.KSEI;
 - 2) Questions and/or opinions may be submitted as long as the 'General Meeting Flow Text' column has the status of "discussion started for agenda item no. [1]".
- g. The procedure of submitting questions and/or opinions for Shareholders who are physically or electronically present at the Meeting:
 - 1) Shareholders write their names, number of shares owned, as well as questions and/or opinions;
 - 2) For the proxies, the written submission must be accompanied by a description of the name of the Shareholders and the number of their share ownership, followed by questions and/or opinions related.
- h. For time efficiency, the question and answer session is allocated a maximum of 30 (thirty) minutes.

10. Meeting Resolutions

- a. The resolution of the Meeting shall be adopted amicably to reach a mutual consensus through voting.
- b. Pursuant to Article 42 paragraph (2) of the Companies Law, Article 41 paragraph (1) letter c of POJK GMS and Article 25 paragraph (4) letter a of the Company's Articles of Association, the resolution of the Meeting Agenda shall be valid if it is approved by Series A Dwiwarna Shareholder and other shareholders and/or their legal proxy, which altogether represent more than $\frac{1}{2}$ (half) of the total shares with valid voting rights presented in the Meeting.

11. Voting Procedure

- a. In the Meeting, each share entitles the owner a right to cast 1 (one) vote.

- b. In accordance with that, pursuant to Article 48 of POJK GMS and Article 25 paragraph (14) of the Company's Articles of Association, the vote casted by a Shareholder applies to the entire shares owned by him/her. Therefore, a Shareholder is not entitled to authorize more than a proxy for a portion of the shares that he/she owns with different vote. The requirement is not valid for Custodian Bank or Securities Company representing the shareholders in the mutual fund.
- c. The voting procedure for Shareholders who attend the Meeting electronically through eASY.KSEI is carried out with the following procedure:
 - 1) The electronic voting process takes place at eASY.KSEI on the E-Meeting Hall menu, Live Broadcasting sub menu;
 - 2) Shareholders who attend or provide power of attorney electronically at the Meeting through eASY.KSEI, but have not yet made their vote, have the opportunity to submit their vote during the voting period through the E-Meeting Hall screen at eASY.KSEI;
 - 3) During the electronic voting process, the "General Meeting Flow Text" column will show the status of "voting for agenda item no, [1], has started";
 - 4) If the Shareholders do not vote for the Meeting Agenda until the status of the Meeting as shown in the "General Meeting Flow Text" column changes to "voting for agenda no [1] has ended", it will be considered as abstention;
 - 5) Direct voting electronically through eASY.KSEI is allocated for 1 (one) minute.
- d. The voting procedure for Shareholders with scripted shares who attend physically in the Meeting shall be conducted with following procedures:
 - 1) Any Shareholder who wish to cast abstain (non-voting) or disapprove with the proposed resolution will be requested to raise their hands and submit their voting cards;
 - 2) Any Shareholder who do not raise their hands shall be deemed to approve the discussed proposal. This provision also applies to any Shareholder who leaves the Meeting venue when the voting is held;
 - 3) Any proxy who is authorized by the Shareholders to abstain or disapprove the proposed resolution who does not raise his/her hand at the time of the voting by the Chairman of the Meeting shall be deemed to approve any submitted proposal.
- e. In accordance with Article 47 of POJK GMS and Article 25 paragraph (13) of the Company's Articles of Association, the Shareholders of shares with valid voting rights who attend the Meeting, but abstain, are deemed to have expressed the same votes as the majority of Shareholders who cast votes.
- f. The Chairman of the Meeting will ask the Notary to announce the results of the voting.
- g. The provisions as referred to in this number applies *mutatis mutandis* to Shareholders who grant power of attorney through e-Proxy.

12. Live Broadcasting of Meetings

- a. Shareholders who have been registered in eASY.KSEI no later than the specified time limit may watch the Meeting through the Zoom webinar by accessing the eASY.KSEI menu, the GMS Broadcast submenu located on the AKSes facility (<https://akses.ksei.co.id/>).
- b. GMS broadcast have a capacity of up to 500 (five hundred) participants with attendance determined on a first come first serve basis.

- c. Shareholders who do not have the opportunity to watch the Meeting through the GMS Broadcast are considered valid to attend electronically, and share ownership and voting choices are taken into account in the Meeting, as long as they have declared their presence in eASY.KSEI.
- d. Shareholders who only watch the Meeting through the GMS Broadcast, but have not declared to attend electronically on the eASY.KSEI application, then the person concerned will not be counted in the quorum of attendance of the Meeting.

13. Health Protocol Implementation

Pursuant to the Regulation of the Minister of Health No.HK.01.07/MENKES/382/2020 dated June 19, 2020, concerning Health Protocol for Community in Public Places and Facilities for the Prevention and Control of Covid-19 and any prevailing regulations, any Shareholder with scripted shares who attend the Meeting, shall comply with and satisfy the security and safety protocol applicable in the Meeting venue as follows:

- a. Having a Covid-19 Rapid Antigen Test (non-reactive) or PCR Swab Test (negative) Statement issued from a doctor, hospital, public health center or clinic with specimen collection date no more than 1 (one) calendar day before the Meeting;
 - b. At least wearing medical mask that cover nose and mouth up to chin during the activity in the area and Meeting venue;
 - c. Having body temperature not more than 37.3°C according to the detection and monitoring;
 - d. Following the direction of the Meeting Committee on implementing the physical distancing policy, either before, on, or after the end of the Meeting. Therefore, for physical-distancing purpose, the Meeting Committee may limit the capacity of the Meeting room;
 - e. Following the procedure and protocol for the prevention of the spread or infection of Covid-19 as may be enforced by the Company;
 - f. Shareholders must wear the participant sign during the Meeting.
14. Any Shareholder with scripted shares who physically arrives after the registration is closed and the Shareholders attendance quorum has been reported by the Notary to the Chairman of the Meeting after the Meeting is opened, the following provision shall apply:
- a. The Shareholders may be allowed to attend the Meeting;
 - b. However, the Shareholders will not be allowed to submit question and/or opinion, and their presence and votes will not be counted.
15. During the Meeting, the attendees of the Meeting shall follow the Meeting in an orderly manner. Therefore, the attendee of the Meeting is requested not to activate cellular phone/mobile phone, take pictures in the Meeting and/or do other actions that may disturb the Meeting.
16. The Chairman of the Meeting is entitled to take any necessary action to guarantee the order of the Meeting. In this case, such action includes but not limited to request the attendee(s) of the Meeting who has, as considered by the Chairman of the Meeting, disturbed the order to leave the Meeting venue.
17. If during the Meeting there are matters which have not been governed in this Code of Conduct, the Chairman of the Meeting will determine a policy according to the Company's Articles of Association and/or prevailing laws.