



**CODE OF CONDUCT**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY GENERAL**  
**MEETING OF SHAREHOLDERS**  
**PT PYRIDAM FARMA Tbk.**  
**WEDNESDAY, JULY 20<sup>th</sup>, 2022**

1. The Annual General Meeting of Shareholders (“**AGMS**”) and Extraordinary General Meeting of Shareholders (“**EGMS**”) (AGMS and EGMS are hereinafter jointly referred to as “**Meeting**”) of PT Pyridam Farma Tbk. (hereinafter referred to as the “**Company**”) will be held in Indonesian.
2. This Meeting will be held on:  
Day/Date : Wednesday, July 20<sup>th</sup>, 2022  
Time : 1.30 p.m. Jakarta time until finished  
Venue : Sinarmas MSIG Tower, 12<sup>th</sup> Floor, Jl. Jend. Sudirman No. Kav. 21, Kuningan, South Jakarta, Indonesia
3. **Meeting participant:**
  - a. Shareholders of the Company whose names are recorded in Shareholder Register or owners of securities account at the Collective Custody of PT Kustodian Sentral Efek Indonesia on Monday, July 27<sup>th</sup>, 2022 until 4.00 p.m. Jakarta time (hereinafter referred to as “**Shareholders**”).
  - b. Shareholders or their proxies who present after the closing of the registration period, and the number of shares is not included in the number of shares whose attendance has been calculated because it has been reported by the Notary to the Chairperson of the Meeting, can attend the Meeting but their votes are not counted and/or cannot ask questions or give an opinion in the question and answer session.
4. In accordance with the Financial Service Authority (“**FSA**”) Regulations, the Company has provided an alternative for Shareholders to provide power of attorney electronically (“**e-Proxy**”) through Electronic General Meeting System KSEI System (“**eASY.KSEI**”) managed by PT Kustodian Sentral Efek Indonesia (“**KSEI**”). The authorization guide can be accessed

AGMS AND EGMS PYFA 2022 | 1

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through KSEI's website and power of attorney can be downloaded through <https://www.pyfa.co.id>.

5. The Company strongly advise all Shareholders to grant power of attorney to an independent party appointed by the Company, namely PT Sinartama Gunita through e-Proxy to represent Shareholders to attend and vote at the Meeting.
6. Shareholders or their proxies who will be physically present at the Meeting/to the building where the Meeting will be held must follow and pass the safety and health protocols that will be strictly enforced by the Company, as follows:
  - a. It is a mandatory to wear medical mask in the building area where the Meeting is being held and during the Meeting. The Company does not provide masks for Shareholders and their Proxies.
  - b. Must bring a COVID-19 Antigen Swab Test Certificate with negative result obtained from a Hospital, Clinic, Laboratory, or Health Center with a sampling date of 1 (one) day before the date of the Meeting, which is July 19<sup>th</sup>, 2022.
  - c. It is a mandatory to take body temperature measurements, for participants whose body temperature is 37.3 degree Celsius or more, are not allowed to attend the Meeting and will be recommended to visit the nearest Health Service Facility for further treatment. Participants who are experiencing flu and influenza symptoms such as coughing or sneezing are not allowed to enter the event room.
  - d. It is a mandatory to maintain cleanliness and follow the medical examination procedures (body temperature checks and other procedures deemed necessary by the Company) both to be carried out by the Company or the building management where the Meeting is held.
7. The Company has the right to prohibit the Shareholders or their proxies from attending or being in the Meeting room and/or the building where the Meeting is being held in the event that the Shareholders or their proxies do not comply with the safety and health protocols as

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described above. In such case, such party may provide its power of attorney to PT Sinartama Gunita prior to the commencement of the Meeting.

8. Invitations are parties who are present at the invitation of the Board of Directors but do not have the right to ask questions, express opinions, or vote in the Meeting.

## 9. The Chairperson of the Meeting:

- a. The Chairperson of the Meeting leads the Meeting and has the right to decide on the Meeting procedures that have not been regulated or have not been sufficiently regulated in this Code of Conduct.
- b. In accordance with Article 23 paragraph (1), (2), and (3) Article of Association, the GMS is chaired by a member of the Board of Commissioners appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or unable to attend, the GMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors and in the event that all of the members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the GMS shall be chaired by the shareholders present at the GMS who is appointed from and by the participants of the GMS.
- c. In accordance with the provisions of Article 23 paragraph (4), (5), (6), and (7) Article of Association:
  - i. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners to chair the GMS has a conflict of interest with the agenda to be decided in GMS, the GMS shall be chaired by another member of the Board of Commissioners who has no conflict of interest appointed by the Board of Commissioners.
  - ii. In the event that all members of the Board of Commissioners have a conflict of interest, the GMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
  - iii. In the event that a member of the Board of Directors appointed by the Board of Directors to chair the GMS has a conflict of interest with the agenda to be decided

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in GMS, the GMS shall be chaired by another member of the Board of Directors who has no conflict of interest.

- iv. In the event that all members of the Board of Directors have a conflict of interest, the GMS shall be chaired by one of the non-controlling Shareholders who is elected by the majority of the other Shareholders present at the GMS.

## 10. Quorum and Meeting Decisions:

### a. AGMS

- i. For the first to the fifth agenda based on Article 26 paragraph (1) letter a Article of Association, the AGMS can be held if more than 1/2 (one per two) of the total shares with the voting rights are present or represented, and based on Article 26 paragraph (1) letter c the result of the AGMS is valid if approved by more than 1/2 (one per two) of the total shares with voting rights present at the AGMS.
- ii. For the sixth based on Article 26 paragraph (1) letter a jo. Article 26 paragraph (3) of the Article of Association, the AGMS can be held if more than 1/2 (one per two) of the total shares with the voting rights are present or represented, and based on Article 26 paragraph (1) letter c jo. Article 26 paragraph (3) of the Article of Association the result of the AGMS is valid if approved by more than 1/2 (one per two) of the total shares with voting rights present at the AGMS.
- iii. For the seventh agenda based on Article 26 paragraph (4) letter (a) of Company's Article of Association, the AGMS can be held if at least 2/3 (two per three) of the total shares with the voting rights are present or represented, and based on Article 26 paragraph (4) letter b of Company's Article of Association the result of the AGMS is valid if approved by more than 2/3 (two per three) of the total shares with voting rights present at the AGMS.

### b. EGMS

Based on Article 26 paragraph (1) letter a jo. Article 26 paragraph (3) of the Article of Association, the EGMS can be held if more than 1/2 (one per two) of the total shares with the voting rights are present or represented, and based on Article 26 paragraph

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(1) letter c jo. Article 26 paragraph (3) of the Article of Association the result of the EGMS is valid if approved by more than 1/2 (one per two) of the total shares with voting rights present at the EGMS.

**11. Discussion of the Meeting Agenda and Questions and Answers session are carried out with the following mechanism:**

- a. The Chairperson of the Meeting will open, chair the Meeting, and close the Meeting.
- b. The Chairperson of the Meeting provides an opportunity for the Shareholders or their proxies to ask questions or express opinions. To the Shareholders or their proxies who are present at the physical Meeting and want to ask questions or express opinions are welcome to fill out the question sheet that has been distributed at the time of registration, then the question sheet will be taken by the Officer to be then submitted to the Chairperson of the Meeting, and for the Shareholders or their proxies who are present at the e-GMS and wish to ask questions or express opinions are welcome to fill in questions or opinions in the question box through the eASY.KSEI facility.
- c. For each Meeting agenda, the opportunity to ask questions is given for a maximum of 5 minutes.
- d. Questions that may be asked are questions that are appropriate and related to the Meeting agenda. If it is not related to the Meeting agenda, the Chairperson of the Meeting has the right not to respond to it.
- e. Only Shareholders or their proxies are entitled to ask questions and express opinions.
- f. Unless the Chairperson of the Meeting or the Appointed Meeting Chair determines otherwise, the submission of questions and/or opinions for each Meeting Agenda consists of 1 session and each session will be given the opportunity to a maximum of 2 questioners.

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- g. The Chairperson of the Meeting will respond to the question or opinion.
- h. After the last question or opinion is answered, a vote will be held.
- i. Only the Shareholders or their proxies are entitled to vote.
- j. Voting for Shareholders who are present at the e-GMS is carried out with the following procedure:
  - i. The Shareholders may submit voting options electronically through eASY.KSEI from the invitation of the Meeting until the closing of voting on the agenda that requires voting at the Meeting.
  - ii. The votes cast by the Shareholders or their proxy through eASY.KSEI after the invitation to the GMS and before the date of the GMS, will be counted as valid votes in the GMS.
  - iii. Proxy who receives power of attorney from the Shareholders without being accompanied by voting options in each GMS agenda, can vote electronically through eASY.KSEI no later than before the GMS leadership closes voting for decision making in each GMS agenda.
  - iv. Proxy who receives power of attorney through eASY.KSEI accompanied by a minimum choice of votes in one GMS agenda, the following provisions apply:
    - (i) Votes that have been received and submitted to eASY.KSEI for certain GMS agenda, cannot be changed and revoked by the Proxy if the power and votes are given by the Shareholders through eASY.KSEI.
    - (ii) Voting choices that have not been received for other GMS agendas, are considered to have cast the same votes as the majority of Shareholders who cast votes.
- k. Voting of Shareholders who are present at the physical Meeting is done by raising their hands with the following procedure:
  - i. Those who voted against are asked to raise their hand.

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- ii. Those who cast a blank vote are asked to raise their hand.
  - iii. Those who do not raise their hands are deemed to have voted in favor.
- l. The Chairperson of the Meeting may request assistance from members of the Board of Commissioners or the President Director or a party appointed by the President Director to provide an explanation in each Meeting Agenda (hereinafter referred to as the “**Appointed Chairperson of the Meeting**”), with the provision of authority to chair the Meeting must be handed back to the Appointed Chairperson of the Meeting to the Chairperson of the Meeting before the start of the decision-making process.
- m. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the authority to determine the turn for the Shareholders or their proxies who wish to ask questions and/or express such opinions.
- n. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting will read out and answer the questions/respond to the opinions one by one. If necessary, the Chairperson of the Meeting or the Appointed Chairperson of the Meeting may invite members of the Board of Commissioners, members of the Board of Directors/Executive Officer or Supporting Profession to answer or respond to questions and/or opinions.
- o. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the right to refuse to answer any questions and/or opinions that are not related to the Meeting Agenda, discussed or previously discussed.
- 12.** The Meeting participants are expected to attend the Meeting until it is finished.
- 13.** During the Meeting, the Meeting participant who attend the physical Meeting are expected to follow the Meeting in orderly manner and not activate their cellular phones during the Meeting.

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- 14.** The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the right to take all necessary actions to maintain order in the implementation of the Meeting.
- 15.** Matters that have not been regulated in this Code of Conduct may be determined later by the Chairperson of the Meeting.
- 16.** The Company will re-announce if there are changes and/or additions to information in line with the latest conditions and developments regarding the handling and control to prevent the spread of COVID-19.

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