



**RULES OF CONDUCT OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT PYRIDAM FARMA TBK.  
THURSDAY, 4 JANUARY 2024**

1. The Extraordinary General Meeting of Shareholders (hereinafter referred to as the **"Meeting"**) of PT Pyridam Farma Tbk. (hereinafter referred to as the **"Company"**) will be convened physically and electronically in Bahasa Indonesia.
2. This Meeting will be convened on:  
Day/Date : Thursday, 4 January 2024  
Time : 14.00 WIB - finished  
Venue : Sinarmas MSIG Tower, 12th Floor, Jl. Jend. Sudirman No. Kav. 21, Kuningan, South Jakarta, Indonesia and electronically (with details as set out in number 4 below)
3. **Meeting Participants:**
  - a. Shareholders of the Company whose names are recorded in the Company's Register of Shareholders or owners of securities account balances at the Collective Custody of PT Kustodian Sentral Efek Indonesia on Tuesday, 12 December 2023 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 their shares is not included in the number of shares whose attendance has been counted because it has been reported by the Notary to the Chairperson of the Meeting, can attend the Meeting but their votes will not be counted and/or cannot ask questions or give opinions in the question and answer session.
4. In accordance with the Financial Services Authority (*Otoritas Jasa Keuangan* – **"OJK"**) Regulations, the Company has provided an alternative for Shareholders to provide power of attorney electronically (**"e-Proxy"**) through PT Kustodian Sentral Efek Indonesia (**"KSEI"**)'s *Electronic General Meeting System* (**"eASY.KSEI"**) managed by KSEI. The authorization guide

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

5. The Company strongly advise all Shareholders to authorize 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 must follow the policies set by the Company and those applicable at the Meeting venue as follows:
  - a. Participants who are experiencing symptoms of infectious diseases such as coughing or sneezing are not allowed to enter the event room.
  - b. Shall maintain cleanliness and follow health inspection procedures (body temperature checks and other procedures deemed necessary by the Company) both to be carried out by the Company and the management of the building where the Meeting is convened.
7. The Company reserves the right to prohibit Shareholders or their proxies from attending or being in the Meeting room and/or building where the Meeting is convened in the event that the Shareholders or their proxies do not meet/violate the Company's policies as described above. In such case, such party may provide his/her power of attorney to PT Sinartama Gunita before the Meeting begins.
8. Invitees are parties who attend 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 Meeting procedures that have not been regulated or have not been adequately regulated in this Rules of Conduct.

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- b. In accordance with the provisions of Article 23 paragraphs (1), (2), and (3) of the Company's Articles of Association, the Meeting is chaired by members 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 Meeting is chaired by one member of the Board of Directors appointed by the Board of Directors and in the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the Meeting is chaired by the shareholders present at the Meeting appointed from and by the participants of the Meeting.
- c. In accordance with the provisions of Article 23 paragraphs (4), (5), (6), and (7) of the Company's Articles of Association:
  - i. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners to chair the Meeting has a conflict of interest with the agenda to be decided in Meeting, the Meeting shall be chaired by another member of the Board of Commissioners who does not have a 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 Meeting shall be chaired by one member of the Board of Directors appointed by the Board of Directors.
  - iii. In the event that one of the members of the Board of Directors appointed by the Board of Directors to chair the Meeting has a conflict of interest with the agenda to be decided in Meeting the Meeting shall be chaired by a member of the Board of Directors who does not have a conflict of interest.
  - iv. In the event that all members of the Board of Directors have a conflict of interest, the Meeting shall be chaired by one of the non-controlling Shareholders elected by the majority of the other Shareholders present at the Meeting.

## 10. Quorum and Meeting Decisions:

For the 1<sup>st</sup> agenda, pursuant to the Article 41 paragraph (1) letter a and c of OJK Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of

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Shareholders of Public Companies ("POJK GMS") and Article 26 paragraph (1) of the Company's Articles of Association, the Meeting can be carried out if more than 1/2 (one half) of the total number of shares with voting rights is present or represented, and the decision taken is valid if approved by more than 1/2 (one half) of all voting shares present at the Meeting.

For the 2<sup>nd</sup> agenda, pursuant to Article 88 paragraph (1) of Law Number 40 of the year 2007 regarding Limited Liability Company jis. Article 42 POJK GMS and Article 26 paragraph (4) letter a and b of the Company's Articles of Association, Meeting for the agenda of amendments to the Company's Articles of Association that requires the approval of the minister who organizes government affairs in the field of law and human rights can be carried out if the Meeting is attended by Shareholders representing at least 2/3 (two thirds) of the total number of shares with voting rights issued by the Company, present or represented, and the decision of the Meeting is valid if approved by more than 2/3 (two thirds) of all shares with voting rights present at the total number of shares with voting rights and approved by more than 2/3 (two third) of the total number of voting shares present at the Meeting.

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

- a. The Chairperson of the Meeting opens, leads the Meeting, and closes the Meeting.
- b. The Chairperson of the Meeting gives the Shareholders or their proxies the opportunity to ask questions or express opinions. Shareholders or their proxies who are physically present at the Meeting and wish to ask questions or express opinions are welcome to fill in the question sheets that have been distributed at the time of registration, then the question sheet will be taken by the officer to be submitted to the Chairperson of the Meeting, and for Shareholders or their proxies who are present electronically 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.

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- c. For each Meeting agenda, the opportunity to conduct questions and answer is given 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.
- 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 Chairperson stipulates 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.
- g. The Chairperson of the Meeting will respond to the question or opinion.
- h. After the final question or opinion is responded, a vote will be convened.
- i. Only the Shareholders or their proxies are entitled to vote.
- j. Voting for Shareholders present electronically is conducted with the following procedure:
  - i. Voting options can be submitted by Shareholders electronically through eASY.KSEI from the summon of the Meeting until the closing of the voting on the agenda that requires voting in the Meeting.
  - ii. The votes cast by the Shareholders or their Proxy through eASY.KSEI after the summon of the Meeting and before the date of the Meeting, will be counted as valid votes in the Meeting.
  - iii. Proxy who receive power of attorney from the Shareholders without being accompanied by voting options in each Meeting agenda, may vote electronically through eASY.KSEI at the latest before the Chairperson of the Meeting closes voting for decision making in each Meeting agenda.

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- iv. Proxy who receives power of attorney electronically through eASY.KSEI accompanied by a minimum voting option in one Meeting agenda, the following conditions shall apply:
  - (i) Votes that have been received and submitted to eASY.KSEI for certain Meeting agenda, cannot be changed and revoked by the Proxy if the power of attorney and votes are given by the Shareholders through eASY.KSEI.
  - (ii) Voting options that have not been received for other Meeting agendas, shall be deemed to cast the same vote as the majority vote of the Shareholders who cast votes.
- k. Voting of Shareholders who are present at the physical Meeting is conducted by raising their hands with the following procedure:
  - i. Those who voted dissenting are asked to raise their hand.
  - ii. Those who cast a blank vote (abstain) 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 the 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"**), provided that the authority to chair the Meeting must be handed back by the Appointed Chairperson of the Meeting to the Chairperson of the Meeting before the decision-making process begins.
- 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.

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- 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 at a time. 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 Officers 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. Meeting participants are expected to attend the Meeting until finished.
13. During the Meeting, Meeting participants who attend the physical Meeting are expected to follow the course of the Meeting and not activate their cellular phones during the Meeting.
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 Rules of Conduct may be determined later by the Chairperson of the Meeting.

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