

CODE OF CONDUCT
ELECTRONIC ANNUAL GENERAL MEETING OF SHAREHOLDERS (“MEETING”)
PT BAYAN RESOURCES TBK (“PERSEROAN”)

Day/Date : **Wednesday / 18 May 2022**
Time : 14.00 WIB until finish
Venue : Office 8 Building, 37th Floor Sudirman Central Business District (SCBD) Lot. 28, Jl. Jendral Sudirman Kav. 52-53 (Jl. Senopati Raya 8B) Kebayoran Baru, Jakarta Selatan 12190.

1. General

- a. The meeting will be held in **Indonesian language** and conducted efficiently and effectively without reducing the validity of the Meeting.
- b. In order to prevent the spread of Corona Virus Disease COVID-19 (Covid-19) and with due observance of the regulations and/or policies established by the Government of the Republic of Indonesia related to the implementation of restrictions on community activities in the context of accelerating the handling of Covid-19, the Meeting will be held electronically. with reference to : (i) Financial Services Authority (“OJK”) Regulation No. 15 of 2020 concerning the Plan and Implementation of the General Meeting of Shareholders of a Public Company, (ii) Financial Services Authority Regulation No. 16/POJK.04/2020 concerning the Implementation of the Electronic General Meeting of Shareholders of Public Companies and (iii) OJK Letter No. S-124/D.04/2020 dated April 24, 2020 regarding Certain Conditions in the Electronic Implementation of the General Meeting of Shareholders of a Public Company.
- c. The Company has provided an alternative for shareholders to authorize their power and vote electronically through the **eASY.KSEI** application (“**e-proxy** and **e-vote**”) which managed by PT Kustodian Sentral Efek Indonesia (KSEI).
- d. The Company has urged to all shareholders or their proxies to attend the Meeting electronically or to authorize their power and vote through the **eASY.KSEI** application (**e-proxy** and **e-vote**) as announced in the Summon of Meeting, which carried out by the Company on April 26, 2022.

2. Meeting Participant

- a. Those who are entitled to attend the Meeting are shareholders whose names are registered in the Company's Shareholders Register and/or owners of the Company's shares in the securities sub-accounts at the Collective Custody of PT Kustodian Sentral Efek Indonesia (**KSEI**) at the closing of share trading on April 25, 2022 until 16.15 WIB, or their proxies as evidenced by a valid power of attorney or proxy through the **eASY.KSEI** application at the link <https://access.ksei.co.id> provided by PT Kustodian Sentral Efek Indonesia as a mechanism for authorization and voting electronically in the process of meeting implementation.

- b. Shareholders of the Company who will attend electronically can attend the Meeting through the Electronic General Meeting System application with the link <https://easy.ksei.co.id/egken> (**eASY.KSEI**) provided by KSEI and watch the Meeting through the zoom webinar on KSEI Securities Ownership Reference Facility (**AKSes.KSEI**).
The deadline for submitting an electronic attendance declaration or electronic power of attorney (e-proxy) and voting electronically in the **eASY.KSEI** application is no later than 12.00 WIB on 1 (one) business day prior to the Meeting date.
- c. Shareholders or their legal proxies who will physically attend the Meeting are required to bring and show their Identity Card (KTP) or other valid identification and submit a copy to the registration officer from both the authorizer and the proxies before entering the Meeting room.
- d. Shareholders of the Company in the form of a legal entity or their proxies who will be physically present are required to submit a photocopy of the latest Articles of Association as well as a notarial deed regarding the appointment of members of the board of commissioners and directors or management who are still in office at the Meeting, to the registration officer before entering the meeting room. Shareholders whose addresses are registered outside the Republic of Indonesia, their power of attorney must be legalized by a notary/local authorized official and by the local Embassy/Representative of the Republic of Indonesia.
- e. For the smooth running of the Meeting, shareholders and their proxies are requested to be present 15 minutes before the Meeting begins, both electronically and physically.

3. **eASY.KSEI Registration Process**

Shareholders who wish to attend the Meeting electronically through the eASY.KSEI application must pay attention to the registration process as follows:

- a. Local individual Shareholders who **have** given a declaration of attendance but have not yet cast their votes for at least 1 (one) Meeting agenda in the **eASY.KSEI** application until the deadline in number 2 point b above and wish to attend the Meeting electronically are required to register attendance in the **eASY.KSEI** application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
- b. Any Shareholder who **have** given power of attorney to the proxies provided by the Company (Independent Representative) or Individual Representatives but such Shareholder have not cast a minimum vote for 1 (one) Meeting agenda in the **eASY.KSEI** application until the deadline in number 2 point b above , then the proxies who represent the shareholders are required to register attendance in the **eASY.KSEI** application on the date of the Meeting until the registration period for the Meeting is electronically closed by the Company.
- c. Any Shareholder who **have** given power of attorney to the intermediary Participant's proxy (Custodian Bank or Securities Company) and have cast their vote in the **eASY.KSEI** application until the time limit in number 2 point

- b above, then the representative of the recipient, the proxy who has been registered in the **eASY.KSEI** application is required to register attendance in the **eASY.KSEI** application on the date of the Meeting until the electronic meeting registration period is closed by the Company.
- d. Any Shareholder who have given a declaration of attendance or authorize the proxy provided by the Company (Independent Representative) or Individual Representative and have cast a minimum of 1 (one) or all of the Meeting agenda items in the **eASY.KSEI** application no later than the maximum limit at number 2 point b above, the shareholders or proxies do not need to register attendance electronically in the **eASY.KSEI** application on the date of the Meeting. Share ownership will be automatically calculated as a quorum of attendance and the votes that have been cast will be automatically taken into account in the voting of the Meeting.
 - e. Foreign Individual Shareholders, Local Business Entities/institutions and Foreign Business Entities who wish to participate in the Company's Meetings are welcome to contact their custodian/broker/securities and ask them to register a proxy for attendance and vote electronically on the **eASY.KSEI** application.
 - f. Delay or failure in the electronic registration process as referred to in letters a - e for any reason will result in the Shareholders or their proxies being unable to attend the Meeting electronically, and their share ownership is not counted as a quorum for attendance at the Meeting, is not the responsibility of the Company.

4. **Meeting Impressions**

- a. Shareholders or their proxies who have been registered with **eASY.KSEI** no later than the deadline in Number 2 point b above can witness the ongoing Meeting through the Zoom webinar by accessing the **eASY.KSEI** menu (GMS Impressions sub menu) which located at the AKSes facility (<https://access.ksei.co.id>).
- b. MEETING impressions have a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not have the opportunity to witness the implementation of the Meeting through the impressions of the MEETING are still considered valid to attend electronically and share ownership and voting choices are taken into account at the Meeting, as long as they have been registered in the **eASY.KSEI** application as stipulated in Number 3 letters a – e..
- c. To get the best experience in using the eASY.KSEI application and/or MEETING Impression, shareholders or their proxies are advised to use the Mozilla Firefox browser.

5. **Chairperson of Meeting**

- a. In accordance with the provisions of Article 11 paragraph 3 of the Articles of Association, the Meeting is chaired by a member of the Board of

Commissioners who is appointed by the Board of Commissioners (hereinafter referred to as the “**Meeting Chairperson**”).

- b. The Chairperson of the Meeting has the right to ask those present at this Meeting to prove their authority to attend and cast their votes.
- c. The Chairperson of the Meeting is responsible for the smooth running of the Meeting and has the right to decide on the Meeting procedures that have not been regulated or have not been sufficiently regulated in the Code of Conduct.

6. **Attendance Quorum**

- a. For the First Agenda to the Fifth Agenda, pursuant to Article 11 paragraph 1.a of the Company's Articles of Association, the number of quorum attendance of shareholders for the Meeting is attended by shareholders representing more than 1/2 (one half) of the total number of shares issued by the Company with valid voting rights.
- b. For the Sixth Agenda, based on Article 12 paragraph 1 of the Company's Articles of Association, the number of quorum attendance of shareholders for the Meeting is attended by shareholders representing at least 2/3 (two thirds) of the total number of shares issued by the Company with valid voting rights.
- c. Only shareholders of the Company whose names are recorded in the Company Shareholders Register on April 25, 2022 at 16.15 WIB or their proxies are entitled to cast votes.

7. **Procedure to create Meeting Resolutions**

- a. Based on Article 11 paragraph 11 of the Company's Articles of Association, the Meeting Resolutions are made by **deliberation to reach a consensus**. If deliberation to reach consensus is not reached, then **voting** will be held, provided that:
 - For the First Agenda to the Fifth Agenda, the resolution is valid if it is approved by more than 1/2 (one half) of the total shares with valid voting rights present at the Meeting.
 - For the Sixth Agenda, in accordance with Article 12 paragraph 1 of the Company's Articles of Association, a resolution is valid if it is approved by more than 2/3 (two thirds) of all shares with valid voting rights present at the Meeting.
- b. Each share gives the holder the right to cast 1 (one) vote.
- c. Voting:
 - i. Shareholders or their proxies who are present electronically are welcome to enter their vote in the column provided in the eASY.KSEI application.

The maximum duration of time (Voting time) for electronic voting is 5 (five) minutes per meeting agenda. When the electronic voting for each agenda item of the Meeting begins, the system automatically runs the voting time by counting down a maximum of 5 (five) minutes.

If the shareholder or their proxies do not vote for a certain agenda of the Meeting until the voting time has expired, it will be deemed to have voted **Abstain** for the agenda of the Meeting concerned.

- ii. Shareholders or their proxies who are physically present at the Meeting and wish to vote Disagree or Abstain may fill out the voting cards that have been distributed and submit the voting cards by raising their hands so that our officers can take the ballot cards to be recorded by the Notary and read them out. Shareholders who do not raise their hands will be counted as shareholders who voted as approving the proposed proposal.
- d. Based on Article 11 Paragraph 9 of the Company's Articles of Association, the abstention vote in the Meeting is considered to have cast the same vote as the majority vote of the shareholders who cast votes.
- e. The voting results will be read out at the end of the voting per Agenda by a Notary.

8. Question & Answer

- a. After completing the explanation of each Meeting Agenda, the Chairperson of the Meeting will provide the opportunity for shareholders or their proxies to ask questions, opinions, proposals or suggestions before voting on the Agenda.
- b. Only the shareholders of the Company or their legal proxies whose names are listed in the Company's Shareholders Register on April 25, 2022 until 16.15 WIB; are entitled to ask questions in the Meeting.
- c. Questions and answers will be held in 1 session for each meeting agenda and limited to a maximum of 2 questions for each meeting agenda.
- d. Shareholders or their proxies who ask questions are given the opportunity to ask questions briefly and the Chairperson of the Meeting has the right to choose the questions asked to be answered if there are more than 2 (two) questions.
- e. All questions and/or proposals must be related to the Agenda being discussed, and must state the name, name of the company or related agency (if representing the company as a shareholder) or the name of the authorizer (if representing an individual as a shareholder) and the number of shares owned or represented.
- f. How to ask question:
 - i. For Shareholders who attend electronically:
For Shareholders who attend electronically:
Shareholders can submit questions or opinions per agenda in writing through the **eASY.KSEI** system with the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen of the AKSes facility.

The Company will deactivate the “raise hand” and “allow to talk” features in the webinar at the AKSes facility.

Incoming questions will be read and answered by the Chairperson of the Meeting or the party appointed by the Chairperson of the Meeting, and answers to questions for each agenda item will be answered live or verbally through a zoom webinar, so that answers to questions from shareholders/proxies appear in the flow. text **eASY.KSEI** will not be answered in writing.

- ii. For Shareholders who are physically present in the Meeting room:
Shareholders or their proxies who are physically present can fill out the Question Form that has been distributed and submit the form by raising their hand so that our officers can take it and give it to the Chairperson of the Meeting. Furthermore, the Chairperson of the Meeting or a party appointed by the Chairperson of the Meeting will answer the question verbally.
- g. If the Chairperson of the Meeting determines that there are no more questions regarding the Agenda of the Meeting being discussed, the Chairperson of the Meeting will notify the participants of the Meeting and thus is not allowed to ask any follow-up questions regarding the Agenda of the Meeting. In the event that the Chairperson of the Meeting has determined the voting for a Meeting Agenda, then it is no longer allowed to ask questions regarding the Meeting Agenda.

9. **Safety and Health Protocol**

- a. Shareholders or their proxies who will remain physically present at the Meeting must follow and pass the safety and health protocols that will be strictly enforced by the Company, as follows:
 - i. Must provide PCR swab test results with NEGATIVE results dated 17 or 18 May 2022 issued by the Hospital to Company officers before entering the meeting room.
 - ii. Must follow health inspection procedures (including body temperature checks), either that will be carried out by the Company and the management of the building where the Meeting is being held.
 - iii. At the time of registration, must submit a health declaration form containing health and travel information. The Health Declaration Form can be downloaded at the link: <https://www.bayan.com.sg/gms-invitation>.
 - iv. Must wear a mask during the Meeting and while in the area where the Meeting is being held.
 - v. Must apply physical distancing policy in accordance with the direction of the Company and the management of the building where the Meeting is being held.
 - vi. With the physical distancing policy in the meeting room, the number of meeting participants physically present will be limited in accordance with the provisions on a first come first served basis, with a maximum attendance of 10 people, including representatives from the Company and capital market supporting professionals as required in accordance with applicable regulation.

- vii. Must immediately leave the building where the Meeting is being held immediately after the Meeting is over
- b. During the Meeting, the Company does not provide food and drinks as well as souvenirs.
- c. Shareholders or their proxies who are not healthy (especially having/feeling symptoms of being infected with COVID-19 (such as cough, fever and/or flu, etc.)) are not allowed to attend the Meeting.
- d. The Company has the right to prohibit 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 described in this Code of Conduct.

**PT Bayan Resources Tbk
Board of Directors**