

RULES OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS)
AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
PT PERSONEL ALIH DAYA TBK
Jakarta, June 7, 2023

1. GENERAL

This General Meeting of Shareholders of PT Personel Alih Daya Tbk (the “Company”) is AGMS and EGMS (“the Meeting”).

2. TIME AND PLACE OF MEETING

The Meeting is held on:

Day / Date : Wednesday, June 7, 2023
Time : At 09.00 WIB - closing
Location/Venue : PT Personel Alih Daya Tbk’s Office
Harmony Room, 1st Floor
Jl. Poltangan Raya no. 35, Tanjung Barat, Jakarta Selatan 12530

Link for Electronic Attendances : Accessing the Electronic General Meeting System Facility KSEI (eASY.KSEI) in the <https://akses.ksei.co.id/> link provided by KSEI.

This Meeting is held physically and electronically referring to the provisions of the Financial Services Authority Regulation (hereinafter referred to as “POJK”) Number 15/POJK.04/2020 on the Planning and Implementation of the General Meeting of Shareholders of a Public Company (“POJK 15/2020”) and POJK Number 16/POJK.04/2020 on the Electronic Implementation of the General Meeting of Shareholders of Public Companies (“POJK 16/2020”) and the Company's Articles of Association.

3. MEETING AGENDA

AGMS:

- First Agenda : Approval and ratification of the Company's Annual Report of the financial year 2022, including the Company's Activity Report, the Board of Commissioners Supervisory Report and the Company's Financial Statements of the financial year 2022, and to release and discharge of all responsibilities (acquit et de charge) to the Board of Directors and Board of Commissioners of the Company for the management and supervisory actions that have been carried out in the financial year 2022.
- Second Agenda : Determination on utilization of the Company’s net profit for the financial year 2022.
- Third Agenda : Report and accountability on realization of the use of proceed from the Public Offering (IPO).
- Fourth Agenda : Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements for the financial year ending 31 December 2023, and to grant authority to determine the

- honorarium of the Public Accountant and/or Public Accounting Firm and other requirements.
- Fifth Agenda : Determination of honorarium, salary, and other benefits for members of the Board of Commissioners and the Board of Directors of the Company.

EGMS :

- Agenda : Amendment to Article 17 paragraph (5) of the Articles of Association regarding the announcement of the Company's financial statements.

4. MEETING PARTICIPANT

- a. Shareholders who are entitled to attend or be represented in the Meeting are shareholders whose names are recorded in the Company's Shareholders Register 1 (one) day prior to the notice of Meeting as stipulated in Article 23 paragraph (3) letter (a) of the Company's Articles of Association and Article 23 paragraph (2) POJK 15/2020 which is on May 15, 2023 at 16.00 WIB.
- b. Meeting participants who have been registered in Meeting attendance list have the right to deliver question and/or opinion, as well as to vote in the Meeting.
- c. Meeting participants who arrive late after the closing of the registration period may still participate in the Meeting event but are not taken into account in determining the quorum or voting and cannot participate in the question & answer sessions.
- d. The Company may limit the attendance of shareholders or their proxies at the Meeting due to space limitations. Shareholders or their proxies may attend the Meeting through eASY.KSEI.

5. ATTENDANCE OF MEETING PARTICIPANTS

- a. The shareholders who own shares in the form of script ('warkat') may attend the Meeting or grant power of attorney in writing to their proxies or Independent Parties appointed by the Company, and shareholders whose shares are kept in the collective custody of KSEI (scripless) may attend the Meeting electronically or grant power of attorney electronically through the KSEI Electronic General Meeting System application (hereinafter referred to as "eASY.KSEI") provided by PT Kustodian Sentra Efek Indonesia (hereinafter referred to as "KSEI") in the [https:// akses.ksei.co.id](https://akses.ksei.co.id).
- b. The Company has appointed an Independent Party, as the proxy from the Company's Securities Administration Bureau, PT Adimitra Jasa Korpora having its address at Kirana Boutique Office Blok F3 No.5, Jl. Kirana Avenue III, Kelapa Gading, North Jakarta 14240, to act and represent the shareholders in submitting vote and question in the Meeting.
- c. Shareholders who have been present at the Meeting venue may exercise their rights.

6. POWER OF ATTORNEY

Shareholders may appoint their proxy to attend the Meeting, with the following conditions:

- a. Shareholders whose shares are registered in the Collective Custody of KSEI on the date in number 4 letter a above, may grant power of attorney electronically through the eASY.KSEI application provided by KSEI as a mechanism for granting power of attorney electronically in the process of convening the Meeting. The electronic proxy facility is available to shareholders who are entitled to attend the Meeting from the date of the invitation to the Meeting until 1 (one) working day before the Meeting until 12.00 WIB, as in the provisions of Article 28 paragraph (3) POJK 15/2020.

- b. Shareholders listed in the Register of Shareholders on the date in number 4 letter a above, can authorize other parties appointed by using the form provided by the Company as available on the Company's website www.persada.id which can be submitted at the latest at the time of registration of attendance of shareholders before entering the Meeting room.

7. GUESTS

Party whose attend upon the invitation of the Board of Directors but do not have the right to raise question and/or opinion, as well as vote in the Meeting.

8. CHAIRMAN OF THE MEETING

- 1) In accordance with the provisions of Article 22 paragraph (1) of the Company's Articles of Association, and Article 37 POJK 15/2020, the meeting 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 Meeting is led by a member of the Board of Directors appointed by the Board of Directors. In the event that all members of the Board of Directors are absent or unable to attend, the Meeting shall be led by the shareholders present in the Meeting who are appointed from and by the Meeting participants
- 2) The Chairman of the Meeting is responsible and has the right to take step that are deemed necessary for the Meeting to be conducted smoothly and orderly so that it can fulfill its objectives.
- 3) The Chairman of the Meeting has the right to request to those who attend physically to prove their authority to attend the Meeting and/or request that the power of attorney to represent the shareholders to be shown to him at the Meeting

9. LANGUAGE

Meeting is held in Bahasa Indonesia, but those who do not understand Bahasa Indonesia are allowed to ask question and/or opinion in English at the given opportunity.

10. ATTENDANCE QUORUM

AGMS :

- a. The attendance quorum of the Meeting is only calculated once, which is shortly before the commencement of the AGMS.
- b. In accordance with Article 23 paragraph (1) letter a point i of the Company's Articles of Association, Meeting is legal and entitled to produce a legal and binding resolution if more than 1/2 of the total number of shares with voting rights are present or represented in the Meeting.

EGMS:

- a. The attendance quorum of the Meeting is only calculated once, which is shortly before the commencement of the EGMS.
- b. In accordance with Article 23 paragraph (1) letter a point i of the Company's Articles of Association, the Meeting is legal and entitled to produce legal and binding resolution if the Meeting is attended by shareholders representing more than 1/2 of the total number of shares with valid voting rights.

11. QUESTION AND ANSWER

- a) Before making the resolution on each Meeting agenda, the Chairman of the Meeting will provide the opportunity for shareholders or their proxy to ask question and/or opinion in a question & answer sessions.
- b) The Chairman of the Meeting can limit the time in the question & answer sessions for each of Meeting agenda
- c) Question may only be delivered by the shareholders or their legitimate proxy.
- d) Shareholders or their proxy shall not raise any question and/or opinion to the other shareholders.
- e) Question and/or opinion addressed to other shareholders shall not be responded.
- f) For shareholders or their proxies who are physically present are given the opportunity to deliver question and/or opinion to Board of Directors and Board of Commissioners through the Chairman of the Meeting that submitted through a form provided and informed by the committee before the Meeting started, by filling the agenda, name, and number of shareholdings, electronic mail (email) address, as well as question and/or opinion, to be verified and examined the relevance of the question or opinion with the Meeting agenda by the Securities Administration Bureau and Notary.
- g) Shareholders who attend electronically and are registered in the eASY.KSEI application, then the procedure to deliver question and/or opinion will follow the eASY.KSEI application, later to be verified and examined the relevance of the question or opinion with the Meeting agenda by Corporate Secretary of the Company, the Securities Administration Bureau and Notary.
- h) For each of the Meeting agenda, shall be limited to 2 (two) questions and/or the first opinion entered and relevant with the meeting agenda through the form or through the eASY.KSEI application, the question & answer system within a maximum of 2 (two) minutes, and each of the shareholders or their legitimate proxy shall only deliver 1 (one) question and/or opinion on the relevant Meeting agenda and will be directly responded.
- i) For the question and/or opinion relevant with the meeting agenda that cannot be directly responded on the Meeting, the Company will response in writing via electronic mail (email) to the registered email written in the form or through the eASY.KSEI, no later than 5 (five) working days from the closing of this Meeting.
- j) Based on the verification result of the Securities Administration Bureau, Notary and Corporate Secretary of the Company, for the Chairman of the Meeting is entitled to refuse to answer each question and/or opinion that are not related to the Meeting agenda being discussed or have been previously asked.
- k) Members of the Board of Commissioners or members of the Board of Directors or a party appointed by the Chairman of the Meeting will answer or respond to the question and/or opinion that have been delivered as referred to in the point (8) above.
- l) The Chairman of the Meeting is authorized to take any necessary action if there are Meeting participants who is considered disturbing the Meeting.

Submission of questions or responses for shareholders who are electronically present and registered in the eASY.KSEI application:

- 1) Question and/or opinion per Meeting agenda can be delivered in writing by the shareholders or their proxy by using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in the eASY.KSEI application. Submission of question and/or opinion can be done as long as the status of the Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. []".
- 2) For the proxy who will deliver question and/or opinion of their shareholders during the discussion session per Meeting agenda, they are required to write down the names of shareholders and the number of their shareholding and email address, then followed by related questions or opinions.

12. RESOLUTIONS

In accordance with the provisions of Article 23 paragraph (8) of the Company's Articles of Association, the resolutions of the Meeting will be adopted based on deliberation for consensus, in the event that the resolutions based on deliberation for consensus are not reached, the resolutions will be adopted by voting, as follows:

AGMS:

In accordance with Article 23 paragraph (1) letter a point i of the Company's Articles of Association, the Meeting resolution shall be adopted if approved by more than 1/2 of the total shares with voting rights present in the Meeting.

EGMS :

In accordance with Article 23 paragraph (1) letter a point i of the Company's Articles of Association, the Meeting resolution shall be adopted if approved by more than 1/2 of the total shares with voting rights present at the Meeting.

13. VOTING

- a. In the Meeting, each of the shares shall give right to the holder the right to cast 1 (one) vote, if a shareholder owns more than one share, he/she is required to vote only once and the vote represents the total number of shares he/she owns.
- b. In accordance with Article 23 paragraph (12) of the Company's Articles of Association, on the voting, the vote cast by the shareholders applies for all the shares they own and the shareholders are not entitled to grant any power of attorney to more than one proxy for a portion of the number of shares owned with a different vote. This provision is exempted for: (i) custodian banks or (ii) securities companies that represent shareholders through a mutual fund.
- c. Any shareholder may be represented in the Meeting by any other person who will be physically present based on a power of attorney, provided that members of the Board of Directors, members of the Board of Commissioners and Company's employees may act as the proxy in the Meeting, but their votes will not be counted in the voting as stipulated in Article 23 paragraph (4) of the Company's Articles of Association.
- d. Voting for each of Meeting agenda, shall be limited to 2 (two) minutes or the time required by the Securities Administration Bureau and the Company.
- e. Voting will also be carried out by considering the votes entered in the electronic proxy in accordance with the provisions of POJK 15/2020 and POJK 16/2020.

- f. The Notary assisted by the Securities Administration Bureau will conduct vote counting and the Corporate Secretary of the Company for electronic votes on the eASY.KSEI application, in each decision of the Meeting on the agenda of the Meeting, and read out the results of the vote counting.

Submission of voting rights for those who are present physically:

- 1) Voting for the Meeting resolution is carried out with the following conditions:
 - a. Shareholders and their proxies (other than electronic proxy recipients on the eASY.KSEI application) which present at the Meeting venue may cast their vote by raising hands if are not in favor of a proposal or abstain, in the event of the shareholders are not raising hand, shall be deemed to vote agree
 - b. Shareholders who are present electronically and registered on the eASY.KSEI application, can vote on the eASY.KSEI application during the voting period for each agenda item, for then to start counting the vote with the following conditions:
 - i. The electronic voting process takes place in the eASY.KSEI application on the *E-meeting Hall's menu, Live Broadcasting's* sub menu.
 - ii. Shareholders who attend by her/himself or are represented by their proxies but have not yet cast their votes in the Meeting agenda, the shareholders or their proxy have the opportunity to submit their vote during the voting period through *the E-meeting Hall* screen in the eASY.KSEI application opened by the Company. When the electronic voting period per Meeting agenda begins, the voting time on the eASY.KSEI application, the system can count down for a maximum of 5 (five) minutes. During the electronic voting process, you will see the status "*Voting for agenda item no [] has started*" in the '*General Meeting Flow Text*' column. If the shareholders or their proxy do not vote for certain Meeting agendas until the status of the Meeting implementation shown in the '*General Meeting Flow Text*' column changes to "*Voting for agenda item no [] has ended*", will be considered as an Abstain voting for the relevant Meeting agenda.
 - c. Shareholders who leave the Meeting at the time of voting are deemed to vote agree.
- 2) In accordance with the provision of Article 23 paragraph (7) of the Company's Articles of Association, abstained votes shall be deemed to cast the same vote as the majority votes of the shareholders.

14. LIVE BROADCAST OF THE MEETING

- a. Shareholders or their proxy who have registered in the eASY.KSEI application no later than the specified time limit can witness the ongoing Meeting through the Zoom webinar by accessing the eASY.KSEI menu, submenu Meeting Broadcast located at the AKSes facility (<https://akses.ksei.co.id/>).
- b. Meeting Broadcast have a capacity of up to 500 participants, where the attendance of each participant will be determined on *a first come first serve basis*.
- c. Shareholders or their proxy who have not obtain the opportunity to witness the Meeting through the Meeting Broadcast are still considered valid to attend electronically and its share ownership and voting are taken into account at the Meeting, as long as they have been registered in the eASY.KSEI application.

- d. For shareholders or their proxy who only witness the Meeting through Meeting Broadcast but not registered present electronically on the eASY.KSEI application, then the presence of the shareholders or their proxy is considered invalid and will not be included in the calculation of the Meeting attendance quorum.

15. CLOSING

Other matters that have not been stipulated in this Rules will be determined later by the Chairman of the Meeting.

Jakarta, June 7, 2023

PT Personel Alih Daya Tbk

Board of Directors