



**SIDOMUNCUL**

**RULES OF PROCEDURE**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS ("MEETING")**

**PT INDUSTRI JAMU DAN FARMASI SIDO MUNCUL TBK**

**Wednesday, 08 April 2020**

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**Venue**

**Company's Plant**

**Jl. Soekarno Hatta Km. 28**

**Kecamatan Bergas – Klepu**

**Semarang 50552**

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leucadendra L.*

**PT INDUSTRI JAMU DAN FARMASI SIDO MUNCUL Tbk**  
**HERBAL MEDICINE INDUSTRY**

Head Office : Gedung Menara Suara Merdeka Lt. 16, Jl. Pandanaran No.30 Semarang 50134 - Indonesia • Telp. (62-24) 7692 8811 (Hunting) • Fax. (62-24) 7692 8815

Branch Office : GRHA MUNCUL MEKAR, Jl. Panjang Arteri Kelapa Dua No. 27 Kebon Jeruk - Jakarta Barat 11550 • Telp (62-21) 5367 9629, 5367 9902, 5367 9959 • Fax. (62-21) 5367 9892

Factory : Jl. Soekarno Hatta Km. 28, Kecamatan Bergas - Klepu, Semarang 50552 - Indonesia • Tel. (62-298) 523 515 • Fax. (62-298) 523 509

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## 1. GENERAL PROVISIONS

**Please turn off your mobile telephone during the Meeting.**

In this Rules of Procedure, the terms below have the following meaning:

- a. Company means PT Industri Jamu Dan Farmasi Sido Muncul Tbk.
- b. Meeting means Annual General Meeting of Shareholders.
- c. PT KSEI means the PT Kustodian Sentral Efek Indonesia (Indonesia Central Securities Depository).
- d. UUPT means Law of the Republic of Indonesia Number 40 Year 2007 on Limited Liability Companies.
- e. OJK means Financial Services Authority (*Otoritas Jasa Keuangan*).

## 2. LANGUAGE IN THE MEETING

The Meeting will be carried out using the Indonesian language (*Bahasa Indonesia*). However, attendees who do not understand Indonesian may use English raising questions. The question is then translated to and answered in Indonesian. If deemed necessary, the answer will be translated to English.

## 3. MEETING CHAIRMAN

The Meeting will be chaired by Mr **Eric Marnandus**, the Company's Independent Commissioner, in accordance with the provisions of Article 13 section 1 of the Company's Articles of Association.

## 4. ATTENDANCE QUORUM OF THE MEETING

- a) Pursuant to the provisions of Article 14 section 1.a. of the Company's Articles of Association in conjunction with (*juncto*) Article 86 section 1 of the UUPT, the Meeting is deemed to be legitimate and can adopt valid and binding decisions if attended by Shareholders or valid Shareholder Proxies that represent more than  $\frac{1}{2}$  (one-half) of the total shares with valid voting rights issued by the Company.
- b) Shareholders or Shareholder Proxies, who entered the Meeting venue after the Meeting is declared open, will not be counted in the attendance quorum, and consequently are not entitled to cast votes in the Meeting. Likewise, Shareholders or Shareholder Proxies who leave the Meeting venue before the Meeting is adjourned **do not decrease** the attendance quorum of Shareholders at the Meeting.

## 5. PERSONS ENTITLED TO ATTEND AND/OR BE REPRESENTED BY POWER OF ATTORNEY

- a) Shareholders whose holdings are not placed under Collective Custody (*Penitipan Kolektif*) with the PT KSEI and whose names are recorded in the Company's Shareholder Register (*Daftar Pemegang Saham*) by 16 March 2020 no later than 16.00 Western Indonesia Time (WIB) are entitled to attend the Meeting.

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- b) Shareholders, or their valid proxies, whose holdings are placed under Collective Custody with the PT KSEI, and whose names are recorded in the Company's Shareholder Register through a securities account at a Custodian Bank (Bank Kustodian) or through a Securities Company, by 16 March 2020 no later than 16.00 WIB are entitled to attend the Meeting.
- c) Shareholders who are unable to attend may be represented by their proxy by way of a power of attorney, on the condition that members of the Company's Board of Commissioners, Directors, and Employees are not permitted to cast votes when acting as proxies for the Meeting.
- d) **During the COVID-19 Pandemic, We Advise:**
1. Foreign and Domestic Shareholders are advised to appoint a Proxy domiciled in Indonesia or appoint the Securities Administration Bureau (*Biro Administrasi Efek*, BAE) PT Sirca Datapro Perdana as their Proxy. The Power of Attorney form can be downloaded from the Company's website at [www.sidomuncul.co.id](http://www.sidomuncul.co.id). Completed forms are to be sent by email to:
    - [sidorups2020@sidomuncul.co.id](mailto:sidorups2020@sidomuncul.co.id)
    - [melania.tan@sircadp.com](mailto:melania.tan@sircadp.com)
  2. The original copy of the Power of Attorney must be handed directly or delivered by registered mail to the Company's BAE, PT Sirca Datapro Perdana, Jl. Johar No. 18, Menteng, Jakarta 10340, Indonesia, Telephone; (021) 3900645-3905920-3140032 attn. Melania Tan, no less than 3 (three) days before the date of the Meeting, i.e. 8 April 2020.

## 6. FOLLOWING THE MEETING ONLINE

Shareholders who have given the Power of Attorney are allowed to follow the proceedings of the Meeting through the "Video Streaming" facility through a link that will be provided via email: [sidorups2020@sidomuncul.co.id](mailto:sidorups2020@sidomuncul.co.id)

## 7. RESOLUTIONS AND VOTING RIGHTS IN THE MEETING

- a) Meeting Resolutions are adopted through deliberation for consensus. In the event consensus cannot be reached by means of deliberation, the Meeting Resolutions is adopted by voting if the affirmative votes are more than ½ (one-half) of the total shares with valid voting rights attending the Meeting.
- b) In accordance with the provisions of Article 14 section 7 of the Company's Articles of Association, each share grants the shareholder the right to cast 1 (one) vote.

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## 8. VOTING PROCEDURES AND PROCEDURES TO RAISE QUESTIONS

- a) Only Shareholders or Valid Shareholder Proxies are entitled to cast votes in the Meeting and to raise questions and/or voice opinions for a given Meeting Agenda.
- b) Specifically for the General Conditions of the Company, the Material of the First Meeting Agenda and Second Agenda included Explanation can be accessed on the Company's website ([www.sidomuncul.co.id](http://www.sidomuncul.co.id)). Accordingly, the Agenda Explanation will not be read back in the Meeting.
- c) After a Meeting Agenda has been announced, the floor will be opened for a question and answer session. The procedures are as follows:
  - i. The Meeting Chairman will announce each Meeting Agenda (as stated in paragraph 8 (b));
  - ii. Shareholders wishing to raise questions for a Meeting Agenda are required to enter their questions or opinions into the inquiry form before the Meeting. The inquiry form can be downloaded from the Company's website ([www.sidomuncul.co.id](http://www.sidomuncul.co.id)). The completed inquiry forms must be emailed to [sidorups2020@sidomuncul.co.id](mailto:sidorups2020@sidomuncul.co.id) ;
  - iii. The Meeting Chairman will provide the opportunity for Shareholders or Valid Shareholder Proxies attending the Meeting to raise questions and/or voice opinions. Each Meeting Agenda will only have 1 (one) such session;
  - iv. For each Meeting Agenda, only a maximum of 3 (three) questions and/or opinions from Shareholders will be answered and/or responded to directly during session. Other questions and/or opinions will be answered in writing at a later date;
  - v. If there are no Shareholders raising questions, the Meeting Chairman will propose to the Meeting to immediately begin the voting process.
- d) For each Meeting Agenda, votes are casted in writing for Proxies and through a show of hands for Shareholders attending the Meeting. The procedures are as follows:
  - i. A show of hands to cast an affirmative and/or abstention vote once the Meeting Chairman asked for affirmative and/or abstention votes. Shareholders are required to fill in the Ballot Card (*Kartu Hak Suara*) with their appropriate affirmative and/or abstention votes they have casted. The Ballot Cards are then handed over to the Company's officials;
  - ii. Shareholders who do not show their hands are deemed to have casted an affirmative vote;

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- iii. Afterwards, the Notary will tally and report the number of negative votes, including votes casted by way of a power of attorney delivered to the BAE;
- e) Pursuant to Article 14 section 8 of the Company's Articles of Association, Shareholders who attended the Meeting, and has valid voting rights, but elected to abstain from voting are deemed to have casted a vote identical to the majority of votes casted by other voting Shareholders

## 9. HEALTH PROCEDURES

In order to prevent the spread of COVID-19, the Meeting will enforce the following health procedures:

### a) Restricting Attendance

Pursuant to the recommendations issued by the Government of the Republic of Indonesia, the Company will not allow Shareholders or their proxies who are identified to be from, and/or have transited in, countries that have confirmed cases of COVID-19 before entering Indonesia, particularly China, Hong Kong, Macau, Taiwan, Japan, Iran, Italy, and South Korea.

### b) Checking Temperatures

Meeting officers will check attendees' temperature before they are permitted to enter the Meeting venue. Shareholders, their proxies, and the Company's Management whose temperature is 37.5°C or higher will not be permitted to attend the Meeting and must leave the Meeting venue.

### c) 14-Day Travel History

Shareholders, their proxies, and the Company's Management are required to supply their travel history in the last 14 days before the date of the Meeting, their particulars, and contact details. The information is necessary to ensure that if a Meeting attendee is suspected to be infected with the COVID-19, the Company can trace and request the Meeting attendees to be checked at designated hospitals for COVID-19.

### d) Face Masks

Face masks are available at the registration desk. Shareholders, their proxies, and the Company's Management who exhibit symptoms of mild cold and/or coughs and/or sneezes are required to wear face masks at all times during the Meeting. Persons not exhibiting such symptoms may opt to wear face masks.

### e) No Handshake Policy

We strongly advise Shareholders, their proxies, the Company's Management, and all persons to not shake hands.

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**f) Seating**

For safety and minimising spread of COVID-19, seats are arranged to be at least 1 (one) meter from each other.

**g) Hand Sanitizer**

Hand sanitizer is available at the registration desk and at several locations at the Meeting venue for use as necessary.

**Semarang, March 2020**

**Directors**

**PT Industri Jamu Dan Farmasi Sido Muncul Tbk**



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