

**RULES OF CONDUCT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**PT BANK JTRUST INDONESIA Tbk.**  
**(“COMPANY”)**  
**Jakarta, 27 August 2020**

**I. General Guidance**

1. Annual General Meeting of Shareholders (“**Meeting**”) will be conducted in Bahasa Indonesia.
2. Based on the provisions of Article 22 paragraph 1 of the of the Articles of Association of the Company in conjunction with Article 37 paragraph 1 of the Financial Services Authority Regulation No. 15/POJK.04/2020 (“**POJK RUPS**”) regarding Plan and the Conduct of General Meeting of Shareholders of Public Companies, the Meeting will be chaired by one member of Board of Commissioners appointed by the Board of Commissioners.
3. Meeting participants :
  - a. The shareholders whose names are recorded in the Register of Shareholders of the Company on Tuesday, 4 August 2020, until 16.00 WIB or their proxies validated by the original Power of Attorney.
  - b. In the event that the Principal attend the Meeting in person, the authority of the Attorney to cast vote on behalf of the Principal is declared void.
  - c. The shareholders or their proxies validated by the original Power of Attorney listed in the Register of Shareholders announced by the Notary, have the rights to provide opinions / raise questions and give votes in the Meeting.
4. The invited guests are meeting participants whose not shareholders of the Company, attended by the invitation from the Director and do not have rights to raise questions, provide opinions, suggestions, and give votes in the Meeting.
5. For measures to prevent the spread of COVID-19:
  - Meeting participants present at the Meeting must go through body temperature detection, and if their body temperatures exceed 37,3 °C, they will not be allowed to enter the Meeting room.
  - Meeting participants must wear mask.
  - Meeting participants with health symptoms such as flu/cough/cold/fever must report to the Meeting officer before entering the Meeting room, shall not be allowed to enter the Meeting room, and shall advised to give the Power of Attorney to the appointed party.
  - This Meeting applies physical distancing between Meeting participants.
  - Referring to the Governor Regulation No. 33 of 2020 regarding Implementation of large-scale social restrictions to prevent the spread of COVID-19, Meeting participants will be directed to

separate Meeting rooms and there will be restrictions of number of Meeting participants in each room.

- During the Meeting, Meeting participants must apply clean and healthy lifestyle as part of efforts to prevent the spread of COVID-19.

## II. Meeting Announcement and Invitation

Procedure preceding the Meeting according to the Articles of Association of the Company Article 21 paragraph 2, 3 and 4 regarding Meeting announcement and invitation, has been informed to shareholders.

Meeting announcement and invitation mentioned above have been announced in 1 (one) Indonesian newspaper with national circulation, with details as follows:

1. Meeting announcement has been announced on 21 July 2020 at International Media newspaper.
2. Meeting invitation has been announced on 5 August 2020 at International Media newspaper.

## III. Meeting Quorum

1. Notary will declare total attendance of shareholders or their proxies prior the opening of the Meeting. Shareholders or their proxies who enter the Meeting room after the opening of the Meeting, shall not be counted in quorum calculation.
2. For Meeting agenda number one, two, three and four, in accordance with Article 86 paragraph (1) Law No. 40 of 2007 regarding Limited Liability Company (“Company Law”), Article 41 paragraph 1 alphabet a POJK RUPS and Article 23 paragraph 1 alphabet a Articles of Association of the Company, Meeting shall be conducted if attended by shareholders of the Company or their proxies who represent more than 1/2 (half) of total shares with valid voting rights issued by the Company.
3. For Meeting agenda number five regarding changes in the Articles of Association of the Company in accordance with Article 88 paragraph (1) Company Law, Article 42 alphabet a POJK RUPS and Article 26 paragraph (1) Articles of Association of the Company, Meeting shall be conducted if attended by shareholders of the Company or their proxies who represent at least 2/3 (two third) of total shares with valid voting rights issued by the Company.

## IV. Discussion of Meeting Agenda

Discussion of the Meeting agenda conducted with the following mechanism:

1. Meeting will be conducted in Bahasa Indonesia, however meeting participants are allowed to raise questions in English which will be translated into Bahasa Indonesia for the interest of the rest of shareholders.

2. Chairman of the Meeting will open, lead, and close the Meeting as well as decide the Meeting procedures which has not been arranged before or not sufficiently disclosed in this rules of conduct.
3. Chairman of the Meeting will ask member of Board of Commissioners and member of Board of Directors to provide explanations on each Meeting agenda, if necessary.

#### **V. Resolution of the Meeting**

Resolution of the Meeting conducted based on deliberation for consensus. In regard to deliberation for consensus shall not be reached, resolution of the Meeting is valid if:

1. For Meeting agenda number one until four, approved by more than 1/2 (half) of valid number of votes issued in the Meeting.
2. For Meeting agenda number five, approved by more than 2/3 (two third) of valid number of votes issued in the Meeting.

#### **VI. Questions and Answers Mechanism**

1. When discussing each agenda of the Meeting, Chairman of the Meeting will give opportunity to shareholders or their proxies to raise questions and/or opinions, prior to the proposed resolution.
2. Only the entitled shareholders or their proxies present in the Meeting, eligible to raise questions and/or opinions regarding the Meeting agenda discussed.
3. Shareholders or their proxies who want to raise questions and/or provide opinions are requested to raise their hands and the Meeting officer will provide question form to be completed with shareholders name, number of shares owned/represented and questions and/or opinions. Question form will be collected by the Meeting officer to be submitted to the Chairman of the Meeting.
4. In order to give equal opportunities to all shareholders, each shareholders or their proxies may raise 1 (one) or 2 (two) questions and/or opinions for each agenda of the Meeting.
5. All questions will be responded based in sequence. If necessary, the Chairman of the Meeting will ask member of Board of Directors, member of Board of Commissioners, Notary of the Company to provide further explanations regarding the questions raised.
6. The Chairman of the Meeting have the rights to refuse to respond to questions, opinions, and/or suggestions irrelevant with the agenda of the Meeting or have been questioned previously.
7. After all questions and/or opinions for the Meeting agenda have been responded by the Chairman of the Meeting or the party appointed by the Chairman of the Meeting, the Chairman of the Meeting shall proceed with proposed resolution of the Meeting.

## **VII. Voting Procedures**

1. Only entitled shareholders of their proxies have the rights to cast vote.
2. One share give the right to the holders to cast 1 (one) vote. If a shareholder has more than 1 (one) share, the respected shareholder is requested to give only 1 (one) vote which represents all shares owned.
3. Changes of choice of the Power of Attorney cannot be proceeded after the Meeting is started.
4. Abstain votes are counted the same votes as the majority votes.
5. Voting to reach resolution of the Meeting conducted by raising hand, with the following procedures:
  - a. Meeting participants who cast their votes as not agree as well as abstain, will be asked to raise their hand while providing the completed vote card to the Meeting officer. Next, the Notary will perform calculation of number of votes issued.
  - b. Meeting participants who cast their votes as not agree as well as abstain with broken, torn, or tangled vote card so that cannot be detected correctly by the Notary, shall be counted as invalid.
  - c. Meeting participants who do not raise their hand, shall be counted as agree votes.
  - d. Meeting participants who left the Meeting during the voting period, shall be counted as agree votes.
6. At the end of each voting process, Notary will announce the voting result.
7. Invalid votes shall be considered not exist and shall not be counted in calculating number of votes issued in the Meeting.

## **VIII. Other**

1. Meeting participants are expected to orderly follow the Meeting until the Meeting is finished.
2. Meeting participants are requested to have their mobile phone in silent mode during the Meeting so that it will not interfere the course of the Meeting.
3. The Chairman of the Meeting or Meeting officer appointed by the Chairman of the Meeting is entitled to take necessary actions to maintain the orderliness of the Meeting.

**Jakarta, 27 August 2020**