

**RULES OF CONDUCT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**PT MIZUHO LEASING INDONESIA TBK ("THE COMPANY")**  
**FRIDAY, 23<sup>rd</sup> JUNE 2023**

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**I. General Provision**

1. This Annual General Meeting of Shareholders ("Meeting") will be conducted in Bahasa Indonesia.
2. To ensure that the Meeting runs in an orderly, efficient and timely manner, the Shareholders or their proxies are kindly requested to be present at the Meeting venue 30 (thirty) minutes before the Meeting begins.
3. In accordance with the provisions of Article 13 paragraph 1 number (1) and (2) of the Company's Articles of Association, the meeting is chaired by a member of the Company's Board of Commissioners who is appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or unable to attend, which does not need to be proven to a third party, the Meeting is chaired by a member of the Board of Directors appointed by the Board of Directors.

**II. Meeting Attendance Quorum**

1. Provisions regarding Attendance and Decision Quorum:
  - a) The 1<sup>st</sup> (first) until the 4<sup>th</sup> (fourth) Meeting Agenda, based on Article 14 paragraph 2 (1) letter a and Article 14 paragraph 2 (1) letter c of the Company's Articles of Association as well as Article 86 paragraph 1 and Article 87 paragraph 2 of Law Number: 40 of 2007 concerning Limited Liability Companies ("UUPT"), the Meeting can be held and can take a valid and binding decision if attended by Shareholders representing more than 1/2 (half) of the number of shares with voting rights present or represented and approved by more than 1/2 (one half) of the total shares legally issued at the Meeting.
  - b) The 5<sup>th</sup> (fifth) Meeting Agenda, based on Article 14 paragraph 2 (5) letter a dan Article 14 paragraph 2 (5) letter b of the Company's Articles of Association, and Article 102 paragraph 5 UUPT, the Meeting can be held and can take a valid and binding decision if attended by Shareholders representing at least 3/4 (three fourth) of the total shares that have been issued by the Company with valid voting rights and the decision is valid if approved by more than 3/4 (three fourth) of the total shares legally issued at the Meeting.

**III. Meeting Participants**

1. Shareholders' participation in the Meeting can be done by the following mechanism:
  - a. physically present at the Meeting; or
  - b. attends the Meeting electronically through the **eASY.KSEI** application.
2. In connection with the issuance of KSEI Regulation No. XI-A dated 27 July 2021 regarding Procedure for holding a General Meeting of Shareholders Accompanied by the Granting of Power of Attorney through the Electronic General Meeting System KSEI ("eASY.KSEI") and KSEI letter No KSEI-4012/DIR/0521 dated 31 May 2021 regarding Implementation of the e-Proxy Module and e-Voting Module on the eASY.KSEI application along with the Broadcast of the General Meeting of Shareholders, currently KSEI has provided an e-GMS platform for the electronic GMS implementation. Therefore, the Company holds the Meeting electronically where the Shareholders of the Company can attend the Meeting electronically through the link <https://easy.ksei.co.id/> (eASY.KSEI).
3. To use the **eASY.KSEI** application, Shareholders can access the **eASY.KSEI** menu, **eASY.KSEI** Login submenu located in the AKSes facility (<https://access.ksei.co.id/>).
4. Shareholders who will exercise their voting rights through the **eASY.KSEI** application can inform

their presence or appoint their proxies, and/or submit their voting choices into the **eASY.KSEI** application.

5. The deadline for submitting a declaration of presence or power of attorney and vote in the eASY.KSEI application is 12.00 Western Indonesia Time (“WIB”) on 1 (one) working day prior to the date of the Meeting.
6. Shareholders who will attend or provide power of attorney electronically to the Meeting through the **eASY.KSEI** application must observe to the following matters:

**Registration Process**

- i. Shareholders of the type of local individuals, foreign individuals, local institutions and foreign institutions who have not provided a declaration of attendance or power of attorney in the **eASY.KSEI** application by the time limit on number 5 mentioned above and wish to attend the Meeting electronically are required to register their attendance in the **eASY.KSEI** application on the date of the Meeting until the electronic registration period for the Meeting closed by the Company.
  - ii. Shareholders of the type of local individuals, foreign individuals, local institutions and foreign institutions who have given a declaration of attendance but have not cast their votes for at least 1 (one) Meeting Agenda in the **eASY.KSEI** application by the time limit on number 5 mentioned 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.
  - iii. Shareholders who have given power of attorney to the proxies provided by the Company (**Independent Representative**) or Individual Representatives but the Shareholders have not cast their votes for at least 1 (one) Meeting Agenda in the **eASY.KSEI** application by the time limit on number 5 mentioned above, the proxy representing the Shareholders is required to register the 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.
  - iv. Shareholders who have given a declaration of attendance or given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative and have cast a minimum vote for 1 (one) or all Meeting Agenda in the **eASY.KSEI** application by the time limit on number 5 mentioned above, the Shareholders or the 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 the quorum of attendance and the votes that have been cast will be automatically taken into account in the voting of the Meeting.
  - v. Any delay or failure in the electronic registration process as referred to in numbers i – iii for any reason will result in the Shareholders or their proxies being unable to attend the Meeting electronically, and their share ownership will not be counted as a quorum for attendance at the Meeting.
7. Shareholders who can attend in person electronically as mentioned in number 1 letter b are local individual, foreign individuals, local institutions and foreign institutions Shareholders whose shares are kept in the collective custody of KSEI.
  8. Shareholders who present at the Meeting venue but are prohibited from attending or unable to enter the Meeting room for reasons stated in roman VII of this Rules of Conduct can exercise their rights by granting power of attorney (to attend and cast their voting rights on each Meeting Agenda to the Independent Proxy appointed by the Company, by filling out and signing the Power of Attorney form provided by the Company at the Meeting venue.

**IV. Process for Submission of Questions and/or Opinions**

1. All Meeting agendas are discussed and presented on an ongoing basis.
2. After finishing the discussion of all Meeting Agenda, the Chairman of the Meeting will provide

an opportunity for the Shareholders of the Company or their proxy to submit questions and/or opinions before the voting is held. The pertinent question and/or opinions are matters related to the Meeting Agenda, delivered briefly, concisely and directly to the point of the issue, with the following procedure:

- a. Questions and/or opinions can only be submitted by the legitimate Shareholder or their legal proxy.
- b. To provide equal opportunities to all Shareholders or their proxy in each Meeting Agenda, then the Company will respond to a maximum of 2 (two) questions and/or opinions for the Shareholder or their proxy who are present physically and a maximum of 2 (two) questions and/or opinions for the Shareholder or their proxy who are present electronically.
- c. The time allotted for question and answer is a maximum of 3 (three) minutes for each Meeting Agenda.
- d. At the time of registration the presence of the Shareholders or their proxies will be given a question sheet to be filled by the name of the Shareholder, the number of shares represented and the question or opinion to be submitted. Before entering the Meeting room, the question sheet must be submitted to the officer and the Notary will examine the validity or authority of the questioner.
- e. Questions and/or opinions submitted in verbal cannot be responded to by the Company.
- f. The Chairman of the Meeting and/or the party appointed to provide an explanation will read out the questions and/or opinions. After that, the Chairman of the Meeting or the party appointed to provide an explanation will answer, respond and/or delegate to other competent parties to answer the question.
- g. For Shareholders and/or their proxies who are present electronically, then:
  - i. Questions and/or opinions per Meeting Agenda can be submitted in writing by the Shareholders or proxies by using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in the **eASY.KSEI** application. Submission of questions and/or opinions 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. [ ]".
  - ii. Determination of the mechanism for carrying out discussions per Meeting Agenda in writing through the E-Meeting Hall screen on **the eASY.KSEI** application is the authority of the Company.
  - iii. In submitting questions and/or opinions during the discussion session per Meeting Agenda, it is required to write down the name of the Shareholder, the number of shares owned or represented, followed by questions and/or opinions.

## **V. Voting and Vote Counting Process**

1. Voting Rights:
  - Only the Company's Shareholders whose names are registered in the Register of Shareholders of the Company on 30 May 2023 or their Proxies are entitled to issue a vote.
  - Each share gives the holder the right to cast 1 (one) vote.
2. Voting will be carried out after all Meeting Agendas have been read and the question and answer process has been completed.
3. In accordance with Financial Service Authority Regulation ("POJK") Article 47 POJK No.15/POJK.04/2020 ("POJK 15/2020"), Article 11 paragraph 6 POJK No. 16/POJK.04/2020 ("POJK 16/2020") and Article 12 paragraph 13 (11) and Article 12 paragraph 13 (12) of the Company's Articles of Association, Shareholders with voting rights present at the Meeting but not cast a vote (abstain), are considered to issue the same votes as the majority vote Shareholders who cast a vote.

4. Shareholders who vote electronically at the Meeting through the eASY.KSEI application must pay attention to the following matters:
  - i. The electronic voting process takes place in the eASY.KSEI application on the E-Meeting Hall menu, Live Broadcasting sub-menu.
  - ii. Shareholders who are attending on their own or are represented by their proxies but have not yet cast their vote in the Meeting Agenda, then the Shareholders or their proxies 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 system automatically runs the voting time by counting down a maximum of 2 (two) minutes. During the electronic voting process, the status "*Voting for agenda item no [ ] has started*" will be seen in the 'General Meeting Flow Text' column. If the Shareholders or their proxies do not vote for a particular Meeting Agenda until the status of the Meeting as shown in the 'General Meeting Flow Text' column changes to "*Voting for agenda item no [ ] has ended*", it will be considered as voting Abstain for the relevant Meeting Agenda.

#### **VI. Live Broadcasting of The Meeting Implementation**

- i. Shareholders of local individuals, foreign individuals, local institutions and foreign institutions who choose to attend electronically (In Person) or their proxies who have registered on the eASY.KSEI application before the GMS starts can watch the Meeting live through the GMS Broadcasting module by accessing the eASY.KSEI menu, GMS Broadcasting submenu on AKSes facility.
- ii. GMS Broadcasting have a capacity of up to 500 (five hundred) participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not get the opportunity to witness the implementation of the Meeting through the GMS Broadcasting are still considered legally present electronically and their 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 roman III Regarding Meeting Participants number 6 romans i-iv .
- iii. Shareholders or their proxies who only witness the implementation of the Meeting through the GMS Broadcasting but are not registered as present electronically on the eASY.KSEI application, then the attendance of the Shareholders or their proxies is considered invalid and will not included in the calculation of the Meeting attendance quorum.
- iv. To obtain the best experience in using the eASY.KSEI application and/or the Broadcast RUPS, Shareholders or their proxies are advised to use the Mozilla Firefox browser.

#### **VII. Implementation of Health Protocol**

Taking into account the Minister of Home Affairs Instruction No.53 of 2022 regarding the Prevention and Control of Corona Virus Disease 2019 in Transition Period towards Endemic and POJK 16/2020, the Company will limit the number of Shareholders or their proxies who can attend the Meeting physically based on the first in first served method. For Shareholders or their Proxies who will be physically present at the Meeting, it is mandatory to implement and comply with safety and health protocols, with reference to the room capacity as well as the applicable rules and regulations from the Building Management where the Meeting is held and best practices with the following provisions:

- i. The Company urges Shareholders not to attend physically but by attending the Meeting electronically or providing electronic power of attorney (e-Proxy) through the eASY.KSEI application or attending by granting power of attorney to an Independent Party, namely PT Raya Saham Registra as the Company's Securities Administration Bureau ("Independent Power of Attorney").

- ii. Shareholders and/or their proxies who are physically present must follow the applicable health protocol, as follows:
  - Fill out the Health Declaration Letter as provided by the Company;
  - Using mask that covers the nose and mouth to the chin while in the Meeting area and venue;
  - Following the direction of the Meeting Organizer in implementing physical distancing policies, both before and after the Meeting has ended;
  - Following the mentioned matter above, the Company has also implements a policy not to distribute consumption and souvenirs to Shareholders and/or their proxies who are physically present at the Meeting.

**VIII. Others**

- i. During the Meeting, the Meeting participants are required to maintain the orderliness of the Meeting. For this reason, Meeting participants are asked not to activate their mobile phones and/or take pictures in the Meeting and/or take other actions that could disrupt the Meeting.
- ii. The Chairman of the Meeting has the right to take all necessary actions to ensure the orderliness of the Meeting. In this case, such actions include but are not limited to asking the Meeting participants who are deemed by the Chairman of the Meeting to be disturbing the order to leave the Meeting room.
- iii. In the event that during the Meeting there are conditions that have not been regulated in this Rules of Conduct, the Chairman of the Meeting will determine policies by taking into account the Company's Articles of Association and/or applicable legal provisions.

**PT MIZUHO LEASING INDONESIA TBK**  
**Jakarta, 31<sup>st</sup> May 2023**