



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

**PT VERENA MULTI FINANCE Tbk  
MONDAY, 30 AUGUST 2021**

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1. The Meeting will be conducted in Bahasa Indonesia.
2. In accordance with Article 13 paragraph 1 number (1) and (2) of the Company's Articles of Association, 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, which does not need to be proven to a third party, the Meeting shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
3. 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 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 total shares that have been issued by the Company with valid voting rights and approved by more than 1/2 (half) of the total shares with voting rights present at the Meeting.
  - b) The 5<sup>th</sup> (fifth) Meeting Agenda, based on Article 88 paragraph 1 of the UUPT, the Meeting can be held and can take a valid and binding decision if attended by shareholders representing at least 2/3 (two thirds) of the total shares that have been issued by the Company with valid voting rights and the decision is valid if approved by at least 2/3 (two thirds) of the total shares with voting rights present at the Meeting.
  - c) The 6<sup>th</sup> (sixth) Meeting Agenda, based on Article 14 paragraph 2 (3) letter a dan Article 14 paragraph 2 (3) 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 with voting rights present at the Meeting
4. All of the Meeting Agenda are discussed on an on-going basis.
5. 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.
6. 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. Questions and/or opinions submitted in verbal cannot be responded to by the Company
  - e. 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.
  - f. Shareholders and/or their proxies who are physically present, are welcome to raise their hands and submit an Inquiry Form to the Company Officer which has been filled in completely by mentioning the name of the shareholder, the number of shares owned or represented and the questions and/or opinions.
  - 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 each 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.
7. Voting Rights:
- Only the Company's Shareholders whose names are registered in the Register of Shareholders of the Company on 5 August 2021 or their Proxies are entitled to issue a vote.
  - Each share gives the holder the right to issue 1 (one) vote.
8. Voting will be carried out after all Meeting Agendas have been read and the question and answer process has been completed.
9. In accordance with Article 47 POJK No.15/POJK.04/2020 and Article 14 paragraph 2 (5) of the Company's Articles of Association, Shareholders with voting rights present at the Meeting but not cast a vote (abstaining), are considered to issue the same votes as the majority vote shareholders who cast a vote.
10. Shareholders who can attend in person electronically as mentioned in number 5 letter b are local individual shareholders whose shares are kept in the collective custody of KSEI.
11. 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/>).
12. 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.
13. The deadline for submitting a declaration of attendance or power of attorney and vote in the eASY.KSEI application is 12.00 noon Western Indonesian Time on 1 (one) business day before the date of the Meeting.
14. Shareholders who will attend or provide power of attorney electronically to the Meeting through the eASY.KSEI application must observe to the following matters:
- A. Registration Process
    - i. Local individual type shareholders who have not provided a declaration of attendance or power of attorney in the eASY.KSEI application by the time limit on number 13 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



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- Meeting closed by the Company.
- ii. Local individual type shareholders 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 until the deadline at number 13 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 until the deadline at number 13, the recipient 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 no later than the maximum limit time at number 13, 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.
- B. Voting Procedures
- i. The voting process will be conducted electronically through the E-Meeting Hall menu, Live Broadcasting submenu of the eASY.KSEI.
  - 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 as referred to in number 14 letter a roman i – iii, 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.
- C. Live Broadcast of the Meeting
- i. Local individual Shareholders who choose to be present in person electronically or their proxies who have registered on the eASY.KSEI application prior to the start of the GMS can watch the Meeting directly through the Tayangan RUPS module by accessing the eASY.KSEI menu, submenu Tayangan RUPS at the AKSes facility.
  - ii. The Tayangan RUPS has 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 Tayangan RUPS are still considered valid to be present 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 14 letter a roman i – v.
  - iii. Shareholders or their proxies who only witness the implementation of the Meeting



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through the Tayangan RUPS but are not registered as present electronically on the eASY.KSEI application according to the provisions in number 14 letters a roman i – v, then the attendance of the Shareholders or their proxies is considered invalid and will not be included in the calculation of the Meeting attendance quorum.

- iv. To obtain the best experience in using the eASY.KSEI application and/or Tayangan RUPS, Shareholders or their proxies are advised to use the Mozilla Firefox browser.

### **15. Implementation of Health Protocol**

The Company strongly advises all Shareholders to grant power of attorney to an independent party appointed by the Company, namely PT Raya Saham Registra, through E-Proxy to represent Shareholders to attend and vote at the Meeting.

Shareholders and/or their proxies who are physically present are required to follow the security and health protocols that apply at the Meeting venue, as follows:

- Must fill out the Health Declaration Letter as provided by the Company;
- Has passed a body temperature check, and if it exceeds 37.3°C it is not allowed to enter the Meeting room;
- Has received the Covid-19 vaccine at least the first dose as proven by bringing a copy of the Covid-19 Vaccination Certificate;
- Has a copy of the Antigen Test Certificate or PCR Swab Test with a negative Covid-19 result obtained from a doctor, hospital, health center or clinic with a sampling date of 2 (two) calendar days before the Meeting;
- At least use a double mask, one of which is a medical 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;
- In order to implement the health protocol, the Meeting Organizer limits the Meeting room capacity to a maximum of 20 people, consisting of the Meeting Organizer, Capital Market Supporting Institutions and Professionals, as well as the invitees, Shareholders and/or their proxies;
- Follow the procedures and protocols for preventing the spread and transmission of Covid-19 set by the Company. In this regard, the Company has also implemented a policy not to distribute consumption and souvenirs to Shareholders and/or their proxies who are physically present at the Meeting.
- Meeting participants who do not meet the criteria in the Health Declaration Letter and the provisions of the health protocol, may provide attorney to PT Raya Saham Registra and fill out the question form provided for each Meeting Agenda.

16. During the Meeting, the Meeting participants are required to maintain order in the Meeting. For this reason, Meeting participants are requested not to activate their mobile phones, take pictures in the Meeting and/or take other actions that may interfere with the Meeting.

17. 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.

18. In the event that during the Meeting there are conditions that have not been regulated in this Rule 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.

**Jakarta, 6 August 2021**  
**PT Verena Multi Finance Tbk**