

RULES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS FINANCIAL YEAR 2023 PT PERUSAHAAN GAS NEGARA Tbk

**Graha PGAS Auditorium Building
30 May 2024**



RULES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT PERUSAHAAN GAS NEGARA Tbk

1. General

This Meeting is Annual General Meeting of Shareholders ("**Meeting**") Financial Year 2023 of PT Perusahaan Gas Negara Tbk ("**Company**"). For the smooth running of the Meeting, participants who are physically present are expected not to leave the Meeting room, deactivate the sound function of their mobile phones, limit physical contact with other participants, and do not engage in conversations that could disrupt the progress of the Meeting.

2. Meeting Time and Place

The meeting will be held on:

Day/Date : Thursday, May 30th, 2024

Time : 13.00 WIB onwards

Venue : Auditorium Graha PGAS, 2nd Floor,
Jl. K.H. Zainul Arifin Number 20,
West Jakarta 11140.

3. Meeting Agendas

1. Approval of the Company's Annual Report for the 2023 Fiscal Year and the Board of Commissioners' Supervisory Report for the 2023 Fiscal Year.
2. Ratification of the Company's Annual Financial Statements for the 2023 Fiscal Year and the Financial Statements of the Company's Micro and Small Business Funding Program for the 2023 Fiscal Year, as well as to provide full release and discharge to every member of the Board of Directors and the Board of Commissioners for their action and supervision for the 2023 Fiscal Year.
3. Approval of the distribution of the Company's net profit, including the Dividend for 2023 Fiscal Year.
4. Approval of Salary for the Board of Directors and Honorarium for the Board of Commissioners of the Company for 2024, as well Tantiem/Performance Incentive/Special Incentive, for the 2023 Fiscal Year.
5. Approval of the appointment of a Public Accountant to audit the Consolidated Financial Statements for the 2024 Fiscal Year, PSA 62 Compliance Audit, Micro and Small Business Funding Financial Statements Audit Related to Social and Environmental Responsibility Programs, and Application of Agreed Procedures on Performance Evaluation Results Reports of Corporate KPI and Individual KPI for Fiscal Year 2024.
6. Approval of Special Assignments to the Company.
7. Change of the Composition of the Company's Management.

4. Meeting Participants

- a. Meeting participants are shareholders whose names are registered in the Company's Register of Shareholders on May 7th 2024 no later than 16.00 WIB, or owners of securities account balances in the collective custody of PT Kustodian Sentral Efek Indonesia at the close of trading of the Company's shares on the Indonesian Stock Exchange on dated May 7th 2024, or his/her proxy as evidenced by a valid power of attorney and verified with Written Confirmation for the Meeting (Konfirmasi Tertulis Untuk Rapat/KTUR) and other proof of identity submitted before entering the Meeting room.
- b. Meeting participants are shareholders as referred to in letter a above and meeting participants are not permitted to bring other parties who are not shareholders.
- c. Meeting participants have the right to express opinions and/or ask questions and vote at the Meeting.
- d. The Chairman of the Meeting has the right to request that the Meeting Participants present prove their authority to attend the Meeting in accordance with the requirements determined and announced in the Meeting Invitation in accordance with Article 24

paragraph (1) letter h of the Company's Articles of Association.

- e. For the orderliness of the Meeting, shareholders or shareholders' proxies who are physically present must attend and register no later than 30 minutes before the Meeting starts. Shareholders or shareholders' proxies who are present after registration has closed are not permitted to enter and attend the Meeting.

5. Invitation

Invitees are parties who are not shareholders of the Company who attend at the invitation of the Company and do not have the right to express opinions, ask questions and vote at the Meeting.

6. Language

The meeting will be held in Indonesian.

7. The Chairman of the Meeting

- a. The meeting will be chaired by a member of the Board of Commissioners appointed by the Board of Commissioners in accordance with Article 24 paragraph (1) letter a of the Company's Articles of Association.
- b. The Chairman of the Meeting is responsible for the smooth running of the Meeting and has the right to decide on Meeting procedures that have not been regulated or are not sufficiently regulated in these Rules of Conduct.

8. Attendance Quorum

a. Meeting Agenda 1, 2, 3, 4, 5 and 6

The meeting was attended by shareholders who together represent more than 1/2 (one-half) of the total number of shares with valid voting rights in accordance with Article 25 paragraph (1) letter a of the Company's Articles of Association and Article 41 paragraph (1) letter a of Financial Services Authority Regulation No. 15/POJK.04/2020 concerning Planning and Organizing General Meetings of Shareholders of Public Companies ("**POJK 15**").

b. Meeting Agenda 7

The meeting was attended by Series A Dwiwarna shareholders and other shareholders and/or their authorized representatives who together represent more than 1/2 (one-half) of the total number of shares with valid voting rights in accordance with Article 25 paragraph (4) letter a of the Company's Articles of Association and Article 41 paragraph (1) letter a of Financial Services Authority Regulation No. 15/POJK.04/2020 concerning Planning and Organizing General Meetings of Shareholders of Public Companies ("**POJK 15**").

9. Question and Answer

- a. Before making decisions on the Meeting Agendas, The Chairman of the Meeting will give 3 (three) Meeting Participants the opportunity to ask questions and/or opinions in a Q&A.
- b. Meeting Participants who are physically present at the Meeting can ask 1 (one) question and/or opinion for each Meeting Agenda by raising their hand, and then The Chairman of the Meeting will ask Meeting Participants to write their questions on the question form provided. The question form is filled in with the name of the shareholder, number of shares and questions to be asked. Furthermore, the officer will submit the form to The Chairman of the Meeting to read.
- c. Meeting Participants who attend the Meeting electronically can ask 1 (one) question and/or opinion via the chat feature in the 'General Meeting Flow Text' column on the E-Meeting Hall screen of the eASY.KSEI facility with the status "discussion started for agenda item no. [...]" by stating your full name and number of shares owned. Furthermore, the officer will submit questions and/or opinions to be read by The Chairman of the Meeting.

- d. The Chairman of the Meeting or party appointed by The Chairman of the Meeting will provide answers or responses to questions and/or opinions from Meeting Participants.

10. Decision

All decisions are taken based on deliberation to reach consensus in accordance with Article 25 paragraph (15) of the Company's Articles of Association. In the event of a decision based on deliberation to reach consensus is not reached, then the decision taken is valid if it meets the following conditions:

- a. **Meeting Agenda 1, 2, 3, 4, 5 and 6**

The decision was approved by more than 1/2 (one-half) of the total number of shares with voting rights present at the Meeting in accordance with Article 25 paragraph (1) letter a of the Company's Articles of Association and Article 41 paragraph (1) letter c POJK 15.

- b. **Meeting Agenda 7**

The decision was approved by the Series A Dwiwarna shareholder and other shareholders and/or their authorized representatives who together represent more than 1/2 (one-half) of the total number of shares with voting rights present at the Meeting in accordance with Article 25 paragraph (4) letter a of the Company's Articles of Association and Article 41 paragraph (1) letter c POJK 15.

11. Voting

The voting process for Meeting Participants, whether present (i) physically or (ii) electronically, is as follows:

- a. Each holder of 1 (one) share has the right to cast 1 (one) vote.
- b. If a shareholder has more than one share, the person concerned is asked to vote only once and their vote is deemed to represent the entire number of shares they own.
- c. An abstention vote is deemed to cast the same vote as the majority of the shareholders or their proxies who cast votes.

- I. Present Offline

Voting will be done by "**Raising Hands**" with the following conditions:

- a. Shareholders and shareholders' proxies who do not agree or abstain are asked to raise their hands and mark one of the choice boxes on the voting card and submit their completed voting card to the officer.
- b. Shareholders and proxies of shareholders who agree are asked not to raise their hands and not to collect voting cards during voting.

- II. Present online

Voting will be carried out electronically with the following conditions:

- a. The electronic voting process takes place in the eASY.KSEI application in the E-Meeting Hall menu, Live Broadcasting sub menu.
- b. Shareholders have the opportunity to submit their voting choices during the voting period via the E-Meeting Hall screen in the eASY.KSEI application opened by the Company (since The Chairman of the Meeting starts the voting process). When the electronic voting period on the Meeting Agendas begin, the system automatically runs the voting time by counting down for a maximum of 2 (two) minutes.
- c. During the electronic voting process, the status "Voting for agenda item no [...] has started" will appear in the 'General Meeting Flow Text' column.
- d. If shareholders do not vote for Meeting Agenda until implementation status shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [...] has ended", then they will be deemed to have given an Abstain vote for the relevant Meeting agenda item.
- e. Voting time during the electronic voting process is the standard time set in the eASY.KSEI application.

12. Closing

Other matters that have not been regulated in these Rules and Regulations will be determined later by The Chairman of the Meeting.

Head Office

K.H. Zainul Arifin St, Number 20
Jakarta 11140, Indonesia

T +62 21 633 4838

F +62 21 633 3080

E pcc135@pertamina.com

www.pgn.co.id