



PT INTEGRA  
INDOCABINET TBK

**CODE OF CONDUCT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS AND**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**PT INTEGRA INDOCABINET Tbk**  
**FRIDAY, 15 JULY 2022**

**1. General**

This General Meeting of Shareholders are the Annual General Meeting of Shareholders for the Financial Year 2021 and the Extraordinary General Meeting of Shareholders of PT Integra Indocabinet Tbk (hereinafter referred to as the "Meeting").

**2. Meeting Time and Place**

Day/Date : Friday, 15 July 2022  
Time : 10.00 WIB – Done  
Place : Trembesi Room  
PT Integra Indocabinet Tbk  
Jl. Raya Betro 678, Sedati, Sidoarjo Regency

**3. Meeting Agenda**

**AGMS's Agenda :**

1. Annual Report of the Board of Directors in regards to the Company's activities during Fiscal Year 2021, including the Report on the Implementation of the Supervisory Duties of the Board of Commissioners during Fiscal Year 2021 and Approval of the Company's Financial Statements for Fiscal Year 2021, as well as granting the full release and discharge (volledig acquit et de charge) to the Directors and the Company's Board of Commissioners for their management and supervision actions that have been carried out during Fiscal Year 2021.
2. Determination of the use of the comprehensive income of the Company for the year ended December 31, 2021.
3. Determination of of salary/honorarium together with facility and allowance for Board of Directors and Board of Commissioners for fiscal year 2022.
4. Appointment of Public Accountant to audit the Company's book for Fiscal year 2022.
5. Report on the results of the implementation and use of the Management and Employee Stock Options Program (MESOP) funds.
6. Report on the use of proceeds from the Shelf Registered I Bonds and Sukuk phase II.

**EGMS's Agenda**

1. Approval of changes in purpose and objective of Company to be adjusted with the KBLI 2020.
2. Approval of changes to the composition of the Company's management and thereby making changes to the Company's Articles of Association related to this agenda.
3. Approval of the increase in the Company's Paid-in Capital and Issued Capital, as a result of the implementation of the MESOP program.
4. Granting authority to the Board of Commissioners to state in a separate notary deed concerning the realization of the issuance of new shares in the framework of the MESOP Program and thus amended article 4 of the Company's Articles of Association.
5. Granting authority to the Board of Directors with the approval of the Board of Commissioners to add financing facilities and to pledge / assure the company's assets for business expansion.

**4. Meeting Participants**

- a) Meeting participants are shareholders or their legal proxies whose names are recorded in the Company's Register of Shareholders on June 20, 2022 on the Indonesia Stock Exchange or holders of the Company's share balance in the securities sub-account at the custody of PT Kustodian Sentral Efek Indonesia (KSEI) on 20 June 2022.

- b) Shareholders can be represented by their proxies based on a power of attorney or power of attorney electronically through the eASY.KSEI application. with due observance of the applicable laws and regulations (Article 12 paragraph (15) points (1) and (2) of the Company's Articles of Association in conjunction with Article 23 paragraph (1) and Article 28 of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning Plans for Organizing Meetings General Shareholders of Public Company (hereinafter referred to as POJK 15/2020)
- c) Meeting participants have the right to express opinions and/or ask questions and vote in each meeting agenda.
- d) Meeting participants who arrive late after the closing of the registration period can still participate in the Meeting agenda but are not taken into account in determining the quorum or voting and cannot participate in the Q&A session.

#### **5. Health Protocol**

- a) The Company will limit the number of Eligible Shareholders or their proxies who are physically present on a first come first served basis, according to the capacity of the Meeting room.
- b) The Company strongly urges the Shareholders to attend the Meeting electronically or give power of attorney through the KSEI Electronic General Meeting System (eASY.KSEI) facility.
- c) The Company does not provide food and beverages, printed Annual Report or souvenirs to Shareholders who physically attend the Meeting.
- d) Entitled Shareholders or their proxies who are physically present are required to comply with the health procedures established in accordance with the Government Protocol implemented by the Company, which is required to show a vaccine certificate of at least 2 doses by scanning the QR code on the Peduli Protect application before entering the Meeting room.
- e) All Shareholders are required to wear masks correctly when entering the Company's office area, when it starts, throughout and after the end of the Meeting. Shareholders or their proxies who are not healthy (especially having/feeling symptoms of being infected with COVID-19 (such as cough, fever and/or flu, etc.) are not allowed to physically attend the Meeting

#### **6. Language**

The Meeting will be held in Bahasa.

#### **7. Chairman of the Meeting**

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 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. In the event that all members of the Board of Directors are absent or unable to attend, the Meeting shall be chaired by the shareholders present at the Meeting appointed from and by the participants of the Meeting.

#### **8. Meeting Quorum**

Meeting attendance quorum is only counted once, namely shortly before the start of the Meeting.

For the Meeting Agenda, the AGMS is valid if attended and/or represented by more than 1/2 of the total shares with valid voting rights that have been issued by the Company.

For the first, second, and fourth agenda of the EGMS Meeting, it is valid if attended and/or represented by more than 2/3 of the total shares with voting rights, for the agenda of the third meeting is valid if attended and/or represented by more than 1 /2 part of the total shares with voting rights, and for the fifth Agenda is valid if attended and/or represented by more than 3/4 of the total shares with valid voting rights that have been issued by the Company

## **9. Q&A**

- a) Prior to making a decision on the Meeting Agenda, the Chairperson of the Meeting will provide an opportunity for the Shareholders or the Proxy of the Shareholders to ask questions or opinions in the Q&A session.
- b) Questions can only be submitted by the shareholders or their legal proxies.
- c) Shareholders who wish to ask questions will be asked to raise their hands, and they will be given a form to fill in with their questions or opinions. The Officer will then submit the form to the Chairperson of the Meeting.
- d) The Chairperson of the Meeting will read out the questions or opinions of the Shareholders or the Proxy of the Shareholders, and will be answered or responded to by the Chairperson of the Meeting or the party appointed by the Chairperson of the Meeting.
- e) For shareholders who attend electronically and are integrated into the eASY.KSEI application, questions can be submitted in the chat feature, on the eASY.KSEI application, and must write down the name of the shareholder and the number of share ownership, followed by a question. .

## **10. Decision**

- a) All decisions are made based on deliberation for consensus.
- b) Each share entitles its holder to cast 1 (one) vote, if a shareholder has more than one share, he/she is required to cast one vote only and the vote represents the entire number of shares he/she owns.

## **11. Voting**

- a) Voting is done by "Raising Hand" with the following procedure:
  - (i) First, those voting Disagree will be asked to raise their hands and submit their voting cards.
  - (ii) Second, those who do not vote (abstain) are asked to raise their hands and submit their voting cards.
  - (iii) Invalid votes are considered non-existent and are not counted in determining the number of votes cast at the Meeting.
  - (iv) Furthermore, the number of votes that disagree will be calculated with valid votes and the difference will be the number of votes that agree.
- b) If there are Meeting participants whose attendance has been taken into account in determining the quorum, but are not in the Meeting room at the time the voting is made, then the person concerned is deemed to have agreed to all decisions taken at the Meeting.

Sidoarjo, 21 June 2022  
Direksi