

**GUIDELINES AND RULES OF ORDER
GENERAL MEETING OF SHAREHOLDERS OF
(hereinafter referred to as "GMS Rules of Order")
PT BERLINA Tbk**

I. GENERAL PROVISIONS

This Meeting is the Annual General Meeting (hereinafter "AGM") and Extraordinary General Meeting (hereinafter "EGM") of Shareholders of PT Berlina Tbk. (the "Company") year 2022 and will be conducted as follow:

- Day, Date : Monday, July 25th 2022
- Time : • AGM on 01:30 pm Western Indonesia Time – finish
• EGM on 02.15 pm Western Indonesia Time – finish
- Venue : Tifa building, 11th floor, Jl. Kuningan Barat 1 No.26, RT.6/RW.1 Mampang Prapatan, Jakarta Selatan, 12710
- Mechanism : e-GMS with eASY.KSEI application

(Hereinafter referred to as the "**Meeting**")

II. PREVENTION OF COVID-19 SPREADS

The company highly supports the Government's program in preventing the spread of Covid-19. With regard to the provisions applicable in the capital market as well as the Government directions and other related provisions, the Company implements preventive measures and/or prevents the spread of COVID-19 in this meeting.

The meeting will be held hybrid, namely electronically and limited physical attendance. The Company urges the Shareholders to attend the Meeting through the eASY.KSEI application owned by Indonesia Central Securities Depository "KSEI" (hereinafter referred to as "**eASY.KSEI application**") or to give Proxy to an Independent Representative appointed by the Company. However, the Company does not dissuade Shareholders or their proxies who are willing to attend physically at the Meeting. Meeting's staff and professional support will present on a limited basis to support the implementation of the Meeting.

Both electronically attendance and physical attendance has to comply the rules on chapter **IV. Rules of Meeting Attendance.**

III. REFERENCES AND LEGAL BASIS

GMS Rules of Order is prepared by referring to the prevailing laws and regulations, among others in accordance with:

1. Regulation of Financial Service Authority ("FSA") No. 15/POJK.04/2020 concerning Planning and Implementation of General Meeting of Shareholders of Issuers (hereinafter "**POJK 15/2020**");
2. Regulation of FSA No. 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies (hereinafter "**POJK 16/2020**");
3. FSA Letter No. S-124/D.04.2020 dated 24 April 2020 regarding Certain Conditions in the Implementation of the Electronic General Meeting of Shareholder;
4. Indonesia Central Securities Depository Letter No. KSEI-4012/DIR/0521 dated 31 May 2021 regarding Implementation of e-Proxy Module and e-Voting Module in eASY.KSEI Application and the General Meeting of Shareholders Broadcasting Feature;



5. In the special condition, Company will refer to the directions from the Government of the Republic of Indonesia, as well as Health Protocols for the Communities in Public Places and Facilities in order to Prevent and Control the Corona Virus Disease 2019 (COVID- 19).

IV. RULES OF MEETING ATTENDANCE

The Meeting participants who are entitled to attend and vote in this Meeting are the Shareholders of the Company whose names are recorded on 30 June 2022 at the close of Stock Exchange trading hours in the Shareholders Record and in the Register of Account Holders in KSEI's Collective Custody, or their legal proxies.

4.1 Rules for Electronically Attendance

- 4.1.1 Using the eASY.KSEI application to attend and to vote in person at the Meeting electronically or to provide e-Proxy to an Independent Representative appointed by the Company (hereinafter referred to as “**Independent Representative**”) or another party appointed by the Shareholders (hereinafter referred to as “**Individual Representative**”).
 - a. Shareholders who can access the eASY.KSEI application are local individuals whose shares are kept in the collective custody of KSEI.
 - b. The deadline to declare attendance or giving proxy in the eASY.KSEI application is **12.00 p.m. Western Indonesia Time on July 22nd, 2022** which is 1 (one) working days before the date of the Meeting
- 4.1.2 Authorizes the presence to an Independent Representative, so that the presence and voting rights are represented in the Meeting through the eASY.KSEI application by filling out the Proxy Form available at the Company's website and the eASY.KSEI application since the date of the Invitation and submit it to the Company through the Securities Administration Bureau (“BAE”) namely **PT ADIMITRA JASA KORPORA, Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 No. 5, Kelapa Gading – North Jakarta 14250, Tel. (021) 2974 5222, Fax: (021) 2928 9961, no later than 12.00 p.m. Western Indonesia Time on July 21st, 2022, which is 2 (two) working days before the date of the Meeting.** The Proxy form received by the Company after that time will be deemed unqualified to be used by the Proxy Holder to attend the Meeting.

Points to be considered by Shareholders who will attend electronically or provide e-Proxy:

- i. Local individual Shareholders who have not declared the attendance or e-Proxy in the eASY.KSEI application by the deadline specified in point (4.1.1.b) 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 Meeting registration period is closed by the Company.
- ii. Local individual Shareholders who have declared the attendance but have not voted for at least 1 (one) Meeting agenda in the eASY.KSEI application until the deadline in point (4.1.1.b) 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 Meeting registration period is closed by the Company.
- iii. Shareholders who have given e-Proxy in the eASY.KSEI application to Independent Representative or to Individual Representative, but the Shareholders have not voted at least 1 (one) Meeting agenda in the eASY.KSEI application until the deadline on point (4.1.1.b), the Proxy representing the Shareholders are required to register their attendance in the eASY.KSEI application on the date of the Meeting until the Meeting registration period is closed by the Company.
- iv. Shareholders who have given proxy to the participant proxy which is Custodian Bank or Securities Company (hereinafter referred to as “**Intermediate Representative**”) and have voted in the eASY.KSEI application up to the deadline in point (4.1.1.b), the Intermediate Representative who has been registered in the eASY.KSEI application is required to perform attendance registration in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is closed by the Company.
- v. Shareholders who have declared the attendance or given e-Proxy to the Independent Representative or to Individual Representative and have voted for at least 1 (one) or all Meeting agenda in the eASY.KSEI application no later than the deadline in point (4.1.1.b), the Shareholders or the Proxy do not require to register the attendance electronically in the eASY.KSEI application on the date of the Meeting. Share



ownership will be automatically calculated as a quorum of attendance and the votes that have been cast will be automatically taken into account in the voting of the Meeting.

- vi. Any delay or failure in the electronic registration process as referred to in points (i)–(iv) 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.

4.2 Rules for Limited Physical Attendance

- 4.2.1 Shareholder or the proxy who will attend physically are required to do registration by filling out the form in this link https://bit.ly/RUPS_BRNA_Juli2022 which has to be received by the Company **no later than 4.00 p.m. Western Indonesia Time on July 20th, 2022**. Participants are allowed to attend **if they have received attendance confirmation from the Company which will be emailed thru brna.corsec@berlina.co.id at the latest by July 21st, 2022**.
- 4.2.2 Meeting participants are able to scan in Peduli Lindungi Application and show green indicator.
- 4.2.3 Meeting participants who attend must fill out and comply the criteria on the Health Declaration Form provided. The Company has the right to forbid Meeting participants who do not comply to entering the Meeting room. The Participants can give proxy to the Independent Representative and fill out Question/Opinion Form for each agenda.
- 4.2.4 Before entering the Meeting room, the Individual Shareholders or their proxies who are physically present at the Meeting are required to do registration and show their original identity card, or for the Institutional Shareholder to show the copy of Article of Association and the latest change as well as the Notary Deed of the latest Board of Directors/Commissioners member including the letter of Minister of Law and Human Rights of the Republic of Indonesia
- 4.2.5 This meeting implements physical distancing and limits the number of physical attendance to a maximum of 10 (ten) Shareholders or their legal proxies in the Meeting Room.
- 4.2.6 Before, during, and after the Meeting, the Meeting Participants are required to always apply the Health Protocols that have been determined by the Government, namely 6M (wearing masks, washing hands, physical distancing, preventing crowds, avoiding eating together, limiting movement), both in the Meeting room and the area around the Meeting Venue which is enforced by the Company.

V. LANGUAGE

The meeting will be held in Indonesian. Shareholders and/or their proxies who do not speak Indonesian can ask questions or express their opinions in English. Responses from the Meeting Chairman or members of the Board of Directors shall be submitted in Indonesian and subsequently translated into English (if necessary).

VI. CHAIRMAN OF THE MEETING

1. In accordance with Article 12 Paragraph 32 of the Company's Articles of Association, one of the members of the Board of Commissioners appointed by the Board of Commissioners to lead the Meeting and act as the Meeting Chairman (“**Chairman**”).
2. During the Meeting, the Chairman has the right to:
 - Make the decision of Meeting procedures that have not been regulated or have not been sufficiently regulated in these Rules;
 - Take necessary actions which is not included in EGM Rules of Order as long as it is deemed important and/or urgent.

VII. ATTENDANCE QUORUM

1. Meeting attendance quorum is as follows :
 - (i) AGM, first to third agenda
Based on Article 14 Paragraph 2 number (1) letter a of the Company's Articles of Association, this Meeting can be held if attended by the Shareholders or their proxies who represent more than 1/2 (half) of the total number of shares that have been issued by the Company with valid vote rights.



(ii) EGM, first agenda and third agenda

Based on Article 14 Paragraph 2 number (1) letter a of the Company's Articles of Association, this Meeting can be held if attended by the Shareholders or their proxies who represent more than 1/2 (half) of the total number of shares that have been issued by the Company with valid vote rights.

(iii) EGM, second agenda

Based on Article 14 Paragraph 2 number (2) letter a of the Company's Articles of Association, this Meeting can be held if attended by the Shareholders or their proxies who represent more than 2/3 (two third) of the total number of shares that have been issued by the Company with valid vote rights.

2. The number of Shareholders or the proxy who attend the meeting will only be calculated 1 (one) time by the Notary before the Meeting is officially opened by the Chairman.
3. If the Shareholders or their proxies cast their vote through e-Voting prior to the Meeting in accordance with the applicable laws, thus the Shareholders or their proxies will be considered as present in the Meeting.
4. Shareholders and/or their Proxies can only register 1 (one) time through eASY.KSEI system for each Meeting.

VIII. RULES FOR DELIVERING QUESTIONS AND/OR OPINIONS

1. Shareholder will be given the opportunity to ask questions and/or share opinions for each Agenda, on matters related to the Agenda and to be delivered briefly and straight to the point.
2. Those who entitled to ask questions/share opinion at the Meeting are the Shareholders or their proxies whose names are in the Shareholders Record of the Company on June 30th, 2022 and already present prior to the registration is closed by the BAE, even though the Meeting has not been opened.
3. Shareholders or their Proxies joining via eASY.KSEI application can also participate and ask questions and/or opinions via chat room in the **“Electronic Opinions”** column in the **e-Meeting Hall**. Asking question and/or sharing opinion can only be done if status in the **“General Meeting Flow Text”** is **“Discussion started for agenda item no. []”** by mentioning Shareholder or the proxy name, the represented Institution, number of share ownership, and the questions/opinions.
4. Shareholders or their proxies who physically attend are welcome to raise their hands and state the names of the shareholders or their proxies, the represented Institution, number of share ownership, and the questions/opinions.
5. The Company will only provide answer/response to the question and/or opinion that submitted directly in the Meeting room and/or through the chat ‘Electronic Opinions’ column in the e-Meeting Hall in the eASY.KSEI application. Q&A features provided in the Zoom webinar will be deactivated e.g. raise hand and allow to talk.
6. The Company will provide 2 (two) minutes to ask questions and/or opinions on each Meeting Agenda. Company will limit to 2 (two) questions/opinions. After all questions and/or opinions conveyed and exceeds the number, the Chairman has the right to choose and response to maximum 2 (two) questions and/or opinions per Agenda.
7. The Chairman will read the questions and/or opinions in sequence and the Chairman will answer and/or respond to the questions and/or opinions verbally (not written in the chat facility).

IX. VOTING RIGHTS

1. The Meeting participants who are entitled to attend and vote in this Meeting are the Shareholders of the Company whose names are recorded on 30 June 2022 at the close of Stock Exchange trading hours in the Shareholders Record and in the Register of Account Holders in KSEI's Collective Custody, or their legal proxies.
2. Each share entitles its holder to cast 1 (one) vote. If a shareholder owns more than one share, he is required to vote only once and the vote represents the total number of shares he owns.
3. For Shareholders or their Proxies who register in the eASY.KSEI application or come physically after the registration is closed by BAE, even though the Meeting has not been started, the Shareholders or their Proxies are not entitled to ask questions and cannot cast their votes.

X. MEETING DECISION

1. Resolutions of the Meeting are made by deliberation to reach consensus, if deliberation to reach consensus is not reached, then voting will be held.
2. Meeting resolution quorum is as follow :
 - (i) AGM, first to third agenda
Based on Article 14 Paragraph 2 number (1) letter c of the Company's Articles of Association, this Meeting can have valid decisions if Shareholders or their Proxies who approved are representing more than 1/2 (half) of total shares with voting rights present at the Meeting.
 - (ii) EGM, first agenda and third agenda
Based on Article 14 Paragraph 2 number (1) letter c of the Company's Articles of Association, this Meeting can have valid decisions if Shareholders or their Proxies who approved are representing more than 1/2 (half) of total shares with voting rights present at the Meeting.
 - (iii) EGM, second agenda
Based on Article 14 Paragraph 2 number (2) letter b of the Company's Articles of Association, this Meeting can have valid decisions if Shareholders or their Proxies who approved are representing more than 2/3 (two third) of total shares with voting rights present at the Meeting.
3. Based on Article 47 of POJK 15/2020, "Abstain" votes are deemed to have cast the same vote as the majority of shareholders who cast votes.
4. Based on Article 13 paragraph 13 of the Company's Articles of Association and Article 11 paragraph 6 of POJK 16/2020, Shareholders with valid voting rights who attend electronically but do not exercise their voting rights or "Abstain", are considered valid to attend the Meeting and counted as the majority vote of shareholders.
5. The voting duration is a maximum of 2 (two) minutes per Agenda.
6. At the end of voting session, the Notary shall read the result of the voting to the meeting participants.

Electronic Voting (e-Voting)

1. The electronic voting process takes place in the eASY.KSEI application on the e-Meeting Hall menu, Live Broadcasting sub menu.
2. Shareholders who are present or are represented by their proxies but have not yet cast their vote on the agenda of the Meeting as referred to point 4.1 number (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 when it's opened by the Company. When the electronic voting period per Meeting agenda begins, the system will automatically run the voting time by counting down a maximum of 2 (two) minutes. During the electronic voting process, the status of "**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 agenda of the meeting concerned.

Physical Voting

1. The counting of votes from shareholders who physically present at the Meeting, the voting will be carried out by raising their hands with the following mechanism:
 - (i) Those who "Disagree" and "Abstain" will be asked to raise their hand and submit a ballot;
 - (ii) Those who do not raise their hands are deemed to have agreed to the proposal.
2. For the proxies who are authorized by the Shareholders to cast a "Disagree" or "Abstain" vote, but when the decision is made by the Chairman does not raise their hand to cast a "Disagree" or "Abstain" vote, then they are deemed to have approved the proposal.

XI. LIVE MEETING OF GMS

1. Shareholders or the proxies who have been registered in the eASY.KSEI no later than the deadline mentioned above in point 4.1.1.b can watch the Meeting live via Zoom in webinar format by accessing the eASY.KSEI menu, sub menu "Tayangan RUPS" in the AKSes facility (<https://akses.ksei.co.id/>).



2. Shareholders or their proxies who only observe the Meeting through the GMS Live Meeting but were not registered to present electronically on the eASY.KSEI application in accordance with the provisions in point 4.1 numbers (i)–(v), then the presence of the Shareholders or their proxies is considered invalid and will not be included in the calculation of the quorum of meeting attendance.
3. Shareholders or the proxies who watch GMS live meeting are advised to use the Mozilla Firefox browser.

If there are changes and/or additions to information related to the procedures for conducting the Meeting in connection with latest conditions and the developments that have not been delivered, the Company will announce it in the eASY.KSEI application and the Company's website.

Bekasi, 1 July, 2022
PT Berlina Tbk
Board of Directors