



**RULES OF CONDUCT
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT DIAMOND FOOD INDONESIA Tbk.
Friday, July 29, 2022**

1. The Annual General Meeting of Shareholders (hereinafter referred to as the “**Meeting**”) of PT Diamond Food Indonesia Tbk. (hereinafter referred to as the “**Company**”) will be conducted in Indonesian language.
2. The Meeting will be held by referring to the Regulation of the Financial Services Authority No. 15/POJK.04/2020 (**POJK 15/2020**) on the Plan and Implementation of the General Meeting of Shareholders of Publicly Listed Companies and the Regulation of the Financial Services Authority No. 16/POJK.04/2020 (**POJK 16/2020**) on the Implementation of the General Meeting of Shareholders of Publicly Listed Companies by Electronic Means.
3. Pursuant to Article 37 paragraph (1) POJK 15/2020 and Article 10 paragraph 18 (a) of the Company's Articles of Association, the Meeting is chaired by a member of the Board of Commissioners who is appointed by the Board of Commissioners (the “**Chairman of the Meeting**”).
4. Meeting Agenda:
 1. Ratification of Consolidated Financial Statements of the Company and its Subsidiaries and Ratification of the Annual Report of the Company including the Board of Commissioners supervision report for the financial year ending on December 31, 2021 as well as submission of Realization Report of the Initial Public Offering funds;
 2. Determination on the use of the Company's net income for the financial year ending on December 31, 2021;
 3. Approval of the appointment of the Public Accountant and/or Public Accounting Firm to audit the Company's books for the financial year ending on December 31, 2022 and the determination of the honorarium, as well as other requirements for the appointment;
 4. Affirmation of the expiration of the term of office of the members of the Board of Commissioners of the Company, appointment and re-appointment of the members of the Board of Commissioners of the Company; and
 5. Determination of the remuneration of the Board of Directors and the Board of Commissioners of the Company for the financial year ending on December 31, 2022.
5. As a measure to prevent the spread of Covid-19, the Company urges Shareholders to follow the instruction from the Government of the Republic of Indonesia by attending the Meeting **electronically** accordance with the provision of Article 8 paragraph 1 letter (b) of POJK 16/2020 **and there is no physical presence of the Shareholders**. The Meeting shall be held through the KSEI System (“**eASY.KSEI**”) at the link <https://akses.ksei.co.id> provided by KSEI.
6. The Shareholders whose attendance will be counted in the Meeting are only the Shareholders or their legitimate proxies whose names are recorded on the Company's List of Shareholders and recorded by account holder or custodian bank at PT Kustodian Sentral Efek Indonesia (“**KSEI**”) on July 6, 2022 until 16:00 Western Indonesian Time.
7. The participation of Shareholders in the Meeting can be carried out through the mechanism of attending the Meeting in person by using the KSEI Electronic General Meeting System (**eASY.KSEI**) facility which will be provided by KSEI or granting power of attorney to an Independent Party (the Company's Securities Administration Bureau) to attend the Meeting and cast their voting rights in each agenda of the Meeting through electronic voting (E-Voting) on the eASY.KSEI application starting from Meeting Invitation date until July 28, 2022 at 12.00 Western Indonesian Time.
8. The shareholders who have not provided a declaration of presence or power of attorney in eASY.KSEI application until the deadline at point 7 and wish to attend the Meeting electronically are required to register their attendance in the eASY.KSEI application on the date of Meeting Invitation and will be closed no later than 30 (thirty) minutes before the Meeting at 13.30 Western Indonesian Time.
9. The shareholders who have provided 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 point 7 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 Meeting registration period is closed by the Company
10. The shareholders who have given power of attorney to the proxies provided by the Company but the shareholders have not cast their vote for at least 1 (one) Meeting agenda in the eASY.KSEI application until the deadline at point 7, the proxies representing the shareholders are required to register their



attendance in the eASY.KSEI application on the date of the Meeting until the registration period for the electronic Meeting is closed by the Company.

11. The shareholders who have given power of attorney to the participant proxy/Intermediary (Custodian Bank or Securities Company) and have cast their vote in the eASY.KSEI application no later than the at point 7, then the representative of the proxy who has been registered in the eASY.KSEI application shall perform attendance registration in the eASY.KSEI application on the date of the Meeting until the registration period for the electronic Meeting is closed by the Company.
12. The shareholders who have given a declaration of presence or given power of attorney to the proxies provided by the Company and have given a minimum vote for 1 (one) or all Meeting agendas in the eASY.KSEI application no later than the deadline at point 7, the shareholders or proxies do not need to electronically register for attendance 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 which have been cast will be automatically taken into account in the Meeting voting.
13. Any delay or failure in the electronic registration process as referred to in points 8, 9, 10 and 11 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.
14. Meeting's broadcasts have a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. For shareholders or their proxies who do not get the opportunity to watch the Meeting through the Meeting's broadcast still considered valid to be electronically present and their share ownership and casting votes are taken into account at the Meeting, as long as it has been registered in the eASY.KSEI application as stipulated in points 8, 9, 10 and 11.
15. Quorum of Attendance:
The 1st until 5th Agenda:
According to UUPT article 86 paragraph (1), POJK 15/2020 article 41 paragraph (1) letter a, and article 12 paragraph (2) letter a point (1) of the Company's Article Association, the Meeting can be convened if it is attended by the Shareholders or their legitimate proxies representing more than ½ (one half) of total shares with lawful voting rights.
16. The Meeting Agenda will be discussed continually.
17. At the closure of each Agenda, the Chairman of the Meeting or the party appointed by the Chairman of the Meeting will read the question(s) asked by the Shareholders which concerning the matter(s) related to the Agenda discussed.
18. Question and/or Comment Mechanism:
 - a. There shall only one segment to address questions and/or comments for every Meeting's Agenda. The Company provide a maximum of 3 (three) opportunities to raise question for each Agenda to shareholders or proxies.
 - b. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting holds the right to refuse to answer or to not respond to the questions which according to the Chairman of the Meeting or the party appointed by the Chairman of the Meeting is irrelevant to the Agenda that being discussed.
 - c. The Chairman of the Meeting or the party appointed by the Chairman of the Meeting will answer or respond to the questions from the Shareholders concerning the Agenda being discussed. The answers to questions and opinions for each agenda item will be answered live through Meeting's Broadcast, so that answers to questions or opinions from shareholders or proxies that appear in the eASY.KSEI flow text **will not be answered in writing**.
 - d. The Company will disable the "**Raise Hand**" and "**Allow To Talk**" features in the Meeting's Broadcast, so that the Company advised the shareholders or proxies to submit questions or opinions each Agenda in writing using the chat feature in the '**Electronic Opinions**' column which is available on E-meeting Hall's screen in the eASY.KSEI application. Questions and/or opinions can be given as long as the status of the Meeting in the '**General Meeting Flow Text**' column is "**Discussion Started For Agenda Item No []**".
 - e. The mechanism for the implementation of discussions each Meeting Agenda which determined in writing through E-meeting Hall screen in the eASY.KSEI application is the authority of the Company.
19. Meeting Resolutions:



Pursuant to of the Company's Articles of Association, the resolutions for the agenda of the Meeting shall be adopted on the basis of deliberation for consensus. In the event that a decision based on deliberation for consensus is not reached, then in this Meeting a decision is taken by:

a. **The 1st until 5th Agenda:**

According to UUPT article 87 paragraph (2), POJK 15 article 41 paragraph (1) letter c, and article 12 paragraph (2) letter a point (3), the resolutions of the Meeting will be valid if they are approved by more than ½ (one half) of total shares with lawful voting rights who attend the Meeting

b. Voting by Shareholders or their proxies can only be done through eASY.KSEI, with the following procedure:

- i. The voting rights that can be used in the Meeting's decision are to accept the proposal (agree), reject the proposal (disagree) or abstain;
- ii. For the shareholders who give their power of attorney through E-Proxy, the voting process from the Shareholders has been carried out according to the provisions and procedures applicable to eASY.KSEI facility, **so that at the time of decision making at the Meeting, there is no need to give his/her vote.**
- iii. The electronic voting process will take place in the eASY.KSEI application on the E-meeting Hall menu and Live Broadcasting sub menu.
- iv. During the electronic voting process, the **"Voting For Agenda Item No [] Has Started"** status in the 'General Meeting Flow Text' column will be shown. If the shareholders or their proxies do not vote for certain Meeting agendas until the status of the Meeting implementation as shown in the 'General Meeting Flow Text' column changes to **"Voting For Agenda Item No [] Has Ended"**, the votes will be considered as **Abstain** for the relevant Meeting agenda.
- v. Meeting decisions are taken based on the vote count that has been submitted through E-Proxy and E-Voting which is carried out directly by the Shareholders through the eASY.KSEI facility;

c. The counting of votes in the decision-making of the Meeting is carried out with the following mechanism:

- i. The abstention vote will be deemed to have cast the same vote as the majority vote of the Shareholders who cast the vote;
- ii. Shareholders who attend or are represented by their presence, but do not vote in favor, disagree or abstain, will be deemed to have approved the proposal in the Agenda of the Meeting;
- iii. The proposal in the Agenda of the Meeting is considered approved if the votes in favor are recorded more than the number of quorum decisions previously determined by the Company in eASY.KSEI;
- iv. The proposal in the Agenda of the Meeting is considered rejected if the approved vote is recorded as less than the number of quorum decisions previously determined by the Company in eASY.KSEI.

20. The shareholders or their proxies who only watch the Meeting through the Meeting's broadcast but are not registered are electronically present on the eASY.KSEI application in accordance with the provisions in point 8, 9 10, and 11, the attendance of such shareholder or proxies is considered invalid and will not be included in the calculation of the Meeting attendance quorum.

21. To get the best experience in using the eASY.KSEI application and/or Meeting's broadcast, the shareholders or their proxies are advised to use the Mozilla Firefox browser.

22. The Company's 2021 Annual Report, Curriculum Vitae of Candidate Independent Commissioner of the Company, Meeting Agenda and Meeting's Rules can be downloaded on the Company's website [www.diamondfoodindonesia.com] and eASY.KSEI available as of the Invitation date.

This rule of conduct was made by taking into the Company's Articles of Association and the provisions of applicable regulations. If there are matters related to this Meeting, which is not and/or is not sufficient regulated in the Articles of Association of the Company and/or in this rule of conduct, the Chairman of the Meetings is entitled to resolve such matters.
