



**CODE OF CONDUCT**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**PT PYRIDAM FARMA Tbk.**  
**TUESDAY, APRIL 30<sup>th</sup>, 2024**

1. The Extraordinary General Meeting of Shareholders (hereinafter referred to as the **“Meeting”**) of PT Pyridam Farma Tbk. (hereinafter referred to as the **“Company”**) will be convened physically and electronically in Indonesian.
2. This Meeting will be held on:
  - Day/Date : Tuesday, April 30<sup>th</sup>, 2024
  - Time : 14.00 WIB until end
  - Venue : Sinarmas MSIG Tower, 12<sup>th</sup> Floor, Jl. Jend. Sudirman No. Kav. 21, Kuningan, South Jakarta, Indonesia, and electronically (with details as set out in number 4 below)
3. **Meeting participant:**
  - a. Shareholders of the Company whose names are recorded in the Company’s Register of Shareholders or owners of securities account balances at the Collective Custody of PT Kustodian Sentral Efek Indonesia on Friday, April 5<sup>th</sup>, 2024 until 16.00 WIB (hereinafter referred to as **“Shareholders”**).
  - b. Shareholders or their proxies who comes after the closing of the registration period, and the number of shares is not included in the number of shares whose attendance has been calculated because it has been reported by the Notary to the Chairperson of the Meeting, can attend the Meeting but their votes are not counted and/or cannot ask questions or give an opinion in the question and answer session.
4. In accordance with the Financial Service Authority (Otoritas Jasa keuangan – **“OJK”**) Regulations, the Company has provided an alternative for Shareholders to provide power of attorney electronically (**“e-Proxy”**) through PT Kustodian Sentral Efek Indonesia (**“KSEI”**)’s *Electronic General Meeting System KSEI System (“eASY.KSEI”)* managed by KSEI. The

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authorization guide can be accessed through KSEI's website and power of attorney can be downloaded through <https://www.pyfa.co.id>.

5. The Company strongly advise all Shareholders to grant power of attorney to an independent party appointed by the Company, namely PT Sinartama Gunita through e-Proxy to represent Shareholders to attend and vote at the Meeting.
6. Shareholders or their proxies who will be physically present at the Meeting must follow the policies set by the Company and applicable at the Meeting venue as follows:
  - a. Participants who are experiencing symptoms of infectious diseases such as coughing or sneezing are not allowed to enter the event room.
  - b. Shall maintain cleanliness and follow health inspection procedures (body temperature checks and other procedures deemed necessary by the Company) both to be carried out by the Company and the management of the building where the Meeting is is convened.
7. The Company has the right to prohibit the Shareholders or their proxies from attending or being in the Meeting room and/or the building where the Meeting is being held in the event that the Shareholders or their proxies do not comply with the safety and health protocols as described above. In such case, such party may provide its power of attorney to PT Sinartama Gunita prior to the commencement of the Meeting.
8. Invitees are parties who attend the invitation of the Board of Directors but do not have the right to ask questions, express opinions, or vote in the Meeting.
9. **The Chairperson of the Meeting:**
  - a. The Chairperson of the Meeting leads the Meeting and has the right to decide on the Meeting procedures that have not been regulated or have not been adequately regulated in this Code of Conduct.

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- b. In accordance with the provision of Article 23 paragraph (1), (2), and (3) of the Company's Article 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, the Meeting is chaired by one member of the Board of Directors appointed by the Board of Directors and in the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the Meeting shall be chaired by the shareholders present at the Meeting who is appointed from and by the participants of the Meeting.
- c. In accordance with the provisions of Article 23 paragraph (4), (5), (6), and (7) Article of Association:
- i. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners to chair the Meeting has a conflict of interest with the agenda to be decided in Meeting, the Meeting shall be chaired by another member of the Board of Commissioners who does not have conflict of interest appointed by the Board of Commissioners.
  - ii. In the event that all members of the Board of Commissioners have a conflict of interest, the Meeting shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
  - iii. In the event that one of the members of the Board of Directors appointed by the Board of Directors to chair the Meeting has a conflict of interest with the agenda to be decided in Meeting, the Meeting shall be chaired by a member of the Board of Directors who has no conflict of interest.
  - iv. In the event that all members of the Board of Directors have a conflict of interest, the Meeting shall be chaired by one of the non-controlling Shareholders elected by the majority of the other Shareholders present at the Meeting.

## 10. Quorum and Meeting Decisions:

The agenda pursuant to the Article 41 paragraph (1) letter a and letter c of OJK Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of

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Shareholders of Public Companies (“**POJK GMS**”) and Article 26 paragraph (1) and paragraph (3) of the Company’s Articles of Association, the Meeting can be carried out if more than 1/2 (half) of all voting shares present at the meeting

**11. Discussion of the Meeting Agenda and Questions and Answers session are carried out with the following mechanism:**

- a. The Chairperson of the Meeting will open, leads, and close the Meeting.
- b. The Chairperson of the Meeting gives the Shareholders or their proxies of the opportunity to ask questions or express opinions. Shareholders or their proxies who are physically present at the Meeting and wish to ask questions or express opinions are welcome to fill out the question sheet that has been distributed at the time of registration, then the question sheet will be taken by the officer to be submitted to the Chairperson of the Meeting, and for the Shareholders or their proxies who are present electronically and wish to ask questions or express opinions are welcome to fill in questions or opinions in the question box through the eASY.KSEI facility.
- c. For each Meeting agenda, the opportunity to ask questions is given for a maximum of 5 minutes.
- d. Questions that may be asked are questions that are appropriate and related to the Meeting agenda. If it is not related to the Meeting agenda, the Chairperson of the Meeting has the right not to respond to it.
- e. Only Shareholders or their proxies are entitled to ask questions and express opinions.
- f. Unless the Chairperson of the Meeting or the Appointed Meeting Chairperson stipulates otherwise, the submission of questions and/or opinions for each Meeting Agenda consists of 1 session and each session will be given the opportunity to a maximum of 2 persons.
- g. The Chairperson of the Meeting will respond to the question or opinion.

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- h. After the last question or opinion is answered, a vote will be convened.
- i. Only the Shareholders or their proxies are entitled to vote.
- j. Voting for Shareholders who are present electronically is carried out with the following procedure:
  - i. Voting options can be submitted by Shareholders electronically through eASY.KSEI from the invitation of the Meeting until the closing of the voting on the agenda that requires voting in the Meeting.
  - ii. The votes cast by the Shareholders or their proxy through eASY.KSEI after the invitation of the Meeting and before the date of the Meeting, will be counted as valid votes in the Meeting.
  - iii. Proxy who receives power of attorney from the Shareholders without being accompanied by voting options in each Meeting agenda, may vote electronically through eASY.KSEI no later than before the Chairperson if the Meeting closes voting for decision making in each Meeting agenda.
  - iv. Proxy who receives power of attorney electronically through eASY.KSEI accompanied by a minimum voting option in one Meeting agenda, the following provisions apply:
    - (i) Votes that have been received and submitted to eASY.KSEI for certain Meeting agenda, cannot be changed and revoked by the Proxy if the power of attorney and votes are given by the Shareholders through eASY.KSEI.
    - (ii) Voting choices that have not been received for other MEETING agendas, are considered to have cast the same votes as the majority of Shareholders who cast votes.
- k. Voting of Shareholders who are present at the physical Meeting is conducted by raising their hands with the following procedure:

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- i. Those who voted against are asked to raise their hand.
    - ii. Those who cast a blank vote are asked to raise their hand.
    - iii. Those who do not raise their hands are deemed to have voted in favor.
  - l. The Chairperson of the Meeting may request assistance from members of the Board of Commissioners or the President Director or a party appointed by the President Director to provide an explanation in each Meeting Agenda (hereinafter referred to as the “**Appointed Chairperson of the Meeting**”), provided that the authority to chair the Meeting must be handed back to the Appointed Chairperson of the Meeting to the Chairperson of the Meeting before the start of the decision-making process.
  - m. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the authority to determine the turn for the Shareholders or their proxies who wish to ask questions and/or express such opinions.
  - n. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting will read out and answer the questions/respond to the opinions one by one. If necessary, the Chairperson of the Meeting or the Appointed Chairperson of the Meeting may invite members of the Board of Commissioners, members of the Board of Directors/Executive Officer or Supporting Profession to answer or respond to questions and/or opinions.
  - o. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the right to refuse to answer any questions and/or opinions that are not related to the Meeting Agenda, discussed or previously discussed.
12. The Meeting participants are expected to attend the Meeting until it is finished.
13. During the Meeting, the Meeting participant who attend the physical Meeting are expected to follow the Meeting in orderly manner and not activate their cellular phones during the Meeting.

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14. The Chairperson of the Meeting or the Appointed Chairperson of the Meeting has the right to take all necessary actions to maintain order in the implementation of the Meeting.
  
15. Matters that have not been regulated in this Code of Conduct may be determined later by the Chairperson of the Meeting.

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