PT Vale Indonesia Tbk



INVITATION

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERSBY ELECTRONIC MEANS

The Board of Directors of PT Vale Indonesia Tbk ("**Company**") hereby invites all shareholders to attend the Extraordinary General Meeting of Shareholders of the Company ("**Meeting**"), which will be held by electronic means on:

Day	: Tuesday
Date	: August 31st, 2021
Time	: 09.00 AM Western Indonesia Time – end
Place	: Jasmine Room, Soehanna Hall
	The Energy Building , Lantai 2
	SCBD Lot. 11A, Jl. Jendral Sudirman Kav. 52-53 Jakarta 12190

Below is the agenda for the Meeting and brief description:

Agenda Changes to the composition of members of the Board of Directors of the Company

This agenda is tabled by considering Artilce 11 paragraphs 4 and 5 of the Company's Articles of Association and Article 8 of the Financial Services Authority Regulation Number 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Issuers or Public Companies, and pursuant to the recommendation of the Governance, Nomination and Remuneration Committee of the Company. Following the resignation letter rendered by Agus Superiadi from his position as member of the Board of Directors of the Company, the Company propose to the shareholders acceptance of the resignation, effective from the closing of the Meeting.

Meeting Arrangement

A. General Provision

- The Company will not be sending a separate invitation letter to shareholders. Pursuant to Article 22 Paragraph 3 of the Company's Articles of Association and Article 52 paragraph (1) of OJK Regulation No. 15/POJK.04/2020 on the Planning and Holding of General Meetings of Shareholders by Public Companies ("POJK 15/2020"), this advertisement serves as a formal invitation to shareholders. This Invitation can be accessed via the Company's website at <u>www.vale.com/indonesia</u> and eASY.KSEI application.
- 2. Shareholders who are entitled to attend/be represented by proxy at the Meeting are:
 - a. shareholders with scripted shares who are registered in the Company's Register of Shareholders as of 4:15 P.M. Western Indonesia Time on July 30th, 2021; and
 - b. shareholders with shares currently under deposit in the Collective Depository of PT Kustodian Sentral Efek Indonesia ("KSEI"), who are registered in the Register of Shareholders issued by KSEI at the market closing on July 30th, 2021. Account holders of KSEI that are securities companies and custodian banks must submit data concerning the beneficial owners for whom they are acting to KSEI for the purpose of issuance of the Written Confirmation for the Meeting (KTUR).

- 3. Referring to OJK Regulation No. 16/POJK.04/2020 on Electronic General Meetings of Shareholders of Public Companies *jo*. OJK letter No.S-30/D.04/2021 dated 2 March 2021 re. Reaffirmation of the Extension or Revocation of Relaxation Policies with respect to Covid-19 Pandemic, the Meeting will be held electronically without the shareholders' physical attendance. Therefore, the shareholders to: (i) attend and vote in the Meeting electronically through eASY.KSEI system as further elaborated in no. 5 below and (ii) authorize the independent party appointed by the Company to attend and vote in the meeting on their behalf, whether electronically through eASY.KSEI facility (*e-proxy*) or conventionally as further elaborated in no. 4 below.
- 4. Proxies:

Shareholders who are unable to attend the Meeting in person or choose to not attend the Meeting, may be represented by its proxy and cast votes in the Meeting, with the following terms:

- a. The shareholders with scripted shares who are entitled to attend the Meeting, may grant their proxy to an independent party by completing the proxy form which can be downloaded via the Company's website at <u>www.vale.com/indonesia</u>, with the following terms:
 - The independent party appointed by the Company are staffs of PT Bima Registra, the Shares Administrative Bureau appointed by the Company for the Meeting ("Independent Party");
 - (ii) The shareholders are not allowed to split their authority of some shares to more than one proxy with different vote;
 - Proxy form from the shareholders executed overseas must be legalized by the local public notary and the official representative Embassy/Consulate Office of the Government of the Republic of Indonesia;
 - (iv) The completed and executed proxy form, as well as the copy of valid ID or proof of valid personal identity document of the authorizer/grantor must be submitted must be submitted at the latest by August 30^{th,} 2021 at 5 PM Western Indonesian Time or 1 business day prior to the date of the Meeting via email to <u>ptvi-corpsec@vale.com</u> or to PT Bima Registra, having address at Satrio Tower, JI. Prof. Dr. Satrio Blok C4, Lantai 9 A2, Kuningan, Setiabudi, Jakarta 12950, email rups@bimaregistra.co.id , situs web <u>www.bimaregistra.co.id</u>;
 - (v) Proxy from institutional shareholders such as limited liability companies, cooperatives or foundations will be required to submit a copy of their Articles of Association along with the latest changes thereto, and a copy of the latest deed of appointment of the Board of Directors and the Board of Commissioners; or
- The shareholders with shares currently under deposit in the Collective b. Depository of KSEI or scripless and entitled to attend the Meeting, may grant eASY.KSEI electronically their proxy (e-proxy) via platform at http://akses.ksei.co.id facilitated by KSEI. E-proxy menu option is available and accessible via ksei.co.id by using AKSes KSEI of the shareholder as securities sub-account in the Collective Depository of KSEI, at the latest August 30th, 2021 at 12 pm or 1 business day prior to the date of the Meeting. Proxy available in e-proxy is the Independent Party or Custodian Bank of the shareholders. Parties who can be a recipient of e-Proxy must be legally competent and not a member of the Board of Directors, Board of Commissioners, and employees of the Company, and follow other provisions as stipulated in POJK No. 15/2020.
- 5. In connection with the issuance of KSEI's letter No. KSEI-4012/DIR/0521 dated 31 May 2021 regarding the Implementation of the e-Proxy Module and e-Voting Module on the Application of eASY.KSEI along with the General Meeting of Shareholders, KSEI has now provided e-GMS Platform to convene an electronic GMS. Therefore,

the Company decides to hold the GMS electronically whereby Shareholders of the Company can attend and vote in the Meeting electronically through the Electronic General Meeting System application accessible through the following link https://easy.ksei.co.id/egken (eASY.KSEI) provided by KSEI.

- 6. Details of the agenda and the materials for the Meeting are available for download in the Company's website at <u>www.vale.com/indonesia</u> or via QR Code in this invitation, and in KSEI's website/eASY.KSEI application.
- Shareholders of the Company are expected to carefully read the Meeting's Rule of Conduct, including the electronic Meeting guideline available at eASY.KSEI application's website (<u>https://easy.ksei.co.id/egken/Education_global.jsp</u>).
- 8. Any changes and/or additional information related to the implementation procedures of the Meeting which has not incorporated under this Invitation will be further updated on website of KSEI/eASY.KSEI application and the Company's website.

B. Watching the Meeting through the GMS

- 1. The shareholders or their proxy registered in eASY.KSEI application at the latest on the cut-off date set forthin point 2 of the General Provision above can watch the ongoing Meeting through Zoom webinar by accessing eASY.KSEI menu, GMS submenu available in AKSes facility (<u>http://akses.ksei.co.id/</u>).
- 2. GMS capacity is limited to 500 participants on first come first serve basis. The shareholders or their proxy who cannot participate to watch the Meeting through the GMS shall be considered to attend the Meeting electronically, and their shareholding and votes shall be counted in the Meeting, to the extent their attendance and votes are registered in eASY.KSEI application.
- 3. For the best experience in using eASY.KSEI application and/or GMS, the shareholders or their proxy is advised to use Mozilla Firefox browser.



Jakarta, August 2nd, 2021