



# PT Vale Indonesia Tbk

## INVITATION EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS BY ELECTRONIC MEANS PT VALE INDONESIA TBK

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 : Wednesday  
Date : January 19th, 2022  
Time : 09.00 AM Western Indonesia Time – end  
Place : PT Vale Indonesia Tbk  
Sequis Tower, 20th Floor, Unit 6&7  
Jl. Jendral Sudirman Kav. 71 Jakarta 12190

**Below is the agenda for the Meeting and brief description:**

**1<sup>st</sup> Agenda : Changes to the composition of members of the Board of Commissioners of the Company**

This agenda item is tabled by considering Article 15 paragraphs 2 and 9 of the Company's Articles of Association and Article 23 of the Financial Services Authority ("**OJK**") Regulation No. 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Issuers or Public Companies.

Taking into consideration the letters from shareholders of the Company on Nomination for Appointments of the Members of the Board of Commissioner and Risk Mitigation Committee as well as on Nomination for Appointments of the Members of the Board of Commissioner, which were received by the Company from PT Indonesia Asahan Alumunium (Persero) on December 21<sup>st</sup>, 2021 and on January 11<sup>th</sup>, 2022, respectively, and on Nomination for Appointments of the Members of the Board of Commissioner and Governance, Nomination and Remuneration Committee, which was received by the Company from Vale Canada Limited on December 27<sup>th</sup>, 2021, the Company propose to the shareholders the appointments of:

- (i) Deshnee Naido as President Commissioner;
- (ii) Hendi Prio Santoso as Vice President Commissioner,
- (iii) Dadan Kusdiana as Commissioner; and
- (iv) Fabio Ferraz as Commissioner,

effective from the closing of the Meeting until the closing of the 2024 Annual General Meeting of Shareholders.

**2<sup>nd</sup> Agenda : Confirmation of Tenure of the Independent Commissioner**

This agenda item is tabled by considering Chapter III paragraph 6 of Charter of the Board of Commisssoners. Following approval of the Board of Commissioner of the Company pursuant to the recommendation of the Governance, Nomination and Remuneration Committee of the Company,

PT Vale Indonesia Tbk

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Makassar: Jl. Somba Opu No. 281, Makassar 90113, Indonesia. T. (62) 411 366 9000 F. (62) 411 366 9020

Sorowako: Main Office Plant Site Sorowako, Luwu Timur 92984, Indonesia. T. (62) 475 332 9100 F. (62) 475 332 9575

[www.vale.com/indonesia](http://www.vale.com/indonesia)

maximum service period applicable to the Independent Commissioners, is amended from 65 years to 75 years. The 2021 Annual General Meeting of Shareholders has approved the re-appointment of Raden Sukhyar for a 1-year period and which term will expire at the closing of the 2022 Annual General Meeting of Shareholders. Given the amendment to the Charter of the Board of Commissioners, the Company propose to the shareholders the conformation of tenure of Raden Sukhyar from a 1-year period to a 3-year period, which will render his tenure to expire at the closing of the 2024 Annual General Meeting of Shareholders.



## Meeting Arrangement

### A. General Provision

1. The Company will not send separate invitation letters to shareholders. Pursuant to Article 22 Paragraph 7 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 serves as a formal invitation to shareholders. This invitation can be accessed via the Company's website at [www.vale.com/indonesia](http://www.vale.com/indonesia) and eASY.KSEI application.
2. Shareholders who are entitled to attend/be represented by proxies at the Meeting are:
  - a. shareholders with scripted shares who are registered in the Company's Register of Shareholders as of 4.15 PM Western Indonesia Time on December 27<sup>th</sup>, 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 December 27<sup>th</sup>, 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.
3. Referring to OJK Regulation No. 16/POJK.04/2020 on Implementation of 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 item 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 item 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 their proxies and cast votes in the Meeting, on the following terms:

  - a. The shareholders with scripted shares who are entitled to attend the Meeting, may grant their proxies to an independent party by completing the proxy form which can be downloaded via the Company's website at [www.vale.com/indonesia](http://www.vale.com/indonesia), on the following terms:
    - (i) 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;
  - (iii) Proxy forms of shareholders which are executed overseas must be legalized by local public notaries and the official representative Embassy/Consulate Offices 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 at the latest by January 18<sup>th</sup>, 2022 at 5 PM Western Indonesian Time or 1 business day prior to the date of the Meeting via email to [ptvi-corpsec@vale.com](mailto:ptvi-corpsec@vale.com) or to PT Bima Registra, having its registered address at Satrio Tower, Jl. Prof. Dr. Satrio Blok C4, Lantai 9 A2, Kuningan, Setiabudi, Jakarta 12950, email: [rups@bimaregistra.co.id](mailto:rups@bimaregistra.co.id), website: [www.bimaregistra.co.id](http://www.bimaregistra.co.id);
  - (v) Proxies 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 appointments of the Board of Directors and the Board of Commissioners; or
- b. The shareholders with shares currently under deposit in the Collective Depository of KSEI or scripless and entitled to attend the Meeting, may grant their proxies electronically (*e-proxy*) via eASY.KSEI platform at <http://akses.ksei.co.id> facilitated by KSEI. E-proxy menu option is available and accessible via [ksei.co.id](http://ksei.co.id) by using AKSes KSEI of the shareholder as securities sub-account in the Collective Depository of KSEI, at the latest January 18<sup>th</sup>, 2022 at 12 PM Western Indonesia Time 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. A party 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 observe other provisions as stipulated in POJK 15/2020.
5. In connection with the issuance of KSEI's Director Circular 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, including the curriculum vitae of the prospective commissioner, are available for download in the Company's website at [www.vale.com/indonesia](http://www.vale.com/indonesia) or via QR Code in this invitation, and in KSEI's website/eASY.KSEI application since the date of this invitation to the date of the Meeting.
  7. 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 ([https://easy.ksei.co.id/egken/Education\\_global.jsp](https://easy.ksei.co.id/egken/Education_global.jsp)).
  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 proxies registered in eASY.KSEI application at the latest on the cut-off date set forth in item 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 (<http://akses.ksei.co.id/>).
2. GMS capacity is limited to the first 500 participants. The shareholders or their proxies who are not participants that can watch the Meeting shall be considered as electronic attendants in the Meeting, and their shareholdings 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 proxies are advised to use the Mozilla Firefox browser.

Jakarta, December 28<sup>th</sup>, 2021  
The Board of Directors

