



**RULES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT VALE INDONESIA TBK**

PT Vale Indonesia Tbk ("**Company**") is holding an Annual General Meeting of Shareholders ("**Meeting**") on:

Day : Friday
Date : May 5th, 2023
Time : 14.00 WIB – finish

Referring to Financial Services Authority ("**OJK**") Regulation Number 15/POJK.04/2020 regarding Plans and Organizing of a General Meetings of Shareholders of Public Companies ("**POJK 15**") and OJK Regulation Number 16/POJK.04/2020 regarding Electronic General Meeting of Shareholders of Public Companies, the recent situation of Covid-19 pandemic in Jakarta, the Meeting is held electronically through the Electronic General Meeting System at <https://easy.ksei.co.id/egken> ("**eASY.KSEI**") provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**") and also physically which allows the physical attendance of the shareholders and/or their authorized proxy.

LANGUAGE

This Meeting will be conducted in Bahasa Indonesia and the English translation will be simultaneously projected in the screen.

MEETING PARTICIPANTS

1. Shareholders who are entitled to attend or to be represented by proxy at the Meeting and cast a vote in the Meeting are shareholders who are registered in the Company's Register of Shareholders as of 4:00 P.M. Western Indonesia Time on April 5th, 2023 or who are registered in the Register of Shareholders issued by KSEI at the market closing on April 5th, 2023.
2. Only shareholders and/or their authorized proxy have the right to submit questions and vote in the Meeting.

ATTENDANCE QUORUM

1. In accordance with the provisions of the Company's Articles of Association, the Meeting will be lawful and may be conducted if it is attended by shareholders and/or their authorized proxies who jointly represent 1/2 (one-half) of total issued shares of the Company with valid voting rights.
2. If the Shareholders or their authorized proxies cast their vote through e-voting prior to the Meeting in accordance with the prevailing laws and regulations, thus the shareholders or their authorized proxies will be considered as present at the Meeting.
3. Shareholders and/or their authorized proxies can only register 1 (one) time through eASY.KSEI application and is entitled to watch the Meeting through the AKSes.KSEI facility application (<https://access.ksei.co.id/>) by selecting *Tayangan RUPS*.
4. The registration for shareholders and/or their authorized proxies who would like to physically attend the Meeting will start 2 hours before the Meeting and end 30 minutes before the Meeting. The shareholders and/or their authorized proxies who arrive when the registration was closed will be unable to attend the Meeting physically.

QUESTIONS AND ANSWERS

1. Chair of the Meeting shall give the opportunity to the shareholders and/or their authorized proxies to ask questions and/or give opinions limited to matters related to agenda item of the Meeting and to be delivered briefly and straight to the point.
2. Shareholders and/or their authorized proxies participating electronically in the Meeting via eASY.KSEI application can ask questions and/or give opinions via chat room in 'Electronic Option' column available in the E-meeting Hall screen provided in the eASY KSEI application, by mentioning their full name and number of share ownership. Questions and/or opinions can be submitted as long as the General Meeting Flow Text column status is 'discussion started for agenda item'.
3. Q&A features (e.g., raise hand) provided in the Zoom webinar will be deactivated, so that the questions and/or opinions can only be submitted through eASY.KSEI application.
4. For shareholders and/or their authorized proxies who physically attend the Meeting and would like to submit their questions, it is required to submit it in written in the question form by stating name, company's name (if the shareholder attend and represent the Company as shareholder) and the amount of shares owned and/or represented. On the Q&A session, shareholders may raise their hand and submit the question form to the Notary to enable the Notary to verify whether the shareholders have the right to attend and raise question in the Meeting. If the Notary confirm, then he/she will deliver the question to the Chair for further verification.

5. After the question verified by the Chair, he shall determine whether the question related to the agenda being discussed. Chair or other person assigned by the Chair shall read and respond to the question.
6. For the efficient of time, questions and answers session shall be limited to maximum of 2 (two) questions and/or 10 minutes. The Chair of the Meeting have the right to determine which questions to be answered in the Meeting. Other questions who have not been responded in the Meeting will be responded in written after the Meeting.

RESOLUTIONS AND VOTING PROCEDURES

1. Meeting's resolutions will be adopted on the basis of consensus.
2. Each share shall give a right to its owner to issue 1 (one) vote.
3. In accordance with the provision of the Articles of Association, resolutions will be adopted if it is approved by more than $\frac{1}{2}$ (one-half) of the total votes validly casted in the Meeting.
4. During the voting session, shareholders/ their lawful proxy who would like to cast the vote "NOT APPROVE" and/or "ABSTAIN" may raise their hand to enable our officer to collect the shareholders registration card.
5. Our officer shall scan the registration card which show the electronic record of the amount of shares owned by the shareholders who have the right to cast their vote.
6. After the calculation of disagree and abstain votes have been calculated, the Notary will show the voting results through the screen.
7. Shareholder who gives a blank vote (abstain) shall be considered to cast the same vote as the majority vote casted at the Meeting. Further, pursuant to Article 11 paragraph (6) of POJK 16, shareholders with lawful voting rights present electronically in the Meeting but not casting their vote or cast an "Abstain" vote, will be considered present at the Meeting and pass the same vote as the majority shareholders who cast their vote and counted as the majority vote of shareholders.
8. The voting duration is a maximum of 5 minutes and, at the end of the voting session, the Notary will convey the voting result to the Meeting.

ELECTRONIC VOTING

1. Shareholders and/or their authorized proxies who have registered through eASY.KSEI application will receive a link through the registered email which has been registered by the Shareholders and/or their authorized proxies to go to the electronic voting platform.

2. Shareholders and/or their authorized proxies can access the voting platform electronically and cast their voting rights on that platform starting from April 6th, 2023 until the opening of agenda item.
3. Shareholders and/or their authorized proxies can vote for agenda item of the Meeting which requires the approval of the Meeting by selecting "AGREE", "NOT APPROVE", or "ABSTAIN" in the available column.
4. Following discussion of agenda of the Meeting, Chair of the Meeting will provide sufficient time for shareholders and/or their authorized proxies to exercise and cast their vote.
5. The procedure for voting electronically can be seen on the Company's website or KSEI website.

GMS WEBINAR

1. Shareholders registered in eASY.KSEI within the pre-determined time limit could watch the Meeting through Zoom Webinar by accessing eASY.KSEI menu, "Tayangan RUPS" submenu available in AKSes facility (<https://akses.ksei.co.id/>).
2. "Tayangan RUPS" has maximum capacity of up to 500 (five hundred) participants on first come first serve basis.
3. Shareholders who could not watch the Meeting through "Tayangan RUPS" shall be considered to lawfully attend the Meeting electronically, its share ownership and vote are also calculated in the Meeting, to the extent the shareholders have declared their attendance in eASY.KSEI.
4. Shareholders watching the Meeting through "Tayangan RUPS", but do not declare their attendance in eASY.KSEI, shall not be calculated in the attendance quorum of the Meeting.

Other matters which have not been stipulated herein shall be further determined by the Chair of the Meeting by adhering the Articles of Association and the prevailing laws and regulations. Shareholders/their lawful proxy who attend the Meeting through online or physically must comply with this Rules or anything that shall determined further by the Chair of the Meeting.