

EXPLANATION OF AGENDA
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT UNILEVER INDONESIA TBK

With respect to the execution of the Annual General Meeting of Shareholders of PT Unilever Indonesia Tbk (“**Company**”) on day/date Friday, 24 July 2020 (“**Meeting**”), the Company has announced in the newspaper of Bisnis Indonesia and Investor Daily:

1. Announcement of Meeting on 10 June 2020,
2. Summon or Invitation to attend the Meeting on 25 June 2020.

Hereinafter, considering:

- Regulation Of The Financial Services Authority Of The Republic Of Indonesia Number 15/POJK.04/2020 On The Planning and Organization Of General Meetings Of Shareholders By Publiclytraded Companies,
- Regulation Of The Financial Services Authority Of The Republic Of Indonesia Number 16/POJK.04/2020 On The Implementation Of Electronic General Meeting Of Shareholders By Publiclytraded Companies,
- ASEAN Corporate Governance Scorecard issued by ASEAN Capital Market Forum related to the right of Shareholders and principle of disclosure and transparency.

The Company hereby would like to submit the Agenda of the Meeting as follows:

First Agenda

Approval of the Financial Statement of the Company and approval of the Annual Report of the Company including the report on the supervisory duties of the Board of Commissioners of the Company for the accounting year ended on 31 December 2019

1. Background

The Company’s annual report and financial statements for each financial year must be approved and ratified by the Annual General Meeting of Shareholders.

Refer to the provision of Article 10 and Article 11 of the Article of Association of the Company *juncto* Article 66, Article 67, Article 68 and Article 69 Law No. 40 Year 2017 regarding Limited Liability Company (“UUPT”).

2. **Explanation**

The Company’s Annual Report and Financial Statement which will be approved and ratified in the Meeting are for the accounting year ended on 31 December 2019. The Approval and the ratification of Annual Report and Company’s Financial Statement for that financial year will be carried out by the Meeting with due regard to the provision of Article 10 and Article 11 of the Article of Association of the Company *juncto* Article 66, Article 67, Article 68, and Article 69 UUPT.

The Annual Report of the Company for the accounting year ended on 31 December 2019 including the supervisory report of the Board of Commissioners of the Company for financial year ended on 31 December 2019 and financial statement of the Company for the accounting year ended on 31 December 2019 which has been audited by Public Accountant Siddharta Widjaja & Partner, member of KPMG as contained in the independent auditor’s report, dated 29 January 2020, number 00011/2.1005/AU.1/04/0847-3/1/I/2020 with unmodified opinion, in all material respects.

In this Agenda, the Company will submit to the Meeting to approve the Company’s annual report for the accounting year 2019 and to ratify the financial statements and reports of the supervisory duties of the Board of Commissioners of the Company for the accounting year 2019.

3. **Data/Supporting Material**

Annual Report of the Company 2019 can be downloaded from website of the Company. Further information please refer to the following link <https://www.unilever.co.id/investor-relations/publikasi-perusahaan/laporan-tahunan.html>

Second Agenda

Determination of the appropriation of the profit of the Company for the accounting year ended on 31 December 2019

1. **Background**

The profit recorded by the Company every year shall be determined for its use. Profit to be determined by the Meeting is profit as recorded in the Company's Financial Statements which have been approved in the first agenda of the Meeting.

2. **Explanation**

The determination of the use of the Company's profits will be carried out based on the Meeting decision by taking account to the provision of Article 26 of the Article of Association of the Company *juncto* Article 70 and Article 71 UUPA. The use of Company's net profit for accounting year ended on 31 December 2019 as stated in Financial Statement which were approved in the first agenda will be proposed based on the decision of the Company's Board of Directors Meeting, in which proposal will include the amount to be set aside as a reserve fund and a proposal regarding the amount of dividends to be distributed.

The Company's net profit for the accounting year ended on 31 December 2019 is Rp 7.392.837.000.000 (Seven trillion three hundred ninety two billion eight hundred thirty seven million Rupiah). The Company has distributed interim dividends on 18 December 2019.

In this Agenda, the Company will propose to the Meeting to approve the use of the remaining net profit of the Company after deducting the interim dividend for the accounting year ended on 31 December 2019.

3. **Data/Supporting Material**

Annual Report of the Company 2019 can be downloaded from Company's website. Further information please refer to the following link <https://www.unilever.co.id/investor-relations/publikasi-perusahaan/laporan-tahunan.html>

Third Agenda

Approval of the proposal on the designation of a Public Accountant to audit the books of the Company for the accounting year ended on 31 December 2019 and determination of the honorarium of such Public Accountants and other terms of their designation

1. **Background**

The company's financial statement shall be audit annually by public accountants and at the Meeting will be proposed designation of the public accountant to audit Company's financial statement for the accounting year ended on 31 December 2020.

2. Explanation

Appointment of public accountant to audit the financial statements of the Company for the accounting year that will end on 31 December 2020 need to be carried out by decision of the Meeting as required in Article 11 paragraph 2 letter (d) of the Article of Association of the Company *juncto* Article 68 UUPT, which is in essence the Board of Directors shall to submit financial statements to the Public Accountant designated by the Meeting for inspection.

Regarding the criteria for the appointed public accountant will refer to Article 16 paragraph 1 POJK Number 13/POJK.03/2017 On Utilization Of The Services Of Public Accountant And Public Accounting Firm In Financial Services Activities, provides that the use of audit services on annual historical financial information from the same Public Accountant is a maximum of 3 (three) consecutive financial reporting years, where the Company needs to appoint and use the services of other Public Accountants.

The Company proposes to the Shareholders to appoint Public Accountant firm of Budi Susanto, with Public Accountant License No. AP.0302 from Public Accountant Firm of Siddharta Widjaja, member of KPMG to audit/examination the books or record of the Company for the accounting year ended on 31 December 2020.

3. Data/Supporting Material

Profile of Public Accountant Firm can be downloaded, please please refer to the following link <https://home.kpmg/id/en/home.html>

Fourth Agenda

a. Approval of the proposal reappointment the composition of the Board of Directors and change in the composition of Company's Board of Directors and Board of Commissioners.

b. Determination of remuneration of the members of the Board of Directors and the Board of Commissioner of the Company for the accounting year ended on 31 December 2020.

- a. Approval of the proposal reappointment of members of the Board of Directors and change in the composition of Company's Board of Directors and Board of Commissioner.

1. Background

It will be proposed to the Meeting to appoint a new Director and a new Independent Commissioner. The term of office of the members of the Company's Board of Directors will end when the closing of the Meeting, therefore, beside the appointment of a new Director, it will also be proposed to re-appoint the members of the Directors currently in office.

Refer to (i) provision of Article 3, Article 7, Article 21 and Article 23 POJK No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Issuer of Public Company and (ii) Article 19 paragraph 2 of the Article of Association of the Company provides that members of the Board of Directors/Board of Commissioners are appointed and dismissed by the Meeting. The appointment is to be effective on the date specified in the Meeting where he/they appointed, and terminated at the closing of the third (3) Annual General Meeting of Shareholders after the date of their appointment.

2. Explanation

The appointment of a new Director and Independent Commissioner of the Company will be carried out with refer to the provisions of:

- (i) Article 3, Article 7, Article 21, and Article 23 POJK No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Issuer of Public Company; and
- (ii) Article 19 paragraph 2 of the Article of Association of the Company.

The Company in accordance with the recommendations of Nomination Committee and Remuneration Committee will propose to the Meeting to appoint Mr. Badri Narayanan as a new Company's Director. Profile of Mr. Badri Narayanan can be seen on below link <https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html>

The Company also proposed to the Meeting to appoint Mr Ignasius Jonan as a new Independent Commissioner, also in accordance with the recommendations of Nomination Committee and Remuneration Committee. Profile of Mr. Ignasius Jonan can be seen on below link <https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html>

Mr. Ignasius Jonan, according to the latest paragraph of Article 22 paragraph 2 of the Article of Association of the Company, will be proposed to appoint as a new Company's Independent Commissioner for a period that is the remaining term of office of the Company's Board of Commissioners remaining members, namely until the closing of the Annual General Meeting of Shareholders in 2021.

- b. Determination of remuneration of the members of the Company's Board of Directors and Board of Commissioners for the accounting year ended on 31 December 2020.

1. Background

The amount of salary or honorarium and allowances for members of the Board of Directors and Board of Commissioners for accounting year ended on 31 December 2020 need to be determined based on a Meeting decision.

2. Explanation

The determination of salary or honorarium and allowances for members of the Board of Directors and Board of Commissioners will be carried out with taking account to the provision of Article 19 paragraph 6, Article 22 paragraph 5 of the Article of Association of the Company *juncto* Article 96 and Article 113 UUPT.

In this Agenda, the Company will propose to the Meeting to approve as follows:

- 1) To grant full power and authority to the President Commissioner of the Company to determine the amount of honorarium for the members of the Company's Board of Commissioners for the accounting year ended on 31 December 2020 and details of the allocation of shares to each member of the Company's Board of Commissioners;
- 2) To grant full power and authority to the Board of Commissioners of the Company to determine the amount of remuneration of members of the Company's Board of Directors for the accounting year ended on 31 December 2020 and details of the allocation of shares for each members of the Board of Directors of the Company.

Additional Information

In addition to this explanation and detail information related to the mentioned above, please refer to information, data and documents that has been provided as follows:

Reference Link:

Profile / Curriculum Vitae of The Candidate Member of Commissioner	https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html
Profile / Curriculum Vitae of The Candidate Member of Director	https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html
Power of Attorney to attend the Meeting	https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html
Rules Of Meeting	https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html
Proposal and Agenda of Meeting	https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html

As a prevention measure for the spread of the COVID-19 outbreak and by considering the direction of the government to impose social restrictions, the Company strongly urges Shareholders to attend electronically by authorizing electronically through KSEI's Electronic General Meeting System (“eASY.KSEI”) which will be provided by KSEI to the Securities Administration Bureau appointed by the Company as an electronic proxy mechanism.

The Company ensures Shareholders who are unable to attend or choose not to attend the Meeting may exercise their rights by granting power of attorney (to attend and cast their votes on each agenda of the Meeting) to an independent which is the Company's Securities Administration Bureau, namely PT Sharestar Indonesia (“BAE”) by completing the Power of Attorney form that has been uploaded on the Company's website and can be downloaded at the following link <https://www.unilever.co.id/>. The original power of attorney that has been accompanied by a copy of ID Card or other identification from the grantor, please send it to the BAE office address at Berita Satu Plaza, 7th Floor, Jl. Jend. Gatot Subroto Kav. 35-36, Jakarta 12950, Indonesia; Telp.: Tel. +6221 5277966, Fax.: +6221 527 7967 , E-mail: Sharestar.indonesia@gmail.com ("BAE Office"), no later than 3 (three) working days prior to the Meeting, which is on 21 July 2020 at the latest at 16.00 WIB.

Tangerang, 25 June 2020

PT Unilever Indonesia Tbk

Board of Directors