

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

With respect to the execution of the Annual General Meeting of Shareholders (“**Meeting**”) of PT Unilever Indonesia Tbk (“**Company**”) on day/date Wednesday, 23 May 2018, the Company has announced in the newspaper of Bisnis Indonesia and Investor Daily, the following:

- Announcement of Meeting on 2 April 2018.
- Summon or Invitation to attend the Meeting on 24 April 2018.
- Invitation Revision on 28 April 2018.

Hereinafter, considering:

- Financial Service Authority Regulation No. 32/POJK/04/2014 regarding the Planning and Execution of Shareholders Meeting of Public Company;
- Financial Service Authority Regulation No. 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of the Issuer or Public Company;
- 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 2017

1. Background

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

Annual Report of the Company for the accounting year ended 31 December 2017 including

the supervisory report of the Board of Commissioners of the Company for financial year ended on 31 December 2017 and financial statement of the Company for the accounting year ended on 31 December 2017 which has been audited by Public Accountant Siddharta Widjaja & Rekan, member of KPMG member of KPMG as contained in the independent auditor's report, dated 26 February 2018, number L.17-0564-18/II.26.002 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 2017 and to ratify the financial statements and reports of the supervisory duties of the Board of Commissioners of the Company for the accounting year 2017.

3. **Data/Supporting Material**

Annual Report of the Company 2017 can be downloaded from website of the Company. Further information please [click here](#)

Second Agenda

Determination of the appropriation of the profit of the Company

1. **Background**

Refer to the Article 20 paragraph 2 letter (b) and Article 25 of the Article of Association of the Company juncto Article 70 and Article 71 UUPT, the appropriation of the profit earned by the Company in a book year as stated in the balance sheet and income statement that has been authorized by Meeting used according to the use of net income by decision of Meeting. The Company may distribute dividends if the Company has positive retained earnings, subject to the applicable provisions.

2. **Explanation**

The Company's net profit for the accounting year ending 31 December 2017 is Rp7.004.562.000.000,- (seven trillion four billion five hundred and sixty two million

Rupiah). The Company has distributed interim dividends in the amount of Rp 410,- (*Four Hundred Ten Rupiah*) per share or in total in the amount of Rp. 3.128.300.000.000 (*Three Trillion One Hundred Twenty Eight Billion Three Hundred Million Rupiah*) on 20 December 2017.

In this Agenda, the Company will propose to the Meeting to approve the use of the remaining net income of the Company after deducting the interim dividend for the accounting year ended on 31 December 2017 in the amount of Rp.505,- (*Five hundred Five Rupiah*) per share or in total in the amount of Rp3.853.150.000.000 (*Three Trillion Eight Hundred Fifty Three Billion One Hundred Fifty Million Rupiah*)

3. **Data/Supporting Material**

Annual Report of the Company year 2017 can be downloaded in website of the Company. More information can be seen on [click here](#).

Third Agenda

Approval of the proposal on the designation of a Public Accountant to audit the books of the Company for the accounting year ending on 31 December 2017 and determination of the honorarium of such Public Accountants and other terms of their designation

1. **Background**

Refer to Article 11 paragraph 2 letter (d) of the Article of Association of the Company juncto Article 68 UUPT, the Board of Directors of the Company is required to submit the financial statements to the public accountant appointed by the Meeting for reviewed.

Refer to Article 11 Government Regulation (PP) No. 20 year 2015 on Public Accountant Practices, provides that the provision of audit services to historical financial information to an entity by a Public Accountant is limited to a maximum of 5 (five) consecutive year books, where the Public Accountant of Siddharta Widjaja & Rekan, member of KPMG has audited the financial statements of the Company for 3 (three) years consecutive accounting year, so that it can still be reappointed.

2. **Explanation**

The Company proposes to the Shareholders to reappoint Kartika Singodimejo, S.E., CPA dengan Izin Akuntan Publik No. AP. 0847 from Public Accountant firm of Siddharta Widjaja

& Rekan, member of KPMG to audit/examination the books record of the Company for the accounting year ending on 31 December 2019.

3. Data/Supporting Material

Profile of Public Accountant from Public Accountant firm can be seen from website of Public Accountant [click here](#)

Fourth Agenda

- a. Reappointment and appointment of members of the Board of Commissioners and change in the composition of Board of Directors of the Company.
- b. Determination of remuneration of the members of the Board of Directors and the Board of Commissioner of the Company for the accounting year ending on 31 December 2018

Reappointment and appointment of members of Commissioners and change in the composition of Board of Directors of the Company

1. Background

Refer to (i) provision of Article 3 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 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 term of office of the current Board of Commissioners will be ended at the Meeting 2018 and the term of office of Mr. Cyrillus Harinowo in accordance with the Article of Association will be ended at the Meeting 2018 because he has already hold 2 (two) consecutive periods. In connection with this, the Company in accordance with the recommendations of Nomination Committee and Remuneration Committee propose to the Meeting to appoint Mr. Alexander Rusli as a new Independent Commissioner and to reappoint the current member of the Board of Commissioner effective since the closing of this Meeting.

In addition, Mr. Tevilyan Yudhistira Rusli has been submitted his intention to resign from this Company. This Company in accordance with the recommendation of the Nomination Committee and Remuneration Committee will propose to the Meeting to appoint Mr. Vikram Kumaraswamy as the new Director of the Company. Complete profile of Mr. Vikram Kumaraswamy can be seen at [click here](#).

Determination of remuneration of the members of the Board of Directors and the Board of Commissioner of the Company for the accounting year ending on 31 December 2018

1. **Backgroun**

Refer to Article 19 paragraph 6, Article 22 paragraph 5 of the Article of Association of the Company *juncto* Article 96 and Article 113 UUPT, Meeting determine the amount of salary and allowances and/or income for members of the Board of Directors and salaries and/or honorarium and other allowances for members of the Board of Commissioners.

2. **Explanation**

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 honorarium for the members of the Board of Commissioners of the Company for the accounting year ending on 31 December 2018 and details of the allocation of shares to each member of the Board of Commissioners of the Company.
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 Board of Directors of the Company for the accounting year ending on 31 December 2018 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 www.

Meeting Location:



Jl. BSD Boulevard
Green Office Park Kav. 3
BSD City Tangerang 15345

Schedule of Shuttle Bus:

Pick Up Point		Time	Pick Up Point	
Morning Session				
1.	Rawabuntu – Grha Unilever	Medium 1	9:30	At the front of STIKBA, approximately 20m to the nearest gas station
		Medium 2	9:45	
		ELF	10:00	
Afternoon Session				
2.	Grha Unilever - Rawabuntu	Medium 1	11:45	At the front of Grha Unilever – East Lobby head to Rawa Buntu Station
		Medium 2	12:00	
		ELF	12:15	

Tangerang, 23 May 2018
PT Unilever Indonesia Tbk
Board of Directors