

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

In connection to the Annual General Meeting of Shareholders of PT Unilever Indonesia Tbk (“**Company**”) event that planned to be held on Thursday, 27<sup>th</sup> May 2021 (“**Meeting**”), the Company has announced in the daily newspapers of Bisnis Indonesia and Investor Daily:

1. Announcement of Meeting on 13<sup>th</sup> April 2021,
2. Notice or Invitation to attend the Meeting on 28<sup>th</sup> April 2021.

Furthermore, considering the following matters:

- Articles of Association of the Company
- Regulation of The Financial Services Authority of The Republic of Indonesia Number 15/POJK.04/2020 On the Planning and Implementation of General Meetings of Shareholders of Public 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 convey 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 31st December 2020.**

**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 Statements to be approved and ratified in the Meeting are for the financial year ended on 31st December 2020. Approval and ratification of the Company's Annual Report and Financial Statements for the period of the financial year will be conducted by the Meeting, by taking into account the provisions of Article 10 and Article 11 of the Company's Articles of Association *juncto* Article 66, Article 67, Article 68, and Article 69 of the UUPT.

The Company's Annual Report for the financial year ended 31st December 2020 includes, among others, the Company's Board of Commissioner supervisory duties report for the financial year ended 31st December 2020 and the Company's Financial Statements for the financial year ended on 31st December 2020 that have been audited by Public Accounting Firm Siddharta Widjaja & Rekan, KPMG member firm as reflected in the Independent Auditor's Report, dated 3rd February 2021, Number 00012/2.1005/AU.1/04/0302-1/1/II/2021.

In this agenda, the Company will propose to the Meeting to approve the Company's Annual Report for the financial year ended on 31st December 2020 and ratify the Financial Statements and supervisory duties of the Board of Commissioners for the financial year ended on 31st December 2020.

### **3. Data/Supporting Material**

The Company's Annual Report and Financial Statements for the financial year ended on 31st December 2020 can be downloaded from the Company's website. Further information can be seen at the following link: <https://www.unilever.co.id/investorrelations/publikasi-perusahaan/laporan-tahunan.html>

## **Second Agenda**

### **Determination of the appropriation of the profit of the Company for the accounting year ended on 31<sup>st</sup> December 2020.**

#### **1. Background**

The profit recorded by the Company every year shall be determined for its use and approved by Annual General Meeting of Shareholders. 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.

Taking into account the provisions of Article 10, Article 11 and Article 26 of the Article of Association of the Company *juncto* Article 70 and 71 UUPT.

#### **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 UUPT.

The use of Company's net profit for accounting year ended on 31st December 2020 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 financial year ended on 31st December 2020 was Rp 7,163,536,000,000 (seven trillion one hundred sixty-three billion five hundred and thirty-six million Rupiah). The Company has distributed an interim dividend of Rp3,319,050,000,000.00 (three trillion three hundred nineteen billion fifty million rupiah) on 17<sup>th</sup> December 2020.

In this agenda, the Company will propose to the Meeting to approve the use of the Company's remaining net profit after deducting the interim dividend for the financial year ended on 31st December 2020.

#### **3. Data/Supporting Material**

The Company's Annual Report and Financial Statements for the financial year ended on 31st December 2020 can be downloaded from the Company's website. More information can be found on: <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 and/or Public Accountant Firm to audit the books of the Company for the accounting year ended on 31<sup>st</sup> December 2021 and determination of the honorarium of such Public Accountants and other terms of their designation.**

#### **1. Background**

The Company's financial statement shall be audited annually by public accountants and at the Meeting, it will be proposed designation of the public accountant to audit Company's financial statement for the accounting year ended on 31<sup>st</sup> December 2021.

Taking into account the provisions of Article 10, Article 11 and Article 68 of the Article of Association of the Company *juncto* number 2(b) Bapepam-LK Regulations X.K.2.

#### **2. Explanation**

The appointment of a Public Accountant to audit the Company's Financial Statements for the financial year ended on 31<sup>st</sup> December 2021 needs to be made based on the resolution of the Meeting as required in article 11 of the Company's Articles of Association *juncto* Article 68 of the Law *juncto* Number 2(b) of Bapepam-LK X.K.2 Regulation, which in essence the Board of Directors of the Company is obliged to submit the Annual Financial Report to the Public Accountant appointed by the Meeting to be further examined.

Regarding the criteria of the appointed Public Accountant, the Company will taking into account the provisions of Article 16 paragraph 1 POJK No. 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accounting Firm in Financial Services Activities, which stipulates that the use of audit services on annual historical financial information of the same Public Accountant may no later than 3 (three) consecutive years of reporting books, where the use of public accountant services of the Company's Financial Statements to be submitted by the Company as stated below is only 1 (one) financial year, so that it can still be reappointed.

The Company proposes to shareholders to re-appoint Public Accountant Budi Susanto with Public Accountant License No. AP.0302 from Public Accounting Firm Siddharta Widjaja and Rekan, KPMG member firm, to conduct audit/examination of the Company's books or records for the financial year ended on December 31, 2021.

#### **3. Data/Supporting Material**

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

### **Fourth Agenda**

- a. Affirmation of the expiration of the term of office of the members of the Board of Commissioners of the Company, also appointment and re-appointment of the members of the Board of Commissioners of the Company.
- b. The determination of remuneration of the Board of Directors and the Board of Commissioners of the Company for the accounting year ended on 31<sup>st</sup> December 2021.

- a. Affirmation of the expiration of the term of office of the members of the Board of Commissioners of the Company, also appointment and re-appointment of the members of the Board of Commissioners of the Company.

1. **Background**

The term of office of the current members of the Board of Commissioners of the Company will end at the closing of the Meeting. Therefore, it will be proposed to the Meeting to re-appoint Mr. Hemant Bakshi as President Commissioner of the Company, Mr. Alexander Rusli as Independent Commissioner of the Company, Mr. Ignasius Jonan as Independent Commissioner of the Company, Mrs. Debora Herawati Sadrach as Independent Commissioner of the Company, and appointed two new Independent Commissioners, namely Mrs. Alissa Wahid and Mr. Fauzi Ichsan. The profile of members of the Board of Commissioners to be proposed for re-appointment as well as the profile of Mrs. Alissa Wahid and Mr. Fauzi Ichsan who are proposed as candidates for the new Independent Commissioners of the Company can be accessed on the Company's Website with the following links:

<https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html>.

The proposed appointment of Mrs. Alissa Wahid and Mr. Fauzi Ichsan is in accordance with the recommendations of the Board of Commissioners made based on the recommendations of the Company's Nomination and Remuneration Committee.

In accordance with the provisions of Article 21 and Article 23 of POJK No. 33/POJK.04/2014 concerning The Board of Directors and Board of Commissioners of Issuers or Public Companies, as well as Article 22 paragraph 2 of the Articles of Association of the Company stipulate that members of the Board of Commissioners are appointed and dismissed by the Meeting. The appointment is effective from the date specified in the Meeting on which he/she is appointed, and the term of office will be ended at the closing of the 3rd Annual Meeting after the date of their appointment.

2. **Explanation**

The appointment of a new Independent Commissioner of the Company and re-appointment of the members of the Commissioners that will be ended their terms of office, will be carried out with refer to the provisions of:

- (i) 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 22 paragraph 2 of the Article of Association of the Company.

- 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<sup>st</sup> December 2021.

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<sup>st</sup> December 2021 need to be determined based on a Meeting decision.

Considering the provisions of Article 19 Paragraph 6, Article 22 Paragraph 5 of the Article of Association of the Company *juncto* Article 96 and Article 113 UUPT.

## 2. Explanation

Determination of salaries or honorarium and allowances for members of the Board of Directors and Board of Commissioners of the Company will be carried out with regard to the provisions of Article 19 paragraph 6, Article 22 paragraph 5 of the Articles of Association juncto Article 96 and Article 113 of UUPT.

In this agenda, the Company will propose to the Shareholders to approve the following:

1. Determine the amount of honorarium of members of the Board of Commissioners of the Company for the financial year that will end on 31<sup>st</sup> December 2021, and give full power and authority to the President Commissioner of the Company to determine the details of its allocation for each member of the Board of Commissioners of the Company;
2. To give 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 financial year ended on 31<sup>st</sup> December 2021 and the details of its allocation for each member of the Board of Directors of the Company.

### **Additional Information:**

In addition to the explanations and data related to the above matters, please refer to the data and documents that we have provided, which are as follows:

### **Important link :**

Profile / Curriculum Vitae of The Candidate Member of Commissioner and Independent Commissioners	<a href="https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html">https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html</a>
Power of Attorney to attend the Meeting	<a href="https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html">https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html</a>
Procedural Rules of the Meeting	<a href="https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html">https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html</a>

As a preventive measure and prevention of the spread of the COVID-19 outbreak, and taking into account the government's directive to impose social restrictions, the Company strongly urges shareholders to attend electronically by electronically authorizing through KSEI's Electronic General Meeting System facility ("eASY.KSEI") provided by KSEI to the Securities Administration Bureau appointed by the Company, namely the Company's Securities Administration Bureau, PT Sharestar Indonesia ("BAE"), as an electronic power-granting mechanism.

The Company ensures that Shareholders who are unable to attend or choose not to attend the Meeting may still exercise their rights by granting power of attorney (to attend and voting on any agenda of the Meeting) to the appointed party or the independent party provided by the Company, namely BAE, by filling out the Power of Attorney form that has been uploaded on the Company's website and can be downloaded at the link as follows <https://www.unilever.co.id/>.

The original power of attorney that has been completed with a photocopy of ID card or other ID from the authorizer should be sent to BAE which is located at Berita Satu Plaza, 7th Floor, Jl. Jend. Gatot Subroto Kav. 35-36, Jakarta 12950, Indonesia; Phone: +6221 5277966, Fax:+6221 527 7967, E-mail: [Sharestar.indonesia@gmail.com](mailto:Sharestar.indonesia@gmail.com) ("BAE Office"), no later than 3 (three) business days before the Meeting is held, i.e. 24<sup>th</sup> May 2021 at the latest at 16.00 WIB.

Please refer to the announcement of the Notice of the Meeting and the Procedural Rules of Meeting for further information on the provisions of attendance in the Meeting and the granting of power of attorney (both electronically and conventionally).

Tangerang, 28 April 2021  
PT Unilever Indonesia Tbk  
Directors