

**PENJELASAN MENGENAI AGENDA  
RAPAT UMUM PEMEGANG SAHAM LUAR BIASA  
PT UNILEVER INDONESIA Tbk**

Sehubungan dengan rencana pelaksanaan Rapat Umum Pemegang Saham Luar Biasa PT Unilever Indonesia Tbk ("**Perseroan**") pada Senin, 1 November 2021 ("**Rapat**"), Perseroan telah mengumumkan melalui:

- situs web PT Kustodian Sentral Efek Indonesia (KSEI) dan/atau platform eASY.KSEI
- situs web PT Bursa Efek Indonesia (IDX)
- situs web Perseroan

Selanjutnya, dengan memperhatikan, antara lain:

- Anggaran Dasar Perseroan;
- Peraturan Otoritas Jasa Keuangan ("**OJK**") Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka ("**POJK 15/2020**");
- Peraturan OJK No. 16/POJK.04/2020 tentang Pelaksanaan Rapat Umum Pemegang Saham Perusahaan Terbuka secara Elektronik; dan
- ASEAN Corporate Governance Scorecard yang dikeluarkan oleh ASEAN Capital Market Forum terkait hak-hak pemegang saham dan prinsip keterbukaan dan transparansi,

dengan ini Perseroan menyampaikan penjelasan untuk agenda Rapat sebagai berikut:

**Mata Acara Pertama**

Persetujuan atas rencana perubahan susunan Direksi Perseroan.

**1. Latar Belakang**

Akan diusulkan kepada Rapat untuk menerima pengunduran diri Ibu Tran Tue Tri dan mengangkat Direktur Perseroan yang baru.

**2. Penjelasan**

Usulan penerimaan pengunduran diri dan pengangkatan Direktur Perseroan yang baru akan dilakukan dengan memperhatikan ketentuan:

- (i) Pasal 3, Pasal 4 dan Pasal 7 POJK 33; dan
- (ii) Pasal 19 ayat 2 Anggaran Dasar Perseroan.

Perseroan sesuai dengan rekomendasi Komite Nominasi dan Remunerasi Perseroan akan mengusulkan kepada Rapat untuk mengangkat Bapak Ainul Yaqin sebagai Direktur Perseroan yang baru. Profil lengkap Bapak Ainul Yaqin dapat dilihat di situs web Perseroan <https://www.unilever.co.id/>.

## **Mata Acara Kedua**

Persetujuan atas rencana perubahan Anggaran Dasar Perseroan

### **1. Latar Belakang**

Pada Mata Acara ini Perseroan akan mengajukan kepada Rapat untuk meminta persetujuan perihal perubahan ketentuan pada Anggaran Dasar Perseroan yang mencakup, antara lain: (i) Tugas dan Wewenang Direksi dalam kaitannya dengan Hak Kekayaan Intelektual sebagaimana diatur dalam Pasal 20 Anggaran Dasar dan (ii) perubahan redaksional uraian maksud dan tujuan, serta kegiatan usaha sebagaimana diatur dalam Pasal 3 Anggaran Dasar Perseroan.

### **2. Penjelasan**

Usulan perubahan Anggaran Dasar akan dilakukan dengan memperhatikan ketentuan:

- (i) Pasal 15.1 Anggaran Dasar;
- (ii) Pasal 16.1 Anggaran Dasar; dan
- (iii) Pasal 41 dan 42 POJK 15/2020.

Akan diusulkan dalam Rapat terkait penambahan pada pasal 20 Anggaran Dasar Perseroan mengenai Tugas dan Kewenangan Direksi, khususnya yang terkait dengan tindakan perlindungan terhadap Hak Kekayaan Intelektual dari Perseroan. Selain itu, Perseroan mengusulkan dalam Rapat untuk melakukan Perubahan redaksional uraian maksud dan tujuan, serta kegiatan usaha yang tercantum dalam Pasal 3 Anggaran Dasar Perseroan untuk disesuaikan dengan KBLI dan/atau ketentuan peraturan perundang-undangan dari instansi terkait, antara lain untuk keperluan pendaftaran pada Sistem Administrasi Badan Hukum di Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia dan Sistem Pelayanan Perizinan Berusaha Terintegrasi secara Elektronik (*Online Single Submission* ("OSS")). Perseroan tidak bermaksud melakukan perubahan atas kegiatan usahanya.

### **Keterangan Lain-Lain:**

Sebagai tambahan penjelasan dan data terkait dengan paparan sebagaimana tersebut di atas, silakan merujuk pada data-data dan dokumen-dokumen yang telah kami sediakan pada laman ini, yaitu sebagai berikut:

### **Daftar Tautan Penting:**

Profil/Riwayat Hidup Calon Anggota Direksi	<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>
Surat Kuasa menghadiri Rapat	<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>
Tata Tertib Rapat	<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>

Usulan Perubahan Anggaran Dasar Perseroan	<a href="https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rups1b.html">https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rups1b.html</a>
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Sebagai langkah preventif dan pencegahan penyebaran wabah COVID-19, dan dengan mempertimbangkan arahan pemerintah untuk melakukan pembatasan sosial, Perseroan sangat menghimbau kepada Para Pemegang Saham untuk hadir secara elektronik dengan cara: (i) hadir dan memberikan suara secara elektronik melalui fasilitas Electronic General Meeting System KSEI (“**eASY.KSEI**”) yang disediakan oleh KSEI atau (ii) memberikan kuasa baik secara elektronik (e-proxy) melalui fasilitas eASY.KSEI maupun konvensional (formulir dapat di unduh pada link di atas) kepada pihak independen yang ditunjuk oleh Perseroan, yaitu perwakilan Biro Administrasi Efek Perseroan, PT Sharestar Indonesia (“**BAE**”). Dalam hal kuasa diberikan secara konvensional, Surat Kuasa asli yang telah dilengkapi disertai fotokopi KTP atau tanda pengenal lain dari pemberi kuasa harap dikirimkan kepada BAE yang beralamat kantor di Berita Satu Plaza, 7th Floor, Jl. Jend. Gatot Subroto Kav. 35-36, Jakarta 12950, Indonesia; Telp.: +6221 5277966, Faks.: +6221 527 7967, E-mail: [Sharestar.indonesia@gmail.com](mailto:Sharestar.indonesia@gmail.com) (“**Kantor BAE**”), paling lambat 3 (tiga) hari kerja sebelum Rapat diadakan, yaitu tanggal 27 Oktober 2021 selambatnya pukul 16.00 WIB.

Silakan merujuk pada Pemanggilan Rapat dan atau Tata Tertib Rapat untuk informasi lebih lanjut mengenai ketentuan kehadiran dalam Rapat dan pemberian surat kuasa (baik secara elektronik maupun konvensional).

Tangerang, 1 Oktober 2021

PT Unilever Indonesia Tbk

Direksi

**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 Monday, 1<sup>st</sup> November 2021 (“**Meeting**”), the Company has announced in:

- PT Kustodian Sentral Efek Indonesia (KSEI) website and/or eASY.KSEI platform
- PT Bursa Efek Indonesia (IDX) website
- Company’s website

Furthermore, considering the following matters:

- Articles of Association of the Company;
- Regulation of The Financial Services Authority (*Otoritas Jasa Keuangan*, “**OJK**”) of The Republic of Indonesia Number 15/POJK.04/2020 On the Planning and Implementation of General Meetings of Shareholders of Public Companies (“**OJK Rule 15/2020**”);
- OJK Regulation No. 16/POJK.04/2020 on the Implementation of the Electronic General Meeting of Shareholders; and
- 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 on the proposed change in the composition of the Board of Directors of the Company

**1. Background**

It will be proposed to the Meeting to approve the resignation of Ibu Tran Tue Tri and appointment of a new Director of the Company.

**2. Explanation**

The proposal of the acceptance of resignation and appointment of a new Director of the Company will be carried out with refer to the provisions of:

- (i) Article 3, Article 4 and Article 7 of OJK Rule 33; and
- (ii) Article 19 paragraph 2 of the Article of Association of the Company.

The Company in accordance with the recommendations of Nomination and Remuneration Committee will propose to the Meeting to appoint Mr. Ainul Yaqin as the new Company’s Director. Profile of Mr. Ainul Yaqin can be seen on the Company’s website <https://www.unilever.co.id/>.

## **Second Agenda**

Approval of the proposed change in the Articles of Association of the Company

### **1. Background**

In this Agenda, the Company will propose to the Meeting to seek approval regarding changes in the provisions of the Company's Article of Association which include, among others: (i) Duties and Authorities of the Board of Directors in relation to Intellectual Property Rights as stipulated in Article 20 of the Articles of Association and (ii) amendments to the editorial description of the intent and purpose, as well as the business activities as stipulated in Article 3 of the Company's Article of Association.

### **2. Explanation**

The proposed amendment to the Articles of Association will be made by taking into account the following provisions:

- (i) Article 15.1 of Article of Association;
- (ii) Article 16.1 of Article of Association; and
- (iii) Article 41 and 42 OJK Rule 15/2020.

It will be proposed at the Meeting regarding addition to article 20 of the Company's Articles of Association regarding the Duties and Authorities of the Board of Directors, particularly those related to the protection of the Company's Intellectual Property Rights. In addition, the Company proposes in the Meeting to conduct editorial changes in the description of intent and purpose, as well as business activities contained in the Article 3 of Company's Articles of Association to be adjusted to KBLI and/or the provisions of the laws and regulations of the relevant agencies, among other things, for the purposes of registration in the Legal Entity Administration System at the Ministry of Law and Human Rights of the Republic of Indonesia and the Licensing Service System Seeks to Be Integrated Electronically ("OSS"). The Company does not intend to make any changes to its business activities.

#### **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 Board of Director	<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>

The proposed change of the Article of Association of the Company.	<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>
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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 be attend electronically by: (i) attend and vote electronically via KSEI's Electronic General Meeting System facility ("eASY.KSEI") provided by KSEI or (ii) grant power of attorney both electronically (e-proxy) through eASY.KSEI or conventional proxy (which form can be downloaded from the above link) to the independent party(ies) appointed by the Company, namely the Company's representative Securities Administration Bureau, PT Sharestar Indonesia ("**BAE**"). In case a proxy is given conventionally, 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., 27<sup>th</sup> October 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, 1<sup>st</sup> October 2021

PT Unilever Indonesia Tbk

Board of Directors