



**NOTICE**  
**SUMMARY MINUTES**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS and**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**PT UNILEVER INDONESIA Tbk**

In compliance with paragraph (1) Article 32 of the Financial Services Authority Regulation Number 32/POJK.04/2014 on Rencana and Convening of Listed Company General Meeting of Shareholders ("**FSA Regulation 32/2014**"), PT. Unilever Indonesia Tbk, a company duly organized and existing under the laws of the Republic of Indonesia, having its registered domicile at Tangerang Regency and having its registered office at Unilever, Green Office Park Kav 3, Jalan BSD Boulevard Barat, BSD City, Tangerang, Banten 15345 ("**Company**") prepares these Summary Minutes of Annual and Extraordinary general meeting of shareholders hereinafter referred to as "**EGMS**" and referred to as **AGMS** and EGMS jointly referred to as "**Meeting**").

This Summary Minutes of Meeting contains information as per paragraph (1) Article 34 FSA Regulation 32/2014 as follows:

**A. *Date, Place, Time and Agenda of Meeting***

The meeting was held on Tuesday, 20 June 2017 at the Head Office of Company, Grha Unilever, Green Office Park Kav 3, Jalan BSD Boulevard Barat, BSD City, Tangerang, Banten 1534.

Time of Meeting:

- AGMS : From 10. 43 to 11.37 Western Indonesian Standard Time.
- EGMS : From 11.41 to 12.04 Western Indonesian Standard Time

Agenda:

**Agenda AGMS:**

1. To approve the Financial Statement Company and Annual Report of the Company including supervisory report of the Board of Commissioners through the accounting year which ended 31 December 2016.
2. To approve the use of company's profit
3. To approve the appointment of Public Accountant to audit the company's books through to accounting year which ended 31 December 2017 and to determine

amount of fee for the Public Accountant and other requirements as necessary.

4. a. To reappoint the members of the Board of Directors and to confirm the composition of the members of Board of Commissioners.
- b. To fix the amount of remuneration of the Board of Directors and Board of Commissioners of the Company for the accounting year which will end on 31 December 2017.

**Agenda of AGMS:**

1. To approve the proposed material Loan Agreement from Unilever Finance International AG, Switzerland.
2. To approve the proposed Fixed Benefit Pension Fund of the company

***B. Members of Board of Directors and Board of Commissioners being present at the Meeting***

**Board of Directors:**

- President Director :Mr. Hemant Bakshi;
- Director :Mrs. Enny Hartati;
- Director :Mr. Tevilyan Yudhistira Rusli;
- Director Independen :Mr. Sancoyo Antarikso;
- Director :Mrs. AnnemariokedeHaan;
- Director :Mr. Willy Saelan;
- Director :Mrs. Amparo Cheung Aswin;
- Director :Mr. Vikas Gupta;
- Director :Mrs. Hernie Raharja; and
- Director :Mr. Jochanan Senf

**Board of Commissioners:**

- President Commissioner : Mr. Maurits Daniel Rudolf Lalisang;
- Independent Commissioner : Mr. Cyrillus Harinowo;
- Independent Commissioner : Mr. Erry Firmansyah;
- Independent Commissioner : Mr. Hikmahanto Juwana ; and
- Independent Commissioner : Mr. Mahendra Siregar.

***C. The number of shares with valid voting rights which holders/owners are present in person or by proxy at the Meeting and percentage of all voting shares issued by the Company is 7.630.000.000 as listed below:***

	Number of Shares	Percentage
--	------------------	------------

AGMS	:	7.027.113.231	92,0985%
EGMS	:	7.027.084.431	92,0981%

**D. Questions and/or Opinions relating to the Agenda of Meeting**

At the end of the discussion, the Chairman of Meeting allows opportunity to the shareholders or proxies to raise questions and/or to express opinions.

**E. The number of shareholders raising questions and/or express opinions relating to the Agenda of Meeting**

		Number of Shareholders	Number of shares Held or Represented by the Owners/ Holders
<b>AGMS:</b>			
- First Agenda	:	1	5.300
- Second Agenda	:	2	8.300
- Third agenda	:	2	9.300
- Fourth agenda		2	9.300
<b>EGMS:</b>	:		
- First Agenda	:	3	12.600
- Second Agenda		1	5.300

Detailed questions raised and answers given can be seen at the company's website [www.unilever.co.id](http://www.unilever.co.id)

**F. Resolution Procedure**

**F.1 AGMS**

In accordance with paragraph 15.8 Article 15 of the Company's Articles of Association which is also set out in the Meeting Rules of Conduct distributed to the shareholders and their proxies at the Meeting, resolution was adopted on a consensus basis failing which, resolution shall be adopted by majority of affirmative votes of more than 1/2 (half) of the votes validly cast at the Meeting.

The proposed resolution to all agenda of AGMS has been consented by way of voting as shown in section G below.

**F.2 EGMS**

In accordance with paragraph 15.8 Article 15 of the Company's Articles of Association which is also set out in the Meeting Rules of Conduct distributed to the shareholders and proxies who were present at the Meeting, resolution was adopted on a consensus basis, failing which, the resolution shall be adopted by majority of affirmative votes of more than 1/2 (half) of the votes validly cast at the Meeting.

The proposed resolution to all agenda of AGMS has been consented by way of voting as shown in section G below.

## **G. Resolution**

### **AGMS**

Voting on resolutions of all agenda of AGMS was conducted by way of valid voting equal to the number of shares whose holders/owners were present at the AGMS, either in person or by proxy, totaling 7.037.859.377 and the Percentage shown in the table below is the number of shares.

<b>Agenda</b>	<b>Consenting</b>	<b>Dissenting</b>	<b>Abstain</b>	<b>Total Consenting + Abstain Votes</b>
<b>First Agenda</b>	7.026.226.631 shares representing 99,99%	0	886.600 shares representing 0,013%	7.027.113.231 shares representing 100%
<b>Second Agenda</b>	7.016.256.531 shares representing 99,85%	10.856.700 shares representing 0,154%	0	7.016.256.531 shares representing 99,85%
<b>Third agenda</b>	6.995.924.368 shares representing 99,56%	30.837.083 shares representing 0,44%	351.780 shares representing 0,005%	6.996.276.148 shares representing 99,56%
<b>Third agenda</b>	6.723.379.035 shares representing 95,68%	297.086.196 shares representing 4,23%	6.648.000 shares representing 0,09%	6.730.027.035 shares representing 95,77%

### **AGMS**

Voting on resolutions of all AGMS agenda was conducted by the number of valid votes equal to the number of shares whose holders/owners were present or represented at the EGMS, a sum of 7,027,084,431 and the percentage shown in the table below is the number of the said shares.

<b>Agenda</b>	<b>Consenting</b>	<b>Dissenting</b>	<b>Abstain</b>	<b>Total Consenting + Abstain Votes</b>
<b>First</b>	6.950.557.831	3.132.300 shares	73.394.300	7.023.952.131

<b>Agenda</b>	shares representing 98,91%	representing 0,05%	shares representing 1,04%	shares representing 99,96%
<b>Second Agenda</b>	6.744.203.094 shares representing 95,97%	280.797.937 saham mewakili 4,00%	2.083.400 shares representing 0,03%	6.746.286.494 shares representing 96,00%

## **H. Meeting Resolution**

### **H.1 First Agenda**

1. To approve the Financial Statement and Annual Report of the Company including Supervisory Report of the Board of Commissioners Company and Corporate Social Responsibility Report to accounting year which ended 31 December 2016.
2. To grant full acquittal and discharge to the members of the Board of Directors from all managerial duties and exercise of their powers and authorities and to the members of the Board of Commissioners from their supervisory duties in the accounting year which ended 31 December 2016 to the extent reflected in the Financial Statement Company and Annual Report approved.

### **H.2 Second Agenda**

1. Distribute final dividend from the Company's net earnings to accounting year which ended 31 December 2016 totaling IDR460,- (Four Hundred sixty Rupiah) per share or totaling IDR 3.509.800.000.000 (Three Trillion Five Hundred Nine billion Eight Hundred Million Rupiah) ("**Final Dividend**"), to the holder/owner of 7.630.000.000 (seven billion six Hundred Thirty million) shares whose names are entered in the Company's Shareholder Register as of 10 July 2017\* at 16:00 Western Indonesian Standard Time ("**Eligible Shareholders**"), in compliance with the rules of PT Bursa Efek Indonesia however for the purpose of trade of shares in the Indonesian Stock Exchange, in case of shares in the collective custody, the following provisions shall apply:
  - Cash Cum Dividend in the Regular and Negotiation Market on 5 July 2017;
  - Ex Dividend in the Regular and Negotiation Market on 6 July 2017;
  - Cum Dividend in the Cash Market on 10 July 2017; and
  - Ex Dividend in the Cash Market on 11 July 2017.
2. To approve the distribution of interim dividend for the accounting year 2016 of the net profit credited in the Company's books for the period which ended 31 December 2016 an amount of IDR375,- (Three Hundred Seventy Five Rupiah) per share or totaling IDR2.861.250.000.000,- (Two Trillion Eight Hundred sixty one billion

Two Hundred Fifty Million Rupiahs) to the holders/owners of 7.630.000.000 (seven billion six Hundred Thirty million) shares in the company whose names are entered in the Company's Shareholder Register as of 8 December 2016 at 16:00 Western Indonesian Standard Time and the payment of which was effected on 22 December 2016.

Therefore, the amount of dividend to be received by the shareholders of the saham Company for the accounting year which ended 31 December 2016 is totaling IDR835,- (Eight Hundred Thirty Five Rupiah) per share or IDR6.371.050.000.000,- (Six Trillion Three Hundred Seventy One billion Fifty Million Rupiah).

The payment of Final dividend to the Eligible Shareholders will be made no later than 20 July 2017.

Eligible Shareholders whose shares are not placed yet in the collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI"), the payment of Final dividend will be made by bank transfer bank to the account nominated by the Eligible Shareholders.

For the purpose of bank transfer, Eligible Shareholders whose shares are not put in the collective custody of KSEI, are expected to notify in writing the bank's name and account number of Eligible Shareholders to The Company's Stock Administration Bureau, PT Sharestar Indonesia, having its address at Citra Graha Building Lantai 7, Jalan Jenderal Gatot Subroto Kav. 35-36, Jakarta 12950 or to the Company no later than 10 July 2017 at 16:00 Western Indonesian Standard Time.

In case of Eligible Shareholders whose shares are placed in the collective custody with KSEI, Final dividend will be distributed through the account holder with KSEI in accordance with applicable laws.

Distribution of Final dividend shall be subjected to dividend tax in accordance with applicable rules, which is to be withheld by the Company.

The shareholder who is Resident Taxpayer in the form of entity, will be required to submit Taxpayer Identification Number to KSEI, at Gedung Indonesian Stock Exchange, Tower I Lt. 5 Jl. Jend. Sudirman Kaveling 52-53 Jakarta 12190 or to the Company's Stock Administration Bureau, PT Sharestar Indonesia, no later than on 10 July 2017 through 16:00 Western Indonesian Standard Time.

The shareholder who is Non-Resident Taxpayer wishing to apply for exemption or discount of income tax rate (PPh) under Article 26 shall be taxpayer domiciled in the Treaty Partner Countries and the following provisions shall apply:

- i) whose shares in the Company have not been placed in the collective custody of KSEI, to deliver the original certificate of domicile or certified photocopy to the Company's Stock Administration Bureau, namely PT Sharestar Indonesia; and
- (ii) whose shares in the Company have been placed in the collective custody with KSEI, to deliver the original certificate of domicile or certified photocopy to KSEI, through the participant designated by the shareholders concerned.

Certificate of Domicile shall be submitted no later than 10 July 2017 through 16:00 Western Indonesian Standard Time. The photocopy of Certificate of Domicile must have been submitted to the Head of Major Tax Office Two at Gedung Sudirman Lt. 14-15, Jl. Jendral Sudirman Kav. 56, Senayan, Kebayoran Baru where the Company is registered as taxpayer.

3. To appoint and authorize the Board of Directors Company to distribute the Final dividend and for such purpose, to take all actions required and necessary including but not limited to announce the distribution of Final dividend in at least 2 (two) daily Indonesian newspapers published nationwide within the territory of the Republic of Indonesia.
4. To determine the amount of retained earnings not appropriated by the Company, following the payment of Final dividend for the subsequent accounting year.

*\*Note: the distribution of dividend for the accounting year 2016 is re-scheduled since June 23 2017 is declared as national public holiday as per letter issued by Indonesian Stock Exchange No S-03429/BEI.PP3/06-2017 dated June 20 2017 to the Company on Schedule of Dividend Distribution in 2016 of PT Unilever Indonesia Tbk.*

### **H.3 Third Agenda**

1. to appoint Public Accountant registered with the Financial Services Authority to perform audit on the company's ledgers which will end on 31 December 2017, however it is a condition that Public Accountant to be appointed is registered with the Financial Services Authority and must have good understanding of the Company's business; and
2. to fix the amount of remuneration to the Public Accountant and other requirements as applicable.

#### **H.4 Fourth Agenda**

1. To reappoint the current members of the Board of Directors effective as of the close of the Meeting, therefore the composition of the members of the Board of Directors Company for the term of office until the close of Annual General Meeting of Shareholders of the Company to be held in 2020 is as follows:
  - President Director: Mr. Hemant Bakshi;
  - Director: Mrs. Enny Hartati;
  - Director: Mr. Tevilyan Yudhistira Rusli;
  - Director Independen: Mr. Sancoyo Antarikso;
  - Director: Mrs. Annemarieke de Haan;
  - Director: Mr. Willy Saelan;
  - Director: Mrs. Amparo Cheung Aswin;
  - Director: Mr. Vikas Gupta;
  - Director: Mrs. Hernie Raharja; and
  - Director: Mr. Jochanan Senf
2. To confirm that the composition of the members of the Board of Commissioners for their term of office to the close of Annual general meeting of shareholders to be held in 2018 is as follows:
  - President Commissioner: Mr. Maurits Daniel Rudolf Lalisang;
  - Independent Commissioner: Mr. Cyrillus Harinowo;
  - Independent Commissioner: Mr. Erry Firmansyah;
  - Independent Commissioner: Mr. Hikmahanto Juwana; and
  - Independent Commissioner: Mr. Mahendra Siregar.
3. To fix the adjustment to salary and allowance to the members of the Board of Commissioners at increment rate of 9% (nine percent) of the amount of salary and allowance in 2016 and to authorize the President Commissioner of the Company to fix the allocation to each member of the Board of Commissioners.
4. To appoint and authorize with full powers and authorities the Board of Commissioners Company to fix the amount of salary and allowance to the Board of Directors Company for the accounting year which will end on 31 December 2017 and the allocation to each member of the Board of Directors.

#### **H.4 First Agenda**

1. to authorize the Board of Directors Company to sign the Loan Agreement with Unilever Finance International AG, Switzerland to enable the Company to secure the loan facility at maximum value of



IDR.3 Trillion Rupiah subject to the terms and conditions reasonably set out by KJPP Felix Sutandar & Rekan on Fairness Report by letter No. FSR/FO-FS/040256/2017 dated April 27 2017 on Fairness Opinion of Transaction Plan; and

2. to authorize the Board of Directors to take any actions required by applicable laws on Transaction.

#### ***H.5 Second Agenda***

1. to authorize to the Board of Directors Company to establish Fixed Benefit Pension Fund for the employees of the Company; and to authorize the Board of Directors Company to carry out such establishment.
2. to authorize the Board of Directors to take any and all actions required and necessary to establish Fixed Benefit Pension Fund as required by the relevant authorities.

This Minutes of Meeting is made in accordance with the provisions of paragraph (1) of Article 34 FSA Regulation No. 32/2014.

In compliance with Article 68 paragraph (4) and (5) Law of the Republic of Indonesia No. 40 of 2007 on Limited Liability Company, this is to announce that the Consolidated Financial Statement and Consolidated Comprehensive Income Statement for the accounting year which ended 31 December 2016 as stated in the Financial Statement of the Company approved in the First Agenda of AGMS conforms to the Consolidated Financial Statement and Consolidated Comprehensive Income Statement advertised on daily newspapers Investor Daily and Bisnis Indonesia, both published on March 20, 2017.

Tangerang, June 21, 2017  
Board of Directors