



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

With regard to the execution plan of the Annual General Meeting of Shareholders (“**AGMS**”) and Extraordinary General Meeting of Shareholders (“**EGMS**”) of PT Unilever Indonesia Tbk (“Company”) on day/date Tuesday, 20 June 2017, the Company has announced through the newspaper of Bisnis Indonesia dan Investor Daily, the following:

- Announcement of AGMS on 28 April 2017
- Announcement of EGMS on 8 May 2017
- Summon or Invitation to attend the AGMS and EGMS on 23 May 2017

Hereinafter, considering:

- Financial Service Authority Regulation Number 32/POJK.04/2014 regarding the Planning and the Execution of Shareholders Meetings of the Public Company;
- ASEAN Corporate Governance Scorecard which are issued by ASEAN Capital Market Forum related to the Right of Shareholder and principle of disclosure and transparency;

The Company hereby would like to submit the Agenda of the AGMS and EGMS as follows:

**AGMS**

**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 2016

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 Number 40 Year 2007 regarding Limited Liability Company (“UUPT”).
2. Explanation  
Annual Report of the Company for the accounting year ended 31 December 2016 among other includes the supervisory report of the Board of Commissioners of the Company for the financial year ended on 31 December 2016 and financial statement of the Company for the accounting year ended on 31 December 2016 which has been audited by Public Accountant Siddharta Widjaja &

Rekan, member of KPMG as contained in the independent auditor's report, dated 17 March 2017, number L.16-0564-17/iii.17.001 with unmodified opinion, in all material respects.

In this Agenda, the Company will submit to the AGMS to approve the Company's annual report for the accounting year 2016 and to ratify the financial statements and reports of the supervisory duties of the Board of Commissioners of the Company for the accounting year 2016.

3. Data/Supporting Material

Annual Report of the Company year 2016 can be downloaded in website of the Company. More information can be seen on <https://www.unilever.co.id/en/investor-relations/corporate-publication/annual-reports>.

## **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 AGMS used according to the use of net income by decision of GMS. 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 2016 is Rp. 6.390.672.000.000. The Company has distributed interim dividends in the amount of Rp. 2,861,250,000,000 on 22 December 2016.

In this Agenda, the Company will propose to the AGMS 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 2016 of 3,529,422,000,000.

3. Data/Supporting Material

Annual Report of the Company year 2016 can be downloaded in website of the Company. More information can be seen on <https://www.unilever.co.id/en/investor-relations/corporate-publication/annual-reports>.

### **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 GMS 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 delegate the authority to the Board of Commissioner to:

1. appoint public accountant that registered in the Financial Service Authority/ OJK to audit Company's record ending 31 December 2017, on the condition that he/she is a partner in the Public Accountant Office that registered in the Financial Service Authority/ OJK and understand the Company's business; and
2. to determine the fee of such public accountant and other appointment requirement.

#### 3. Data/Supporting Material

Profile Public Accountant and Public Accountant Firm can be downloaded in <https://home.kpmg.com/id>

### **Fourth Agenda**

- a. Approval on the reappointment of members of the Board of Directors and confirmation of the composition of Commissioners 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 2017

Reappointment of members of Directors and confirmation of the composition of Commissioners 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 GMS. The appointment is to be effective on the date specified in the GMS 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 Directors of the Company shall terminate at the AGMS of 2017.

In relation thereto, the Company will propose to the AGMS to reappoint the Board of Directors of the Company which is currently effective since the closing of AGMS.

Determination of remuneration of the members of the Board of Directors and the Board of Commissioners of the Company for the accounting year ending on 31 December 2017.

1. Background

Refer to Article 19 paragraph 6, Article 22 paragraph 5 of the Article of Association of the Company juncto Article 9 and Article 113 UUPT, AGMS determine the amount of salary and allowances and/or income from members of the Board of Directors and salaries or honorarium and other allowances of members of the Board of Commissioners.

2. Explanation

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

1. To grant full authority and authority to the President Commissioner of the Company to determine the honorarium of the members of the Board of Commissioners of the Company for the accounting year ending on 31 December 2017 and details of the allocation of shares to each member of the Board of Commissioners of the Company.
2. Provide full authority 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 2017 and details of the allocation of shares for each members of the Board of Directors of the Company.

EGMS

## **First Agenda**

Approval of loan agreement plan whose material value is from Unilever Finance International AG, Switzerland

### 1. Background

The Company intends to obtain Unilever Finance International AG, Switzerland a loan facility maximum value Rp. 3 trillion Rupiah.

Unilever Finance International AG, Switzerland is Company affiliated and value Rp. 3 Trillion may exceed 50% (fifty percent) from Company equity, then according to the provision number 2 letter b Regulation IX.E.2, is a Material Transaction which requires approval by Shareholders of the Company.

Information Disclosure upon this transaction has been executed on the date 8 May 2017 in 1 (one) national newspaper.

### 2. Explanation

After conducting an in-depth analysis with the assistance of the Audit Committee of the Company, the Company proposes to all shareholders of the Company to approve the plan of this transaction

### 3. Data/Supporting Material

Information Disclosure document can be downloaded from Company's website, <https://www.unilever.co.id/en/investor-relations/shareholder-information/other-public-information>.

## **Mata Acara Kedua**

Approval of the plan to establish Company's Defined Contribution Pension Fund Program

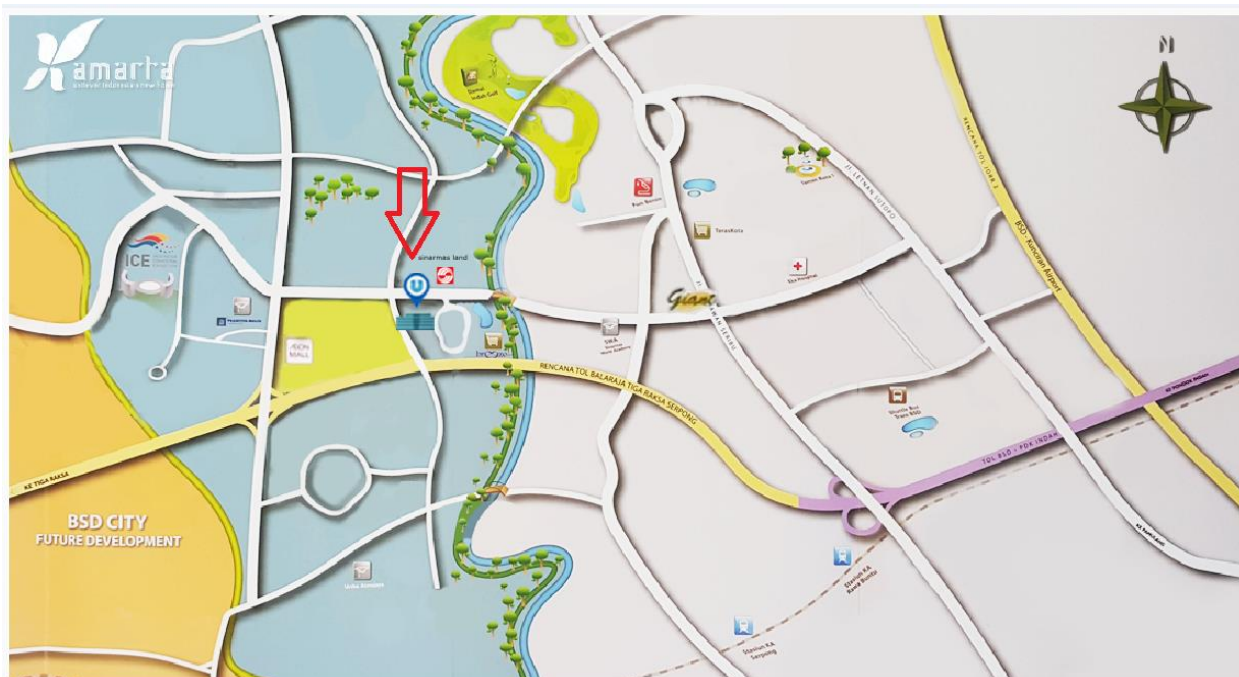
### 1. Background

Based on Article 3 regarding POJK No. 13/POJK.05/2016 regarding Procedures for Approval of Establishment of Pension Fund of Employer and Ratification of Amendment of Regulation of Pension Fund from Pension Fund of the Procuring Entity, approval is required from Shareholders for establishment of an employer's pension fund.

On the Company's EGMS on 8 June 2015, has approved the transfer of the Defined Contribution Pension Fund Program of the Company to the Defined Contribution Pension Fund of the Financial Institution.

2. Explanation  
Company propose to the Company's Shareholders to approve the plan of this transaction.
  
3. Data/Supporting Material  
Not required

Meeting Location:



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

Shuttle Bus Schedule:

Will be further announced

Tangerang, 23 May 2017

PT Unilever Indonesia Tbk

## Directors