

**CHANGE AND/OR ADDITION TO THE DISCLOSURE (INFORMATION
DISCLOSURE) TO THE SHAREHOLDERS**

**IN ORDER TO MEET THE REGULATION OF BAPEPAM AND FINANCIAL
STATEMENT (BAPEPAM-LK) NO. IX.E.2 CONCERNING MATERIAL
TRANSACTION AND CHANGE OF MAIN BUSINESS ACTIVITY AND NO. IX.E.1
CONCERNING TRANSACTION OF AFFILIATES AND CERTAIN CONFLICT OF
INTEREST AS WELL AS REGULATION OF FINANCIAL SERVICE AUTHORITY
NO.32/PFSA.04/2014 CONCERNING PLAN AND CONVENTION OF GENERAL
MEETING OF SHAREHOLDERS OF PUBLIC COMPANY**



PT UNILEVER INDONESIA Tbk

("PERSEROAN")

Having its domicile in Tangerang Regency

Sector:

Operating in the sectors of production, marketing and distribution of consumption goods such as soap, detergent, margarine, milk food, ice cream, other food and drink products and cosmetic products.

Head Office:

Grha Unilever

Green Office Park Kav 3

Jalan BSD Boulevard Barat, BSD City

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Indonesia

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CHANGE AND/OR ADDITION TO DISCLOSURE MUST BE READ REFERRING TO THE DISCLOSURE TO THE SHAREHOLDERS OF PT UNILEVER INDONESIA Tbk. (“COMPANY”) AS CONTAINED IN THE INVESTOR DAILY NEWSPAPER DATED MAY 8, 2017 (“DISCLOSURE”) AND THEREFORE ALL TERMS OR DEFINITIONS USED AND CONTAINED IN THE DISCLOSURE APPLY FOR THE

CHANGE AND/OR ADDITION TO THE DISCLOSURE, UNLESS STATED OTHERWISE IN THE CHANGE AND/OR ADDITION TO THE DISCLOSURE.

The change and/or Addition to the Disclosure was issued on June 16, 2017 in Tangerang.

The following is the change and/or addition to the Disclosure namely:

1. To revise sentence on the Interest Fee in Section F to be::

Interest Fee: lower than the Offer of Alternative Tariff for the lowest loan with the same period of loan as the difference at least 0,15% (zero point fifteen percent)

Offer of Alternative Tariff is the ratio of loan interest to be offered by up to 5 Banks, where the Company has still loan facility already available to the Bank.

2. To revise the title in Section G to “Material Transaction and Affiliates Transaction” and add statement on the fulfillment by virtue of Regulation of IX.E.2 as follows:

In accordance with the Regulation Number IX.E.1.in the event of Affiliate Transaction of which the value meets criteria for the Material Transaction as referred to in the Regulation IX.E.2 and there is no conflict of interest, the Company must only meet the provisions as referred to in Regulation Number IX.E.2.

That to abide by the Regulation IX.E.2, where the Company is required to obtain the approval of General Meeting of Shareholders for the Material Transaction with the transaction value more than 50% (fifty percent) from the equity of

Company, the latter has prepared the General Meeting of Shareholders by announcing the Meeting on May 8, 2017 and make the Disclosure on Material Transaction Plan by announcing in a daily newspaper dated May 8, 2017 and announcing the same in website of the Company on the same date.

3. To revise Chapter IV, Summary on Report and Opinion for the Independent Appraiser in the sector of Assumptions and Limiting Condition, Approach and Evaluation Method and Value Conclusion and Fairness Opinion, so that all read as follows:

Assumptions and Limiting Condition

This evaluation is made with the following assumptions and limiting conditions:

1. This fairness opinion is non-disclaimer opinion.
2. Data and information about the parties conducting Plan on Appraiser Facility, gained from the review towards the related documents obtained by the Company.
3. This fairness opinion is prepared based on the marketing condition and economy, general business condition and finance, and Government regulations on the date of the Fair Opinion.
4. Historical financial data of the Company for the Appraiser from the financial statement already audited by the Independent Public Accountant as registered at FSA.

5. Financial projection along with the calculation assumption from the Appraiser from the Company, and some adjustments have been made as needed by the Appraisal, as described in details in the report of the Fairness Opinion.
6. This Fairness Opinion is open for public except there have been any confidential information, which may affect the operation of company.
7. The appraiser shall assume responsibility for the Report of the Fairness Opinion and Final Conclusion.

Approach and Evaluation Method

To give Fairness Opinion Plan on Transaction, the Appraiser conducts the following analysis procedure:

1. To analyze for the amount of fund from the object of the Facility Plan.
2. To analyze towards the financial impact from the Facility Plan towards the interest of the Company.
3. To analyze towards the business consideration used by the management of the Company relating to the Facility Plan towards the interest of the Shareholders.
4. To analyze towards the parties conducting the Facility Plan.
5. To analyze towards the conditions of the Facility Plan.
6. To analyze towards the opportunity and risk in respect of the implementation of the Facility Plan.
7. To analyze towards report on historical finance of the Company, to know the financial condition of the Company before and after the Facility Plan.

8. To analyze impact upon the Facility Plan towards the Financial Position and Loss/Profit of the Company.
9. To analyze towards the financial performance of the Company for 5 years to come.
10. To analyze cost and/or use of the Facility Plan for the shareholders in respect of implementation of the Facility Plan.

Conclusion of Value and Fairness Opinion

Based on the fairness analysis on the Facility Plan, the Appraiser is of the opinion that Loan Facility Plan with the ceiling of **Rp 3 trillion by the Company to UFI shall be fair** with the following grounds:

1. As already described in advance that Facility Plan shall be the loan facility without guarantee received by the Company from UFI with the ceiling limit of Rp.3 trillion, with the tenor of loan at least 1 month and maximum less than 1 year and interest rate lower than the Alternative Tariff Offer of the lowest loan with the same loan tenor as the difference at least 0,15% (zero point fifteen percent). Offer of Alternative Tariff is the loan interest offered by up to 5 banks, in which the Company still has the loan facility available in the bank. UFI is the party affiliated with the Company as it is under the same holding company namely Unilever NV.
2. The Company obtains addition to the source of alternative financing for the loan with tenor 1 month or more.
3. The Company can save the interest charge if it obtains loan from UFI compared from the bank with the same period of loan.

4. Before using the facility, the Company will compare in advance for the interest from the loan available through Bank Mitra or with UFI.
5. The analysis on the Facility Plan use towards the historical performance, impact upon financial position, and financial ratio, ability of the Company to produce profit in the excellent condition, so that the Company has big potency to pay all existing obligations.
6. The analysis towards the financial projection made by the management, it is seen that the Company is in the excellent condition so that the Company has big potency to amortize all existing obligations. By using the loan facility from UFI of gaining the profit, the Company will increase, in which the increase is gained from the saving to the financial charge, therefore the Transaction Plan is evaluated to give positive impact upon the financial performance of the Company in years to come.
7. To revise point 1 Section V concerning Declaration of Board of Directors and Board of Commissioners shall be as follows:

Board of Directors and Board of Commissioners declare that Facility Plan is the Material Transaction requiring the approval of the General Meeting of Shareholders as referred to in Regulation No. IX.E.2 and is the Affiliate transaction and it fails to contain Conflict of Interest as referred to in Regulation No. IX.E.1.
8. To Revise Chapter VII concerning Extraordinary General Meeting of Shareholders shall be as follows:

VII. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

That to abide by the Regulation IX.E.2, affiliation transaction and material as explained above can be made after obtaining the approval of the shareholders of the Company. For the said purposes, the Company will convene the General Meeting of Shareholders on Tuesday on June 20, 2017 domiciled at Head Office of the Company, Grha Unilever, Green Office Park Kav 3, Jalan BSD Boulevard Barat, BSD City, Tangerang, 15345, Indonesia

Meanwhile the presence and resolution from the General Meeting of Shareholders to be made relating to the agenda of the approval of the material Facility Plan shall be as follows:

- a. General Meeting of Shareholders may be held if the General Meeting of Shareholders is more than 1/2 (a half) portion from total shares with the voting right present or represented, except the Law and/or articles of association of the Public Company specifies the greater number of quorum.
- b. In the event that the quorum as referred to in item a is not achieved, the second General Meeting of Shareholders may be held on condition that the second General Meeting of Shareholders shall be valid and entitled to adopt resolution if in the General Meeting of Shareholders at least 1/3 (one-third) portions of total shares with the voting rights present or represented, except the articles of association of the Public Company specifies the greater number of quorum.
- c. Resolution of the General Meeting of Shareholders as referred to in items a and b shall be valid if approved by more than 1/2 (a half) portion from all

shares with the voting right present in the General Meeting of Shareholders, except Law and/or articles of association of the Public Company specifies that the resolution shall be valid if approved by the amount of greater favoring votes.

- d. In the event that the quorum in the second General Meeting of Shareholders as referred to in item b is not achieved, the third General Meeting of Shareholders may be made on condition that the third General Meeting of Shareholders shall be valid and entitled to adopt the resolution if attended by the shareholder from the shares from the shares with the valid voting right in the quorum of presence and resolution as specified by the Financial Service Authority at the application of the Public Company.

Tangerang, June 16, 2017

Board of Directors of the Company