



**MATERIAL OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("AGMS") OF
PT DUTA INTIDAYA TBK
("Company")**

AGMS Agenda:

- 1. Approval of the 2017 Annual Report of the Company (including ratification of the Financial Statements of the Company for the year ended 31 December 2017), the release and discharge (*acquit et de charge*) of all members of the Board of Directors from their managerial actions taken during the year ended 31 December 2017, and the release and discharge of all members of the Board of Commissioners from their supervisory actions taken during the year ended 31 December 2017.**

Explanation:

The Board of Directors will present the performance of the Company in 2017 and the Board of Commissioners will present the implementation of their supervisory duties in 2017, as set out in the 2017 Annual Report of the Company and the audited Financial Statements of the Company for the year ended 31 December 2017, to be approved and ratified by the shareholders at the AGMS in accordance with Article 21 paragraph 3 of the Articles of Association of the Company and Article 69 paragraph 1 of Law No. 40 of 2007 concerning Limited Liability Companies ("**Company Law**").

- 2. Report on the utilisation of proceeds from the initial public offering.**

Explanation:

The Company will report on the utilisation until 31 December 2017 of proceeds from the initial public offering conducted by the Company in 2016 in accordance with Article 7 paragraph 1 of the Regulation of Financial Services Authority ("**OJK Regulation**") No. 30/POJK.04/2015 regarding Realisation Report on Utilisation of Proceeds from Public Offering. This agenda does not need to be approved by the shareholders at the AGMS.

- 3. Authorisation of the Board of Commissioners to appoint a public accountant firm to audit the financial statements of the Company for the year ending 31 December 2018 and to determine the remuneration of the public accountant firm.**

Explanation:

The Company will propose at the AGMS to grant authority to the Board of Commissioners of the Company, taking into account the recommendation from the Audit Committee, to appoint a public accountant firm to audit the financial statements of the Company for the year ending 31 December 2018 and to determine the remuneration of the public accountant firm, in accordance with Article 36A of the OJK Regulation No. 32/POJK.04/2014 concerning Planning and Holding General Meetings of Shareholders of Public Limited Companies ("**OJK Regulation No. 32/2014**"), as amended by the OJK Regulation No. 10/POJK.04/2017 on the Amendment of OJK Regulation No. 32/2014.

4. **Approval of the change in composition and re-election of the members of the Board of Commissioners of the Company.**

Explanation:

According to Article 18 paragraphs 13 to 15 of the Articles of Association of the Company and Articles 7 and 26 of the OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of Issuers or Public Companies ("**OJK Regulation No. 33/2014**"), the Company will propose at the AGMS to re-elect members of the Board of Commissioners of the Company, whose term of office will expire pursuant to Article 18 paragraph 14 of the Articles of Association of the Company before the annual general meeting of shareholders of the Company to be held in 2019, and to appoint new members of the Board of Commissioners of the Company.

All members of the Board of Commissioners were appointed in March 2016 before the Company was listed on the Indonesia Stock Exchange on 28 June 2016, and their term of office will expire before the annual general meeting of shareholders of the Company to be held in 2019 according to the Articles of Association of the Company and the OJK Regulation No. 33/2014 as mentioned above. The Company will propose at the AGMS to (i) re-elect Dra. Zannuba Arifah Chafsoh Rahman as President Commissioner and Independent Commissioner, and Mr Sugito Walujo as a Commissioner, both for a term of three years from the conclusion of the AGMS; (ii) approve the resignation of Ms Ayu Patricia Rachmat who has expressed her wish to resign as a Commissioner of the Company effective from the conclusion of the AGMS, and the release and discharge (acquitted and discharged) of her from the supervisory actions taken during her tenure of office; (iii) the appointment of Mr Dominic Kai Ming Lai, Ms Edith Shih and Mr Alan John Heaton as members of the Board of Commissioners, and Mr Irwan Bunyamin Afiff as an additional Independent Commissioner, all for a term of three years from the conclusion of the AGMS.

5. **Approval of the re-election of the members of the Board of Directors of the Company.**

Explanation:

According to Article 15 paragraph 11 of the Articles of Association of the Company and Article 7 of the OJK Regulation No. 33/2014, the Company will propose at the AGMS to re-elect members of the Board of Directors of the Company, whose term of office will expire pursuant to Article 15 paragraph 10 of the Articles of Association of the Company before the annual general meeting of shareholders of the Company to be held in 2019.

Dra. Lilis Mulyawati (President Director) and Mr Sukarnen Suwanto (Independent Director) were appointed before the Company was listed on the Indonesia Stock Exchange, and their term of office will expire before the annual general meeting of the Company to be held in 2019 according to the Articles of Association of the Company and the OJK Regulation No. 33/2014 as mentioned above. The Company will propose at the AGMS to approve the re-election of Dra. Lilis Mulyawati as President Director and Mr Sukarnen Suwanto as Independent Director of the Company, both for a term of three years from the conclusion of the AGMS.

6. Determination of the remuneration of the members of the Board of Commissioners of the Company.

Explanation:

The Company will propose at the AGMS to approve the remuneration of the members of the Board of Commissioners, in accordance with Article 18 paragraph 19 of the Articles of Association of the Company and Article 113 of the Company Law.

7. Authorisation of the Board of Commissioners to determine the remuneration of the members of the Board of Directors of the Company until the next annual general meeting of shareholders of the Company to be held in 2019.

Explanation:

The Company will propose at the AGMS to authorise the Board of Commissioners to determine the remuneration of the members of the Board of Directors of the Company until the next annual general meeting of shareholders of the Company to be held in 2019, in accordance with Article 15 paragraph 17 of the Articles of Association of the Company and Article 96 of the Company Law.

**Jakarta, 4 May 2018
PT DUTA INTIDAYA TBK
BOARD OF DIRECTORS**