



**MATERIALS OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("AGMS")
AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
("EGMS") OF
PT DUTA INTIDAYA TBK
("Company")**

AGMS Agenda:

- 1. Approval of the 2018 Annual Report of the Company (including ratification of the Financial Statements of the Company for the year ended 31 December 2018), the release and discharge (*acquies et de charge*) of all members of the Board of Directors from their managerial actions taken during the year ended 31 December 2018, and the release and discharge of all members of the Board of Commissioners from their supervisory actions taken during the year ended 31 December 2018.**

Explanation:

The Board of Directors will present the performance of the Company in 2018 and the Board of Commissioners will present the implementation of their supervisory duties in 2018, as set out in the 2018 Annual Report of the Company and the audited Financial Statements of the Company for the year ended 31 December 2018, 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 limited public offering for capital increase with pre-emptive rights conducted in 2017 ("Rights Issue").**

Explanation:

The Company will report on the utilisation until 31 December 2018 of proceeds from the Rights Issue 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 2019 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 2019 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 re-election of a member 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/POJK.04/2014 regarding Board of Directors and Board of Commissioners of the Issuers or Public Companies ("**OJK Regulation No. 33/2014**"), the Company will propose at the AGMS to re-elect Mrs Mariawati as a member 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 2020.

Mrs Mariawati (Director) was appointed at the extraordinary general meeting of shareholders of the Company held on 10 March 2017, and her term of office will expire before the annual general meeting of the Company to be held in 2020 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 Mrs Mariawati as a Director of the Company for a term of three years from the conclusion of the AGMS.

5. 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.

6. 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 2020.

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 2020, in accordance with Article 15 paragraph 17 of the Articles of Association of the Company and Article 96 of the Company Law.

EGMS Agenda:

Approval of a buyback plan of the shares issued by the Company for an employee stock ownership program.

Explanation:

In order to retain and motivate the employees of the Company, the Company will propose at the EGMS to approve the share buyback from the stock market in accordance with the OJK Regulation No. 30/POJK.04/2017 concerning Buyback of Shares Issued by a Public Company ("**OJK Regulation No. 30/2017**") for a maximum of 9,000,000 shares issued by the Company and listed on the Indonesia Stock Exchange at a total cost of approximately IDR 1,900,000,000 ("**Share Buyback**").

Subject to the approval of the Share Buyback by the shareholders at the EGMS, the Company will propose at the EGMS to authorise (i) the Board of Commissioners to review and approve the employee stock ownership program ("**ESOP**") and any further arrangements related to the ESOP to be proposed by the Board of Directors, and (ii) the Board of Directors to grant the shares purchased under the Share Buyback ("**ESOP Shares**") to the employees of the Company pursuant to the applicable terms and conditions of the ESOP.

The ESOP Shares represent approximately 0.37% of 2,420,547,025 shares currently issued by the Company. The Company will execute the Share Buyback pursuant to the requirements of OJK Regulation No. 30/2017.

Jakarta, 8 April 2019
PT DUTA INTIDAYA TBK
BOARD OF DIRECTORS