



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

The Board of Directors of the Company hereby summons all shareholders of the Company to attend the Annual General Meeting of Shareholders ("**AGMS**") and Extraordinary General Meeting of Shareholders ("**EGMS**"), which will be held on:

Date : Tuesday, 30 April 2019  
Time : 09.30 WIB – finish (The EGMS will be held immediately after the AGMS)  
Place : Djakarta Room, 2nd Floor  
Raffles Jakarta, Ciputra World 1  
Jl. Prof. Dr. Satrio Kav. 3-5  
Jakarta 12940, Indonesia

**The AGMS agenda shall be as follows:**

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 (*acquit 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 Issuers or Public Companies, 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.

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.

#### **The EGMS agenda shall be as follows:**

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, 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.

**Remarks:**

1. The Company does not send a separate summons to each of its shareholders for attending the AGMS and EGMS. This summons constitutes the official summons to all shareholders of the Company in accordance with the provisions of the Articles of Association of the Company and Article 13 of the 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.
2. The shareholders of the Company or their proxies who will attend the AGMS and EGMS, are requested to bring a copy of their identity card or other valid personal identification document (for an individual shareholder or an authorised representative of a legal entity/corporate shareholder) and a copy of the latest articles of association (for a legal entity/corporate shareholder), and to submit copies of such documents to the registration officer before entering the venue of the AGMS and EGMS. The shareholders whose shares have been registered in the collective deposit at PT Kustodian Sentral Efek Indonesia ("**KSEI**") are requested to present the Written Confirmation to Attend the Meetings, which can be obtained from the securities company or custodian bank with which the shareholders opened their securities account, to the registration officer before entering the venue of the AGMS and EGMS.
3. Shareholders who are entitled to attend or be represented at the AGMS and EGMS are the shareholders of the Company whose names are registered in the Register of Shareholders of the Company and/or the holders of the shares of the Company in the securities account at the collective depository of KSEI on Friday, 5 April 2019 at 16.00 WIB.
4.
  - a. Shareholders who are unable to attend may be represented by their proxies by submitting a legitimate written power of attorney, the content and form of which is determined by the Board of Directors of the Company.
  - b. The Board of Directors, the Board of Commissioners and the employees of the Company may act as a proxy of the shareholders of the Company at the AGMS and EGMS. However, their vote as a proxy during the AGMS and EGMS will not be counted.
  - c. The form of the power of attorney can be obtained during business hours at the office of the Company at EightyEight@Kasablanka Tower A, 37th Floor, Jl. Casablanca Raya Kav. 88, South Jakarta 12870.
  - d. All executed power of attorneys must be received by the Board of Directors of the Company at the office of the Company no later than 3 (three) calendar days prior to the date of the AGMS and EGMS, and for legal entity/corporate shareholders, together with the required documents mentioned in the form of the power of attorney.
5. The material of the AGMS and EGMS and the form of power of attorney as mentioned in Remark point 4 a, are available during business hours at the office of the Company from the publication of this summons up to the date of the AGMS and EGMS, by submitting a written request to the Corporate Secretary of the Company no later than 1 (one) business day prior to the AGMS and EGMS date.
6. To ensure that the AGMS and EGMS is held in an orderly manner, the Company requests that shareholders or their proxies are present at the AGMS and EGMS venue 30 minutes prior to the commencement of the AGMS and EGMS.
7. In case there is any difference in interpreting the information contained in the English version and the Bahasa version of the summons, the Bahasa version of the summons shall prevail.

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