

## **MATERIAL OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (the "Meeting")**

### **Meeting Agenda:**

- 1. Approval of the Annual Report including the Annual Report of the Board of Directors, the Supervisory Report of the Board of Commissioners, and ratification of the Financial Statements of 2017 Financial Year.**

Explanation:

In accordance with the provisions in Article 11 paragraph 7 point a and Article 21 paragraph 3 of the Company's Articles of Association (the "**AoA**"), and Articles 69 and 78 of Law No. 40 of 2007 concerning Limited Liability Company (the "**Company Law**"), the Board of Directors has prepared Annual Report for the 2017 Financial Year, which contains, among others, Supervisory Report of the Board of Commissioners for the 2017 Financial Year as well as the Financial Statements for the Financial Year ended on December 31, 2017. Pursuant to Article 69 paragraph 1 of the Company Law, approval of the Annual Report, including ratification of the Financial Statements and Supervisory Report of the Board of Commissioners is conducted by the General Meeting of Shareholders. The 2017 Annual Report is available from the Meeting Invitation to the date of the Meeting at the Company's Head Office and website.

- 2. Determination of the use of the Company's net profit of the 2017 financial year.**

Explanation:

In accordance with the provision in Article 11 paragraph 7 point b, and Article 21 paragraph 3 of the AoA, and Articles 70 and 71 of the Company Law, the use of net profit of the 2017 Financial Year is proposed to be decided by the General Meeting of Shareholders.

- 3. Appointment of the Public Accountant and/or the Public Accounting Firm to audit the Company's Financial Statements for the 2018 Financial Year.**

Explanation:

In accordance with the provision in Article 11 paragraph 7 point c, and Article 21 paragraph 6 of the AoA, and Article 68 of the Company Law, and Articles 36A of OJK Regulation No. 10/POJK.04/2017 concerning the Amendment of OJK Regulation No. 32/POJK.04/2014 on the Plan and Implementation of General Meeting of Shareholders of Public Company, the Company will propose to the Meeting to appoint a Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements for the 2018 Financial Year.

**4. Determination of salaries and allowances of the members of the Board of Commissioners of the Company, and granting authorities to the Board of Commissioners to determine salaries, allowances, duties and authorities of the Board of Directors.**

Explanation:

In accordance with the provisions in Article 15 paragraph 17 and Article 18 paragraph 17 of the AoA, and Articles 96 and 113 of the Company Law, the Company will propose to the Meeting to approve the salaries and allowances for members of the Board of Commissioners of the Company, and to authorize the Board of Commissioners to determine the salaries, allowances, duties and authorities of the Board of Directors.

**5. Re-appointment of Syafriandi Armand Saleh as Director of the Company**

Explanation:

In accordance with the provision in Article 15 paragraph 10 and 11 of the AoA, and Article 94 paragraph 3 of the Company Law, re-appointment of the Director of the Company is held due to the end of tenure of Syafriandi Armand Saleh as Director of the Company in 2018.

Profile of Syafriandi Armand Saleh

Indonesian citizen, 51 years old, domiciled in Jakarta. Graduated from Faculty of Civil Engineering and Planning, Bandung Institute of Technology, and Master of Management Program in Banking and Financial Management, Bandung Institute of Technology.



Started his career in Astra International (1991 - 1996) with last position as Consultant - Efficiency Division, before moving to Astra Credit Company (1996 - December 1998) with last position as Head of Organization Development. Started his career in the capital markets in PT Bahana Securities (September 1999 - October 2003) as Marketing Support Manager, Head of Business Development, and Head of Operations, before joining PT Mandiri Sekuritas (October 2003 - March 2011) as Head of Equity Capital Markets - Retail, Chief Operating Officer, Head of Retail & Branches, Managing Director at PT Equator Securities (April 2011 - February 2013), and Director of the Company (2013 - present).

Appointed as Director of the Company in Annual General Meeting of Shareholders on June 11, 2013 as stated in Statement of Resolutions of Annual General Meeting of Shareholders No. 51.

## **6. Re-appointment of Sunata Tjiterosampurno as Commissioner and Edy Sugito as Commissioner/Independent Commissioner of the Company.**

### Explanation:

In accordance with the provision in Article 18 paragraph 10 and 11 of the AoA, and Article 111 paragraph 3 of the Company Law, re-appointment of the Commissioner of the Company is held due to the end of tenure of Sunata Tjiterosampurno as Commissioner and Edy Sugito as Commissioner/ Independent Commissioner of the Company in 2018.

### Profile Sunata Tjiterosampurno

Indonesian citizen, 45 years old, domiciled in Jakarta. He holds Bachelor of Business Administration (Distinction) in Finance /Management from the University of Wisconsin, Madison, USA, and Master's Degree in Finance (Merit) from the London Business School.

Appointed as Assistant Vice President, Equity Research of Lippo Securities-SBC Warburg (1995 - 1998), Consultant at Boston Consulting Group - Jakarta (1998 - 2004), Director of Investment Banking of PT Danareksa Sekuritas (2004 - 2006), Commissioner of PT Bank Tabungan Pensiunan Nasional Tbk (2008 - January 2015), President Commissioner of PT Bukit Makmur Mandiri Utama (2010 - present), Commissioner of PT Delta Dunia Makmur Tbk (June 2011 - present), Commissioner of the Company (2013 - present) and Commissioner of PT BFI Finance Indonesia Tbk (2015 - present).

Appointed as Commissioner of the Company in the Extraordinary General Meeting of Shareholders on November 20, 2013 as stated in the Deed No. 21 pertaining Extraordinary General Meeting of Shareholders Resolutions.

### Profile Edy Sugito

Indonesian citizen, 53 years old, domiciled in Jakarta. He graduated from the Faculty of Economics Majoring in Accounting from University of Trisakti, Jakarta in 1991.

Served as Director of the Indonesia Central Securities Depository (1998 -2000), Director of the Indonesia Clearing and Guarantee Corporation (2000 - 2005), and Listing Director of the Indonesia Stock Exchange (2005-2012).



Currently serves as President Commissioner of PT Gayatri Capital Indonesia (2013 – present), Independent Commissioner of PT PP London Sumatra Indonesia Tbk (2012 – present), PT Wismilak Inti Makmur Tbk (2012 – present), PT Dharma Satya Nusantara Tbk (2013 – present), and PT Soechi Lines Tbk (2014 – present).

Appointed as Commissioner/Independent Commissioner of the Company in the Extraordinary General Meeting of Shareholders on March 28, 2013 as stated in the Deed No. 51 pertaining Extraordinary General Meeting of Shareholders Resolutions.

## **7. Approval of the Amendments in the Company's Articles of Association**

### Explanation:

The Company shall adjust the AoA according to OJK Regulation No. 32/POJK.04/2014 concerning the Plan and Implementation of General Meeting of Shareholders of Public Company and OJK Regulation No. 10/POJK.04/2017 concerning Amendment of OJK Regulation No. 32/POJK.04/2014 on the Plan and Implementation of General Meeting of Shareholders of Public Company, and re-statement of all provisions of the AoA.