

**EXPLANATION OF AGENDA**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**PT UNILEVER INDONESIA TBK**

In connection with the plan to hold the Extraordinary General Meeting of Shareholders of PT Unilever Indonesia Tbk (“**Company**”) on Wednesday, 25 November 2020 (the “**Meeting**”), the Company has announced in the daily newspapers of Bisnis Indonesia and Investor Daily:

1. Announcement of Meeting on 12 October 2020,
2. Notice or Invitation to attend the Meeting on 27 October 2020.

Furthermore, considering:

- Regulation of The Financial Services Authority of The Republic of Indonesia Number 15/POJK.04/2020 On The Planning and Organization of General Meetings of Shareholders of Public Companies,
- Regulation of The Financial Services Authority of The Republic of Indonesia Number 16/POJK.04/2020 On The Implementation of Electronic General Meeting of Shareholders of Public Companies,
- ASEAN Corporate Governance Scorecard issued by ASEAN Capital Market Forum related to the right of Shareholders and principle of disclosure and transparency,

the Company hereby would like to submit the Agenda of the Meeting as follows:

**First Agenda**

**Approval on the proposed change in the composition of the Board of Commissioners and Board of Directors of the Company**

**1. Background**

Mr. Hemant Bakshi, Mr. Sancoyo Antarikso and Mr. Maurits Daniel Rudolf Lalisang resign from their respective position as the President Director, Director and the President Commissioner of the Company. Their resignations and the appointments of their successors need to be discussed and resolved at the Meeting will be convened with due observance of: (i) the provision of Article 3, Article 7, Article 21 and Article 23 of the POJK No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Issuer of Public Companies and (ii) Article 19 paragraph 19.2 and Article 22 paragraph 22.2 of the Articles of Association of the Company which provides that members of the Board of Directors/Board of Commissioners are appointed and dismissed by a General Meeting of Shareholders by taking into account the recommendations of the committee that carries out the nomination function.

## 2. Explanation

The appointment of a new President Commissioner and President Director also Director of the Company will be carried out with refer to the provisions of:

- (i) Article 3, Article 7, Article 21, and Article 23 POJK No. 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Issuer of Public Company; and
- (ii) Article 19 paragraph 19.2 and Article 22 paragraph 22.2 of the Articles of Association of the Company.

According to the recommendations of Nomination Committee and Remuneration Committee, the Company will propose to the Meeting to appoint: (i) Mr. Hemant Bakshi as the new Company's President Commissioner replacing Mr. Maurits Daniel Rudolf Lalisang, (ii) Mrs. Ira Noviarti as the President Director, replacing Mr. Hemant Bakshi and (iii) Mrs. Reski Damayanti as a Director, replacing Mr. Sancoyo Antarikso. Profiles of Mr. Hemant Bakshi, Mrs. Ira Noviarti and Mrs. Reski Damayanti can be seen on the Company's website <https://www.unilever.co.id/>.

### **Second Agenda**

**Approval to the changes of the Company's Articles of Association in order to comply with the Regulation of the Financial Services Authority of the Republic of Indonesia No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Public Companies.**

## 1. **Background**

On 20 April 2020, the Indonesia Financial Services Authority (OJK) issued new a regulation regarding Plans and Organizations of the General Meeting of Shareholders of Public Companies, namely the FSA Regulation No. 15/POJK.04/2020 ("FSA Reg. 15/2020"). The FSA Reg. 15/2020 came into effect since 21 April 2020, being the date of promulgation of such FSA Reg. 15/2020.

Under Articles 57 and 63 of the FSA Reg. 15/2020, all public companies, including the Company is required to adjust its Articles of Association in accordance with such FSA Reg. 15/2020 within 18 months after the promulgation of such FSA Reg. 15/2020.

## 2. **Penjelasan**

In the Meeting, it will be proposed to approve amendments to the Company's Articles of Association, in particular the provisions regarding the procedures of General Meeting of Shareholders, in accordance with the material of the Meeting for the second agenda item of the Meeting which has been made available in the website of the Company as from the date of the notice of the Meeting. For the implementation of such resolution on the amendments to the Articles of Association, it will be proposed that the Meeting authorizes the Board of Directors of the Company to state the amendments to the Articles of Association of the Company in accordance with the material for the Meeting and make any amendments thereto, if deemed necessary, solely to conform with the FSA Reg. 15/2020.

### **Additional Information**

In addition to this explanation and detail information related to the mentioned above, please refer to information, data and documents that has been provided as follows:

Reference Link:

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|---|---|
| Profile / Curriculum Vitae of The Candidate Member of Commissioner        | <a href="https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html">https://www.unilever.co.id/investor-relations/shareholder-information/berita-terkait-rups-dan-rupslb.html</a> |
| Profile / Curriculum Vitae of The Candidate Member of Director            |   |
| Power of Attorney to attend the Meeting                                   |   |
| Rules of Meeting  |   |
| Proposal and Agenda of Meeting  |   |
| Summary of The Principal Changes of the Company's Articles of Association |   |

As a prevention measure for the spread of the COVID-19 outbreak and by considering the direction of the government to impose social restrictions, the Company strongly urges Shareholders to attend electronically by authorizing electronically through KSEI's Electronic General Meeting System ("eASY.KSEI") which will be provided by KSEI to the Securities Administration Bureau appointed by the Company as an electronic proxy mechanism.

The Company ensures Shareholders who are unable to attend or choose not to attend the Meeting may exercise their rights by granting power of attorney (to attend and cast their votes on each agenda of the Meeting) to an independent which is the Company's Securities Administration Bureau, namely PT Sharestar Indonesia ("BAE") by completing the Power of Attorney form that has been uploaded on the Company's website and can be downloaded at the following link <https://www.unilever.co.id/>. The original power of attorney that has been accompanied by a copy of ID Card or other identification from the grantor, please send it to the BAE office address at Berita Satu Plaza, 7th Floor, Jl. Jend. Gatot Subroto Kav. 35-36, Jakarta 12950, Indonesia; Telp.: Tel. +6221 5277966, Fax.: +6221 527 7967, E-mail: [Sharestar.indonesia@gmail.com](mailto:Sharestar.indonesia@gmail.com) ("BAE Office"), no later than 3 (three) working days prior to the Meeting, which is on 20 November 2020 at the latest at 16.00 WIB.

Tangerang, 27 October 2020

PT Unilever Indonesia Tbk

Board of Directors