**(*For Custodian*)**

**POWER OF ATTORNEY TO ATTEND**

**THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**(“AGMS” AND “EGMS”) OF PT. UNILEVER INDONESIA Tbk**

**(THE "COMPANY")**

**DATED 21st MAY 2019**

The undersigned:

Name : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Holder of Identity Card (Kartu Tanda Penduduk/KTP) number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (copy of valid Identity Card is enclosed), in this matter act for and on behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*name of the Custodian Banks/Securities Company*], which is act pursuant to the power of attorney dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (copy of power attorney-enclosed), as custodian of and act for and on behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (hereinafter referred to “**Principal**”), which is represented as holder/owner of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares in the Company, do hereby power of attorney on:

1. Name : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Identity Card : Nomor

Issued by

date of issuance

 (copy of valid Identity Card is enclosed)

and/or

2. Name : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Identity Card : Nomor

Issued by

date of issuance

 (copy of valid Identity Card is enclosed)

(either singly as well as jointly will hereinafter be referred to as the “**Attorney**”),

**------------------------------------------- S P E C I F I C A L L Y ------------------------------------------**

to represent and act for and on behalf of the Principal in attending the Annual and Extraordinary General Meeting of Shareholders (“**GMS**”) of the Company to be convened at the Company’s Head Office, Grha Unilever, Green Office Park Kav 3, Jalan BSD Boulevard Barat, BSD City, Tangerang, on 21st May 2019 or any adjournment thereof and participating in the discussions at the GMS, casting the votes which the Principal as shareholder of the Company shall be entitled to cast at such GMS, in accordance with the voting instructions set forth as follows:

|  |  |
| --- | --- |
| **AGMS AGENDA** | **VOTING INSTRUCTION**  |
|  | **Agree** | **Against** | **Abstain** |
| Agenda Annual General Meeting of Shareholders |
| 1. |  | Ratification on the Financial Statements of the Company and Approval on the Annual Report of the Company including the report on the supervisory duties of the Board of Commissioners of the Company for the accounting year ended on 31 December 2018.  |  |  |  |
| 2. |  | Determination of the appropriation of the profit of the Company. |  |  |  |
| 3. |  | Approval of the appointment of the Public Accountant’s Office to audit the Company's financial statements for the fiscal year ended on 31 December 2019 and the determination of the honorarium of the Public Accountant’s Firm as well as other terms of appointment. |  |  |  |
| 4 |  | 1. Approval of changes in the composition of the Company's Board of Directors and Board of Commissioners:
 |  |  |  |
|  |  | a.1. Appointment Mrs. Deborah Herawati Sadrach as member of Board of Commissioner. |  |  |  |
|  |  | a.2. Resignation of Mr. Vikas Gupta from his position as Director of the Company. |  |  |  |
|  |  | a.3. Appointment Mrs. Veronika Winanti Wahyu Utami as member of Board of Director |  |  |  |
|  |  | a.4. Appointment Mrs. Sri Widowati as member of Board of Director |  |  |  |
|  |  | a.5. Change the position of Mr. Sancoyo Antarikso, who was originally an Independent Director to become Director of the Company. |  |  |  |
|  |  | Note: The Profile of candidate Board of Directors and Board of Commissioner is detailed on the Appendix. |  |  |  |
|  |  | 1. The determination of remuneration of the Board of Directors and the Board of Commissioners of the Company for the fiscal year ended on 31 December 2019.
 |  |  |  |

|  |  |
| --- | --- |
| **EGMS AGENDA** | **VOTING INSTRUCTION**  |
|  | **Agree** | **Against** | **Abstain** |
| Agenda Extraordinary General Meeting of Shareholders |
| 1. | Approval of the plan to change the Company's core business activity, in the form of adding new business sector, namely lease of office space. |  |  |  |
| 2. | Approval of the plan for amendment to Article 3 of the Company's Articles of Association in regard to the plan to add the Company's new business sector and editorial changes to the description of the Company's business activities. |  |  |  |

This power of attorney has been conferred on the Attorney under the following conditions:

a. this Power of Attorney shall not be amended and/or cancelled/withdrawn without prior written notification from the principal to the Board of Directors of the Company, such notification to be received by the Board of Directors of the Company no later than 3 (three) business days prior to the date of the GMS and if the Board of a Director of the Company does not so receive such a written notification from the Principal, the Board of Directors of the Company is entitled to assume and conclude that this power of attorney is still valid at the date of the GMS, on 21st May 2019;

b. the Principal undertakes to fully accept and to ratify all actions performed by the Attorney on behalf of the Principal, by virtue of this power of attorney;

c. the Principal confers this power of attorney with the right to delegate this power of attorney to other persons; and

d. this power of attorney shall be effective as from the date 20th May 2019.

IN WITNESS WHEREOF, this power of attorney is executed in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on the \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2019.

For the Principal, Attorney,

Stamp Duty

Rp. 6.000,-

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Notes:

1. If this power of attorney is executed in the Republic of Indonesia, it must be signed with the stamp duty of Rp 6,000,- and the signature of the Principal and the date of the signing thereof shall be affixed on such stamp duty.

2. To the Shareholders having their registered address overseas, if this power of attorney is executed outside the Republic of Indonesia, this power of attorney shall be notarized and subsequently legalized by the Embassy/Consulate of the Republic of Indonesia having its jurisdiction covering the territory where this power of attorney will be signed, or in the absence of any Embassy/Consulate of the Republic of Indonesia, this power of attorney shall be legalized in accordance with the local rules.

3. A shareholder of the Company may be represented at the Meeting by one or more persons who is/are authorized to represent and act for and on behalf of the Principal according to the Articles of Association of the Principal, provided that (i) copy of the latest Articles of Association of the Principal prevailing at the date of the Meeting; and (ii) a document regarding the appointments of the incumbent Board of Directors and the Board of Commissioners or authorized party(ies) entitled to represent the Principal, accompanied with evidence of notification of their appointments to the Minister of Law and Human Rights of the Republic of Indonesia and registration in the Register of Companies at the Ministry of Industry and Trade of the Republic of Indonesia, must be submitted to the officer-in-charge of the Meeting prior entering the Meeting room.

4. In accordance with paragraph 15.3. of Article 15 of the Articles of Association of the Company, the Chairman of the Meeting shall be entitled to request any person attending the Meeting to prove that they are entitled to attend the Meeting.

5. In accordance with paragraph 15.5. of Article 15 of the Articles of Association of the Company, members of the Board of Directors, members of the Board of Commissioners and employees of the Company may be appointed as a proxy of a shareholder of the Company in this Meeting, but the votes they cast in their capacity as a proxy of any shareholder of the Company shall not be counted in voting.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**APPENDIX**

**PROFILE OF THE CANDIDATE BOARD OF DIRECTORS**

**AND BOARD OF COMMISSIONERS**

**PT. UNILEVER INDONESIA Tbk**

**PROFILE OF THE CANDIDATE BOARD OF COMMISSIONER**

**DEBORA HERAWATI SADRACH**

Indonesian citizen, born in Sukabumi, West Java, domiciled in Jakarta. Joined Unilever Indonesia in 1988 and retired in 2017. She has held several senior positions while working at Unilever Indonesia include Director of Refreshment & Marketing Services (2015-2017), Director of Personal Care (2001-2007; 2011-2015) and Director of Home and Personal Care (2007-2010). After retiring from Unilever Indonesia she is active in marketing and branding training activities and various other social activities.

She earned a Master's degree in Education (EdM) for Adult & Continuing Education from Boston University School of Education (1987) and a Bachelor of Dentistry from Universitas Trisakti (1985).

**PROFILE OF THE CANDIDATE DIRECTORS**

**SRI WIDOWATI**

Indonesian citizen, born in Surabaya, East Java, domiciled in Jakarta. She first joined Unilever in 1994 and has held several senior positions including Regional Skin Care & Cleansing Director at Unilever Asia Pacific Ltd (2005-2009) and Head of Unilever Indonesia Skin Care Marketing (2000-2005).

She resigned from Unilever in 2010 and joined the L’Oreal International Marketing Division leading the Garnier brand for South Asia in 2011-2016, based in Paris and Singapore.

Before rejoining Unilever Indonesia, Sri Widowati has contributed establish a Facebook business in Indonesia as Country Head since March 2016.

She holds an MSc degree in Finance from the University of Denver Colorado (1991-1992) and Bachelor of Business from Universitas Trisakti (1986-1990).

**VERONIKA UTAMI**

Indonesian citizen, born in Jakarta, domiciled in Jakarta. She joined Unilever Indonesia on August 21, 2002 and has held several senior positions including Brand Directors of SEA & ANZ, Dirt is Good (Omo/Rinso/Breeze) & Radiant at Unilever Asia Private Limited, Singapore (2018), Head of Household Care (2015-2017) and Unilever Indonesia's Head of Ice Cream Marketing (2012-2015).

She graduated from Universitas Indonesia with a Bachelor of Industrial Engineering degree (2001).