



PT HM SAMPOERNA Tbk.

PT HANJAYA MANDALA SAMPOERNA Tbk.

Jl. Rungkut Industri Raya No. 18, Surabaya,  
Telp. (031) 8431699, Faks. (031) 8430986

UNOFFICIAL TRANSLATION

## INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Hanjaya Mandala Sampoerna Tbk., domiciled in Surabaya (the "**Company**"), hereby invites the Company's Shareholders to attend the Annual General Meeting of Shareholders (the "**AGMS**"), which will be convened as follows:

Day/Date : Thursday, May 9, 2019  
Time : 09:00 am Western Indonesian Time until finished  
Venue : PT HM Sampoerna Tbk.  
Taman Sampoerna Meeting Room  
One Pacific Place 18th Floor  
Sudirman Central Business District (SCBD)  
Jl. Jendral Sudirman Kav. 52-53  
Jakarta - 12190

With the following agenda:

**1. Approval of the Annual Report and Ratification of the Consolidated Financial Statements of the Company, for the Fiscal Year Ended on December 31, 2018.**

Pursuant to (i) Article 69 and Article 78 of Law No. 40 of 2007 (the "**Company Law**"); (ii) Article 9 paragraph (3) point (a) and (b) of the Articles of Association of the Company; and (iii) Article 21 paragraph (3) and paragraph (5) of the Company's Articles of Association, annual reports and consolidated financial statements of the Company must obtain approval and ratification, respectively, from the Company's General Meeting of Shareholders ("**GMS**").

**2. Approval for the use of the Company's retained earnings for the fiscal year ended on December 31, 2018.**

Pursuant to (i) Article 70 and Article 71 paragraph (1) of the Company Law, (ii) Article 9 paragraph 3 point c of the Company's Articles of Association, and (iii) Article 22 paragraph 1 of the Company's Articles of Association, the use of the Company's net income shall be decided in a GMS.

**3. Approval of the Appointment of Public Accounting Office to audit the Company's Financial Statements for the fiscal year ending on December 31, 2019.**

Pursuant to Article 68 paragraph (1) letter (c) of the Company Law, the financial statements of the public company must be submitted to the public accountant to be audited. Furthermore, based on the Financial Services Authority Regulation No. 32/POJK.04/2014 concerning the Planning and Convening of General Meeting of Shareholders of Public Companies, as amended, the appointment and dismissal of public accountants who will provide audit services for annual historical financial information must be decided in a general meeting of shareholders of a public company by considering the proposal of the Board of Commissioners.

**4. Approval for the change in the composition of the Board of Directors and the Board of Commissioners of the Company.**

Pursuant to (i) Article 94 paragraph (1) of the Company Law and Article 111 paragraph 1 of the Company Law; (ii) Article 3 and Article 23 of the Financial Services Authority Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers and Public Companies; and (iii) Article 15 paragraph (3) and Article 18 paragraph 3 of the Company's Articles of Association, the members of the Board of Directors and the Board of Commissioners are appointed by the GMS.

In connection with the issuance of the Director General of Taxation Regulation No. PER-25/PJ/2018 concerning Procedures for the Application of Agreement on the Avoidance of Double Taxation, Shareholders who are Foreign Taxpayers whose tax deductions shall use tariffs pursuant to the Agreement on the Avoidance of Double Taxation ("**P3B**"), we strongly recommend you to immediately process and fulfill the tax requirements in accordance with the applicable regulations.



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### **Notes:**

1. This notice serves as an official invitation for the shareholders of the Company to attend the AGMS. The Company will not send out individual invitations to the Company's Shareholders.
2. The shareholders of the Company who are entitled to attend or be represented at the AGMS are those whose names are registered in the Company's Shareholder Register on Tuesday, **16 April 2019** at 4 pm Western Indonesian Time, or the holders of securities account in the collective custody of the Indonesia Central Securities Depository ("KSEI") on the closing of shares trading on Tuesday, **16 April 2019**.
3. The Company's Shareholders or their valid proxies attending the AGMS whose shares have not been registered into the collective custody of KSEI are respectfully requested to (i) present the original Collective Shares Certificate or submit a photocopy thereof and (ii) submit a photocopy of their National ID Card or other forms of identification before entering the AGMS venue.  
The Company's Shareholders or their valid proxies attending the AGMS whose shares are registered in the collective custody of KSEI are respectfully requested to submit the original Confirmed Invitation to the Meeting ("KTUR"), and a photocopy of their National ID Card or other forms of identification.
4. The Company's Shareholder who is unable to attend the AGMS may be represented by a proxy with the following conditions:
  - (i) Based on a Power of Attorney Form which can be obtained at the office of the Company's shares registrar, PT Sirca DataPro Perdana ("BAE"), during business hours and the Power of Attorney form which has been filled out by the Company's Shareholder must be submitted to the Company through BAE Office at Jl. Johar No. 18, Menteng, Jakarta 10340, no later than May 6, 2019 at 4 pm Western Indonesia Time.
  - (ii) Members of the Board of Directors, members of the Board of Commissioners and the employees of the Company may act as proxies at the AGMS, however votes cast by them will not be calculated for voting.
5. Representatives of the Company's Shareholder in form of legal entities must also submit:
  - (i) Photocopies of their latest Article of Association; and
  - (ii) Deed on the appointment of their incumbent management, to the company through BAE at Jl. Johar No. 18, Menteng, Jakarta 10340, no later than May 6, 2019 at 4 pm Western Indonesia Time.
6. The materials to be discussed in the AGMS are available at the Company's web site ([www.sampoerna.com](http://www.sampoerna.com)) since April 17, 2019 until the date of the AGMS is convened, and can be obtained at the Company's Corporate Representative Office during business hours, at PT Hanjaya Mandala Sampoerna Tbk., One Pacific Place Building, Sudirman Central Business District (SCBD), Jl. Jend. Sudirman Kav. 52-53, Lot 3&5, 18th Floor, Jakarta 12190, by submitting a written request to the Corporate Secretary.
7. In order to facilitate an orderly meeting, the Company's Shareholders or their valid proxies are hereby requested to be present at the AGMS venue at least 30 (thirty) minutes before the AGMS commences or at 08.30 am Western Indonesia Time.

Jakarta, April 17, 2019  
PT Hanjaya Mandala Sampoerna Tbk.  
The Board of Directors

