



UNITED TRACTORS

INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2015 PT UNITED TRACTORS Tbk

The Board of Directors of PT UNITED TRACTORS Tbk ("**Company**"), cordially invites the shareholders of the Company ("**Shareholders**") to attend the Annual General Meeting of Shareholders 2015 (the "**Meeting**") which will be held on:

Day : **Tuesday / April, 21st 2015**
Time : **02.00 p.m. Indonesian Western Time**
Place : **JW Marriot Hotel, Dua Mutiara 1 & 2 Room Level 2,
Jl. DR Ide Anak Agung Gde Agung Kav.1.2 No. 1&2,
Kawasan Mega Kuningan, Jakarta, 12950**

With the following agenda:

1. Approval of the Annual Report and Ratification of the Company's Financial Statements for the Book Year 2014;
2. Determination of the Appropriation of the Company's Profit for the Book Year 2014;
3. Appointment of members of the Board of Directors and the Board of Commissioners for the term of office 2015-2017 and determination of salary and/or allowances of the Board of Directors of the Company and honorarium and/or allowances of the Board of Commissioners for the term of office 2015-2016;
4. Appointment of a public accountant to audit the Company's Financial Statements for the Book Year 2015;
5. Amendments to the Articles of Association of the Company.

Notes:

1. Pursuant to paragraph (3) of Article 21 of the Articles of Association of the Company, this Invitation shall serve as a Meeting invitation.
2. A brief explanation on the above agenda:
Agenda No.1 : Approval of the Annual Report and Ratification of the Company's Financial Statements for the Book Year 2014.

Pursuant to paragraph (1) of the Article 69 of the Law Number 40 of 2007 on the Limited Liability Companies ("**UUPT**") and paragraph (2) b of Article 19 of the Articles of Association of the Company, Annual Report needs to be approved by and the Company's Financial Statements need to be ratified by the general meeting of Shareholders.

- Agenda No. 2: Determination of the Appropriation of the Company's Profit for the Book Year 2014.

Pursuant to paragraph (1) of Article 71 of UUPT and paragraph (2) c of Article 19 of the Articles of Association of the Company, the determination of the appropriation of the Company's profit requires approval of the general meeting of Shareholders.

- Agenda No. 3: Appointment of members of the Board of Directors and the Board of Commissioners for the term of office 2015-2017 and determination of salary and/or allowances of the Board of Directors of the Company and honorarium and/or allowances of the Board of Commissioners for the term of office 2015-2016.

Pursuant to paragraph (4) of Article 94 jo. paragraph (4) of Article 111 UUPT and paragraph (2) of Article 11 jo. paragraph (3) of Article 14 of the Article of Associations of the Company, appointment of the Board Of Directors and Board of Commissioners requires approval of the general meeting of Shareholders.

Pursuant to paragraph (1) of Article 96 jo. Article 113 UUPT and paragraph (3) of Article 11 jo. paragraph (4) of Article 14 of the Articles of Association of the Company, determination of salary and/or allowances of the Board of Directors of the Company and honorarium and/or allowances of the Board of Commissioners requires approval of the general meeting of Shareholders.

Agenda No. 4: Appointment of a public accountant to audit the Company's Financial Statements for the Book Year 2015.

Pursuant to paragraph (2) d Article 19 of the Articles of Association of the Company, appointment of a public accountant to audit the Company's Financial Statements requires approval of the general meeting of Shareholders.

Agenda No. 5: Amendments to the Articles of Association of the Company.

The Articles of Association of the Company needs to be amended to comply with the following provisions:

- a. Regulation of Financial Services Authority (*Otoritas Jasa Keuangan* or "**OJK**") No. 32/POJK.04/2014 on the Planning and Implementation of the General Meeting of Shareholders of the Public Company ("**POJK No. 32**");
- b. Regulation of OJK No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of the Issuer or Public Company ("**POJK No. 33**"); and
- c. Regulation No. I-A on Listed Stock and Equity Securities other than Shares Issued by Listed Companies, Appendix to Decree of Board of Directors of PT Bursa Efek Indonesia No. Kep-00001/BEI/01-2014.

Pursuant to paragraph (1) of Article 19 UUPT, amendment to the Articles of Association of the Company requires approval of the general meeting of Shareholders.

3. Materials of the Meeting, particularly the Annual Report of the Company, are available at the office of the Company, during the office hours, as of the date of this Invitation up to April, 21th 2015 at 01.00 p.m, upon a written request from a Shareholder.
4. Those who are eligible to attend or to be represented at the Meeting are only Shareholders, whose names are recorded in the Register of Shareholders of the Company on March, 27th 2015 at 04.00 p.m. or the Shareholders, whose shares are in the collective custody of the Indonesian Central Securities Depository ("**KSEI**") at the closing of shares trading on March, 27th 2015 at 04.00 p.m. Indonesian Western Time.
5.
 - a. Shareholders, who cannot attend the Meeting could be represented by a proxy with a valid power of attorney in a form and substance, approved by and acceptable to the Board of Directors of the Company. Member of the Board of Directors, the Board of Commissioners, and employees of the Company may act as the proxy of Shareholders at the Meeting; however, votes cast by them as proxies are not counted in the voting.
 - b. A form of Power of Attorney can be obtained during the office hours at the office of the appointed securities administration agency, namely PT Raya Saham Registra, domiciled at Gedung Plaza Sentral, Lantai 2, Jl. Jend. Sudirman kav 47-48, Jakarta, or at the Company's office, located in Jl. Raya Bekasi Km. 22, Jakarta 13910.
 - c. All Power of Attorney must be received by the Board of Directors of the Company at the latest April, 15th 2015 at 04:00 p.m.

6. a. Shareholders or their proxies who will attend the Meeting are required to present to the registration officer, the identity card (KTP) or any other identity card and submit the copy thereof, before entering into the Meeting room.
 - b. A non individual Shareholder is required to bring a copy of its Articles of Association (and all of the amendments and the approval or notification to the Ministry of Law and Human Rights thereof) and a minutes of meeting of its shareholders or its shareholders resolutions in a notarial deed form evidencing the appointment of its current member of board of directors and/or board of commissioners or the composition of its management, together with the receipt of notification to the Ministry of Law and Human Rights.
 - c. For shareholders, whose shares are in the collective custody of KSEI must submit a written confirmation for the Meeting to the registration officer, before entering into the Meeting room.
7. Pursuant to paragraph (1) of Article 31 of POJK No. 32, each share bestows upon its holder the right to cast one (1) vote. If one Shareholder owns more than 1 (one) share, the vote shall apply for all the number of shares he/she/it owns. The afore-mentioned provision shall not apply to (i) a custodian bank or a securities company representing its customers, being the shareholders of the Company; and (ii) an investment manager representing a mutual fund managed by it.
 8. For the order of the Meeting, the Shareholders or their proxies are requested to be present at the venue of the Meeting 30 (thirty) minutes before the commencement of the Meeting.

Jakarta, March, 30th 2015
The Board of Directors of the Company