



UNITED TRACTORS

member of **ASTRA**

INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019 PT UNITED TRACTORS Tbk

The Board of Directors of PT United Tractors Tbk (the "**Company**"), cordially invites the shareholders of the Company ("**Shareholders**") to attend the **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019** (the "**Meeting**") which will be held on:

Day / Date : Tuesday / 16 April 2019
Time : 02.00 PM Western Indonesian Time - finish
Place : Grand Ballroom PT United Tractors Tbk,
Jalan Raya Bekasi Km. 22,
Cakung, East Jakarta, 13910

Agenda of Meeting:

1. Approval of the Annual Report 2018, including the Ratification of the Board of Commissioners' Supervisory Report as well as the Ratification of the Company's Consolidated Financial Statements for the Financial Year 2018;
2. Determination of the Utilization of the Company's Net Profits for the Financial Year 2018;
3. Appointment of members of the Board of Directors and the Board of Commissioners of the Company for the term of office 2019-2021;
4. Determination of Remuneration and Allowances of the Board of Directors of the Company and Remuneration or Honorarium and Allowances of the Board of Commissioners of the Company for the period of 2019-2020;
5. Appointment of a Public Accountant Firm to Conduct the Audit of the Company's Financial Statements for the Financial Year 2019; and
6. Amendment of Article 3 of the Articles of Association of the Company regarding Purpose and Objectives as well as Business Activities to Comply with the Provisions of Regulation of Government No. 24 of 2018 on the Electronic Integrated Business License Services.

Explanations of Each Agenda of Meeting:

Agenda 1 until agenda 5 are regular agenda held in Annual General Meeting of Shareholders of the Company.

Agenda 1: Approval of the Annual Report 2018, including the Ratification of the Board of Commissioners' Supervisory Report as well as the Ratification of the Company's Consolidated Financial Statements for the Financial Year 2018.

Pursuant to paragraph (1) of Article 69 of Law Number 40 of 2007 on Limited Liability Company ("**UUPT**") and paragraph 2 letters (a) and (b) of Article 19 of the Articles of Association of the Company, the Annual Report shall require an approval of the General Meeting of Shareholders ("**GMOS**"), including the Board of Commissioners' Supervisory Report as well as the Company's Financial Statements shall be ratified by the GMOS.

Agenda 2: Determination of the Utilization of the Company's Net Profits for the Financial Year 2018.

Pursuant to paragraph (1) of Article 71 of UUPT and paragraph (2) letter c of Article 19 of Articles of Association of the Company, determination of the utilization of the net profits shall be resolved in the GMOS.

Agenda 3: Appointment of Members of the Board of Directors and the Board of Commissioners of the Company for the term of office 2019-2021.

Pursuant to paragraph (5) of Article 94 in conjunction with paragraph (5) of Article 111 UUPT and paragraph (2) of Article 11 in conjunction with 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 GMOS.

Agenda 4: Determination of Remuneration and Allowances of the Board of Directors of the Company and Remuneration or Honorarium and Allowances of the Board of Commissioners of the Company for the period of 2019-2020.

Pursuant to paragraph (1) of Article 96 in conjunction with Article 113 of UUPT and paragraph (3) of Article 11 in conjunction with paragraph (4) of Article 14 of the Articles of Association of the Company, (i) the amount of remuneration and allowances of the Board of Directors of the Company shall be determined by the resolution of the GMOS and such authority can be bestowed upon the Board of Commissioners and (ii) the remuneration or honorarium and allowances of the Board of Commissioners shall be determined by the GMOS.

Agenda 5: Appointment of a Public Accountant Firm to Conduct the Audit of the Company's Financial Statements for the Financial Year 2019.

Pursuant to paragraph (1) of Article 36A of Regulation of Financial Services Authority No.10/POJK.04/2017, regarding the amendment to the Regulation of Financial Services Authority No.32/POJK.04/2014 on General Meetings of Shareholders of Public Companies in conjunction with paragraph (2) letter d of Article 19 of the Articles of Association of the Company, appointment of a registered public accountant firm to audit the Financial Statements requires an approval of GMOS.

Agenda 6: Amendment of Article 3 of the Articles of Association of the Company regarding Purpose and Objectives as well as Business Activities to Comply with the Provisions of Regulation of Government No. 24 of 2018 on the Electronic Integrated Business License Services.

In connection with Regulation of Government No. 24 of 2018 on the Electronic Integrated Business License Services and Joint Announcement of the Ministry of Law and Human Rights Republic of Indonesia Cq. Directorate General of General Legal Administration and Coordinating Ministry of Economic Affairs of the Republic of Indonesia Cq. Online Single Submission Institution on 11 October 2018, regulating that purpose and objectives as well as business activities of a company in the Articles of Association of such company have to be in accordance with the Indonesian Business Activity Standard Classification (*Klasifikasi Baku Lapangan Usaha Indonesia* ("**KBLI**")) of 2017, the Company shall be obliged to adjust the purpose and objectives as well as business activities stated in Article 3 of the Articles of Association of the Company with KBLI of 2017. Pursuant to paragraph (1) of Article 19 UUPT, amendment to the Articles of Association of the Company is determined by the GMOS.

Notes:

1. This Invitation will serve as the Meeting invitation.
2. The materials of the Meeting, particularly the Annual Report of the Company, are available at the Company's head office at Jl. Raya Bekasi Km. 22, Cakung, East Jakarta 13910 ("**Company's Head Office**") starting from the date of this Invitation until 16 April 2019 at 9.00 AM Western Indonesian Time. The materials of the Meeting can be obtained from the Company during the

office hours and upon a written request from a Shareholder. Annual Report of the Company and the curriculum vitae of the new Director and Commissioner of the Company are also available on website of the Company

3. Those who are entitled to attend or to be represented at the Meeting are Shareholders, whose names are recorded in the Register of Shareholders of the Company on 21 March 2019 at 04.00 PM Western Indonesian Time or the Shareholders whose shares are in the collective custody of the PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of shares trading on 21 March 2019 at 04.00 PM Western Indonesian Time.
4. a. The Shareholders, who are unable to attend the Meeting may be represented by their proxies 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 they are not eligible to cast any vote in the voting. The shareholders whose addresses are registered outside Indonesia and appoint a proxy whereas the Power of Attorney is signed outside Indonesia, such Power of Attorney(s) must be legalized by local Notary/other authorized institution(s) and by the local Indonesian Embassy/Representative.

b. The form of power of attorney can be obtained during the office hours at the Securities Administration Bureau of the Company, PT Raya Saham Registra, having its address at Gedung Plaza Sentral, 2nd Floor, Jl. Jend. Sudirman kav 47-48, Jakarta, or at Company's Head Office, Attn. Corporate Legal of the Company, Jl. Raya Bekasi Km 22, Cakung, East Java, phone (021) 24579999 ext. 18049.

c. All of the executed Power of Attorney must be received by the Board of Directors of the Company at the latest 11 April 2019 at 4.00 PM Western Indonesian Time.
5. a. The Shareholders or their proxies who will attend the Meeting are required to present the identity card (*Kartu Tanda Penduduk* or KTP) or any other identity card and submit the copy thereof to the registration officer before entering into the Meeting room.

b. Shareholders in the form legal entities are required to submit a copy of its latest articles of association (together with the approvals from and/or receipts of notification from the Ministry of Law and Human Rights) and a notarial deed concerning the current composition of the Board of Directors and/or Board of Commissioners (together with the receipt of notification from the Ministry of Law and Human Rights) to our registration officer.

c. Particularly for shareholders whose shares are kept in the KSEI collective custody shall submit the Written Confirmation for the Meeting (*Konfirmasi Tertulis Untuk Rapat* or KTUR) to the registration officer before entering into the Meeting room.
6. One share bestows upon its holder the right to cast one (1) vote. If a Shareholder has more than 1 (one) share, the vote shall apply for all the number of shares he/she/it owns.
7. To conduct the Meeting in an orderly and timely manner, the Shareholders or their proxies are kindly requested to be at the Meeting venue at latest 30 (thirty) minutes before the Meeting starts.

Jakarta, 22 March 2019
PT United Tractors Tbk
The Board of Directors

Notes: This Invitation is made in Indonesian and English languages. The Indonesian version shall prevail in the case of any inconsistencies or differences of interpretation with the English language text of this Invitation