



**INVITATION OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT ADIRA DINAMIKA MULTI FINANCE Tbk**

The Board of Directors of PT Adira Dinamika Multi Finance Tbk (the "Company") which is domiciled in Jakarta, hereby invites the shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGMS") which will be convened as follows:

Day / Date : Wednesday, 18 May 2016  
Time : 09.00 a.m. West Indonesia Time ("WIB") until finished  
Venue : Sasono Mulyo 3 – Lobby Level  
Le Méridien Hotel Jakarta  
Jl. Jenderal Sudirman Kav. 18-20  
Jakarta

**Agenda:**

1. a. The approval of the Company's Annual Report for the financial year ended at December 31 2015;  
b. Ratification of the Company's financial statements for the financial year ended at December 31, 2015; and  
c. Ratification of the Supervisory Report of the Company's Board of Commissioners for the financial year ended at December 31, 2015;
2. Determination of the appropriation of the Company's profit acquired in financial year ended at December 31, 2015;
3. Implementation of new accounting standards, namely: SFAS No. 24 (2013 Revision), which replaces SFAS No. 24 (2010 Revision) and its implications;
4. The Engagement of Public Accountant and Public Accounting Firm for financial year 2016;
5. a. Determination of the amount of salary and allowances and / or other income for the members of the Board of Directors;  
b. Determination of the amount of salary or honorarium and other allowances of members of the Board of Commissioners;  
c. Determination of the amount of salary or honorarium and / or allowances of the Sharia Supervisory Board of the Company;
6. Changes in the composition of the Board of Commissioners;
7. Approval to transfer and/or pledge as security for debt more than 50% of the Company's total net assets;
8. Reporting on the usage of the issuance proceeds of Adira Finance Sustainable Bonds III Phase I Year 2015, Adira Finance Sustainable Bonds III Phase II Year 2015, Adira Finance Sustainable Bonds III Phase III Year 2016 and Adira Finance Sustainable Sukuk Mudharabah II Phase I Year 2015.

**Explanation on the the AGMS Agenda and Materials**

**Explanation of the 1<sup>st</sup> Agenda :**

Pursuant to Article 18 and Article 20 of the Article of Association of the Company Jo Article 66, Article 67, Article 68 and Article 69 of Laws of Limited Liability Company ("Company Law"): propose to the

AGMS to (i) approve the Company's Annual Report for the financial year ended at 31-12-2015; (ii) ratify the Company's audited financial statements for the financial year ended at 31-12-2015 which has already audited by Purwantono, Sungkoro & Surja, a member of Ernst & Young Global Limited as stated in the Independent Audit Report dated 14 January 2016, No. RPC-256/PSS/2016 with an unqualified opinion; (iii) ratify the annual Supervisory Report of the Board of Commissioners of the financial year ended at 31-12-2015; and (iv) fully release and discharge ("*volledig acquit et decharge*") the Board of Directors and the Board of Commissioners for their management and supervision carried out in the financial year ended at 31-12-2015, provided that these management and supervisory actions are reflected in the annual report for the financial year ended at 31-12-2015.

**Explanation of the 2<sup>nd</sup> Agenda :**

Pursuant to Article 20 Paragraph 2 letter (b) and Article 25 of the Articles of Association of the Company Jo Article 70 and Article 71 of Company Law: propose to the AGMS to approve the appropriation of the Company's profit acquired in financial year ended at December 31, 2015, namely (i) 1% of net profit is set aside for the reserve fund, (ii) 50% of the net profit to pay out a portion as dividends of financial year 2015 and (iii) the rest of the net profit of financial year 2015 whose usage has not been determined as retained earnings of the Company.

**Explanation of the 3<sup>rd</sup> Agenda :**

Pursuant to Financial Services Authority (formerly Bapepam-LK) No. VIII.G.7 which is an appendix of the Decision of the Chairman of Bapepam-LK No. KEP-347/BL/2012 dated 25 June 2012, the Company reports the implementation of new accounting standards namely SFAS No. 24 (2013 Revision) which replaces SFAS No. 24 (2010 Revision) and its implications.

**Explanation of the 4<sup>th</sup> Agenda :**

Pursuant to Article 20 Paragraph 2 letter (c) of the Articles of Association of the Company Jo Article 68 of Company Law: propose to the AGMS to engage Mr. Benyanto Suherman as a Public Accountant and Purwantono, Sungkoro & Surja, member of Ernst & Young Global Limited as Public Accounting Firm that listed in the Financial Services Authority to audit the Company's financial statement for financial year 2016.

**Explanation of the 5<sup>th</sup> Agenda :**

Pursuant to Article 11 Paragraph 6, Article 14 Paragraph 8, Article 17 Paragraph 6 and Article 20 Paragraph 2 letter (e) of Articles of Association of the Company Jo Article 96 and Article 113 of Company Law, as well as the recommendation of the Company's Nomination and Remuneration Committee: propose to the AGMS to approve and determine the salary or honorarium, *tantieme* or bonus and other allowances of the Board of Commissioners and approve the delegation of authority to the Board of Commissioners to determine the salary or honorarium, *tantieme* or bonus and other allowances for each member of the Board of Directors and Sharia Supervisory Board of the Company.

**Explanation of the 6<sup>th</sup> Agenda :**

Pursuant to Article 23 of Financial Services Authority Regulation No. 33/POJK.04/2014, Article 14 Paragraph 2 of Articles of Association of the Company and considering the recommendation of Nomination and Remuneration Committee of the Company: propose to the AGMS to approve the changes in the composition of the Board of Commissioners with term until the Annual General Meeting of Shareholders which will be held in 2018.

**Explanation of the 7<sup>th</sup> Agenda :**

Pursuant to Article 12 Paragraph 5 of the Articles of Association of the Company Jo Article 102 of the Company Law: to propose to the AGMS to approve the transfer and/or use of Company's assets as

security for debts amounting to more than than 50% of total net assets of the Company as set forth in the Company's most recent financial statement audited by a public accountant in 1 or more transactions, whether related to each other or not related to one another.

#### **Explanation of the 8<sup>th</sup> Agenda :**

Pursuant to Financial Services Authority Regulation No. 30/POJK.04/2015 dated 16 December 2015 regarding to Realization Reports on Usage of Public Offering Proceeds particularly Article 12, realization reports on usage of public offering proceeds shall be accounted to the upcoming Annual GMS. The Company will report the realization on usage of public offering proceeds of Adira Finance Sustainable Bonds III Phase I Year 2015, Adira Finance Sustainable Bonds III Phase II Year 2015, Adira Finance Sustainable Bonds III Phase III Year 2016 and Adira Finance Sustainable Sukuk Mudharabah II Phase I Year 2015.

AGMS material(s) or substance(s) are available at the Company's Head Office on the date of the invitation of the AGMS and can be obtained filing a written request to the Company's Corporate Secretary, or by download directly from the Company website.

#### **Explanation on the Quorum of Attendance And Voting Tabulation**

1. Meetings are legitimate and can be conducted and pass binding decision if it is attended by the Shareholders that represent: (a) for the first, second, fourth, fifth and sixth agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights; (b) for the seventh agenda of AGMS, more than 3/4 (three-fourth) of the total shares issued by the Company with valid voting rights.
2. Meetings decisions must be taken based on the deliberation and consensus. In the event the consensus decision fails to be reached, the decisions' is valid if it is approved: (a) for the first, second, fourth, fifth and sixth agenda of AGMS, more than 1/2 (half) of the total shares with valid voting rights present or represented at the AGMS; (b) for the seventh agenda of AGMS, more than 3/4 (three-fourth) of the total shares with voting rights with legitimate the presence and/or represented in the AGMS.

#### **General Requirements :**

1. This Meetings invitation is an official invitation for shareholders to attend the Meetings ; the Company does not send separate invitations to individual Shareholder.
2. Attendees or representatives at the Meetings are those shareholders whose names are recorded in the Register of Shareholders as of 25 April 2016 at 16:00 p.m. WIB and/or, for shareholders whose shares are held in collective custody by the Indonesian Central Securities Depository (KSEI ), are those securities sub-account holders as of the close of trading on the Stock Exchange on 25 April 2016.
3. The shareholders or their proxies who will attend the Meetings are requested to submit a photocopy of their National Identification card (KTP) or other proof of identification before entering the meeting room. Shareholders who are legal entities are requested to bring a copy of their most recent Articles of Association as well as the most recent composition of the management personnel. Shareholders whose shares are held in collective custody by the Indonesian Central Securities Depository are required to bring a written confirmation for the Meetings (*Konfirmasi Tertulis Untuk Rapat - KTUR*) which may be obtained from the securities company or custodian bank where the shareholder opened the accounts and copies of ID.

4. Shareholders who do not attend the Meetings may be represented by proxy with the condition that the members of the Board of Directors, Commissioners and employees of the Company may not act as a proxy for shareholders of the Company in the Meetings.
5. Power of Attorney forms may be obtained at the Office of the Registrar of the Company ("Registrar"). After a power of attorney form is filled by a shareholder, it shall be submitted to the Company through the Registrar, PT Adimitra Jasa Korpora, at Rukan Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 No. 5 Kelapa Gading, Jakarta Utara 14250, no later than 17 May 2016 at 16.00 p.m. WIB.
6. The materials that will be discussed at the Meetings are available and may be obtained from the Head Office of the Company at The Landmark I Building, Floor 26-31, Jl. Jenderal Sudirman No. 1, Jakarta, 12910, Telephone (021) 5296 3232, 5296 3322, Fax (021) 5296 4159, during office hours at the written request of shareholders.
7. The Shareholders of the Company are encouraged to read in advance the Meetings' Rule of Order that can be directly downloaded through the Company's website and will also be distributed to the Shareholders before they enter the Meetings room.
8. To facilitate the smooth and orderly conduct of meetings, the shareholders and their proxies are kindly requested to arrive at the location of the Meetings no later than 30 minutes before the Meetings begin.

Jakarta, 26 April 2016

**PT Adira Dinamika Multi Finance Tbk**  
**The Board of Directors**