



**INVITATION  
TO THE 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 domiciled in Jakarta, hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the AGMS or the Meeting) which will be convened as follows:

Day / Date : Friday, 20 April 2018  
Time : 09:00 a.m. West Indonesia Time until finished  
Venue : Ballroom 2, 2<sup>nd</sup> Floor  
JS Luwansa Hotel and Convention Center Jakarta  
Jl. H. R. Rasuna Said Blok C No. 22  
Jakarta 12940

**Agenda:**

1. a. Approval of the Company’s annual report for the financial year ended on 31 December 2017;  
b. Ratification of the Company’s financial report for the financial year ended on 31 December 2017; and  
c. Ratification of the supervisory report of the Company’s Board of Commissioners for the financial year ended on 31 December 2017;
2. Determination of the use of the Company’s net profit for the financial year ended on 31 December 2017;
3. Appointment of Public Accountant and Public Accounting Firm for financial year 2018;
4. a. Determination of the salary and allowance and/or other benefit of the Company’s Board of Directors;  
b. Determination of the salary or honorarium and other allowance of the Company’s Board of Commissioners;  
c. Determination of the honorarium and other allowance of the Company’s Sharia Supervisory Board;
5. Appointment of the members of the Board of Commissioners, the Board of Directors and the Sharia Supervisory Board of the Company;
6. Approval to transfer and/or pledge as security for debt more than 50% (fifty percent) of the Company’s total assets;
7. Accountability for the realization of the use of proceeds from the issuance of Adira Finance Continuing Bond III Phase VI Year 2017, Adira Finance Continuing Bond IV Phase I Year 2017, Adira Finance Continuing Sukuk Mudharabah III Phase I Year 2017, Adira Finance Continuing Bond IV Phase II Year 2018 and Adira Finance Continuing Sukuk Mudharabah III Phase II Year 2018.

**Explanation on the Agenda and Material of the Meeting**

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

Pursuant to Article 18 and Article 20 of the Articles of Association of the Company in conjunction with Article 66, Article 67, Article 68 and Article 69 of the Limited Liability Law (“UUPT”): propose the GMS to (i) approve the Company’s Annual Report for the financial year ended on 31-12-2017; (ii) ratify the Company’s audited Financial Report for the financial year ended on 31-12-2017 which has been audited by Public Accounting Firm Tanudiredja, Wibisana, Rintis dan Rekan (member firm of PwC global network) as stated in the Independent Audit Report, dated 24 January 2018 with fair opinion without modification; (iii) ratify the Annual Supervisory Report of the Board of

Commissioners for the financial year ended on 31-12-2017; and (iv) to fully acquit and discharge (“*volledig acquit et decharge*”) the Board of Directors and the Board of Commissioners from the implementation of duties and responsibilities in managing and supervising in the fiscal year ended on 31-12-2017, insofar as the implementation of these duties and responsibilities are reflected in the Company’s annual report for the fiscal year ended on 31-12-2017.

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

Pursuant to Article 20 Paragraph 2 letter (b) and Article 25 of the Company’s Articles of Association and in conjunction with Article 70 and Article 71 of UUPT: propose the GMS to approve the use of the Company’s net profit for the year ended on 31-12-2017 namely (i) 1% of the Company’s net profit to be aside as reserve fund, (ii) 50% of the net profit to be paid out as dividends for the 2017 fiscal year and (iii) the remaining amount of the 2017 net profit whose usage has not been determined, shall be recorded as retained earnings of the Company.

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

Pursuant to Article 20 Paragraph 2 letter (c) of the Company’s Articles of Association and in conjunction with Article 68 of UUPT: propose the GMS to appoint Mr. Drs. M. Jusuf Wibisana, M. Ec., CPA as Public Accountant and Tanudireja, Wibisana, Rintis and Partners (member firm of PwC global network) as Public Accounting Firm that listed in Indonesia Financial Services Authority (OJK) to audit the Company’s financial report for financial year 2018.

**Explanation on the 4<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 the Company’s Articles of Association and with conjunction to Article 96 and Article 113 of UUPT, as well as the recommendation of the Nomination and Remuneration Committee of the Company: propose the GMS to approve and determine the salary or honorarium, tantieme or bonus and other allowance of the Board of Commissioners and to approve the delegation of authority to the Board of Commissioners to determine the salary or honorarium, tantieme or bonus and other allowance of the Board of Directors and Sharia Supervisory Board of the Company.

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

Pursuant to Article 23 of Financial Services Authority Regulation (“POJK”) No. 33/POJK.04/2014, Article 11 Paragraph 2, Article 14 Paragraph 2 and Article 17 Paragraph 1 of the Company’s Articles of Association and recommendation of the Nomination and Remuneration Committee of the Company: propose the AGMS to approve the appointment of the members of the Company’s Board of Commissioners, Directors and Sharia Supervisory Board with the tenure until the AGMS which will be held in 2022.

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

Pursuant to Article 12 Paragraph 5 of the Company’s Articles of Association and with conjunction to Article 102 of UUPT: propose the GMS to approve the Board of Directors to transfer and/or pledge the Company’s assets as security, in the form of receivables of the Company exceeding 50% (fifty percent) of the Company’s total assets which is recorded in the latest audited financial report of the Company in 1 transaction or more, which is related or not related one to another.

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

Pursuant to POJK No. 30/POJK.04/2015 dated 16 December 2015 on the Report on Realization of the Use of Proceeds from Public Offerings, particularly in the Article 12, realization of the use of proceeds from public offering shall be accounted to the closest Annual GMS. The Company shall report on the

realization of the use of proceeds of the issuance of Adira Finance Continuing Bond III Phase VI Year 2017, Adira Finance Continuing Bond IV Phase I Year 2017, Adira Finance Continuing Sukuk Mudharabah III Phase I Year 2017, Adira Finance Continuing Bond IV Phase II Year 2018 and Adira Finance Continuing Sukuk Mudharabah III Phase II Year 2018.

The AGMS materials are available in the Company's Headquarter on the date of AGMS invitation and can be obtained by submitting a written order to the Corporate Secretary, or can be downloaded directly from the Company's website.

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

1. The Meeting is legitimate and can be conducted as well as pass binding decision if it is attended by the Shareholders or the valid proxies of the Shareholders, that represent: (a) for the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> Agenda of AGMS, more than  $\frac{1}{2}$  (half) of the total shares issued by the Company with valid voting rights; (b) for the 6<sup>th</sup> Agenda of the AGMS, at least  $\frac{3}{4}$  (three quarters) of the total shares issued by the Company with valid voting rights.
2. The Meeting decision shall be taken based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decision is valid if it is approved: (a) for the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> Agenda of AGMS, more than  $\frac{1}{2}$  (half) of the total shares issued by the Company with valid voting rights present or represented at the AGMS; (b) for the 6<sup>th</sup> Agenda of the AGMS, at least  $\frac{3}{4}$  (three quarters) of the total shares issued by the Company with valid voting rights present or represented at the AGMS.

### **General Provisions:**

1. This Meeting invitation is the official invitation to the Shareholders to attend the Meeting, the Company will not send the separate Meeting invitation to each Shareholders.
2. The Shareholders who are entitled to attend or to be represented in the Meeting are those whose names are registered in the Shareholder Register of the Company on 28 March 2018 at 16:00 West Indonesia Time and or the Shareholders whose shares are in collective custody in PT Kustodian Sentral Efek Indonesia (KSEI) are pursuant to the record of share-account balance at the close of trading in Stock Exchange at 28 March 2018.
3. The Shareholders of the Shareholders' representatives who will attend the Meeting shall submitted copy of Identity Card prior to entering the Meeting room. As for Institutional Shareholders, shall submitted copy of the latest Articles of Association as well as the latest management structure. As for the Shareholders whose shares are in collective custody in PT Kustodian Sentral Efek Indonesia is obliged to submit Written Confirmation for Meeting (KTUR) which can be obtained from the securities company or in custodian bank, where the shareholders have their account as well as copy of Identity Card.
4. The Shareholders who are unable to attend the Meeting might be represented by their representatives with the provision that the members of the Board of Directors, members of the Board of Commissioners and Employees of the Company shall not act as the Shareholders representatives in this Meeting.
5. Power of Attorney Form is available at the Company's Share Registrar Office or can be downloaded in the Company's website and after the form is completed by the shareholders, it shall be submitted to the Company through the Share Registrar i.e PT Adimitra Jasa Korpora resided in Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 No. 5, Kelapa Gading, Jakarta Utara 14250, no later than 19 April 2018 at 16.00 WIB.

6. The Meeting materials are available at the Company's Headquarter, The Landmark I Lt. 26-31, Jl. Jenderal Sudirman No. 1, Jakarta, 12910, Phone (+6221) 5296 3232, 5296 3322, Fax (+6221) 5296 3354, at office hour upon written order from the Shareholders.
7. The Shareholders of the Company are encouraged to read in advance the Meeting Order that can be downloaded directly through the Company's website and will be distributed prior to the Meeting.
8. In order to carry out the proper arrangement for the Meeting, the Shareholders or their representatives are respectfully requested to be present at the Meeting at the latest 30 minutes prior to the Meeting.

Jakarta, 29 March 2018

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