



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

The Board of Directors of PT Adira Dinamika Multi Finance Tbk ("Company") resided in Jakarta herewith summon the Company's Shareholders to attend the Annual General Meeting of Shareholders ("The Meeting") which will be held on:

Day / Date : Friday, 29 March 2019
Time : 09.00 Jakarta Time
Place : Ballroom 2
JS Luwansa Hotel and Convention Center Jakarta
Jl. H. R. Rasuna Said Blok C No. 22
Jakarta 12940

With the Meeting Agenda as follows:

1. a. Approval of the Company's annual report for fiscal year ending 31 December 2018;
b. Ratification of the Company's financial statement for fiscal year ending 31 December 2018;
and
c. Ratification of the Company's supervisory duty report of the Board of Commissioner for fiscal year ending 31 December 2018;
2. Determination of the utilization of the Company's net income for fiscal year ending 31 December 2018;
3. Appointment of Public Accountant and Public Accountant Office for fiscal year 2019;
4. a. Determination of the salary and allowance and/or other benefit of the Company's Board of Directors;
b. Determination of the amount of the salary and incentive and/or other remuneration of the Company's Board of Commissioners;
c. Determination of the amount of honorarium and other incentives of the Company's Sharia Supervisory Board;
5. Approval to transfer and/or pledge as security for debt more than 50% (fifty percent) of the Company's total assets;
6. Accountability of the realization of the fund resulted from the issuance of Adira Finance Continuing Bond IV Phase III Year 2018, Adira Finance Continuing Bond IV Phase IV Year 2019 and Adira Finance Continuing Sukuk Mudharabah III Phase III Year 2019.

Explanation on the Agenda and Materials of the Meeting

Explanation of the Meeting Agenda 1:

By taking into account the provision of Article 18 and Article 20 of the Company's Article of Association juncto Article 66, Article 67, Article 68 and Article 69 of the Law of Limited Liability Company ("Company Law"): propose the Meeting to (i) approve the Company's Annual Report for fiscal year ending 31-12-2018; (ii) validate the Company's Financial Statement (audited) for fiscal year ending 31-12-2018 audited by Public Accountant Office of Tanudiredja, Wibisana, Rintis dan Rekan (member firm of PwC global network) as stated in the Independent Audit Report, dated 28 January 2019 with fair opinion; (iii) validate the Board of Commissioners' Supervisory Duty Report for fiscal year ending 31-12-2018; and (iv) grant full liability release and discharge (*volledig acquit et decharge*) to the Company's Board of Directors and Board of Commissioners for the management and supervision carried out in fiscal year

ending 31-12-2018, in the event that such acts of management and supervision are reflected in the Company's annual report for fiscal year ending 31-12-2018.

Explanation of the Meeting Agenda 2:

By taking into account the provision of Article 20 point 2 letter (b) and Article 25 of the Company's Article of Association *juncto* Article 70 and Article 71 of the Company Law: propose the Meeting to approve the utilization of the Company's net income for fiscal year ending 31-12-2018, i.e. to be set aside as reserved fund, to be disbursed as cash dividend and remaining net income which utilization has not been set determined as the Company's retained earnings.

Explanation of the Meeting Agenda 3:

By taking into account the provision of Article 20 Point 2 letter (c) of the Company's Article of Association *juncto* Article 68 of the Company Law: propose the Meeting to appoint Mr. Drs. M. Jusuf Wibisana, M. Ec., CPA as Public Accountant and Tanudiredja, Wibisana, Rintis dan Rekan (member firm of PwC global network) as Public Accountant Office registered with the Financial Services Authority to audit the Company's financial statement for fiscal year 2019.

Explanation of the Meeting Agenda 4:

By taking into account the provision of Article 11 Point 6, Article 14 Point 8, Article 17 Point 6 and Article 20 Point 2 letter (e) of the Company's Article of Association *juncto* Article 96 and Article 113 of the Company Law, and the recommendation from the Company's Nomination and Remuneration Committee: propose the Meeting to approve and to determine the salary or honorarium, *tantiem* or bonus and other incentives for the members of Board of Commissioners and to approve the granting of power of attorney to the Company's Board of Commissioners to determine the salary or honorarium, *tantiem* or bonus and other incentives for the members of the Company's Board of Directors and Sharia Supervisory Board.

Explanation of the Meeting Agenda 5:

By taking into account the provision of Article 12 Point 5 of the Company's Article of Association *juncto* Article 102 of the Company Law: propose the Meeting to approve the transfer and/or the making of Corporate Guarantee that is more than 50% (fifty percent) of the Company's net asset listed in the latest Company's financial statement audited by public accountant in 1 transaction or more, which are related or unrelated to each other.

Explanation of the Meeting Agenda 6:

By taking into account the provision of OJK Regulation No. 30/POJK.04/2015 dated 16 December 2015 on Report on the Realization of the Use of Proceeds of Public Offerings particularly provision of Article 12, realization of the use of proceeds of public offerings must be accounted for to the AGMS. The Company shall report the realization of the use of proceeds of public offerings of Adira Finance Continuing Bonds IV Phase III Year 2018, Adira Finance Continuing Bonds IV Phase IV Year 2019, and Adira Finance Continuing Sukuk Mudharabah III Phase III Year 2019.

The materials of the Meeting is available in the Company's Head Office on the date of the Summon and can be obtained by submitting written request to the Company's Corporate Secretary, or downloading it from the Company's website.

Explanation on the Quorum of Attendance and Voting

1. Meeting is deemed valid and can be conducted and take binding decision if attended by Shareholders or the legitimate proxy of the Shareholders that represent more than $\frac{1}{2}$ (half of) the total number of shares issued by the Company with valid voting rights, except for the fifth agenda of the Meeting that shall be minimum of $\frac{3}{4}$ (three quarters) of the total number of shares issued by the Company with valid voting rights.

2. Decision of the Meeting is taken based on deliberations for consensus. In the event of such deliberations for consensus is not reached, the decision is valid if approved by more than $\frac{1}{2}$ (half of) the total number of shares issued by the Company with valid voting rights that are present or represented in the Meeting, except for the fifth agenda of the Meeting to be more than $\frac{3}{4}$ (three quarters) of the total number of shares issued by the Company with valid voting rights that are present or represented in the Meeting, meanwhile for the sixth agenda of the Meeting, there will be no voting as it is a reporting agenda.

General Provision:

1. This Summon of Meeting is an official invitation for the Shareholders to attend the Meeting. The Company does not send invitation to respective Shareholders.
2. Ones attend and be represented in the Meeting are the Company's shareholders whose names are listed in the Company's Shareholders List as of 5 March 2019 to 16.00 WIB and or for the shareholders whose shares are put in the collective deposit with PT Kustodian Sentral Efek Indonesia is the stock subaccount holder in the trade closing in the Stock Exchange on 5 March 2019.
3. The Shareholders or the shareholder's proxy attending the Meeting are requested to submit the copy of identity card (KTP) or other proof of identity prior entering the Meeting room. As for the shareholder in the form of legal entity, is requested to bring the copy of the latest Company Article of Association and the latest board of management list. As for the shareholders whose shares are put in the collective deposit with PT Kustodian Sentral Efek Indonesia, are obliged to bring Written Confirmation for Meeting / *Konfirmasi Tertulis Untuk Rapat* (KTUR) which can be obtained in the securities company or in the custodian bank where the shareholders open the account and the copy of KTP or other proof of identity.
4. The Shareholders absent in the Meeting can be represented by proxy under the condition that the Company's Board of Directors, Commissioners and Employee cannot act as the Company's shareholder proxy in this Meeting.
5. The Power of Attorney form can be obtained in the Office of Company's Stock Administration Bureau / *Biro Administrasi Efek* ("BAE") or can be downloaded in the Company's website and upon completion, such form shall be submitted to the Company via BAE that is 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 28 March 2019 at 16.00 WIB.
6. The materials to be discussed in the Meeting is available and can be obtained from the Company's Head Office, The Landmark I Lt. 26-31, Jl. Jenderal Sudirman No. 1, Jakarta, 12910, Phone (021) 5296 3232, 5296 3322, Fax (021) 5296 3354, during office hours by written request from the shareholders.
7. The Company's Shareholders are advised to read Meeting Rules which can be downloaded from the Company's website and will be distributed prior entering the Meeting room.
8. In order to ease the management and the order of the Meeting, the shareholders and the legitimate proxies are cordially requested to present in the Meeting venue no later than 30 minutes prior the commencement of the Meeting.

Jakarta, 6 March 2019

PT Adira Dinamika Multi Finance Tbk
Board of Directors