



PT AUSTINDO NUSANTARA JAYA Tbk

**PT AUSTINDO NUSANTARA JAYA Tbk.**  
(the “Company”)

**NOTICE**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors hereby invites the shareholders of the Company to attend the Annual General Meeting of Shareholders (the “AGMS”) of the Company, which will be held on:

Date : Wednesday, May 24, 2017  
Time : 1pm West Indonesia Time (WIB) onwards  
Venue : Mercantile Athletic Club  
World Trade Center, Lantai 18  
Jl. Jenderal Sudirman Kav 31  
Jakarta 12920

The agenda of the AGMS are as follows:

1. Approval and ratification on the Annual Report of the Company, which includes the Report on the Supervisory Duties of the Board of Commissioners and the ratification of the Consolidated Financial Statements of the Company for the year ending on December 31, 2016, including the Consolidated Statement of Financial Position and Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ending on December 31, 2016 and granting of full release and discharge from responsibilities (*acquit et de charge*) to the Board of Directors and the Board of Commissioners of the Company for their management duties and supervisory duties carried out during the year ending on December 31, 2016.

**Note:**

In accordance with Article 69 and Article 78 paragraph 3 of the Law No. 40 Year 2007 regarding Limited Liability Company (“**Company Law**”) as well as Article 11 paragraph 4 and Article 21 paragraph 4 of the Articles of Association

of the Company, the Annual Report of the Company which includes the Report on the Supervisory Duties of the Board of Commissioners and the Consolidated Financial Statements of the Company shall be submitted to obtain the approval from the AGMS.

2. Stipulation of use of net profit of the Company for the year ending on December 31, 2016.

**Note:**

In accordance with Article 71 of the Company Law and Article 22 of the Articles of Association of the Company, the use of the net profit of the Company shall be determined by the AGMS.

3. Stipulation of the amount of salary and honorarium as well as other allowances for the members of the Board of Directors and the Board of Commissioners for the financial year of 2017.

**Note:**

In accordance with Article 15 paragraph 6 and Article 18 paragraph 7 of the Articles of Association of the Company, the members of the Board of Directors and the Board of Commissioners are entitled to obtain salary and honorarium as well as other allowances as determined by the General Meeting of Shareholders.

4. Appointment of an independent public accountant to carry out audit on the Company for the financial year of 2017 and to approve the honorarium of the public accountant so appointed.

**Note:**

In accordance with Article 11 paragraph 4 of the Articles of Association of the Company, the Company will propose to the AGMS the plan of the appointment of public accountant to carry out audit of the Consolidated Financial Statements of the Company for the financial year of 2017.

5. Change of the membership of the Board of Directors of the Company.

**Note:**

In accordance with Article 15 of the Articles of Association of the Company, an appointment and/or resignation of a member of the Board of Directors shall be resolved in a General Meeting of Shareholders. With regard to the above, it is proposed to the General Meeting of Shareholders to decide and approve:

- (1) The resignation of Mr. Sucipto Maridjan as a Director of the Company which will be effective as of the date of AGMS.
- (2) The appointment of Mr. Naga Waskita as a Director of the Company which will be effective as of the date of AGMS.
- (3) The re-appointment of Mr. Lucas Kurniawan as an Independent Director of the Company which will be effective as of the date of AGMS.

The curriculum vitae of Mr. Naga Waskita is available on the website of the Company.

6. Granting of powers to the Board of Commissioners of the Company to carry out actions relating to the increase of the issued and paid-up capital resulting from the implementation of the Management Stock Option Plan (MSOP) which has been approved by the General Meeting of Shareholders held in 2013.

**Note:**

With regard to the MSOP of the initial public offering of the Company, as approved by the General Meeting of Shareholders in 2013, the Company proposes to restate the granting of powers as required for the implementation of the MSOP.

**Requirements**

1. The Company does not send a separate invitation to the shareholders and therefore, this notice serves as an official invitation to the shareholders of the Company.
2. The parties entitled to present or represented in the AGMS are the shareholders whose names are registered in the Shareholders Register of the Company on April 28, 2017 as at 4pm WIB. The holders of securities account with PT Kustodian Sentral Efek Indonesia (“KSEI”) in the Collective Depository (a Member of Stock Exchange / Custodian Bank) are required to provide the Shareholders Register that they maintain to KSEI in order to obtain the Written Confirmation for Meeting (*Konfirmasi Tertulis Untuk Rapat*, the “KTUR”).
3. The shareholders or their attorneys-in-fact attending the AGMS must present the Share Collective Certificate and *Kartu Tanda Penduduk* or other identity card and subsequent deliver their photocopy to the registration officer before entering the venue of the AGMS. The shareholders in the Collective Depository of KSEI must present their KTUR issued by KSEI to the registration officer before entering the venue of the AGMS.
4. The shareholders of the Company which are a legal entity shall present a photocopy of the articles of association and the deed relating to the latest change to the composition of the Board of Directors.
5. a. A shareholder who is unable to attend the AGMS may be represented by its attorney-in-fact by virtue of power of attorney as determined by the Board

of Directors. The members of the Board of Directors, the members of the Board of Commissioners and the employees of the Company may act as an attorney-in-fact of a shareholder in the AGMS but the vote that they cast will not be included in the voting. For a shareholder whose registered address is overseas, the power of attorney must be legalized by a notary or an authorized officer as well as the Embassy of Republic of Indonesia and shall be affixed with duty stamp.

- b. The form of the power of attorney can be obtained during the office hours in any working day at the main office of the Company located at Atrium Mulia, 3A Floor, Suite 3A-02, Jl. H.R. Rasuna Said Kav. B10-11, Jakarta 12910 or the Securities Administration Bureau (“**SAB**”) of the Company, namely, PT Datindo Entrycom located at Jl. Hayam Wuruk No. 28, Jakarta 10120, Indonesia.
  - c. All powers of attorney must have been received by the Company at its main office or SAB at the latest by May 19, 2017 at 4pm WIB.
6. The material of the agenda of AGMS as well as the Annual Report of the Company for the year ending on December 31, 2016 are available for the shareholders of the Company at the main office of the Company and may be obtained by the shareholders by delivering a written request to the Company during the office hours in any working day as of the date of this notice until the AGMS.
  7. For the purpose of the proper order of the AGMS, the shareholders or their attorneys-in-fact are expected to present at the venue of the AGMS 30 (thirty) minutes before the commencement of the AGMS.

**Jakarta, May 2, 2017**  
**The Board of Directors of the Company**