



**INVITATION FOR THE ANNUAL GENERAL MEETING (AGMS) &
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
PT DARMA HENWA TBK**

The Board of Directors of PT Darma Henwa Tbk (the "Company") invites the Company's Shareholders to attend the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (the "Meeting") which will be held on:

Day / date : Friday / June 29, 2018
Time : 09.00 - Finish
Venue : Ballroom Manhattan Hotel, Lantai 5.
Jl. Prof. Dr. Satrio, No.1 ,Kav, 22
Karet, Kuningan, Jakarta Selatan 12950

With the following Annual General Meeting of Shareholders (AGMS) Agenda:

1. Approval of the Company's Annual Report for the Year 2017, which includes the Board of Commissioner's Supervisory Report and Board of Director's Accountability Report for the Financial Year ended December 31, 2017.
2. Ratification of the Audited Financial Statement of the Company for the Financial Year ended December 31, 2017 and the to release and discharge (*acquies et de charge*) the members of the Board of Commissioners and the Board of Directors from liability for the supervision and management activities during the Financial Year ended December 31, 2017.
3. Granting authority to the Board of Commissioners to plan, stipulate, and impose the system of remuneration for the members of the Board of Directors and Board of Commissioners, including honoraria, allowances, salaries, bonuses and or other remuneration for the Financial Year of 2018.
4. Granting the authority to the Board of Commissioners for the appointment of Public Accounting Firm to audit the Financial Statements of the Company for the Financial Year ended December 31, 2018 and other periods during the Financial Year of 2018 and granting the authority to the Board of Commissioners to stipulate the requirements associated with the appointment of Public Accounting Firm.

Extraordinary General Meeting of Shareholders (EGMS) Agenda:

1. Change / stipulating of Composition of the members of Board of Directors and members of Board of Commissioners of the Company.

Explanation regarding the Agenda:

1. AGMS Agendum point 1 and 2 are agenda which is regularly held at the AGMS. This is in accordance with the provisions of The Articles of Association of the Company ("Articles of Association"), Deed No. 70 of 2015 article (9), Law No. 40 of 2007 on Limited Liability Company ("Company Law"), and other relevant regulations of the Financial Services Authority and Indonesia Stock Exchange.
2. For AGMS agendum point 3, the Company propose to grant authority to the Board of Commissioners to plan, stipulate, and impose the system of remuneration for the members of the Board of Directors and Board of Commissioners, including honoraria, allowances, salaries, bonuses and or other remuneration for the Financial Year of 2018.
3. AGMS Agendum point 4, in accordance to the Articles of Association which stated 'in the AGMS, proposed appointment of Public Accounting Firm registered in Financial Institution Supervisory Agency & Financial Service Authority (Bapepam-LK / OJK), to audit the Financial Statement of the Company for the Current Year, in accordance with applicable regulations in the capital market in the Republic of Indonesia.'
4. For Agendum of EGMS, the Company will propose changes to the composition of the Board of Directors and Board of Commissioners and appointed for the period starting from the date specified in the Meeting until the closing of the fifth-year's AGMS since the appointment date without detracting the right of the AGMS for dismissal at any time, in accordance with the provisions of the Articles of Association of the Company.

Notes:

- 1) The Company does not send separate invitation letter to the Shareholders therefore this invitation constitutes one of the official forms of invitation for the Shareholders.
- 2) In accordance with the provisions of the Articles of Association Article (10), paragraph 3, which states that the invitation for the AGMS must be made at least 21 days prior to the date of the AGMS without taking the invitation date into account and the date of the AGMS by way of advertisement in at least 1 (one) Indonesian language daily newspaper with nationwide circulation, stock exchange web sites, and the Company's website (in Indonesian language and foreign language, with provision of foreign language used at the least in English), thus the advertised invitation of the Company is issued on April 18, 2017 .
- 3) Shareholders and proxies who will attend the Meeting are kindly requested to bring and submit a photocopy of a valid ID card or any other valid identification to the registration officer before entering the Meeting room.
- 4) Shareholders in the Collective Custody KSEI, in addition to copy of ID card, are also requested to submit a Written Confirmation for General Meeting of Securities Holders ("KTUR") available at securities company and custodian banks.
- 5) In accordance with the provisions of the Articles of Association of the Company Article (8), paragraph 9, Shareholders who are entitled to attend or to be represented Meeting are those whose names are registered with the Company's Share Registrar in the Register of Shareholders of the Company which was closed at 1 (one) working day before the date of the advertised invitation of AGM, as on **June 6, 2018 (recording date) at 16.00**.

- 6)
- a) Shareholders who are unable to attend the Meeting can be represented by their proxies in the Meeting by presenting a valid Power of Attorney provided that the member of the Board of Commissioners, Board of Directors and the employees of the Company may act as proxies of the Shareholders in the Meeting, however any vote issued by them as proxies in the Meeting will not be counted in the ballot.
 - b) Shareholders whose address are registered outside of the Republic of Indonesia territory, such power of attorney(s) should be legalized by notary or other authorized institution(s) and by the local Indonesian Embassy / local Consulate-General.
 - c) Shareholders who are legal entities are required to bring a copy of the most recent Articles of Association and the deed of appointment of the Board of Directors and the Board of Commissioners accompanied by copy of ID Card from both the Shareholder and the attorney (if using power of attorney).
 - d) Shareholders who would like to be represented may take the form of the Power of Attorney at the Company's share registrar ("BAE"), PT Ficomindo Buana Register, available during office hours located at Mayapada Tower 10th Floor Suite 02B, Jl. Jend Sudirman Kav 28, Jakarta, 12920. Phone: 62-21-521-5212316, 5212317, Fax: 62-21-5212320. The form of the Power of Attorney must be signed on the judicial stamp of Rp 6000 and must be received by PT Ficomindo Buana Register no later than 3 (three) days prior to the Meeting.
- 7) Materials of the Meeting are available on the Company's web site from the day of this invitation, and can also be obtained at the head office of the Company during office hours of the Company, located at Bakrie Tower Building 8th Floor, Rasuna Epicentrum, Jl. HR. Rasuna Said, Kuningan, Jakarta 12940, Phone: (62)-21-2991-2350, Fax: (62)-21-2991 2364, (62)-21-2991 2365.
- 8) To facilitate the arrangement and for the sake of the smooth conduct of the Meeting, Shareholders or their proxies are kindly requested to be present at the venue of the Meeting 30 (thirty) minutes before the Meeting begins.

Jakarta, 7 June 2018

PT Darma Henwa Tbk
The Board of Directors