

**PT PRODIA WIDYAHUSADA TBK
("COMPANY")**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
INVITATION**

The Shareholders of the Company are hereby invited to the Annual General Meeting of Shareholders ("**AGMS**") to be held:

Day, date : Tuesday, 9 May 2016
Venue : Ballroom - Hotel Aryaduta Jakarta
Jl. Prajurit KKO Usman & Harun 44-48 Jakarta 10110
Time : 10:00 am - 13:00 pm Western Indonesian Time

Agenda of the AGMS:

1. Approval and ratification of the Annual Report for the financial year ended on 31 December 2016, including the Company's Activity Report, the Board of Commissioners' Supervisory Report and the Company's Financial Statements for the financial year ended on 31 December 2016, as well as the release and discharge of full responsibility (*acquitt et de charge*) of the Board of Directors and Board of Commissioners.
2. Determining the utilization of the Company's net profit for the financial year ended on 31 December 2016.
3. Report on the realization of the use of proceeds from the public offering.
4. Appointment of a public accountant firm to carry out a financial audit on the Company for the financial year ending on 31 December 2017, and granting the authority to determine the honorarium of the Public Accountant as well as other requirements.
5. Determining the salaries, honorarium and allowances of the Board of Commissioners and Board of Directors of the Company.

AGMS agenda explanation:

The above AGMS agenda is routinely discussed in the Company's Annual General Meetings of Shareholders. The agenda is set out in accordance with the provisions of the Articles of Association of the Company and Law No. 40 of 2007 Concerning Limited Liability Companies .

Note:

1. In accordance with Article 11 paragraph 12 of the Company's Articles of Association, this notice is deemed to be an invitation to the Company's shareholders; the Company will not send a separate invitation.

2. Shareholders who are entitled to attend the AGMS or be represented at the AGMS through a Power of Attorney are only those whose names are registered in the Company's Shareholders Registry as of **13 April 2017** at 16.15 p.m. Western Indonesian Time
3. Materials related to the AGMS, including the Company's Annual Report and the Company's Financial Statements for the financial year ended on 31 December 2016 are available at the Company's Head Office at Prodia Tower, Jln. Kramat Raya No. 150, Jakarta 10430, Indonesia, during office hours on business days starting from the date of this invitation and will be uploaded on the Company's website (www.prodia.co.id) which will be accessible to the public. The Company's shareholders or their authorized proxies may obtain a copy of these at the Company's Head Office by submitting a written request that must have been received by the Board of Directors at least 7 days before the AGMS is held.
4. Shareholders or their proxies attending the AGMS must provide copy of their National Identity Card (*Kartu Tanda Penduduk*) or any other identification to the registration officer before entering the AGMS room. For Company's shares in Collective Custody, the account holders or the shareholders' proxies must bring the KTUR that may be obtained through a Stock Exchange Member or Custodian Bank.
5. Shareholders in the form of legal entities must bring copy of deeds reflecting articles of association and any amendments thereto, letter of confirmation/approval from the relevant authorities, and deeds that reflect the latest management composition of the legal entity that has been registered and reported to the relevant authorities.
6.
 - a. Shareholders who are unable to attend may be represented by a proxy based on a power of attorney, the form and substance of which have been approved by the Board of Directors. Members of the Company's Board of Directors, Board of Commissioners, and employees are allowed to act as shareholders' proxies in the AGMS, but the vote they cast will not be counted during the voting.
 - b. The Form of the Power of Attorney is available during office hours at the Company's Share Registrar, PT Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta or at the Company's Head Office.
 - c. All signed Powers of Attorney must have been received by the Company's Share Registrar, or by the Company at the Company's Head Office as mentioned above at the latest on **4 May 2017** at 16.00 Western Indonesian Time.
7. To facilitate the arrangement and for the orderliness of the AGMS, the shareholders or their proxies are kindly requested to dress in formal business attire as appropriate to the setting of the AGMS and to be present at the AGMS venue at the latest 30 minutes prior to the commencement of the AGMS.

Jakarta, 17 April 2017
The Board of Directors of the Company