



**SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (“Meeting”)
PT Darya-Varia Laboratoria Tbk (“Company”)**

The Board of Directors of the Company hereby announces the Summary of Minutes of Company’s Meeting which was held on Tuesday, June 11, 2019 at Opal Room, 3rd Floor, Fairmont Hotel, Jl. Asia Afrika No. 8, Gelora Bung Karno, Jakarta 10270.

The Meeting was attended by the members of Board of Commissioners and Board of Directors as follows:

1. Clinton Andrew Campos Hess (Vice President Commissioner);
2. Mariano John Lim Tan, Jr. (Commissioner);
3. Manuel Paras Engwa (Commissioner);
4. Laksamana Madya (Purn.) Soedibyo Rahardjo (Independent Commissioner);
5. Sonny Kalona (Independent Commissioner);
6. Darodjatun Sanusi (Independent Commissioner);
7. Marlia Hayati Goestam (President Director);
8. Jose Sumpaico Romana (Vice President Director);
9. Carlos Olivares Nava (Director);
10. Angelito Celso Corsame Racho, Jr. (Director);
11. Alex Espenilla Manlapas (Director);
12. Andre Rajagukguk (Director);
13. Yustina Endang Setyowati (Independent Director).

The Meeting was opened at 10.22 Western Indonesian Time and closed at 11.11 Western Indonesian Time.

The Meeting was attended by Shareholders and/or their Proxies representing 1,032,226,352 shares or 92,3763% of 1,117,414,600 shares, issued by the Company, excluding treasury or buy-back shares purchased by the Company.

Agenda of the Meeting

1. The Annual Report of the Company regarding the business activities and financial performance of the Company for the financial year ended December 31, 2018;
2. Approval and ratification of the Company’s Annual Report and the Company’s Financial Statements as of December 31, 2018 and year then ended;
3. Approval of the allocation of Company’s net profit for financial year ended December 31, 2018;
4. Approval of changes of the Company’s Board of Commissioners composition and reappointment of members of Company’s Board of Directors:
 - 4.1. Resignation of Madam Jocelyn Campos Hess as President Commissioner and appointment of Mr. Clinton Andrew Campos Hess as new President Commissioner;
 - 4.2. Appointment of Mr. Eric Albert Lim Gotuaco as new Vice President Commissioner, replacing Mr. Clinton Andrew Campos Hess;
 - 4.3. Reappointment of:
 - a. Ms. Marlia Hayati Goestam as President Director; and
 - b. Mr. Jose Sumpaico Romana as Vice President Director.
5. Authorization to the Company’s Board of Commissioners to determine remuneration of the Board of Directors;
6. Appointment of the Public Accountant to conduct audit the Company’s Financial Statements for financial year 2019.

The Shareholders and/or their Proxies were given opportunity to raise questions and opinion in writing related to the Agenda of the Meeting, after the proposed resolutions of the Meeting had been read and before the voting on the related matter was conducted. The decision making mechanism of the Meeting was conducted verbally by asking the Shareholders and/or their Proxies to raise their hands for those who disagreed or abstain. The Shareholders who disagreed and abstained were given voting notes to be filled in and to be signed. Abstained voters shall be deemed voting the same as the majority voter.

No. of Agenda of the Meeting	No. of Shareholders and/or their Proxies raising questions	Voting Result		
		Agree	Disagree	Abstain
1-6	No question	Consensus	None	None

Resolutions of the Meeting

1. Resolutions of the First and the Second Agenda

To approve the proposed resolutions of the First and Second Agenda, as follows:

1. To accept and approve the Company's Annual Report regarding the business activities and financial performance of the Company for the financial year ended December 31, 2018; and
2. To approve and ratify the Company's Annual Report and Financial Statements as of December 31, 2018 and year then ended.

Including granting full release and discharge (acquit et de charge) to all members of the Company's Board of Directors in respect of their management actions and to all members of the Company's Board of Commissioners in respect of their supervisory actions during the financial year 2018, to the extent that such actions are reflected in the Annual Report and Financial Statements of the Company.

2. Resolutions on the Third Agenda

To approve the proposed resolutions of the Third Agenda, as follows:

1. The allocation of Company's net profit for financial year ended December 31, 2018 is as follows:
 - a. IDR41.290.005.700 or equivalent to IDR37 per share share is accounted as an Interim Dividend which had been distributed on October 18, 2018.
To acknowledge and ratify the Board of Commissioners' Resolution dated September 24, 2018 and the Board of Directors' Resolution dated September 25, 2018 as well as the Board of Directors' action on the distribution of Interim Dividend to the Shareholders on October 18, 2018;
 - b. IDR70 per share to be distributed as the Cash Dividend for the Shareholders who are registered in the Shareholders List on the Recording Date, excluding the treasury or buy-back shares purchased by the Company;
 - c. The balance to be recorded as Retained Earnings to be used as additional working capital and/or investment.
2. The schedule and procedure of the Cash Dividend distribution is as follows:
 - a. The schedule of the Cash Dividend distribution is as follows:

Announcement of Meeting resolutions	: June 13, 2019
Cum Dividend for Regular and Negotiation Market	: June 19, 2019
Ex Dividend for Regular and Negotiation Market	: June 20, 2019
Cum Dividend for Cash Market	: June 21, 2019
Dividend Recording Date	: June 21, 2019
Ex Dividend for Cash Market	: June 24, 2019
Payment of Cash Dividend	: July 12, 2019
 - b. Shareholders entitled for the Cash Dividend are those whose names are recorded in the Shareholders List of the Company on **June 21, 2019 at 16.00 Western Indonesian Time.**
 - c. Dividend shall be paid in Indonesian currency (IDR). The payment transfer fee (bank fee) on dividend payment (if any) will be borne by the recipient (Shareholders).

- d. For the Shareholders whose shares are listed in custody collective deposit of PT Kustodian Sentral Efek Indonesia (KSEI), the payment of the Cash Dividend will be conducted through KSEI and distributed to the Securities Account of the Securities Company and/or Custodian Bank on **July 12, 2019**.
- e. Shareholders must ensure the data recorded in the Share Registrar of the Company is valid and updated.
- f. For the Shareholders who are not in custody deposit in KSEI, the Cash Dividend payment shall be made by transfer to the bank account of the Shareholder entitled to receive dividend. Therefore, the Shareholders shall immediately submit the bank name and account number under the name of relevant Shareholders on the paper with sufficient stamp of duty and received by the Company or Share Registrar not later than **June 21, 2019 at 16.00 Western Indonesian Time**. The dividend only could be transferred to the account whose name is the same as the Shareholder's name in the Company's Shareholders List.
- g. For the payment of dividend is subject to income tax on dividend in accordance with the provisions of the prevailing tax laws in Indonesia.
- h. In particular for Shareholders of Foreign Tax Prayers, the withholding income tax of Article 26 shall be adjusted with the Double Taxation Avoidance Agreement that is applied by Treaty Partner Countries.

The Shareholders of Foreign Tax Prayers must submit the Certificate of Residence and/or DGT-1 Form or DGT-2 Form in accordance with the Taxation General Director Regulation No. PER-25/PJ/2018 Year 2018, to Company's Share Registrar or KSEI on **June 26, 2019 at 16.00 Western Indonesian Time**. The Shareholders shall ensure that the submitted Certificate of Residence and/or DGT-1 form or DGT-2 form is valid on the date of dividend payment.

If until such date, the Company's Share Registrar or KSEI has not yet received the Certificate of Residence, the relevant Shareholders of Foreign Tax Prayers shall be imposed with the rate of withholding income tax of Article 26 in accordance with the prevailing tax regulation.

3. To grant authorization to the Company's Board of Directors to perform and take all necessary actions in connection with the Cash Dividend payment.

3. Resolution on the Fourth Agenda

To approve the proposed resolutions of the Fourth Agenda, as follows:

1. Changes of Company's Board of Commissioners composition and reappointment of members of Company's Board of Directors as follows:
 - a. Accept the resignation of Madam Jocelyn Campos Hess as President Commissioner effective from the closing of this Meeting, and release and discharge her (acquit et de charge) in respect of her supervision actions during her tenure so long as such actions are reflected in the Annual Report and Financial Statements of the Company and approve the appointment of Mr. Clinton Andrew Campos Hess as the new President Commissioner;
 - b. Approve the appointment of Mr. Eric Albert Lim Gotuaco as new Vice President Commissioner to replace Mr. Clinton Andrew Campos Hess;
 - c. Approve the reappointment of:
 - (i) Ms. Marlia Hayati Goestam as President Director; and
 - (ii) Mr. Jose Sumpaico Romana as Vice President Director.

The office term of the appointed members of Company's Board of Commissioners and Board of Directors shall commence for the period of five years as of the closing date of this Meeting until the closing date of the fifth Annual General Meeting of Shareholders of the Company.

Therefore, the composition of the Company's Board of Commissioners and Board of Directors after the closing of this Meeting is as follows:

Board of Commissioners

President Commissioner	: Clinton Andrew Campos Hess
Vice President Commissioner	: Eric Albert Lim Gotuaco
Commissioner	: Mariano John Lim Tan, Jr.

Commissioner : Manuel Paras Engwa
Independent Commissioner : Laksamana Madya (Purn.) Soedibyo Rahardjo
Independent Commissioner : Sonny Kalona
Independent Commissioner : Darodjatun Sanusi

Board of Directors

President Director : Marlia Hayati Goestam
Vice President Director : Jose Sumpaico Romana
Director : Carlos Olivares Nava
Director : Angelito Celso Corsame Racho, Jr.
Director : Alex Espenilla Manlapas
Director : Roen Libarnes De Leon
Director : Andre Rajagukguk
Independent Director : Yustina Endang Setyowati

2. To grant the authority and power of attorney to the Company's Board of Directors with the right of substitution to appear before the Notary to state the said changes of Board of Commissioners composition and reappointment of Board of Directors into notarial deed, and then to notify the Minister of Law and Human Rights, to register new composition of Company's Board of Commissioners and Board of Directors in the Company's Register and to take necessary actions as required by prevailing regulations.
4. Resolution on the Fifth Agenda
To approve the proposed resolutions of the Fifth Agenda, as follows:
To grant the authority to the Board of Commissioners to determine the remuneration for the Company's Board of Directors for financial year ending on December 31, 2019 until be amended by resolution of the Company's Board of Commissioners.
5. Resolution on the Sixth Agenda
To approve the proposed resolutions of the Sixth Agenda, as follows:
 1. To appoint Mr. Agung Purwanto as Independent Public Accountant who is registered at Financial Services Authority, or Mr. Said Amru in the absence of Mr. Agung Purwanto due to any reason whatsoever, both from Purwantono, Sungkoro & Surja Public Accountant Office (members of Ernst & Young Global) to conduct an audit on the Company's Financial Statements for the financial year ending on December 31, 2019.
In the event Mr. Agung Purwanto and Mr. Said Amru are not available due to any reason whatsoever, the Meeting hereby grants authority and power of attorney to the Board of Commissioners to appoint other independent public accountant from Purwantono, Sungkoro & Surja Public Accountant Office, to conduct an audit on the Company's Financial Statements for the financial year ending on December 31, 2019.
 2. To grant the authority and power of attorney to the Board of Directors of the Company to determine the honorarium of the Independent Public Accountant and other requirements.

Jakarta, June 13, 2019
PT Darya-Varia Laboratoria Tbk
Board of Directors