

MATERIAL AND DESCRIPTION OF MEETING AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT DELTA DUNIA MAKMUR TBK.

In compliance with the provision of Article 15 of the Financial Services Authority Regulation No.32/POJK.04/2014 concerning Plan and Implementation of General Meeting of Shareholders of Public Companies ('**POJK No.32/2014**') and the provision of Article 21 of the Company's Articles of Association, in connection with the Implementation of Extraordinary General Meeting of Shareholders of the Company ('**Meeting**') plan, which has been announced through Bisnis Indonesia and Investor Daily newspapers, websites of Indonesia Stock Exchange and the Company at <http://www.deltadunia.com> on October 24, 2016, we herewith present the materials of meeting agenda to be approved at the Meeting.

Meeting Agenda 1

An approval on the plan of the Company and/or its Controlled Company to obtain financing alternatives through, among others, the issuance of debt securities denominated in United States Dollar or in other currencies to be obtained by the Company and/or its Controlled Company by offering to investors, both inside and outside of the territory of the Republic of Indonesia, which constitutes as a Material Transaction pursuant to Bapepam-LK Regulation No. IX.E.2, Attachment of Decision of Chairman of Bapepam-LK No.KEP-614/BL/2011 dated November 28, 2011, concerning Material Transactions and Changes in Main Business Activities.

Material of Meeting Agenda 1

In order to ensure and support the continuity of business activities and businesses of the Company's Controlled Company, namely PT Bukit Makmur Mandiri Utama ('**Issuer**'), of which its financial statements are consolidated with the Company, it is deemed necessary by the Issuer to expand and diversify the bases of its creditors. Based on such understanding, the Issuer also regards it as necessary to add more funding sources received by the Issuer by means of, among others, issuing debt securities at the maximum amount of USD500,000,000 with an estimated interest rate of not more than 10% per annum ('**Debt Securities**'). This source of funding is expected to, directly or indirectly, support the growth of the Company's business group.

With the issuance of the Debt Securities by the Issuer, the Issuer expects to see an increase in the liquidity and capacity of the Issuer in implementing its business activities and businesses. This Debt Securities will be later used by the Issuer: (i) to make pro rata settlement of debts of the Issuer based on (a) SMBC Facility Agreement with a loan balance of USD507,385,105 as of September 30, 2016, and (b) CIMB Credit Agreement with a loan balance of USD13,156,672 as of September 30, 2016; and (ii) in the event that there is any remaining fund, such remaining fund will be used by the Issuer to finance its daily business activities. Following the payment of the debts, the Issuer also expects to have a healthy financial statement that immediately ensures the sustainability of business activities and businesses of the Issuer and the Company. Given the fixed interest rate of the Debt Securities and its unamortized principal loan during the term of the Debt Securities, the Issuer expects to more effectively use the fund to increase profit growth to further give significant contribution to the value of the Company's business group.

The value of the Debt Securities value is estimated to be at a maximum of USD500,000,000. Based on the Company's Financial Statements as of December 31, 2015, the total equity of the Company amounted to USD85,000,089, consequently the ratio of such Transaction value to the total equity of the Company is 588.2%, making the total value of the Transaction exceeds 50% of the Company's total equity. Therefore, such transaction is required to obtain prior approval from

the Company's Shareholders as regulated in the provision of Number 2 letter b of Bapepam-LK Regulation No. IX.E.2, Attachment of Decision of Chairman of Bapepam-LK No. Kep-614/BL/2011 dated November 28, 2011, concerning Material Transactions and Changes in Main Business Activities.

Meeting Agenda 2

An approval and granting of power to the Company's Board of Directors, both jointly and individually, with the right of substitution, in accordance with the Company's Articles of Association to create, implement, sign, and/or submit as well as carry out all agreements and actions deemed necessary in connection with all documents and notices to be signed and/or submitted based on or relating with the financing alternative plan, which include among others, through the issuance of debt securities, including all amendments and additions thereto upon terms and conditions considered necessary by the Board of Directors; and to grant power with the right of substitution to the Company's Board of Directors to both jointly and individually, appear and/or attend before the relevant authorities and/or notary to express the decisions that have been taken, to sign the required deed (or deeds), to submit any particulars for the purpose of drawing up and signing all required documents, and to take any actions deemed necessary with respect to such matter.

Material of Meeting Agenda 2

Proposal to the Company's shareholders for approval to conduct Material Transaction plan and to grant power to the Company's Board of Directors to sign all required documents related to the Material Transaction plan as proposed in the Meeting Agenda 1.

The meeting materials mentioned above have been provided since the date of the summoning for the Meeting and can be downloaded at the websites of Indonesia Stock Exchange and the Company, the latter namely <http://www.deltadunia.com>, and its hard copy is available at the Company's head office to be taken during working hours upon written request from the Shareholder(s).

Jakarta, October 24, 2016
PT Delta Dunia Makmur Tbk.
Board of Directors