



**PT LIPPO KARAWACI Tbk
ANNUAL GENERAL MEETING OF SHAREHOLDERS
(THE “MEETING”)**

DAY/DATE : Thursday, 18 April 2019
TIME : 10:00 Western Indonesia Time (“WIB”) until finish
VENUE : Mezzanine Ballroom, Aryaduta Hotel Jakarta
Jalan Prajurit KKO Usman dan Harun No.44-48
Gambir, Central Jakarta 10110

MEETING AGENDA :

1. The approval and ratification of the Company’s Annual Report for the financial year ended on 31 December 2018, and the granting of release and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory action taken during the financial year ended on 31 December 2018.
2. The determination of the use of the Company’s profit from the financial year ended on 31 December 2018.
3. The appointment of a Registered Public Accountant Firm to audit of the Company’s books for the financial year ended on 31 December 2019.
4. The change of the composition of the members of the Board of Commissioners (including the Independent Commissioners) and/or Board of Directors, and determination of honorariums/salaries and benefits of members of the Board of Commissioners and the Board of Directors of the Company.
5. Approval for the amendment and/or adjustment of the Company’s Articles of Association.
6. Approval for the proposed Rights Issue (Rights Issue IV (“PUT IV”)) and increase of issued and paid-up capital in the context of PUT IV.

RULES OF ORDER OF THE MEETING AS FOLLOWS:

1. The Meeting will be held in the Indonesian language subject to laws and regulations in force and the Articles of Association.
2. Participants of the Meeting are:
 - a. The shareholders whose names are registered in the Shareholders Register of the Company on Tuesday, 26 March 2019 until 16:00 WIB or their rightful Attorney, which has the right to express their opinion and vote in the Meeting. The shareholders or their appointed attorney, is hereinafter referred to as Shareholders.
 - b. Invitees are parties who are not Shareholders and attend upon invitation from the Board of Directors and does not have the right to issue an opinion or vote at the Meeting, unless requested by the Chairman.
3. The Chairman of the Meeting is entitled to ask the attendees of the Meeting to prove their right to be present and to express themselves.

4. All Meeting agendas will be discussed continuously.
5. When finished discussing each meeting agenda, the Shareholders are given the opportunity to raise questions, opinions, proposals or suggestions in relation to the discussed agenda.
6. The Chairman of the Meeting will provide an opportunity for Shareholders to raise questions and/or express their opinion before the voting regarding the agenda related to the Meeting is held, with the following procedure:
 - a) Shareholders who wish to submit questions and/or express his opinion to raise their hand so that the officer can give Enquiry Form. The form must include the names, addresses, job title, and the company name which represents the number of shares owned or represented, as well as any questions or opinions. Sheets will be taken by the official inquiry and submitted to the Chairman of the Meeting.
 - b) Then, the Chairman of the Meeting will provide answers or responses one by one to the questions submitted by the relevant Shareholder concerning the related Meeting Agenda, the Chairman may request assistance from members of the Board of Directors or other parties to answer the questions posed.
7. For each Meeting agenda, participants of the Meeting is given the opportunity to raise questions within 10 minutes and can be extended if deemed necessary by the Chairman of the Meeting.
8. Decisions will be taken after all questions are answered and/or after the time for question and answers is up.
9. The decision is to be taken by deliberation to reach consensus. If consensus is not reached through such deliberation, then the decision will be taken by voting.
10. The voting is done by raising hands with the following procedure:
 - a. Each share entitles its holder issue 1 (one) vote. If a Shareholder has more than 1 (one) share, then he is only required to vote 1 (one) time and such vote represents all of the shares owned or represented.
 - b. For the Fourth Agenda of the Meeting, a valid decision is taken by voting based on the affirmative vote summing more than 1/2 (half) of the number of votes issued legally at the Meeting.

The voting is done with the following procedure:

 - (1) Those who vote against are asked to raise their hands;
 - (2) Those who vote abstain are asked to raise their hands; and
 - (3) Those who does not raise their hands are deemed to vote 'agree'.
 - c. For the Fifth Agenda, a legitimate decision are taken when the affirmative vote sums minimum of 2/3 (two thirds) of the total votes issued validly in the Meeting.

The voting is done with the following procedure:

 - (1) Those who vote against are asked to raise their hands;
 - (2) Those who vote abstain are asked to raise their hands; and
 - (3) Those who does not raise their hands are deemed to vote 'agree'.

- d. For the Sixth Agenda, a legitimate decision is taken when the affirmative vote sums more than 1/2 (half) of the total votes issued validly in the Meeting. The voting is done with the following procedure:
 - (1) Those who vote against are asked to raise their hands;
 - (2) Those who vote abstain are asked to raise their hands; and
 - (3) Those who does not raise their hands are deemed to vote 'agree'.
 - e. Abstention is considered to cast the same vote as the vote issued by the majority of Shareholders.
 - f. Unauthorized votes are considered non-existent and are not counted in determining the number of votes issued at the Meeting.
 - g. For legitimate Attorneys/proxy authorized by the Company's Shareholders to give abstention or disagreement or any vote, but at the time of decision by the Meeting Chairman, the concerned does not raise his hand to vote abstain or vote disagree, then they considered to approve all proposals submitted.
11. If there is a Meeting participant who leaves the room at the time of the vote, then the concerned party is deemed to approve all the decisions that has been taken.
12. If there are Shareholders who came after registration was closed and the number of attendance of shareholders has been reported to the Notary, then the Shareholders will still be allowed to attend the Meeting but is not allowed to ask questions nor will their vote be counted.
13. For the meeting to proceed in a smooth and orderly fashion, the participants of the Meeting and attendees are asked to turn off their cellphones or ensure that it is on silent mode.
14. This rules are in effect from the opening of the Meeting by the Chairman of the Meeting until its closing by the Chairman of the Meeting.

Tangerang, 18 April 2019
PT Lippo Karawaci Tbk