



**PT LIPPO KARAWACI Tbk**  
Corporate Secretary Charter

## CHAPTER I

### BACKGROUND

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#### A. BACKGROUND

Regulation of Financial Services Authority No.35/POJK/2014 dated 8 December 2014 regarding Corporate Secretary of Company or Public Company ('POJK No. 35/2014').

#### B. DEFINITION

- 1) **Board of Commissioners** is an Organ of the Company which has duty to supervise generally and/or specifically as well as provide advices to the Board of Directors.
- 2) **Board of Directors** is an Organ of the Company which authorized and fully responsible on management of the Company for the interests of the Company in accordance with purposes and objectives of the Company as well as represent the Company both in and out of the court in accordance with the Article of Association
- 3) **Financial Services Authority (FSA)** is government institution which established based on Law No.21 year 2011 which functioned to perform integrated controlling and supervising system for all activities in financial service sector.
- 4) **Stakeholder** is parties who have interests of the Company.
- 5) **Shareholder** is all of the shareholders of the Company.
- 6) **Company** is PT Lippo Karawaci Tbk.
- 7) **General Meeting of Shareholder (GMS)** is an Organ of the Company has the authority which is not granted to the Board of Directors or the Board of Commissioners as stipulated in Law No. 40 year 2007 regarding Limited Company and/or the Article of Association of the Company
- 8) **Corporate Secretary** is an individual or people who are responsible from the unit which performing the function of Corporate Secretary.
- 9) **Website** is set of web pages contained information or data that can be accessed through the Internet system.

#### C. PURPOSE

The purposes of Corporate Secretary are:

- 1) To manage duties, functions, and role as liaison between the Company and Stakeholder, especially shareholders, capital market authorities and public independently in accordance with the applicable laws so as to improve services the Company to the Stakeholder and other parties related to the Company;
- 2) To ensure the actions taken by the Company, including the entire Board of Directors and Board of Commissioners are in accordance with the Article of Association, the principles, provisions of regulations and legislations, especially prevailing in capital markets, Law regulations and also Good Corporate Governance; and

- 3) To maintain the balance of rights and obligations between shareholders, the Board of Directors, Board of Commissioners, and stakeholders in order to achieve the objective of the Company to provide the best performance of the Company and to provide benefits to all parties

#### **D. STATUS, FUNCTION AND ESTABLISHMENT**

- 1) Corporate Secretary is under responsibility of a Director in the Organisation Structure.
- 2) The function of the Corporate Secretary is done by:
  - (a) An individual; or
  - (b) A working unit.

The working unit as mentioned in para (2) letter (b), shall be led by a responsible individual.

- 3) Corporate Secretary can be concured by a Director of the Company or even an employee who meets the requirements as mentioned in part E of this charter.
- 4) Corporate Secretary as mentioned in para (2) dan (3) appointed and dismissed by the decision of the Board of Directors.
- 5) If there is a vacant for Corporate Secretary, the Board of Directors shall appoint a replacement within 60 (sixty) days from the occurrence of the vacancy.
- 6) During the vacancy of the Corporate Secretary referred to para (5), Corporate Secretary may be concured by a member of the Board of Directors or a designated individual to be Company Secretary temporarily apart requirements referred to in POJK No.35/2014.

#### **E. REQUIREMENTS OF CORPORATE SECRETARY**

In order to be appointed as Corporate Secretary, an individual shall meet including but not limited to those things, as follow:

- 1) Proficient doing legal actions.
- 2) Have a educational background which can support its performance/duties and responsibilities as well as experiences needed related to the business of the Company.
- 3) Have a adequate knowledge in Law, financial, corporate governance, managerial, communication, and a good interpersonal skill.
- 4) Have experiences related to those aspect skills as mentioned in para (3).
- 5) Domiciled in Indonesia.

#### **F. DUTIES AND RESPONSIBILITIES**

In general, duties and responsibilities of the Corporate Secretary are including but not limited to those things, as follow:

- 1) Following updates of the capital market, especially the applicable legislation of capital market;
- 2) Provide advices to the Board of Directors and Board of Commissioners to comply to the laws and regulations in the capital market;
- 3) Assist the Board of Directors and Board of Commissioners in implementing of corporate governance, including:

- a) Disclose information to the public, including the availability of information on the website of the Company;
  - b) Submission of reports to the Financial Services Authority in a timely manner;
  - c) The implementation and documentation of the General Meeting of Shareholders;
  - d) The implementation and documentation of the meeting of the Board of Directors and/or Board of Commissioners
  - e) Implementation of orientation program to the Board of Directors and/or Board of Commissioners of the Company.
- 4) Acting as a liaison between the Company and the Shareholders, Financial Services Authority and other stakeholders;
  - 5) Representing the Company in correspondence with the capital market authority pursuant to the authority granted by the Company;

#### **G. REPORTING AND DISCLOSURE**

- 1) The Corporate Secretary shall submit reports of working performance regularly, at least 1 (one) time in 1 (one) year to the Board of Directors and with a copy to the Board of Commissioners.
- 2) The Company shall disclose a brief description of the implementation of the Corporate Secretary function and information on education and/or training undertaken by the Corporate Secretary in the Annual Report of the Company
- 3) The Company must submit a report to the Financial Services Authority regarding the appointment and dismissal of the Corporate Secretary as mentioned in Chapter I, letter (c) para (4); and uploaded on the website regarding the appointment and dismissal and vacancy of the Corporate Secretary as mentioned in part C para (4) and (5) at the latest 2 (two) working days after the appointment and dismissal occurs.

## CHAPTER II

### DETAILS OF DUTIES AND RESPONSIBILITIES OF CORPORATE SECRETARY

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#### A. RELATED TO THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS:

- 1) To assist the preparation of the meeting of the Board of Commissioners, by doing the following things:
  - a) To assist defining agendas of the meeting;
  - b) Contacting or inviting members of the Board of Commissioners to attend the meeting;
  - c) Ensuring the presence of members of the Board of Commissioners so that the meeting will be able to make a valid and binding decision;
  - d) Preparing materials, including audio-visual facilities for the Board of Commissioners meeting and ensure the materials are accepted well by all the members;
  - e) To remind the Board of Commissioners regarding matters related to the Company, the Article of Association, and applicable regulations for issues to be discussed;
  - f) To prepare Minutes of Meeting; and
  - g) To provide advices on matters of corporate governance to the Board of Commissioners.
  
- 2) To assist the preparation of the Board of Directors meeting, including by doing the following:
  - a) To assist defining agendas of the meeting;
  - b) Contacting or invitation the Board of Directors to a meeting pursuant to the invitation procedure;
  - c) Ensure the presence of members of the Board of Directors so the meeting will be able to make a valid and binding decision;
  - d) Preparing materials, including audio-visual facilities for the Board of Directors meeting and ensure the materials are accepted well by all the members;
  - h) To remind the Board of Commissioners regarding matters related to the Company, the Article of Association, and applicable regulation for issue to be discussed;
  - e) To prepare Minutes of Meeting; and
  - f) To provide advices on matters of corporate governance to the Board of Directors.
  
- 3) To assist the Board of Directors in making, storing, maintaining, and reporting the Register of Shareholders, by collaborating with the Shares Registrar, to do the following:
  - a) Administration;
  - b) Listing of the shares;
  - c) Maintenance of a list of shareholders;
  - d) Maintenance of a special list of Directors and Commissioners;
  - e) Maintenance of a list of shareholders of more than 5% (five percent).  
In accordance with applicable regulations.

- 4) Corporate Secretary to provide input to the Board of Directors related to the duties, responsibilities and authority of the Board of Directors by the Articles of Association and the laws and regulations relevant to the Company and the Company's operations
- 5) Corporate Secretary shall ensure that the Company and the Board of Directors in conducting daily business activities are in compliance with international standard of good corporate governance.
- 6) Corporate Secretary and other divisions shall ensure that policies and guidelines of the Board of Directors are communicated precisely to relevant parties inside and outside the Company, including the stakeholders

## **B. RELATED TO THE SHAREHOLDERS**

- 1) Corporate Secretary is responsible for the General Meeting of Shareholders (GMS), including by doing the following:
  - a) Logistic preparation for convention of GMS and annual report;
  - b) Preparation, notification, announcement and agenda of the GMS, power of attorney (proxy statement);
  - c) Preparing the rules of the GMS as well as scenarios for the chairman of GMS, Board of Directors, and Board of Commissioners;
  - d) Assisting the Board of Commissioners and Board of Directors in preparing answers to questions from shareholders at the GMS; and
  - e) Preparing the minutes of the GMS together with the notary
- 2) Corporate Secretary is responsible for the preparation and submission of the Annual Report, by doing the following:
  - a) Ensuring the Annual Report contains the information required by the relevant regulations.
  - b) Ensuring the Annual Report is submitted in a timely manner to the Financial Services Authority (FSA) and available to shareholders no later than the announcement for the AGM, or no later than 4 (four) months after the end of the fiscal year (which ever comes first); and
  - c) Ensuring the approval of the Annual Report is including on the agenda of AGM.

## **C. COMPLIANCE**

- 1) Corporate Secretary is required to prepare and manage the registration statement and report to the capital market and stock exchange authorities in the context of corporate action measures;
- 2) Corporate Secretary shall remind the Board of Directors and Board of Commissioners for every purchase and sale shares in the Company done by the Board of Directors and Board of Commissioners, including their family members to be recorded in a special register of shareholders and will be further reported to the FSA in accordance with the applicable laws.
- 3) Corporate Secretary shall comprehensively manage the Company's policies relating to good corporate governance; and
- 4) Corporate Secretary is obliged to fulfill other obligations as provided for in the legislation on the capital market.

## **D. THE PROVISION OF INFORMATION AND RELATIONSHIP TO STAKEHOLDERS**

### 1) Relationship between Media and Investor

Corporate Secretary to provide input to the Public Relation and Investor Relation to make arrangement regarding method and process of giving information/news by the Company and communication procedure so that it will give positive impact to the Company as well as accomodate infomation needs for the stakeholders in accordance with applicable law in capital market.

The information will be presented to the Stakeholders including:

- a) Information regarding the Company
- b) Information regarding the business activities of the Company
- c) Information on financial performance; and
- d) Other informations.

### 2) Corporate Secretary assists the Company to maintain a good relationship with government institution, capital markets and associations related to the Company.

## **E. CONFIDENTIALITY**

### 1) Corporate Secretary is considered as a party that has a lot of confidential information of the Company, is required to keep the confidentiality of those information and always act wisely in addressing the Company's information. Corporate Secretary is prohibited from using or abusing or disclosing confidential information to third parties for their personal use.

### 2) Corporate Secretary shall always act with good faith and avoid the conflict of interest.

**CHAPTER III**  
**CLOSING**

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- A. This Corporate Secretary Charter is set by the Board of Directors
- B. Corporate Secretary shall evaluate, assess and make improvements to this Charter periodically in accordance with the Company's development and needs
- C. The Corporate Secretary charter which has been validated, has to be published in the Company's website.

**Set in Lippo Karawaci**

**23 February 2016**

**Board of Directors**