



**RESOLUTIONS OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING**  
**PT LIPPO KARAWACI TBK („THE COMPANY“)**  
**24 APRIL 2013**

**Agenda 1**

1. To approve and ratify the Company's Annual Report on its condition and the course of its business activities which includes among others the Company's Financial Statement for the year ended December 31, 2012, covering its business activities derived from the Company's main business activities and the Supervisory Duty Report of the Board of Commissioners.
2. To approve and ratify the Consolidated Financial Statement of PT Lippo Karawaci Tbk. and subsidiaries for the financial year ended December 31, 2012 which is audited by the Accounting Firm Aryanto, Amir Jusuf, Mawar and Saptoto with an unqualified opinion as it transpires from their report No: R/151.AGA/bna.1/2013 dated March 25, 2013 including the Consolidated Financial Position Report and Consolidated Comprehensive Loss and Profit Statements of the Company and Subsidiaries for the year ended on 31 December 2012.
3. To give full absolution to all members of the Board of Directors and of the Board of Commissioners of the Company for their management and supervision already performed for the year ended on 31 December 2012 (*acquit et de charge*) provided that their actions including actions associated with the business activities constituting derivatives of the Company's main business activities are reflected in the Company's Financial Report and by considering the Report of the Company's Board of Directors for the financial year ended on 31 December 2012.

**Agenda 2**

1. To approve the payment of final cash dividend totaling Rp270,000,000,000 (two hundred and seventy billion Rupiah) constituting 25.47% of the After-tax Net Earnings.
2. To approve the payment of dividend in cash by deducting the dividend tax in accordance with the applicable tax provisions.

3. To approve the fund amounting to Rp 1,000,000,000 (one billion Rupiah) to be allocated as reserved fund as referred to in Article 70 of the Law No. 40 year 2007 regarding the Limited Liability Company.
4. To approve that the Company's remaining net earnings after deducted by dividend and reserved fund amounting to Rp 789,221,934,429 (seven hundred eighty-nine billion two hundred twenty-one million nine hundred thirty-four thousand and four hundred and twenty-nine Rupiah) will be recorded as the Company's retained earnings.
5. To approve the granting of the full power and authority to the Company's Board of Directors with the substitution right to determine the time and procedure for implementing the dividend payment as referred to in point 4 above and announce it in accordance with the applicable law and regulation including to determine the date of "cum and ex dividen."

### **Agenda 3**

To grant the authority to the Company's Board of Commissioners to appoint an Independent Public Accountant Office to audit the Company's books for the financial year ended on 31 December 2012 provided that the appointed Independent Public Accountant Office has been registered at the Financial Service Authority, and has a good reputation and grants the full authority to the Company's Board of Directors to determine the honorarium and other requirements associated with the appointment of the public accountant.

### **Agenda 4**

1. To appoint and designate the members of Company's the Board of Directors and Board of Commissioners and Independent Commissioners with the following composition:

#### **Board of Commissioners**

President Commissioner : Theo Leo Sambuaga  
Vice President Commissioner : Surjadi Soedirdja  
and Independent Commissioner  
Independent Commissioner : Tanri Abeng

|                          |   |                          |
|--------------------------|---|--------------------------|
| Independent Commissioner | : | Agum Gumelar             |
| Independent Commissioner | : | Farid Harianto           |
| Independent Commissioner | : | Jonathan Limbong Parapak |
| Independent Commissioner | : | Prof. Dr. H. Muladi, SH  |
| Commissioner             | : | Viven Gouw Sitiabudi     |

**Board of Directors**

|                         |   |                             |
|-------------------------|---|-----------------------------|
| President Director      | : | Ketut Budi Wijaya           |
| Director                | : | Tjokro Libianto             |
| Director                | : | Djoko Harjono               |
| Director                | : | Roberto Fernandez Feliciano |
| Director                | : | Rahmawaty                   |
| Non Affiliated Director | : | Jenny Kuistono              |

The appointment and designation of the members of the Company's Board of Directors, Board of Commissioners and the Independent Commissioners becomes effective as of the closing of this Meeting up to end of the term of the members of the Company's Board of Directors, Board of Commissioners and Independent Commissioners based on the Company's Articles of Association.

2. To grant the full authority and power with the substitution right to the Company's Board of Directors either severally or jointly, to perform all actions required in association with the resolution as adopted and or decided in this Meeting, including but not limited to declaring the appointment of the Company's Board of Directors and Board of Commissioners and Independent Commissioners in a deed of notary, submitting a notification to the Minister of Laws and Human Rights of the Republic of Indonesia and registering the composition of the Company's Board of Commissioners and Board of Directors as mentioned above in the Company Registration in accordance with the applicable law and regulation.
  
3. To approve the granting of authority to the Company's Remuneration Committee to determine the salaries and allowances and other facilities to the Company's Board of Directors and Board of Commissioners.

## **Agenda 5**

To approve the Report on Accountability of Realized Use of Fund Resulting from Limited Public Offer III as submitted to the Capital Market and Financial Institution Supervisory Board (BAPEPAM-LK) through a letter No. 010/LK-COS/I/2013 dated 15 January 2013.

## **Agenda 6**

1. To approve to amend and re-arrange Article 12 paragraphs 2, 3 and 5, Article 14 paragraph 15, Article 19 paragraphs 12 and Article 21 paragraph 9 of the Company's Articles of Association in accordance with the applicable law and regulation.
2. To restate the entire Articles of Association of the Company related to the changes aforesaid.
3. To grant the authority and power with the substitution right to the Company's Board of Directors, either severally or jointly, to perform all actions required for the implementation of all matters presented and/or resolved in the entire agenda of the Meeting, including but no limited to restating, either entirely or partially, the resolutions in the agenda of the Meeting aforesaid in a deed of notary, drawing up or instructing the drafting of all deeds, letters, or documents required, appearing before the authority/authorized official, submitting a request to the authority/authorized official, reporting the changes to the Minister of Laws and Human Rights of the Republic of Indonesia and making adjustments and/or additions in any form whatsoever required until the reporting is received, submitting and signing all requests and other documents one to another with no action is exempted.