

**1) GENERAL**

The meeting is an Annual General Meeting of Shareholders ("**Meeting**") of PT Jasa Marga (Persero) Tbk. ("**Company**"). For the orderliness of the Meeting, during the Meeting participants are expected not to leave the Meeting Room, deactivate mobile phone sounds function and not hold conversations who can interfere with the Meeting.

**2) MEETING TIME AND VENUE**

The Meeting will be held at:

Day/Date : Monday, 6 May 2019  
Time : 14:00 WIB until closing  
Venue : Grand on Thamrin Ballroom,  
Lobby Level, Hotel Pullman Jakarta,  
Jalan M.H. Thamrin Kav. 59, Jakarta, 10350

**3) MEETING PARTICIPANTS**

- a. The Meeting Participants are Shareholders and Shareholders' Proxies whose name are registered in the Company's Shareholders Register on 10 April 2019 at 16:15 WIB, or the holders of the securities account at the Collective Custody of PT Kustodian Sentral Efek Indonesia at the closing of the shares trading on 10 April 2019 or their Proxies proved by a valid Power of Attorney and verified by Written Confirmation for the Meeting (KTUR) and other proof of identity submitted before entering the Meeting room.
- b. Meeting Participants have the rights to give opinions/ask questions and to vote in the Meeting.
- c. The Chairman of the Meeting has the right to request those who present to prove their capacity to be present at the Meeting, in accordance with the requirements which have been announced in the Meeting Invitation based on the provisions of Article 24 paragraph 1 letter h of the Company's Articles of Association.
- d. If there are Shareholders or his/her/its Proxies comes after registration of the Meeting is declared closed and the number of attendance of the Shareholders has been reported by the Notary to the Chairman of the Meeting at the time the Meeting will be opened, the pertaining Shareholders and Shareholders' Proxies can still follow the course of the Meeting but are not allowed to give questions and/or opinions and their votes cannot be taken into account in the voting collection.

**4) INVITED PARTICIPANT**

Invited Participant is a visitor who is not Company's Shareholder, is present upon the invitation of the Board of Directors and does not have the right to give opinions, ask questions and vote at the Meeting.

**5) CHAIRMAN OF THE MEETING**

- a. According to Article 24 paragraph 1 letter a of the Company's Article of Association, the Meeting is led by a member of the Board of Commissioners appointed by the Board of Commissioners (the "**Chairman**").
- b. The Chairman is responsible for the orderliness of the Meeting and has the right to decide on Meeting's procedures that have not been regulated or not sufficiently regulated in this Rules.

**6) LANGUAGE**

The Meeting will be held in Bahasa Indonesia, but for those who do not understand Bahasa Indonesia are allowed to ask questions in English at the given opportunity.

**7) ATTENDANCE QUORUM**

- 1) For the First, Second and Fourth Meeting Agenda, the Meeting is valid and entitled to make a legitimate and binding resolution, if the Meeting is attended by Shareholders and/or their valid proxies who collectively represent more than ½ of the total shares with valid voting right.
- 2) For the Third, Fifth and Eighth Meeting Agenda, the Meeting is valid and entitled to make a legitimate and binding resolution, if the Meeting is attended by Series A Dwiwarna Shareholder and other Shareholders and/or their valid proxies who collectively represent more than ½ part of the total shares with valid voting right.
- 3) For the Sixth Meeting Agenda due to its nature as a report, there will be no resolution-making on this Meeting Agenda.
- 4) For the Seventh Meeting Agenda, the Meeting is valid and entitled to make a legitimate and binding resolution, if the Meeting is attended by Series A Dwiwarna Shareholder and other

shareholders and/or their valid proxies who collectively represent at least ⅔ part of the total number of shares with valid voting rights.

- 5) Calculation of the number of Shareholders present or represented in the Meeting by a Notary is only conducted once (1), i.e. before the Meeting is opened by the Chairman.

**8) QUESTION AND ANSWER**

- a. Before any resolutions are made on the Agenda of the Meeting, the Chairman will provide the Shareholders or the Shareholders' Proxies the opportunity to give their questions or opinions in the Question and Answer.
- b. Participants are given the opportunity to ask or give opinions for a maximum of 3 (three) questioners. Questions or opinions that can be submitted are limited to matters relating to the discussed Agenda.
- c. Each questioner will be asked to raise their hand, and that person will be given a form to be filled with questions or opinions. Then the officer will deliver the pertaining form to the Chairman.
- d. The Chairman will read the questions or opinions of the Shareholders or the Shareholders' Proxies, and the questions or opinions will be answered or responded by the Chairman or any party appointed by the Chairman.

**9) MEETING RESOLUTIONS**

- a. All resolutions shall be made by deliberation for consensus.
- b. In the event that resolution based on deliberation for consensus is not reached, then the resolution for the First, Second and Fourth Meeting Agendas, will be taken by voting collection based on the agreed vote by Shareholders and/or their valid proxies who collectively represent more than ½ of the total shares with valid voting right present at the Meeting.
- c. For the Third, Fifth and Eighth Meeting Agenda, resolutions are taken by voting collection approved by Series A Dwiwarna Shareholder and other Shareholders and/or their valid proxies who collectively represent more than ½ of the total shares with valid voting right present at the Meeting.
- d. For the Sixth Meeting Agenda due to its nature as a report, there will be no resolution-making on this Meeting Agenda.
- e. For the Seventh Meeting Agenda, resolutions are taken by voting collection approved by Series A Dwiwarna Shareholder and other Shareholders and/or their valid proxies who collectively represent more than 2/3 of the total shares with valid voting right present at the Meeting.

**10) VOTING COLLECTION**

- a. Holder of 1 (one) share has the right to issue one vote.
- b. Voting is conducted verbally with the following conditions:
  - 1) The Shareholders and the Shareholders' Proxies who do not agree or cast an abstain vote will be asked to raise their hands and give a mark on one of the selected boxes on the Voting Card and submit the Voting Card that has been filled to the officer.
  - 2) For the Shareholders and the Shareholders' Proxies who do not submit the Voting Card at the time of voting, are deemed to approve.
- c. Abstain votes are considered casting the same vote as the majority of the Shareholders and the Shareholders' Proxies who cast their votes.

**11) CLOSING**

Other matters that have not been regulated in this Rules will be determined by the Chairman .

Jakarta, 6 May 2019  
**PT Jasa Marga (Persero) Tbk**