

**EXPLANATION OF ITEMS ON THE AGENDA  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AND  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF PT BANK CENTRAL ASIA Tbk**

In connection with the plan of holding the Annual General Meeting of Shareholders ("Annual GMS") and Extraordinary General Meeting of Shareholders ("Extraordinary GMS") of PT Bank Central Asia Tbk ("the Company") to be held on April 9, 2015, the Company hereby submit an explanation of items on the agenda of the Company's GMS as follows:

**Annual GMS:**

**Item 1 of the Agenda**

**Approval of the Company's Annual Report including the Company's Financial Statements and the Board of Commissioners' Report on its Supervisory Duties for the financial year ended 31 December 2014, and the grant of release and discharge (*acquitt et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory actions during the financial year ended 31 December 2014.**

The Company's Annual Report, among others, consists of the Financial Statements for the year ended 31 December 2014 and the Company's Board of Commissioners' Annual Report on its Supervisory Duties. In this item of the Agenda, the Company will propose to Annual GMS to approve Annual Report, including the Board of Commissioners' Annual Report on its Supervisory Duties and the Financial Statements which consists of the Statement of Financial Position and the Statement of Income, and the grant of release and discharge (*acquitt et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervisory actions during the financial year ended 31 December 2014.

**Item 2 of the Agenda**

**Appropriation of the Company's profit for the financial year ended 31 December 2014.**

The Company will propose to Annual GMS to approve the appropriation of the Company's profit for the year ended 31 December 2014, which will be allocated for reserve funds (1%), cash dividends (22%), *tantieme* /bonus, and retained earnings.

**Item 3 of the Agenda**

**Determination of remuneration or honorarium and other benefits for the Board of Directors and the Board of Commissioners of the Company.**

The Company will propose to Annual GMS the procedure for determining remuneration or honorarium and other benefits to be paid by the Company to the Company's Board of

Directors and the Board of Commissioners holding office during financial year 2015, by granting full power and authority to:

1. the majority shareholder of the Company to fix the amount of honorarium and other benefits to be paid by the Company to members of the Board of Commissioners holding office during financial year 2015;
2. the Company's Board of Commissioners to fix the amount of salary and other benefits to be paid by the Company to the members of the Company's Board of Directors holding office during financial year 2015.

#### **Item 4 of the Agenda**

##### **Appointment of the Registered Public Accountant to audit the Company's books for the financial year ended 31 December 2015.**

The Company will propose to Annual GMS to grant power and authority to the Company's Board of Commissioners to appoint (also to fix the amount of fees and other requirements) a Registered Public Accounting Firm of international repute (including the Registered Public Accountants belonging to that Registered Public Accounting Firm) which will audit the Company's books for financial year 2015 with due observance of recommendation from the Audit Committee and the prevailing laws and regulations, among others, regulations in the field of Capital Markets.

#### **Item 5 of the Agenda**

##### **Grant of power and authority to the Board of Directors to pay interim dividends for the financial year ended 31 December 2015.**

The Company will propose to Annual GMS to grant power and authority to the Company's Board of Directors, subject to the approval of the Board of Commissioners, to stipulate and pay interim dividends for the financial year ended 31 December 2015 if the financial condition of the Company permits.

#### **Extraordinary GMS:**

##### **Approval of the alteration and restatement on the Company's Articles of Association.**

On the date of 8 December 2014, the Financial Service Authority Regulation (Otoritas Jasa Keuangan) has launched the new regulation on the Plan and Implementation of a General Meeting of Shareholders for an Issuer or a Public Company, and the Board of Directors and Board of Commissioners of an Issuer or a Public Company, i.e. :

1. The Financial Service Authority Regulation No.32/POJK.04/2014 dated 8 December 2014 regarding The Plan and Implementation of a General Meeting of Shareholders for an Issuer or a Public Company; and
2. The Financial Service Authority Regulation No.33/POJK.04/2014 dated 8 December 2014 regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company.

In line with Article 40 The Financial Service Authority Regulation No.32/POJK.04/2014 dated 8 December 2014, the provisions of the Company's Articles of Association should be aligned with those regulation at the latest one year since enactment such regulation.

In this item of the Agenda, "Approval of the alteration and restatement on the Company's Articles of Association", the Company will propose to Extraordinary GMS the alteration and restatement on the Company's Articles of Association, including to align it with provisions stipulated in the Financial Service Authority Regulation No.32/POJK.04/2014 dated 8 December 2014 regarding The Plan and Implementation of a General Meeting of Shareholders for an Issuer or a Public Company, and the Financial Service Authority Regulation No.33/POJK.04/2014 dated 8 December 2014 regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company.

The provisions of the Company's Articles of Association that will be aligned, among others are notice of General Meeting of Shareholders, media of announcement and notice, the shareholders who are eligible to attend in the General Meeting of Shareholders, the procedure of resignation of member of the Board of Directors and the Board of Commissioners.