

# ANNOUNCEMENT OF

## SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS PT BANK CENTRAL ASIA Tbk

The Board of Directors of PT Bank Central Asia Tbk, domiciled in Central Jakarta (the "Company") hereby announces that the Company has convened the Annual General Meeting of Shareholders (the "AGM") with summary of minutes as follows:

### A. Day/Date, Venue, Time, and Agendas

Day/ Date : Thursday, 7 April 2016  
Venue : Grand Ballroom, Hotel Indonesia Kempinski –11<sup>th</sup> Floor  
Jl. M.H. Thamrin No.1  
Jakarta 10310  
Time : 09.45 - 12.21 Western Indonesia Time

### Agendas : **The AGM:**

1. Approval of the Company's Annual Report including the Company's Financial Statements and the Board of Commissioners' Supervision Report for the financial year ended on 31 December 2015, and the granting of release and discharge (*acquit et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervision during the financial year ended on 31 December 2015;
2. Appropriation of the Company's profit for the financial year ended on 31 December 2015;
3. Confirmation of the expiry the term of office of members of the Board of Commissioners and the Board of Directors, and appointment of members of the Board of Commissioners and the Board of Directors of the Company;
4. Determination of remuneration or honorarium and benefits for the financial year of 2016, and tantiem for the financial year of 2015 for members of the Board of Directors and the Board of Commissioners of the Company;
5. Appointment of the Registered Public Accountant to audit the Company's books for the financial year ended on 31 December 2016;
6. Authorization for the Board of Directors to pay interim dividends for the financial year ended on 31 December 2016.

### B. Members of the Board of Commissioners and the Board of Directors of the Company who attend the AGM

The AGM was attended by members of the Board of Commissioners and the Board of Directors of the Company are:

#### **The Board of Commissioners**

President Commissioner : Djohan Emir Setijoso  
Commissioner : Tonny Kusnadi  
Independent Commissioner : Cyrillus Harinowo  
Independent Commissioner : Raden Pardede

**The Board of Directors**

President Director	:	Jahja Setiaatmadja
Deputy President Director	:	Eugene Keith Galbraith
Director	:	Dhalia Mansor Ariotedjo
Director	:	Anthony Brent Elam
Director	:	Suwignyo Budiman
Compliance Director	:	Tan Ho Hien/Subur Tan
Director	:	Henry Koenafi
Director	:	Armand Wahyudi Hartono
Independent Director	:	Erwan Yuris Ang
Direktur	:	Rudy Susanto

**C. The Chairman of the AGM**

The AGM was chaired by Mr. Djohan Emir Setijoso as President Commissioner of the Company.

**D. The Shareholders Attendances**

The AGM was attended by shareholders and/or their proxy/representatives representing 20.758.854.962 shares or equal with 84,197% of total shares with valid voting rights that have been issued by the Company.

**E. Resolutions Mechanism in the AGM**

Resolutions of the AGM were resolved based on amicable deliberation to reach a mutual consensus. In the event that the resolutions failed to be reached, the resolutions were resolved by way of voting.

Voting in relation to any motions proposed for each item on the agenda of the AGM shall be cast verbally by pooling method under the procedures that the shareholders or proxy who cast dissenting votes or abstention votes upon the proposed motions to raise their hands to submit the ballots and then the ballots shall be counted by PT RAYA SAHAM REGISTRA as the Securities Administration Agency of the Company and then it is verified by the Notary as an independent party.

**F. Opportunity to Raise Questions and/or Give Opinions**

The shareholders have been given opportunities to raise questions and/or to give opinions in each agenda. For each agenda, number of shareholders who raise questions and/or give opinions are as mentioned in point G below.

**G. Voting Result for Each Meeting Resolutions**

Voting result for each agenda in the AGM, and number of shareholders who raise questions and/or give opinions are as follows:

<b>Agenda</b>	<b>Approve</b>	<b>Disapprove</b>	<b>Abstain</b>	<b>Questions</b>
The First	20.741.362.947 (99,916%)	4.392.100 (0,021%)	13.099.915 (0,063%)	None
The Second	20.671.824.763 (99,581%)	58.540.099 (0,282%)	28.490.100 (0,137%)	None
The Third	20.217.977.812 (97,394%)	318.310.050 (1,533%)	222.567.100 (1,072%)	None
The Fourth	20.489.315.203 (98,702%)	124.380.844 (0,599%)	145.158.915 (0,699%)	None
The Fifth	20.446.878.461 (98,497%)	269.810.116 (1,3%)	42.166.385 (0,203%)	None
The Sixth	20.672.283.374 (99,583%)	58.081.488 (0,28%)	28.490.100 (0,137%)	None

## H. Resolutions of the AGM

The AGM has adopted resolutions, the highlights of which shall be herein below described:

### **The First Point on the Agenda:**

- I. Approving the Annual Report, including the Board of Commissioners' Report on its Supervisory Duties, for the financial year ended on 31 December 2015 as contained in the 2015 Annual Report;
- II. Ratifying the Company's financial statements, which include the Balance Sheet and Profit and Loss Statement for the financial year ended on 31 December 2015, as has been audited by the Public Accounting Firm of Siddharta Widjaja & Rekan, member of KPMG International, as evident in the Company's 2015 Annual Report;
- III. Granting a release and discharge of liabilities (*acquies et decharge*) to members of the Company's Board of Directors and Board of Commissioners for their respective management and supervisory actions taken during the financial year ended on 31 December 2015, to the extent that such actions were set out in the Company's Annual Report and Financial Statements for the financial year ended on 31 December 2015 and any relevant supporting documents thereof.

### **The Second Point on the Agenda:**

- I. Resolving to accept that the Company's net income for the year 2015, as set out in the Company's Balance Sheet and Profit and Loss Statement for the financial year ended on 31 December 2015, as audited by the Public Accounting Firm of Siddharta Widjaja & Rekan, member of KPMG International, amounted to Rp18.018.653.583.210.- (eighteen trillion eighteen billion six hundred fifty-three million five hundred eighty-three thousand two hundred ten Rupiah) ("Net Income for 2015").
- II. Resolving that the Company's Net Income for 2015, which amounted to Rp18.018.653.583.210.- (eighteen trillion eighteen billion six hundred fifty-three million five hundred eighty-three thousand two hundred ten Rupiah), shall be appropriated as follows:
  1. Rp180.186.535.832.- (one hundred eighty billion one hundred eighty-six million five hundred thirty five thousand eight hundred thirty two Rupiah) shall be appropriated for a reserve fund;
  2. Rp3.944.801.600.000.- (three trillion nine hundred forty-four billion eight hundred one million six hundred thousand Rupiah) or Rp160,- (one hundred sixty Rupiah) per share shall be distributed as cash dividends for the financial year ended on 31 December 2015 to the shareholders entitled to receive the cash dividends, the amount of which included the interim dividends amounting to Rp1.356.025.550.000,- (one trillion three hundred fifty six billion twenty five million five hundred fifty thousand Rupiah) or Rp55,- (fifty five Rupiah) per share has been paid by the Company on 8 December 2015; accordingly, the remaining dividends are Rp2.588.776.050.000,- (two trillion five hundred eighty-eight billion seven hundred seventy six million fifty thousand Rupiah) or Rp105 (one hundred five Rupiah) per share.

As regards the payment of the dividends, the following terms and conditions shall apply:

- (i) the remaining dividends for the financial year 2015 will be paid for each share issued by the Company recorded in the Company's Register of Shareholders as at the record date, which will be determined by the Board of Directors;
- (ii) as regards such remaining dividends for the financial year 2015, the Board of Directors shall withhold tax thereon pursuant to the tax regulations in force;

- (iii) the Board of Directors is granted the power of attorney and authority to determine matters concerning or relating to the payment of the remaining dividends for the financial year 2015, including (but not limited to):
        - (aa) determining the record date as referred to in clause (i) to determine which shareholders are entitled to receive payments of the remaining dividends for the financial year 2015; and
        - (bb) determining the date of payment of the remaining dividends for the financial year 2015, in each case without prejudice to the regulations of the Stock Exchange where the Company's shares are listed;
  - 3. The remaining amount of the Net Income for 2015 that has not been allocated for any specific use, shall be determined as retained earnings.
- III. Resolving that such power as described in point II.2 above shall be effective as of the date on which the proposal put forward under this point is approved by the Meeting.

**The Third Point on the Agenda:**

- I. To confirm that the expiry of the term of office of the members of the Board of Commissioners and the Board of Directors shall be from the closing of the AGM, and subsequently to grant full release and discharge (*acquies et decharge*) to the members of the Board of Commissioners and the Board of Directors from the supervision and management they carried out during their respective term of office, to the extent that such actions are dealt with and/or recorded in the Company's books and records;
- II. a. To reappoint the members of the Board of Commissioners and the Board of Directors of the Company with the following composition:

**Board of Commissioners**

President Commissioner	:	Mr. DJOHAN EMIR SETIJOSO
Commissioner	:	Mr. TONNY KUSNADI
Independent Commissioner	:	Mr. CYRILLUS HARINOWO
Independent Commissioner	:	Mr. RADEN PARDEDE

**Board of Directors**

President Director	:	Mr. JAHJA SETIAATMADJA
Deputy President Director	:	Mr. EUGENE KEITH GALBRAITH
Director	:	Mr. SUWIGNYO BUDIMAN
Director (concurrently serving as Compliance Director)	:	Mr. TAN HO HIEN/SUBUR TAN
Director	:	Mr. HENRY KOENAIFI
Independent Director	:	Mr. ERWAN YURIS ANG
Direktur	:	Mr. RUDY SUSANTO

-with the term of office of the members of the Board of Commissioners and the Board of Directors mentioned above shall be effective from the closing of the AGM until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one).

- b. To appoint Mr. SUMANTRI SLAMET Ph.D as Independent Commissioner of the Company, which shall be effective if and as from the date on which the Financial Services Authority (*Otoritas Jasa Keuangan*) has granted approval for such appointment, with the term of office until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one);
- c. To appoint Mr. ARMAND WAHYUDI HARTONO as Deputy President Directors of the Company, which shall be effective if and as from the date on which the Financial Services Authority (*Otoritas Jasa Keuangan*) has granted approval for such appointment, with the term of office until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and

twenty one), with the provision that as long as the approval from the Financial Services Authority (*Otoritas Jasa Keuangan*) has not been obtained, Mr. ARMAND WAHYUDI HARTONO is appointed as Director, which shall be effective as from the closing of the AGM, until and if he has obtained approval from the Financial Services Authority (*Otoritas Jasa Keuangan*) to be appointed as Deputy President Directors, if the appointed as Deputy President Director is not approved by the Financial Services Authority (*Otoritas Jasa Keuangan*), Mr. ARMAND WAHYUDI HARTONO shall remain in office as Director until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one);

- d. To appoint Mrs. INAWATY HANDOYO as Director of the Company, which shall be effective if and as from the date on which the Financial Services Authority (*Otoritas Jasa Keuangan*) has granted approval for such appointment, with the term of office until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one);
- e. To appoint Mrs. LIANAWATY SUWONO as Director of the Company, which shall be effective if and as from the date on which the Financial Services Authority (*Otoritas Jasa Keuangan*) has granted approval for such appointment, with the term of office until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one);
- f. To appoint Mr. SANTOSO as Director of the Company, which shall be effective if and as from the date on which the Financial Services Authority (*Otoritas Jasa Keuangan*) has granted approval for such appointment, with the term of office until the closing of the Annual General Meeting of Shareholders of the Company to be held in the year of 2021 (two thousand and twenty one);

The appointment of the members of the Board of Commissioners and the Board of Directors with such term of office will not affect the rights of the General Meeting of Shareholders to change the composition of the Board of Commissioners and the Board of Directors of the Company in and during such term of office.

In accordance with the provision of Article 12 paragraph 9 of the Company's Articles of Association, the AGM subsequently vested authority in the Board of Commissioners to determine the distribution of duties and authority among the members of the Board of Directors.

- III. To express highest appreciation and also gratitude to. Mr. SIGIT PRAMONO for his services rendered to the Company during his term of office as Independent Commissioner of the Company;
- IV. To express highest appreciation and also gratitude to. Mrs. DHALIA MANSOR ARIOTEDJO for her services rendered to the Company during her term of office as Director of the Company;
- V. To express highest appreciation and also gratitude to. Mr. ANTHONY BRENT ELAM for his services rendered to the Company during his term of office as Director of the Company;
- VI. Granting power and authority to the Board of Directors of the Company, with the right of substitution, to state such resolution on the composition of the Board of Commissioners and the Board of Directors before a Notary to be expressed in a notarial deed, and also express in a notarial deed the composition of the Board of Commissioners and the Board of Directors upon the Financial Services Authority approval in connection with such resolution of the AGM, and further provide a notice to the competent authorities, and take any and all necessary actions in relation to such resolution in accordance with the prevailing laws and regulations;

- VII. Stipulating that the grant of power as specified in item VI of this resolution be effective upon the AGM's acceptance of the proposals on this agenda.

**The Fourth Point on the Agenda:**

- I. a. Granting full power and authority to FARINDO INVESTMENTS (MAURITIUS) LIMITED qualitate qua (qq) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO, as the majority shareholder of the Company, to determine the amount of the honorarium and benefits to be paid by the Company to the members of the Board of Commissioners who serve in the Company over the financial year 2016;
- b. granting full power and authority to the Company's Board of Commissioners to determine the amount of salary and benefits to be paid by the Company to the members of the Board of Directors who serve in the Company over the financial year 2016.
- In exercise of the power and authority mentioned above:
- i. FARINDO INVESTMENTS (MAURITIUS) LIMITED qualitate qua (qq) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO, as the majority shareholder of the Company for the time being, shall consider the recommendations of the Board of Commissioners, which shall consider the recommendations of the Remuneration and Nomination Committee;
- ii. The Board of Commissioners shall consider the recommendations of the Remuneration and Nomination Committee;
- II. Taking into consideration the performance of the members of the Board of Commissioners and the Board of Directors of the Company holding office in and during the 2015 financial year, and with due observance of the Regulations of Bank Indonesia number 8/4/PBI/2006 dated the thirtieth of January, two thousand and six (30-1-2006) regarding Implementation of Good Corporate Governance for Commercial Banks together with the amendments thereof in conjunction with article 71 paragraph (1) of the Law Number 40 of 2007 regarding Limited Liability Company, and upon the consideration of the Board of Commissioners with due observance of inputs from the Remuneration and Nomination Committee, stipulates that a maximum amount of Rp270.279.803.748,- (two hundred seventy billion two hundred seventy-nine million eight hundred three thousand seven hundred forty-eight Rupiah) with reference to the calculation of 1,5% of the Company's net profit in the financial year 2015, to be paid as bonuses (*tantiem*) to the members of the Board of Commissioners and the Board of Directors who served in and during the financial year 2015.
- In relation to such bonuses (*tantiem*) payment, granting power and authority to FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (qq) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO, as the majority shareholder of the Company, to determine the amount of bonuses (*tantiem*) to be paid to the members of the Board of Commissioners and the Board of Directors who served in and during the financial year 2015 and to determine the distribution of such bonuses (*tantieme*) among the members of the Board of Commissioners and the Board of Directors who served in and during the financial year 2015, including all matters related to such *tantieme* payment.
- III. Resolving that such power and authority as described in point I and II above shall be effective as of the date on which the proposal put forward under this point is accepted and approved by the AGM;
- IV. The amount of salary or honorarium and benefits to be paid by the Company to the members of the Board of Directors and the Board of Commissioners who serve in the Company over the financial year 2016, and the amount of bonuses (*tantiem*) to be paid by the Company to the members of the Board of Directors and the Board of Commissioners who served in and during the financial year 2015, shall be set out in the 2016 Annual Report;

**The Fifth Point on the Agenda:**

- I. Granting power and authority to the Board of Commissioners to appoint a Registered Public Accounting Firm with a global network of member firms (including a Registered Public Accountant from such Registered Public Accounting Firm) to audit the books and records of the Company for the financial year ended on 31 December 2016 and to determine the amount of honorarium and other conditions in relation to the appointment of such Registered Public Accounting Firm with a global network of member firms (including a Registered Public Accountant from such Registered Public Accounting Firm) with due observance of the recommendations of the Audit Committee and the prevailing laws and regulations, among others regulations in the field of Capital Markets.
- II. Resolving that such power and authority shall be effective as of the date on which the proposal put forward under this point is accepted and approved by the AGM.

**The Sixth Point on the Agenda:**

- I. Granting power and authority to the Company's Board of Directors (with the approval of the Board of Commissioners), to the extent that the financial condition of the Company allows, to determine and pay interim dividends for the financial year ended 31 December 2016, provided that to ensure compliance with Article 72 of Law No. 40 of 2007 on Limited Liability Companies, if the interim dividends shall be distributed, then the distribution must be made prior to the end of the financial year 2016 to the shareholders, including determining the form, amount and manner of payment of such interim dividends, without prejudice to the approval of any competent authorities and the prevailing laws and regulations.
- II. Resolving that such power and authority shall be effective as of the date on which the proposal put forward under this point is accepted and approved by the AGM.

Jakarta, 8 April 2016  
PT BANK CENTRAL ASIA Tbk

The Board of Directors