

**RULES AND PROCEDURE**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**PT BANK CENTRAL ASIA Tbk (the "Company")**  
**JAKARTA, 30 JULY 2020**

**I. General Provisions**

1. The Extraordinary General Meeting of Shareholders (the "**Meeting**") will be conducted in Indonesian language.
2. If the shareholder or his/her proxy arrives at the Meeting after the close of the registration period, his/her votes are not counted and/or the relevant shareholder or his/her proxy is deprived of the right to ask questions or express opinions at the Meeting, but such shareholder or his/her proxy retains the right to participate in the Meeting as an invitee.

**II. Provisions for Prevention of COVID-19 Spread**

1. The Shareholder or his/her proxy that wishes to physically attend the Meeting must follow and pass the strict health and safety protocol established by the Company as follows:
  - (i) the Shareholder or his/her proxy is required to wear a mask while on the Meeting premises and at all times during the Meeting;
  - (ii) the Shareholder or his/her proxy is required to practise self-sanitation by using the hand sanitizer provided at the registration desks and at several points in the Meeting venue.
  - (iii) the Shareholder or his/her proxy is required to implement the physical distancing policy by minimizing physical interaction, among others, by keeping a certain distance away from the other Meeting participants and not shaking hands with direct skin contact, in accordance with the directions given by the Company and the building management.
2. To implement the physical distancing policy, the Company sets a limit on the number of participants in 1 (one) room. The Meeting Participant should enter and occupy the designated Meeting Room and sit with a certain distance away from each other in the manner as directed by the Meeting helpers' directions.
3. If during the Meeting a Shareholder or his/her proxy is found to show symptoms of an illness, including flu and/or cough (even though his/her body temperature is not above 37.5°C), the Meeting helper may request or otherwise cause the Shareholder or his/her proxy to immediately leave the Meeting premises.

**III. Quorum for Attendance**

In accordance with the provisions of Article 26 paragraph 1 and Article 27 paragraph 1 of the Company's Articles of Association in conjunction with Article 88 paragraph 1 and Article 89 paragraph 1 of Law Number 40 of 2007:

- a. **The attendance quorum for the first Meeting agenda item, namely Approval of the Acquisition Plan:** At least 3/4 (three-quarters) of the total outstanding shares of the Company with valid voting rights are present and/or represented at the Meeting; and
- b. **The attendance quorum for the second Meeting agenda item, namely Approval of the Amendment of the Company's Articles of Association:** At least 2/3 (two-thirds) of the total outstanding shares of the Company with valid voting rights are present and/or represented at the Meeting.

#### **IV. Procedure for bringing up matters relating to the Meeting agenda**

1. The shareholder or his/her proxy may ask questions and/or express opinions to the extent that they are directly related to the Meeting agenda item under discussion and require the Meeting resolution, subject to the following provisions:
  - a. The questions and/or opinions are submitted in writing by completing a form, which is provided to all the shareholders or their proxies before they enter the Meeting room, and the shareholder or his/her proxy must complete the form with the shareholder's name, the number of shares held/represented and the questions and/or opinions to be asked or expressed; and
  - b. The questions and/or opinions are submitted at the time the Chairperson of the Meeting gives the shareholders or their proxies the opportunity to ask questions before conducting voting on the relevant agenda item, by raising hand and submitting the form to the Meeting helpers.
2. To give fair opportunity for all shareholders, each shareholder or his/her proxy may only ask and/or express not more than 1 (one) question/opinion on each Meeting agenda item.
3. Only the shareholders or their legitimate proxies that are present at the Meeting may ask questions and/or express opinions in writing on the Meeting agenda item under discussion.
4. The completed question forms will be forwarded by the Meeting helpers to the Notary, who will confirm their legality. After the Notary confirms the legality of the forms, the Notary will read out the questions from the shareholders or their proxies.
5. The Chairperson of the Meeting may request the members of the Board of Directors or other parties to answer or respond to the questions and/or opinions from the shareholders or their proxies.

#### **V. Procedure for voting and vote count:**

In respect of all the Meeting agenda items that require a resolution, the vote count will be carried out with reference to the provisions of the Company's Articles of Association, Regulation of the Financial Services Authority Number 15/POJK.04/2020 on the Planning and Conduct of the General Meeting of

Shareholders of Public Limited Companies (the “**OJK REG ON GMS**”) and the Law on Limited Liability Companies, namely as follows:

1. The Meeting resolutions shall be adopted on the basis of deliberation for consensus;
2. If the Meeting cannot adopt a resolution by deliberation for consensus, the resolution will be adopted by voting. During the voting, the Shareholders or their proxies will have the right to cast their votes as AGREE, DISAGREE, or ABSTAIN on each meeting agenda item of the Company;
3. Quorum for passing resolutions:
  - a. **In respect of the first Meeting agenda item, namely Approval of the Acquisition Plan**, the resolution on the proposal put forward at the Meeting shall be valid if approved by more than 3/4 (three-quarters) of the total votes present at the Meeting; and
  - b. **In respect of the second Meeting agenda item, namely Approval of the Amendment of the Company's Articles of Association**, the resolution on the proposal put forward at the Meeting shall be valid if approved by more than 2/3 (two-thirds) of the total votes present at the Meeting.
4. The Chairperson of the Meeting will ask the shareholders or their proxies that DISAGREE or ABSTAIN on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers, but in respect of the proxies for the shareholders that have been granted the power of attorney through KSEI Electronic General Meeting System (eASY.KSEI), the votes that will be counted are the votes cast by the shareholders through eASY.KSEI, and therefore they do not need to submit their ballots to the Meeting helpers.  
Afterwards, the ballots submitted by the shareholders or their proxies will be counted by the Securities Administration Bureau (SAB) and then verified by the Notary as an independent public official;
5. Any shareholders or their proxies that do not raise their hands to submit their ballots to cast DISAGREEMENT or ABSTENTION votes on the relevant proposal shall be deemed to have approved the relevant proposal without the Chairperson of the Meeting having to ask each of the shareholders or their proxies to raise their hands to indicate agreement, except for the proxies for the shareholders that have been granted the power of attorney through KSEI Electronic General Meeting System (eASY.KSEI), in which case their votes will be counted in accordance with the provisions of point 4 of this section V above;
6. In accordance with Article 47 of the OJK REG ON GMS, any shareholders that ABSTAIN shall be deemed to cast the same votes as the majority votes cast by the shareholders at the Meeting;
7. Vote count using the ballots shall be carried out by scanning the barcodes on the ballots that show votes of DISAGREEMENT and ABSTENTION, which have

been submitted to the Meeting helpers. The vote recapitulation will appear on the screen provided in the Meeting room;

8. The shareholders or their proxies that have registered their attendance but leave the Meeting room without reporting to the registration staff before the meeting is closed will be deemed to be present and approve the proposals put forward at the Meeting.

#### **VI. Miscellaneous**

During the Meeting, the participants are kindly requested to:

- a. switch off the mobile phone and/or any other communication device;
- b. not chat with fellow Meeting participants to avoid distractions in the Meeting;
- c. not cut in on/interrupt others; and
- d. sit with a certain distance away from each other in the manner as directed by the Meeting helpers;
- e. immediately leave the Meeting premises after the close of the Meeting by keeping a certain distance away from each other.

**PT Bank Central Asia Tbk**  
Board of Directors