



PT BANK CENTRAL ASIA Tbk

ANNOUNCEMENT

SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT Bank Central Asia Tbk (the “**Company**”), domiciled in Central Jakarta, hereby announces that the Company has held the Annual General Meeting of Shareholders (the “**Meeting**”), with the minutes as summarized below:

- Day/ Date : Monday, 29 March 2021
- Venue : Menara BCA Grand Indonesia, 19th Floor
Jalan M.H. Thamrin No.1
Jakarta 10310
- Time : 09.52 until 12.11 Western Indonesia Time
- Agenda :
1. Approval of the 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 2020 and grant of release and discharge of liability (*acquit et decharge*) to members of the Board of Directors for their actions related to the management of the Company and to members of the Board of Commissioners of the Company for their actions related to the supervision of the Company during the financial year ended 31 December 2020;
 2. Appropriation of the Company's Net Profits for the financial year ended 31 December 2020;
 3. Confirmation of the expiration of the term of office of and the appointment of the members of the Board of Commissioners and the Board of Directors of the Company;
 4. Determination of the amount of salary or honorarium and benefits for the financial year 2021 as well as bonus payments (*tantieme*) for the financial year 2020 payable to members of the Board of Directors and the Board of Commissioners of the Company;
 5. Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practising through such Registered Public Accounting Firm) to audit/examine the Company's books and accounts for the financial year ended 31 December 2021;
 6. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2021;
 7. Approval of the Revised Recovery Plan of the Company.

The Meeting was attended by all members of the Board of Commissioners and members of the Board of Directors of the Company, as set out below:

Board of Commissioners

| | | |
|--------------------------|---|------------------------------|
| President Commissioner | : | Mr. Ir. Djohan Emir Setijoso |
| Commissioner | : | Mr. Tonny Kusnadi* |
| Independent Commissioner | : | Mr. Cyrillus Harinowo |
| Independent Commissioner | : | Mr. Dr. Ir. Raden Pardede* |
| Independent Commissioner | : | Mr. Sumantri Slamet* |

Board of Directors

| | | |
|---|---|---------------------------------------|
| President Director | : | Mr. Jahja Setiaatmadja |
| Deputy President Director | : | Mr. Ir. Suwignyo Budiman |
| Deputy President Director | : | Mr. Armand Wahyudi Hartono* |
| Director | : | Mr. Tan Ho Hien/Subur a.k.a Subur Tan |
| Director | : | Mr. Henry Koenafi |
| Independent Director | : | Mr. Erwan Yuris Ang, SH, MH |
| Director | : | Mr. Rudy Susanto* |
| Director | : | Mrs. Lianawaty Suwono* |
| Director | : | Mr. Santoso* |
| Director | : | Miss Vera Eve Lim |
| Director | : | Mr. Gregory Hendra Lembong* |
| Director (concurrently serving as Director of Compliance) | : | Mr. Haryanto Tiara Budiman |

*participating in the Meeting through video conference, which enabled them to see and listen to one another in the Meeting

In accordance with Article 22 paragraph 1 letter a of the Company's Articles of Association and the Appointment Letter from the Board of Commissioners dated 10 March 2021, the Meeting was chaired by Mr. Ir. Djohan Emir Setijoso as the President Commissioner of the Company.

The Company's Meeting was attended by the shareholders and proxies for the shareholders representing 21,438,626,224 shares or equal to 86.954% of 24,655,010,000 shares, being the total outstanding shares of the Company.

Mechanism for Adopting Resolutions

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 Law on Limited Liability Companies, OJK REG ON GMS and Company's Articles of Association, 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. The resolution on the proposal put forward at the Meeting shall be valid if approved by more than ½ (one half) of the total voting shares 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 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.

Opportunity to Ask Questions and/or Express Opinions

The shareholders or their proxies were given the opportunity to ask questions and/or express opinions in writing on each Meeting agenda item, as elaborated in the explanation of each Meeting agenda item.

Adopted Resolutions

The Meeting has adopted the resolutions as described in the “Notarial Minutes of General Meeting of Shareholders of PT Bank Central Asia Tbk” Number 196 dated 29 March 2021, drawn up by Christina Dwi Utami, SH, M.Hum, M.Kn, a Notary of Jakarta, as summarized below:

The First Item on the Agenda:

During the discussion of the First Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|------------|-----------------------------|-----------------------|------------------------|-----------|
| First item | 21,408,496,653 (99.860%) | 3,932,200 (0.018%) | 26,197,371 (0.122%) | - |

Therefore, the Meeting resolved as follows:

- I. Approving the Annual Report, including:
 1. the Financial Statements, which include the Company’s Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2020, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global), as evident from its report Number 00032/2.1025/AU.1/07/1124-1/1/2021 dated 29 January 2021 with unmodified opinion, as contained in the 2020 Annual Report; and
 2. the Board of Commissioners’ Report on its Supervisory Duties, for the financial year ended 31 December 2020, as contained in the 2020 Annual Report;
- II. Granting a release and discharge of liability (*acquitt et decharge*) to all members of the Board of Directors for their actions related to the management of the Company and the Board of Commissioners of the Company for their actions related to the supervision of the Company during the financial year ended 31 December 2020, to the extent that such actions were reflected in the Company’s Annual Report and Financial Statements for the financial year ended 31 December 2020 and any relevant supporting documents thereof.

The Second Item on the Agenda:

During the discussion of the Second Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|-------------|-----------------------------|------------------------|------------------------|-----------|
| Second item | 21,379,372,950 (99.724%) | 37,171,037 (0.173%) | 22,082,237 (0.103%) | - |

Therefore, the Meeting resolved as follows:

- I. Determining that according to the Company's Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2020, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PricewaterhouseCoopers Global), the Company's net profits for the financial year ended 31 December 2020 amounted to Rp 27,131,109,059,999,- (twenty-seven trillion one hundred thirty-one billion one hundred nine million fifty-nine thousand nine hundred ninety-nine rupiah) ("Net Profits for 2020").
- II. Appropriating the Company's Net Profits for 2020 as follows:

1. An amount of Rp 530,- (five hundred thirty rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2020 to the shareholders entitled to receive cash dividends; such amount includes the interim dividends of Rp 2,416,190,980,000,- (two trillion four hundred sixteen billion one hundred ninety million nine hundred eighty thousand rupiah) or equal to Rp 98,- (ninety-eight rupiah) per share already paid out by the Company on 22 December 2020; accordingly, the remaining amount of dividends is Rp 10,650,964,320,000,- (ten trillion six hundred fifty billion nine hundred sixty-four million three hundred twenty thousand rupiah) or equal to Rp 432,- (four hundred thirty-two rupiah) per share.

As regards such dividend payments, the following terms and conditions shall apply:

- (i) the remaining amount of dividends for the financial year 2020 will be paid out for each share issued by the Company as 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 the payments on the remaining dividends for the financial year 2020, the Board of Directors shall withhold tax on such dividends in accordance with the tax regulations in force;
- (iii) the Board of Directors is granted the power and authority to stipulate any matters concerning the payment of the remaining dividends for the financial year 2020, including (but not limited to):
 - (aa) stipulating the record date as referred to in item (i) to determine the shareholders of the Company eligible to receive payments on the remaining dividends for the financial year 2020; and
 - (bb) stipulating the date of payment of the remaining dividends for the financial year 2020, and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;
2. An amount of Rp 271,311,090,599,- (two hundred seventy-one billion three hundred eleven million ninety thousand five hundred ninety-nine rupiah) will be appropriated as reserve fund;
3. The remainder of the Net Profits for 2020 that has not been appropriated for any particular use will be determined as retained earnings.

- III. Stating that such power and authority as described in point II item 1 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

The Third Item on the Agenda:

During the discussion of the Third Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|------------|-----------------------------|-------------------------|-----------------------|-----------|
| Third item | 21,226,168,194 (99.099%) | 207,047,993 (0.966%) | 5,410,037 (0.025%) | - |

Therefore, the Meeting resolved as follows:

- I. Confirming that the expiry of the term of office of the members of the Board of Commissioners and the Board of Directors is effective from the close of the Meeting, and further granting a release and discharge of liability (*acquies et decharge*) to all members of the Board of Commissioners of the Company for their actions related to the supervision of the Company and the Board of Directors for their actions related to the management of the Company during their respective terms of office, to the extent that such actions were reflected in the Company's books and records
- II. a. Reappointing the members of the Company's Board of Commissioners and Board of Directors with the following composition:

Board of Commissioners

| | | |
|--------------------------|---|-------------------------------|
| President Commissioner | : | Mr. Ir. Djohan Emir Setijoso; |
| Commissioner | : | Mr. Tonny Kusnadi; |
| Independent Commissioner | : | Mr. Cyrillus Harinowo; |
| Independent Commissioner | : | Mr. Dr. Ir. Raden Pardede; |
| Independent Commissioner | : | Mr. Sumantri Slamet; |

Board of Directors

| | | |
|--|---|--|
| President Director | : | Mr. Jahja Setiaatmadja; |
| Deputy President Director | : | Mr. Armand Wahyudi Hartono; |
| Director | : | Mr. Tan Ho Hien/Subur a.k.a Subur Tan; |
| Director | : | Mr. Rudy Susanto; |
| Director | : | Mrs. Lianawaty Suwono; |
| Director | : | Mr. Santoso; |
| Director | : | Miss Vera Eve Lim; |
| Director | : | Mr. Gregory Hendra Lembong; |
| Director (concurrently serving as Director of Compliance) | : | Mr. Haryanto Tiara Budiman; |

-the term of office of the members of the Board of Commissioners and the Board of Directors mentioned above shall be effective from the close of the Meeting until the close of the Annual General Meeting of the Company which will be held in 2026 (two thousand twenty-six).

- b. Reappointing Mr. Ir. SUWIGNYO BUDIMAN as Deputy President Director of the Company with effect from the close of this Meeting until:
 - (i) his successor is appointed by the Company's Annual General Meeting of Shareholders which will be held in 2022 (two thousand twenty-two), and
 - (ii) the Company has obtained approval from the Financial Services Authority for the appointment of his successor, and
 - (iii) the appointment of his successor has become effective;
- c. Appointing Mr. JOHN KOSASIH as Director of the Company, which will be effective on the date as determined by the Board of Directors of the Company after the Company obtains approval from the Financial Services Authority for such appointment, with a term of office until the close of the Company's Annual General Meeting of Shareholders which will be held in 2026 (two thousand twenty-six), provided that if the appointment of Mr. JOHN KOSASIH as a Director of the Company is not approved by the Financial Services Authority, such appointment shall automatically become null without requiring subsequent formal cancellation by the Company's General Meeting of Shareholders;
- d. Appointing Mr. FRENGKY CHANDRA KUSUMA as Director of the Company, which will be effective on the first business day of the following month after the Company obtains approval from the Financial Services Authority for such appointment, with a term of office until the close of the Company's Annual General Meeting of Shareholders which will be held in 2026 (two thousand twenty-six), provided that if the appointment of Mr. FRENGKY CHANDRA KUSUMA as a Director of the Company is

not approved by the Financial Services Authority, such appointment shall automatically become null without requiring subsequent formal cancellation by the Company's General Meeting of Shareholders;

- III. Expressing the highest appreciation and gratitude to Mr. HENRY KOENAIFI for his service during his term of office as a Director of the Company;
- IV. Expressing the highest appreciation and gratitude to Mr. ERWAN YURIS ANG for his service during his term of office as an Independent Director of the Company;
- V. Granting power and authority to the Board of Directors of the Company to determine the effective date for the appointment of Mr. JOHN KOSASIH as a Director of the Company after the Company obtains approval from the Financial Services Authority for the appointment of Mr. JOHN KOSASIH as a Director of the Company;
- VI. Granting power and authority to the Board of Commissioners to determine the duties and authorities of and among the members of the Board of Directors of the Company in accordance with the provisions of Article 12 paragraph 9 of the Company's Articles of Association;
- VII. Granting power and authority to the Board of Directors of the Company, with the right of substitution, to cause the resolution on the composition of the Board of Commissioners and the Board of Directors as described above to be expressed in a deed made before a Notary, including a subsequent deed containing the composition of the Board of Commissioners and the Board of Directors after the Company obtains an Approval Letter from the Financial Services Authority in respect of such Meeting resolution, and further file any necessary notice with the competent authorities, as well as taking any and all necessary actions in respect of such resolution in accordance with the prevailing laws and regulations;
- VIII. Stating that the grant of power and authority under point V and VII of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

The Fourth Item on the Agenda:

During the discussion of the Fourth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|---------------|-----------------------------|-------------------------|------------------------|------------------|
| Fourth item | 20,915,025,666 (97,558%) | 449,894,819 (2.098%) | 73,705,739 (0.344%) | - |

Therefore, the Meeting resolved as follows:

- (i). a. PT DWIMURIA INVESTAMA ANDALAN as the current majority shareholder of the Company is granted the power and authority to determine the type and/or amount of honorarium, benefits and/or facilities for the members of the Board of Commissioners serving the Company over the financial year 2021, with due regard to the recommendations from the Board of Commissioners, which will take into account the recommendations from the Remuneration and Nomination Committee;
- b. the Board of Commissioners is granted the power and authority to determine the type and/or amount of honorarium, benefits and/or facilities for the members of the Board of Directors of the Company serving the Company over the financial year 2021, with due regard to the recommendations from the Remuneration and Nomination Committee

- (ii). Upon considering the performance of the Company and the performance of the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2020, and with due observance of Regulation of the Financial Services Authority No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks in conjunction with article 71 paragraph 1 of Law Number 40 of 2007 on Limited Liability Companies, and after receiving inputs from the Board of Commissioners, which also took into account the inputs from the Company's Board of Directors and the recommendations from the Remuneration and Nomination Committee, we proposed that the Meeting determine a maximum amount of Rp 445,000,000,000 (four hundred forty-five billion rupiah) for the bonus payments (*tantieme*) payable to the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2020.

In relation to such bonus payments (*tantieme*), we proposed that PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, be granted the power and authority to determine the amount of bonus payments (*tantieme*) and determine the distribution thereof to each member of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2020, including all matters related to such bonus payments.

- (iii). The amount of salary or honorarium and benefits to be given by the Company to the members of the Board of Directors and the Board of Commissioners of the Company serving in and over the financial year 2021 and the amount of bonus payments (*tantieme*) to be paid by the Company to the members of the Board of Directors and the Board of Commissioners of the Company who served in and over the financial year 2020 will be set out in the Annual Report for the financial year 2021;
- (iv). Stating that the grant of power and authority under point (i) and (ii) of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

The Fifth Item on the Agenda:

During the discussion of the Fifth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|------------|-----------------------------|----------------|-----------------------|-----------|
| Fifth item | 21,433,031,824 (99.974%) | 0 (0%) | 5,594,400 (0.026%) | - |

Therefore, the Meeting resolved as follows:

- I. Appointing the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global), as the Public Accounting Firm registered with the Financial Services Authority, to audit/examine the books and records of the Company for the financial year ended 31 December 2021.
- II. Granting power and authority to the Board of Commissioners to:
 - a. appoint the Public Accountant registered with the Financial Services Authority practicing through the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global) and its successor (if relevant) to audit/examine the books and records of the Company for the financial year ended 31 December 2021;
 - b. appoint another Public Accounting Firm if the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global) for any reason whatsoever is unable to duly finish auditing/examining the books and records of the Company for the financial year ended 31 December 2021; and
 - c. take any other actions deemed necessary in relation to the appointment and/or replacement of the Public Accounting Firm registered with the Financial Services

Authority including, without limitation, determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm registered with the Financial Services Authority; with due regard for the recommendations from the Audit Committee and the prevailing laws and regulations.

III. Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

The Sixth Item on the Agenda:

During the discussion of the Sixth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|---------------|-----------------------------|------------------------|------------------------|------------------|
| Sixth item | 21,379,370,650 (99.724%) | 37,171,037 (0.173%) | 22,084,537 (0.103%) | - |

Therefore, the Meeting resolved as follows:

- I. Granting power and authority to the Company's Board of Directors subject to the approval of the Board of Commissioners, to the extent the financial condition of the Company permits and with observance of the prevailing laws and regulations, to determine and pay out interim dividends for the financial year ended 31 December 2021, provided that to ensure compliance with Article 72 of Law No. 40 of 2007 on Limited Liability Companies, if the interim dividends are to be distributed, then the distribution must be made to the shareholders before the end of the financial year 2021, including determine the form, amount and method of payment of such interim dividends;
- II. Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

The Seventh Item on the Agenda:

During the discussion of the Seventh Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

| Agenda | Affirmative Votes | Negative Votes | Abstentions | Questions |
|---------------|-----------------------------|-----------------------|-----------------------|------------------|
| Seventh item | 21,434,141,087 (99.979%) | 0 (0%) | 4,485,137 (0.021%) | - |

Therefore, the Meeting resolved as follows:

Approving the amendments to the Company's Recovery Plan, as incorporated in the Recovery Plan of PT Bank Central Asia Tbk 2021, which has been recorded in the supervisory administrative system of the Financial Services Authority, as evident from the letter from the Financial Services Authority Number S-2/PB.3/2021 dated 11 January 2021 on the Update of the Recovery Plan of PT Bank Central Asia Tbk 2021;

**Jakarta, 29 March 2021
PT BANK CENTRAL ASIA Tbk
BOARD OF DIRECTORS**

Uploaded to www.bca.co.id , Tuesday, 30 March 2021