



## NOTARY

**CHRISTINA DWI UTAMI, SH, MHum, MKn**

Decision of Minister of Law and Human Rights of  
the Republic of Indonesia  
Number AHU-00023.AH.02.02.Tahun 2016  
Dated 11 March 2016

Jln. K.H. Zainul Arifin No. 2  
Kompleks Ketapang Indah Blok B-2 No. 3  
Jakarta - 11140  
Telp: 021-6345668 Fax: 021-6345666  
Email: christina@notarischristina.com

## DEED

MINUTES OF  
EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF  
LIMITED LIABILITY COMPANY  
PT BANK CENTRAL ASIA Tbk

**NUMBER** : 62.

**DATED** : 20 June 2019



**MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
LIMITED LIABILITY COMPANY  
PT BANK CENTRAL ASIA Tbk**

**Number: 62.**

–On this Thursday, the twentieth day of June two thousand nineteen  
(20-6-2019).

–I, **CHRISTINA DWI UTAMI, S.H., M.Hum., M.Kn., a Notary of the  
Municipality of Jakarta Barat**, in the presence of the witnesses, who are  
known to me, Notary, and who will be named in the final part of this deed:

–At the request of the Board of Directors of **PT BANK CENTRAL ASIA Tbk**,  
a Limited Liability Company and a bank established under the law of the  
Republic of Indonesia, domiciled in Jakarta Pusat, having its head office at  
Menara BCA, Grand Indonesia, Jalan Mohammad Husni Thamrin nomor 1,  
Menteng (hereinafter referred to as the “Company”), whose deed of  
establishment and articles of association have been published in the Official  
Gazette (*Berita Negara*) of the Republic of Indonesia dated the third day of  
August one thousand nine hundred fifty-six (3-8-1956), Number 62,  
Supplement thereto Number: 595, as connected with the amended and  
restated articles of association of the Company, published in the Official  
Gazette (*Berita Negara*) of the Republic of Indonesia dated the twelfth day of  
May two thousand nine (12-5-2009), Number 38, Supplement thereto Number  
12790;

-as also connected with:

- the amendment to the articles of association of the Company as

published in the Official Gazette of the Republic of Indonesia dated the twenty-ninth day of November two thousand thirteen (29-11-2013) Number 96, Supplement thereto Number 7583/L;

- the amended and restated articles of association of the Company as contained in the deed drawn up by Dr. IRAWAN SOERODJO, S.H., M.Si., a Notary of Jakarta, dated the twenty-third day of April two thousand fifteen (23-4-2015), Number 171, the Notice of which has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the twenty-third day of April two thousand fifteen (23-4-2015), Number AHU-AH.01.03-0926937;
- the amended and restated articles of association of the Company as contained the in the deed drawn up by Dr. IRAWAN SOERODJO, S.H., M.Si., a Notary of Jakarta, dated the eighteenth day of April two thousand eighteen (18-4-2018), Number 125, the Notice of which has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the eighteenth day of April two thousand eighteen (18-4-2018), Number AHU-AH.01.03-0153848;

and the latest composition of the Company's Board of Directors and Board of Commisioners is contained in the deed made before me, Notary, dated the tenth day of May two thousand nineteen (10-5-2019), Number 105, whose Notice of Amendment of Corporate Data has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the

fifteenth day of May two thousand nineteen (15-5-2019), Number AHU-AH.01.03-0250279;

–am currently at the Grand Ballroom, Hotel Indonesia Kempinski, 11<sup>th</sup> Floor, Jalan Mohammad Husni Thamrin nomor 1, Jakarta, 10310.

– to take the Minutes of the discussion and the resolutions adopted in the Extraordinary General Meeting of Shareholders (hereinafter referred to as the “Meeting”) of the Company, which is held on this day.

–The Meeting was attended by the following participants, all of whom were therefore present before me, Notary, and the witnesses:

1. Mr. Ir. **DJOHAN EMIR SETIJOSO**, born in Jakarta, on the twenty-fifth day of June one thousand nine hundred forty-one (25-6-1941), private individual, Indonesian Citizen, residing at Jakarta Selatan, Jalan Panglima Polim Nomor II/34, Rukun Tetangga 003, Rukun Warga 003, Kelurahan Melawai, Kecamatan Kebayoran Baru, holder of the Resident Identity Card with Resident Identification Number 3174072506410005;

–according to his statement, in this matter acting as the President Commissioner of the Company.

2. Mr. **TONNY KUSNADI**, born in Malang, on the fourth day of July one thousand nine hundred forty-seven (4-7-1947), private individual, Indonesian Citizen, residing at Jakarta Selatan, Apartemen Bellezza 25VSI, Permata Hijau, Rukun Tetangga 004, Rukun Warga 002, Kelurahan Grogol Utara, Kecamatan Kebayoran Lama, holder of the Resident Identity Card with Resident Identification Number 3173080407470002,;

–according to his statement, in this matter acting as a Commissioner of

- the Company;
3. Mr. **CYRILLUS HARINOWO**, born in Yogyakarta, on the ninth day of February one thousand nine hundred fifty-three (9-2-1953), private individual, Indonesian Citizen, residing at Jakarta Barat, Taman Aries F-10/3, Rukun Tetangga 008, Rukun Warga 006, Kelurahan Meruya Utara, Kecamatan Kembangan, holder of the Resident Identity Card with Resident Identification Number 3173080902530002;  
–according to his statement, in this matter acting as an Independent Commissioner of the Company;
  4. Mr. **Dr. Ir. RADEN PARDEDE**, born in Balige, on the seventeenth day of May one thousand nine hundred sixty (17-5-1960), private individual, Indonesian Citizen, residing at Jakarta Pusat, Jalan Cilacap nomor 8, Rukun Tetangga 011, Rukun Warga 005, Kelurahan Menteng, Kecamatan Menteng, holder of the Resident Identity Card with Resident Identification Number 3171061705600002;  
–according to his statement, in this matter acting as an Independent Commissioner of the Company;
  5. Mr. **SUMANTRI SLAMET**, born in Jakarta, on the fifteenth day of November one thousand nine hundred fifty-four (15-11-1954), private individual, Indonesian Citizen, residing at Jakarta Pusat, Jalan Tanjung nomor 2, Rukun Tetangga 007, Rukun Warga 001, Kelurahan Gondangdia, Kecamatan Menteng, holder of the Resident Identity Card with Resident Identification Number 3171061511540001;  
–according to his statement, in this matter acting as an Independent Commissioner of the Company;

6. Mr. **JAHJA SETIAATMADJA**, born in Jakarta, on the fourteenth day of September one thousand nine hundred fifty-five (14-9-1955), private individual, Indonesian Citizen, residing at Jakarta Selatan, Jalan Metro Kencana V/6, Rukun Tetangga 001, Rukun Warga 015, Kelurahan Pondok Pinang, Kecamatan Kebayoran Lama, holder of the Resident Identity Card with Resident Identification Number 3173081409550001;  
–according to his statement, in this matter acting as the President Director of the Company;
7. Mr. **ARMAND WAHYUDI HARTONO**, born in Semarang, on the twentieth day of May one thousand nine hundred seventy-five (20-5-1975), private individual, Indonesian Citizen, residing at Jakarta Barat, Jalan Aipda Karel Satsuit Tubun 2 C/11, Rukun Tetangga 004, Rukun Warga 001, Kelurahan Slipi, Kecamatan Palmerah, holder of the Resident Identity Card with Resident Identification Number 3173072005750006;  
–according to his statement, in this matter acting as a Deputy President Director of the Company;
8. Mr. **Ir. SUWIGNYO BUDIMAN**, born in Pati, on the seventeenth day of December one thousand nine hundred fifty (17-12-1950), private individual, Indonesian Citizen, residing at Jakarta Selatan, Jalan Taman Bukit Hijau nomor 27, Kelurahan Pondok Pinang, Kecamatan Kebayoran Lama, holder of the Resident Identity Card with Resident Identification Number 3174061712500002;  
–according to his statement, in this matter acting as a Director of the Company;

9. Mr. **TAN HO HIEN/SUBUR**, also known as **SUBUR TAN**, born in Kebumen, on the second day of April one thousand nine hundred sixty (2-4-1960), private individual, Indonesian Citizen, residing at Jakarta Barat, Jalan Jeruk Utama 8 Blok M6/8, Rukun Tetangga 005, Rukun Warga 010, Kelurahan Srengseng, Kecamatan Kembangan, holder of the Resident Identity Card with Resident Identification Number: 3173080204600001;  
–according to his statement, in this matter acting as a Director (concurrently as Director of Compliance) of the Company;
10. Mr. **HENRY KOENAIPI**, born in Pematang Siantar, on the twenty-fourth day of August one thousand nine hundred fifty-nine (24-8-1959), private individual, Indonesian Citizen, residing at Jakarta Selatan, Jalan Brawijaya 1 C nomor 5, Rukun Tetangga 004, Rukun Warga 002, Kelurahan Pulo, Kecamatan Kebayoran Baru, holder of the Resident Identity Card with Resident Identification Number 3174072408591001;  
–according to his statement, in this matter acting as a Director of the Company;
11. Mr. **ERWAN YURIS ANG**, S.H., M.H., born in Rantau Prapat, on the twenty-ninth day of September one thousand nine hundred fifty-nine (29-9-1959), private individual, Indonesian Citizen, residing at Jakarta Selatan, Jalan Pondok Hijau II Nomor 8, Rukun Tetangga 005, Rukun Warga 013, Kelurahan Pondok Pinang, Kecamatan Kebayoran Lama, holder of the Resident Identity Card with Resident Identification Number 3174052909590008;  
–according to his statement, in this matter acting as an Independent

Director of the Company;

12. Mr. **RUDY SUSANTO**, born in Jakarta, on the twenty-seventh day of March one thousand nine hundred sixty-two (27-3-1962), private individual, Indonesian Citizen, residing at Jakarta Barat, Jalan Kembang Elok Utama Blok H6 Nomor 72, Rukun Tetangga 002, Rukun Warga 006, Kelurahan Kembangan Selatan, Kecamatan Kembangan, holder of the Resident Identity Card with Resident Identification Number 3175022703620002;

–according to his statement, in this matter acting as a Director of the Company;

13. Ms. **LIANAWATY SUWONO**, born in Medan, on the third day of December one thousand nine hundred sixty-six (3-12-1966), private individual, Indonesian Citizen, residing at Kabupaten Tangerang, Jalan Kintamani Golf 13 P.12-PHG, Rukun Tetangga 003, Rukun Warga 020, Kelurahan Pakulonan Barat, Kecamatan Kelapa Dua, holder of the Resident Identity Card with Resident Identification Number 3603284312660008, currently being in Jakarta;

–according to her statement, in this matter acting as a Director of the Company;

14. Mr. **SANTOSO**, born in Surakarta, on the twenty-fifth day of January one thousand nine hundred sixty-six (25-1-1966), private individual, Indonesian Citizen, residing at Jakarta Barat, Kepa Duri Blok D.1/90, Rukun Tetangga 002, Rukun Warga 012, Kelurahan Duri Kepa, Kecamatan Kebon Jeruk, holder of the Resident Identity Card with Resident Identification Number: 3173052501660001;



–according to his statement, in this matter acting as a Director of the Company;

15. Ms. **INAWATY HANDOYO**, born in Bandung, on the second day of October one thousand nine hundred fifty-one (2-10-1951), private individual, Indonesian Citizen, residing at Jakarta Barat, Taman Aries E-21/3, Rukun Tetangga 011, Rukun Warga 008, Kelurahan Meruya Utara, Kecamatan Kembangan, holder of the Resident Identity Card with Resident Identification Number 3173084210510002;

–according to her statement, in this matter acting as a Director of the Company;

16. Miss **VERA EVE LIM**, born in Pematang Siantar, on the first day of October one thousand nine hundred sixty-five (1-10-1965), private individual, residing at Jakarta Utara, Teluk Gong Raya Blok C.4/20, Rukun Tetangga 007, Rukun Warga 017, Kelurahan Pejagalan, Kecamatan Penjaringan, holder of the Resident Identity Card with Resident Identification Number 3172014110650001;

–according to her statement, in this matter acting as a Director of the Company;

17. Mr. **HONKY HARJO**, born in Jakarta, on the thirteenth day of October one thousand nine hundred sixty-one (13-10-1961), Indonesian Citizen, residing at Jakarta Barat, Taman Kebon Jeruk C1/60, Rukun Tetangga 004, Rukun Warga 009, Kelurahan Srengseng, Kecamatan Kembangan, holder of the Resident Identity Card with Resident Identification Number: 3173081310610001;

–According to his statement, in this matter acting as the President

Director of, and as such representing the Board of Directors of and therefore acting for and on behalf of and duly authorized to represent PT DWIMURIA INVESTAMA ANDALAN, domiciled at Kabupaten Kudus and having its head office at Jalan Ahmad Yani Nomor 26, Kelurahan Panjunan, Kabupaten Kudus, whose articles of association are contained in the deeds, made before LINDAWATI, S.H., a Notary of Kabupaten Kudus, each dated:

- the third day of October two thousand sixteen (3-10-2016) Number 01, which has obtained Approval from the Minister of Law and Human Rights of the Republic of Indonesia as evident in the Decision Letter dated the fourth day of October two thousand sixteen (4-10-2016), Number AHU-0043844.AH.01.01.Tahun 2016;
- the second day of November two thousand sixteen (2-11-2016) Number 01, which has obtained Approval from the Minister of Law and Human Rights of the Republic of Indonesia as evident in the Decision Letter dated the third day of November two thousand sixteen (3-11-2016), Number AHU-0020556.AH.01.02.Tahun 2016 and the Notice of Amendment of its Articles of Association has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the third day of November two thousand sixteen (3-11-2016), Number AHU-AH.01.03-0095778;
- the seventeenth day of November two thousand sixteen (17-11-2016) Number 20, which has obtained approval from the Minister of Law and Human Rights of the Republic of Indonesia as evident in the

Decision Letter dated the twenty-second day of November two thousand sixteen (22-11-2016), Number AHU-0022034.AH.01.02.Tahun 2016 and the Notice of Amendment of its Articles of Association has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the twenty-second day of November two thousand sixteen (22-11-2016), Number AHU-AH.01.03-0101195;

- the eleventh day of April two thousand seventeen (11-4-2017) number 05, which has obtained Approval from the Minister of Law and Human Rights of the Republic of Indonesia as evident in the Decision Letter dated the thirteenth day of April two thousand seventeen (13-04-2017), Number AHU-0008628.AH.01.02.Tahun 2017 and the Notice of Amendment of its Articles of Association has been received and recorded in the Corporate Entities Administrative System of the Ministry of Law and Human Rights of the Republic of Indonesia, as evident in the Letter dated the thirteenth day of April two thousand seventeen (13-4-2017), Number AHU-AH.01.03-0126952;

-in this matter acting as the shareholder holding 13,545,990,000 (thirteen billion five hundred forty-five million nine hundred ninety thousand) shares in the Company;

18. The public, holding 8,158,813,950 (eight billion one hundred fifty-eight million eight hundred thirteen thousand nine hundred fifty) shares in the Company.

-The appearers were each introduced to me, Notary, each one of them by and between the appearers.

-Before the Meeting was officially opened, the Master of Ceremony read out the rules and procedure for conducting this Meeting.

-According to the provisions of Article 22 paragraph 1 letter a of the Company's Articles of Association, Mr. Ir. DJOHAN EMIR SETIJOSO as the President Commissioner of the Company, and based on the appointment by the Board of Commissioners as evident from the Minutes of the Board of Commissioners' Meeting dated the twenty-ninth day of May two thousand nineteen (29-05-2019), acted as the Chairperson of the Meeting. He then mentioned to the Meeting as follows:

-That to comply with the provisions of the Company's Articles of Association and Regulation of the Financial Services Authority (OJK Regulation), before conducting the Meeting, the Company had issued the following:

- a. A notice to the Financial Services Authority of the plan to hold the Meeting as evident from the Company's Letter Number 213/DIR/2019 dated the eighteenth day of April two thousand nineteen (18-04-2019) on the Notice of the Agenda for the Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (the "Company");
- b. An announcement of the summary of the acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia through publication in *Bisnis Indonesia* and *Harian Ekonomi Neraca* daily newspapers, both dated the twenty-sixth day of April two thousand nineteen (26-4-2019), on the website of the Indonesia Stock Exchange and the Company's

website;

- c. A preliminary notice of the Meeting (*pengumuman rapat*) to the shareholders through publication in *Bisnis Indonesia* and *The Jakarta Post* daily newspapers, both dated the twenty-sixth day of April two thousand nineteen (26-4-2019), on the website of the Indonesia Stock Exchange and the Company's website.
- d. A notice of the Meeting (*pemanggilan rapat*) to the shareholders through publication in *Bisnis Indonesia* and *The Jakarta Post* daily newspapers, both dated the twenty-ninth day of May two thousand nineteen (29-5-2019), on the website of the Indonesia Stock Exchange and the Company's website;

-Further, I, Notary, explained that in respect of the agenda for the Meeting, the following provisions shall apply:

- a. Article 125 paragraph (4) in conjunction with Article 89 paragraph (1) of Law Number 40 of 2007 on Limited Liability Companies (hereinafter referred to as "Law Number 40 of 2007");
- b. Article 7 paragraph (2) of Government Regulation Number 28 of 1999 on Merger, Consolidation and Acquisition of Banks (hereinafter referred to as "GR Number 28 of 1999");
- c. Article 28 letter a of Regulation of the Financial Services Authority Number 32/POJK.04/2014 on the Plan and Organisation of General Meetings of Shareholders of Public Limited Companies (hereinafter referred to as "OJK Regulation 32 of 2014"); and
- d. Article 27 paragraph (1) of the Company's Articles of Association.

namely, the Meeting is valid and may adopt binding resolutions if at least  $\frac{3}{4}$

(three quarters) of the total outstanding shares of the Company with valid voting rights are present and/or represented in this Meeting.

-After checking the Register of Shareholders as at the twenty-eighth day of May two thousand nineteen (28-5-2019) and the attendance register of the shareholders or their proxies dated this day, received from PT Raya Saham Registra as the Company's Securities Administration Bureau (*Biro Administrasi Efek*), and after checking the validity of the powers of attorney submitted, I explained that the number of shares present and/or represented in the Meeting is 21,704,803,950 (twenty-one billion seven hundred four million eight hundred three thousand nine hundred fifty) shares or equal to 88.034% (eighty-eight point zero three four percent) of the total outstanding shares of the Company, namely 24,655,010,000 (twenty-four billion six hundred fifty-five million ten thousand) shares, and therefore the quorum as required by Article 125 paragraph (4) in conjunction with Article 89 paragraph (1) of Law Number 40 of 2007, Article 7 paragraph (2) of GR Number 28 of 1999, Article 28 letter a of OJK Regulation 32 of 2014, and Article 27 paragraph 1 of the Company's Articles of Association has been met.

-Therefore, the Meeting is validly conducted and is entitled to adopt valid and binding resolutions on the matters set out on the Meeting agenda, all of which are recorded in these Minutes of Meeting.

-Then the Chairperson of the Meeting stated that because all the requirements for holding this Meeting, such as issuance of the notice of the Meeting agenda to the OJK, the preliminary notice, and the notice of the Meeting as well as the Meeting quorum, have been fulfilled, the Company's Extraordinary General Meeting of Shareholders is valid and entitled to adopt

valid and binding resolutions. Then the Company's Meeting was officially declared open at 10:42 (ten forty-two hours) Western Indonesia Time

-Before the Meeting was called to order, the Chairperson of the Meeting first explained the following:

1. The general condition of the Company;
2. The Meeting Agenda; and
3. Several important points from the Meeting Rules and Procedure to be noted by the shareholders or their proxies.

-Then, the Chairperson of the Meeting explained the General Condition of the Company, as described below:

The Company continues to post positive financial performance. Based on the 2018 (two thousand eighteen) consolidated financial statements, the Company and its subsidiaries posted an increase in net profit of 10.9% (ten point nine percent) year-on-year (YoY) to Rp 25.9 trillion (twenty-five point nine trillion Rupiah), supported by solid operational performance. The Company's operating income, comprising net interest income and other operating income, grew by 10.6% (ten point six percent) year-on-year (YoY) to Rp 63.0 trillion (sixty-three point zero trillion Rupiah).

-The Company posted continuous growth in lending and third-party funds. The credit portfolio increased by 15.1% (fifteen point one percent) year-on-year (YoY) to Rp 538.1 trillion (five hundred thirty-eight point one trillion Rupiah). Meanwhile, third-party funds grew by 8.4% (eight point four percent) year-on-year to Rp 629.8 trillion (six hundred twenty-nine point eight trillion Rupiah) with CASA (Current Account Savings Account) as the main contributor.

The well-maintained asset quality also contributed to the Company's

rentability. The NPL ratio was still within the acceptable risk level, i.e 1.4% (one point four percent). The ratio of reserves to non-performing loans or loan loss coverage was posted at an adequate level of 178.7% (one hundred seventy-eight point seven percent). Both the Loan to Deposit Ratio (LDR) and the Capital Adequacy Ratio (CAR) were still at a sound level, i.e., at 81.6% (eighty-one point six percent) and 23.4% (twenty-three point four percent) respectively.

-With adequate liquidity and strong capitalization, the Company was able to develop a diversified credit portfolio in various industrial segments and sectors and support the growth of its subsidiaries and make strategic investments. The Company had a solid position for business growth and development, whether organically or inorganically.

-Then the Chairperson of the Meeting mentioned that according to the advertisement for the notice of the Meeting, the agenda for the meeting is as follows:

- Approval of the acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire the shares of PT Bank Royal Indonesia.

-Before starting the discussion on the Meeting agenda, the Chairperson of the Meeting explained that the rules and procedure for the Meeting would be the same as those provided to the shareholders at the time of their registration for participation, as attached to this deed as Appendix I, and as previously read out by the master of ceremony before the start of the Meeting. However, before starting the discussion in this Meeting, the master of ceremony was requested to present and read out again several slides on the key points of the rules and procedure for the Meeting to the shareholders or their proxies.



-The master of ceremony then read out the rules and procedure for the Meeting, as described below:

Procedure for bringing up matters relating to the Meeting agenda:

1. The Chairperson of the Meeting will provide the Shareholders or the proxies for the Shareholders with the opportunity to ask questions and/or express opinions before the matter is put to the vote.
2. The Shareholders or the proxies for the Shareholders can ask questions and/or express opinions only at the opportunity given by the Chairperson of the Meeting.
3. The Shareholders or the proxies for the Shareholders who wish to ask questions and/or express opinions are requested to raise their hands, write down the questions and/or the opinions in a form that will be provided by the Meeting helpers and then read out the questions or opinions using a microphone and submit the form to the Meeting helpers.
4. The questions asked and/or opinions expressed must have a direct bearing on the Meeting agenda item under discussion. If there are several questions about the same issue, such questions will be answered only once.
5. To provide equal opportunities to all Shareholders, each shareholder or each proxy for the shareholder may ask or express a maximum of 2 (two) questions and/or opinions.

Procedure for voting and vote count:

1. The Meeting resolutions will be adopted on the basis of deliberation for consensus;
2. If the Meeting is unable to adopt a resolution by deliberation for

- consensus, the resolution will be adopted by voting;
3. The Chairperson of the Meeting will ask the Shareholders or the proxies for the Shareholders who DISAGREE or ABSTAIN on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers. Furthermore, the ballots will be counted by PT Raya Saham Registra as the Company's Securities Administration Bureau and then verified by the Notary in his/her capacity as an independent public official. Any Shareholders or proxies for the Shareholders that do not raise their hands nor submit their ballots to indicate DISAGREEMENT or ABSTENTION 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 proxies for the Shareholders to raise their hands as a sign of agreement;
  4. Any Shareholders or the proxies for the Shareholders that ABSTAIN shall be deemed to cast the same vote as those cast by the majority of the Shareholders voting at the Meeting;
  5. The resolution on a proposal put forward at the Meeting is valid if agreed by more than  $\frac{3}{4}$  (three-quarters) of the total shares with valid voting rights present at the Meeting;
  6. The Shareholders or the proxies for the Shareholders that have registered their attendance but leave the Meeting room without reporting to the registration officer before the meeting is closed shall be deemed to be present and approve the proposal put forward at the Meeting.

-Then the master of ceremony yielded back the floor to the Chairperson of the Meeting to proceed with discussion on the Meeting agenda. The Chairperson

of the Meeting stated the agenda for the Meeting is:

- Approval of the acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire the shares of PT Bank Royal Indonesia.

-Then the Chairperson of the Meeting explained that upon considering the provisions of Law Number 40 of 2007, GR Number 28 of 1999 and the Decision Letter of the Board of Directors of Bank Indonesia Number 32/51/KEP/DIR tahun 1999 on the Requirements and Procedure for Merger, Consolidation and Acquisition of Commercial Banks, Companies, whether directly or indirectly through its controlled subsidiary, i.e. PT BCA Finance, the Company plans to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia upon the following terms:

- a. The Company will purchase 2,871,999 (two million eight hundred seventy-one thousand nine hundred ninety-nine) shares from the shareholders of PT Bank Royal Indonesia or equal to 99.99% (ninety-nine point nine nine percent) of the total subscribed and paid-up shares of PT Bank Royal Indonesia; and
- b. PT BCA Finance as the Company's controlled subsidiary will purchase 1 (one) share from PT Royalindo Investa Wijaya or equal to 0.01% (zero point zero one percent) of the total subscribed and paid-up shares of PT Bank Royal Indonesia. Such action has been approved by the Board of Commissioners of PT BCA Finance, as evident from the Approval Letter from the Board of Commissioners of PT BCA Finance dated the fifteenth day of April two thousand nineteen (15-4-2019) in compliance with the provisions of the Articles of Association of PT BCA Finance.

-In order for the shareholders or their proxies to obtain a clearer idea of the

Company's plan to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia as mentioned above, the Chairperson of the Meeting asked Miss VERA EVE LIM as a Director of the Company to clarify such acquisition plan, as attached to this deed as Appendix II.

-After giving the clarification of the acquisition plan, Miss VERA EVE LIM yielded back the floor to the Chairperson of the Meeting, and then the Chairperson of the Meeting gave the shareholders the opportunity to ask questions regarding the above-mentioned Meeting agenda item.

- Then, I, Notary, told the Chairperson of the Meeting that there were no other questions from the shareholders or their proxies;

-Because there were no other questions, the Chairperson of the Meeting proposed that the Meeting adopt the following resolutions:

1. Approving the acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia (whether directly or indirectly through the Company's controlled subsidiary, i.e. PT BCA Finance), including the draft acquisition deed, as appended to the acquisition plan, which has been distributed to the shareholders or proxies for the shareholders as materials for discussion at the Meeting;
2. Approving the Company's action to purchase 2,871,999 (two million eight hundred seventy-one thousand nine hundred ninety-nine) shares from the shareholders of PT Bank Royal Indonesia or equal to 99.99% (ninety-nine point nine nine percent) of the total subscribed and paid-up shares of PT Bank Royal Indonesia;
3. Granting power and authority to the Board of Directors of the Company,

- with the right of substitution, to take any and all actions required or deemed necessary in relation to the acquisition of the subscribed and paid-up shares of PT Bank Royal Indonesia in accordance with the Meeting's resolution, including but not limited to determining the terms and conditions for the acquisition, as well as preparing, drawing up, making, procuring to be made, and signing the necessary documents including the acquisition deed, filing applications, and/or requesting approvals and/or filing the Meeting's resolution with the competent authorities, in accordance with the prevailing laws and regulations;
4. Stating that the grant of power and authority under point 3 of this resolution will be effective as of the date on which the proposal on this agenda is approved by the Meeting.

--Then the Chairperson of the Meeting asked whether the proposal could be approved by this Meeting by consensus or unanimity among the shareholders or their proxies present at this Meeting.

-The shareholders or their proxies that did not approve the proposal or otherwise abstained were requested to raise their hands;

-Some of the shareholders and/or the proxies for the shareholders present at the Meeting cast negative votes or abstained, so I, Notary, then provided the voting results concerning the agenda for the Meeting, as described below:

- The number of abstentions was 377,571,925 (three hundred seventy-seven million five hundred seventy-one thousand nine hundred twenty-five) shares or equal to 1,740% (one point seven four zero percent);
- The number of negative votes was 3,407,313,822 (three billion four hundred seven million three hundred thirteen thousand eight hundred

- twenty-two) shares or equal to 15.698% (fifteen point six nine eight percent);
- The number of affirmative votes was 17,919,918,203 (seventeen billion nine hundred nineteen million nine hundred eighteen thousand two hundred three) shares or equal to 82.562% (eighty-two point five six two percent).
- According to the provisions of Article 30 of OJK Regulation 32 of 2014, any shareholder that abstains shall be deemed to cast the same vote as the majority votes cast by the shareholders, and therefore the number of affirmative votes was more than  $\frac{3}{4}$  (three quarters) of the total outstanding shares of the Company with valid voting rights present. Accordingly, the Meeting could be continued with the adoption of a resolution on the proposal as described in this Meeting agenda item.
- Based on the report on the voting results provided by me, Notary, the Chairperson of the Meeting then concluded that the Meeting approved the proposal as set out in the Meeting agenda item.
- Furthermore, the Chairperson of the Meeting stated that the adoption of the resolution on such Meeting agenda item means that the Meeting has finished discussing and passing a resolution on the one and only Meeting agenda item, and he therefore closed this Meeting at 11.12 (eleven twelve hours) Western Indonesia Time and expressed appreciation to all those present at this Meeting.
- Furthermore, the appearers hereby confirm and fully guarantee the veracity of their identities, in accordance with their identity cards as well as the data produced to me, Notary.

-To record all the things discussed and resolved in the Meeting, I, Notary, have drawn up these Minutes of Meeting.

### **IN WITNESS WHEREOF**

This deed has been made as a true original (*minuta*) and executed in Jakarta as of the day and the year first above written in the presence of the following witnesses:

1. Ms. **ANNA HIDAYANTI**, S.H., born in Semarang on the twenty-second day of June one thousand nine hundred sixty-eight (22-6-1968), an employee at the Notary's office, Indonesian Citizen, residing at Bekasi, Jalan Cempaka Blok B2 Purihutama, Rukun Tetangga 010, Rukun Warga 013, Kelurahan Jatimulya, Kecamatan Tambun Selatan, holder of the Resident Identity Card with Resident Identification Number 10.1203.620668.1004, currently being in Jakarta;
2. Ms. **LINAWATY**, born in Jakarta on the twenty-sixth day of June one thousand nine hundred eighty (26-6-1980), an employee at the Notary's office, Indonesian Citizen, residing at Jakarta Pusat, Kebon Kosong 16/138, Rukun Tetangga 002, Rukun Warga 002, Kelurahan Kebon Kosong, Kecamatan Kemayoran, holder of the Resident Identity Card with Resident Identification Number 3171036606800012.

-Because the appearers had left the Meeting room when these Minutes of Meeting were written up, this deed, having been read out by me, Notary, to the witnesses, was immediately signed by me, Notary, and the witnesses.

-Done without any addition, strikethrough or replacement.

-The true original (*minuta*) of this deed has been duly signed.

ISSUED AS A DUPLICATE ORIGINAL WITH THE SAME CONTENTS.

20 JUN 2019

[ Notary's seal ] [Notary's signature ] [ duty stamp ]

**Translator's Certificate**

I, **Evandinata Halim, M.Hum.**, a Sworn and Authorized Translator in the Republic of Indonesia, duly commissioned, qualified and sworn according to the law of the Republic of Indonesia, do hereby certify that this is a true and faithful translation of the genuine document, and thus full faith and credit ought to be given thereto.

DATED, 21 May 2019





## Appendix I

[ Logo of BCA ]

[ the Notary's seal ]

### **RULES AND PROCEDURE**

#### **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

#### **PT BANK CENTRAL ASIA Tbk (the "Company")**

#### **JAKARTA, 20 JUNE 2019**

#### **I. General provisions**

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

#### **II. Meeting Quorum**

According to the provisions of Article 89 paragraph (1) of Law Number 40 of 2007 on Limited Liability Companies, Article 7 paragraph (2) of Government Regulation Number 28 of 1999 on Merger, Consolidation and Acquisition of Banks, Article 28 letter a of Regulation of the Financial Services Authority Number 32/POJK.04/2014 on the Plan and Organisation of General Meetings of Shareholders of Public Limited Companies, and Article 27 paragraph (1) of the Company's Articles of Association, the Meeting is valid and therefore can be conducted and may adopt binding resolutions if the Meeting is attended by the Company's Shareholders representing at least  $\frac{3}{4}$  (three-quarters) of the total outstanding shares of the Company with valid voting rights.

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

1. The Chairperson of the Meeting will provide the Shareholders or the proxies for the Shareholders with the opportunity to ask questions and/or express opinions before the matter is put to the

vote.

2. The Shareholders or the proxies for the Shareholders can ask questions and/or express opinions only at the opportunity given by the Chairperson of the Meeting.
3. The Shareholders or the proxies for the Shareholders who wish to ask questions and/or express opinions are requested to raise their hands, write down the questions and/or the opinions in a form that will be provided by the Meeting helpers and then read out the questions or opinions using a microphone and submit the form to the Meeting helpers.
4. The questions asked and/or opinions expressed must have a direct bearing on the Meeting agenda item under discussion. If there are several questions about the same issue, such questions will be answered only once.
5. To provide equal opportunities to all Shareholders, each shareholder or each proxy for the shareholder may ask or express a maximum of 2 (two) questions and/or opinions.

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

1. The Meeting resolutions will be adopted on the basis of deliberation for consensus;
2. If the Meeting is unable to adopt a resolution by deliberation for consensus, the resolution will be adopted by voting;
3. The Chairperson of the Meeting will ask the Shareholders or the proxies for the Shareholders who DISAGREE or ABSTAIN on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers. Furthermore, the ballots will be counted by PT Raya Saham Registra as the Company's Securities Administration Bureau and then verified by the Notary in his/her capacity as an independent public official. Any Shareholders or proxies for the Shareholders that do not raise their hands nor submit their ballots to indicate DISAGREEMENT or ABSTENTION 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 proxies for the Shareholders to raise their hands as a sign of agreement;
4. Any Shareholders or the proxies for the Shareholders that ABSTAIN shall be deemed to cast the same vote as those cast by

the majority of the Shareholders voting at the Meeting;

5. The resolution on a proposal put forward at the Meeting is valid if agreed by more than  $\frac{3}{4}$  (three-quarters) of the total shares with valid voting rights present at the Meeting;
6. The Shareholders or the proxies for the Shareholders that have registered their attendance but leave the Meeting room without reporting to the registration officer before the meeting is closed shall be deemed to be present and approve the proposal put forward at the Meeting.

## **V. 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; and
- c. not cut in on/interrupt others.

PT Bank Central Asia Tbk  
Board of Directors

## Appendix II

[ the Notary's seal ]

### **Explanation of the Acquisition Plan in relation to the Plan to Acquire the Shares of PT Bank Royal Indonesia**

#### **To the 2019 Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk**

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*Dear Shareholders, representatives of the shareholders, the Board of Commissioners, and our honourable guests.*

The banking industry is one of the main pillars that continuously supports Indonesia's economic growth. In the past few years, the Indonesian economy and the national banking industry have managed to get through the challenges arising from global uncertainties.

To maintain a sound and sustainable banking industry, domestic banks continue to intensify market penetration both in lending and in raising third-party funds as part of their intermediation function. In addition, domestic banks also continue to make investments in digital technology to enable them to remain competitive with fast-growing non-bank platforms and to be able to provide optimum services to their customers and the general public.

In order to maintain the health and growth of the banking business, it is necessary for national banks to conduct consolidation to create a healthier ecosystem in the banking and financial industries. In line with the foregoing, the Company intends to acquire the shares of PT Bank Royal Indonesia (Bank Royal).

*Dear Shareholders, representatives of the shareholders, the Board of Commissioners, and our honourable guests.*

Currently, the Company has subsidiaries conducting businesses in automobile financing, motorcycle financing, general insurance, life insurance. sharia banking, securities. remittance and venture capital companies. Synergy with the subsidiaries is always sought, including by comprehensively providing products and services through cross selling and customer acquisition whether in branch offices on over digital networks. By acquiring Bank Royal, the Company and Bank Royal can have a synergy with various business lines of the Company, focusing on a specific segment of customers or if the Company's business development and risk appetite are prone to the development of a particular line of business, Bank Royal can be integrated into such business line.

*Dear Shareholders, representatives of the shareholders, the Board of Commissioners, and our honourable guests.*

Let me provide you with the summary of Bank Royal's profile. Established in 1965, Bank Royal currently has 8 (eight) branch offices, including 1 (one) Head Office, which is located in Jakarta Pusat. Here is a summary of Bank Royal's financial data as of 31 December 2018:

Total Assets	: IDR 968 billion
Credit/Lending	: IDR 567 billion
Third Party Funds	: IDR 618 billion
Net Profit	: IDR 0.9 billion
NIM (Net Interest Margin)	: 4.2%
NPL (Non Performing Loan)	: 2.3%
LDR (Loan to Deposit Ratio)	: 91.7%
CAR (Capital Adequacy Ratio)	: 54.6%

The Company and PT BCA Finance (BCA Finance), which is the Company's controlled subsidiary, intends to purchase 2,871,999 (two million eight hundred seventy-one thousand nine hundred ninety-nine) shares and 1 (one) share respectively from the shareholders of Bank Royal, representing 100% of the total subscribed and paid-up shares of Bank Royal. The Company, BCA Finance and the shareholders of Bank Royal have executed a Conditional Sale and Purchase Agreement on 16 April 2019 and have agreed on a total transaction value of a maximum amount of IDR 1,007,252,960,000 (one trillion seven billion two hundred fifty-two million nine hundred sixty thousand Rupiah) for the sale and purchase of the shares.

There are still several steps to be taken after the approval of the General Meeting of Shareholders of Bank Royal and the Company has been obtained, namely, the application of the acquisition permit, fit and proper test by Bank Royal as well as the application by the Company to the OJK for capital participation approval. After all such approvals and permits have been obtained, the Company and all shareholders of Bank Royal shall execute the Acquisition Deed.

That's all I can clarify for now. Thank you.

Jakarta, 20 June 2019

VERA EVE LIM

Director