

**OFFICIAL TRANSLATION**



NOTARY PUBLIC

**Dr. IRAWAN SOERODJO, SH, MSi**

Decree of the Minister of Justice of  
the Republic of Indonesia:

Dated: May 17, 1982 No.: C-29.HT.03.02 TH 1996

Jl. K.H. Zainul Arifin No. 2

Komp. Ketapang Indah Block B-2 No. 4-5  
Jakarta 11140

Phone: 021-6301511 (Hunting) Fax: 021-6337851

**DEED**

MINUTES OF ANNUAL

GENERAL MEETING OF

SHAREHOLDERS OF PT. BANK

CENTRAL ASIA Tbk. (A LIMITED

LIABILITY COMPANY)

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NUMBER : 61.-

DATE : May 6, 2013.-

**Dr. IRAWAN SOERODJO, SH, MSi**  
NOTARY PUBLIC IN JAKARTA

**MINUTES OF ANNUAL  
GENERAL MEETING OF SHAREHOLDERS OF  
PT. BANK CENTRAL ASIA Tbk  
(A LIMITED LIABILITY COMPANY)**

**Number: 61.**

-On this day, Monday, the sixth of May, two thousand and thirteen (6-5-2013).-----

-I, Doctor **IRAWAN SOERODJO, Sarjana Hukum, Master of Sciences**, a Notary Public in Jakarta, in the presence of witnesses who are known to me, the Notary Public and whose names will be mentioned at the closing part of this deed:-----

-At the request of the Board of Directors of **PT. BANK CENTRAL ASIA Tbk**, a Limited Liability Company -- a bank duly incorporated and existing under the laws of the Republic of Indonesia, domiciled in Central Jakarta, having its head office at Menara BCA, Grand Indonesia, Jalan Mohammad Husni Thamrin number 1, Menteng (hereinafter shall be referred to as the Company), the deed of incorporation and the articles of association of which had been promulgated in the State Gazette of the Republic of Indonesia dated the third of August, nineteen hundred and fifty six (3-8-1956) number 62, Supplement Number 595, relating to

*officially stamped by  
the Notary Public  
Dr. Irawan Soerodjo, SH, MSi.*

the amendment to the Company's articles of association in its entirety which had been promulgated in the State Gazette of the Republic of Indonesia, dated the twelfth of May, two thousand and nine (12-5-2009), number 38, Supplement number 12790; and -----

-The most recent amendment thereof is as contained in the deed drawn up by me, the Notary Public, dated the sixteenth of May, two thousand and twelve (16-5-2012), number 206, the notification of amendments to the Articles of Association of which had been received and recorded in the Legal Entities Administration System database of the Ministry of Law and Human Rights of the Republic of Indonesia, as evidenced by the letter dated the twenty seventh of June, two thousand and twelve (27-6-2012), number AHU-AH.01.10-23319;-----

-Present at Bali Room Kempinski, Hotel Indonesia Kempinski, Jalan Mohammad Husni Thamrin number 1, Jakarta 10310.-----

-Inordertodrawup Minutes of Meeting from all matters to be discussed and decided in the Annual General Meeting of Shareholders of the Company, which is held on this day.-----

-Present in the Meeting and therefore appearing before me, the Notary Public, in the presence of witnesses:-

1. Mr. **DJOHAN EMIR SETIJOSO (an Engineer)**, born in

Jakarta, on the twenty fifth day of June, nineteen hundred and forty one (25-6-1941), privately employed person, an Indonesian citizen, residing in South Jakarta, Jalan Panglima Polim II/34, Neighborhood Association (*Rukun Tetangga*) 003, Community Association (*Rukun Warga*) 003, Melawai Village/Suburb, Kebayoran Baru Sub-District, the holder of Resident's Identity Card number-----  
09.5308.250641.0013;-----

-According to his statement in this matter acting as the President Commissioner of the Company;----

2. Mr. **TONNY KUSNADI (an Engineer)**, born in Malang, on the fourth day of July, nineteen hundred and forty seven (4-7-1947), privately employed person, an Indonesian citizen, residing in South Jakarta, Apartment Bellezza 25VSI Permata Hijau, Neighborhood Association (*Rukun Tetangga*) 004, Community Association (*Rukun Warga*) 002, Grogol Utara Village/Suburb, Kebayoran Lama Sub-District, the holder of Resident's Identity Card number-----  
09.5208.040747.0258;-----

-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, nineteen hundred and fifty

three (9-2-1953), privately employed person, an Indonesian citizen, residing in West Jakarta, Taman Aries F-10/3, Neighborhood Association (*Rukun Tetangga*) 008, Community Association (*Rukun Warga*) 006, Meruya Utara Village/Suburb, Kembangan Sub-District, the holder of Resident's Identity Card number 3173080902530002;-----

-According to his statement in this matter acting as an Independent Commissioner of the Company;---

4. Mr. **Doctor RADEN PARDEDE (an Engineer)**, born in Balige, on the seventeenth day of May, nineteen hundred and sixty (17-5-1960), privately employed person, an Indonesian citizen, residing in Central Jakarta, Jalan Cilacap number 8, Neighborhood Association (*Rukun Tetangga*) 011, Community Association (*Rukun Warga*) 005, Menteng Village/Suburb, Menteng Sub-District, the holder of Resident's Identity Card number 09.5301.170560.7001;-----

-According to his statement in this matter acting as an Independent Commissioner of the Company;---

5. Mr. **SIGIT PRAMONO**, born in Batang, on the fourteenth day of November, nineteen hundred and fifty eight (14-11-1958), privately employed person, an---- Indonesian citizen, residing in South Jakarta, Jalan Anggrek Lestari M/12 A-B, Neighborhood--- Association (*Rukun Tetangga*) 011, Community Asso-

ciation (*Rukun Warga*) 007, Lebak Bulus Village/  
Suburb, Cilandak Sub-District, the holder of----  
Resident's Identity Card number-----  
09.5306.141158.7006;-----

-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, nineteen hundred and  
fiftyfive (14-9-1955), privately employed person,  
an Indonesian citizen, residing in South Jakarta,  
Jalan Metro Kencana V/6, Neighborhood Association  
(*Rukun Tetangga*) 001, Community Association----  
(*Rukun Warga*) 015, Pondok Pinang Village/ Suburb,  
Kebayoran Lama Sub-District, the holder of----  
Resident's Identity Card number 3173081409550001;-  
-According to his statement in this matter acting  
as the President Director of the Company;-----

7. Mr. **EUGENE KEITH GALBRAITH**, born in New York, on the  
twenty eighth day of August, nineteen hundred and  
fifty two (28-8-1952), privately employed person,  
a citizen of the United States of America, residing  
in South Jakarta, Jalan Metro Alam II TE number  
16, Neighborhood Association (*Rukun Tetangga*) 010,  
Community Association (*Rukun Warga*) 015, Pondok  
Pinang Village/Suburb, Kebayoran Lama Sub-District,

the holder of Resident's Identity Card number  
3174052808520007;-----

-According to his statement in this matter acting  
as the Vice President Director of the Company;---

8. Mrs. **DHALIA ARIOTEDJO** (also called **DHALIA MANSOR ARIOTEDJO**), born in Slangor, on the fifteenth day of December, nineteen hundred and fifty seven (15-12-1957), privately employed person, an----- Indonesian citizen, residing in South Jakarta, Jalan Anggur III/30-B, Neighborhood Association (*Rukun Tetangga*) 012, Community Association---- (*Rukun Warga*) 06, Cipete Selatan Village/Suburb,- Cilandak Sub-District, the holder of Resident's Identity Card number 09.5306.551257.0526;-----

-According to her statement in this matter acting  
as a Director of the Company;-----

9. Mr. **ANTHONY BRENT ELAM**, born in Ohio, on the---- eleventh day of January, nineteen hundred and--- fifty nine (11-1-1959), privately employed person, a citizen of the United States of America, residing in South Jakarta, Jalan Haji Saaba 9A, Cipete-- Utara, the holder of passport of the United States of America number 710948427 and the Limited Stay Permit Card number 2D21JE0002-M;-----

-According to his statement in this matter acting  
as a Director of the Company;-----

10. Mr. **SUWIGNYO BUDIMAN (an Engineer)**, born in Pati, on the seventeenth day of December, nineteen---- hundred and fifty (17-12-1950), privately employed person, an Indonesian citizen, residing in South Jakarta, Jalan Taman Bukit Hijau number 27,----- Neighborhood Association (*Rukun Tetangga*) 010,--- Community Association (*Rukun Warga*) 013, Pondok Pinang Village/Suburb, Kebayoran Lama Sub-District, the holder of Resident's Identity Card number---- 3174061712500002;----- Jakarta;-----

-According to his statement in this matter acting as a Director of the Company;-----

11. Mr. **TAN HO HIEN/SUBUR** also called **SUBUR TAN**, Sarjana Hukum, born in Kebumen, on the second day of April, nineteen hundred and sixty (2-4-1960), privately employed person, an Indonesian citizen, residing in West Jakarta, Kencana Indah III---- J2/41, Neighborhood Association (*Rukun Tetangga*) 006, Community Association (*Rukun Warga*) 002,-- Kembangan Selatan Village/Suburb, Kembangan Sub-District, the holder of Resident's Identity Card number 3173080204600001;-----

-According to his statement in this matter acting as a Director (concurrently serving as the---- Compliance Director) of the Company;-----



12. Mr. **RENALDO HECTOR BARROS**, born in China, on the thirteenth day of August, nineteen hundred and forty (13-8-1940), privately employed person, a citizen of the United States of America, residing in South Jakarta, Apartment Setiabudi Residence 808, Jalan Setiabudi Selatan Raya number I, the holder of passport of the United States of America number 710949233 and the Limited Stay Permit Card number 2D41JE 0045-G;-----  
 -According to his statement in this matter acting as a Director of the Company;-----
13. Mr. **HENRY KOENAIFI**, born in Pematang Siantar, on the twenty fourth day of August, nineteen hundred and fifty nine (24-8-1959), privately employed person, an Indonesian citizen, residing in South Jakarta, Jalan Brawijaya 1 C number 5, Neighborhood Association (*Rukun Tetangga*) 004, Community Association (*Rukun Warga*) 002, Pulo Village/ Suburb, Kebayoran Baru Sub-District, the holder of Resident's Identity Card number-----  
 3174072408591001;-----  
 -According to his statement in this matter acting as a Director of the Company;-----
14. Mr. **ARMAND WAHYUDI HARTONO**, born in Semarang, on the twentieth day of May, nineteen hundred and

seventy five (20-5-1975), privately employed person, an Indonesian citizen, residing in Kudus Regency, Jalan Tanjung 53, Neighborhood Association (*Rukun Tetangga*) 001, Community Association (*Rukun Warga*) 002, Kramat Village/Suburb, Kota Kudus Sub-District, the holder of Resident's Identity Card number 3319022005760002, currently being present in Jakarta;-----

-According to his statement in this matter acting as a Director of the Company;-----

15. Mr. **ERWAN YURIS ANG**, born in Rantau Prapat, on the twenty ninth day of September, nineteen hundred and fifty nine (29-9-1959), privately employed person, an Indonesian citizen, residing in South Jakarta, Jalan Kencana Permai II/35, Neighborhood Association (*Rukun Tetangga*) 005, Community Association (*Rukun Warga*) 015, Pondok Pinang Village/Suburb, Kebayoran Lama Sub-District, the holder of Resident's Identity Card number 3174052909590008;-----

-According to his statement in this matter acting as a Director of the Company;-----

16. Mr. **CHANDRA ADISUSANTO (an Engineer)**, born in Semarang, on the twenty sixth day of February, nineteen hundred and fifty five (26-2-1955), privately employed person, an Indonesian citizen,

residing in West Jakarta, Jalan Karel Satsuit Tubun II C number 11, Neighborhood Association (*Rukun Tetangga*) 004, Community Association (*Rukun Warga*) 001, Slipi Village/Suburb, Pal Merah Sub-District, the holder of Resident's Identity Card number 3173072602550001;-----

-According to his statement in this matter acting as a proxy by virtue of Written Resolutions of the Directors of Farindo Investments (Mauritius) Limited, dated the ninth of April, two thousand and thirteen (9-4-2013), and as such acting for and on behalf of FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI----HARTONO and Mr. BAMBANG HARTONO;-----

-in this matter represented by him as a shareholder holding/possessing 11,625,990,000 (eleven billion six hundred twenty five million nine hundred ninety thousand) shares in the Company;-----

17. The Company's Shareholders and Proxy of the Company's Shareholders whose names, and other particulars as well as their respective shareholdings in the Company are as those described in the Register which has been affixed with sufficient stamp duty and also attached to and shall constitute an integral and inseparable part of the minutes of this deed of Minutes of Meeting, as the holder of

10,580,944,650 (ten billion five hundred eighty million nine hundred forty four thousand six hundred fifty) shares in the Company;-----

-I, the Notary Public, have been introduced to each person appearing before me by another person appearing before me.-----

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-Prior to official opening of the Meeting, the Master of Ceremony read out the rules of order for the----- Meeting to proceed.-----

-Mr. DJOHAN EMIR SETIJOSO (an Engineer), as the President Commissioner of the Company, under the provisions of Article 22 paragraph 1 of the Company's Articles of Association, acting as the Chairperson of the Meeting and informed the Meeting of the following matters:-----

-That for the holding of the Meeting, notifications and notices had been served/sent as follows:-----

(i) announcement about plan to send notice of Meeting which was published in the Bisnis Indonesia, Suara Pembaruan and The Jakarta Post daily newspapers, all of them dated the fourth of April, two thousand and thirteen (4-4-2013); and-----

(ii) notice of Meeting which was published in the same daily newspapers, all of them dated the nineteenth of April, two thousand and thirteen (19-4-2013);-----

-Subsequently, I, the Notary Public informed that in line with the items on the agenda of the Meeting, the provisions as provided for in Article 23 paragraph 1(a) of the Company's Articles of Association shall be applied, i.e. the Meeting is lawful, if more than 1/2 (a half) of the total shares with lawful voting right which have been issued by the Company are present and/or represented in the Meeting; -----

-After examining the Register of Shareholders as of the eighteenth day of April, two thousand and thirteen (18-4-2013) up to 16.00 (sixteen O'clock) Western Indonesia Time, which was prepared by PT. RAYA SAHAM REGISTRAR (a Limited Liability Company), as the Securities Administration Agency of the Company and the list of attendance of the shareholders and their proxy as well as after examining the validity of the powers of attorney submitted, it is evidenced that the shares present and/or represented in the Meeting are 22,206,934,650 (twenty two billion two hundred six million nine hundred thirty four thousand six hundred fifty) shares or representing 90.071% (ninety point zero seven one percent) of the total shares which had been issued by the Company, therefore the provision on quorum of attendance in accordance with Article 23 paragraph 1(a) of the Company's Articles of Association, has been fulfilled (the quorum is present);-----

-Therefore the holding of the Meeting is lawful and shall be entitled to adopt lawful and binding resolutions regarding the matters mentioned in the items on the agenda of the Meeting;-----

-Subsequently the Chairperson of the Meeting stated that since all requirements relating to the holding of the Meeting, both regarding the notification, notice and quorum of the Meeting had been duly fulfilled, then this Annual General Meeting of Shareholders of the Company held on this day, Monday, the sixth day of May, two thousand and thirteen (6-5-2013), is lawful and shall be entitled to adopt lawful and binding resolutions, as well as was officially opened at 10.20 (twenty minutes past ten) Western Indonesia Time;-----

-The Chairperson of the Meeting informed that in accordance with the notice of meeting published in the advertisement, the items on the agenda of the Meeting are as follows:-----

1. Approval for the Annual Report including the----  
Company's Financial Statements and Supervisory---  
Duties Report of the Company's Board of Commissioners for the 2012 (two thousand and twelve) financial year as well as to grant full release and discharge (*acquit et decharge*) to the members of the Board of Directors and the Board of Commissioners of the

Company from the management and supervision they carried out during the 2012 (two thousand and twelve) financial year;-----

2. Stipulation on the use of the Company's Profits for the 2012 (two thousand and twelve) financial year;-----

3. Fixation of salary or honorarium and also other allowances for the Board of Directors and the Board of Commissioners of the Company;-----

4. Designation of a Registered Public Accountants to audit the books of the Company for the 2013 (two thousand and thirteen) financial year;-----

5. The granting of power and authority to the Board of Directors to pay interim dividends for the 2013 (two thousand and thirteen) financial year;-----

-That based on the provisions of Article 23 paragraph 8 of the Company's Articles of Association, resolution of any proposal submitted in each item on the agenda of the Meeting shall be made based on deliberation and/or discussion leading mutual agreement (consensus);

-In the event that a decision to be made based on deliberation or discussion (leading to mutual agreement) is not reached, such decision/resolution shall be made by casting of votes;-----

-Based on the provisions of Article 23 paragraph 6 of

the Company's Articles of Association, voting with regard to the proposals submitted in each item on the agenda of the Meeting shall be made verbally in accordance with the Rules of Order of the Meeting;---

-Subsequently the meeting proceeded with the item on the agenda of the Meeting, the Chairperson of the---- Meeting informed:-----

-The First Item on the Agenda of the Meeting, i.e.:--

- Approval for the Annual Report including the---- Company's Financial Statements and Supervisory--- Duties Report of the Company's Board of Commissioners for the 2012 (two thousand and twelve) financial year as well as to grant full release and discharge (*acquitt et decharge*) to the members of the Board of Directors and the Board of Commissioners of the Company from the management and supervision they carried out during the 2012 (two thousand and twelve) financial year;-----

-Whereas the book of Annual Report for the 2012 (two thousand and twelve) Financial Year:-----

(i) has been made available at the Company's office as from the date of notice of the Meeting; and--

(ii) has been distributed to the shareholders who are attending the Meeting;-----

-Subsequently, the Chairperson of the Meeting requested



Mr. JAHJA SETIAATMADJA as the President Director of the Company to convey the highlights on the Annual Report for the 2012 (two thousand and twelve) financial year to the Meeting as contained in Attachment I which is attached to the minutes of this deed;-----

-After the highlights on the Annual Report for the 2012 (two thousand and twelve) financial year had been read out by Mr. JAHJA SETIAATMADJA, subsequently Mr. EUGENE KEITH GALBRAITH as the Vice President Director of the Company conveyed the highlights on Balance Sheet and Statement of Income of the Company for the 2012 (two thousand and twelve) financial year to the Meeting, as contained in Attachment II which is attached to the minutes of this deed;-----

-After the highlights on the Annual Report had been conveyed by Mr. JAHJA SETIAATMADJA and also the highlights on the Balance Sheet and Statement of Income had been conveyed by Mr. EUGENE KEITH GALBRAITH, the floor was returned to the Chairperson of the Meeting and subsequently the Chairperson of the Meeting requested Mr. CYRILLUS HARINOWO as an Independent Commissioner of the Company to convey the report on supervision exercised by the Company's Board of Commissioners over the management actions/ measures carried out by the Board of Directors, as contained in Attachment III which is attached to the minutes of this deed;-----

-After the explanation of the report on supervision exercised by the Company's Board of Commissioners had been conveyed by Mr. CYRILLUS HARINOWO, the floor was returned to the Chairperson of the Meeting and subsequently the Chairperson of the Meeting gave opportunities to the shareholders or the proxy of the shareholders to raise question on the Annual Report as well as Balance Sheet and Statement of Income of the Company and the Supervisory Duties Report of the Board of Commissioners for the 2012 (two thousand and twelve) financial year;-----

-Subsequently, I, the Notary Public informed to the Chairperson of the Meeting that there are no shareholders or proxy of the shareholders who raise question;-----

-Since there were no shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting adopt the following resolutions for the first item on the agenda:-----

- I. To approve the Annual Report, including Supervisory Duties Report of the Board of Commissioners for the 2012 (two thousand and twelve) financial year which is contained in the book of Annual Report 2012 (two thousand and twelve);-----
- II. To adopt the financial statements which cover Balance Sheet and Statement of Income of the

Company for the 2012 (two thousand and twelve) financial year which had been audited by the Registered Public Accounting Firm of Siddharta & Widjaja, member firm of KPMG International as contained in the book of Annual Report 2012 (two thousand and twelve) with unqualified opinion;

III. To grant full release and discharge (*acquit et decharge*) to the members of the Board of Directors and the Board of Commissioners of the Company from the management and supervision they carried out during the 2012 (two thousand and twelve) financial year, to the extent that such action are dealt with and/or recorded in the Annual Report as well as Financial Statements of the Company for the 2012 (two thousand and twelve) financial year and also its supporting documents;

-Subsequently the Chairperson of the Meeting asked whether the proposals submitted above can be approved by the Meeting in deliberation leading to mutual consensus or unanimously approved by the shareholders or proxy of the shareholders present in the Meeting;-

-The shareholders and proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) upon the proposals as submitted above were requested to raise hand;-----

-The voting is conducted verbally with votes pooling

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method in which the shareholders or proxy of the shareholders who cast dissenting votes or abstention votes upon the proposals as proposed earlier raised hand to submit the ballots and then the ballots are counted by PT. RAYA SAHAM REGISTRAR, as the Securities Administration Agency of the Company and then it is verified by me, the Notary Public as an independent party.-----

-The results of voting were as follows:-----

-There were 1,470,000 (one million four hundred seventy thousand) abstention votes (blank votes);-----

-There were 1,050,000 (one million fifty thousand) dissenting votes;-----

-Total assenting votes (affirmative votes) were 22,204,414,650 (twenty two billion two hundred four million four hundred fourteen thousand six hundred fifty), so that the total number of assenting votes would be 22,205,884,650 (twenty two billion two hundred five million eight hundred eighty four thousand six hundred fifty) or 99.995% (ninety nine point nine nine five percent).-----

-In accordance with my, the Notary's report, subsequently the Chairperson of the Meeting informed that the shareholders and proxy of the shareholders who were entitled to cast vote were more than 1/2 (a half) of the total votes lawfully cast in the Meeting

stated their approval, so it means that the proposals submitted in this item on the agenda were approved by the Meeting.-----

Subsequently, the Chairperson of the Meeting proceeded with the Second Item on the Agenda, i.e.:-----

- Stipulation on the use of the Company's Profits for the 2012 (two thousand and twelve) financial year;-----

-Relating to the second item on the agenda, the Chairperson of the Meeting requested Mr. EUGENE KEITH GALBRAITH as the Vice President Director of the Company to provide explanation on the use of profits gained by the Company during the 2012 (two thousand and twelve) financial year as contained in Attachment IV which is attached to the minutes of this deed;----

-After the explanation on the use of profits gained by the Company during the 2012 (two thousand and twelve) financial year had been given by Mr. EUGENE KEITH GALBRAITH, the floor was returned to the Chairperson of the Meeting and subsequently the Chairperson of the Meeting gave opportunities to the shareholders or proxy of the shareholders to raise question;-----

-One shareholder raised his hand to ask a question, namely Mr. MUHAMMAD SAMAN, as the holder of 2,000

(two thousand) shares of the Company raising the following question:-----

-That the increase in the Company's profit per share is almost 10% (ten percent), while the increase in dividend distribution is less than 1% (one percent), i.e. if not wrong only IDR 1.00 (one Rupiah) per share, more specifically in 2011 (two thousand and eleven) it was IDR 113.00 (one hundred thirteen Rupiahs) and at present IDR 114.00 (one hundred fourteen Rupiahs), so that it is quite inadequate. If the increase in dividend distribution is adjusted to the increase in the profit, it is possibly 10% (ten percent). So, if [the previous year] it was IDR 113.00 (one hundred thirteen Rupiahs), it it would have been around IDR 120.00 (one hundred twenty Rupiahs). I want to ask whether [it is possible] if the increase in dividend distribution is adjusted to the increase in the Company's profit, which dividend at present the increase is only 1% (one percent), can it considerably affect the Company's financial performance, meaning can it affect the financial performance of approximately 250,000,000,000 (two hundred fifty billion), if the increase is equalized (made proportionate. Can it affect considerably? If the effect is really considerable for the Company's financial performance, the increase in dividend

distribution of 1% (one percent) as at present gives problems. But, if the effect is not considerable, perhaps in the future, [adjustment in] the percentage of increase should be given consideration. I think it is enough and thank you.-----

-The Chairperson of the Meeting, Mr. JAHJA SETIAATMADJA in his capacity as the President Director of the Company answered the above-mentioned question.-----

-Mr. JAHJA SETIAATMADJA answered the above question as follows:-----

-Thank you the Chairperson of the Meeting and to the honorable shareholder, who has asked a question about the increase in dividend, which is indeed relatively small if compared with the increase in profit earned by the Company. Firstly we probably need to explain a little bit about banking in Indonesia in general. We expect that the increase in GDP (Gross Domestic Product) is 6.5% (six point five percent), and that will be able to continuously improve the economy in Indonesia maximally. According to the rule of thumb, if we say that the GDP (Gross Domestic Product) is 6.5% (six point five percent), the credit increase is going to be at least about 18% (eighteen percent) up to 22% (twenty two percent). To prepare that level, banking in Indonesia must be ready to be one of the

supporters if we, the national banks want to be the host in our home. We see several other countries which have experienced GDP (Gross Domestic Product) per capita increase quite considerably. So, the sizes of the national banks there (in those countries) can be 6 (six) up to 10 (ten) times the national banks we have in Indonesia, in which one of them is the Company. For the future, we see that with a big macro economy, the banks must also be able to support and one of the important elements is the capital. If formerly we saw that by distributing, yes even the Company once had distributed dividends of more than 40% (forty percent), in the past the Company considered (the kept) capital was still enough for the future development. However, if we observed at this time, if the dividend distribution is in proportion with the profit increase, the kept capital will not suffice, because in calculation, if as we see the last year's credit increase reached 27% (twenty seven percent) at the Company. The increase in the balance sheet and the Company's assets are also high, above two digits. Therefore, if we only increased profit as now only 8.3% (eight point three percent), it will really not suffice. Therefore, in the aspect of dividend policy, the Company relatively only provides "adequate increase" to the shareholders,



because dividend is not just a matter of profit which is distributed, but when the profit is distributed, it means that the capacity of the bank to raise the profitability in the future will decrease, if more dividends are distributed. On the other hand, we see with the performance that we have achieved with our best effort, the shareholders are earning big capital gain. We see that last year's average price of the Company's share was only about IDR 7,700 (seven thousand seven hundred Rupiahs). At present it is already above IDR 10,000.00 (ten thousand Rupiahs) even reaching IDR 11,400.00 (eleven thousand four hundred Rupiahs). This shows that the performance is good. Indeed we can gain all of these things, because our liquidity is quite good, not only adequate, but very good. That is, with the LDR only 71% (seventy one percent) and secondly seen from the Company's CAR, which has managed to be increased from 14.6% (fourteen point six percent) into 16.6% (sixteen point six percent). That achievement has an additional note that actually the Company has managed to sell treasury shares as reported last year partially and in February this year we have managed to sell treasury shares to become one of the elements of additional capital. All of these results in the dividend distribution, which has not met the desire of some shareholders. But in

the future the Company will try to heed the matter when there is the opportunity and extraordinary increase in profit and if we calculate that the Company's capital still considerably suffices if more dividends are given. Under such condition the Company can propose more dividends. That is all about my explanation. Thank you.-----

-Subsequently, I, the Notary Public informed to the Chairperson of the Meeting that there are no shareholders or proxy of the shareholders who raise question;-----

-Since there were no shareholders who raised question, the Chairperson of the Meeting explained that in accordance with the proposal of the Board of Directors as contained in the Written Decision of the Company's Board of Directors number 048/SK/DIR/2013 dated the eleventh of April, two thousand and thirteen (11-4-2013) regarding Proposal for the Use of the Net Profits of the Company for the 2012 (two thousand and twelve) Financial Year to be proposed to the Annual General Meeting of Shareholders, the Chairperson of the Meeting proposed in order that the Meeting adopt the following resolutions:-----

- I. To stipulate that in accordance with the Balance Sheet and Statement of Income of the Company for the 2012 (two thousand and twelve) financial

year, which had been audited by the Registered Public Accounting Firm of Siddharta & Widjaja, member firm of KPMG International, the net profits gained by the Company in the 2012 (two thousand and twelve) financial year was amounting to IDR 11,721,716,823,413.00 (eleven trillion seven hundred twenty one billion seven hundred sixteen million eight hundred twenty three thousand four hundred thirteen Rupiahs) ("Net Profits 2012").-----

- II. To stipulate the use of the Net Profits 2012 (two thousand and twelve), i.e. amounting to IDR 11,721,716,823,413.00 (eleven trillion seven hundred twenty one billion seven hundred sixteen million eight hundred twenty three thousand four hundred thirteen Rupiahs), shall be as follows:-
1. A total of IDR 117,217,168,234.00 (one hundred seventeen billion two hundred seventeen million one hundred sixty eight thousand two hundred thirty four Rupiahs) is allocated for reserve funds;-----
  2. A total of IDR 2,814,351,671,500.00 (two trillion eight hundred fourteen billion three hundred fifty one million six hundred seventy one thousand five hundred Rupiahs) is distributed as cash dividends for the

2012 (two thousand and twelve) financial year to the shareholders who are entitled to receive cash dividends, in which the total of such cash dividends has already included the interim dividends which had been paid by the Company on the twentieth day of December, two thousand and twelve (20-12-2013). The breakdown of the cash dividends shall be as follows:-----

- interim dividends amounting to IDR 1,063,845,961,500.00 (one trillion sixty three billion eight hundred forty five million nine hundred sixty one thousand five hundred Rupiahs) or an amount of IDR 43.50 (forty three Rupiahs and fifty cent) per share had been paid by the Company for 24,456,229,000 (twenty four billion four hundred fifty six million two hundred twenty nine thousand) shares of the Company, which constitute all shares which had been issued by the Company, excluding the shares which had been repurchased by the Company (treasury stock) totaling 198,781,000 (one hundred ninety eight million seven hundred eighty one thousand) shares;-----

- while the remainder of IDR-----  
1,750,505,710,000.00 (one trillion seven  
hundred fifty billion five hundred five  
million seven hundred one thousand  
Rupiahs) or an amount of IDR 71.00  
(seventy one Rupiahs) per share will be  
distributed to 24,655,010,000 (twenty  
four billion six hundred fifty five  
million ten thousand) shares included in  
the Company's Register of Shareholders on  
the recording date. There is a difference  
in the total amount of shares which are  
entitled to interim dividends and the  
remaining dividends since all treasury  
stocks of the Company had been resold on  
the seventh day of February, two thousand  
and thirteen (7-2-2013).-----

So, therefore the final dividends of the  
Company is amounting to IDR 114.50 (one  
hundred fourteen Rupiahs and fifty cent) per  
share.-----

The following terms and conditions shall be  
applied for the payment of dividends:-----

- (i) the remaining dividends for the 2012  
(two thousand and twelve) financial year  
shall be paid to each share issued by

the Company which is included in the Company's Register of Shareholders on the recording date to be determined by the Board of Directors;-----

(ii) the Board of Directors will withhold dividends tax on the remaining dividends for 2012 (two thousand and twelve) financial year in accordance with the applicable taxation regulations;-----

(iii) The Board of Directors is empowered and authorized to determine the matters relating to the implementation of the remaining dividends payment for the 2012 (two thousand and twelve) financial year, among others (but not limited to):

(aa) determine the recording date as referred to in point (i) to determine the Company's shareholders who is entitled to receive the payment of remaining dividends for the 2012 (two thousand and twelve) financial year; and -----

(bb) determine the date of payment of the remaining dividends for the 2012 (two thousand and twelve) financial year, all of which does

not prejudice to the regulations on the Stock Exchange at the place where the Company's shares are registered/recorded;-----

3. With due observance of the Regulations of Bank Indonesia number 8/4/PBI/2006 dated the thirtieth of January, two thousand and six (31-1-2006) 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 (two thousand and seven) regarding Limited Liability Company, and upon the consideration of the Board of Commissioner with due observance of inputs from the Remuneration and Nomination Committee as evidenced by the letter from the Remuneration and Nomination Committee dated the fourth of April, two thousand and thirteen (4-4-2013), number 001/SK/KRE/2013, subsequently the Meeting decided that a maximum of IDR 175,825,752,351.00 (one hundred seventy five billion eight hundred twenty five million seven hundred fifty two thousand three hundred fifty one Rupiahs) shall be paid as bonus for the members of

the Board of Commissioners and the members of the Board of Directors of the Company holding office in and during the 2012 (two thousand and twelve) financial year.-----

-to grant power and authority to FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO, as the current majority shareholder of the Company, to determine the distribution of the bonus among the members of the Board of Commissioners and the members of the Board of Directors of the Company holding office in and during the 2012 (two thousand and twelve) financial year, including anything related to the payment of the bonus, with the provision that the amount of the bonus to be paid to the members of the Board of Commissioners and the members of the Board of Directors shall be reported in the Annual Report for the 2013 (two thousand and thirteen) financial year;-----

4. The remaining Net Profits of 2012 (two thousand and twelve) which is not appropriated, i.e. at least amounting to IDR 8,614,322,231,328.00 (eight trillion six hundred fourteen billion three hundred twenty two million two hundred



thirty one thousand three hundred twenty eight Rupiahs) shall be determined as retained earnings.-----

III. To declare that the granting of power as referred to in point II of these resolutions shall be effective as from the proposals proposed in this item on the agenda were approved by the Meeting;

-Subsequently the Chairperson of the Meeting asked whether the proposals submitted above can be approved by the Meeting in deliberation leading to mutual consensus or unanimously approved by the shareholders or proxy of the shareholders present in the Meeting;-

-The shareholders or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand;-----

-The voting is conducted verbally with votes pooling method in which the shareholders or proxy of the shareholders who cast dissenting votes or abstention votes upon the proposals as proposed earlier raised hand to submit the ballots and then the ballots are counted by PT. RAYA SAHAM REGISTRAR, as the Securities Administration Agency of the Company and then it is verified by me, the Notary Public as an independent party.-----

-The results of voting were as follows:-----

-There were 181,008,800 (one hundred eighty one million eight thousand) abstention votes (blank votes);-----

-There were 41,958,350 (forty one million nine hundred fifty eight thousand three hundred fifty) dissenting votes;-----

-Total assenting votes (affirmative votes) was 21,983,967,500 (twenty one billion nine hundred eighty three million nine hundred sixty seven thousand five hundred), so that the total number of assenting votes would be 22,164,976,300 (twenty two billion one hundred sixty four million nine hundred seventy six thousand three hundred) or 99.811% (ninety nine point eight one one percent).-----

-In accordance with my, the Notary's report, subsequently the Chairperson of the Meeting informed that the shareholders and proxy of the shareholders who were entitled to cast vote were more than 1/2 (a half) of the total votes lawfully cast in the Meeting stated their approval, so it means that the proposals submitted in this item on the agenda were approved by the Meeting.-----

Subsequently, the Chairperson of the Meeting proceeded with the Third Item on the Agenda, i.e.:-----

- Fixation of salary or honorarium and also other allowances for the Board of Directors and the Board of Commissioners of the Company;-----

-Relating to the third item on the agenda, the Chairperson of the Meeting informed that based on the provisions of Article 11 paragraph 6 of the Company's Articles of Association the members of the Board of Directors may be given salary and/or allowances, the types and amount of which shall be determined by a General Meeting of Shareholders, but the said authority may be delegated to the Board of Commissioners by such General Meeting of Shareholders;-----

-Subsequently, based on the provisions of Article 14 paragraph 5 of the Company's Articles of Association the members of the Board of Commissioners may be given honorarium and/or allowances, the types and amount of which shall be determined by a General Meeting of Shareholders;-----

-As such in the Annual General Meeting of Shareholders which was held on the sixteenth day of May, two thousand and twelve (16-5-2012) it was proposed in order that:

- (i) FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO as the current majority shareholder of the Company, has been empowered and authorized to fix the amount of honorarium and other allowances paid by the Company to the members of the Board of Commissioners holding office during the 2013 (two thousand and thirteen) financial year; and-----

(ii) The Board of Commissioners has been empowered and authorized to fix the amount of salary and other allowances to be paid by the Company to the members of the Company's Board of Directors holding office during the 2013 (two thousand and thirteen) financial year;-----

In exercising the power and authority mentioned above:

- i. FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO as the current majority shareholder of the Company shall observe recommendation from the Board of Commissioners, in which the Board of Commissioners shall observe recommendation from the Remuneration and Nomination Committee;-----
- ii. The Board of Commissioners shall observe recommendation from the Remuneration and Nomination Committee;-----

The arrangement of salary or honorarium and also other allowances are implemented under the following provisions:-----

- the amount of salary or honorarium and also allowances to be paid by the Company to the members of the Board of Directors and the members of the Board of Commissioners holding office during the 2013 (two thousand and thirteen) financial year

shall be contained in the Annual Report for the 2013 (two thousand and thirteen) financial year.

-Subsequently the Chairperson of the Meeting provided opportunity to the shareholders and proxy of the shareholders to raise question;-----

-Subsequently, I, the Notary Public informed to the Chairperson of the Meeting that there were no shareholders or proxy of the shareholders who raised question;-----

-Since there were no more shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting adopt the following resolutions:

I. (i) To grant full power and authority to FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO as the current majority shareholder of the Company to fix the amount of honorarium and other allowances to be paid by the Company to the members of the Board of Commissioners holding office during the 2013 (two thousand and thirteen) financial year;-----

(ii) To grant full power and authority to the Company's Board of Commissioners to fix the amount of salary and other allowances to be

paid by the Company to the members of the Company's Board of Directors holding office during the 2013 (two thousand and thirteen) financial year.-----

In exercising the power and authority mentioned above:-----

i. FARINDO INVESTMENTS (MAURITIUS) LIMITED, qualitate qua (q.q.) Mr. ROBERT BUDI HARTONO and Mr. BAMBANG HARTONO as the current majority shareholder of the Company shall observe recommendation from the Board of Commissioners, in which the Board of Commissioners shall observe recommendation from the Remuneration and Nomination Committee;-----

ii. The Board of Commissioners shall observe recommendation from the Remuneration and Nomination Committee;-----

II. To declare that the granting of power and authority as referred to in point I of these resolutions shall be effective as from the proposals proposed in this item on the agenda are approved by the Meeting;-----

III. The amount of salary or honorarium and also allowances to be paid by the Company to the members of the Board of Directors and the members of the Board of Commissioners holding office during the

2013 (two thousand and thirteen) financial year shall be contained in the Annual Report for the 2013 (two thousand and thirteen) financial year.

-Subsequently the Chairperson of the Meeting asked whether the proposals submitted above could be approved by the Meeting in deliberation leading to mutual consensus or unanimously approved by the shareholders or proxy of the shareholders present in the Meeting;-----

-The shareholders or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand;-----

-The voting was conducted verbally with votes pooling method in which the shareholders or proxy of the shareholders who cast dissenting votes or abstention votes upon the proposals as proposed earlier raised hand to submit the ballots and then the ballots were counted by PT. RAYA SAHAM REGISTRAR, as the Securities Administration Agency of the Company and then it was verified by me, the Notary Public as an independent party.-----

-The results of voting were as follows:-----

-There were 184,955,800 (one hundred eighty four million nine hundred fifty five thousand eight hundred) abstention votes (blank votes);-----

-There were 44,895,850 (forty four million eight hundred ninety five thousand eight hundred fifty) dissenting votes;-----

-Total assenting votes (affirmative votes) was 21,977,083,000 (twenty one billion nine hundred seventy seven million eighty three thousand), so that the total number of assenting votes would be 22,162,038,800 (twenty two billion one hundred sixty two million thirty eight thousand eight hundred) or 99.798% (ninety nine point seven nine eight percent).

-In accordance with my, the Notary's report, subsequently the Chairperson of the Meeting informed that the shareholders or proxy of the shareholders who were entitled to cast vote were more than 1/2 (a half) of the total votes lawfully cast in the Meeting who stated their approval, so it means that the proposals submitted in this item on the agenda were approved by the Meeting.-----

Subsequently, the Chairperson of the Meeting proceeded with the Fourth Item on the Agenda, i.e.:-----

- Designation of Registered Public Accountants to audit the books of the Company for the 2013 (two thousand and thirteen) financial year;-----

-Relating to the fourth item on the agenda, the Chairperson of the Meeting informed that under the provisions



of Article 19 paragraph 2 (d) of the Company's Articles of Association, the designation of Registered Public Accountants or the granting of power to designate the Registered Public Accountants is the authority of the General Meeting of Shareholders;-----

-In connection with the matters mentioned above, it would propose to the Meeting to grant power and authority to the Board of Commissioners to designate/ appoint Registered Public Accounting Firm who will audit the books and the records of the Company for the 2013 (two thousand and thirteen) financial year;-

-Subsequently the Chairperson of the Meeting provided opportunity to the shareholders or proxy of the shareholders to raise question;-----

-Subsequently, I, the Notary Public informed to the Chairperson of the Meeting that there were no shareholders or proxy of the shareholders who raised question;-----

-Since there were no more shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting adopt the following resolutions:

- I. To grant power and authority to the Board of Commissioners to appoint a Registered Public Accounting Firm which has international reputation (including the Registered Public Accountants

grouped in that Registered Public Accounting Firm) who will audit the books and the records of the Company for the 2013 (two thousand and thirteen) financial year and also to fix the amount of honorarium and other requirements for the designation of the Registered Public Accounting Firm which has international reputation (including the Registered Public Accountants joined with the Registered Public Accounting Firm) with due observance of recommendation from the Audit Committee and the prevailing laws and regulations among others regulations in the field of Capital Market.-----

II. To declare that the granting of power and authority as referred to above shall be effective as from the proposal proposed in this item on the agenda is approved by the Meeting.-----

-Subsequently the Chairperson of the Meeting asked whether the proposals submitted above could be approved by the Meeting in deliberation leading to mutual consensus or unanimously approved by the shareholders or proxy of the shareholders present in the Meeting;-----

-The shareholders or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand;-----

-The voting was conducted verbally with votes pooling method in which the shareholders or proxy of the shareholders who cast dissenting votes or abstention votes upon the proposals as proposed earlier raised hand to submit the ballots and then the ballots were counted by PT. RAYA SAHAM REGISTRAR, as the Securities Administration Agency of the Company and then it was verified by me, the Notary Public as an independent party.-----

-The results of voting were as follows:-----

-There were 184,955,800 (one hundred eighty four million nine hundred fifty five thousand eight hundred) abstention votes (blank votes);-----

-There were 96,045,050 (ninety six million forty five thousand fifty) dissenting votes;-----

-Total assenting votes (affirmative votes) was 21,925,933,800 (twenty one billion nine hundred twenty five million nine hundred thirty three thousand eight hundred), so that the total number of assenting votes would be 22,110,889,600 (twenty two billion one hundred ten million eight hundred eighty nine thousand six hundred) or 99.567% (ninety nine point five six seven percent).-----

-In accordance with my, the Notary's report, subsequently the Chairperson of the Meeting informed that the shareholders or proxy of the shareholders who

were entitled to cast vote were more than 1/2 (a half) of the total votes lawfully cast in the Meeting who stated their approval, so it means that the proposals submitted in this item on the agenda were approved by the Meeting.-----

Subsequently, the Chairperson of the Meeting proceeded with the Fifth Item on the Agenda, i.e.:-----

- The granting of power and authority to the Board of Directors to pay interim dividends for the 2013 (two thousand and thirteen) financial year;-

-Relating to the fifth item on the agenda, the Chairperson of the Meeting informed that according to the provisions of Article 24 paragraph 3 of the Company's Articles of Association, in the event that the financial condition of the Company makes it possible, the Board of Directors, with the approval from the Board of Commissioners, is entitled to distribute interim dividends to the shareholders, however with the provision that the said interim dividends shall be calculated with the dividends stipulated under the resolution of the following Annual General Meeting of Shareholders;

-It is possible that in the 2013 (two thousand and thirteen) financial year, with due observance of the Company's financial condition, the Board of Directors (with the approval from the Board of Commissioners)

will decide to distribute/pay interim dividends to the shareholders of the Company;-----

-As an anticipation of that possibility, in this item on the agenda a proposal will be submitted in order that the Meeting grants power and authority to the Board of Directors to distribute/pay interim dividends for the 2013 (two thousand and thirteen) financial year, if the financial condition of the Company makes it possible to distribute/pay such interim dividends;

-Subsequently the Chairperson of the Meeting provided opportunity to the shareholders or proxy of the shareholders to raise question;-----

-Subsequently, I, the Notary Public informed to the Chairperson of the Meeting that there were no shareholders or proxy of the shareholders who raised question;-----

-Since there were no shareholders who raised question, the Chairperson of the Meeting proposed in order that the Meeting adopt the following resolutions:-----

- I. To grant power and authority to the Company's Board of Directors (with the approval from the Board of Commissioners), if the financial condition of the Company makes it possible, to stipulate and pay interim dividends for the 2013 (two thousand and thirteen) financial year, with the provision that to fulfill the provisions of Article

72 of the Law Number 40 of 2007 (two thousand and seven) regarding Limited Liability Company, if the said interim dividends will be distributed, the distribution shall be made prior to the expiry of the 2013 (two thousand and thirteen) financial year, to the shareholders, including to determine the form, amount and method of payment of the interim dividends, without prejudice to approval from the competent authorities and also with due observance of the prevailing laws and regulations.-----

II. To declare that the granting of power and authority as referred to above shall be effective as from the proposal proposed in this item on the agenda is approved by the Meeting.-----

-Subsequently the Chairperson of the Meeting asked whether the proposals submitted above can be approved by the Meeting in deliberation leading to mutual consensus or unanimously approved by the shareholders or proxy of the shareholders present in the Meeting;-

-The shareholders or proxy of the shareholders who cast dissenting votes or abstention votes (blank votes) were requested to raise hand;-----

-The voting was conducted verbally with votes pooling method in which the shareholders or proxy of the shareholders who cast dissenting votes or abstention

votes upon the proposals as proposed earlier raised hand to submit the ballots and then the ballots were counted by PT. RAYA SAHAM REGISTRAR, as the Securities Administration Agency of the Company and then it was verified by me, the Notary Public as an independent party.-----

-The results of voting were as follows:-----

-There were 62,575,500 (sixty two million five hundred seventy five thousand five hundred) abstention votes (blank votes);-----

-There were 27,776,000 (twenty seven million seven hundred seventy six thousand) dissenting votes;-----

-Total assenting votes (affirmative votes) was 22,116,583,150 (twenty two billion one hundred sixteen million five hundred eighty three thousand one hundred fifty), so that the total number of assenting votes would be 22,179,158,650 (twenty two billion one hundred seventy nine million one hundred fifty eight thousand six hundred fifty) or 99.875% (ninety nine point eight seven five percent).-----

-In accordance with my, the Notary's report, subsequently the Chairperson of the Meeting informed that the shareholders or proxy of the shareholders who were entitled to cast vote were more than 1/2 (a half) of the total votes lawfully cast in the Meeting who stated their approval, so it means that the

proposals submitted in this item on the agenda were approved by the Meeting.-----

-Subsequently the Chairperson of the Meeting informed that upon the completion of decision making for the fifth item on the agenda, it means that the Annual General Meeting of Shareholders had discussed and decided each item on the agenda of the Meeting and subsequently the Chairperson of the Meeting closed the Annual General Meeting of Shareholders of the Company at 12.33 (thirty three minutes past twelve) Western Indonesia Time, by expressing gratitude to all those present in the Meeting.-----

-Subsequently those persons appearing before me hereby stated that they fully guarantee the truthfulness of their identity, and the same accord with the identity card produced and also the data submitted to me, the Notary Public.-----

-From all matters discussed and decided in the Meeting, those Minutes of Meeting were drawn up by me, the Notary Public.-----

----- **IN WITNESS WHEREOF** -----

-This deed was made or drawn up as minutes and executed in Jakarta, on the day and date as mentioned in the preamble of this deed, in the presence of witnesses:-

1. Mrs. **ANNA HIDAYANTI**, Sarjana Hukum, born in Semarang,



on the twenty second day of June, nineteen hundred and sixty eight (22-6-1968), privately employed person, an Indonesian citizen, residing in Bekasi, Jalan Cempaka Blok B2 Purihutama, Neighborhood Association (*Rukun Tetangga*) 010, Community Association (*Rukun Warga*) 013, Jatimulya Village/Suburb, Tambun Selatan Sub-District, the holder of Resident's Identity Card number-----  
10.1203.620668.1004, currently being present in Jakarta;-----

2. Mrs. **LINAWATY**, born in Jakarta, on the twenty sixth day of June, nineteen hundred and eighty (26-6-1980), privately employed person, an Indonesian citizen, residing in Central Jakarta, Kebon Kosong 16/138, Neighborhood Association (*Rukun Tetangga*) 002, Community Association (*Rukun Warga*) 002, Kebon Kosong Village/Suburb, Kemayoran Sub-District, the holder of Resident's Identity Card number 3171036606800012;-----

both of whom are employees at the Notary's office.---

-Since those persons appearing before me had left the Meeting room at the time this Minutes of Meeting were drawn up, then after this deed was read out by me, the Notary Public to the witnesses, it was immediately signed by me, the Notary Public and the witnesses.---

-Made or drawn up without any additions, without  
crossings out and without substitutions.-----

-The original of this deed has been duly signed.-----

-----ISSUED AS A CERTIFIED COPY.-----

MAY 6, 2013

*officially stamped*      *stamp*  
*by the Notary Public*   *duty*      *signed*

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*I, Manimbul Luhut Sitorus, certified, authorized and sworn translator, appointed by virtue of the Decree of the Governor of Jakarta Special Capital Region number 5226/1998 SK GUB DKI, dated June 17, 1998, hereby certify that this translation is correct and true to the document written in the Indonesian language which was submitted to me.  
Jakarta, July 29, 2013.*

ATTACHMENT I

Logo **BCA**

**Company's Annual Report**

**To Annual General Meeting of Shareholders for 2013**

**PT Bank Central Asia, Tbk.**

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*The Honorable Shareholders, representatives of the shareholders and the Board of Commissioners of PT Bank Central Asia Tbk, as well as audience,*

On this happy occasion, please allow me as the President Director to present an important summary (highlights) of the Annual Report of PT Bank Central Asia Tbk for the 2012 financial year. These highlights cover the general picture of the development of the economy, banking industry and achievement of the performance and strategy implemented by the Company.

*The Honorable Shareholders, representatives of the shareholders and audience,*

Indonesian's economy grew by 6.2% in 2012 marking the growth of above 6% for 5 years within the past 6 years. The growth was supported by a strong domestic consumption as well as an increase in investment, which had made Indonesia to become one of the countries which had the most rapid growth level in the world. In 2012 Indonesia's economic growth was achieved

amid the weak global economy and prolonged uncertainty in Europe and the United States of America.

With the increasingly better economic condition, in early 2012 Indonesia obtained the predicate of investment grade from Moody's Investors Service after previously obtaining the same predicate from Fitch Ratings in late 2011. In general, the Government and Bank Indonesia managed to direct the economy through the disciplined application of fiscal policy and the growth supporting monetary policy.

The inflation rate and the interest rate of Bank Indonesia and the Government instruments were stably maintained at a low level compared with those of previous years. Indonesia's inflation was recorded at 4.3% in 2012. With that encouraging economics parameter, the overnight interest rate level of Bank Indonesia touched the lowest level at 3.8% in March 2012 and continued to be at a low level of 4.2% at the end of 2012.

*The Honorable Shareholders, representatives of the shareholders and audience,*

In line with Indonesia's strong economic growth, the Indonesian banking sector showed satisfactory performance. In 2012, the Indonesian banking sector recorded a significant performance improvement, in which the total assets of the Indonesian banking grew at 16.7% with a well-maintained assets quality reflecting solid economic growth.

By late 2012 Indonesia's banking loan totaled IDR 2,732 trillion, increasing by 22.6% from late 2011. The Non Performing Loans (NPL) could be maintained at a low level of 2.2%. With the faster growth of loans compared to mobilization of funds, the Indonesian banking sector recorded a ratio of credit to a third party funds (Loan to Deposit Ratio - LDR) at the level of 84.7% by late 2012 from the position of 80.0% by late 2011.

The total third party funds saved in Indonesian banks increased by 15.8% to IDR 3,225 trillion by late 2012, covering all types of the third party funds (checking account, savings account, and time deposits). Checking account grew by 17.5% reaching IDR 767 trillion, savings account increased by 19.9% to IDR 1,077 trillion and time deposits increased by 11.9% to IDR 1,381 trillion in 2012. The strong growth was recorded in checking account and savings account portfolio compared with time deposits, which fact indicated that business and transaction activities increasingly expanded throughout 2012.

The Net Interest Margin (NIM) of Indonesian banking sector in 2012 was at the level of 5.5%, lower than that of 2011, which was 5.9%. This was in line with the trend of decrease in interest rate and more intensive competition in fund raising and distribution of loan. However, the Net Profits of Indonesia's banking industry in 2012 increased by

23.6% to IDR 93 trillion compared with IDR 75 trillion in 2011. The profitability of the banking sector which kept increasing had contributed to the fulfillment of needs for capital increase to support the growth of assets of the banking sector. The Capital Adequacy Ratio (CAR) of the national banking industry as of December 2012 was at a relatively sound level of 17.4%, much higher than the level required by Bank Indonesia.

*The Honorable Shareholders, representatives of the shareholders and audience,*

BCA re-recorded a satisfactory performance in 2012. The low level of interest rate and the high credit demand had provided a strong basis for BCA to expand credit portfolio in all segments, supported by sound liquidity, capital and assets quality. Transaction banking continued to be the superiority of BCA in which the checking account funds and savings account or CASA funds increased quite significantly to support BCA's asset growth.

The following is the achievement of the Company's financial performance during 2012 as audited and obtaining 'unqualified opinion' from the Public Accountants of Siddharta & Widjaja which affiliated to KPMG International:

- BCA's total assets increased by IDR 61.1 trillion or 16.0% to IDR 443.0 trillion in 2012 compared with IDR 381.9 trillion in 2011.

- Total credit portfolio increased by IDR 54.5 trillion or 27.0% to IDR 256.8 trillion in 2012. BCA credit growth was higher than the average loan growth of the national banking industry, which was 22.6%.
- Checking Account and Savings Account (CASA) grew at IDR 48.2 trillion or 19.4% to IDR 297.3 trillion in 2012, which supported the increase in the third party funds from IDR 46.8 trillion or 14.5% to IDR 370.3 trillion in 2012. In 2012 BCA chooses not to participate in the competition of time deposits interest rate. However, the BCA's time deposits funds were relatively stable at the position of IDR 73.0 trillion.
- BCA's Net Profits were recorded at IDR 11.7 trillion in 2012, increased by IDR 8.3% compared with that of 2011, which was IDR 10.8 trillion.
- The stockholders' equity reached IDR 51.9 trillion in 2012, increased by IDR 9.9 trillion or 23.5% compared with IDR 42.0 trillion in 2011.
- BCA's Capital Adequacy Ratio (CAR) was recorded at 14.2% in 2012.

*The Honorable Shareholders, representatives of the shareholders and audience,*

The Management of BCA realized the importance of corporate governance in the framework of ensuring the effective

leadership and control over the management of the Bank through the principles which are universally valid such as transparency, accountability, independence and fairness. BCA continuously made efforts to cultivate the company's culture as a company which firmly holds the highest standard of corporate governance practices as a factor which differentiates and at the same time is a superiority of BCA. In 2012 BCA conducted a series of Corporate Social Responsibility (CSR) program to improve the social relationship with the surrounding community. BCA's CSR activity was focused on the sectors of education, culture & environment, health as well as the empowerment of community endeavors.

*The Honorable Shareholders, representatives of the shareholders and audience,*

The following is our comment on the prospect and challenge in the future as well as BCA's efforts to take an attitude toward those conditions.

We observe that the global economic problem will keep continuing throughout 2013. Nevertheless, we are of the opinion that any big scale economic crisis has been managed to be avoided. We anticipate that the global growth will last although in a lower rate.

Indonesia is one of the few countries in the world, which will continuously undergo growth. The domestic demand will



still become the main source of Indonesia's economic growth.

The domestic consumption gave the major contribution to the Indonesia's economy i.e. 63.4% of the total Gross Domestic Product (GDP) in 2012. In the last decade, Indonesia's GDP per capita showed a sustained strong growth and reached USD 3,563 at the end of 2012. The strengthening of public purchasing power directly affected the increase in consumption of the middle class and upward of the secondary goods necessities.

Meanwhile, the role of investment in the Indonesia's economic growth is expected to keep increasing supported by better economic prospect, stable macro economic performance and conducive investment climate. Investment increase in the long-term is expected to be able to meet domestic consumption needs, and eventually it can create Indonesia's sound and sustainable economic growth.

Amid optimism over Indonesia's economic performance, we continue to be alert to the impact of the low price of global commodity, pressure over trade balance and possible limited inflation resulting from the increase in prices of electricity and fuel.

*The Honorable Shareholders, representatives of the shareholders and audience,*

In line with the Indonesia's conducive economic condition, we observe that the Indonesia's banking industry will still

continue to book a positive performance in the forthcoming several years. The function of the banking sector will be further improved to facilitate the development of economic activity, both in the provision of banking transactions services, investment products and provision of credits to business players and individuals.

With the superiorities possessed, we observe that BCA is at an advantageous position to capture various opportunities in line with the Indonesia's economic growth. In the future, BCA will continuously strengthen the core business as a bank which provides service of transactions as well as performing the banking intermediary function by distributing credit to the corporation, commercial, SME and consumers segments. BCA will also develop banking services products and services by jointly building synergy together with the subsidiaries. Thus, BCA is expected to be ever closer to and known by the customers and Indonesian society.

In facing the increasingly keen level of competition in the banking sector, we observe the importance of maintaining the long-term business strategy, which is supported by three pillars of strategy, i.e. 1) strengthening the business of banking transactions service, 2) improving the intermediary function, and 3) developing new businesses.

### **Strengthening business of banking transactions service**

In order to increase quality funding sources originating from the third party in the form of checking account and savings account, BCA always strengthen its position as one of the leading banking transaction providers in Indonesia. For that purpose, BCA will continuously expand and improve the network integration, both through the conventional branches and various electronic delivery channels.

In line with the development of information technology, BCA always conducts innovation to develop products and services, which are in conformity with customer's needs for the sake of comfort of the customers in conducting transactions. The capability and capacity of information technology infrastructure is further improved in line with the growth of customer's transactions. In relation to the development of Disaster Recovery Center in Surabaya, we project that some of its functions will be operated in mid 2013 and later fully operated in 2014.

Those various initiatives are expected to further strengthen BCA's position in the midst of an increasingly keen banking competition, so that BCA will continue to be the first in providing the banking transaction service and eventually it can maintain the solidity of fund-raising through the checking account and savings account (CASA).

### **Improving intermediary function**

With the support of competitive superiority in the area of funding, BCA will improve the intermediary function through distribution of credits to all segments of customers, both corporate, commercial, SME and consumer customers. The number of customer using BCA's payment settlement service is a potential, which is continuously intensified to obtain quality prospect for credit distribution.

By observing that BCA's credit growth is almost above the average credit growth in the banking sector, BCA continuously emphasizes the practice of distributing credits that prioritizes the prudential principles. The infrastructure of credit and the risks management system are periodically reviewed and adjusted to the direction of business being developed. The growth of quality credit portfolio is strategic steps to maintain the business performance and finance amid the increasingly keen business competition.

The quality and number of human resources is one of the main factors which is continuously developed to support quality credit growth. BCA will continue to recruit account officers to increase the capacity of credit distribution, particularly in the segments of SME and commerce.

We ought to be proud that at present BCA is one of the major banks distributing credits in Indonesia.

## **Developing new businesses**

In order to meet the increasingly varied customer's needs, the Company has taken strategic steps in the past several years by starting to develop new businesses.

The needs of financing for purchases of four-wheel vehicle and sharia banking have been served by BCA Finance and BCA Syariah, which shows encouraging financial performance. To equip the Bank's business platform, BCA has developed new business lines, such as general insurance, securities and motorcycles financing through subsidiaries and strategic ownership in the joint ventures. The development of those business activities is expected to be a new fee-based income in the future.

We observe that these new business lines have the promising growth potentials. In the future, BCA will continuously monitor the performance of those business activities as well as continuously developing the infrastructure and resources needed.

*The Honorable Shareholders, representatives of the shareholders and audience,*

The whole strategy of business development we have explained above has one goal, namely creating and marketing the innovative products and services, as an effective financial solution for the customers. By providing the best solutions, BCA can reinforce the relationship with the

customers as well as its position as **'the Bank of first choice reliable to the public, which plays a role as an important pillar of Indonesia's economy'**.

*The Honorable Shareholders, representatives of the shareholders and audience,*

It is necessary to convey here that on May 16, 2012, the Company held a corporate action, namely the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders.

The Annual General Meeting of Shareholders has made resolutions among others:

- To approve the Annual Report for the financial year ended on December 31, 2011, including the Financial Statements and Supervisory Duties Report of the Company's Board of Commissioners as well as to grant full release and discharge (*acquiesce et decharge*) to the members of the Board of Directors and the Board of Commissioners for the management and supervision they carried out during the financial year ended on December 31, 2011.
- To stipulate the use of the Company's Net Profits during the 2011 financial year.
- To stipulate the cash dividends on business return for the 2011 financial year totaling IDR 113.5 per share. On the dividends, the cash interim dividends

has been calculated of IDR 43.5 per share paid on December 23, 2011, so that the balance of the dividends for the 2011 financial year was IDR 70 per share which was paid on June 27, 2012.

- To giving power and authority to the Board of Directors (with the approval from the Board of Commissioners), if the financial condition of the Company makes it possible, to stipulate and to pay interim dividends for the 2012 financial year.

- Furthermore in line with the power and authority received by the Board of Directors, the Company has distributed the interim cash dividends on the business return for 2012 (based on the business return for the period of January 1, 2012 - September 30, 2012) of IDR 43.5 per share paid on December 20, 2012.

We also to state here that the Extraordinary General Meeting of Shareholders of 2012 has made resolution, which is basically:

- To approve the change in term of office of the members of the Board of Commissioners and the Board of Directors of the Company from the original 3 (three) years to 5 (five) years as well as to amend the Article in the Company's Articles of Association on the change in the term of office.

*The Honorable Shareholders, representatives of the shareholders and audience,*

Please allow us on behalf of the whole management of PT Bank Central Asia Tbk to express gratitude and sincere appreciation to all of our employees. All achievements made by BCA cannot be separated from the dedication, hard work and professional attitude which have been provided by the employees. We also wish to express our gratitude to all shareholders, business partners, Bank Indonesia and other government institutions/agencies for their support and cooperation so far.

Finally, we express our deep gratitude to loyal customers for their trust in BCA in facilitating their banking activity.

Such, then, is a report for the general picture of economic, banking development and the Company's financial highlights in 2012 as well as BCA's business strategy in the future as mentioned in the Company's Annual Report for the 2012 financial year.

Furthermore, Mr. Eugene K. Galbraith in his capacity as the Vice President Director will present the financial data as well as detailed explanations on BCA's financial performance.



Thank you.

Jakarta, May 6, 2013

signed      officially  
                 stamped by BCA

**Jahja Setiaatmadja**

President Director

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*I, Manimbul Luhut Sitorus, certified, authorized and sworn translator, by virtue of the Decree of the Governor of Jakarta Special Capital Region number 5226/1998 SK GUB DKI, dated June 17, 1998, hereby certify that this translation is correct and true to the document written in the Indonesian language which was submitted to me.  
Jakarta, July 29, 2013.*

ATTACHMENT II

Logo **BCA**

**A Brief Report on Financial Position and Profit & Loss of  
the Company**

**To the Annual General Meeting of Shareholders for 2013**

**PT Bank Central Asia, Tbk**

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*The honorable shareholders, representatives of the shareholders and the Board of Commissioners of PT Bank Central Asia Tbk, as well as the audience,*

Continuing the comment which has been presented by the President Director, Mr. Jahja Setiaatmadja, please allow me in my capacity as the Vice President Director of the Company to present a report on the main factors underlying the development of financial performance of PT Bank Central Asia Tbk for 2012.

*The honorable shareholders, representatives of the shareholders and audience,*

The following is the financial position of PT Bank Central Asia Tbk as of December 31, 2012 compared with the position as of December 31, 2011.

**1. Total Assets**

At the end of 2012 the BCA's total assets was recorded at IDR 443.0 trillion, grown by IDR 61.1

trillion or 16.0% compared with that of the end of 2011, which was IDR 381.9 trillion. The credit portfolio was recorded at IDR 256.8 trillion, increased by IDR 54.5 trillion or 27.0%. The increase in credit portfolio was the most significant one compared with the other components of assets. The increase in the assets was in tandem with the growth of the third party funds and stockholders' equity.

At the end of 2012, the position of secondary reserves continued to be solid at IDR 66.0 trillion, which constituted the second major earning assets after credit portfolio. Meanwhile, checking account with other banks increased by 79.3% to IDR 4.5 trillion in line with the increase in funds placement in foreign currency with correspondent banks.

The Government Bond Portfolio increased by 9.8% to IDR 36.8 trillion at the end of 2012, in step with the purchase of Government Bond in the secondary market, with bigger value compared with the total Government Bond reaching maturity. During 2012, the securities portfolio (most of them were corporate bonds) increased by 1.0% to IDR 11.6 trillion.

There was an increase in total non-earning assets by IDR 6.9 trillion or 14.8% primarily caused by an increase in position of cash balance and Checking

Account balance with Bank Indonesia, and an increase in assets continued to be in pace with the expansion of BCA's banking network.

## **2. Credit Portfolio**

In 2012 BCA booked a significant growth of credit portfolio in all segments encouraged by high demand for loans and the low interest rate. BCA's total credit portfolio grew by IDR 54.5 trillion or 27.0% to IDR 256.8 trillion compared with the position of previous year.

BCA's credit portfolio grew exceeding the average growth of the banking sector, which grew at 22.6%. The consumer credit reached IDR 68.9 trillion in 2012, increased by 37.1% supported by the growth of Housing Credit (KPR), Motor Vehicle Credit (KKB) and credit card portfolio. The KPR portfolio grew significantly by IDR 13.8 trillion or 49.1% to IDR 41.8 trillion in 2012, meanwhile KKB increased by IDR 3.1 trillion or 17.8% to IDR 20.7 trillion. Outstanding credit card grew by IDR 1.7 trillion or 37.1% to IDR 6.4 trillion in 2012.

BCA strengthened its position as one of the leading KPR provider, by providing attractive products such as KPR product with fixed interest rate of 8.5% per year for 60 months which was launched in

October 2012 and KPR product with fixed interest rate of 7.5% per year for 36 months in February 2013.

Furthermore, commercial and SME credit increased by 28.7% to IDR 101.7 trillion in 2012. The corporate credit showed a solid performance, increased by 18.1% to IDR 84.8 trillion supported by high demand originating from consumer goods industry, power generating plant, construction and real estate.

BCA holds firmly to the prudential principles in distributing credits and disciplines in applying the risk management practice. This was reflected from the Non Performing Loan (NPL) ratio in 2012 which continued to be at a relatively low level, i.e. 0.4% with an adequate ratio of reserves at 408.5% against the total non performing loan.

### **3. Third Party Funds**

An increase in the transaction account funds had encouraged the growth of the third party funds. During 2012, the checking account and savings account funds increased to IDR 96.5 trillion and IDR 200.8 trillion, grew at 26.9% and 16.1% respectively. Total checking account and savings account (CASA) funds was recorded a significant growth at 19.4% to IDR 297.3 trillion in 2012. The

CASA funds were contributed 80.3% to the total third party funds. On the other side, the time deposit funds were relatively stable at IDR 73.0 trillion, although there was a decrease in the interest rate in 2012. Thus, as a whole, the third party funds increased to IDR 370.3 trillion in 2012, grew at 14.5% compared with the position of 2011 which was IDR 323.4 trillion.

#### **4. Stockholders' Equity**

The total stockholders' equity increased by IDR 9.9 trillion or 23.5% to IDR 51.9 trillion in 2012. Tier 1 capital of BCA as the holding company was recorded at IDR 41.0 trillion or 93.5% of the total capital of BCA. The capital of BCA had managed to be maintained and was at the level which was quite sound with the Capital Adequacy Ratio (CAR) which took into account the credit risk, market risk and operation risk, recorded at 14.2% in 2012.

On August 7, 2012, in an effort to strengthen the capital position to support the business growth, BCA had sold Treasury Shares totaling 90.9 million shares through the block sale method at the price of IDR 7,700 per share, so that they produced gross income of IDR 701 billion. BCA purchased these Treasury Shares at the average price of IDR 2,099

per share between January 17, 2006 and November 25, 2006.

Furthermore, on February 7, 2013 BCA had managed again to conduct divestment of all remaining Treasury Shares possessed totaling 198.8 million shares. The Treasury Shares were sold through block sale method at the price of IDR 9,900 per share so that they produced gross income of IDR 2.0 trillion. The sale proceeds of the Treasury Shares would increase the CAR ratio at about 60 bps. The average acquisition price of these Treasury Shares was IDR 3,107 per share, produced by the Share Buy Back program executed between February 11, 2008 and November 15, 2008.

We report here that the process of the above sale of treasury shares had followed the prevailing laws and regulations, including the Regulations of the Capital Market and Financial Institutions Supervisory Agency (Bapepam LK). Upon the sales of two blocks of Treasury Shares, since February 7, 2013 BCA did not have Treasury Shares any longer.

*The honorable shareholders, representatives of the shareholders and the audience,*

The following is the explanation of main accounts (items) in the Statement of Income of PT Bank Central

Asia Tbk for the 2012 financial year.

## **5. Operating Income**

Total Net Interest Income and Non Interest Operating Income increased by 14.8% to IDR 27.6 trillion in 2012 from IDR 24.0 trillion 2011.

### **Net Interest Income**

BCA's Net Interest Income increased by IDR 3.2 trillion or 17.6% to IDR 21.2 trillion in 2012. This increase was encouraged by an increase in Interest Income, primarily originating from growth of credit portfolio as well as active management of interest rate of the third party funds.

In 2012 the Interest Income originating from credit portfolio increased by IDR 4.6 trillion or 28.8% to IDR 20.6 trillion. The growth of the Interest Income originating from credit portfolio had managed to offset a decrease in the Interest Income originating from secondary reserves, Government Bond and Securities which wholly decreased by IDR 1.7 trillion in line with a decrease in the secondary reserves volume and a decrease in interest rate of such financial assets.

Thus, the whole BCA's Interest Income increased by 12.0% to IDR 28.9 trillion. The Interest Income originating from credit extension contributed 71.2%



of the total Interest Income in 2012, increased from 61.9% in 2011.

Although the volume of third party funds increased by 14.5% to IDR 370.3 trillion, the Interest Expense was relatively stable totaling IDR 7.6 trillion in 2012. This was in line with the whole cost of funds to 2.1% in 2012 from 2.6% in 2011, in line with the significant growth of CASA and decrease in cost of funds, partially from time deposit product.

Thus, BCA's Net Interest Income grew at 17.6% to IDR 21.2 trillion in 2012 from IDR 18.1 trillion in 2011, so that the Net Interest Margin (NIM) slightly decreased at the level of 5.6% in 2012 from the position of 5.7% in 2011.

#### **Non Interest Operating Income**

The Non Interest Operating Income increased by 6.4% to IDR 6.4 trillion in 2012 from IDR 6.0 trillion in 2011, mostly originating from the Fee and Commission Income.

The Fee and Commission Income increased by 19.7% to IDR 5.5 trillion most of it originated from an increase in income from the monthly administration cost, income of credit fee and commission as well as commission of banking transaction service.

The Trade Transaction Income was recorded at IDR 605 billion in 2012, decreased from IDR 1.2 trillion in 2011. This decrease was primarily caused by a decrease in fair value of financial assets traded.

Other Operating Income reached IDR 318 billion in 2012, 13.2% higher than that of 2011.

## **6. Operating Expenses**

In 2012 the Cost Efficiency Ratio improved and was recorded at 46.4%, better than that of 47.2% in 2011. BCA applied strict discipline in managing Operating Expenses although there was an increase in operational activities.

In 2012 the Operating Expenses, which consist of General and Administrative Expenses as well as Employees Expenses, as a whole increased by IDR 1.9 trillion or 17.8% to IDR 12.9 trillion.

The General and Administrative Expenses increased by 18.0% to IDR 6.5 trillion as an impact of an increase in daily operating expenses, cost of repair and maintenance of network infrastructure, promotional cost, assets depreciation cost and lease expense throughout 2012. As a whole, the increase in General and Administrative Expenses were in line with the network expansion activity

and increase in the banking transaction service.

Employees Expenses increased by 18.3% to IDR 6.2 trillion in 2012, which reflected an increase in salary and allowance. Effective since 2012, BCA paid some of employee's bonuses in the form of BCA shares. BCA share were bought through market and there was a lock-up period for 3 years.

#### **7. Reserves Cost**

BCA set up Reserves Cost for Loss Due to Decrease in Value in net manner totaling IDR 499 billion in 2012, compared with Recovery in net manner on the reserves for loss due to decrease in value totaling IDR 161 billion in 2011.

In 2012 most of the reserves cost for loss due to decrease in value of IDR 499 billion - net were set up on the basis of collective valuation in line with the Bank's credit growth, which was quite significant. These reserves costs also had taken into account the recovery of loss reserves due to decrease in value which primarily originated from the repayment of several non performing loan.

Whereas in the previous year, in 2011, as a whole BCA made recovery of reserves costs of IDR 161 billion. In addition to setting up the loss reserves due to decrease in financial asset value of IDR 597

billion, BCA made recovery of non earning assets and administrative account transaction reserves totaling IDR 758 billion, which was set up in 2011 and the previous years, the most of which were reserves for unused loan facilities. After calculating the impact of deferred income tax, the net reversal value was IDR 569 billion.

The recovery of reserves costs of non earning assets and administrative account transaction was made in view of the fact that at the end of 2011 Bank Indonesia revised the rule, which had been issued previously, in which the bank did not need to set up the reserves of non earning assets and administrative account transaction any longer.

#### **8. The Company's Net Profits**

BCA managed to book Net Profits of IDR 11.7 trillion in 2012, grew at 8.3% higher than that of 2011. If extraordinary income of 2011 did not calculated, which mostly originated from the recovery of reserves which has been earlier discussed, the BCA Net Profits in 2012 would have increased by 14.3%.

*The honorable shareholders, representatives of the shareholders and audience,*

Such, then, we have presented a brief report on the financial development of PT Bank Central Asia Tbk for



ATTACHMENT III

Logo **BCA**

**Supervisory Duties Report of the Board of Commissioners  
To the Annual General Meeting of Shareholders for 2013  
PT Bank Central Asia, Tbk**

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*The honorable shareholders, representatives of the shareholders and audience,*

Please allow me to represent the Board of Commissioners to present the Supervisory Duties Report which we had carried out throughout 2012.

The supervision by the Board of Commissioners during 2012 was performed or carried out in accordance with the duties and responsibilities as governed in the Articles of Association and the prevailing laws and regulations. The supervisory duties of the Board of Commissioners were actively performed with the aid of the Audit Committee, Risk Oversight Committee and Remuneration & Nomination Committee. Those committees had duly performed their respective functions and provided report and recommendation to the Board of Commissioners on the matters, which need to be observed by the Board of Commissioners in performing the duties and responsibilities.

In the capacity as the supervisor, the Board of Commissioners

continued to maintain constructive communication with the Board of Directors through routine, special and ad hoc meetings. Throughout 2012 the Board of Commissioners held 53 meetings and 15 combined meetings with the Board of Directors. The Board of Commissioners also provided recommendations to the Board of Directors to determine strategic steps which needed to be taken by the Company. Both the Board of Commissioners and the Board of Directors had agreed to work for and achieve quality assets growth.

We observed that the development of BCA's business had been complemented with effective monitoring on risk and internal audit function. The Board of Commissioners also ensured that the Good Corporate Governance (GCG) is implemented in the Company's business activities at all levels of organization.

*The honorable shareholders, representatives of the shareholders and audience,*

The Board of Commissioners performed supervision on the policies of the Board of Directors in running and managing the Company by referring to the annual work plan, which had been submitted by the Board of Directors and approved by the Board of Commissioners. Furthermore, the Board of Commissioners ensured that the final achievement of BCA had been in conformity with the vision and mission as well as in accordance with the target and work program, which had been determined in advance.

The Board of Commissioners had provided ideas (thinking) for input and directive for the Board of Directors to always focus on the interest of the customers, so that BCA could utilize the business opportunity emerging amid Indonesia's conducive economy. In the work plan, the Board of Commissioners supported the Company's strategy, which was divided into three pillars, i.e. developing core business in the transaction banking, distributing credit prudentially, and also penetrating into new businesses to increase the variety of products and services offered to the customers. The infrastructure of information technology and human resources became important factors, which need to be observed to support business growth.

Based on the results of the supervision which had been performed, the Board of Commissioners was of the opinion that in 2012, all levels of the Company's Management had performed their functions properly and applied the policies we deemed appropriate to achieve the strategic goals in accordance with the vision and mission of BCA.

Thanks to the consistent execution of the strategy, we noted that the concrete significant change in the past several years was BCA had transformed to become, in addition to being as a leading bank which provided transaction service in Indonesia, also serving as the bank in possession of superiority in providing credit products for individual customers and businesses.



We observed that the Company's Management could raise or improve the value and maintain the position of BCA as one of the leading banks in Indonesia. The Company's Management was quite responsive toward various external factors affecting its performance, such as: decrease in interest rate, amendments to the regulations and the change taking place in Indonesia's economy. We observe that BCA had managed to maintain the trust of customers through provision of products and services in accordance with the customer's needs. BCA had also managed to grow in business and quality profitability, supported by the application of good corporate governance, sustainable risk management and solid internal control.

*The honorable shareholders, representatives of the shareholders and audience,*

Please allow us now to present the business performance achievement and financial performance of PT Bank Central Asia Tbk during 2012.

The global interest rate had affected the interest rate in Indonesia, which resulted in the pressure on profit margin, particularly for the assets which were placed in the financial instruments issued by the Indonesian Government.

The strategy of BCA in responding to the decrease in interest rate margin was by distributing credits restrained by the prudential principles. In 2012 the Company's Board of Directors had managed to increase credit distribution and

at the same time could maintain the quality of assets, solid funding basis, as well as maintain position of capital and sound liquidity. The credit portfolio increased by 27.0% in all segments to IDR 256.8 trillion in 2012. The Board of Commissioners was satisfied with the growth of BCA's credit portfolio in 2012 with the quality of credit duly maintained.

From the aspect of liabilities, we observed that the Board of Directors had been wise not to participate in the competition of interest rate of time deposits. Supported by the superiority in providing transaction service, BCA could rely on the increase in funds significantly originating from checking account and savings account (CASA) products as the core funds of BCA. The checking account and savings account (CASA) funds grew by IDR 48.2 trillion or 19.4% to IDR 297.3 trillion in 2012, so that as a whole, the third party funds grew by IDR 46.8 trillion or 14.5% to IDR 370.3 trillion in 2012 amid the relatively stable time deposits funds.

The customer's transactions both from the aspect of value and the aspect of frequency kept growing at all channels. We noted that the transaction through cost-efficient electronic network, i.e. ATM, internet and mobile banking kept rapidly growing, in which the proportion of use kept increasing in the cases of all banking transaction services in BCA. For that purpose, the Company kept

expanding the electronic transaction service network, so that it was expected to be able to improve the cost efficiency as well as giving contribution to the better funding basis.

Encouraged by sound credit growth and solid CASA funding, the BCA's Net Profits increased by 8.3% in 2012. The position of liquidity and the capital ratio of the Bank continued at a sound level, in which the secondary reserves were recorded at IDR 66.0 trillion and the Capital Adequacy Ratio (CAR) was 14.2%. As of December 31, 2012, BCA recorded Return on Assets (ROA) and Return on Equity (ROE) at 3.6% and 30.4% respectively. The quality of BCA's assets continues to be stable in 2012 with the ratio of Non Performing Loans (NPL) of 0.4%.

In relation to development of new business lines, we can report that the businesses had managed to make significant progress in 2012. The general insurance company and motorcycle financing, in which BCA possessed strategic ownership had recorded profits in 2012 - although still relatively small - from the position of loss in 2011. The new management of the BCA's subsidiary dealing in the field of securities had been designated in October 2012, to develop this line of business in 2013. BCA Syariah made progress in the economic scale and kept establishing branches network. The Board of Commissioners supported the efforts of the Board of Directors to build a solid basis

for the achievement of the new business lines in the future.

*The honorable shareholders, representatives of the shareholders and audience,*

The practice of Good Corporate Governance (GCG) constitutes an inseparable part of the Company's business growth process and continued to be improved from time to time.

The Board of Commissioners played an active role in the implementation of Good Corporate Governance (GCG) which serves as the main prerequisite in protecting the Bank and the interest of stakeholders. The Board of Commissioners reported here that GCG had been performed in accordance with the laws and regulations and also the applicable best practices. The values of transparency, accountability, responsibility, independency and fairness had become an inseparable part of the Company's culture.

The implementation of GCG is revised continually among others with due observance of references contained in the ASEAN Corporate Governance Scorecard, which constitutes the standard for GCG practice, which was applied for public companies in the ASEAN countries. In 2012 BCA had revised its GCG implementation manual by referring to the updated laws and regulations applicable in Indonesia, as well as in line with the best practices.

The Board of Commissioners actively performed the supervision on application of risk management and internal control exercised by the Company. We observed that BCA had applied the risk management and internal control effectively in accordance with the goal, business policy, measurement, and business complexity as well as the Company's capacity guided by requirements and procedures as stipulated in the provisions and regulations of Bank Indonesia.

We would also to inform all of you that the Board of Commissioners did not find any violation against laws and regulations in the field of finance and banking and the situation or estimate, which could endanger the BCA's business survival.

As an effort to maintain and improve the quality of GCG implementation, the Company periodically conducted comprehensive self-assessment on the implementation of GCG, involving 11 aspects of assessment with reference to the Regulation of Bank Indonesia regarding Implementation of Good Corporate Governance for Commercial Bank. We reported here that the results of self-assessment on the implementation of GCG within BCA during the 2012 financial year gave composite rating with the predicate of "Very Good".

*The honorable shareholders, representatives of the shareholders and audience,*

Trying to foresee the future prospect, we were convinced that the momentum of increase in the public purchasing power will continue to last and could support economic growth as well as the banking sector of Indonesia in the future. BCA as a leading bank providing transaction services and credit distribution had been ready to utilize this growth momentum. The Company continues to focus on provision of quality loans in all segments.

Nevertheless, we would require that the Company's Management needs to continuously watch the effect of slowdown in global economic recovery on the growth of markets in the developing countries such as: China, India and Indonesia; which can eventually affect the development of Indonesia's banking in general and BCA in particular.

In maintaining the quality of assets, we requested that the BCA's Management keeps monitoring all sectors of the economy in order to be able to detect the signals of performance degradation, although at present those signals are not seen yet.

We are of the opinion that the Company's Management needs to give appropriate response to the intensity of competition, which becomes increasingly strong, particularly in the transaction banking business and payment system service. The quality of services must always be improved and new breakthroughs (solutions) must always be effected (carried out), because they can provide superiority amid the keen

competition.

We are of the opinion that BCA must continue developing the transaction banking business, as well as continue to be consistent in expanding its business model from a transaction bank into a bank providing financial solutions by offering more variety products and oriented to the customers' needs.

Furthermore, good corporate governance, internal control and prudential principles, constitute important matters for continuous improvement to ensure sound and quality business growth.

Finally, we expect that by taking the above steps, BCA can maintain its position as one of the leading banks in Indonesia and can continue its contribution for the Indonesia's economy as well as sustainably providing added value to the shareholders and other stakeholders.

*The honorable shareholders, representatives of the shareholders and audience,*

That concludes the Board of Commissioners Report on the performance of supervisory duties during 2012. Thank you for the trust which has been given to us.

Jakarta, May 6, 2013

**PT Bank Central Asia Tbk**

On behalf of the Board of Commissioners

*signed      officially*

stamped by BCA

**D.E. Setijoso**

President Commissioner

I, Manimbul Luhut Sitorus, certified, authorized and sworn translator, by virtue of the Decree of the Governor of Jakarta Special Capital Region number 5226/1998 SK GUB DKI, dated June 17, 1998, hereby certify that this translation is correct and true to the document written in the Indonesian language which was submitted to me.  
Jakarta, July 29, 2013.



ATTACHMENT IV

*Logo* **BCA**

**EXPLANATION FROM THE BOARD OF DIRECTORS  
ON THE USE OF THE COMPANY'S PROFITS IN  
THE ANNUAL GMS MEETING FOR 2012 FINANCIAL YEAR**

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The honorable shareholders of PT Bank Central Asia Tbk,  
the Board of Commissioners and the audience,

In and during the financial year ended on December 31,  
2012, the Company earned a net profits of IDR  
11,721,716,823,413.- (eleven trillion seven hundred twenty  
one billion seven hundred sixteen million eight hundred  
twenty three thousand four hundred thirteen Rupiahs) ("Net  
Profits"). In connection with that matter, in line with  
the proposal of the Board of Directors contained in the  
Written Decision of the Board of Directors of PT Bank  
Central Asia Tbk number 048/SK/DIR/2013 dated April 11,  
2013 regarding proposal on use of Net Profits for the  
2012 financial year, we hereby propose to the Meeting in  
order that the Net Profits earned by the Company during  
the 2012 financial year is to be allotted in the  
following manner:

1. A total of IDR 117,217,168,234.- (one hundred seventeen  
billion two hundred seventeen million one hundred

sixty eight thousand two hundred thirty four Rupiahs) is allocated for reserve funds;

2. A total of IDR 2,814,351,671,500.- (two trillion eight hundred fourteen billion three hundred fifty one million six hundred seventy one thousand five hundred Rupiahs) is distributed as final dividends for the 2012 financial year to the shareholders who are entitled to receive cash dividends, in which the total of such cash dividends has already included the interim dividends which had been paid by the Company on December 20, 2012. The breakdown of the cash dividends shall be as follows:

- interim dividends amounting to IDR 1,063,845,961,500.- (one trillion sixty three billion eight hundred forty five million nine hundred sixty one thousand five hundred Rupiahs) or an amount of IDR 43.50 (forty three Rupiahs and fifty cent) per share had been paid by the Company for 24,456,229,000 (twenty four billion four hundred fifty six million two hundred twenty nine thousand) shares of the Company, which constitute all shares which had been issued by the Company, excluding the shares which had been repurchased by the Company (treasury stocks) totaling 198,781,000 (one hundred ninety eight million seven hundred eighty one thousand) shares;

- while the remainder of IDR 1,750,505,710,000.- (one trillion seven hundred fifty billion five hundred five million seven hundred ten thousand Rupiahs) or an amount of IDR 71.- (seventy one Rupiahs) per share will be distributed to 24,655,010,000 (twenty four billion six hundred fifty five million ten thousand) shares included in the Company's Register of Shareholders on the recording date. There is a difference in the total amount of shares which are entitled to interim dividends and the remaining dividends since all treasury stocks of the Company had been resold on February 7, 2013.

So, therefore the final dividends of the Company is amounting to IDR 114.50 (one hundred fourteen Rupiahs and fifty cent) per share.

3. Furthermore, with regard to the bonus which would be provided to the members of the Board of Directors and the members of the Board of Commissioners of the Company, with due observance of inputs from the Remuneration and Nomination Committee as evidenced by the letter from the Remuneration and Nomination Committee dated April 4, 2013 number 001/SK/KRE/2013, it was proposed that a maximum amount of IDR 175,825,752,351.- (one hundred seventy five billion eight hundred twenty five million seven hundred fifty two thousand three hundred fifty one Rupiahs) to be distributed as

