

**PT BANK CENTRAL ASIA Tbk (the “Company”)  
EXPLANATION OF AGENDA  
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AND  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

In connection with the forthcoming Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of the Company (“**the Company’s GMS**”), which will be held on 5 April 2018, the Company hereby provides an explanation of the agenda for the Company’s GMS, as described below:

**Explanation of the Agenda for the Annual General Meeting of Shareholders (AGM)**

**Agenda Item 1**

**Approval of the Annual Report including the Company’s Financial Statements and the Board of Commissioners’ Report on its Supervisory Duties for the financial year ended 31 December 2017 and grant of release and discharge of liability (*acquitt et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company in the financial year ended 31 December 2017.**

**Explanation:**

During the discussion about this agenda item, the Company will propose that the Shareholders approve the Annual Report, consisting of the Financial Statements, which include the Company’s Balance Sheet, and Profit and Loss Statement, the Board of Commissioners’ Report on its Supervisory Duties, and grant a release and discharge of liability (*acquitt et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company. The Company’s Annual Report for the financial year 2017 can be downloaded from the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tentang-Tata-Kelola-Perusahaan>).

**Agenda Item 2**

**Appropriation of the Company’s profits for the financial year ended 31 December 2017.**

**Explanation:**

The Company will propose that the AGM decide on the appropriation of the Company’s net profits for the financial year ended 31 December 2017, namely for reserves, cash dividends and retained earnings.

**Agenda Item 3**

**Appointment of the members of the Board of Directors of the Company.**

**Explanation:**

The Company will propose that the AGM approve the appointment of the members of the Board of Directors of the Company. The curriculum vitae of the proposed candidates for the members of the Board of Directors of the Company can be downloaded from the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tentang-Tata-Kelola-Perusahaan>).

#### **Agenda Item 4**

**Determination of the amount of salary or honorarium and benefits for the financial year 2018 as well as bonus payment (*tantiem*) for the financial year 2017 payable to the Board of Directors and the Board of Commissioners of the Company.**

#### **Explanation:**

During the discussion about this agenda item, the Company will propose the following to the AGM:

1. determine the amount of salary or honorarium and benefits to be paid by the Company to the members of the Board of Directors and Board of Commissioners of the Company who are serving in the financial year 2018, by granting powers to:
  - a. the majority Shareholder of the Company to determine the amount of honorarium and benefits to be paid by the Company to the members of the Board of Commissioners of the Company who are serving in the financial 2018;
  - b. the Board of Commissioners of the Company to determine the amount of salary and benefits to be paid by the Company to the members of the Board of Directors of the Company who are serving in the financial year 2018.
2. determine the maximum bonus (*tantiem*) to be distributed to the members of the Board of Commissioners and Board of Directors of the Company who served in and during the financial year 2017 and grant powers to the majority Shareholder of the Company to determine the amount of bonus (*tantiem*) to be paid by the Company to the members of the Board of Directors and Board of Commissioners of the Company who served during the financial year 2017, and stipulate the distribution of bonus payments (*tantiem*) among the members of the Board of Commissioners and Board of Directors of the Company who served in and during the financial year 2017.

#### **Agenda Item 5**

**Appointment of the Registered Public Accountant to audit the Company's books and accounts for the financial year ended 31 December 2018.**

#### **Explanation:**

In order that the Company can obtain the best public accountant in terms of quality, competitive requirements and fee, during the discussion about this agenda item the Company will propose that the AGM grant powers and authority to the Company's Board of Commissioners to appoint (and determine the amount of honorarium and other requirements) the Registered Public Accounting Firm which registered with the Financial Services Authority (including any Registered Public Accountant affiliated with such Registered Public Accounting Firm) that will audit the Company's books and accounts for the financial year ended 31 December 2018 with due regard for the recommendations of the Audit Committee and the prevailing laws and regulations, among others, regulations in the Capital Markets sector.

#### **Agenda Item 6**

**Grant of powers and authority to the Board of Directors to pay interim dividends for the financial year ended 31 December 2018.**

#### **Explanation:**

During the discussion about this agenda item, the Company will propose that the AGM grant powers and authority to the Board of Directors of the Company, subject to the approval of the Board of Commissioners of the Company, if the Company's financial condition permits, to stipulate and pay interim dividends/the dividends for the financial year 2018.

## **Agenda Item 7**

### **Approval of the Company's Recovery Plan.**

#### **Explanation:**

Since the Company has been designated as a Systemic Bank by the Financial Services Authority (OJK), as evident in the letter from the Financial Services Authority No. SR-D.03/2016 dated 11 February 2016, under Regulation of the Financial Services Authority dated 4 April 2017, No. 14/POJK.03/2017 on the Recovery Plan for Systemic Banks ("OJK Regulation on Recovery Plan"), the Company is required to prepare and file the Recovery Plan with the Financial Services Authority no later than 29 December 2017. To comply with such obligation, on 22 December 2017 the Company filed its Recovery Plan 2018 to the Financial Services Authority.

In accordance with the provisions of Article 3 of OJK Regulation on Recovery Plan, the Recovery Plan must be approved by the General Meeting of Shareholders, and therefore the Company will seek approval of the AGM for such Recovery Plan 2018.

#### **Explanation of the Agenda for the Extraordinary General Meeting of Shareholders (EGM)**

The main points of the proposed amendment of the Company's Articles of Association are as follows:

**1. Appointment of Advisors by the Board of Directors**

The Company will propose that the appointment of the advisors be made on the basis of a decision of the Board of Directors and with due regard for the prevailing laws and regulations;

**2. Family relationships between members of the Board of Directors and members of the Board of Commissioners**

In order to comply with the applicable regulations, the Company will propose amending the existing provisions on the prohibition of family relationships between members of the Board of Directors and members of the Board of Commissioners;

**3. Meetings of the Board of Directors and Board of Commissioners**

In order to comply with the applicable regulations, the Company will propose amending the existing provisions on the organisation of the Board of Directors' Meetings, Board of Commissioners' Meetings, and joint meetings of the Board of Directors and the Board of Commissioners;

**4. Size and composition of the Board of Commissioners**

In order to comply with applicable regulations, the Company will propose amending the existing provisions on the minimum number for the Board of Commissioners and its composition;

**5. Amendment to the Board of Directors actions that require the former approval of the GMS**

In relation to the requirement for the GMS approval for the Board of Directors's action to transfer a substantial part of the Company's assets, the Company will propose an exception to the provision, that is, if the transfer of the substantial part of the assets is made for the purpose of conducting the Company's day-to-day business activities or implementing one or more recovery options as contained in the Recovery Plan 2018 (which has been approved by the GMS), approval from the Board of Commissioners of the Company shall be sufficient;

**6. Provisions for the distribution of bonus payments (*tantiem*) to members of the Board of Directors and Board of Commissioners of the Company**

In order to comply with the provisions of Article 71 of the Indonesian Company Law and PSAK 24, the Company will propose that the provisions for the distribution of bonus payments (*tantiem*) to members of the Board of Directors and Board of Commissioners be incorporated in the provisions for salary and benefits for members of the Board of Commissioners and Board of Directors, and that the provisions of article 24 paragraph 4 of the Company's Articles of Association be deleted.