

**RULES AND PROCEDURE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK CENTRAL ASIA TBK (the "Company")  
JAKARTA, 11 April 2019**

**I. General provisions**

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

**II. Meeting Quorum**

In accordance with the provisions of Article 23 paragraph 1 letter a of the Company's Articles of Association and Article 86 paragraph 1 of Law Number 40 of 2007 on Limited Liability Companies (the "**Company Law**"), the Meeting is valid and therefore can be conducted and may adopt binding resolutions if the Company's shareholders representing more than ½ (one half) of the total outstanding shares of the Company with valid voting rights are present and/or represented at the Meeting.

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

1. A shareholder or a proxy for the shareholder may ask questions and/or express opinions in relation to any item on the Meeting agenda that requires a Meeting resolution.
2. When discussing a Meeting agenda item that requires a resolution, the Chairperson of the Meeting will provide the shareholders or the proxies for the shareholders with the opportunity to ask questions and/or express opinions before the matter is put to the vote. The shareholders or the proxies for the shareholders can ask questions and/or express opinions only at the opportunity given by the Chairperson of the Meeting.
3. Only the shareholders or the lawful proxies for the shareholders present at the Meeting shall have the right to ask questions and/or express opinions about the Meeting agenda item under discussion.
4. The questions asked and/or opinions expressed must have a direct bearing on the Meeting agenda item under discussion.
5. Before asking questions and/or expressing opinions, the shareholders or the proxies for the shareholders are asked to take and fill out a form, which will be provided by the Meeting helpers, and the shareholders or the proxies for the shareholders shall provide the shareholder's name, the number of shares held/represented and the questions and/or opinions to be asked or expressed.
6. The shareholders or the proxies for the shareholders who wish to ask the questions and/or express the opinions they have written in the form as referred to in point 5 part III of these Rules and Procedure are requested to raise their hands and then read out the questions or opinions they have written in the form using a microphone and submit the form to the Meeting helpers.
7. To provide equal opportunities to all shareholders, each shareholder or each proxy for the shareholder may ask or express a maximum of 2 (two) questions and/or opinions for each Meeting agenda item.
8. All questions will be answered one by one in sequence. If there are several questions about the same issue, such questions will be answered only once.
9. After the answers and/or clarifications relating to the questions and/or opinions asked or expressed by the shareholders or the proxies for the shareholders have been given, the Chairperson of the Meeting will propose that the shareholders or the proxies for the shareholders pass a resolution.

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

In respect of all Meeting agenda items that require a resolution, the vote count will be carried out with reference to the provisions of the Company's Articles of Association and the Law on Limited Liability Companies, namely as follows:

1. The Meeting resolutions shall be adopted on the basis of deliberation for consensus;
2. If the Meeting cannot adopt a resolution by deliberation for consensus, the resolution will be adopted by voting. During the voting, the shareholders or the proxies for the shareholders shall have the right to AGREE, DISAGREE, or ABSTAIN/cast BLANK VOTES on each Meeting agenda item;
3. In respect of any Meeting agenda item that requires a Meeting resolution, the resolution on the proposal put forward at the Meeting shall be valid if approved by more than ½ (one half) of the total voting shares present at the Meeting;
4. The Chairperson of the Meeting will ask the shareholders or the proxies for the shareholders who DISAGREE or ABSTAIN/cast BLANK VOTES on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers. Furthermore, the ballots will be counted by PT Raya Saham Registra as the Company's Securities Administration Bureau and then verified by the Notary in his/her capacity as an independent public official;
5. Any shareholders or proxies for the shareholders that do not raise their hands nor submit their ballots to indicate DISAGREEMENT or ABSTENTION/BLANK VOTES on the relevant proposal shall be deemed to have approved the relevant proposal without the Chairperson of the Meeting having to ask each of the shareholders or proxies for the shareholders to raise their hands as a sign of agreement;
6. In accordance with Article 30 of Regulation of the Financial Services Authority Number 32/ POJK.4/2014 on the Planning and Conduct of the General Meeting of Shareholders of Public Limited Companies, any shareholders that ABSTAIN shall be deemed to cast the same vote as those cast by the majority of the shareholders voting at the Meeting;
7. Vote count shall be carried out by scanning the barcodes on the ballots of the shareholders or the proxies for the shareholders that DISAGREE and ABSTAIN, which have been submitted to the Meeting helpers, by using a barcode scanner. The total number of votes will appear on the screen provided in the Meeting room;
8. The shareholders or the proxies for the shareholders that have registered their attendance but leave the Meeting room without reporting to the registration officer before the meeting is closed shall be deemed to be present and approve the proposal put forward at the Meeting.

**V. Miscellaneous**

During the Meeting, the participants are kindly requested to:

- a. switch off the mobile phone and/or any other communication device;
- b. not chat with fellow Meeting participants to avoid distractions in the Meeting; and
- c. not cut in on/interrupt others.

PT Bank Central Asia Tbk  
Board of Directors