

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK CENTRAL ASIA Tbk

The Board of Directors of PT Bank Central Asia Tbk (the “Company”) hereby invites the Shareholders of the Company to attend the Company’s Extraordinary General Meeting of Shareholders (the “Meeting”), which will be held:

Day/Date : Thursday, 30 July 2020
Venue : Menara BCA Grand Indonesia, 19th Floor
Jl. M.H. Thamrin No. 1
Jakarta 10310
Time : 10.00 Western Indonesia Time - onwards

Agenda for the Meeting:

1. Approval of the Company’s plan to acquire the shares in PT Bank Rabobank International Indonesia.

Explanation:

The Company will propose that the Meeting approve:

- the Company’s plan to acquire the shares in PT Bank Rabobank International Indonesia;
- the relevant acquisition plan (*rancangan akuisisi*), the summary of which was published in Investor Daily newspaper, on the website of the Indonesia Stock Exchange and the Company’s website on 8 June 2020; and
- the draft acquisition deed for the purpose of such acquisition.

2. Amendment of the Company’s Articles of Association.

Explanation:

The Company will propose that the Meeting approve the amendment of the Company’s Articles of Association and grant authority to the Board of Directors of the Company to amend and entirely restate the Company’s Articles of Association.

The amendment of the Company’s Articles of Association will be proposed for the following purposes:

- To conform with the applicable laws and regulations in the capital market sector, among others:
 - To conform with Regulation of the Financial Services Authority (POJK) Number 15/POJK.04/2020 on the Planning and Conduct of General Meetings of Shareholders of Public Limited Companies;
 - To conform with Regulation of the Financial Services Authority (POJK) Number 16/POJK.04/2020 on the Implementation of Electronic General Meetings of Shareholders of Public Limited Companies;
- To amend several provisions so that Company’s Articles of Association will become more flexible in keeping up with the regulatory changes from time to time.

More details on the explanatory notes and materials with respect to the Meeting agenda are accessible and downloadable from the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>).

General Provisions:

- This Notice of Meeting constitutes an official invitation in accordance with the provisions of Article 21 paragraph 4 of the Company’s Articles of Association in conjunction with Article 82 paragraph (2) of Law Number 40 of 2007 on Limited Liability Companies, and therefore it is not necessary for the Company to extend a separate invitation to the Company’s Shareholders;
- The Company’s Shareholders that are entitled to participate or be represented in the Meeting are those whose names are recorded in the Company’s Register of Shareholders as at Tuesday, 7 July 2020, 16.15 Western Indonesia Time;
- Any Shareholder of the Company or his/her proxy that will attend the Company’s Meeting is kindly requested to provide the registration officer with the original copy of the KTUR and a copy of his/her Resident ID Card (KTP) or any other identification card before entering the Meeting room. Any representative of a corporate Shareholder of the Company, in addition to providing the original copy of the KTUR and a copy of his/her Resident ID Card (KTP) or other identification card, must also provide a copy of the latest articles of association and the deed containing the latest composition of the management of the company he/she represents;
- Any Shareholder of the Company that is unable to attend the Meeting may be represented by a proxy:
 - by accessing the KSEI Electronic General Meeting System (eASY.KSEI) facility at <https://akses.ksei.co.id/>, which is provided by KSEI, as part of the e-Proxy mechanism in conducting the Meeting. The facility is available from the date of this notice until 29 July 2020, 12.00 Western Indonesia Time; or
 - by using the form of Power of Attorney available on the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>), subject to the following provisions:
 - Any member of the Board of Commissioners, the Board of Directors, and any employee of the Company may act as a proxy for the Shareholders in the Meeting, but any vote they cast as proxy will not be counted in the poll;
 - No Shareholder of the Company may grant powers to more than one proxy for any part of his/her shares with different votes;
 - If the Power of Attorney as described in letter b point 4 below is executed outside the territory of the Republic of Indonesia, such Power of Attorney must be authenticated by the local notary public and the local embassy of the Republic of Indonesia;
 - The original copy of the completed and signed Power of Attorney accompanied by the Resident ID Card (KTP) or any other identification card of the grantor shall have been received by the Company through PT Raya Saham Registra as the Company’s Securities Administration Bureau (“SAB”), having its office at Plaza Sentral, 2nd Floor, Jl. Jend. Sudirman Kav. 47-48, Jakarta 12930, Tel +6221 2525666, Fax +6221 2525028, no later than 3 (three) business days before the date of the Meeting, i.e. 27 July 2020, at 16.00 Western Indonesia Time.

The Company’s Shareholders or the proxies for the Shareholders are kindly requested to be at the Meeting venue by 09.00 Western Indonesia Time to ensure that the Meeting will start punctually. The registration will close at 10.00 Western Indonesia Time. Any Shareholder or Proxy for the Shareholder that arrives after 10.00 Western Indonesia Time shall be deemed absent and therefore deprived of his/her right to put forward any proposals ask questions and/or cast votes at the Meeting.

Additional Information:

In anticipation of the spread of COVID-19, the Company calls on the Shareholders to comply with the Government’s order to obey the health protocol to prevent the spread of COVID-19, whether before or during the Meeting. Therefore, the Company hereby calls on the Shareholders to participate in the Meeting by granting powers to an independent party designated by the Company, namely the SAB, through the KSEI Electronic General Meeting System (eASY.KSEI) facility.

Any Shareholder or its proxy that will physically attend the Meeting must follow the security and health protocol stipulated by the Company including the limitation of the number of Meeting participants in 1 (one) room. The protocol established by the Company for the Meeting is as follows:

- The Shareholder or its proxy must wear a mask while on the Meeting premises and during the Meeting.
- The Shareholder or its proxy must follow the health checking procedure when entering the Meeting premises, including body temperature checking to ensure that the Shareholder or its proxy does not have a body temperature of above 37.5°C.
- During registration, the Shareholder or its proxy must submit the health declaration letter signed by the Shareholder or its proxy across the duty stamp, the health declaration letter can be downloaded from the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>).
- To implement the physical distancing policy, the Meeting helpers will guide the Shareholder or its proxy to the designated rooms and limit the number of participants in 1 (one) room.
- The Shareholder or its proxy must follow the Meeting committee’s direction in implementing the physical distancing policy while on the Meeting premises.
- For health reasons and for the purpose of controlling and preventing the spread of COVID-19, the Company will not provide any food and drinks.
- The Company has the right to:
 - prohibit the Shareholder or its proxy from attending the Meeting;
 - request the Shareholder or its proxy to immediately leave the Meeting room and/or Meeting premises; or
 - take any other necessary actions in accordance with the health protocol, if the Shareholder or its proxy:
 - has a body temperature of above 37.5°C;
 - shows symptoms of an illness, including flu and/or cough (even though his/her body temperature is not above 37.5°C); or
 - according to the health declaration letter, is believed to be at risk of the COVID-19 infection.
- Any Shareholder who has arrived at the premises but is prohibited from attending and entering the Meeting room for the reasons set forth in point 7 above may still exercise his/her rights by granting powers (to attend and cast votes on each Meeting agenda item) to an independent party designated by the Company (a Representative of the SAB) or any other party appointed by the Shareholder, by completing and signing the form of Power of Attorney provided by the Company on the Meeting premises.
- Any update and/or additional information on the procedure for conducting the Meeting in relation to the current condition and development of the integrated measures and control for preventing the spread of COVID-19 will be published on the Company’s website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>).