

PT BANK CENTRAL ASIA Tbk

ANNOUNCEMENT

SUMMARY OF MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PT Bank Central Asia Tbk, domiciled in Central Jakarta (the “**Company**”), hereby announces that the Company has held an Extraordinary General Meeting of Shareholders (the “**Meeting**”), with the minutes as summarized below:

- Day/ Date : Thursday, 30 July 2020
- Venue : Menara BCA Grand Indonesia, 19th Floor
Jalan M.H. Thamrin No.1
Jakarta 10310
- Time : 10.23 until 11.13 Western Indonesia Time
- Agenda : 1. Approval of the Company’s plan to acquire the shares in PT Bank Rabobank International Indonesia; and
2. Amendment of the Company’s Articles of Association

In accordance with Article 22 paragraph 1 letter a of the Company’s Articles of Association and the Appointment Letter from the Board of Commissioners dated 1 July 2020, the Meeting was chaired by Mr. Ir. Djohan Emir Setijoso as the President Commissioner of the Company. Below are the members of the Board of Commissioners and the Board of Directors of the Company present at the Meeting:

Board of Commissioners

- President Commissioner : Mr. Ir. Djohan Emir Setijoso
Commissioner : Mr. Tonny Kusnadi*
Independent Commissioner : Mr. Cyrillus Harinowo*
Independent Commissioner : Mr. Dr. Ir. Raden Pardede*
Independent Commissioner : Mr. Sumantri Slamet*

Board of Directors

- President Director : Mr. Jahja Setiaatmadja
Deputy President Director : Mr. Suwignyo Budiman
Deputy President Director : Mr. Armand Wahyudi Hartono*
Director : Mr. Tan Ho Hien/Subur a.k.a Subur Tan
Independent Director : Mr. Erwan Yuris Ang, SH, MH*
Director : Mr. Henry Koenafi

Director	:	Mr. Rudy Susanto
Director	:	Mrs. Lianawaty Suwono*
Director	:	Mr. Santoso*
Director	:	Miss Vera Eve Lim
Director	:	Mr. Gregory Hendra Lembong*
Director (concurrently serving as Director of Compliance)	:	Mr. Haryanto Tiara Budiman*

*participating in the Meeting through video conference, which enabled them to see and listen to one another in the Meeting.

The Company's Meeting was attended by the shareholders and proxies for the shareholders representing 22,170,860,467 shares or equal to 89.924% of 24,655,010,000 shares, being the total outstanding shares of the Company.

Mechanism for Adopting Resolutions

In respect of all the 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, Regulation of the Financial Services Authority Number 15/POJK.04/2020 on the Planning and Conduct of the General Meeting of Shareholders of Public Limited Companies (the "**OJK REG ON GMS**") 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 their proxies will have the right to cast their votes as AGREE, DISAGREE, or ABSTAIN on each meeting agenda item of the Company;
3. The Chairperson of the Meeting will ask the shareholders or their proxies that DISAGREE or ABSTAIN on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers, but in respect of the proxies for the shareholders that have been granted the power of attorney through KSEI Electronic General Meeting System (eASY.KSEI), the votes that will be counted are the votes cast by the shareholders through eASY.KSEI, and therefore they do not need to submit their ballots to the Meeting helpers.
Afterwards, the ballots submitted by the shareholders or their proxies will be counted by the Securities Administration Bureau (SAB) and then verified by the Notary as an independent public official;
4. Any shareholders or their proxies that do not raise their hands to submit their ballots to cast DISAGREEMENT or ABSTENTION 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 their proxies to raise their hands to indicate agreement, except for the proxies for the shareholders that have been granted the power of attorney through KSEI Electronic General Meeting System (eASY.KSEI), in which case their votes will be counted in accordance with the provisions of point 3 above;
5. In accordance with Article 47 of the OJK REG ON GMS, any shareholders that ABSTAIN shall be deemed to cast the same votes as the majority votes cast by the shareholders at the Meeting;

Opportunity to Ask Questions and/or Express Opinions

The shareholders or their proxies were given the opportunity to ask questions and/or express opinions in writing on each Meeting agenda item, as elaborated in the explanation of each Meeting agenda item.

Adopted Resolutions

The Meeting has adopted the resolutions as described in the “Notarial Minutes of General Meeting of Shareholders of PT Bank Central Asia Tbk” Number 264 dated 30 July 2020, drawn up by Christina Dwi Utami, SH, M.Hum, M.Kn, a Notary of Jakarta, as summarized below:

The First Agenda Item:

During the discussion of the First Agenda Item, no shareholder asked questions, and the voting outcome is as follows:

Agenda	Agree (Affirmative votes)	Disagree (Negative votes)	Abstain	Questions
First item	18,439,676,241 (83.171%)	3,692,397,211 (16.654%)	38,787,015 (0.175%)	-

Therefore, the Meeting resolved as follows:

1. Approving the Company's action to purchase or acquire 3,719,069 (three million seven hundred nineteen thousand sixty-nine) shares from the shareholders of PT Bank Rabobank International Indonesia or equal to 99.999973% (ninety-nine point nine nine nine seven three percent) of the total subscribed and paid-up shares of PT Bank Rabobank International Indonesia.
2. Approving the relevant acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire the shares in PT Bank Rabobank International Indonesia, 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 approving the draft acquisition deed, which has been provided by the Company as the Meeting materials.
3. Granting power and authority to the Board of Directors of the Company, with the right of substitution, to take any and all actions required or deemed necessary in relation to the acquisition by the Company of the subscribed and paid-up shares in PT Bank Rabobank International Indonesia in accordance with the Meeting resolutions, including but not limited to determining the terms and conditions for the acquisition, as well as preparing, drawing up, making, procuring to be made, and signing the necessary documents including the acquisition deed, filing applications, requesting approvals and/or filing a notice of these Meeting resolutions with the competent authorities, in accordance with the prevailing laws and regulations.
4. Stating that the grant of power and authority under point 3 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by this Meeting

The Second Agenda Item:

During the discussion of the Second Agenda Item, no shareholder asked questions, and the voting outcome is as follows:

Agenda	Agree (Affirmative votes)	Disagree (Negative votes)	Abstain	Questions
Second item	17,829,823,261 (80.420%)	4,134,906,735 (18.650%)	206,130,471 (0.930%)	-

Therefore, the Meeting resolved as follows:

1. Approving the amendment of certain provisions of the Company's Articles of Association and the addition of 1 new article to the Company's Articles of Association as contained in the Proposed Amendment to the Articles of Association, which has been provided for the shareholders or their proxies as the Meeting materials, the highlights of which have been explained and presented using the slides, as well as restating and rewriting the other provisions of the Company's Articles of Association that are not amended and/or deleted as contained in Deed Number 125, dated 18 April 2018, made before Notary Dr. Irawan Soerodjo, S.H., M.Si., such deed having been notified to the Minister of Law and Human Rights of the Republic of Indonesia, as evident from Letter of Acknowledgment of Receipt of Notice of Amendment of the Articles of Association Number AHU-AH.01.03-0153848 dated 18 April 2018, and published in the Official Gazette (*Berita Negara*) of the Republic of Indonesia number 73 dated 10 September 2018, Supplement thereto Number 2934/L year 2018.
2. Granting power and authority to the Board of Directors of the Company with the right of substitution, to take any and all actions deemed necessary in relation to the above resolutions, including, without limitation, stating/expressing the resolutions before a Notary in order to be incorporated in a notarial deed, amending and/or restating all the provisions of the Company's Articles of Association in accordance with such resolutions including adjusting the wording of any article and the references to the articles, as may be deemed necessary with due regard for the resolution contained in point 1, making or causing to be made and signing all deeds, letters or documents deemed necessary, and further filing a request for approval and/or the notice of the amendment of these Articles of Association under these Meeting resolutions with the competent authorities and making further amendments and/or additions as may be required to obtain the approval for such amendment and ensure the acceptance of the notice, and filing and signing any and all applications and other documents, electing a domicile and taking any other actions deemed necessary.
3. Stating that the grant of power and authority under point 2 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by this Meeting.

Jakarta, 30 July 2020
PT BANK CENTRAL ASIA Tbk
BOARD OF DIRECTORS

Has been uploaded on www.bca.co.id, Monday, 3 August 2020