



**RULES AND PROCEDURE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK CENTRAL ASIA Tbk (the "Company")
JAKARTA, 20 JUNE 2019**

I. General provisions

1. The Extraordinary 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 such Shareholder or its proxy is deprived of the right to ask 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

According to the provisions of Article 89 paragraph (1) of Law Number 40 of 2007 on Limited Liability Companies, Article 7 paragraph (2) of Government Regulation Number 28 of 1999 on Merger, Consolidation and Acquisition of Banks, Article 28 letter a of Regulation of the Financial Services Authority Number 32/POJK.04/2014 on the Plan and Organisation of General Meetings of Shareholders of Public Limited Companies, and Article 27 paragraph (1) of the Company's Articles of Association, the Meeting is valid and therefore can be conducted and may adopt binding resolutions if the Meeting is attended by the Company's Shareholders representing at least $\frac{3}{4}$ (three-quarters) of the total outstanding shares of the Company with valid voting rights.

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

1. 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.
2. 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. The Shareholders or the proxies for the Shareholders who wish to ask questions and/or express opinions are requested to raise their hands, write down the questions and/or the opinions in a form that will be provided by the Meeting helpers and then read out the questions or opinions using a microphone and submit the form to the Meeting helpers.
4. The questions asked and/or opinions expressed must have a direct bearing on the Meeting agenda item under discussion. If there are several questions about the same issue, such questions will be answered only once.
5. 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.

IV. Procedure for voting and vote count:

1. The Meeting resolutions will be adopted on the basis of deliberation for consensus.
2. If the Meeting is unable to adopt a resolution by deliberation for consensus, the resolution will be adopted by voting.
3. The Chairperson of the Meeting will ask the Shareholders or the proxies for the Shareholders who DISAGREE or ABSTAIN 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. Any Shareholders or proxies for the Shareholders that do not raise their hands nor submit their ballots to indicate DISAGREEMENT or ABSTENTION 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.
4. Any Shareholders or the proxies for the Shareholders that ABSTAIN shall be deemed to cast the same vote as those cast by the majority of the Shareholders voting at the Meeting.
5. The resolution on a proposal put forward at the Meeting is valid if agreed by more than $\frac{3}{4}$ (three-quarters) of the total shares with valid voting rights present at the Meeting.
6. 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