



## PT BANK CENTRAL ASIA Tbk

### ANNOUNCEMENT

#### SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

- Day/ Date : Thursday, 17 March 2022
- Venue : Menara BCA Grand Indonesia  
Jalan M.H. Thamrin No.1  
Jakarta 10310
- Time : 10.39 until 13.31 Western Indonesia Time
- Mechanism : Electronic GMS through the eASY.KSEI application
- Agenda :
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 2021 and grant of release and discharge of liability (*acquies et decharge*) to members of the Board of Directors for their actions related to the management of the Company and to members of the Board of Commissioners of the Company for their actions related to the supervision of the Company during the financial year ended 31 December 2021;
  2. Appropriation of the Company's Net Profits for the financial year ended 31 December 2021;
  3. Change of the composition of the Company's Board of Directors;
  4. Determination of the amount of salary or honorarium and benefits for the financial year 2022 as well as bonus payments (*tantieme*) for the financial year 2021 payable to members of the Board of Directors and the Board of Commissioners of the Company;
  5. Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practising through such Registered Public Accounting Firm) to audit/examine the Company's books and accounts for the financial year ended 31 December 2022;
  6. Grant of power and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2022;
  7. Approval of the Revised Recovery Plan of the Company.

**Attendance of the Company's Board of Commissioners and Board of Directors**

The Meeting was attended by all members of the Company's Board of Commissioners and Board of Directors, namely:

**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. Ir. Suwignyo Budiman
Deputy President Director	:	Mr. Armand Wahyudi Hartono*
Director	:	Mr. Tan Ho Hien/Subur a.k.a Subur Tan
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
Director	:	Mr. Frengky Chandra Kusuma
Director	:	Mr. John Kosasih

\*participating in the Meeting through video conference, which enabled them to see, listen to one another during the Meeting as well as participating in the Meeting.

**Chairperson of the Meeting**

The Meeting was chaired by Mr. Ir. Djohan Emir Setijoso as the President Commissioner of the Company

**Attendance of the Shareholders**

The Meeting was attended by the shareholders and the shareholders' proxies representing 108,002,777,982 (one hundred eight billion two million seven hundred seventy-seven thousand nine hundred eighty-two) shares or equal to 87.611% of 123,275,050,000 (one hundred twenty-three billion two hundred seventy-five million fifty thousand) shares, being the total outstanding shares of the Company.

### **Questions and/or Opinions**

First Agenda:

There was 1 (one) question from shareholder.

Second Agenda:

There was no shareholder or shareholder's proxy asking any questions.

Third Agenda:

There was no shareholder or shareholder's proxy asking any questions.

Fourth Agenda:

There was no shareholder or shareholder's proxy asking any questions.

Fifth Agenda:

There was no shareholder or shareholder's proxy asking any questions.

Sixth Agenda:

There was no shareholder or shareholder's proxy asking any questions.

Seventh Agenda:

There was no shareholder or shareholder's proxy asking any questions.

### **Mechanism for Adopting Resolutions**

The vote count was carried out according to the provisions of Law Number 40 of 2007 on Limited Liability Companies, 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 ("**OJK REG 15/2020**") and Regulation of the Financial Services Authority Number 16/POJK.04/2020 on the Conduct of Electronic General Meetings of Shareholders of Public Limited Companies ("**OJK REG 16/2020**"), and the Company's Articles of Association, as follows:

1. The Meeting resolutions shall be adopted by means of deliberation for consensus;
2. If the Meeting cannot adopt a resolution by deliberation for consensus, the resolution will be adopted by 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. Any resolution on a proposal put forward at the Meeting shall be valid if approved by more than 1/2 (one half) of the total votes present and/or represented at the Meeting;
4. Under the provisions of Article 47 of the OJK REG 15/2020, any shareholders that ABSTAIN shall be deemed to cast the same votes as the majority votes cast by the shareholders at the Meeting;
5. The shareholders or the shareholders' proxies that electronically attend the Meeting cast their votes through the eASY.KSEI application on the E-Meeting Hall menu. If the shareholders or the shareholders' proxies that electronically attend the Meeting fail to cast any vote until the Meeting status shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [ ] has ended", they will be deemed to ABSTAIN on the relevant proposal;
6. The shareholders who have voted before the Meeting starts and shareholders or their proxies who have registered through the eASY.KSEI application on the date of the Meeting will be deemed valid to attend the Meeting even though they do not attend the Meeting until the end for any reason;
7. The shareholders or the shareholders' proxies that physically attend the Meeting who cast their votes DISAGREE or ABSTAIN on the relevant proposal are asked by the Chairperson of the Meeting to raise their hands and submit their ballots to the Meeting helpers, if the shareholder has granted power to a proxy but casts votes through eASY.KSEI application, the votes that will be counted are those cast by the shareholders through eASY.KSEI application, and therefore the shareholder's proxy need not raise his/her hand and submit the ballot to the Meeting helpers;
8. The shareholders or the shareholders' proxies that physically attend the Meeting and do not raise their hands to submit the ballots containing votes of 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 the shareholders' proxies to raise their hands to indicate agreement;
9. Subsequently, the votes cast by the shareholders or their proxies physically or electronically will be counted by PT Raya Saham Registra as the Company's Securities Administration Bureau and then verified by a Notary as an independent public official.

### 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 126 dated 17 March 2022, drawn up by Christina Dwi Utami, SH, M.Hum, M.Kn, a Notary of West Jakarta, as summarized below:

#### The First Item on the Agenda:

During the discussion of the First Agenda Item, there was 1 (one) shareholder or their proxies asking questions, and the voting outcome is as follows:

Agenda	Agree	Disagree	Abstain	Questions
First item	107,436,498,995 (99.476%)	545,965,487 (0.505%)	20,313,500 (0.019%)	1

Therefore, the Meeting resolved as follows:

- I. Approving the Annual Report, including:
  1. the Financial Statements, which include the Company’s Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2021, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network), as evident from its report Number 00027/2.1025/AU.1/07/1124-2/1/II/2022 dated 24 January 2022 with unmodified opinion, as contained in the 2021 Annual Report; and
  2. the Board of Commissioners’ Report on its Supervisory Duties, for the financial year ended 31 December 2021, as contained in the 2021 Annual Report;
  
- II. Granting a release and discharge of liability (*acquit et decharge*) to all members of the Board of Directors for their actions related to the management of the Company and the Board of Commissioners of the Company for their actions related to the supervision of the Company during the financial year ended 31 December 2021, to the extent that such actions were reflected in the Company’s Annual Report and Financial Statements for the financial year ended 31 December 2021 and the relevant supporting documents thereof.

**The Second Item on the Agenda:**

During the discussion of the Second Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Second item	107,569,711,722 (99.599%)	217,375,150 (0.201%)	215,691,110 (0.200%)	-

Therefore, the Meeting resolved as follows:

I. Determining that according to the Company's Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2021, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network), the Company's net profits for the financial year ended 31 December 2021 amounted to Rp31,422,660,252,170.00 (thirty-one trillion four hundred twenty-two billion six hundred sixty million two hundred fifty-two thousand one hundred seventy rupiah) ("**Net Profits for 2021**").

II. Appropriating the Company's Net Profits for 2021 as follows:

1. An amount of Rp314,226,602,522.00 (three hundred fourteen billion two hundred twenty-six million six hundred two thousand five hundred twenty-two rupiah) will be appropriated for reserve fund.
2. An amount of Rp17,874,882,250,000.00 (seventeen trillion eight hundred seventy four billion eight hundred eighty two million two hundred fifty thousand rupiah) or Rp145 (one hundred forty-five rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2021 to the shareholders entitled to receive cash dividends; such amount includes the interim dividends of Rp3,081,876,250,000.00 (three trillion eighty-one billion eight hundred seventy-six million two hundred fifty thousand rupiah) or equal to Rp25.00 (twenty-five rupiah) per share already paid out by the Company on 7 December 2021; accordingly, the remaining amount of dividends is Rp14,793,006,000,000.00 (fourteen trillion seven hundred ninety-three billion six million rupiah) or equal to Rp120.00 (one hundred twenty rupiah) per share.

As regards such dividend payments, the following terms and conditions shall apply:

- (i) the remaining amount of dividends for the financial year 2021 will be paid out for each share issued by the Company as recorded in the Company's Register of Shareholders as at the record date, which will be determined by the Board of Directors;
- (ii) as regards the payments on the remaining dividends for the financial year 2021, the Board of Directors shall withhold tax on such dividends in accordance with the tax regulations in force;
- (iii) the Board of Directors is granted the power and authority to stipulate any matters concerning the payment of the remaining dividends for the financial year 2021, including (but not limited to):
  - (aa) stipulating the record date as referred to in item (i) to determine the shareholders of the Company eligible to receive payments on the remaining dividends for the financial year 2021; and
  - (bb) stipulating the date of payment of the remaining dividends for the financial year 2021 and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;

3. The remainder of the Net Profits for 2021 that has not been appropriated for any particular use will be determined as retained earnings.

III. Stating that the grant of power and authority under point II item 2 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**The Third Item on the Agenda:**

During the discussion of the Third Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Third item	106,233,503,339 (98.362%)	1,758,547,985 (1.628%)	10,726,658 (0.010%)	-

Therefore, the Meeting resolved as follows:

- I. Upon considering the resolution of the Annual General Meeting of Shareholders held in 2021 in relation to the term of office of Mr. Ir. SUWIGNYO BUDIMAN as a Deputy President Director of the Company, confirming the expiration of the term of office of Mr. Ir. SUWIGNYO BUDIMAN as a Deputy President Director of the Company with effect from the date on which the appointment of his successor has become effective;
- II. Expressing the highest gratitude and appreciation to Mr. Ir. SUWIGNYO BUDIMAN for his service and contribution during his term of office as a member of the Company's Board of Directors.
- III. Appointing Mr. GREGORY HENDRA LEMBONG as Deputy President Director of the Company, which will be effective on the first business day of the following month after the Company obtains approval from the Financial Services Authority for such appointment, with a term of office until the close of the Company's Annual General Meeting of Shareholders that will be held in 2026 (two thousand twenty-six), provided that if the appointment of Mr. GREGORY HENDRA LEMBONG as Deputy President Director of the Company is not approved by the Financial Services Authority, the appointment of Mr. GREGORY HENDRA LEMBONG as Deputy President Director of the Company shall automatically become null without requiring subsequent formal cancellation by the Company's General Meeting of Shareholders, and Mr. GREGORY HENDRA LEMBONG will remain in office as a Director of the Company until the close of the Company's Annual General Meeting of Shareholders that will be held in 2026 (two thousand twenty-six).
- IV. Replacing the Company's Director in charge of the compliance function, previously held by Mr. HARYANTO TIARA BUDIMAN, with Mrs. LIANAWATY SUWONO, which will be effective on the first business day of the following month after the Company obtains approval from the Financial Services Authority for the appointment of Mrs. LIANAWATY SUWONO as the Director in charge of the compliance function, with a term of office of Mrs. LIANAWATY SUWONO as the Director in charge of the compliance function until the close of the Company's Annual General Meeting of Shareholders that will be held in 2026 (two thousand twenty-six).

Before the approval for the appointment of Mrs. LIANAWATY SUWONO as the Company's Director in charge of the compliance function is obtained from the Financial Services Authority, Mr. HARYANTO TIARA BUDIMAN will remain in office as the Company's Director in charge of the compliance function until the appointment of his successor has become effective.

If the Financial Services Authority does not approve the appointment of Mrs. LIANAWATY SUWONO as the Company's Director in charge of the compliance function, then Mr. HARYANTO TIARA BUDIMAN will remain in office as the Company's Director in charge of the compliance function, and Mrs. LIANAWATY SUWONO will remain in office as the Company's Director until the close of the Company's Annual General Meeting of Shareholders that will be held in 2026 (two thousand twenty-six) and the appointment of Mrs. LIANAWATY SUWONO as the Company's Director in charge of the compliance function shall automatically become null without requiring subsequent formal cancellation by the Company's General Meeting of Shareholders.

- V. Appointing Mr. ANTONIUS WIDODO MULYONO as Director of the Company, which will be effective on the first business day of the following month after the Company obtains approval from the Financial Services Authority for such appointment, with a term of office until the close of the Company's Annual General Meeting of Shareholders that will be held in 2026 (two thousand twenty-six), provided that if the appointment of Mr. ANTONIUS WIDODO MULYONO as a Director of the Company is not approved by the Financial Services Authority, such appointment shall automatically become null without requiring subsequent formal cancellation by the Company's General Meeting of Shareholders.
- VI. Confirming that after the effectiveness of the change of composition of the Board of Directors of the Company as referred to in points I, III, IV and V of this resolution and with the composition of the Board of Commissioners remaining unchanged, the composition of the Company's Board of Commissioners and Board of Directors is as follows:

**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. ARMAND WAHYUDI HARTONO;
Deputy President Director	: Mr. GREGORY HENDRA LEMBONG;
Director	: Mr. TAN HO HIEN/SUBUR a.k.a SUBUR TAN;
Director	: Mr. RUDY SUSANTO;
Director (concurrently serving as Director of Compliance)	: Mrs. LIANAWATY SUWONO;
Director	: Mr. SANTOSO;
Director	: Miss VERA EVE LIM;
Director	: Mr. HARYANTO TIARA BUDIMAN;
Director	: Mr. FRENGKY CHANDRA KUSUMA;
Director	: Mr. JOHN KOSASIH;
Director	: Mr. ANTONIUS WIDODO MULYONO;

- VII. Granting power and authority to the Board of Commissioners to determine the duties and authorities of and among the members of the Board of Directors of the Company in accordance with the provisions of Article 12 paragraph 9 of the Company's Articles of Association.
- VIII. Granting power and authority to the Board of Directors of the Company, with the right of substitution, to cause the resolution on the composition of the Board of Directors to be expressed in a deed made before a Notary, after the Company obtains an Approval Letter from the Financial Services Authority in respect of such Meeting resolution, and further file any necessary notice with the competent authorities, as well as taking any and all necessary actions in respect of such resolution in accordance with the prevailing laws and regulations.
- IX. Stating that the grant of power and authority under points VII and VIII of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**The Fourth Item on the Agenda:**

During the discussion of the Fourth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Fourth item	98,805,225,024 (91.484%)	9,154,288,998 (8.476%)	43,263,960 (0.040%)	-

Therefore, the Meeting resolved as follows:

- I. Granting power and authority to:
  - a. PT DWIMURIA INVESTAMA ANDALAN as the current majority shareholder of the Company to:
    1. determine the type and/or amount of honorarium, benefits and/or facilities for the members of the Board of Commissioners serving the Company in and over the financial year 2022, with due regard to the recommendations from the Board of Commissioners, which will take into account the recommendations from the Remuneration and Nomination Committee;
    2. determine the amount of bonus payments (*tantieme*) and the distribution thereof to each member of the Board of Commissioners and the Board of Directors of the Company that served the Company in and over the financial year 2021, including all matters related to such bonus payments.
  - b. the Board of Commissioners to determine the type and/or amount of honorarium, benefits and/or facilities for the members of the Board of Directors of the Company serving the Company over the financial year 2022, with due regard to the recommendations from the Remuneration and Nomination Committee.
- II. The amount of salary or honorarium, benefits, and/or facilities to be paid by the Company to the members of the Board of Directors and the Board of Commissioners serving the Company in and over the financial year 2022 and the amount of bonus payments (*tantieme*) to be paid by the Company to the members of the Board of Directors and the Board of Commissioners of the Company who served the Company in and over the financial year 2021 will be set out in the Annual Report for the financial year 2022.
- III. Stating that the grant of power and authority under point I of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**The Fifth Item on the Agenda:**

During the discussion of the Fifth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Fifth item	107,910,303,547 (99.914%)	82,646,835 (0.077%)	9,827,600 (0.009%)	-

Therefore, the Meeting resolved as follows:

- I. Appointing the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) as the Public Accounting Firm registered with the Financial Services Authority to audit/examine the books and records of the Company for the financial year ended 31 December 2022.
- II. Appointing Mr. Jimmy Pangestu, a Public Accountant registered with the Financial Services Authority and practicing through the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) to audit/examine the books and records of the Company for the financial year ended 31 December 2022.
- III. Granting power and authority to the Board of Commissioners to:
  - a. appoint another Public Accounting Firm if the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) for any reason whatsoever is unable to duly finish auditing/examining the books and records of the Company for the financial year ended 31 December 2022;
  - b. appoint another Public Accountant practicing through the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) if Mr. Jimmy Pangestu for any reason whatsoever is unable to duly finish auditing/examining the books and records of the Company for the financial year ended 31 December 2022; and
  - c. take any other actions deemed necessary in relation to the appointment and/or replacement of the Public Accounting Firm and/or Public Accountant registered with the Financial Services Authority including, without limitation, determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm and Public Accountant registered with the Financial Services Authority;

with due regard to the recommendations from the Audit Committee and the prevailing laws and regulations.
- IV. Stating that the grant of power and authority under point III of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**The Sixth Item on the Agenda:**

During the discussion of the Sixth Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Sixth item	107,626,656,872 (99.652%)	321,701,530 (0.298%)	54,419,580 (0.050%)	-

Therefore, the Meeting resolved as follows:

- I. Granting power and authority to the Company's Board of Directors subject to the approval of the Board of Commissioners, to the extent the financial condition of the Company permits and with observance of the prevailing laws and regulations, to determine and pay out interim dividends for the financial year ended 31 December 2022, provided that to ensure compliance with Article 72 the Company Law, if the interim dividends are to be distributed, then the distribution must be made to the shareholders before the end of the financial year 2022, including to determine the form, amount and method of payment of such interim dividends.
- II. Stating that the grant of power and authority under point I of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**The Seventh Item on the Agenda:**

During the discussion of the Seventh Agenda Item, there was no shareholder or their proxies asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
Seventh item	107,939,484,282 (99.941%)	16,885,500 (0.016%)	46,408,200 (0.043%)	-

Therefore, the Meeting resolved as follows:

Approving the amendments to the Company's Recovery Plan, as incorporated in the Recovery Plan of PT Bank Central Asia Tbk 2022, which has been recorded in the supervisory administrative system of the Financial Services Authority, as evident in the letter from the Financial Services Authority Number S-13/PB.3/2022 dated 7 February 2022 on the Update of the Recovery Plan of PT Bank Central Asia Tbk 2022.

**Jakarta, 17 March 2022**  
**PT BANK CENTRAL ASIA Tbk**  
**BOARD OF DIRECTORS**