## NOTICE OF ANNUAL 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 Annual General Meeting of Shareholders (the "Meeting"), which will be held:

Date : Thursday, 16 March 2023

Time : 09:30 Western Indonesia Time (WIB) - onwards

Venue : Menara BCA, Grand Indonesia

Jl. M.H. Thamrin No. 1 Jakarta 10310

Mechanism : Physical and electronic GMS through the Electronic General Meeting

System application of KSEI ("eASY.KSEI")

## **Meeting Agenda:**

 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 2022 and grant of release and discharge of liability (acquit et decharge) to all members of the Board of Directors for their management actions and to all members of the Board of Commissioners of the Company for their supervisory actions during the financial year ended 31 December 2022; Explanation:

When presenting the Annual Report, the Financial Statements, and the Board of Commissioners' Report on its Supervisory Duties, the Company will also present the Company's performance and accomplishments as well as the actions taken by the Board of Commissioners in carrying out its supervisory and advisory functions towards the Board of Directors.

2. Appropriation of the Company's Net Profit for the financial year ended 31 December 2022; Explanation:

The Company will propose that the Company's Net Profit be appropriated for a reserve fund, distribution of cash dividends and that the remaining unappropriated amounts of the net profit be determined as retained earnings.

 Determination of the amount of salary or honorarium and benefits for the financial year 2023 as well as bonus payment (tantiem) for the financial year 2022 payable to the members of the Board of Directors and the Board of Commissioners of the Company;

**Explanation:** 

The Company will propose that the Meeting approve the following:

- i. the grant of authority to the majority Shareholder of the Company to:
- determine the amount of honorarium and benefits payable to the members of the Board of Commissioners for the financial year 2023; and
- b) determine the amount of bonus payment (tantiem) payable to the members of the Board of Commissioners and the Board of Directors for the financial year 2022;
- ii. the grant of authority to the Board of Commissioners to determine the amount of salary and benefits payable to the members of the Board of Directors for the financial year 2023.
- Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practicing through such Registered Public Accounting Firm) to audit the Company's books and accounts for the financial year ended 31 December 2023;

accounts for the financial year ended 31 December 2023;

Explanation:

With due observance of Article 13 paragraph 1 of Regulation of the Financial Services Authority

Number 13/POJK.03/2017 on the Use of the Services of Public Accountants and Public Accounting

Firms in Financial Services Activities in conjunction with Article 19 paragraph 2 letter d of the

Firms in Financial Services Activities in conjunction with Article 19 paragraph 2 letter d of the Company's Articles of Association, the Company will propose that the Meeting approve the appointment of the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PwC global network) and Lucy Luciana Suhenda as the Public Accountant, each being a Public Accounting Firm and a Public Accountant registered with the Financial Services Authority, or another Public Accountant at the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PwC global network) to audit the Company's books and accounts for the financial year ended 31 December 2023.

The Profile of the Public Accounting Firm proposed above will be provided as part of the Meeting materials.

5. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2023;

Explanation:

The payment of interim dividends will be made only to the extent that the financial condition of the Company permits and with due observance of the prevailing laws and regulations.

6. Approval of the Revised Recovery Plan of the Company; and

Explanation:

To comply with the prevailing laws, the Company needs to update its Recovery Plan.

7. Approval of the Resolution Plan of the Company. Explanation:

To comply with the provisions of Article 8 paragraph 1 of Regulation of Indonesia Deposit Insurance Corporation Number 1 of 2021 on the Resolution Plan for Commercial Banks, the Resolution Plan that has been drawn up by the Company will be proposed for approval in the Meeting.

The Meeting materials are now available and downloadable from the Company's website (<a href="https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi">https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi</a>).

## **General Provisions:**

- 1. This Notice of Meeting constitutes an official invitation in accordance with the provisions of Article 82 paragraph (2) of Law No. 40 of 2007 on Limited Liability Companies and Article 52 paragraph (1) of Regulation of the Financial Services Authority No. 15/POJK.04/2020 on the Planning and Conduct of General Meetings of Shareholders of Public Limited Companies in conjunction with Article 21 paragraph 3 of the Company's Articles of Association, 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 eligible to participate or be represented in the Company's Meeting are those whose names are recorded in the Company's Register of Shareholders as of Wednesday, 15 February 2023, 16:00 Western Indonesia Time.
- 3. The electronic Meeting of the Company will be held using the eASY.KSEI application provided by PT Kustodian Sentral Efek Indonesia ("KSEI"), with due observance of the provisions of Regulation of the Financial Services Authority No. 16/POJK.04/2020 on the Implementation of Electronic General Meetings of Shareholders of Public Limited Companies in conjunction with the provisions of Article 24 of the Company's Articles of Association.
- 4. In connection with the conduct of the Meeting through the eASY.KSEI application as referred to above, the Shareholders can participate in the Meeting through the following mechanism:
  - a. electronically attending the Meeting or granting power electronically through the eASY.KSEI application;
  - b. physically attending the Meeting; or
  - c. granting power using a written format of power of attorney as described in the provisions of item 10 letter b of these General Provisions.
- 5. In line with the Government's order as contained in Instruction of the Minister of Home Affairs Number 53 of 2022 on the Prevention and Control of Corona Virus Disease 2019 in the Transition to the Endemic Phase, for the purpose of controlling the spread of Corona Virus Disease 2019 (COVID-19), the Company calls on the Shareholders to attend the Meeting electronically or grant electronic proxy (e-Proxy) through the eASY.KSEI application as referred to in item 4 letter a of these General Provisions, with due observance of the following:
  - The Company's Shareholders that can use the eASY.KSEI application are the shareholders whose shares are kept in the collective custody of KSEI;
  - ii. The Company's Shareholders must first register for the KSEI Securities Ownership Reference facility ("AKSes KSEI"). For the Shareholders that have not been registered, please register through the website (https://akses.ksei.co.id/);
  - iii. To use the eASY.KSEI application, the Shareholders can go to the eASY.KSEI menu, then click the eASY.KSEI Login submenu found on the AKSes KSEI facility (https://akses.ksei.co.id/).

The manual for registration, use, and further explanation concerning eASY.KSEI application (e-Proxy and e-Voting) can be obtained from the website (<a href="https://akses.ksei.co.id/">https://akses.ksei.co.id/</a>).

- 6. The Company's Shareholders or their proxies that will electronically attend the Meeting through the eASY.KSEI application as referred to in item 4 letter a of these General Provisions should observe the following provisions:
  - a. The Company's Shareholders can declare their electronic attendance until 15 March 2023,



- b. With regard to the attendance registration:
  - The Company's Shareholders that have not declared their electronic attendance until the deadline as referred to in item 6 letter a above of these General Provisions;
  - ii) The Company's Shareholders that have declared their electronic attendance but have not cast their votes until the Deadline for Attendance Declaration;
  - (iii) The Individual Representatives and the independent parties appointed by the Company (i.e., PT Raya Saham Registra as the Company's Securities Administration Bureau ("SAB")) that have received powers of attorney from the Company's Shareholders but the relevant Shareholders have not cast their votes until the Deadline for Attendance Declaration;
  - (iv) The KSEI Participants/Intermediaries (Custodian Banks or Securities Companies) that have received powers of attorney from the Company's Shareholders that have cast their votes through the eASY.KSEI application;
  - must register attendance through the eASY.KSEI application on the date of the Meeting from 07:30 to 09:00 Western Indonesia Time.
- c. Any delay or failure to complete the electronic attendance registration process for any reason will result in the Shareholders or their proxies not being permitted to electronically attend the Meeting and their share ownership not being taken into account in the attendance quorum.
- 7. The Company's shareholders that hold the Company's shares in script form can grant power using the written power of attorney available on the Company's website (https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi).
- 8. The Company's Shareholders or their proxies that will physically attend the Meeting as referred to in item 4 letter b of these General Provisions are kindly requested to provide the registration officer with the original copy of the Written Confirmation to Attend the GMS (hereinafter referred to as the "KTUR") and the original copy of their Resident ID Card (hereinafter referred to as the "KTP") or any other identity card before entering the Meeting room. The representatives of the Company's corporate Shareholders, in addition to providing the original copy of the KTUR and the copy of their KTP or any other identity 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 they represent.
- In the event that a Shareholder or their proxy has declared or registered their attendance electronically, but later physically attend the Meeting, the Company will cancel the electronic attendance of such Shareholder or their proxy in eASY.KSEI application.
- 10. Any Shareholder of the Company may be represented by a proxy:
  - a. by granting an electronic proxy (e-Proxy) through the eASY.KSEI application as referred to in item 4 letter a of these General Provisions, provided that such Shareholder is required to submit a power of attorney and/or cast their votes, change the proxy and/or the votes on the Meeting agenda items, or revoke the power of attorney, all electronically through the eASY.KSEI application from the date of this Meeting Notice until the Deadline for Attendance Declaration;
  - b. by using a written format of power of attorney as provided on the Company's website (<a href="https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi">https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi</a>), subject to the following provisions:
    - No Shareholder of the Company may grant power to more than one proxy for any part of their shares with different votes;
    - ii. If the power of attorney as described in item 10 letter b of these General Provisions is signed outside the territory of the Republic of Indonesia, such power attorney must be signed before the local notary public and authenticated by the local embassy of the Republic of Indonesia;
    - iii. The form of power of attorney can be downloaded from the Company's website and the completed power of attorney must be delivered to the SAB, having its office at Plaza Sentral, 2nd Floor, Jl. Jend. Sudirman Kav. 47-48, Jakarta 12930, Phone +6221 2525666, Fax +6221 2525028, on any business day from the date of the Meeting Notice until Monday, 13 March 2023, 16:00 Western Indonesian Time, at the latest.
  - c. If any member of the Board of Directors, the Board of Commissioners, and any employee of the Company act as a proxy for the Shareholders in the Meeting, any vote they cast as a proxy will not be counted in the poll.
- 11. The Company's Shareholders or their proxies can view the ongoing Meeting through a Zoom webinar by selecting the eASY.KSEI menu and the *Tayangan RUPS* (GMS Video Streaming) submenu on the AKSes KSEI facility (<a href="https://akses.ksei.co.id/">https://akses.ksei.co.id/</a>) or the *Tayangan RUPS* menu on the AKSes Mobile KSEI application, subject to the following provisions:
  - a. The Company's Shareholders or their proxies have been registered on the eASY.KSEI application by no later than 15 March 2023, 12:00 Western Indonesia Time.
  - b. The GMS video streaming has a capacity of up to 500 participants, and the participants' attendance will be determined on a first-come, first-served basis. The Company's Shareholders or their proxies that cannot view the Meeting through the GMS Video Streaming will still be considered as validly attending the electronic Meeting and their share ownership and votes will be taken into account in the Meeting as long as they have been registered on the eASY.KSEI application.
  - c. The Company's Shareholders or their proxies that only view the ongoing Meeting through the GMS Video Streaming but are not duly registered for the electronic attendance on the eASY.KSEI application will not be considered as validly attending the electronic Meeting and therefore their attendance will not be counted in the attendance quorum for the Meeting.
- 12. To get the best experience in using the eASY.KSEI application and/or the GMS Video Streaming, the shareholders or their proxies are advised to use the Mozilla Firefox browser.
- 13. If after the date of this Meeting Notice there are changes in the technical operations of the eASY.KSEI application, or changes to any regulations, guidelines and/or explanations of KSEI related to the conduct of electronic meetings through the eASY.KSEI application, then such changes shall apply to the conduct of the Meeting, and all the provisions in these General Provisions concerning the conduct of electronic Meeting through the eASY.KSEI application are deemed to be adjusted to such changes.

## Additional Information:

To help control the spread of the COVID-19, in line with the Government's order as contained in Instruction of the Minister of Home Affairs Number 53 of 2022 on the Prevention and Control of Corona Virus Disease 2019 in the Transition to the Endemic Phase, the Company will limit the number of Shareholders that can physically attend the Meeting. Any Shareholder or their proxy that will physically attend the Meeting must ensure that they are in good health, not confirmed positive to COVID-19, and not in close contact with a patient confirmed positive to COVID-19 and must follow the applicable health protocol at the Meeting venue as established by the Company, among other things, as set out below:

- 1) The Shareholder or their proxy must wear a face mask while at the Meeting venue.
- 2) The Shareholder or their proxy must use the hand sanitizer provided before entering the Meeting
- 3) To implement the physical distancing policy, the Meeting helpers will guide the Shareholder or their proxy to the designated rooms and limit the number of participants in 1 (one) room.
- 1) The Shareholder or their proxy must follow the Meeting committee's direction in implementing the physical distancing policy while at the Meeting venue.
- Any Shareholder that has arrived at the Meeting venue but cannot enter the Meeting room due to the limited room capacity may still exercise their rights by electronically attending the Meeting or granting power (to attend the Meeting and cast a vote on each Meeting agenda item) to the independent party designated by the Company (a Representative of the SAB), by completing and signing the written power of attorney provided by the Company at the Meeting venue.
- The Company's Shareholders or their proxies are kindly requested to be at the Meeting venue by 07:30 Western Indonesia Time to ensure that the Meeting will start punctually. Registration will be closed at 09:00 Western Indonesia Time. The Shareholders or their proxies that arrive after the registration is closed will be deemed absent and therefore deprived of their right to put forward any suggestions and/or ask questions and cast votes at the Meeting.
- Suggestions and/or ask questions and cast votes at the Meetil
   The Company will not provide any souvenirs, food, and drink.
- 8) Any update and/or additional information on the procedure for conducting the Meeting in relation to the latest condition and development of the integrated measures and control for preventing the spread of COVID-19 will be published on the Company's website (<a href="https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi">https://www.bca.co.id/en/tentang-bca/tata-kelola/Aksi-Korporasi</a>).
- In the event of an emergency, which makes it impossible for the Company to hold a physical Meeting, the Company will hold the Meeting electronically without the physical presence of the Shareholders upon prior notice to the Company's Shareholders.

