



## 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, 16 March 2023
- Venue : Menara BCA Grand Indonesia  
Jalan M.H. Thamrin No.1  
Jakarta 10310
- Time : 10.07 until 12.46 Western Indonesia Time
- Mechanism : The General Meeting of Shareholders is held physically and electronically through an application provided by PT Kustodian Sentral Efek Indonesia (“KSEI”), namely the *Electronic General Meeting System* KSEI (“eASY.KSEI”).
- 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 2022 and grant of release and discharge of liability (*acquitt 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;
  2. Appropriation of the Company's Net Profit for the financial year ended 31 December 2022;
  3. 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;
  4. 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;
  5. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2023;
  6. Approval of the Revised Recovery Plan of the Company;
  7. Approval of the Resolution 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. 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

\* Attend the Meeting through video conference, which enabled them to see, listen and participate 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 108,085,030,444 (one hundred eight billion eighty-five million thirty thousand four hundred forty-four) shares or equal to 87.678% 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 1 (one) question from shareholder.

### **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.

The voting mechanism conducted in accordance with the rules and procedures of the Meeting, among others, as follows:

1. The Meeting resolutions shall be adopted by means of deliberation for consensus;
2. If the Meeting fails to adopt a resolution by deliberation for consensus, the resolution will be adopted by voting. During the voting, the shareholders or the shareholders' 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 at the Meeting;
4. Under the provisions of Article 47 of 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 their proxies that electronically attend the Meeting to cast their votes through the E-Meeting Hall in the eASY.KSEI application.
6. If the shareholder or the shareholder's proxy that electronically attend the Meeting fails 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", the shareholder or the shareholder's proxy will be deemed to ABSTAIN on the relevant Meeting agenda item;
7. 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;
8. The Chairperson of the Meeting will ask the shareholders or the shareholders' proxies who physically attend the Meeting that DISAGREE or ABSTAIN on the relevant proposal to raise their hands and submit their ballots to the Meeting helpers. For shareholder's proxy who physically attend the meeting based on power of authority with the votes casted through the eASY.KSEI application, the votes that will be counted are those cast by the shareholder through the eASY.KSEI application, and therefore the shareholder's proxy need not submit the ballot to the Meeting helpers;

9. 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;
10. Subsequently, the votes cast by the shareholders or their proxies, either physically or electronically, will be counted by PT Raya Saham Registra as the Company's Securities Administration Bureau or 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 157 dated 16 March 2023, drawn up by Christina Dwi Utami, SH, M.Hum, M.Kn, a Notary of 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:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>	<b>Questions</b>
First item	107,576,773,734 (99.529%)	20,991,185 (0.020%)	487,265,525 (0.451%)	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 2022, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network), as evident from its report 00017/2.1025/AU.1/07/1124-3/1/1/2023 dated 25 January 2023 with unmodified opinion, as contained in the 2022 Annual Report; and
  2. the Board of Commissioners' Report on its Supervisory Duties, for the financial year ended 31 December 2022, as contained in the 2022 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 2022, to the extent that such actions were reflected in the Company's Annual Report and Financial Statements for the financial year ended 31 December 2022 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	107,808,270,849 (99.743%)	300 (0.001%)	276,759,295 (0.256%)	-

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 2022, 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 2022 amounted to Rp40,735,722,526,481 (forty trillion seven hundred thirty-five billion seven hundred twenty-two million five hundred twenty-six thousand four hundred eighty-one rupiah) ("**Net Profits for 2022**").

- II. Appropriating the Company's Net Profits for 2022 as follows:

1. An amount of Rp407,357,225,265 (four hundred seven billion three hundred fifty-seven million two hundred twenty-five thousand two hundred sixty-five rupiah) will be appropriated for reserve fund.
2. An amount of Rp25,271,385,250,000 (twenty five trillion two hundred seventy-one billion three hundred eighty-five million two hundred fifty thousand rupiah) or Rp205 (two hundred five rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2022 to the shareholders entitled to receive cash dividends; such amount includes the interim dividends of Rp4,314,626,750,000 (four trillion three hundred fourteen billion six hundred twenty-six million seven hundred fifty thousand rupiah) or equal to Rp35 (thirty-five rupiah) per share already paid out by the Company on 20 December 2022 accordingly, the remaining amount of dividends is Rp20,956,758,500,000 (twenty trillion nine hundred fifty-six billion seven hundred fifty-eight million five hundred thousand rupiah) or equal to Rp170 (one hundred seventy 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 2022 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 2022, 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 2022, 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 2022; and
  - (bb) stipulating the date of payment of the remaining dividends for the financial year 2022 and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;
3. The remaining of the Net Profits for 2022 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 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	100,967,432,868 (93.415%)	6,808,857,896 (6.298%)	310,739,680 (0.287%)	-

Therefore, the Meeting resolved as follows:

- I. Granting power and authority to Board of Commissioners of the Company to determine the type and/or amount of salary, benefits and/or facilities for the members of the Board of Directors of the Company serving the Company over the financial year 2023, with due regard to the recommendations from the Remuneration and Nomination Committee.
- II. Granting power and authority to PT DWIMURIA INVESTAMA ANDALAN as the current majority shareholder of the Company, to determine the type and/or amount of honorarium, benefits and/or facilities for the members of the Board of Commissioners serving the Company over the financial year 2023, with due regard to the recommendations from the Board of Commissioners, which will take into account the recommendations from the Remuneration and Nomination Committee;
- III. Upon considering the performance of the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2022, and after receiving inputs from the Board of Commissioners, which also took into account the inputs from the Company's Board of Directors and the recommendations from the Remuneration and Nomination Committee, proposing that the Meeting determine a maximum amount of Rp670,000,000,000 (six hundred seventy billion rupiah) for the bonus payments (*tantieme*) payable to the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2022.

In relation to such bonus payments (*tantieme*), we proposed that PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, be granted the power and authority to determine the amount of bonus payments (*tantieme*) and determine the distribution thereof to each member of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2022, including all matters related to such bonus payments.

- IV. 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 2023 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 who served in and over the financial year 2022 will be set out in the Annual Report for the financial year 2023.
- V. Stating that the grant of power and authority under points I, II, and 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 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	107,769,928,164 (99.708%)	38,333,485 (0.036%)	276,768,795 (0.256%)	-

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 2023;
- II. Appointing Mrs. Lucy Luciana Suhenda, 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 2023;
- 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 2023;
  - b. Appoint another Public Accountant practicing through the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC global network) if Mrs. Lucy Luciana Suhenda 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 2023; 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 for 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 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	107,808,270,249 (99.743%)	300 (0.001%)	276,759,895 (0.256%)	-

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 2023, 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 2023, 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 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	107,732,539,564 (99.674%)	68,924,685 (0.064%)	283,566,195 (0.262%)	-

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 2023, 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-69/PB.3/2022 dated 29 December 2022 on the Update of the Recovery Plan of PT Bank Central Asia Tbk 2023.



**The Seventh Item on the Agenda:**

During the discussion of the Seventh Agenda Item, there was 1 (one) 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	107,727,135,419 (99.669%)	68,924,685 (0.064%)	288,970,340 (0.267%)	1

Therefore, the Meeting resolved as follows:

- I. Approving Resolution Plan of PT Bank Central Asia Tbk 2022 that has been submitted by the Company to Indonesia Deposit Insurance Corporation (LPS) on 23 November 2022.
- II. Granting power and authority to the Company's Board of Directors, subject to the approval of the Board of Commissioners, to take any and all actions deemed necessary in relation to the revision of Resolution Plan of PT Bank Central Asia Tbk 2022 in accordance with the request of LPS with due observance of the prevailing laws and regulations.
- III. Stating that the grant of power and authority under point II of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

**Jakarta, 16 March 2023  
PT BANK CENTRAL ASIA Tbk  
BOARD OF DIRECTORS**