



## 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, 14 March 2024
- Venue : Menara BCA Grand Indonesia  
Jalan M.H. Thamrin No.1  
Jakarta 10310
- Time : 09.49 until 12.15 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 2023 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 2023;
  2. Appropriation of the Company's Net Profit for the financial year ended 31 December 2023;
  3. Determination of the amount of salary or honorarium and benefits for the financial year 2024 as well as bonus payment (*tantiem*) for the financial year 2023 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 2024;
  5. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2024;
  6. 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. 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 in charge of the Compliance function)	:	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

**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/or the shareholders' proxies representing 109,394,556,800 (one hundred nine billion three hundred ninety-four million five hundred fifty-six thousand eight hundred) shares or equal to 88.740% (eighty-eight point seven four zero percent) 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 were 5 (five) shareholders asking questions.

Second Agenda:

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

Third Agenda:

There was 1 (one) shareholder asking question.

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 were 2 (two) shareholders asking 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 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 Annual General Meeting of Shareholders of PT BANK CENTRAL ASIA Tbk" Number 87 dated 14 March 2024, drawn up by Christina Dwi Utami, SH, M.Hum, M.Kn, a Notary of West Jakarta Administration City, as summarized below:

#### **The First Item on the Agenda:**

During the discussion of the First Agenda Item, there were 5 (five) shareholders asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>
First item	108.702.268.987 (99,367%)	256.511.645 (0,235%)	435.776.168 (0,398%)

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 2023, audited by the KAP Tanudiredja, Wibisana, Rintis & Rekan - a member firm of the PwC global network (hereinafter referred to as "PwC Indonesia"), as evident from its report Number 00017/2.1025/AU.1/07/0029-1/1/2024 dated 24 January 2024 with unmodified opinion, as contained in the 2023 Annual Report; and
  2. the Board of Commissioners' Report on its Supervisory Duties, for the financial year ended 31 December 2023, as contained in the 2023 Annual Report.
- II. Granting a release and discharge of liability (*acquitt 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 2023, to the extent that such actions were reflected in the Company's Annual Report and Financial Statements for the financial year ended 31 December 2023 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>
Second item	106,980,104,967 (97.793%)	2,143,757,446 (1.960%)	270,694,387 (0.247%)

Therefore, the Meeting resolved as follows:

- I. According to the Company's Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2023, 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 2023 amounted to Rp48,639,121,868,737 (forty eight trillion six hundred thirty-nine billion one hundred twenty-one million eight hundred sixty-eight thousand seven hundred thirty seven rupiah) ("**Net Profits for 2023**").
- II. Appropriating the Company's Net Profits for 2023 as follows:
  1. An amount of Rp486,391,218,687 (four hundred eighty-six billion three hundred ninety-one million two hundred eighteen thousand six hundred eightyseven rupiah) will be appropriated for reserve fund.
  2. An amount of An amount of Rp33,284,263,500,000 (thirty three trillion two hundred eighty four billion two hundred sixty three million five hundred thousand rupiah) or Rp270 (two hundred seventy rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2023 to the shareholders entitled to receive cash dividends; such amount includes the interim dividends of Rp5,239,189,625,000 (five trillion two hundred thirty-nine billion one hundred eighty-nine million six hundred twenty-five thousand rupiah) or equal to Rp42.50 (fourty-two rupiah fifty cents) per share already paid out by the Company on 20 December 2023; accordingly, the remaining amount of dividends is Rp28,045,073,875,000 (twenty-eight trillion fourty-five billion seventy-three million eight hundred seventy-five thousand rupiah) or equal to Rp227.50 (two hundred twenty seven rupiah fifty cents) per share.

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

- (i) the remaining amount of dividends for the financial year 2023 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 2023, 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 2023, 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 2023; and
  - (bb) stipulating the date of payment of the remaining dividends for the financial year 2023 and any other technical matters with due observance of the regulations of the Indonesia Stock Exchange where the Company's shares are listed.
3. The remaining of the Net Profits for 2023 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 1 (one) shareholder asking question, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>
Third item	99,658,226,256 (91.100%)	9,463,827,405 (8.651%)	272,503,139 (0.249%)

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 2024, 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 2024, 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 2023, 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 Rp 765,000,000,000 (seven hundred sixty-five 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 2023.

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 2023, 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 2024 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 2023 will be set out in the Annual Report for the financial year 2024.
- 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>
Fourth item	109,055,546,936 (99.690%)	86,798,877 (0.079%)	252,210,987 (0.231%)

Therefore, the Meeting resolved as follows:

- I. Appointing the PwC Indonesia 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 2024.
- II. Appointing Mrs. Lucy Luciana Suhenda, a Public Accountant registered with the Financial Services Authority and practicing through the PwC Indonesia to audit/examine the books and records of the Company for the financial year ended 31 December 2024.
- III. Granting power and authority to the Board of Commissioners to:
  - a. appoint another Public Accounting Firm if the PwC Indonesia 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 2024;
  - b. appoint another Public Accountant practicing through the PwC Indonesia 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 2024; 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.
 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>
Fifth item	106,980,105,067 (97.793%)	2,143,757,446 (1.960%)	270,694,287 (0.247%)

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 2024, 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 were 2 (two) shareholders asking questions, and the voting outcome is as follows:

<b>Agenda</b>	<b>Agree</b>	<b>Disagree</b>	<b>Abstain</b>
Sixth item	106,925,118,367 (97.743%)	2,217,111,146 (2.027%)	252,327,287 (0.230%)

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 2024, 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-6/PB.3/2023 dated 21 December 2023 on the Update of the Recovery Plan of PT Bank Central Asia Tbk 2024.

**Jakarta, 14 March 2024**  
**PT BANK CENTRAL ASIA Tbk**  
**BOARD OF DIRECTORS**