

# CORPORATE GOVERNANCE



## GLOSSARY

No.	Keywords/Terms	Initials
1.	Accounting Education Program	PPA
2.	Annual General Meeting of Shareholders	AGMS
3.	Annual Report	AR
4.	<i>Asset &amp; Liability Committee</i>	ALCO
5.	ASEAN Corporate Governance Scorecard	ACGS
6.	Audit Committee	AC
7.	Bank Indonesia	BI
8.	Bank Indonesia Circular Letter	BI Circular Letter
9.	Bank Indonesia Regulation	BI Regulation
10.	Bank Sustainability Report	Sustainability Report
11.	Corporate	BCA
12.	Corporate Social Responsibility	CSR
13.	Credit Committee	CC
14.	Credit Policy Committee	CPC
15.	Extraordinary General Meeting of Shareholders	EGMS
16.	Financial Report	FR
17.	Financial Services Authority	OJK
18.	Financial Services Authority Circular Letter	OJK Circular Letter

No.	Keywords/Terms	Initials
19.	Financial Services Authority Regulation	OJK Regulation
20.	Financial Services Institution	FSI
21.	Good Corporate Governance	GCG
22.	Indonesia Deposit Insurance Corporation	IDIC
23.	Indonesia Stock Exchange	IDX
24.	Informatics Engineering Education Program	PPTI
25.	Information Technology Steering Committee	ITSC
26.	Integrated Governance Committee	IGC
27.	Integrated Risk Management Committee	IRMC
28.	Number (for Regulation)	No.
29.	Personnel Case Advisory Committee	PCAC
30.	PT Bank Central Asia Tbk	BCA
31.	Public Accountant	PA
32.	Public Accounting Firm	PAF
33.	Remuneration and Nomination Committee	RNC
34.	Risk Management Committee	RMC
35.	Risk Oversight Committee	ROC
36.	Small Medium Enterprises	SME
37.	Subsidiary Company of PT Bank Central Asia Tbk	Subsidiary
38.	Value Added Tax	VAT

# CONTENTS

<b>INTRODUCTION</b>		
1. Objective of Corporate Governance Implementation	304	
2. Roadmap	304	
3. References	306	
4. Good Corporate Governance Framework and Action Plan	307	
A. Corporate Governance Structure	309	
B. Implementation	310	
1) Internal Policies Related to Good Corporate Governance	310	
2) Compliance with Good Corporate Governance Principles	313	
3) Internalization	320	
C. Assessment of Good Corporate Governance Implementation	323	
1) Internal Assessment	323	
2) External Assessment	324	
<b>GENERAL MEETINGS OF SHAREHOLDERS</b>		325
1. Shareholders' Rights	326	
2. 2019 Annual GMS and Extraordinary GMS	326	
a. AGMS	327	
b. EGMS	328	
3. Procedures for Organizing AGMS and EGMS	330	
4. Attendance of Management, Committees and Shareholders	337	
5. Chairperson of AGMS and EGMS	337	
6. Rules of Procedure AGMS and EGMS	337	
7. Decision Making Methods	339	
8. The Vote Counting Mechanism for AGMS and EGMS	340	
9. 2019 AGMS Decision and its Realization	341	
10. 2019 EGMS Decision and its Realization	347	
11. 2018 AGMS and EGMS Decision and its Realization	348	
12. Realization of Dividend Payment	355	
13. Statement Regarding the Unrealized Decision of the GMS	355	
<b>INFORMATION ON CONTROLLING SHAREHOLDER</b>		355
<b>BOARD OF COMMISSIONERS</b>		356
1. Legal Basis	356	
2. Board of Commissioners Charter	357	
3. Duties and Responsibilities of the Board of Commissioners	357	
4. Authorities of the Board of Commissioners	359	
5. Criteria for Members of the Board of Commissioners	360	
6. Nomination for Members of the Board of Commissioners	361	
7. Number and Composition of the Members of the Board of Commissioners	362	
8. Composition of Board of Commissioners Members During 2019	363	
9. Induction Program for New Board of Commissioners Members	364	
10. Training Programs to Enhance the Competence of Members of the Board of Commissioners	364	
11. Share Ownership for Members of the Board of Commissioners that Amounts to 5% or More of Paid-Up Capital	366	
12. Dual Positions of Members of the Board of Commissioners	368	
13. Report on Task Implementation and Assessment of Committees under the Board of Commissioners	369	
14. Policy on Loan Facilities for The Board of Commissioners	372	
15. Board of Commissioners Supervisory Duties Report	372	
16. Performance Evaluation of Members of the Board of Commissioners	372	
<b>INDEPENDENT COMMISSIONERS</b>		372
<b>BOARD OF DIRECTORS</b>		
1. Legal Basis	373	
2. Guidelines and Code of Conduct of Board of Directors (BoD Charter)	374	
3. Duties and Responsibilities of the Board of Directors	374	
4. Authorities of the Board of Directors	375	
5. Criteria for the Board of Directors	375	
6. Nomination for Members of the Board of Directors	376	
7. Number and Composition of the Members of the Board of Directors	378	
8. Composition of BCA Board of Directors During 2019	379	
9. Division of Duties and Responsibilities of the Board of Directors	381	
10. Induction Program for New Members of the Members of Board of Directors	381	
11. Training Programs to Enhance the Competence of Members of the Board of Directors	381	

12. Share Ownership for Directors that Amounts to 5% or More of Paid-Up Capital	387	10. Policies and Meetings Implementation of AC	424
13. Dual Positions of Members of the Board of Directors	388	11. Realization of Work Program and Implementation of AC Activities in 2019	425
14. Performance Assessment of Executive Committees of the Board of Directors	389		
15. Policy on Loan Facilities For The Board Of Directors	393	<b>RISK OVERSIGHT COMMITTEE (ROC)</b>	426
16. Performance Assessment of Members of the Board of Directors	393	1. Legal Basis	426
		2. ROC Charter	426
<b>BOARD OF COMMISSIONERS MEETINGS, BOARD OF DIRECTORS MEETINGS, AND JOINT MEETINGS</b>	393	3. Structure and Membership of ROC	427
1. Board of Commissioners Meeting	393	4. Profiles and Qualifications of ROC Members	427
2. Board of Directors Meeting	397	5. Education or Training Activities	427
3. Joint Meetings of the Board of Commissioners with the Board of Directors	400	6. Term of Duty of ROC	428
		7. Independence of ROC Members	428
<b>AFFILIATED RELATIONSHIP</b>		8. Duties and Responsibilities of Risk Oversight Committee	429
1. Affiliated Relationships of Members of the Board of Commissioners	403	9. Authorities of ROC	429
2. Affiliated Relationships of Members of Board of Directors	403	10. Policies and Meetings Implementation of ROC	429
3. Statement of Independence of the Board of Commissioners and Board of Directors	404	11. Realization of Work Program and Implementation of Activities of ROC in 2019	430
<b>DIVERSITY IN THE COMPOSITION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS</b>	405	<b>REMUNERATION AND NOMINATION COMMITTEE (RNC)</b>	431
		1. Legal Basis	431
<b>PERFORMANCE ASSESSMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS</b>	407	2. Principle Function of the RNC	431
		3. RNC Guidelines	431
<b>REMUNERATION POLICY</b>	409	4. Structure and Membership of the RNC	431
1. Remuneration for the Board of Commissioners	409	5. Profiles and Qualifications of the RNC	432
2. Remuneration for the Board of Directors	411	6. Education or Training Activities	432
3. BCA Remuneration Implementation	413	7. Term of Duty of the RNC	432
		8. Independence of the RNC	432
<b>BOARD OF COMMISSIONERS COMMITTEES</b>	420	9. Duties and Responsibilities of the RNC	433
<b>AUDIT COMMITTEE</b>	420	10. Policies and Meetings Implementation of the RNC	434
1. Legal Basis	420	11. Policies Concerning Board of Directors Succession Plan	435
2. AC Charter	420	12. Realization of Work Program of the RNC in 2019	435
3. Structure and Membership of AC	420	13. Remuneration of the RNC	435
4. Profiles and Qualifications of AC Members	421		
5. Education or Training Activities	421	<b>INTEGRATED GOVERNANCE COMMITTEE (IGC)</b>	435
6. Term of Duty of AC	422	1. Legal Basis	435
7. Independence of AC Members	422	2. IGC Guideline and Code of Conduct	435
8. Duties and Responsibilities of AC	423	3. Structure and Membership of IGC	436
9. Authorities of AC	424	4. Members Profile	436
		5. Education or Training	437
		6. Term of Office of IGC Members	439
		7. Independence of IGC Members	439
		8. Duties and Responsibilities of IGC	439

9. Work Mechanism	439	3. Structure, Membership, and Voting Status of CPC	451
10. Policy and Implementation of Meetings	439	4. Duties and Responsibilities of CPC	452
11. Realization of Work and Implementation Activities of Integrated Governance Program in 2019	440	5. CPC Meeting	452
		6. Decision Making	452
<b>EXECUTIVE COMMITTEES OF THE BOARD OF DIRECTORS</b>	441	7. Frequency of CPC Member Meetings During 2019	452
<b>ASSET &amp; LIABILITY COMMITTEE (ALCO)</b>	441	8. Accountability Reporting	453
1. Main Functions of ALCO	441	9. Realization of the CPC Work Program in 2019	453
2. Authorities of ALCO	441		
3. Membership Structure of ALCO and Voting Right Status	442	<b>CREDIT COMMITTEE (CC)</b>	454
4. Main Duties of ALCO Members	442	1. Main Functions of CC	454
5. Meeting of ALCO	442	2. Authorities of CC	454
6. Decision Making	443	3. Membership Structure of CC and Voting Rights Status	455
7. Frequency of ALCO Meetings in 2019	443	4. Duties and Responsibilities of CC	455
8. Report of Responsibility	444	5. CC Meetings	455
9. Realization of Work Program in 2019	444	6. Decision Making	456
		7. Frequency of CC Meeting in 2019	456
<b>RISK MANAGEMENT COMMITTEE (RMC)</b>	445	8. Realization of Meetings in 2019	457
1. RMC Main Core Functions	445		
2. Authorities of RMC	445	<b>INFORMATION TECHNOLOGY STEERING COMMITTEE (ITSC)</b>	458
3. Structure, Membership of RMC and Voting Rights Status	445	1. Main Functions of ITSC	458
4. Main Duties of RMC Members	446	2. Authorities of ITSC	458
5. RMC Meetings	446	3. Structure, Membership and Voting Rights Status of ITSC	459
6. Decision Making	446	4. Duties and Responsibilities of ITSC	459
7. Frequency of RMC Meetings in 2019	447	5. Meetings of ITSC	460
8. Accountability Reporting	447	6. Decision Making	460
9. Realization of RMC Work Unit Year 2019	447	7. Frequency of ITSC Meetings in 2019	460
		8. Accountability Reporting	461
<b>INTEGRATED RISK MANAGEMENT COMMITTEE (IRMC)</b>	448	9. Realization of Work Programs of ITSC in 2019	461
1. Main Functions of IRMC	448		
2. Authorities of IRMC	448	<b>PERSONNEL CASE ADVISORY COMMITTEE</b>	462
3. Structure, of IRMC Membership, and Status of Voting Rights	448	1. Main Functions of the PCAC	462
4. Main Duties of IRMC	449	2. Authorities of the PCAC	462
5. Meetings of IRMC	449	3. Membership Structure of PCAC	462
6. Decision Making	449	4. Main Duties of the PCAC	463
7. Frequency of IRMC Meeting in 2019	450	5. Meetings of the PCAC	463
8. Accountability Reporting	450	6. Decision Making	463
9. Realization of Work Program in 2019	450	7. Frequency of the PCAC Meetings in 2019	463
		8. Accountability Report	464
<b>CREDIT POLICY COMMITTEE (CPC)</b>	451	9. Realization of Work Program of PCAC 2019	464
1. Main Functions of CPC	451		
2. Authorities of CPC	451		

<b>CORPORATE SECRETARY</b>	464	<b>IMPLEMENTATION OF RISK MANAGEMENT</b>	482
1. Structure and Position of the Corporate Secretary	464	1. Overview of BCA's Risk Management System	482
2. Corporate Secretary Profile	465	2. Risk Management System	483
3. Competence Development and Training Programs	466	3. Risks Faced and Managed	483
4. Corporate Secretary Functions	466	4. Review/Results Review of Risk Management System Implementation	488
5. Brief Description of the Implementation of Corporate Secretary Duties in 2019	467		
6. Corporate Secretary Report in 2019	467	<b>INTERNAL CONTROL SYSTEM</b>	489
7. Information Disclosure Report	470	1. Main Components of Internal Control System	490
		2. Implementation of Internal Control	490
<b>MAIN DUTIES OF INVESTOR RELATIONS</b>	470		
1. Main Duties of Investor Relations	470	<b>ANTI FRAUD STRATEGY IMPLEMENTATION</b>	492
2. Activities of Investor Relations	471	1. Introduction	492
3. Investor Relations Contact	472	2. Background	492
		3. Objectives	492
<b>INTERNAL AUDIT FUNCTION</b>	472	4. Implementation and Internalization	493
1. Position and Structure of the Internal Audit Division	472		
2. Procedure for Appointment/Dismissal of the Internal Audit Division	473	<b>WHISTLEBLOWING SYSTEM</b>	495
3. Head of Internal Audit Division	473	1. Whistleblowing Procedure	495
4. Human Resources of Internal Audit Division	473	2. Whistleblower Protection	496
5. Internal Audit Charter	474	3. Report Management	496
6. Independency	474	4. Parties Managed the Report	496
7. Auditor's Code of Ethics	475		
8. Duties and Responsibilities of the Internal Audit Division	475	<b>ANTI GRATUITY</b>	498
9. Audit Implementation Standards	475		
10. Implementation of Internal Audit Division Activities in 2019	475	<b>AFFILIATED TRANSACTION AND CONFLICT OF INTERESTS</b>	499
11. Focus of the 2020 Audit Plan	476		
		<b>LEGAL CASES</b>	503
<b>PUBLIC ACCOUNTING FIRM (EXTERNAL AUDIT)</b>	476	1. Criminal Cases	503
1. Name of the PA	476	2. Civil Cases	503
2. Name of the PAF	476		
3. Procedures for Using PA Services	477	<b>SIGNIFICANT CASES AND ADMINISTRATIVE SANCTIONS TOWARD VIOLATIONS</b>	505
4. 2019 Audit Fees	478	Administrative Sanctions from Related Authorities	506
5. Other Services Provided by PAF/PA Beyond Audit	478		
		<b>INFORMATION ACCESS AND CORPORATE DATA</b>	507
<b>COMPLIANCE FUNCTION</b>	478	1. Stakeholders Involvement	507
1. The Work Implementation of Compliance Function Work During 2019	479	2. Product Information and Transparency	509
2. Compliance Indicators in 2019	480	3. Media	509
3. Anti-Money Laundering and Terrorism Financing Prevention Program (AML and CFT)	481	4. Information Access	509
4. Integrated Compliance Function	481	5. BCA website	510
		6. BCA Social Media	511
		7. List of Press Releases in 2019	512
		8. Correspondence with OJK and IDX	518
		9. Internal Communication	521

<b>CODE OF ETHICS</b>	523	<b>IMPLEMENTATION OF INTEGRATED GOVERNANCE</b>	534
1. Core of BCA's Code of Ethics	523	1. Requirements of Main Entity's Board of Commissioners and Board of Directors	534
2. Enforcement of Code of Ethics	523	2. Duties and Responsibilities of Main Entity's Board of Commissioners and Board of Directors	537
3. Socialization	523	3. Duties and responsibilities of the Integrated Governance Committee	537
4. Code of Ethics Related to Anti-Corruption	524	4. Duties and responsibilities of the Integrated Compliance Unit	538
5. Code of Ethics Related to Vendors	524	5. Duties and Responsibilities of the Integrated Internal Audit Unit	538
6. Enforcement and Sanctions for Violations of Code of Ethics	525	6. Implementation of Integrated Risk Management	538
7. Types of Sanctions for ever Violations	525	7. Formulation and Implementation of Integrated Governance Guideline	538
8. Type of Sanctions, Total and Status of Case Resolution on Code of Ethics Violation in 2019	525	8. Realization of Integrated Governance	539
		9. Assessment of the Implementation of Integrated Governance	539
<b>CORPORATE CULTURE</b>	526	10. Annual Report concerning Implementation of Integrated Governance	540
1. BCA Vision	526		
2. BCA Mission	526	<b>FULFILLMENT INDEX OF GOVERNANCE RECOMMENDATIONS</b>	552
3. BCA Value	526	1. OJK Circular Letter No. 32/SEOJK.04/2015 concerning Governance Guidelines for Public Companies	552
4. Socialization of Vision, Mission, and Value	526	2. OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks	552
		3. OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Report of Issuer or Public Companies	553
<b>STOCK OPTIONS</b>	527	4. ASEAN Corporate Governance Scorecard	556
		5. Good Corporate Governance and Bad Corporate Governance Practices	563
<b>SHARES BUY BACK</b>	527		
<b>OTHER CORPORATE ACTIONS</b>	527		
<b>PROVISION OF FUND TO RELATED PARTY AND LARGE EXPOSURE</b>	529		
1. Lending Policy to Board of Directors and Board of Commissioners	529		
2. Policy on Provisions of Fund to Related Parties	530		
<b>STRATEGIC PLAN</b>	530		
<b>TRANSPARENCY OF THE BCA FINANCIAL AND NON-FINANCIAL CONDITIONS UNDISCLOSED IN OTHER REPORTS</b>	530		
1. Transparency of Financial Conditions	530		
2. Transparency of Non-Financial Conditions	531		
<b>SUSTAINABILITY GOVERNANCE</b>	532		
1. Guarantor	532		
2. Competency Development for Financial Sustainability Guarantor	532		
3. RAKB Follow Up	533		
<b>PROVISION OF FUNDS FOR SOCIAL ACTIVITIES</b>	533		
<b>PROVISION OF FUNDS FOR POLITICAL ACTIVITIES</b>	533		



# CORPORATE GOVERNANCE

## INTRODUCTION

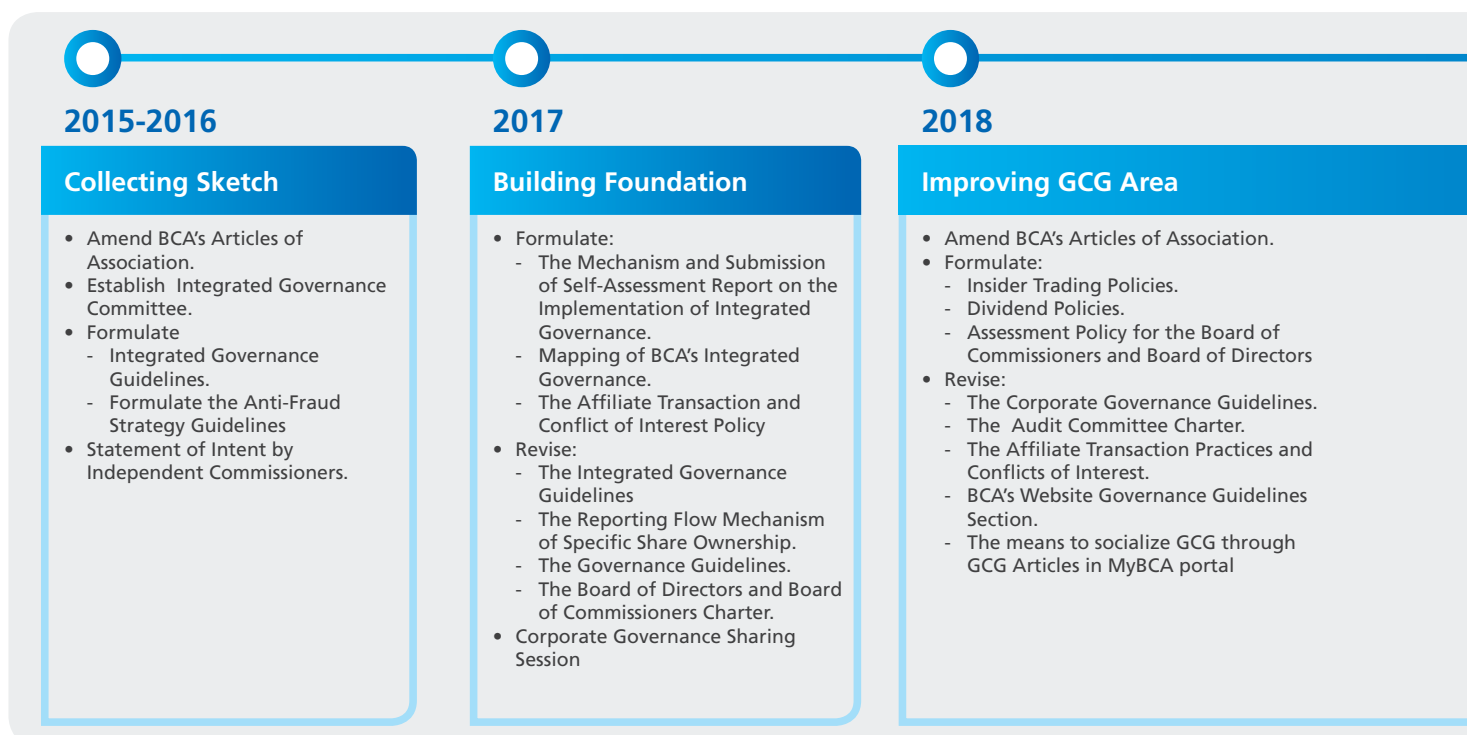
### 1. Objective of Corporate Governance Implementation

BCA continuously strives to apply the principles of Good Corporate Governance and abides by the prevailing regulations at all times. The objectives of the implementation of the principles of Good Corporate Governance at BCA are:

- a. Supporting BCA's vision to become the "To be the most trusted bank of choice and a major pillar of the Indonesian economy"
- b. Supporting BCA's mission, namely:
  - Building a center of excellence in payment settlement and financial solutions for business customers and individuals
  - Understanding the various needs of customers and provide the right financial services to achieve optimal customer satisfaction.
  - Enhancing the franchise value and the value of BCA stakeholders.
- c. Providing benefits and added value for shareholders and stakeholders.
- d. Maintaining and increasing healthy and competitive business for a long term (sustainable).
- e. Gaining investor confidence to BCA.

### 2. Roadmap

BCA prepares a roadmap for governance within a period of five years which is used as a reference for implementing governance at BCA. The roadmap for BCA governance from 2015 to 2020 is as follows:







2019

### Strengthening GCG

- Fulfill ACGS Indicator.
- Disclose OJK's Table of Recommendation with explanations.
- Improve Integrated Governance Communication through Workshops with Subsidiaries cooperate with KNKG.

- Fulfill the OJK's Recommendation Regarding Corporate Governance.
- Improve:
  - Corporate Governance Guidelines.
  - Affiliate Transaction Practices and Conflict of Interest Policy.
  - GCG Articles in MyBCA portal.
- Analysis:
  - Code of Ethics.
  - Annual Disclosure.
  - BCA's Website in Corporate Governance Section.
- Implement:
  - The self-assessment of Board of Directors' and Board of Commissioners' Performance Pursuant to OJK's guide.
  - Invitation AGMS released 28 Days before the commencement of AGMS.
  - The publication the result of AGMS at the same day as the commencement of AGMS.
- Formulate the Financial Sustainability Report.



2020

### Fostering GCG Culture

- Oversee the Implementation of GCG at BCA with regulations.
- Revise:
  - GCG implementation based on External Assessment Results.
  - ACGS implementation
  - Sustainable Governance Implementation and Revision
  - The Integrated Governance Guidelines.
  - The Implementation of Integrated Governance
- Socialize:
  - BCA's Code of Ethics.
  - The Annual Disclosure Practices.
  - Compulsory Materials on GCG E-learning to All Employees.

### 3. References

BCA has implemented Good Corporate Governance by referring to regulatory provisions, internal regulations, and best practices that are applicable and exemplified in a national and international scale.

BCA sets the ASEAN Corporate Governance Scorecard (ACGS), an international best practices issued by ASEAN Capital Market Forum (ACMF), as guideline to implement Good Corporate Governance as reference. Indonesian regulations, including the Law, Finance Services Authority (OJK) regulations, OJK Circular Letters, as well as the roadmap of Indonesian Corporate Governance Guidelines issued by OJK, sets as the basis of the formulation of Good Corporate Governance policies at BCA. BCA completed the legal basis for the formulation of Good Corporate Governance policies by also referring to BCA's Articles of Association in order for the policies to not only comply with existing regulations, but also are in line with BCA's business efforts.

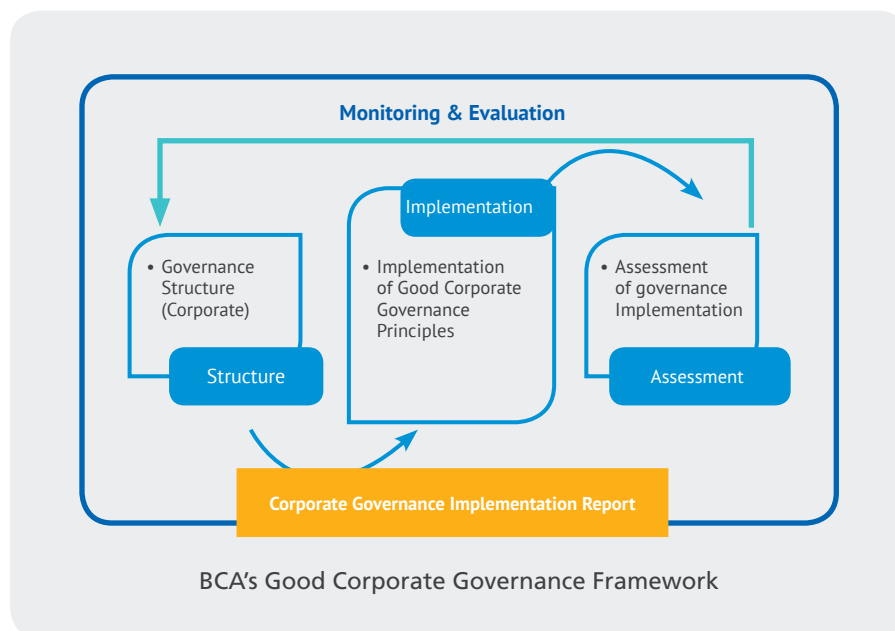
The formulation of BCA's Good Corporate Governance policies are referring to the following regulations:

- Law No. 8 of 1995 concerning Capital Markets.
- Law No. 40 of 2007 concerning Limited Liability Companies.
- POJK No. 11/POJK.04/2017 concerning Ownership Reports or Any Changes in Ownership of Public Company Shares.
- POJK No. 10/POJK.04/2017 concerning Amendments to OJK Regulation No.32/POJK.04/2014 on the Plans and Organizing of a General Meeting of Shareholders of a Public Company.
- POJK No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks.
- OJK Regulation No. 32/POJK.03/2016 concerning Amendments to the OJK Regulation No.6/POJK.03/2015 concerning the Transparency and Publication of Bank Reports.
- OJK Regulation No. 29/POJK.04/2016 concerning Annual Reports of Issuers or Public Companies.
- OJK Regulation No. 5/POJK.03/2016 concerning the Bank Business Plans.
- OJK Regulation No. 56/POJK.04/2015 concerning Formation and Guidelines for the Formation of Internal Audit Unit Charter.
- OJK Regulation No. 55/POJK.04/2015 concerning Formation and Guidelines for Work Implementation of the Audit Committee.
- OJK Regulation No. 45/POJK.03/2015 concerning Implementation of Governance in Providing Remuneration for Commercial Banks
- OJK Regulation No. 21/POJK.04/2015 concerning Implementation of Governance Guidelines for Public Companies.
- OJK Regulation No. 35/POJK.04/2014 concerning .Corporate Secretary of Issuers or Public Companies.
- OJK Regulation No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuers or Public Companies.
- OJK Regulation No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of Issuers or Public Companies.
- OJK Regulation No. 18/POJK.03/2014 concerning Implementation of Integrated Governance for Financial Conglomerations.
- OJK Regulation No. 17/POJK.03/2014 concerning Implementation of Integrated Risk Management for Financial Conglomerations
- OJK Circular Letter No.13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks.
- OJK Circular Letter No. 43/SEOJK.03/2016 concerning Transparency and Publication of Conventional Commercial Bank Reports.
- OJK Circular Letter No. 40/SEOJK.03/2016 concerning Implementation of Governance in Providing Remuneration for Commercial Banks
- OJK Circular Letter No.25/SEOJK.03/2016 concerning the Commercial Bank Business Plans.
- OJK Circular Letter No. 30/SEOJK.04/2016 concerning Form and Content of Issuers or Companies' Annual Reports.
- OJK Circular Letter No.32/SEOJK.04/2015 concerning Guidelines for Open Corporate Governance.

- OJK Circular Letter No.15/SEOJK.03/2015 concerning Implementation of Integrated Governance for Financial Conglomerations.
- OJK Circular Letter No.14/SEOJK.03/2015 concerning Implementation of Integrated Risk Management for Financial Conglomerations.
- BCA's Articles of Association.
- Roadmap of Indonesian Corporate Governance Guidelines issued by the OJK.

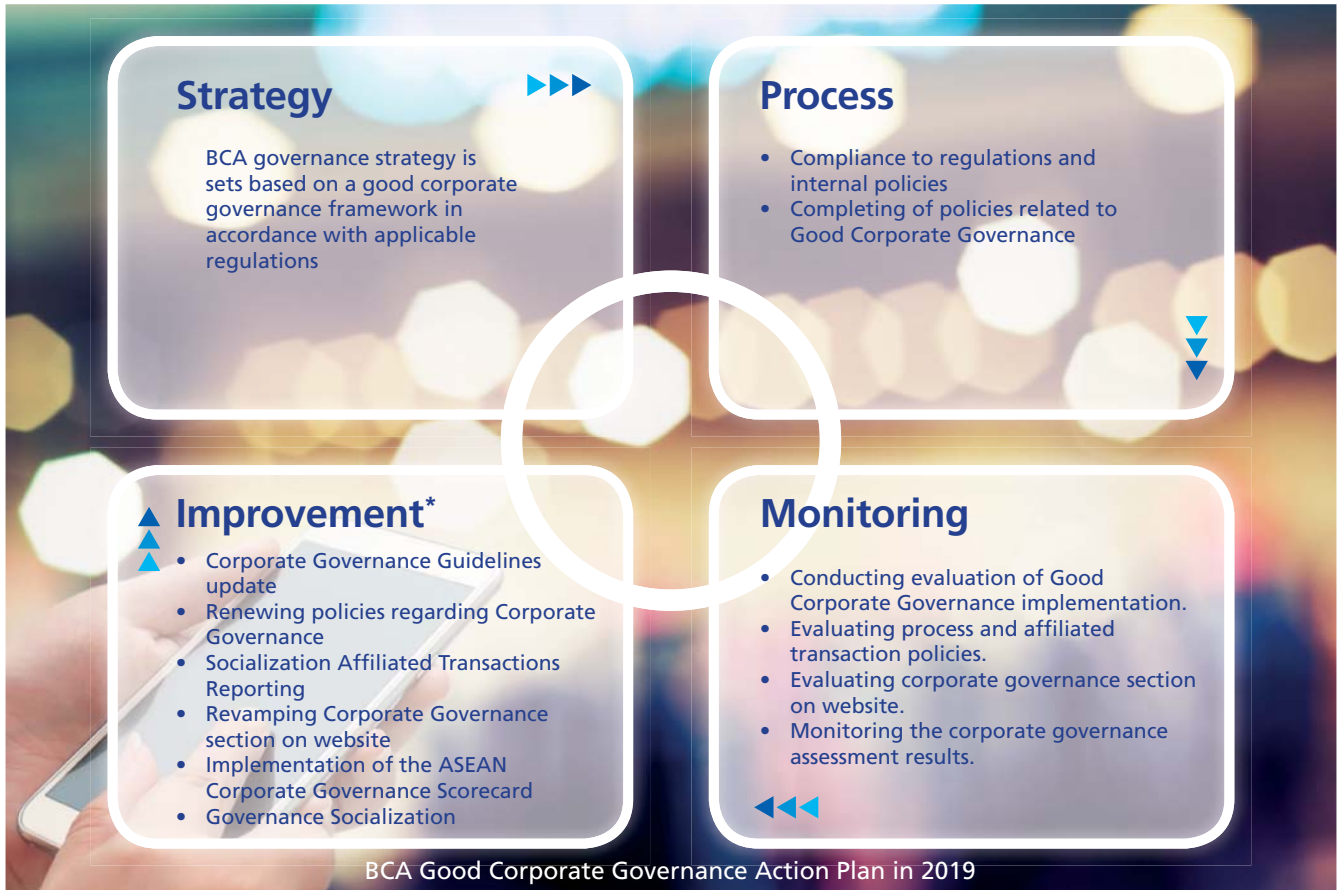
#### 4. Good Corporate Governance Framework and Action Plan

The following is the BCA's framework of BCA's Good Corporate Governance.



The Good Corporate Governance framework at BCA consists of a governance structure as a foundation, implementation as an embodiment of the implementation of governance principles, and the assessment towards the implementation of corporate governance as a parameter for implementing Corporate Governance principles at BCA. This parameter is used by BCA organs as an indicator to continue to make sustainable improvements in implementing the principles of Good Corporate Governance. Disclosure of the Corporate Governance framework is stipulated in the Corporate Governance Implementation Report.

To timely determine the required action plan, BCA periodically conducts comprehensive self-assessment of the application adequacy of good corporate governance. BCA's 2019 good corporate governance action plan is as follows.



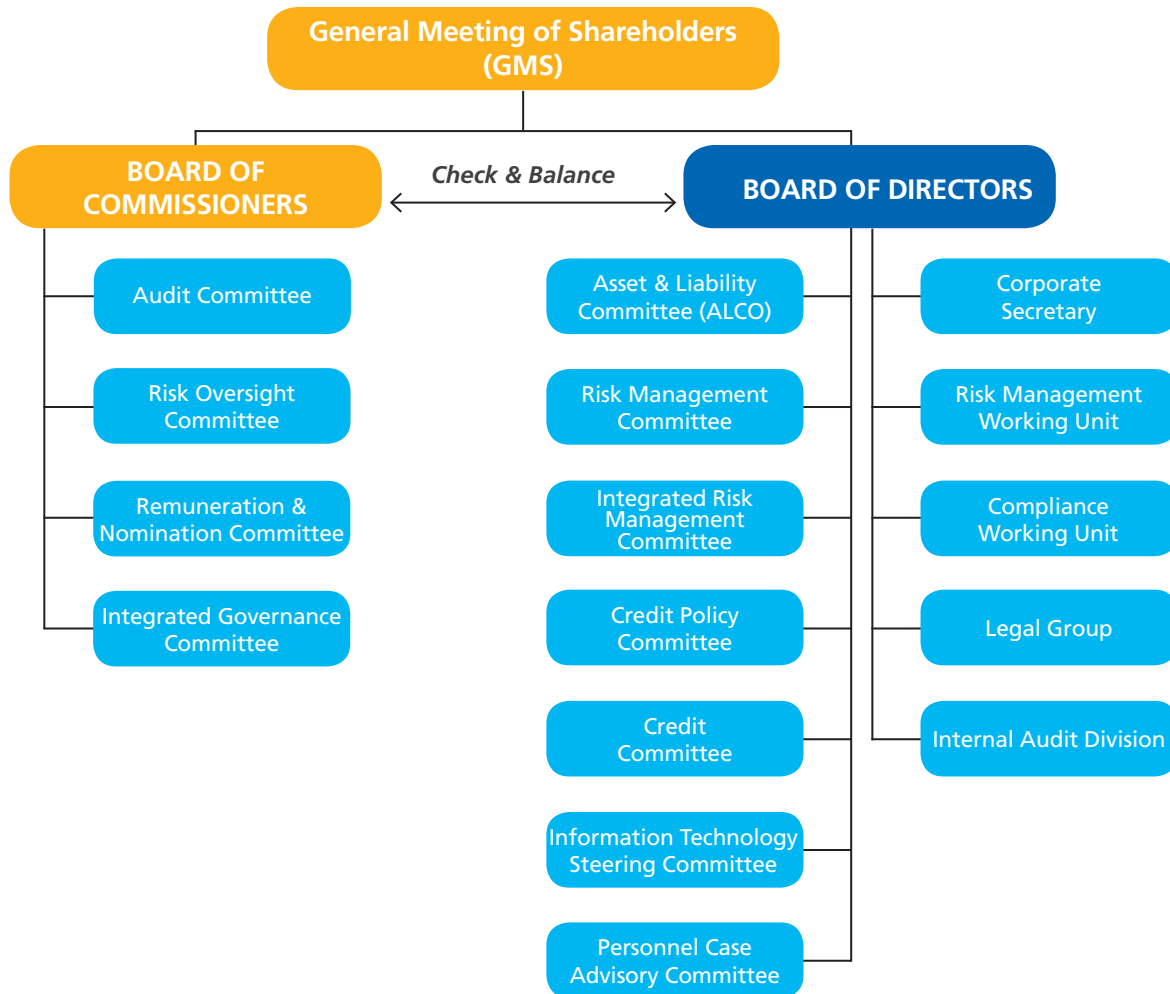
Remarks:

- \* Improvement is a the results follow-up of monitoring aimed at providing added value, refinement and/or correction in implementing the principles of governance at BCA. Improvements that have been conducted in 2019 include:
- Corporate Governance Guidelines update
  - Renewing policies regarding Corporate Governance, among others:
    - a. Internal audit function;
    - b. Audit committee;
    - c. Conflict of interest;
    - d. Affiliate transaction.
  - Affiliated transactions reporting campaigning to work units
  - The corporate governance section update website to facilitate the provision of good corporate governance information for stakeholders and the public
  - Implementation of ASEAN CG scorecard indicators
  - Campaigning on good corporate governance through uploaded articles related to corporate governance on BCA internal portal as well as endorsement that discusses issues surrounding good corporate governance, including related to the new capital market regulations of the regulator, corporate governance issues, and implementation of good corporate governance at BCA.

## A. CORPORATE GOVERNANCE STRUCTURE

BCA's Corporate Governance structure is a governance organization scheme consisting of the of General Meeting of Shareholders (GMS) as the highest organ to support work/business units of governance in BCA. Every work/business unit has a defined set of duties and responsibilities, as a reflecting of check and balance principles and the implementation of BCA internal control system.

BCA's Corporate Governance Structure



BCA's corporate governance structure consists of:

- 1) General Meeting of Shareholders (GMS);
- 2) Board of Commissioners;
- 3) Board of Directors;
- 4) Committees under the Board of Commissioners are Audit Committee, Risk Oversight Committee, Remuneration and Nomination Committee, Integrated Governance Committee;
- 5) Board of Directors' Executive Committees are Asset and Liability Committee (ALCO),

- 6) Risk Management Committee; Integrated Risk Management Committee; Credit Policy Committee; Credit Committee; IT Steering Committee; Personnel Case Advisory Committee;
- 6) Corporate Secretary;
- 7) Risk Management Work Unit, Compliance Work Unit, Legal Group, and Internal Audit Division.



## B. IMPLEMENTATION

BCA's commitment to implement Good Corporate Governance is executed by following areas:

### 1. Internal Policies Related to Good Corporate Governance

BCA's internal policies on Good Corporate Governance are served as a tool to comply with regulations, to support Good Corporate Governance infrastructure, and to execute Good Corporate Governance implementation. BCA policies related to Good Corporate Governance including:

Issues	Type of Internal Policies
General Provision	<ol style="list-style-type: none"> <li>1. BCA's Article of Association</li> <li>2. BCA's Code of Ethics</li> </ol>
Corporate Governance Policies	The Board of Directors Decree No.168/SK/DIR/2018 dated October 24, 2018 concerning Adjustment of Corporate Governance Guidelines
The Board of Commissioners and the Board of Directors	<ol style="list-style-type: none"> <li>1. Board of Commissioners Guidelines and Code of Conduct and the Board of Directors Guidelines and Code of Conduct that become an integral part of the Corporate Governance Guidelines.</li> <li>2. The Board of Directors Decree No. 215 / SK / DIR / 2018 dated 31 December 2018 concerning Self-Assessment Policy of the Board of Directors and the Board of Commissioners.</li> </ol>
The Committees Under the Board of Commissioners	<ol style="list-style-type: none"> <li>1. The Board of Commissioners Decree No. 117 / SK / KOM / 2019 dated July 10, 2019 concerning Audit Committee Charter of PT Bank Central Asia Tbk.</li> <li>2. The Board of Commissioners Decree No. 172 / SK / KOM / 2019 dated November 7 ,2019 concerning Risk Oversight Committee Charter.</li> <li>3. The Board of Commissioners Decree No. 035 / SK / KOM / 2017 dated February 24, 2017 Concerning the Remuneration and Nomination Committee Structure.</li> <li>4. Part B Chapter 3 of the BCA Governance Guidelines concerning Guidelines and Code of Conduct for the Integrated Governance Committee in Supporting Committees of the Board of Commissioners of the Integrated Governance Committee Section.</li> </ol>
Integrated Governance	<ol style="list-style-type: none"> <li>1. The Board of Directors Decree No. 160A / SK / DIR / 2017 dated November 21, 2017 concerning the Revision of the Integrated Governance Guidelines of PT Bank Central Asia Tbk.</li> <li>2. The Board of Directors Decree No. 037 / SK / DIR / 2017 dated March 27, 2017 concerning the Integrated Compliance Risk Management Policy.</li> </ol>
Affiliated Transactions and Conflict of Interest	<ol style="list-style-type: none"> <li>1. The Board of Directors Decree No. 214 / SK / DIR / 2019 dated December 27, 2019 concerning Affiliated Transactions and Transactions Containing Conflicts of Interest.</li> <li>2. Circular Letter No. 319 / SE / POL / 2019 dated December 27, 2019 concerning Implementation Guidelines for Affiliated Transactions and Transactions Containing Conflicts of Interest.</li> <li>3. The Board of Directors Decree No. 219 / SK / DIR / 2003 dated 10 November 2003 concerning Provisions Regarding Conflicts of Interest.</li> </ol>
Anti-fraud	Circular Letter No. 064 / SE / POL / 2015 dated April 7 ,2015 concerning Guidelines for Implementing Anti-Fraud Strategies.
Audit and Internal Control	<ol style="list-style-type: none"> <li>1. The Board of Directors Decree No. 078 / SK / DIR / 2019 dated May 28, 2019 concerning Internal Audit Charter.</li> <li>2. The Board of Directors Decree No. 183 / SK / DIR / 2017 dated December 13, 2017 concerning Guidelines for the Internal Control System of PT Bank Central Asia Tbk.</li> </ol>
Risk Management	The Board of Directors Decree No. 126/SK/DIR/2017 dated October 3, 2017 concerning the Basic Risk Management Policy of PT Bank Central Asia Tbk.
Anti-Money Laundering	<ol style="list-style-type: none"> <li>1. The Board of Directors Decree No. 065 / SK / DIR / 2015 dated May 15, 2015 concerning Revision of the Anti-Money Laundering and Prevention of Terrorism Financing Policy.</li> <li>2. The Board of Directors Decree No. 143 / SK / DIR / 2018 dated September 20, 2018 concerning Issuance of the Anti-Money Laundering and Prevention of Terrorism Financing Guidelines for 2018.</li> </ol>
Whistleblowing System	The Board of Directors Decree No. 146 / SK / DIR / 2017 dated November 1, 2017 concerning Implementation of the Whistleblowing System at BCA.

Issues	Type of Internal Policies
Procurement	<ol style="list-style-type: none"> <li>1. The Board of Directors Decree No. 130 / SK / DIR / 2017 dated October 10, 2017 concerning Provisions for Procurement of Goods and/or Logistics Services and Building.</li> <li>2. The Board of Directors Decree No. 089 / SK / DIR / 2018 dated June 6, 2018 concerning Procurement of Goods and/or Services Related to Information Technology (IT).</li> </ol>
Insider Trading	Part B Chapter 5 of BCA Corporate Governance Guidelines regarding Insider Trading Transactions.

### Governance Guideline

The Bank has a governance updated policy that ratified guideline through Board of Directors Decree No. 168/SK/DIR/2018 dated October 24, 2018 concerning Adjustment of Corporate Governance Guidelines. The guidelines include the following areas:

- Principles of Good Corporate Governance
- General Meeting of Shareholders (GMS) and its implementation
- The Board of Commissioners and their guidelines and procedures
- Supporting committees of the Board of Commissioners and their guidelines and procedures
- The Board of Directors and its guidelines and procedures
- Communication and information functions.
- Information disclosure.
- Insider trading
- Dividend distribution
- Self-assessment report on the implementation of governance and integrated governance
- Annual report on the implementation of corporate governance and integrated corporate governance
- Key points of BCA's governance guidelines can be downloaded on the BCA website under the Governance section (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola>).

In addition to guidelines above, BCA also have:

### Insider Trading Transaction Policy

The insider transaction policy is regulated in BCA's corporate governance guidelines, which include provisions on the policy legal basis,

prohibitions, exceptions, and compliance of insider trading transaction policies. BCA staffs are required to comply with applicable capital market regulations and uphold the values of BCA's Code of Ethics to support the implementation of this policy. BCA employees have to ensure that their personal interests unconflicted with the interests of BCA as a banking customer or entity, unabused their position and authority for personal or family interests and that not allowed to commit disgraceful actions that particularly harm the professional image and BCA image in general. The insider trading transaction policy points can be downloaded on the BCA website on the governance policy section (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola>).

### Dividend Policy

The Dividend Policy is regulated in the BCA Governance Guidelines, covering rules regarding the legal basis policy, consideration of dividend distribution, proposed dividend distribution, and AGMS decisions regarding dividend. Announcement (publication), schedule, and procedure for dividend payment refer to the prevailing rules and/or regulations, including regulations, Financial Services Authority (OJK), Bank Indonesia, Indonesia Stock Exchange (BEI), taxation, and BCA articles of association. The main points of dividend policy can be downloaded on the BCA website on the governance policy section (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola>). Throughout 2019, the realization of dividend payments has been carried out in accordance with applicable regulations.



**Conflict of Interest Policy**

BCA has a Conflict of Interest Policy based on the Board of Directors Decree No. 219/SK/DIR/2003 concerning Provision Conflict of Interest. This policy is a guideline for BCA employees to consistently prioritizing BCA values in dealing with customers, partners and colleagues in implementing corporate governance practices and enhancing public trust.

**Emergency Management Policy**

The Emergency Management Policy is regulated in BCA's Financial Conglomeration Integrated Business Continuity Policy based on the Board of Directors Decree No. 180/SK/DIR/2017 dated December 11, 2017. The policy contains the implementation of business continuity to sustainable the business of BCA and members of BCA financial conglomerations in the event of a disruption. The matters that are regulated in this policy are related to business continuity plan policies, protocols from BCA to members of the BCA's Financial Conglomerations and vice versa, as well as the order of recovery priority.

**Information Technology Corporate Governance Policy**

In line with the rapid development and use of technology in providing banking services, BCA has had information technology corporate governance guidelines covering policies related to information technology risks, managing information technology changes, managing information technology problems, controlling information technology quality, managing information technology capacity, managing information technology communication networks and physical data center security. BCA has also regularly measured the maturity of its information technology and reviewing the information technology governance guidelines accordingly.

**Procurement Policy**

In supporting its banking business activities, BCA procures goods and services. BCA already has procurement guidelines for BCA to be able obtaining goods and/or services with the desired quality in accordance with applicable regulations and the principles of Good Corporate Governance. BCA procurement policies including, policies for goods and/or logistics and building services as well as those related to information technology. BCA's updated procurement policy is outlined in the Board of Directors Decree No. 130/SK/DIR/2017 dated October 10 2017 and No. 089/SK/DIR/2018 dated June 6, 2018.

Policies on procurement of goods and/or logistical services and buildings cover terms and authority for procurement, centralized and decentralized procurement systems, types of goods and/or services, procurement problem handling, activities grouping, supporting documents, procurement processes/flow, and vendor selection. Procurement policies related to information technology including procurement, trial and end user computing activities, procurement recommendations and approvals, procurement recommendation and approval authority, multi-principal/multi-vendor/multi-brand implementation as well as procurement guidelines. The principles of procurement policies can be downloaded on the BCA website. The BCA Governance Policy section periodically reviews these policies.

In relation to procurement vendors, BCA staffs are subject to the code of ethics relating to vendors which can be seen on page 524 of the Code of Ethics section in this Annual Report. Throughout 2019, BCA implemented procurement and/or the process of appointing suppliers/contractors in accordance with BCA internal policies on procurement of goods/services/information technology and other stipulated provisions.

### Communication Policy

BCA recognizes the importance of communication policies to manage the communication between BCA and its stakeholders. BCA has a Communication and Information Disclosure Policy as outlined in the Governance Guideline. The policy includes regulations related to the Corporate Secretary, Reporting and Disclosure, Investor Relations, Media Communication, Information Access, Disclosure Level Determination, Transparency Aspects of BCA conditions, and material information or facts disclosure. BCA continuously to ensure the stakeholders and society to easily communicate and access BCA information and data. The main points of the communication policy can be downloaded on the BCA website in the Corporate Governance Policy section.

### Affiliated Transaction and Conflict of Interest Policy

The Affiliated Transaction and Conflicts of Interest policy can be seen on page 499 on Affiliated Transactions section of this Annual Report.

### Loan Policy for the Board of Directors and Board of Commissioners

Loan Policy for the Board of Directors and Board of Commissioners can be seen on page 529 on funding for related parties in this Annual Report.

## 2. Compliance with Good Corporate Governance Principles

BCA has complied Indonesian GCG principles as a reference for BCA, whose Good Corporate Governance implementation. BCA is committed to continuously improving the implementation of Good Corporate Governance principles in accordance with applicable laws and regulations as well as the development of best practices in corporate governance and the ACGS.

### a. Basic Principles of Good Corporate Governance.

Based on OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks and OJK Circular Letter No. 13/SEOJK.03/2017 concerning the Implementation of Governance for Commercial Banks, the implementation of corporate governance in the banking industry should always be based on five basic principles: transparency, accountability, responsibility, independence, and fairness.

## Fulfillment of Good Corporate Governance Principles

<b>Transparency</b>	<ul style="list-style-type: none"> <li>• With regards to implement the transparency principle, BCA has provide Good Corporate Governance Implementation Report in BCA and disclosed the information in a timely,clear, and easily accessible manner to stakeholders through BCA's website.</li> <li>• BCA disclosed important information in accordance to the procedures set forth in the capital market regulations and/or other related laws.</li> <li>• The disclosure principles adopted by BCA does not reduce BCA's obligation to fulfill the provisions on bank and job confidentiality</li> </ul>
<b>Accountability</b>	<ul style="list-style-type: none"> <li>• Members of Board of Directors and Board of Commissioners have clear duties and responsibilities</li> <li>• The Board of Directors and Board of Commissioners take account for their performance at the Annual General Meeting of Shareholders of BCA.</li> <li>• BCA establishes clear responsibilities for each unit of the organization that should be in line with BCA's vision, mission, business objectives and strategies. This can be seen in BCA's Organizational Structure, where each unit of the organization acts in accordance with its responsibilities.</li> </ul>

<b>Responsibility</b>	<ul style="list-style-type: none"> <li>• BCA complies prudential banking practices in conducting its business activities.</li> <li>• BCA also acts as a good corporate citizen.</li> </ul>
<b>Independency</b>	<ul style="list-style-type: none"> <li>• BCA acts professionally, free from pressure/intervention from any parties, and is objective in every decision making.</li> <li>• BCA avoids conflict of interest all the time.</li> </ul>
<b>Fairness</b>	<ul style="list-style-type: none"> <li>• BCA pays attention consistently to the interests of all stakeholders based on the principle of equality and equal treatment.</li> <li>• BCA provides opportunities to all shareholders to express their opinions at the General Meeting of Shareholders.</li> <li>• All stakeholders have access to information in accordance to the principle of transparency.</li> </ul>

b. Implementation of Corporate Governance Guidelines for Public Company (recommendation of OJK Circular Letter No.32/SEOJK.04/2015).

BCA has fulfilled the Corporate Governance Guidelines for Public Companies, in accordance with Article 3 OJK Regulation No. 21/POJK.04/2015 concerning Implementation of Corporate Governance Guidelines for Public Company. In this Annual Report, BCA discloses information regarding the implementation of recommendations in the corporate governance guidelines, as outlined in OJK Circular Letter No.32/SEOJK.04/2015 concerning Corporate Governance Guidelines for Public Company, as follows:

#### Fulfillment of OJK Circular Letter No.32/SEOJK.04/2015

No.	Recommendations	Descriptions
<b>A</b>	<b>PUBLIC COMPANY RELATIONSHIP WITH SHAREHOLDERS IN GUARANTEEING SHAREHOLDER RIGHTS</b>	
	<b>1<sup>st</sup> Fundamental Increase the Value of General Meetings of Shareholders (GMS).</b>	
1.1	Public company has a method of voting, both open and closed voting systems to uphold independence, and the interests of shareholders.	<p>Implementation: Comply</p> <p>The voting procedures of the BCA General Meeting of Shareholders (GMS) shall be governed in the GMS Rules of Procedure (announce in the beginning of GMS event) and in the Articles of Association to foster the independence and interest of shareholders. To ensure transparency, shareholders and the public can also download the BCA's GMS Rules of Procedure on the BCA's website <a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi</a> in GMS Rules of Procedure section.</p> <p>In BCA's Annual General Meeting of Shareholders held on April 11, 2019 and Extraordinary General Meeting of Shareholders on June 20, 2019, voting ordinance for every agenda of the GMS was conducted in an open manner in accordance with the instruction and guidelines given by the GMS Chairman. Shareholders or authorized proxy for a shareholder who disagrees or abstains on the proposed agenda may raise a hand to submit ballot paper to the Securities Administration Agency and to be verified by Notary in accordance with BCA GMS Rules of Procedure.</p> <p>More info on page 337-338</p>
1.2	All members of the Board of Directors and members of the Board of Commissioners of the Public Company must be present at the annual GMS.	<p>Implementation: Comply</p> <p>The attendance of all members of the Board of Directors and the Board of Commissioners at:</p> <ul style="list-style-type: none"> <li>- the Annual General Meeting Of Shareholders on April 11, 2019 is as follows: <ul style="list-style-type: none"> <li>5 members of the Board of Commissioners = 100%</li> <li>12 members of the Board of Directors = 100%</li> </ul> </li> <li>- Extraordinary General Meeting Of Shareholders on June 20, 2019 is as follows: <ul style="list-style-type: none"> <li>5 members of the Board of Commissioners = 100%</li> <li>11 members of the Board of Directors = 100%</li> </ul> </li> </ul> <p>More info on page 327, 332</p>

No.	Recommendations	Descriptions
1.3	Summary of the GMS minutes is available on the public company's website for at least one year	<p>Implementation: Comply</p> <p>BCA has published the summary of the minutes of the Annual GMS on April 11, 2019 and the extraordinary GMS on June 20, 2019 on the BCA website page and is available for more than one year. The summary of the minutes of the Annual GMS and the extraordinary GMS of 2019 as well as the summary of the GMS minutes of the past 5 years can be downloaded on the BCA website: <a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi</a> under the General Meeting of Shareholders.</p> <p>More info on the page 330-33</p>
<p><b>2<sup>nd</sup> Fundamental</b>  <b>Improve the Quality of Communications for the Public Company with Its Shareholders and Investors</b></p>		
2.1	The Public Company has a communication policy with shareholders or investors.	<p>Implementation: Comply</p> <p>BCA has a communication policy with shareholders set out in the corporate governance manual of part i chapter of the communication function. BCA has an Investor Relations Working Unit that supports the communication flow between BCA and its shareholders or other capital market communities. The forms of communication include, organizing an analyst meeting to present BCA's performance, attending conferences and non-deal road shows, receiving investors through visits and over conference calls, and submitting information through the BCA's website on investor relations. This information can also be accessed by the public through the BCA's website: <a href="https://www.bca.co.id/id/Tentang-BCA/Hubungan-Investor">https://www.bca.co.id/id/Tentang-BCA/Hubungan-Investor</a>.</p> <p>More info on the page 313, 507</p>
2.2	The Public Company disclosed the Company's communication policy with shareholders or investors on the Website	<p>Implementation: Comply</p> <p>BCA has disclosed its communication policy with its Shareholders in BCA's website that can be viewed at: <a href="https://www.bca.co.id/id/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola">https://www.bca.co.id/id/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola</a> under policies related to corporate governance under the communication policy section.</p> <p>More info on the page 313, 507</p>
<p><b>B</b>      <b>FUNCTION AND ROLE OF THE BOARD OF COMMISSIONERS</b></p>		
<p><b>3<sup>rd</sup> Fundamental</b>  <b>Strengthen the Membership and Composition of The Board of Commissioners.</b></p>		
3.1	The members of the Board of Commissioners is determined by considering the state of the Public Company.	<p>Implementation: Comply</p> <p>The number of members of BCA's Board of Commissioners as of December 31, 2019 is 5 (five), including 3 (three) members are Independent Commissioners. For the determination of the number of members of the Board of Commissioners, the BCA Remuneration and Nomination Committee is tasked to provide recommendations to the Board of Commissioners regarding the composition of the positions of members of the Board of Commissioners. Such recommendations also given with consideration to the applicable rules/regulations as well as the condition, capacity, objectives and the fulfillment of the BCA's needs.</p> <p>More info on page 361-362</p>

No.	Recommendations	Descriptions
3.2	The determination of the composition of the members of the Board of Commissioners takes into account the diversity of skills, knowledge, and experience required.	<p>Implementation : Comply</p> <p>The Remuneration and Nomination Committee of BCA has duties, to prepare and make recommendations to the Board of Commissioners regarding:</p> <ul style="list-style-type: none"> <li>- Systems and procedures for the election and/or replacement of members of the Boards of Directors and Commissioners;</li> <li>- The composition of the members of the Boards of Directors and Commissioners;</li> <li>- Policies and criteria required in the nomination process;</li> <li>- Performance evaluation policy for members of the Boards of Directors and Commissioners;</li> </ul> <p>The diversity policy in the composition of the Board of Commissioners is written on the Work Manuals and Code of Conducts of the Board of Commissioners Section 4 about Criteria and Composition of the Board of Commissioners. The composition of the Board of Commissioners has reflected diversity of its members, in terms of education (field of study) work experiences, age, and expertise regardless of gender, ethnicity, religion and race. The diversity of each member of the Board of Commissioners who are highly competence, supports the improvement of BCA's performance.</p> <p>More info on page 405-406</p>
<b>4<sup>th</sup> Fundamental Improve Implementation Quality of Duties and Responsibilities of the Board of Commissioners.</b>		
4.1	The Board of Commissioners has a self-assessment policy to assess the performance of the Board of Commissioners	<p>Implementation : Comply</p> <p>BCA has its own assessment policy for the Board of Commissioners as stated in the Governance Guidelines. The Self-Assessment Policy of the Board of Commissioners is the guidelines used as a form of accountability in assessing the performance of the Board of Commissioners.</p> <p>The evaluation on the Board of Commissioners' self-assessment results is conducted based on the recommendation from the Nomination and Remuneration Committee.</p> <p>More info on page 407</p>
4.2	Self-assessment policy to assess the performance of the Board of Commissioners is disclosed through the Annual Report of the Public Company.	<p>Implementation : Comply</p> <p>BCA has disclosed its own performance assessment policy of the Board of Commissioners through this Annual Report of BCA.</p> <p>More info on page 407</p>
4.3	The Board of Commissioners has a policy related to the resignation of members of the Board of Commissioners should any member be involved in financial crime.	<p>Implementation: Comply</p> <p>Policies relating to the resignation of members of the Board of Commissioners from its position should any member be involved in financial crime are contained in the Code of Conduct of the Board of Commissioners of BCA. Article 14 of the BCA's Articles of Association.</p>
4.4	The Board of Commissioners or the Committee performing the Nomination and Remuneration functions shall establish a succession policy in the Nomination of the members of the Board of Directors	<p>Implementation : Comply</p> <p>The Remuneration and Nomination Committee of BCA is in charge of formulating the Board of Directors' succession policy. Implementation of the succession policy of the Board of Directors includes the provision of recommendations regarding the system, procedures and candidates for the Board of Directors for the selection and/or replacement of members of the Board of Directors to the Board of Commissioners to be submitted to the GMS.</p> <p>More info on page 435</p>

No.	Recommendations	Descriptions
C	<b>FUNCTION AND ROLES OF THE BOARD OF DIRECTORS</b>	
	<b>5<sup>th</sup> Fundamental Strengthen the Membership and Composition of the Board of Directors.</b>	
5.1	Determination of the number of members of the Board of Directors is based on the consideration on the Public Company's conditions and the effectiveness of decision making.	<p>Implementation : Comply</p> <p>The members of BCA's Board of Directors as of December 31, 2019 is 11 (eleven). For the determination of the number of members of the Board of Directors, the Remuneration and Nomination Committee is tasked to provide recommendations to the Board of Directors regarding the composition of the members of the Board of Directors. BCA has also considered the condition, capacity, objectives, and the fulfillment of BCA's needs.</p> <p>More info on page 376-378</p>
5.2	The determination of the composition of the members of the Board of Directors takes into account the diversity of skills, knowledge, and experience required.	<p>Implementation : Comply</p> <p>The BCA Remuneration and Nomination Committee is responsible to prepare and provide recommendations to the Board of Commissioners regarding:</p> <ul style="list-style-type: none"> <li>- Systems and procedures for the election and/or replacement of members of the Boards of Directors and Commissioners;</li> <li>- The composition of the members of the Boards of Directors and Commissioners;</li> <li>- The policies and criteria required in the nomination process;</li> <li>- Performance evaluation policy for members of the Boards of Directors and Commissioners;</li> </ul> <p>By performing the responsibilities duties of Remuneration and Nomination Committee, the determination of members composition of the Board of Commissioners has taken regarding to diversity of skills, knowledge, and experience required.</p> <p>More info on page 406</p>
5.3	Members of the Board of Directors overseeing the accounting or finance division have expertise and/or knowledge in accounting.	<p>Implementation : Comply</p> <p>Members of the Board of Directors overseeing the accounting and finance division having experience in finance and accounting.</p> <p>More info on page 74 (Vera Eve Lim profile).</p>
	<b>6<sup>th</sup> Fundamental Improve Implementation Quality of Duties and Responsibilities of Board of Directors.</b>	
6.1	The Board of Directors has a self-assessment policy to assess the performance of the Board of Directors.	<p>Implementation : Comply</p> <p>BCA has its own self-assessment policy for the Board of Directors as stated in the Corporate Governance Guidelines. The self-assessment is conducted in referring to the Bank's Business Plans approved by the Board of Commissioners.</p> <p>The Board of Directors' self-assessment results (included President Director) was evaluated by the Board of Commissioners in a meeting based on the recommendations from Remuneration and Nomination Committee.</p> <p>More info on page 407-409</p>
6.2	The self assessment policy to assess the performance of the Board of Directors is disclosed through the Public Company's annual report.	<p>Implementation : Comply</p> <p>The performance assessment of the Board of Directors has been disclosed in this BCA's Annual Report.</p> <p>More info on page 407-409</p>
6.3	The Board of Directors has a policy related to the resignation of members of the Board of Directors should any member be involved in a financial crime.	<p>Implementation : Comply</p> <p>The resignation policies of members of the Board of Directors being involved in financial crime are contained in the Code of Conduct of the Board of Directors of BCA and Article 11 of BCA Articles of Association has covered the resignation regulations of members of the Board of Directors.</p>

No.	Recommendations	Descriptions
D	<b>PARTICIPATION OF STAKEHOLDERS</b>	
	<b>7<sup>th</sup> Fundamental</b>	
	<b>Improve Corporate Governance through Stakeholder Participation.</b>	
7.1	The Public Company has a policy to prevent the occurrence of insider trading.	<p>Implementation : Comply</p> <p>BCA Insider Trading Policy has been included in the Corporate Governance Guidelines of BCA. The policy principals of insider trading can be found at the BCA website in the governance-related policies section: <a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola</a>.</p> <p>More info on page 311</p>
7.2	The Public Company has anticorruption and anti-fraud policies.	<p>Implementation : Comply</p> <p>The Company has anti-corruption policies contained in the BCA Code of Ethics and anti-fraud policies set forth in the Anti-Fraud Strategy Stipulation.</p> <p>More info on page 492, 498</p>
7.3	The Public Company has a policy on the selection and upgrading of suppliers or vendors.	<p>Implementation : Comply</p> <p>BCA has policies of goods and services procurement related to logistics, buildings and information technology as outlined in the Decision Letters of the Board of Directors No. 130/SK/DIR/2017 dated October 10, 2017 and No. 089/SK/DIR/2018 dated June 6, 2018. The policy regulates the value of procurement transactions and the selection method used (tender, direct selection/price comparison, direct appointment, repeat order, payment system, etc.) so that the procurement process in BCA is fair and transparent.</p> <p>More info on page 312 &amp; 524</p>
7.4	The Public Company has a policy for the fulfillment of creditor rights.	<p>Implementation : Comply</p> <p>BCA guaranteeing the fulfilling of creditor's rights with references to the relevant provisions that regulate as follows:</p> <ul style="list-style-type: none"> <li>- Rights to obtain clear information.</li> <li>- Rights to deliver suggestion/inputs, complains/reports and obtain the solutions.</li> <li>- Rights to claim creditor rights in accordance with the signed agreement.</li> <li>- Rights to access Audited Financial Report and Annual Report of the Company.</li> <li>- Rights to obtain information and ease of access for announcements, invitations, and results of Annual General Meeting of Shareholders as stated in the established procedures in relation to the GMS.</li> </ul> <p>BCA has fulfilled creditors' rights.</p>
7.5	The Public Company has a whistleblowing system policy.	<p>Implementation : Comply</p> <p>BCA has established a Whistleblowing System Policy is listed in the decree Letter of the Board of Directors No.146/SK/DIR/2017 dated November 1, 2017 on the Implementation of Whistleblowing System in BCA. The principals of this whistleblowing system has been disclosed at the BCA website in the governance-related policies: <a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola</a></p> <p>More info on page 495</p>
7.6	The Public Company has a policy of providing long-term incentives to Directors and employees.	<p>Implementation : Comply</p> <p>The incentive policy for the Board of Directors has been disclosed in this Annual Report. The incentive policy for the employees has been disclosed in the Joint Employment Agreement and Decision Letter 005/SK/DIR/2019 on Principal Policies of Performance Assessment, Position/Rank and Payroll.</p>



No.	Recommendations	Descriptions
E	<b>INFORMATION DISCLOSURE</b>	
	<b>8<sup>th</sup> Fundamental Improve the Implementation of Information Disclosure.</b>	
8.1	The Public Company uses information technology more widely aside from Website as a medium of information disclosure.	<p>Implementation : Comply</p> <p>The use of information technology as a medium of the BCA Information Disclosure:</p> <p>a. External, such as:</p> <ul style="list-style-type: none"> <li>• Website (www.bca.co.id),</li> <li>• HaloBCA,</li> <li>• Twitter accounts (@XpresiBCA,@GoodLife, @BizGuideBCA,@HaloBCA,@BankBCA, KartuKreditBCA),</li> <li>• Facebook accounts (/XpresiBCA,/GoodLifeBCA, /BizGuideBCA, /BankBCA, KartukreditBCA),</li> <li>• YouTube account (www.youtube.com/solusibca),</li> <li>• Slideshare (www.slideshare.net/SolusiBCA),</li> <li>• LinkedIn (PT Bank Central Asia Tbk),</li> <li>• Instagram (@goodlifeBCA),</li> <li>• Line (BankBCA)</li> <li>• Whatsapp (0811 1500 998).</li> </ul> <p>b. Internal Internal Information Disclosure medium through MyBCA Intranet portal, Employee's Facebook Group (BCA Semua Beres), Info BCA Magazine, and Plasma TV.</p> <p>More info on page 507-522.</p>
8.2	The Public Company's Annual Report discloses the ultimate beneficiary of Company's shareholding ownership of at least 5% (five percent), in addition to the disclosure of the final beneficial owner in the share ownership of Public Company through the major shareholder or controller.	<p>Implementation : Comply</p> <p>BCA Annual Report has disclosed:</p> <p>a. List of BCA Shareholders with share ownership of 5% or more,</p> <p>b. List of ultimate beneficiary in the Company's shareholding ownership, also</p> <p>c. BCA principal shareholders/controller.</p> <p>More info on page 355-356.</p>

BCA has conducted all of recommendations in the implementation of Corporate Governance Guidelines for Public Companies.

- c. OECD Corporate Governance Principles. BCA has implemented the principles of Corporate Governance written by the Organization for Economic Co-operation and Development (OECD). OECD's principles of Corporate Governance are

the reference in the ASEAN CG Scorecard Assessment. The ASEAN CG Scorecard to measure and improve the effectiveness of the implementation of Corporate Governance principles. Indonesia together with Malaysia, the Philippines, Singapore, Thailand and Vietnam agreed to adopt the criteria from the Corporate Governance principles published by the OECD as a reference for the ASEAN CG Scorecard.

BCA implements to the principles of corporate governance from OECD as the following:

No	Principles	Remarks
1.	Corporate Governance Framework.	BCA has a framework for BCA's governance that is reflected in its action plan and its organizational structure.
2.	Rights of Shareholder.	In accordance with the Fulfillment of Recommendation Table OJK Circular Letter No.32/SEOJK.04/2015 - Principle A (Relationship Between Public Company with its Shareholders in Guaranteeing Rights of Shareholder).
3.	Equal Treatment of Shareholders.	Under the principle of fairness and equal treatment, BCA provides an opportunity for all shareholders to convey opinions and have access to information in accordance with the principle of transparency.
4.	The Role of Stakeholders in Corporate Governance.	In accordance with Fulfillment of Recommendation Table OJK Circular Letter No.32/SEOJK.04/2015 - Principle D (Stakeholder Participation).
5.	Disclosure and Transparency.	In accordance with the Fulfillment of Recommendation Table OJK Circular Letter No.32/SEOJK.04/2015 – Principle E (Information Disclosure).
6.	Roles and Responsibilities of Board of Commissioners and Board of Directors.	In accordance with the Fulfillment of Recommendation Table OK Circular Letter No. 32/SEOJK.04/2015 – Principle B (Function and Roles of Board of Commissioners) and Principle C (Functions and Roles of Board of Directors).

### 3 Internalization

One of the effective effort to encourage the implementation of Good Corporate Governance at BCA is through all levels BCA employees internalization from the the entry level up to the higher level. Internalization activities to support of the implementation of BCA's Good Corporate Governance include:

a. Statement of commitment to the implementation of Good Corporate Governance.

As a concrete manifestation of BCA's commitment to continue to improve the implementation of Good Corporate Governance principles pursuant to regulations, hence, BCA requires its Echelon 1 to Echelon 5 employees to annually sign the annual disclosure.

The written statement in this Annual Disclosure is as follows:

1) State the presence or absence of ownership of shares/investment of 10% or more in a company in the name of self or wife/husband and/or children, individually or jointly;

- 2) State whether the person concerned serves as commissioner/director/employee/partner/ally/management in company paragraph 1) above and/or other companies;
- 3) State whether during the reporting period, the company referred to in paragraph 1) or 2) above receives credit or becomes a partner of the Bank;
- 4) State the presence or absence of transaction involvement in the process of granting credit/transactions as partners;
- 5) State the presence or absence of family relations with owners, Commissioners/Directors and/or Bank partners;
- 6) State whether the person concerned is the management/member of another organization that allows a conflict of interest;
- 7) State whether or not the person concerned has received gifts/rewards/ gifts from parties related to the Bank that can have a negative impact and affect the Bank's decision and/or the price exceeds the reasonable limit;

8) Other statements in regards to conflict of interest not mentioned in the above paragraphs.

b. BCA Values Socialization.

BCA values or corporate values that are embedded in each employee at BCA include:

- 1) Customer Focus
- 2) Integrity
- 3) Teamwork
- 4) Continuous Pursuit of Excellence (striving for the best).

The principles of Good Corporate Governance are included in every BCA value system, specifically in the value of Integrity and the value to Continue Pursuit of Excellence.

Socialization which is one of the effort to internalize BCA's culture and values are done through sharing sessions, face-to-face meetings with leaders and colleagues in one division (community of practice/ COP), creating comic on values, intranets, and showing videos on values on the internal portal which is downloadable by employees.



Values promotion via video on the internal portal

In addition to socialization, efforts to internalize BCA's values are also conducted through SMART SOLUTION program. This program aims to achieve BCA's excellent service to meet customer needs and provide financial solutions. The SMART SOLUTION program is supported with

reward programs as an effort to encourage the application and evaluation for BCA's Values to be stronger and to increase team and customer engagement. Cultural internalization programs are expected to encourage the behavior of BCA personnel to support the implementation of values, good corporate governance, innovative, risk-conscious and productive.

c. Socialization on Good Corporate Governance.

Socialization on Good Corporate Governance is conducted through:

- 1) Socialization on Principles and Implementation of Good Corporate Governance.

This socialization was carried out through the Corporate Governance bulletin (GCG series bulletin) on MyBCA internal portal that can be accessed by every BCA employee nationwide. The GCG series presents the latest understanding, practices and information on corporate governance. In addition to the bulletin, the the Socialization of Good Corporate Governance campaign is also carried out through COP and sharing sessions carrying themes related to corporate governance, as well as themes on the importance of information disclosure, implementation of corporate governance in banking, and so on.

- 2) Socialization on Anti-Fraud Awareness (AFA).

BCA has guidelines for implementing anti-fraud strategies that contain application of strategies, implementation of risk management, mandatory reports to the regulators, and sanctions provided. BCA also actively promotes fraud awareness and anti-gratification through the distribution of anti-fraud themed comics, anti-fraud statements, slides

on the implementation of anti-fraud and whistleblowing systems that can be downloaded by employees on MyBCA internal portal, AFA videos, posters, COP implementation of anti-fraud strategies, e-learning that must be followed by all employees, and so on.

BCA implements the AFA program so every employee be able play an active role in implementing an anti-fraud culture in an effort to apply the principles of accountability and independence in Good Corporate Governance, to create conditions for a conducive work environment free from fraud.



AFA comic



Anti-fraud e-learning campaign

3) Socialization on Affiliated Transactions and Conflicts of Interest. BCA has an active role in implementing disclosure of information or reports on affiliated transactions and conflicts of interest in its effort to apply the principles of Good Corporate Governance. Policies related to affiliated transaction reports and conflicts of interest are stipulated in Board of Directors' Decree No. 214/SK/DIR/2019 dated December 27, 2019 concerning Affiliated Transactions and Transactions containing Conflict of Interest and Circular Letter No. 319/SE/POL/2019 dated December 27, 2019 on the Implementation Manual for Affiliated Transactions and Transactions Containing Conflicts of Interest. The policy is available for download on MyBCA intranet portal which is accessible for all BCA employees nationwide. The dissemination is held through sharing sessions, GCG series bulletins, and internal memorandums.

Good Corporate Governance implementation is an important factor in maintaining the trust of both BCA shareholders and stakeholders. Establishing Good Corporate Governance is an increasingly significant necessity in order to maintain business continuity amid increasing business risks and challenges in the banking industry. Through the application of the principles of Good Corporate Governance, BCA is expected to be able to maintain a healthy and sustainable business.

## C. ASSESSMENT OF GOOD CORPORATE GOVERNANCE IMPLEMENTATION

Key performance indicators of good corporate governance implementation are assessed both internally and externally.

### 1. Internal assessment

BCA performs an internal assessment of Good Corporate Governance Implementation on a semester basis by using a self-assessment working paper method referring to OJK Circular Letter No.13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks.

BCA's Secretariat and Corporate Communications Division collects data and relevant information to the self-assessment related to the adequacy and effectiveness of the Implementation of Good Corporate Governance. The assessment covers all aspects of governance by observing the principles of significance and materiality. After the data is collected, positive and negative factors from each aspect of governance can be concluded, namely governance structure, governance processes and governance outcomes.

BCA also ensures that the Good Corporate Governance assessment process takes into account the significance of the problems. Throughout 2019, BCA has conducted a self-assessment each semester with satisfactory results.

#### Assessment Criteria

The criteria used in the assessment are as stipulated in OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks. In implementing the five basic principles of Good Corporate Governance, BCA must conduct self-assessments regularly that include at least 11 factors to be evaluated for the implementation of Good Corporate Governance, namely:

- a. Implementation of the Duties and Responsibilities of the Board of Directors;

- b. Implementation of Duties and Responsibilities of Board of Commissioners;
- c. Completeness and Implementation of Committee's Duties;
- d. Conflicts of Interest Handling/Management;
- e. Implementation of Compliance Function;
- f. Implementation of Internal Audit Function;
- g. Implementation of External Audit Function
- h. Implementation of Risk Management Including Internal Control System;
- i. Provision of Funds to Related Parties and Large Exposure/Funds;
- j. Transparency of the Bank's Financial and Non-Financial Conditions, the Bank Reporting Governance and Internal Reporting;
- k. Bank's Strategic Plan.

#### The parties conducting the assessment

Self-assessment covers 11 factors performed by related functions or units, including the Board of Commissioners, the Board of Directors, Committees, Internal Audit Division, Compliance Work Unit, Risk Management Work Unit, Corporate Secretary, and other related units.

#### Self-Assessment Results

BCA conducts self-assessment towards its Good Corporate Governance implementation with the following objectives:

- a. Governance structure  
Assessing the adequacy of the structure and infrastructure of the Bank's corporate governance in order to the process of implementing Good Corporate Governance principles generates outcomes that are in line with the expectations of the Bank's Stakeholders.
- b. Governance process  
Assessing the effectiveness in implementing Good Corporate Governance principles supported by the adequacy of the structure and infrastructure of the bank's corporate governance.

c. Governance outcome

Assessing the quality of outcome that meets the expectations of the Bank's Stakeholders, as the results of the implementation of Good Corporate Governance principles and supported by the adequacy of the structure and infrastructure of the bank's corporate governance.

BCA applies those 3 (three) aspects of governance as the basis for evaluating the implementation of Good Corporate Governance. The result of Self-Assessment implementation of Good Corporate Governance both in 1<sup>st</sup> and 2<sup>nd</sup> semester in 2019 was ranked 2, with the following details:

#### Self-assessment Result of the Application of Good Corporate Governance

	Ranking	Definition for Ranking
Individual	2	BCA management has applied good governance in general. The results are reflected in the adequate over the principles of governance. If flaws exist in the application of the principles of governance, generally they are insignificant and easily handled by normal measure within BCA management

## 2. External Assessments

BCA also conducted an external assessment of its implementation of Good Corporate Governance in 2019, provided by the Indonesian Institute for Corporate Directorship (IICD) and the ASEAN CG Scorecard assessor.

### The Indonesian Institute for Corporate Directorship (IICD) Corporate Governance Award

The IICD has held this award since 2009. The assessment for this award is based upon the disclosure of corporate governance practices by the listed companies in Indonesia.

a. **The party conducting the assessment**

The party conducting the assessment is IICD, an independent institution that consistently conducts activities of research, training, and consultation towards corporate governance practices in Indonesia. IICD conducts evaluation and ranking towards 100 listed companies with the largest market capitalization in the Indonesia Stock Exchange.

b. **Assessment aspects**

The assessment instrument for IICD CG Award is the Corporate Governance (CG) Scorecard, which is also used by other Institute of Directors in several ASEAN countries. Indonesia together with five other ACMF member countries (Malaysia, the Philippines, Singapore, Thailand and Vietnam) agreed to adopt criteria which are a more detailed description of the corporate governance principles published by the OECD which is set as a benchmark for ASEAN CG scorecard. The ASEAN CG scorecard assessment is based upon documentation which is accessible to the public. The evaluation aspects include, among others:

Point	Aspect
A	Rights of shareholders
B	Fair treatment of shareholders
C	Roles of stakeholders
D	Disclosure and transparency
E	Responsibility of Board of Directors and Board of Commissioners



**c. Assessment result**

In 2019, BCA won the Best Financial Sector award at the 2019 IICD Corporate Governance Conference & Award 2019.

6) BCA already has its Risk Monitoring Committee in its corporate governance structure that assists the Board of Commissioners in monitoring BCA's risks.

**ASEAN Corporate Governance (CG) Scorecard**

BCA is committed to implement the ASEAN CG Scorecard indicator in order to actualize good corporate governance practices.

**a. The party conducting the assessment**

The parties conducting the assessment are independent assessors and OJK with RSM Consulting Indonesia.

**b. Assessment aspect**

The use of ASEAN CG Scorecard assessment is based upon documentation which is accessible to the public, with aspects of the assessment covering the rights of shareholders, fair treatment of shareholders, the role of stakeholders, disclosure and transparency, as well as the responsibilities of the Board of Directors and the Board of Commissioners.

**c. Assessment result**

ACGS has not yet stated the assessment result until December 31, 2019. BCA has implemented each indicator and is able to exceed the minimum implementation standards, which are explained further as follows:

- 1) Notice of Annual GMS is released at least 28 days prior to the date of the Annual GMS.
- 2) Resolution of GMS is published one working day after the date of the GMS.
- 3) Has applied the framework for Sustainability Report.
- 4) BCA may use third-party services to search for candidates for the Board of Commissioners and/or the Board of Directors.
- 5) Policies and comprehensiveness on corporate governance process about IT issues including, management disruption, cyber security, and disaster recovery.

BCA has also conducted a self-assessment based on the ASEAN CG Scorecard indicators to facilitate assessors in assessing and measuring the implementation of the indicators. ASEAN CG Scorecard self-assessment can be accessed through the BCA website at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/ACGS>

- d.** BCA has carried out good corporate governance practices in accordance with applicable regulations. Regarding matters of concern to ACGS, it is still being discussed internally within BCA.

**GENERAL MEETINGS OF SHAREHOLDERS**

The General Meeting of Shareholders (GMS) is the highest organ in BCA's Corporate Governance structure, functions as a tool for shareholders to exercise their rights and obligations. The GMS has its own authority, which is not granted to the Board of Directors or the Board of Commissioners, within the limits specified in the laws and/or BCA's Articles of Association.

The legal basis for organizing the BCA refers to:

1. Law No. 40 of 2007 Concerning Limited Liability Companies
2. OJK Regulation No. 32/POJK.04/2014 dated December 8, 2014 Concerning Plans and Organizing of a Public Company Shareholders General Meeting
3. OJK Regulation No. 10/POJK.04/2017 dated 14 March 2017 Concerning Amendments to OJK Regulation No. 32/POJK.04/2014 on Plans and Organizing of a Public Company Shareholders General Meeting
4. BCA's Articles of Association.



## 1. Shareholders' Rights

The rights of the shareholders, among others:

- a. Attend at the GMS.
- b. Propose GMS agenda in accordance to prevailing regulations.
- c. Obtain the release of the GMS material no later than 28 days prior to the GMS.
- d. Receive the opportunity to raise questions and/or express opinions on each GMS agenda.
- e. Receive the equal treatment from BCA.
- f. Voting at the GMS.
- g. Nominates candidates the Board of Commissioners and/or the Board of Directors.
- h. Propose the appointment of a member of the Board of Directors or more and increase the number of members of the Board of Directors to replace members of the Board are dismissed or vacant opportunity in the position of Board of Directors of BCA.
- i. Dismiss members of the Board of Commissioners at any time before ending term.
- j. At all times, appoint a member of the Board of Commissioners or more to increase the number of existing members of the Board of Commissioners or to replace members of the Board of Commissioners who are dismissed based on vacant opportunity in the Board of Commissioners.
- k. Receive dividend payments in accordance with applicable procedures and conditions.
- l. Execute other rights and/or authorities pursuant to the BCA's Articles of Association and applicable laws and regulations, including the right to participate in case of authorizing the increase of capital, amend BCA's Articles of Association, and transfer all or part of assets that cause the sale of the company.

The rights, authorities and responsibilities of the Shareholders are regulated in BCA's Articles of Association that can be accessed directly to the website [www.bca.co.id](http://www.bca.co.id), BCA reminds to all shareholders and/or their attorneys to attend the General Meeting of Shareholders held by BCA.

## 2. 2019 Annual GMS and Extraordinary GMS

In 2019, BCA held 1 (one) Annual GMS (AGMS) on April 11, 2019 and 1 (one) Extraordinary GMS (EGMS) on June 20, 2019. The agenda (along with an explanation of each agenda) discussed at the AGMS and EGMS is available at the Secretariat and Corporate Communication Division - BCA head office, and has been uploaded on the BCA website on the same date as the notice for GMS was released with the following details:

**1. AGMS:**

Day/Date	: Thursday, April 11, 2019.																									
Time	: 09.38 - 12.45 WIB.																									
Venue	: Grand Ballroom, Hotel Indonesia Kempinski – 11 <sup>th</sup> Floor, Jl. M.H. Thamrin No. 1 Jakarta 10310																									
Agenda of the meeting:	<p>: 1. Approval of the annual report including the Company's financial statements and report on the supervisory duties of the Company's Board of Commissioners for the financial year ended December 31, 2018 and grant of release and discharge of liability (acquit et de charge) to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company during the financial year ended December 31, 2018.</p> <p>2. Appropriation of the Company's net profit for the financial year ended December 31, 2018.</p> <p>3. Change in the composition of the Company's Board of Directors.</p> <p>4. Determination of the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payment (tantiem) for the financial year 2018 payable to the members of the Board of Directors and the Board of Commissioners of the Company.</p> <p>5. 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 December 31, 2019.</p> <p>6. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended December 31, 2019.</p> <p>7. Approval of the revised recovery plan of the Company.</p> <p>8. Report on the realization of the use of the proceeds from the Continuous Public Offering of Continuous Subordinated Bonds I of Bank Central Asia Phase I Year 2018.</p> <p>All agendas and explanation of the agenda have been published and are available on the BCA website in accordance with the provisions relating to GMS of a public company.</p>																									
Quorum	: The number of shares present and/or their proxies representing in the 2019 AGMS was 21,366,812,221 shares or equal to 86.66% of the total outstanding shares of the Company with valid voting rights, namely 24,655,010,000 shares, and therefore the quorum as required by Article 23 paragraph 1 letter a of the Company's articles of association has been met.																									
Attendance of the Board of Commissioners	<table border="1"> <tr> <td>: Djohan Emir Setijoso</td> <td>President Commissioner</td> </tr> <tr> <td>Tonny Kusnadi</td> <td>Commissioner</td> </tr> <tr> <td>Cyrrillus Harinowo</td> <td>Independent Commissioner</td> </tr> <tr> <td>Raden Pardede</td> <td>Independent Commissioner</td> </tr> <tr> <td>Sumantri Slamet</td> <td>Independent Commissioner</td> </tr> </table> <p>All members of the Board of Commissioners are present at the AGMS (100%).</p>		: Djohan Emir Setijoso	President Commissioner	Tonny Kusnadi	Commissioner	Cyrrillus Harinowo	Independent Commissioner	Raden Pardede	Independent Commissioner	Sumantri Slamet	Independent Commissioner														
: Djohan Emir Setijoso	President Commissioner																									
Tonny Kusnadi	Commissioner																									
Cyrrillus Harinowo	Independent Commissioner																									
Raden Pardede	Independent Commissioner																									
Sumantri Slamet	Independent Commissioner																									
Attendance of the Board of Directors	<table border="1"> <tr> <td>: Jahja Setiaatmadja</td> <td>President Director</td> </tr> <tr> <td>Eugene Keith Galbraith</td> <td>Deputy President Director</td> </tr> <tr> <td>Armand Wahyudi Hartono</td> <td>Deputy President Director</td> </tr> <tr> <td>Suwignyo Budiman</td> <td>Director</td> </tr> <tr> <td>Tan Ho Hien/Subur atau disebut juga Subur Tan</td> <td>Director (concurrently as Director of Compliance)</td> </tr> <tr> <td>Henry Koenaifi</td> <td>Director</td> </tr> <tr> <td>Erwan Yuris Ang</td> <td>Independent Director</td> </tr> <tr> <td>Rudy Susanto</td> <td>Director</td> </tr> <tr> <td>Lianawaty Suwono</td> <td>Director</td> </tr> <tr> <td>Santoso</td> <td>Director</td> </tr> <tr> <td>Inawaty Handojo</td> <td>Director</td> </tr> <tr> <td>Vera Eve Lim</td> <td>Director</td> </tr> </table> <p>All members of the Board of Directors are present at the AGMS (100%).</p>		: Jahja Setiaatmadja	President Director	Eugene Keith Galbraith	Deputy President Director	Armand Wahyudi Hartono	Deputy President Director	Suwignyo Budiman	Director	Tan Ho Hien/Subur atau disebut juga Subur Tan	Director (concurrently as Director of Compliance)	Henry Koenaifi	Director	Erwan Yuris Ang	Independent Director	Rudy Susanto	Director	Lianawaty Suwono	Director	Santoso	Director	Inawaty Handojo	Director	Vera Eve Lim	Director
: Jahja Setiaatmadja	President Director																									
Eugene Keith Galbraith	Deputy President Director																									
Armand Wahyudi Hartono	Deputy President Director																									
Suwignyo Budiman	Director																									
Tan Ho Hien/Subur atau disebut juga Subur Tan	Director (concurrently as Director of Compliance)																									
Henry Koenaifi	Director																									
Erwan Yuris Ang	Independent Director																									
Rudy Susanto	Director																									
Lianawaty Suwono	Director																									
Santoso	Director																									
Inawaty Handojo	Director																									
Vera Eve Lim	Director																									
Attendance of the Audit Committee	<table border="1"> <tr> <td>: Cyrrillus Harinowo</td> <td>Chairman</td> </tr> <tr> <td>Ilham Ikhsan</td> <td>Member</td> </tr> <tr> <td>Tjen Lestari</td> <td>Member</td> </tr> </table> <p>All members of the audit committee are present at the AGMS (100%).</p>		: Cyrrillus Harinowo	Chairman	Ilham Ikhsan	Member	Tjen Lestari	Member																		
: Cyrrillus Harinowo	Chairman																									
Ilham Ikhsan	Member																									
Tjen Lestari	Member																									

Attendance of the Risk Oversight Committee	:	Sumantri Slamet	Chairman
		Endang Swasthika Wibowo	Member
		Lianny Somyadewi D.	Member
	All members of the risk oversight committee are present at the AGMS (100%).		
Attendance of the Remuneration and Nomination Committee	:	Raden Pardede	Chairman
		Djohan Emir Setijoso	Member
		Hendra Tanumihardja	Member
	All members of the remuneration and nomination committee are present at the AGMS (100%).		
Attendance of the Integrated Governance Committee	:	Sumantri Slamet	Chairman
		Wimpie Rianto	Member
		Adhi Gunawan Budirahardjo	Member
		Gustiono Kustianto	Member
		Pudjianto	Member
		Suyanto Sutjiadi	Member
		Sutedjo Prihatono	Member
		Rudy Harjono	Member
		Mendari Handaya	Member
		Hendra Iskandar Lubis	Member
All members of the integrated governance committee are present at the AGMS (100%).			
Independent Parties	:	<ul style="list-style-type: none"> <li>Notary: Fathiah Helmi, S.H.</li> <li>Securities Administration Bureau: PT Raya Saham Registra.</li> </ul>	

## 2. EGMS:

Day/Date	:	Thursday, June 20, 2019.	
Time	:	10.42 - 11.12 WIB.	
Venue	:	Grand Ballroom, Hotel Indonesia Kempinski –11 <sup>th</sup> floor, Jalan M.H. Thamrin No. 1, Jakarta 10310.	
Agenda	:	Approval of the acquisition plan in relation to the Company's plan to acquire the shares of PT Bank Royal Indonesia. All agendas and explanation of the agenda have been published and are available on the BCA website in accordance with the provisions relating to GMS of a public company.	
Quorum	:	The number of shares present and/or represented in the 2019 EGMS is 21,704,803,950 shares or equal to 88.034% of the total outstanding shares of the Company with valid voting rights, namely 24,655,010,000 shares, and therefore the quorum as required by Article 23 paragraph 1 letter a of BCA 's Articles of Association has been met.	
Attendance Board of Commissioners:	:	Ir. Djohan Emir Setijoso	President Commissioner
		Tonny Kusnadi	Commissioner
		Cyrillus Harinowo	Independent Commissioner
		Dr. Ir. Raden Pardede	Independent Commissioner
		Sumantri Slamet	Independent Commissioner
	All members of the Board of Commissioners are present at the AGMS (100%).		

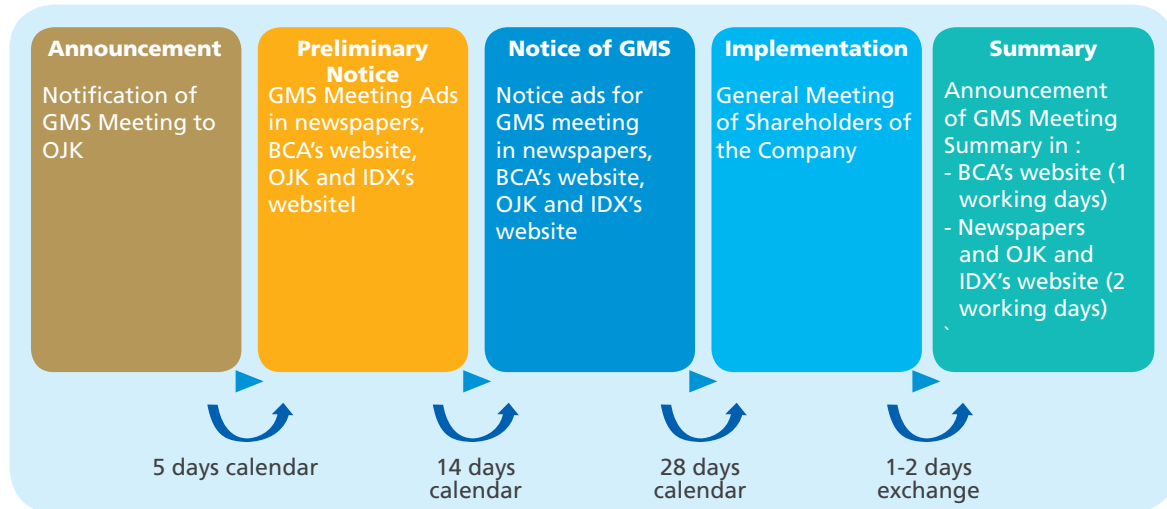
Attendance of the Board of Directors	:	Jahja Setiaatmadja	President Director
		Armand Wahyudi Hartono	Deputy President Director
		Suwignyo Budiman	Director
		Tan Ho Hien/Subur atau disebut juga Subur Tan	Director (concurrently as Director of Compliance)
		Henry Koenafifi	Director
		Erwan Yuris Ang	Independent Director
		Rudy Susanto	Director
		Lianawaty Suwono	Director
		Santoso	Director
		Inawaty Handojo	Director
		Vera Eve Lim	Director
All members of the Board of Directors are present at the AGMS (100%).			
Attendance of the Audit Committee	:	Cyrellus Harinowo	Chairman
		Ilham Ikhsan	Member
		Tjen Lestari	Member
All members of the audit committee are present at the AGMS (100%).			
Attendance of the Risk Oversight Committee	:	Sumantri Slamet	Chairman
		Endang Swasthika Wibowo	Member
		Lianny Somyadewi D.	Member
All members of the risk oversight committee are present at the AGMS (100%).			
Attendance of the Remuneration and Nomination Committee	:	Raden Pardede	Chairman
		Djohan Emir Setijoso	Member
		Hendra Tanumihardja	Member
All members of the remuneration and nomination committee are present at the AGMS (100%).			
Attendance of the Integrated Governance Committee	:	Sumantri Slamet	Chairman
		Wimpie Rianto	Member
		Sulistiyowati	Member
		Gustiono Kustianto	Member
		Pudjianto	Member
		Suyanto Sutjiadi	Member
		Sutedjo Prihatono	Member
		Rudy Harjono	Member
		Mendari Handaya	Member
		Hendra Iskandar Lubis	Member
All members of the integrated governance committee are present at the AGMS (100%).			
Independent Parties	:	<ul style="list-style-type: none"> <li>• Notary: Christina Dwi Utami, S.H., M.Hum., M.Kn.</li> <li>• Securities Administration Bureau: PT Raya Saham Registra.</li> </ul>	

### 3. Procedures for Organizing AGMS and EGMS

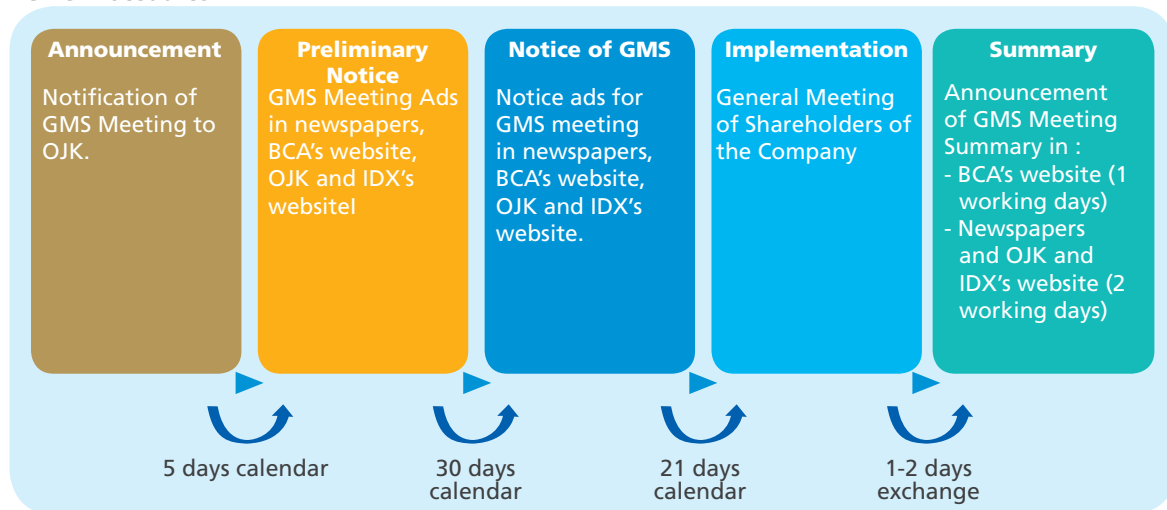
The AGMS and EGMS at BCA are organized due to the following procedures:

- a. On five working days prior to announcement of the AGMS and EGMS, BCA has made a clear and detailed notification of the AGMS and EGMS agenda to the OJK.
- b. In accordance with Article 21 Paragraph 2 of BCA's Articles of Association, BCA released an announcement no later than 14 days prior the invitation of AGMS and in accordance with Article 127 of Law No. 40 of 2007, BCA announced the EGMS regarding the acquisition of PT. Bank Royal Indonesia no later than 30 days before the invitation to the EGMS. This time period does not take into account the announcement date and the date of the GMS invitation.
- c. Individuals or more shareholders who jointly represent 1/20 or more of the total number of BCA shares and have valid voting rights issued by BCA can propose agendas for the GMS. Proposals from shareholders will be included in the agenda of the GMS if they meet the provisions of Article 21 paragraph 6 of the BCA Articles of Association and Article 12 of the OJK Regulation No. 32/POJK.04/2014 dated 8 December 2014 on Planning And Holding General Meetings Of Shareholders Of Public Limited Companies.
- d. To facilitate shareholders, proxy forms can be downloaded on the BCA website in the corporate governance section or can be obtained from PT Raya Saham Registra, BCA's Securities Administration Bureau, on working days and hours at Plaza Sentral Building 2<sup>nd</sup> Floor Jalan Jendral Sudirman Kavling 47 - 48 , Jakarta, 12930
- e. The time period of AGMS invitations is 28 days and for the EGMS is 21 days prior to the day of AGMS and EGMS. The invitations do not take into account the date of the invitation as well as the date of the AGMS and EGMS. BCA also submitted an explanation for each agenda that requires shareholder approval
- f. At the time of the AGMS invitation, BCA also submitted the hardcopy and softcopy 2018 BCA Annual Report to the OJK. In addition, the 2018 BCA Annual Report is also available on the BCA website that can be accessed by Stakeholders.
- g. Shareholders or shareholders' representatives who were entitled to attend the AGMS are shareholders whose names are registered in the Register of Shareholders on March 12, 2019 at 16:15 WIB. Shareholders or shareholders' representatives who were entitled to attend the EGMS are shareholders whose names are recorded in the register of holders of shares on May 28, 2019 at 16:15 WIB.
- h. Each share issued has 1 right to vote, the provisions in the BCA Articles of Association do not divide more than one classification of shares that can affect different voting rights.
- i. BCA announces the summary of minutes of AGMS and EGMS on the BCA website is one working day after the AGMS and EGMS were held.
- j. BCA has submitted the summary of minutes of the AGMS and EGMS to the OJK and IDX. BCA has also announced the summary of minutes of the AGMS and EGMS to the public through the BCA website. Submission and announcement of the summary of minutes of the AGMS and EGMS are conducted within two working days after the AGMS and EGMS are held.
- k. BCA submitted minutes of the AGMS and EGMS to OJK and IDX no later than 30 days after the AGMS and EGMS are held. A copy of the minutes can be accessed and downloaded by the public on the BCA website under the corporate governance section.

**AGMS Procedures**



**EGMS Procedures**



Remark	AGMS	EGMS
Notice of OJK	Notified to OJK through sending letter No. 102/DIR/2019 dated February 19 , 2019.	Notified to OJK through sending letter No. 213/DIR/2019 dated April 18, 2019
Announcement	<ul style="list-style-type: none"> <li>Published the AGMS Announcement through daily newspapers, Bisnis Indonesia and The Jakarta Post, and BCA's website on February 26, 2019.</li> <li>Proof of the AGMS Announcement submitted by sending hardcopy and through e-reporting to OJK and IDX on May 13, 2019.</li> </ul>	<ul style="list-style-type: none"> <li>Published the EGMS Announcement through daily newspapers, Bisnis Indonesia and The Jakarta Post, and BCA's website on April 26, 2019.</li> <li>Evidence of the AGMS Announcement submitted by sending hardcopy and through e-reporting to OJK and IDX on May 13, 2019.</li> <li>Evidence of Acquisition Plan Summary published through daily newspapers, Bisnis Indonesia and The Jakarta Post, and BCA's website on April 26 ,2019</li> </ul>

Remark		AGMS	EGMS
Notice of GMS		<ul style="list-style-type: none"> <li>Published through daily newspapers, Bisnis Indonesia and The Jakarta Post, and BCA's website on March 13, 2019.</li> <li>Proof of the Invitation submitted by handing hardcopy and through e-reporting to OJK and IDX on March 13, 2019</li> </ul>	<ul style="list-style-type: none"> <li>Published through daily newspapers, Bisnis Indonesia and The Jakarta Post, and BCA's website on May 29, 2019.</li> <li>Evidence of the Invitation submitted by sending hardcopy and through e-reporting to OJK and IDX on May 29, 2019.</li> </ul>
Commence- ment	Date	April 11, 2019	June 20, 2019
	Time	09.38 s.d. 12.45 Western Indonesia Time	10.42 s.d. 11.12 Western Indonesia Time
	Place	Grand Ballroom, Hotel Indonesia Kempinski – Lantai 11 Jalan M.H. Thamrin No.1 Jakarta 10310	Grand Ballroom, Hotel Indonesia Kempinski – Lantai 11 Jalan M.H. Thamrin No.1 Jakarta 10310
	Board of Commissioners Attendance	100%	100%
	Board of Directors Attendance	100%	100%
	Audit Committee's Attendance	100%	100%
	Oversight Committee's Attendance	100%	100%
	Remuneration and Nomination Committee's Attendance	100%	100%
	Integrated Governance Committee's Attendance	100%	100%
	Independent Parties	<ul style="list-style-type: none"> <li>Notary: Fathiah Helmi, S.H.</li> <li>Securities Administration Bureau: PT Raya Saham Registra</li> </ul>	<ul style="list-style-type: none"> <li>Notary: Christina Dwi Utami, S.H., M.Hum., M.Kn.</li> <li>Securities Administration Bureau: PT Raya Saham Registra</li> </ul>
Summary of Minutes of Meeting		<ul style="list-style-type: none"> <li>Published through BCA's website on April 12, 2019</li> <li>Published through daily newspapers, Bisnis Indonesia and The Jakarta Post on April 15, 2019.</li> <li>Evidence of publication is submitted through handing hardcopy and e-reporting to OJK and IDX on April 15, 2019.</li> </ul>	<ul style="list-style-type: none"> <li>Published through BCA's website on June 21, 2019</li> <li>Published through daily newspapers, Bisnis Indonesia and The Jakarta Post on April 15, 2019.</li> <li>Evidence of publication is reported by handing hardcopy and e-reporting to OJK and IDX dated June 24, 2019.</li> </ul>
Minutes of Meeting		<ul style="list-style-type: none"> <li>Published through BCA's website on April 12, 2019.</li> <li>Minutes of meeting is submitted by handing hardcopy and through e-reporting to OJK and IDX on May 13, 2019</li> </ul>	<ul style="list-style-type: none"> <li>Published through BCA's website on July 2, 2019.</li> <li>Minutes of meeting is submitted through handing hardcopy and e-reporting to OJK and IDX on July 2, 2019</li> </ul>



## AGMS Advertisement

www.bca.co.id



**PRELIMINARY NOTICE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PT BANK CENTRAL ASIA Tbk**

This is to inform all Shareholders of PT Bank Central Asia Tbk (the "Company") that the Company is going to hold its Annual General Meeting of Shareholders (the "Meeting") on 11 April 2019.

In accordance with the provisions of Article 21 paragraph 4 of the Company's Articles of Association and with due observance of Regulation of the Financial Services Authority No. 32/POJK.04/2014 on the Plan and Organization of the General Meeting of Shareholders of Publicly-Held Companies as amended by the Regulation of the Financial Services Authority No. 10/POJK.04/2017 ("OJK Regulation on GMS"), the Notice of the Meeting will be issued on 13 March 2019 through announcement in 1 (one) Indonesian language national daily newspaper and 1 (one) English language daily newspaper, as well as on the website of the Indonesia Stock Exchange and the Company's website.

Those eligible to attend the Meeting are the Shareholders or their proxies that are recorded on the Company's Register of Shareholders as at 12 March 2019, 16:15 Western Indonesia Time.

One or more Shareholders that (collectively) represent at least 1/20 (one-twentieth) of the total number of outstanding shares of the Company with valid voting rights may propose the agenda items for the Meeting. The agenda items proposed by the Company's Shareholders will be included in the agenda for the Meeting to the extent that they are in compliance with the provisions of Article 21 paragraph 6 of the Company's Articles of Association, and Article 12 of the OJK Regulation on GMS, namely:

- the proposal shall be made in writing and shall have been received by the Board of Directors of the Company not later than 6 March 2019, 16:00 Western Indonesia Time;
- the proposal is accompanied by the reasons for which it is submitted and the relevant materials of the proposed agenda item for the Meeting;
- the proposal constitutes an agenda item that requires approval from the Meeting and is not contrary to the prevailing laws and regulations; and
- the Board of Directors of the Company is of the opinion that the proposal has been made and put forward in good faith and in the interests of the Company and has a direct bearing on the Company's business.

This Preliminary Notice of the Meeting can also be accessed on the Company's website (www.bca.co.id) and the website of the Indonesia Stock Exchange (www.idx.co.id).

Jakarta, 26 February 2019

**PT BANK CENTRAL ASIA Tbk  
Board of Directors**

www.bca.co.id



**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:

Day/Date : Thursday, 11 April 2019  
Venue : Grand Ballroom  
Hotel Indonesia Kempinski – 11<sup>th</sup> Floor  
Jalan M.H. Thamrin No. 1  
Jakarta 10310  
Time : 09:00 Western Indonesia Time - onwards

**Agenda for the Meeting:**

- 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 2018 and grant of release and discharge of liability (*quit et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company in the financial year ended 31 December 2018;  
**Explanation:**  
When presenting the Annual Report, the Financial Statements and the report on the supervisory duties of the Board of Commissioners, 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 will be reported to the Meeting.
- Appropriation of the Company's profits for the financial year ended 31 December 2018;  
**Explanation:**  
The Company will propose the appropriation of the Company's Net Profit, among others, for reserve fund, distribution of cash dividends, and the remaining unappropriated amounts of the net profits be recorded as retained earnings.
- Change in the composition of the Board of Directors of the Company;  
**Explanation:**  
The changes in the composition of the Company's Board of Directors that will be proposed at the Meeting are as follows:  
i. honorable dismissal of Mr. Eugene Keith Galbraith as Deputy President Director with effect from the close of the Meeting;  
ii. appointment of Mr. Suwignyo Budiman as Deputy President Director, which will be effective only to the extent of and as from the approval of such appointment by the Financial Services Authority; and  
iii. replacement of the Company's Director of Compliance, originally held by Mr. Tan Ho Hien/Subur aka Subur Tan and to be replaced by Ms. Inawaty Handoyo, which will be effective only to the extent of and as from the approval by the Financial Services Authority for such appointment of Ms. Inawaty Handoyo as the Company's Director of Compliance.  
The curriculum vitae of the candidates for the new members of the Company's Board of Directors that will be proposed at the Meeting can be downloaded from the Company's website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>).
- Determination of the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payment (*tantiem*) for the financial year 2018 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:  
i. the grant of authority to the majority Shareholder of the Company to determine the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payment (*tantiem*) for the financial year 2018 payable to the members of the Board of Commissioners; and  
ii. the grant of authority to the Board of Commissioners to determine the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payment (*tantiem*) for the financial year 2018 payable to the members of the Board of Directors.
- Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practising through such Registered Public Accounting Firm) to audit the Company's books and accounts for the financial year ended 31 December 2019;  
**Explanation:**  
The Company will propose that the Meeting grant powers to the Company's Board of Commissioners to appoint such Registered Public Accounting Firm and Public Accountants to ensure that the Company will obtain the best public accountants in terms of quality, requirements and competitive price.
- Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2019;  
**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.
- Approval of the Revised Recovery Plan of the Company;  
**Explanation:**  
To comply with the prevailing laws, it is necessary to update the Company's Recovery Plan.
- Report on the realization of the use of the proceeds from Continuous Public Offering of Continuous Subordinated Bonds I of Bank Central Asia Phase I Year 2018.  
**Explanation:**  
The Board of Directors will account for the realization of the use of the proceeds from such Continuous Public Offering of Subordinated Bonds.

**General Provisions:**

- This Notice of Meeting of the Company constitutes an official invitation to the meeting in accordance with the provisions of Article 21 paragraph 4 of the Company's Articles of Association in conjunction with Article 82 paragraph 2 of Law Number 40 of 2007 on Limited Liability Companies, and therefore it is not necessary for the Company to extend a separate invitation to each of the Company's Shareholders;
- The Company's Shareholders that are entitled to attend or be represented in the Company's Meeting are the Company's Shareholders whose names are recorded on the Register of Shareholders as at Tuesday, 12 March 2019, 16:15 Western Indonesia Time;
- Any holder of the Company's shares in the collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI") intending to attend the Meeting must register with the Stock Exchange Member/the Custodian Bank holding the securities account at KSEI to obtain a Written Confirmation to Attend the Meeting ("KTUR");
- Any Shareholder of the Company or its proxy who will attend the Company's Meeting is kindly requested to provide the registration officer with the original copy of the KTUR and a copy of his/her Resident ID card (KTP) or any other identification card before entering the Meeting room. Any authorized representative of Company's Shareholder must provide not only the original copy of the KTUR and a copy of his/her Resident ID card (KTP) or other identification card but also a copy of the latest articles of association and the deed containing the latest composition of the board members of the company he/she represents;
- A Company's Shareholder that is unable to attend the Meeting may be represented by a proxy, subject to the following provisions:  
a. The proxy submits a valid power of attorney in a form satisfactory to the Company's Board of Directors or executes the Company's standard form of power attorney, which can be obtained by the Shareholder at:  
i. the Company's Head Office (at the Corporate Secretary Division) on any business day during the Company's business hours; or  
ii. the office of the Securities Administration Bureau, i.e. PT Raya Saham Registrasi, having its address at Plaza Sentral, 2<sup>nd</sup> Floor, Jl. Jend. Sudirman Kav. 47-48, Jakarta 12930, Telp +6221 2529566, Fax +6221 2529028, on any business day during the business hours of the Securities Administration Bureau; or  
iii. the Company's website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>);  
b. Any member of the Board of Commissioners, any member of the Board of Directors, and any employee of the Company may act as a proxy for the Shareholder in the Meeting, but any vote cast by the proxy will not be counted in voting;  
c. If the power of attorney as described in item a point 5 is executed outside the territory of the Republic of Indonesia, the power attorney must be authenticated by the local notary public and the local consulate of the Republic of Indonesia;  
d. The Company must have received the duly completed power of attorney through the Securities Administration Bureau, i.e. PT Raya Saham Registrasi, no later than Monday, 8 April 2019, 16:00 Western Indonesia Time;
- The materials for the Meeting are available at the Company's head office - at Corporate Secretary Division, Menara BCA, 20<sup>th</sup> Floor, Jalan M.H. Thamrin No.1 Jakarta 10310, on any business day and during the business hours of the Company, from the date of this Notice of Meeting until the date of the Meeting. The Company's Shareholders can also obtain the materials for the Meeting by downloading them from the Company's website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>) or at the written request of the Shareholders to the Corporate Secretary of the Company, who shall have received such request no later than 1 (one) business day prior to the date of the Meeting.
- To ensure that the Meeting will be conducted in an orderly and timely manner, the Shareholders or their proxies are kindly requested to be present at the Meeting venue by 08:30 Western Indonesia Time.

Jakarta, 13 March 2019  
**PT BANK CENTRAL ASIA Tbk  
Board of Directors**

# Announcement of Summary of Minutes of AGMS

**www.bca.co.id**

**PT BANK CENTRAL ASIA Tbk**  
**ANNOUNCEMENT**  
**SUMMARY OF MINUTES OF**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**BCA**  
Always by Your Side

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

**Day/Date:** Thursday, 11 April 2019  
**Time:** 09:30 until 12:45 Western Indonesia Time  
**Place:** Jakarta 13133  
**Time Agenda:** (09:30 until 12:45 Western Indonesia Time)

**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 2018 and grant of release and discharge of liability (except of discharged to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company in the financial year ended 31 December 2018).**

**2. Appropriation of the Company's Net Profits for the financial year ended 31 December 2018.**

**3. Change in the composition of the Board of Directors of the Company.**

**4. Determination of the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payments (bonuses) for the financial year 2018 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 Accounting Firm) to audit/oversee the Company's books and accounts for the financial year ended 31 December 2019.**

**6. Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2018.**

**7. Approval of the Revised Recovery Plan of the Company.**

**8. Report on the realization of the application of the proceeds from Continuous Public Offering of Continuous Subordinated Bonds of Bank Central Asia Phase IV 2018.**

In accordance with Article 22 paragraph 1 letter a of the Company's Articles of Association and the Agreement Letter from the Board of Commissioners dated 27 March 2018, the Meeting was chaired by Mr. S. Dighan Emir Setjono as the President/Chairman of the Company, Mr. Dighan Emir Setjono as the Board of Commissioners and Board of Directors of the Company present at the Meeting, namely:

**Board of Commissioners**  
 President/Chairman: Mr. S. Dighan Emir Setjono  
 Commissioner: Mr. Tony Kusandi  
 Independent Commissioner: Mr. Cahya Hartono  
 Independent Commissioner: Mr. D. H. Raden Pardede  
 Independent Commissioner: Mr. Sumart Satrio

**Board of Directors**  
 President/Director: Mr. Lajla Setiawanida  
 Deputy President/Director: Mr. Eugene Keith Galbraith  
 Director (concurrently serving as Director of Compliance): Mr. Tan Ho Hien/Sulur A.A. Sulur Tah  
 Director: Mr. Henry Koeswadi  
 Director: Mr. Edwin Turji Ang, S.H., M.H.  
 Director: Mr. Rudy Susanto  
 Director: Mr. Lianawaty Suwono  
 Director: Mr. Santoso  
 Director: Mrs. Inawaty Handjaja  
 Director: Mrs. Vera Lim Lim

The Company's Meeting was attended by the shareholders and proxies for the shareholders representing 21,368,812,121 shares or equal to 86.68% of 24,453,010,000 shares, being the total outstanding shares of the Company.

**Mechanism for Adopting Resolutions**  
 The resolutions on all agenda items were passed through deliberation for a consensus, and when the consensus could not be reached, the resolutions were passed by means of voting.

The voting on each proposal presented on the Meeting agenda was conducted verbally by means of vote pooling, to which the shareholders or their proxies that did not appear in person or in respect of the proposal gave a show of hands and submitted their ballot papers, which were then electronically scanned by PT Bank SAKAM RIGESTRA as the Securities Administration Bureau of the Company and the counting result was further verified by Notary Fatmah Helmi, S.H., as an independent public official.

**Opportunity to Ask Questions and/or Express Opinions**  
 The shareholders or their proxies were given the opportunity to ask questions and/or express opinions on each Meeting agenda item, as elaborated in the explanation of each Meeting agenda item.

**Adopted Resolutions**  
 The Meeting has adopted the resolutions as described in the "Material Minutes of General Meeting of Shareholders of PT Bank Central Asia Tbk" Number 11 dated 11 April 2019, drawn up by Fatmah Helmi, S.H., a Notary of Jakarta, as summarized below:

**The First Item on the Agenda:**  
 During the discussion of the First Agenda Item, there were 2 (two) shareholder asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
First Item	21,328,123,721 (89.67%)	13,500 (0.05%)	27,086,000 (10.28%)	2

Therefore, the Meeting resolved as follows:

1. Approving the Annual Report, including:  
 a. the Financial Statements, which include the Company's Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2018, audited by the Public Accounting Firm of Tanuwidjaja, Wilkison, Kito & Rekan (a member firm of PricewaterhouseCoopers), as evident from its report Number 0000172/182/2019/L01072019-21/216/2019 dated 11 February 2019 with unmodified opinion, as contained in the 2018 Annual Report; and  
 b. the Board of Commissioners' Report on its Supervisory Duties, for the financial year ended 31 December 2018, as contained in the 2018 Annual Report.

**The Second Item on the Agenda:**  
 During the discussion of the Second Agenda Item, there was 1 (one) shareholder asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Second Item	21,369,214,794 (89.79%)	20,114,127 (0.09%)	27,086,000 (0.10%)	1

Therefore, the Meeting resolved as follows:

1. Determining that according to the Company's Balance Sheet and Profit or Loss Statement for the financial year ended 31 December 2018, audited by the Public Accounting Firm of Tanuwidjaja, Wilkison & Rekan (a member firm of PricewaterhouseCoopers), the Company's net profits for the financial year ended 31 December 2018 amounted to Rp2,855,154,148,976 (Twenty five billion eight hundred fifty five million nine hundred fifty four thousand nine hundred seventy six rupiah) ("Net Profits for 2018").

2. Appropriating the Company's Net Profits for 2018, which amounted to Rp2,855,154,148,976 (Twenty five billion eight hundred fifty five million nine hundred fifty four thousand nine hundred seventy six rupiah) as follows:  
 a. An amount of Rp340 (three hundred forty rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2018 to the shareholders entitled to receive cash dividends, such amount includes the reserve dividends of Rp43 (eighty five rupiah) share or a total amount of Rp2,205,073,852,000 (Two trillion ninety five billion six hundred twenty five million eight hundred fifty thousand rupiah) paid out by the Company on 21 December 2018; accordingly, the remaining amount of dividends is Rp255 (two hundred fifty five rupiah) per share or a total amount of Rp2,202,227,152,000 (Two trillion two hundred eighty seven billion twenty seven million five hundred fifty thousand rupiah). As regards such dividend payments, the following terms and conditions shall apply:  
 (i) the remaining amount of dividends for the financial year 2018 will be paid out for each share listed by the Board of Directors 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 2018, the Board of Directors shall withhold the tax on such dividends in accordance with the tax regulations in force;  
 (iii) the Board of Directors is granted the power and authority to take any matters concerning the payment of the remaining dividends for the financial year 2018, 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 2018; and  
 (bb) stipulating the date of payment of the remaining dividends for the financial year 2018, and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;

3. An amount of Rp258,581,841,490 (Two hundred fifty eight billion five hundred eighty one million four hundred ninety one thousand four hundred ninety rupiah) will be appropriated as retained funds. The remainder of the Net Profits for 2018 that has not been appropriated for any particular use will be determined as retained earnings.

4. Stating that such power and authority as described in point 3 item 1 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 questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Third Item	21,182,168,852 (82.14%)	168,708,000 (0.79%)	31,462,000 (0.12%)	1

Therefore, the Meeting resolved as follows:

1. Approving the honorarium/director fee of Mr. Eugene Keith Galbraith as Deputy President Director with effect from the close of this Meeting.

2. Expressing the highest appreciation and gratitude to Mr. Eugene Keith Galbraith for his services during his term of office as Deputy President Director of the Company.

3. Appointing Mr. Suwigno Budiman as Deputy President Director, which will be effective only to the extent of and as from the approval of such appointment by the Financial Services Authority until the close of the Company's Annual General Meeting of Shareholders which will be held on 2023 (Two thousand twenty-two), provided that if the approval for such appointment from the Financial Services Authority has not been obtained, Mr. Suwigno Budiman will remain in office as a Director until his appointment as Deputy President Director is approved by the Financial Services Authority. If his appointment as Deputy President Director is not approved by the Financial Services Authority, Mr. Suwigno Budiman will remain in office as a Director until the close of the Company's Annual General Meeting of Shareholders which will be held in 2023 (Two thousand twenty-two), before resigning from the appointment of Mr. Suwigno Budiman as the Company's Director. Compliance is obtained from the Financial Services Authority or if such approval is not given by the Financial Services Authority, Mr. Tan Ho Hien/Sulur A.A. Sulur Tah will remain in office as the Company's Director of Compliance until the close of the Company's Annual General Meeting of Shareholders which will be held in 2023 (Two thousand twenty-two), and Mrs. Inawaty Handjaja will retain her current office as the Company's Director.

4. Stating that accordingly the composition of the Board of Commissioners and the Board of Directors of the Company as from the close of this Meeting shall be as follows:

**Board of Commissioners**  
 President/Chairman: Mr. S. Dighan Emir Setjono  
 Commissioner: Mr. Tony Kusandi  
 Independent Commissioner: Mr. Cahya Hartono  
 Independent Commissioner: Mr. D. H. Raden Pardede  
 Independent Commissioner: Mr. Sumart Satrio

**Board of Directors**  
 President/Director: Mr. Lajla Setiawanida  
 Deputy President/Director: Mr. Eugene Keith Galbraith  
 Director (concurrently serving as Director of Compliance): Mr. Tan Ho Hien/Sulur A.A. Sulur Tah  
 Director: Mr. Henry Koeswadi  
 Director: Mr. Edwin Turji Ang, S.H., M.H.  
 Director: Mr. Rudy Susanto  
 Director: Mr. Lianawaty Suwono  
 Director: Mr. Santoso  
 Director: Mrs. Inawaty Handjaja  
 Director: Mrs. Vera Lim Lim

without prejudice to the right of the General Meeting of Shareholders to at any time dismiss any member of the Board of Commissioners and the Board of Directors of the Company as mentioned above.

In accordance with the provisions of Article 22 paragraph 9 of the Company's Articles of Association, the Meeting further granted authority to the Board of Commissioners to determine the duties and authority of and among the members of the Board of Directors.

5. 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 Commissioners and the Board of Directors as described above to be expressed in a deed made before a Notary, including the composition of the Board of Commissioners and the Board of Directors after obtaining the Approval Letter from the Financial Services Authority. In respect of the above-mentioned Meeting resolution, and subsequently file any notice with the competent authorities, and take any and all necessary actions in respect of such resolution in accordance with the prevailing laws and regulations.

6. Stating that the grant of power and authority under point 5 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 asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Fourth Item	20,447,772,218 (83.65%)	53,995,411 (0.21%)	182,044,390 (0.73%)	-

Therefore, the Meeting resolved as follows:

1. a. Granting full power and authority to PT DWIMURIA INVESTAMA ANGKALAN, as the majority shareholder of the Company, to determine the amount of honorarium and benefits to be paid to the Company to the members of the Board of Commissioners serving the Company over the financial year 2019;  
 b. Granting full power and authority to the Company's Board of Commissioners to determine the amount of salary and benefits to be paid by the Company to the members of the Board of Directors of the Company serving the Company over the financial year 2019.

In respect of the power and authority mentioned above:  
 a. PT DWIMURIA INVESTAMA ANGKALAN, as the current majority shareholder of the Company, will consider the recommendations from the Board of Commissioners, which will take into account the recommendations from the Remuneration and Nomination Committee;  
 b. The Board of Commissioners will consider the recommendations from the Remuneration and Nomination Committee.

2. Upon considering the performance of the Company and 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 2018, and with due observance of Regulations of the Financial Services Authority No. 55/POJK.03/2018 on the implementation of Corporate Governance for Commercial Banks in accordance with article 71 paragraph 1 of Law Number 40 of 2007 on Limited Liability Companies, and after receiving the recommendations from the Board of Commissioners, which also took into account the recommendations from the Company's Board of Directors and the inputs from the Remuneration and Nomination Committee, the Meeting further determined that a maximum amount of Rp413,500,000,000 (Four hundred thirteen billion five hundred million rupiah) will be paid as bonuses (bonuses) to the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2018, including all matters related to such bonus payments.

3. Stating that the grant of power and authority under point 1 and point 2 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.

4. The amount of salary or honorarium and benefits to be paid by the Company to the members of the Board of Directors and the Board of Commissioners serving the Company over the financial year 2019 and the amount of bonuses (bonuses) 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 2018 will be set out in the Annual Report for the financial year 2019.

**The Fifth Item on the Agenda:**  
 During the discussion of the Fifth Agenda Item, there was no shareholder asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Fifth Item	20,824,822,849 (83,400,361)	81,400,361	95,785,991 (0.37%)	-

Therefore, the Meeting resolved as follows:

1. Granting power and authority to the Board of Commissioners to appoint and/or replace the Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered with the Financial Services Authority practicing through such Registered Public Accounting Firm) that will audit the books and records of the Company for the financial year ended 31 December 2019 and to determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered with the Financial Services Authority practicing through such Registered Public Accounting Firm) with due regard for the recommendations from the Audit Committee and the prevailing laws and regulations.

2. Stating that such power and authority 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 asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Sixth Item	21,309,214,794 (89.79%)	20,114,127 (0.09%)	27,086,000 (0.10%)	-

Therefore, the Meeting resolved as follows:

1. Granting power and authority to the Company's Board of Directors (subject to the approval of the Board of Commissioners), to amend 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 2019, provided that to ensure compliance with Article 72 of Law No. 40 of 2007 on Limited Liability Companies, the interim dividends are to be distributed, then the distribution must be made to the shareholders before the end of the financial year 2019, including to determine the form, amount and method of payment of such interim dividends.

2. Stating that such power and authority 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 asking questions, and the voting outcome is as follows:

Agenda	Affirmative Votes	Negative Votes	Abstentions	Questions
Seventh Item	21,309,214,794 (89.79%)	1,888,400 (0.00%)	8,963,790 (0.36%)	-

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 2018, which has been filed with the Financial Services Authority for its supervision, as evident in letter from the Financial Services Authority Number 51/UE/2019 dated 8 March 2019 on the Recovery Plan of PT Bank Central Asia Tbk 2018 ("The Company's Recovery Plan").

**The Eighth Item on the Agenda:**  
 Because the Eighth Agenda Item was concerned with a Report on the realization of the Application of the Proceeds from Continuous Public Offering of Continuous Subordinated Bonds of Bank Central Asia Phase IV 2018, there was no voting/approval impacts of this Meeting Agenda Item.

Jakarta, 11 April 2019  
**PT BANK CENTRAL ASIA Tbk**  
**BOARD OF DIRECTORS**

## EGMS Advertisement

www.bca.co.id



**PRELIMINARY NOTICE  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK CENTRAL ASIA Tbk**

This is to inform all Shareholders of PT Bank Central Asia Tbk (the "Company") that the Company is going to hold its Extraordinary General Meeting of Shareholders (the "Meeting") on 20 June 2019.

In accordance with the provisions of Article 21 paragraph 4 of the Company's Articles of Association and with due observance of Regulation of the Financial Services Authority No. 32/POJK.04/2014 on the Plan and Organization of the General Meeting of Shareholders of Publicly-Held Companies as amended by the Regulation of the Financial Services Authority No. 10/POJK.04/2017 ("OJK Regulation on GMS"), the Notice of the Meeting will be issued on 29 May 2019 through announcement in 1 (one) Indonesian language national daily newspaper and 1 (one) English language daily newspaper, as well as on the website of the Indonesia Stock Exchange and the Company's website.

Those eligible to attend the Meeting are the Shareholders or their proxies that are recorded on the Company's Register of Shareholders as at 28 May 2019, 16:15 Western Indonesia Time.


One or more Shareholders that (collectively) represent at least 1/20 (one-twentieth) of the total number of outstanding shares of the Company with valid voting rights may propose the agenda items for the Meeting. The agenda items proposed by the Company's Shareholders will be included in the agenda for the Meeting to the extent that they are in compliance with the provisions of Article 21 paragraph 6 of the Company's Articles of Association and Article 12 of the OJK Regulation on GMS, namely:

- the proposal shall be made in writing and shall have been received by the Board of Directors of the Company not later than 22 May 2019, 16:00 Western Indonesia Time;
- the proposal is accompanied by the reasons for which it is submitted and the relevant materials of the proposed agenda item for the Meeting;
- the proposal constitutes an agenda item that requires approval from the Meeting and is not contrary to the prevailing laws and regulations; and
- the Board of Directors of the Company is of the opinion that the proposal has been made and put forward in good faith and in the interests of the Company and has a direct bearing on the Company's business.

This Preliminary Notice of the Meeting can also be accessed on the Company's website ([www.bca.co.id](http://www.bca.co.id)) and the website of the Indonesia Stock Exchange ([www.idx.co.id](http://www.idx.co.id)).

Jakarta, 26 April 2019  
PT BANK CENTRAL ASIA Tbk  
Board of Directors

www.bca.co.id



**NOTICE OF  
EXTRAORDINARY 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 Extraordinary General Meeting of Shareholders (the "Meeting"), which will be held:

Date : Thursday, 20 June 2019  
Venue : Grand Ballroom  
Hotel Indonesia Kempinski – 11<sup>th</sup> Floor  
Jl. M.H. Thamrin No. 1, Jakarta 10310  
Time : 10:00 Western Indonesia Time - onwards

**Agenda for the Meeting:**  
Approval of the acquisition plan (*rencana akuisisi*) in relation to the Company's plan to acquire the shares of PT Bank Royal Indonesia.

**Explanation:**  
The Company will propose that the Meeting approve the Company's plan for acquiring the shares of PT Bank Royal Indonesia, including approval of (i) the relevant acquisition plan, the summary of which has been published in *Bisnis Indonesia* and *Harian Ekonomi Neraca* daily newspapers, both dated 26 April 2019, on the website of the Indonesia Stock Exchange and the Company's website, as well as (ii) the draft acquisition deed for the purpose of such acquisition.

**General Provisions:**

- This Notice of Meeting constitutes an official invitation in accordance with the provisions of Article 21 paragraphs 2 and 4 of the Company's Articles of Association in conjunction with Article 82 paragraph (2) of Law Number 40 of 2007 on Limited Liability Companies, 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 entitled to participate or be represented in the Meeting are those whose names are recorded in the Company's Register of Shareholders as at Tuesday, 28 May 2019, 16:15 Western Indonesia Time.
- Any holder of the Company's shares in the collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI") intending to attend the Meeting must register with the Stock Exchange Member/the Custodian Bank holding the securities account at KSEI to obtain a Written Confirmation to Attend the Meeting ("KTUR").
- Any Shareholder of the Company or proxy that will attend the Meeting is kindly requested to provide the registration officer with a copy of his/her Resident ID Card (KTP) or any other identification card and the original copy of the KTUR before entering the Meeting room. A corporate Shareholder of the Company must also provide a copy of its latest articles of association and the deed containing the latest composition of the board members of the company he/she represents, in addition to a copy of his/her Resident ID Card (KTP) or other identification card and the original copy of the KTUR.
- Any Shareholder of the Company that is unable to attend the Meeting may be represented by a proxy, subject to the following provisions:
  - The proxy for the Company Shareholder submits a valid power of attorney in a form satisfactory to the Company's Board of Directors or executes the Company's standard form of power attorney, which can be obtained by the Company's Shareholder at:
    - the Company's Head Office (at the Corporate Secretary Division) on any business day during the Company's business hours;
    - the office of the Company's Securities Administration Bureau, i.e. PT Raya Saham Registra, having its address at Plaza Sentral, 2nd Floor, Jl. Jenderal Sudirman Kaveling 47-48, Jakarta 12930, Telp +6221 2525666, Fax +6221 2525028, on any business day during the business hours of the Securities Administration Bureau; or
    - the Company's website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>);
  - Any member of the Board of Commissioners, any member of the Board of Directors, and any employee of the Company may act as a proxy for the Shareholder in the Meeting, but any vote cast by the proxy will not be counted in voting;
  - If the power of attorney as described in item a point 5 above is executed outside the territory of the Republic of Indonesia, the power attorney must be authenticated by the local notary public and the local consulate of the Republic of Indonesia;
  - The Company must have received the power of attorney through the Securities Administration Bureau, i.e. PT Raya Saham Registra, no later than Monday, 17 June 2019, 16:00 Western Indonesia Time.
- The materials for the Meeting are available at the Company's Head Office in Corporate Secretary Division, Menara BCA Grand Indonesia, 20<sup>th</sup> Floor, Jalan M.H. Thamrin No.1 Jakarta 10310, on any business day and during the business hours of the Company, from the date of this Notice of Meeting until the date of the Meeting. The Company's Shareholders can also obtain the materials for the Meeting by downloading them from the Company's website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi>) or by making a written request to the Corporate Secretary of the Company, who shall have received such request no later than 1 (one) business day prior to the date of the Meeting.
- To ensure that the Meeting will be conducted in an orderly and timely manner, the Shareholders of the Company or their proxies are kindly requested to be present at the Meeting venue by 09:30 Western Indonesia Time.

Jakarta, 29 May 2019  
PT BANK CENTRAL ASIA Tbk  
Board of Directors



## Announcement of Summary of Minutes of EGMS

www.bca.co.id



### ANNOUNCEMENT SUMMARY OF MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK CENTRAL ASIA Tbk

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

Day/ Date : Thursday, 20 June 2019  
 Venue : Grand Ballroom, Hotel Indonesia Kempinski –11<sup>th</sup> Floor  
 Jalan M.H. Thamrin No.1  
 Jakarta 10310  
 Time : 10.42 - 11.12 Western Indonesia Time  
 Agenda : Approval of the acquisition plan (*rencana akuisisi saham*) in relation to the Company's plan to acquire the shares of PT Bank Royal Indonesia.

**Attendance of Members of the Board of Commissioners and the Board of Directors of the Company :**  
 All members of the Board of Directors and the Board of Commissioners of the Company were present at the Meeting, namely:

**Board of Commissioners**

President Commissioner	: Mr. Ir. Djohan Emir Setjoso
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
Director	: Mr. Ir. Suwignyo Budiman
Director (concurrently serving as Director of Compliance)	: Mr. Tan Ho Hien/Subur a.k.a Subur Tan
Director	: Mr. Henry Koenafi
Independent Director	: Mr. Erwan Yuris Ang, SH, MH
Director	: Mr. Rudy Susanto
Director	: Ms. Lianawaty Suwono
Director	: Mr. Santoso
Director	: Ms. Inawaty Handoyo
Director	: Miss Vera Eve Lim

**Chairperson of the Meeting :**  
 The Meeting was chaired by Mr. Ir. Djohan Emir Setjoso as the President Commissioner of the Company in accordance with Article 22 paragraph 1 letter a of the Company's Articles of Association and on the basis of the appointment by the Board of Commissioners as evident in the Minutes of the Board of Commissioners' Meeting dated 29 May 2019.

**Attendance of the Shareholders :**  
 The Meeting was attended by the shareholders or proxies for the shareholders representing 21,704,803,950 (twenty-one billion seven hundred four million eight hundred three thousand nine hundred fifty) shares or equal to 88.034% (eighty-eight point zero three four percent) of 24,655,010,000 (twenty-four billion six hundred fifty-five million ten thousand) shares, being the total outstanding shares of the Company.

**Opportunity to Ask Questions and/or Express Opinions :**  
 The shareholders or the proxies for the shareholders were given the opportunity to ask questions and/or express opinions on the Meeting agenda item, but no shareholder or proxy for the shareholder asked any question and/or expressed any opinion.

**Mechanism for Adopting Resolutions :**  
 The resolution was passed through deliberation for a consensus, and if the consensus could not be reached, the resolution was passed by means of voting.

Voting on the proposal specified in this Meeting was conducted verbally by means of vote pooling, in which the shareholders or their proxies that cast negative votes or abstained on the proposal gave a show of hands and submitted their ballot papers, which were then counted by PT RAYA SAHAM REGISTRAR as the Securities Administration Bureau of the Company, and the counting result was further verified by Notary Christina Dwi Utami, S.H., M.Hum., M.Kn., as an independent public official.

**Adopted Resolutions :**  
 The Meeting has adopted the resolutions as described in "Notarial Minutes of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk" Number 62 dated 20 June 2019, drawn up by Christina Dwi Utami, S.H., M.Hum., M.Kn., a Notary of Jakarta, as summarized below:

**The Agenda**  
 As regards the agenda item, there were no shareholders asking questions, and the voting outcome is as follows:

Affirmative Votes	Negative Votes	Abstentions	Questions
17,919,918,203 (82.562%)	3,407,313,822 (15.698%)	377,571,925 (1.74%)	-

Accordingly, the number of affirmative votes was more than  $\frac{3}{4}$  (three-quarters) of the total voting shares present at the Meeting.

The Meeting resolved as follows:

- Approving the acquisition plan (*rancangan akuisisi*) in relation to the Company's plan to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia (whether directly or indirectly through the Company's controlled subsidiary, i.e. PT BCA Finance), including the draft acquisition deed, as appended to the acquisition plan, which had been distributed to the shareholders or proxies for the shareholders as materials for discussion at the Meeting.
- Approving the Company's action to purchase 2,871,999 (two million eight hundred seventy-one thousand nine hundred ninety-nine) shares from the shareholders of PT Bank Royal Indonesia or representing 99.99% (ninety-nine point nine nine percent) of the total subscribed and paid-up shares of PT Bank Royal Indonesia.
- Granting power and authority to the Board of Directors of the Company, with the right of substitution, to take any and all actions required or deemed necessary in relation to the acquisition of the subscribed and paid-up shares of PT Bank Royal Indonesia in accordance with the Meeting's resolution, including but not limited to determining the terms and conditions for the acquisition, as well as preparing, drawing up, making, procuring to be made, and signing the necessary documents including the acquisition deed, filing applications, and/or requesting approvals and/or filing the Meeting's resolution with the competent authorities, in accordance with the prevailing laws and regulations.
- Stating that the grant of power and authority under point 3 of this resolution will be effective as of the date on which the proposal on this agenda is approved by the Meeting

Jakarta, 24 June 2019  
 PT BANK CENTRAL ASIA Tbk  
 BOARD OF DIRECTORS

#### 4. Attendance of Management, Committees and Shareholders

A further description on the attendance of the management, committees, and shareholders in the AGMS and EGMS is listed on page 327-332 of this Annual Report.

#### 5. Chairperson of AGMS and EGMS

The GMS was chaired by Mr. Ir. Djohan Emir Setijoso as the President Commissioner, in accordance with Article 22 Paragraph 1 (a) of BCA Articles of Association.

**Policies related to the Chairperson of the GMS are regulated in BCA Articles of Association, as follows:**

- In the event that the President Commissioner or a member of the Board of Commissioners appointed by the Board of Commissioners to chair the AGMS or EGMS has a conflict of interest with the agenda to be decided at the AGMS and EGMS, the Board of Commissioners may appoint other members of the Board of Commissioners who do not have a conflict of interest as a substitute.
- In the event that all members of the Board of Commissioners have a conflict of interest, the AGMS or EGMS is chaired by the President Director
- In the event that the President Director has a conflict of interest with the agenda decided at the AGMS or EGMS, the AGMS or EGMS is chaired by the Deputy President Director who is appointed by the Directors and does not have a conflict of interest
- In the event that the President Director and Deputy President Director have a conflict of interest, the AGMS and EGMS are chaired by other members of the Board of Directors who do not have a conflict of interest.
- In the event that all members of the Board of Directors have a conflict of interest, the AGMS or EGMS is chaired by one of the non-controlling shareholders elected by the majority of other shareholders present at the AGMS or EGMS.

#### 6. Rules of Conduct of AGMS and EGMS

BCA also provides information related to voting procedures at the AGMS and EGMS in the rules of the meeting which are always read out before starting the AGMS and EGMS.

Shareholders or their representatives who attend the AGM are advised to observe the following rules:

- 1) Procedures for giving feedback relating to the agenda of the meeting:
  - a) Shareholders or shareholders' power of attorney may submit questions and/or opinions for each agenda that requires a meeting decision.
  - b) When discussing each meeting agenda that requires a decision, the Chairperson of the Meeting will provide the opportunity for shareholders or shareholders' power of attorney to submit questions and/or opinions before voting on the matter. Shareholders or shareholders' power of attorney may only submit questions and/or opinions on the occasion given by the Chairperson of the Meeting.
  - c) Only shareholders or authorized shareholders' power of attorney present at the meeting are entitled to raise questions and/or opinions about the agenda of the meeting being discussed.
  - d) Questions and/or opinions raised must be directly related to the agenda of the meeting being discussed.
  - e) Before submitting questions and/or opinions, shareholders or the power of attorney of shareholders are asked to take and fill out forms that will be provided by the meeting's officers, to be filled with the names of shareholders, the number of shares owned/represented as well as questions and/or opinions raised.
  - f) Shareholders or shareholders' power of attorney who wish to submit questions and/or opinions that have been written on the form referred to in number 1) letter e) this section, are asked to raise their hands, write their questions and/or opinions on a

form that will be provided by the meeting officer for then to be read out through a loudspeaker, and submit the form to the Meeting officer.

- g) To provide equal opportunities to all shareholders, each shareholder or shareholder's power of attorney may each submit a maximum of two questions and/or opinions for each agenda.
  - h) All questions will be answered one by one in order. If several questions are asked about the same material, the questions will be answered simultaneously.
  - i) After questions and/or opinions submitted by shareholders or the shareholders' power of attorney have been answers and/or explained, the Chairperson of the Meeting will propose to shareholders or the shareholders' power of attorney to make decisions.
- 2) Procedure for voting and vote counting:  
For all agenda meetings requiring a decision, vote counting will be conducted with reference to the provisions of the Company's articles of association and the Limited Liability Companies Act, as follows:
- a) Decisions of the meeting are taken based on deliberation to reach consensus.
  - b) In the event that a decision based on deliberation to reach consensus is not reached, then the decision is taken by voting. Shareholders or the power of attorney of shareholders have the right to vote AGREE, a NO AGREE vote or an ABSTAIN vote for each agenda.
  - c) For each agenda item that requires a decision of the meeting, the decision on the proposal submitted at the meeting is valid if approved by more than ½ (one half) of the total number of shares with voting rights present at the meeting.
  - d) The chairperson of the meeting will ask the shareholders or the power of attorney of shareholders who DO NOT AGREE or ABSTAIN to the proposal submitted to raise their hands and submit ballot papers to the meeting's officers. The ballots will then be counted by PT Raya Saham Registra as the Company's securities administration bureau and then verified by the notary as an independent official
  - e) Shareholders or shareholders' power of attorney who do not raise their hands to submit ballots NOT APPROVAL or ABSTAIN to the proposal submitted, are considered to approve the proposal submitted without the chair of the meeting need to ask the shareholders or the shareholders' power of attorney to raise their respective hands as a sign of agreement.
  - f) In accordance with Article 30 of OJK Regulation Number 32 / POJK.4 / 2014 Concerning Planning And Holding General Meetings Of Shareholders Of Public Limited Companies, ABSTAIN votes are considered to be the same votes as the majority votes of shareholders who issue votes.
  - g) The vote count is conducted by scanning the barcode on the ballots NOT DISAGREE and ABSTAIN submitted to the meeting officer by using a barcode scanner. The total votes will appear on the screen available in the meeting room.
  - h) Shareholders or shareholders' power of attorney who have registered but left the meeting room and do not report the matter to the registration officer before the meeting are considered to be present and approve the proposal submitted at the meeting.



Shareholders or their power of attorney who attend the EGMS are advised to pay attention to the following rules:

- 1) Procedures for giving feedback relating to the agenda of the meeting:
  - a) The Chairperson of the Meeting will give the opportunity to the shareholders or shareholders' power of attorney to submit questions and/or opinions prior to the vote on the agenda of the meeting.
  - b) Questions and/or opinions can only be submitted on the occasion given by the Chairperson of the Meeting.
  - c) Shareholders or shareholder's power of attorney who wish to submit questions and/or opinions are asked to raise their hands, write their questions and/or opinions on a form that will be provided by the Meeting officer for then to be read out through a loudspeaker, and submit the form to the Meeting officer.
  - d) Questions and/or opinions raised must be directly related to the agenda of the meeting being discussed. If several questions are asked about the same material, the questions will be answered simultaneously.
  - e) To provide opportunities for other meeting participants, each shareholder or shareholder's power of attorney may each submit a maximum of 2 (two) questions and/or opinions.
- 2) Procedure for voting and vote counting:
  - a) Decisions of the meeting are taken based on deliberation to reach consensus.
  - b) In the event that a decision based on deliberation to reach consensus is not reached, hence, the decision is taken by voting.
    - c) The Chairperson of the Meeting will request shareholders or shareholders' power of attorney who DOES NOT AGREE or ABSTAIN the proposal submitted to raise their hands and submit ballot papers to the Meeting's officer. The ballots will then be counted by PT Raya Saham Registra as the Company's securities administration bureau and then verified by the Notary as an independent official. Shareholders or shareholders' power of attorney who do not raise their hands to submit ballots DO NOT AGREE or ABSTAIN to the proposal submitted, are deemed to approve the proposal submitted without the chair of the meeting need to ask the shareholders or shareholders' power of attorney to raise their respective hands as a sign of agreement
    - d) Shareholders or shareholders' power of attorney who issue ABSTAIN votes are considered to issue the same votes as the majority vote of the shareholders who vote.
    - e) Decisions on proposals submitted at the meeting are valid if they are approved by more than 3/4 (three quarters) of the total number of shares with voting rights present at the meeting.
    - f) Shareholders or shareholders' power of attorney who have registered but left the meeting room and do not report the matter to the registration officer before the meeting is considered to be present and approve the proposal submitted at the meeting.

## 7. Decision Making Method

Decision making regarding proposals submitted in each agenda of the AGMS and EGMS of BCA is conducted based on deliberations for consensus, in accordance with Article 23 paragraph 8 of BCA's Articles of Association. If deliberations for consensus are not reached, hence, the decision will be taken by way of voting.

## 8. The Vote Counting Mechanism for AGMS and EGMS

Before voting is held for each AGMS and EGMS agenda, each shareholder or their proxies representing them are given the opportunity to ask questions and/or submit opinions to the chairperson of the AGMS and EGMS.

At the first agenda of the 2019 AGMS, there were two questions from BCA shareholders and the BCA Board of Directors responded to the questions raised.

At the second agenda of the 2019 AGMS, there was one question from the shareholder of BCA and the Board of Directors of BCA responded to the question raised.

At the third agenda of the 2019 AGMS, there was one question from the shareholder of BCA and the BCA's Board of Directors responded to the question raised.

The voting regarding proposals submitted in each GMS agenda is conducted verbally using the voting polls method. In the event that the shareholders or their power of attorneys do not agree or abstain from the proposal submitted, they can submit the ballot papers again. Voting polls through ballots collected will be counted by PT Raya Saham Registra as BCA's Securities Administration Bureau and verified by a Notary as an independent party, in accordance with the GMS Rules of Procedure.

### 2019 Annual GMS:

Agenda	Agree	Disagree	Abstain	Inquiries
First	21,328,133,721 (99.82%)	11,580,200 (0.05%)	27,098,300 (0.13%)	2
Second	21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)	1
Third	21,182,881,652 (99.14%)	168,293,669 (0.79%)	15,636,900 (0.07%)	1
Fourth	20,647,772,218 (96.64%)	536,995,413 (2.51%)	182,044,590 (0.85%)	Nil
Fifth	20,854,616,849 (97.60%)	416,406,381 (1.95%)	95,788,991 (0.45%)	Nil
Sixth	21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)	Nil
Seventh	21,355,521,921 (99.94%)	1,386,600 (0.01%)	9,903,700 (0.05%)	Nil
Eighth	There is no vote/ approval of this Agenda (Report only).			

### 2019 Extraordinary GMS:

Agree	Disagree	Abstain	Inquiries
17,919,918,203 (82.562%)	3,407,313,822 (15.698%)	377,571,925 (1.74%)	Nil

#### Independent Parties who Conducts Counting and/or Validation of the Votes in the AGMS

The independent parties that count and/or validate the votes at the AGMS were PT Raya Saham Registra as BCA's Securities Administration Bureau and Fathiah Helmi, S.H. as the Notary who verified the vote count.

#### Independent Parties who Conducts Counting and/or Validation of the Votes in the EGMS

The independent parties that count and/or validate the votes at the AGMS were PT Raya Saham Registra as BCA's Securities Administration Bureau and Christina Dwi Utami, SH, M.Hum., M.Kn., as the Public Notary who verified the vote count.

## 9. 2019 AGMS Decision and its Realization

The decision of the 2019 AGMS and its realization are as follows:

No	Agenda	2019 Annual GMS Decision	Realization									
1.	<p><b>First Agenda</b> 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 2018 and grant of release and discharge of liability (acquit et decharge) to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company in the financial year ended 31 December 2018.</p>	<p>I Approving the Annual Report, including:</p> <ol style="list-style-type: none"> <li>1. the Financial Statements, which include the Company's Balance Sheet and Profit or Loss Statement for the financial year ended December 31, 2018, audited by the The Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis &amp; Rekan (a member firm of PwC Global Network), as evident from its report Number 00037/2.1025/AU.1/07/0229-2/1/II/2019 dated February 11, 2019 with unmodified opinion, as contained in the 2018 Annual Report; and</li> <li>2. the Board of Commissioners' Report on its Supervisory Duties, for the financial year ended December 31, 2018, as contained in the 2018 Annual Report;</li> </ol> <p>II Granting a release and discharge of liability (acquit et decharge) to members of the Company's Board of Directors and Board of Commissioners for their respective management and supervisory actions taken during the financial year ended December 31, 2018, to the extent that such actions were reflected in the Company's Annual Report and Financial Statements for the financial year ended December 31, 2018 and any relevant supporting documents thereof.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,328,133,721 (99.82%)</td> <td>11,580,200 (0.05%)</td> <td>27,098,300 (0.13%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	21,328,133,721 (99.82%)	11,580,200 (0.05%)	27,098,300 (0.13%)	Realized.
Total Votes:												
Agree	Disagree	Abstain										
21,328,133,721 (99.82%)	11,580,200 (0.05%)	27,098,300 (0.13%)										
2.	<p><b>Second Agenda</b> Appropriation of the Company's Net Profits for the financial year ended 31 December 2018.</p>	<p>I Determining that according to the Company's Balance Sheet and Profit or Loss Statement for the financial year ended December 31, 2018, audited by the The Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis &amp; Rekan (a member firm of PwC Global Network), the Company's net profits for the financial year ended December 31, 2018 amounted to Rp25,855,154,148,976 (twenty-five trillion eight hundred fifty-five billion one hundred fifty-four million one hundred forty-eight thousand nine hundred seventy-six rupiah) ("Net Profits for 2018").</p>										

No	Agenda	2019 Annual GMS Decision	Realization									
	<b>Second Agenda</b> (continued)	<p>II Appropriating the Company's Net Profits for 2018, which amounted to Rp25,855,154,148,976 (twenty-five trillion eight hundred fifty-five billion one hundred fifty-four million one hundred forty-eight thousand nine hundred seventy-six rupiah) as follows:</p> <ol style="list-style-type: none"> <li>An amount of Rp340 (three hundred forty rupiah) per share will be distributed as cash dividends for the financial year ended 31 December 2018 to the shareholders entitled to receive cash dividends, such amount includes the interim dividends of Rp85 (eighty-five rupiah) share or a total amount of Rp2,095,675,850,000 (two trillion ninety-five billion six hundred seventy-five million eight hundred fifty thousand rupiah) paid out by the Company on 21 December 2018, accordingly, the remaining amount of dividends is Rp255 (two hundred fifty-five rupiah) per share or a total amount of Rp6,287,027,550,000 (six trillion two hundred eighty-seven billion twenty-seven million five hundred fifty thousand rupiah).</li> </ol> <p>As regards such dividend payments, the following terms and conditions shall apply:</p> <ol style="list-style-type: none"> <li>the remaining amount of dividends for the financial year 2018 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;</li> <li>as regards the payments on the remaining dividends for the financial year 2018, the Board of Directors shall withhold the tax on such dividends in accordance with the tax regulations in force;</li> <li>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 2018, including (but not limited to): <ol style="list-style-type: none"> <li>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 2018; and</li> <li>stipulating the date of payment of the remaining dividends for the financial year 2018, and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;</li> </ol> </li> <li>An amount of Rp258,551,541,490 (two hundred fifty-eight billion five hundred fiftyone million five hundred forty-one thousand four hundred ninety rupiah) will be appropriated as reserve fund;</li> <li>The remainder of the Net Profits for 2018 that has not been appropriated for any particular use will be determined as retained earnings.</li> </ol> <p>III Stating that such power and authority as described in point II item 1 of this resolution will be effective as of the date on which the proposal in this agenda item is approved by this Annual GMS.</p>	Realized. On 30 <sup>th</sup> of April 2019, BCA has distributed cash dividends for the financial year ended 31 <sup>st</sup> December 2019 to the shareholders.									
		<table border="1"> <thead> <tr> <th colspan="3">Total Votes::</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,309,214,794 (99.73%)</td> <td>20,134,127 (0.09%)</td> <td>37,463,300 (0.18%)</td> </tr> </tbody> </table>		Total Votes::			Agree	Disagree	Abstain	21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)
Total Votes::												
Agree	Disagree	Abstain										
21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)										

No	Agenda	2019 Annual GMS Decision	Realization												
3.	<b>Third Agenda</b> Change in the composition of the Board of Directors of the Company.	<p>I Approving the honourable dismissal of Mr. Eugene Keith Galbraith as Deputy President Director with effect from the close of this Meeting.</p> <p>II Expressing the highest appreciation and gratitude to Mr. Eugene Keith Galbraith for his services during his term of office as Deputy President Director of the Company.</p> <p>III Appointing Mr. Suwignyo Budiman as Deputy President Director, which will be effective only to the extent of and as from the approval of such appointment by the Financial Services Authority until the close of the Company's Annual General Meeting of Shareholders which will be held on 2021 (two thousand twenty-one), provided that if the approval for such appointment from the Financial Services Authority has not been obtained, Mr. Suwignyo Budiman will remain in office as a Director until his appointment as Deputy President Director is approved by the Financial Services Authority. If his appointment as Deputy President Director is not approved by the Financial Services Authority, Mr. Suwignyo Budiman will remain in office as a Director until the close of the Company's Annual General Meeting of Shareholders which will be held in 2021 (two thousand twenty-one).</p> <p>IV Replacing the Company's Director of Compliance by appointing Mrs. Inawaty Handojo to replace Mr. Tan Ho Hien/Subur a.k.a. Subur Tan, which will be effective only to the extent of and as from the approval of such appointment by the Financial Services Authority until the close of the Company's Annual General Meeting of Shareholders which will be held in 2021 (two thousand twenty-one). Before the approval for the appointment of Mrs. Inawaty Handojo as the Company's Director of Compliance is obtained from the Financial Services Authority or if such approval is not given by the Financial Services Authority, Mr. Tan Ho Hien/Subur a.k.a. Subur Tan will remain in office as the Company's Director of Compliance until the close of the Company's Annual General Meeting of Shareholders which will be held in 2021 (two thousand twenty-one), and Mrs. Inawaty Handojo will retain her current office as the Company's Director.</p> <p>V Stating that accordingly the composition of the Board of Commissioners and the Board of Directors of the Company as from the close of this Meeting shall be as follows:</p>	Realized.												
		<table border="1"> <thead> <tr> <th colspan="2" data-bbox="630 1525 1212 1556">Board of Commissioners</th> </tr> </thead> <tbody> <tr> <td data-bbox="630 1563 933 1617">President Commissioner</td> <td data-bbox="938 1563 1212 1617">Mr. Ir. Djohan Emir Setijoso</td> </tr> <tr> <td data-bbox="630 1624 933 1655">Commissioner</td> <td data-bbox="938 1624 1212 1655">Mr. Tonny Kusnadi</td> </tr> <tr> <td data-bbox="630 1662 933 1693">Independent Commissioner</td> <td data-bbox="938 1662 1212 1693">Mr. Cyrillus Harinowo</td> </tr> <tr> <td data-bbox="630 1700 933 1731">Independent Commissioner</td> <td data-bbox="938 1700 1212 1731">Mr. Dr. Ir. Raden Pardede</td> </tr> <tr> <td data-bbox="630 1738 933 1769">Independent Commissioner</td> <td data-bbox="938 1738 1212 1769">Mr. Sumantri Slamet</td> </tr> </tbody> </table>	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 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														

No	Agenda	2019 Annual GMS Decision	Realization																								
	Third Agenda (continued)	<table border="1"> <thead> <tr> <th colspan="2">Board of Directors</th> </tr> </thead> <tbody> <tr> <td>President Director</td> <td>Mr. Jahja Setiaatmadja</td> </tr> <tr> <td>Deputy President Director</td> <td>Mr. Armand Wahyudi Hartono</td> </tr> <tr> <td>Director</td> <td>Mr. Ir. Suwignyo Budiman</td> </tr> <tr> <td>Director (concurrently serving as Director of Compliance)</td> <td>Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan</td> </tr> <tr> <td>Director</td> <td>Mr. Henry Koenafi</td> </tr> <tr> <td>Independent Director</td> <td>Mr. Erwan Yuris Ang, SH, MH.</td> </tr> <tr> <td>Director</td> <td>Mr. Rudy Susanto</td> </tr> <tr> <td>Director</td> <td>Ms. Lianawaty Suwono</td> </tr> <tr> <td>Director</td> <td>Mr. Santoso</td> </tr> <tr> <td>Director</td> <td>Ms. Inawaty Handoyo</td> </tr> <tr> <td>Director</td> <td>Miss Vera Eve Lim</td> </tr> </tbody> </table> <p>without prejudice to the right of the General Meeting of Shareholders to at any time dismiss any member of the Board of Commissioners and the Board of Directors of the Company as mentioned above.</p> <p>In accordance with the provisions of Article 12 paragraph 9 of the Company's Articles of Association, the Meeting further granted authority to the Board of Commissioners to determine the duties and authorities of and among the members of the Board of Directors.</p>	Board of Directors		President Director	Mr. Jahja Setiaatmadja	Deputy President Director	Mr. Armand Wahyudi Hartono	Director	Mr. Ir. Suwignyo Budiman	Director (concurrently serving as Director of Compliance)	Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan	Director	Mr. Henry Koenafi	Independent Director	Mr. Erwan Yuris Ang, SH, MH.	Director	Mr. Rudy Susanto	Director	Ms. Lianawaty Suwono	Director	Mr. Santoso	Director	Ms. Inawaty Handoyo	Director	Miss Vera Eve Lim	
Board of Directors																											
President Director	Mr. Jahja Setiaatmadja																										
Deputy President Director	Mr. Armand Wahyudi Hartono																										
Director	Mr. Ir. Suwignyo Budiman																										
Director (concurrently serving as Director of Compliance)	Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan																										
Director	Mr. Henry Koenafi																										
Independent Director	Mr. Erwan Yuris Ang, SH, MH.																										
Director	Mr. Rudy Susanto																										
Director	Ms. Lianawaty Suwono																										
Director	Mr. Santoso																										
Director	Ms. Inawaty Handoyo																										
Director	Miss Vera Eve Lim																										
		<p>VI 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 Commissioners and the Board of Directors as described above to be expressed in a deed made before a Notary, including the composition of the Board of Commissioners and the Board of Directors after obtaining the Approval Letter from the Financial Services Authority in respect of the above-mentioned Meeting resolution, and subsequently file any notice with the competent authorities, and take any and all necessary actions in respect of such resolution in accordance with the prevailing laws and regulations.</p>																									
		<p>VII Stating that the grant of power and authority under point VI of this resolution will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,182,881,652 (99.14%)</td> <td>168,293,669 (0.79%)</td> <td>15,636,900 (0.07%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	21,182,881,652 (99.14%)	168,293,669 (0.79%)	15,636,900 (0.07%)																
Total Votes:																											
Agree	Disagree	Abstain																									
21,182,881,652 (99.14%)	168,293,669 (0.79%)	15,636,900 (0.07%)																									



No	Agenda	2019 Annual GMS Decision	Realization									
4.	<b>Fourth Agenda</b> Determination of the amount of salary or honorarium and benefits for the financial year 2019 as well as bonus payments (tantieme) for the financial year 2018 payable to members of the Board of Directors and the Board of Commissioners of the Company.	<p>I</p> <ol style="list-style-type: none"> <li>1. Granting full power and authority to PT DWIMURIA INVESTAMA ANDALAN, as the majority shareholder of the Company, to determine the amount of honorarium and benefits to be paid by the Company to the members of the Board of Commissioners serving the Company over the financial year 2019;</li> <li>2. Granting full power and authority to the Company's Board of Commissioners to determine the amount of salary and benefits to be paid by the Company to the members of the Board of Directors of the Company serving the Company over the financial year 2019.</li> </ol> <p>in carrying out the powers and authorities:</p> <ol style="list-style-type: none"> <li>1. PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, will consider the recommendations from the Board of Commissioners, which will take into account the recommendations from the Remuneration and Nomination Committee;</li> <li>2. The Board of Commissioners will consider the recommendations from the Remuneration and Nomination Committee.</li> </ol> <p>II</p> <p>Upon considering the performance of the Company and 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 2018, and with due observance of Regulation of the Financial Services Authority No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks in conjunction with article 71 paragraph 1 of Law Number 40 of 2007 on Limited Liability Companies, and after receiving the recommendations from the Board of Commissioners, which also took into account the recommendations from the Company's Board of Directors and the inputs from the Remuneration and Nomination Committee, the Meeting further determined that a maximum amount of Rp413,500,000,000 (four hundred thirteen billion five hundred million rupiah) will be paid as bonuses (tantieme) to the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2018.</p> <p>In relation to such bonus payments (tantieme), PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, is hereby granted the power and authority to determine the amount of bonuses (tantieme) to be paid and to determine the distribution of such bonuses (tantieme) among the members of the Board of Commissioners and the Board of Directors of the Company who served in and over the financial year 2018, including all matters related to such bonus payments.</p> <p>III</p> <p>Stating that the grant of power and authority under point I and 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.</p> <p>IV</p> <p>The amount of salary or honorarium and benefits to be paid by the Company to the members of the Board of Directors and the Board of Commissioners serving the Company over the financial year 2019 and the amount of bonuses (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 2018 will be set out in the Annual Report for the financial year 2019.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,647,772,218 (96.64%)</td> <td>536,995,413 (2.51%)</td> <td>182,044,590 (0.85%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,647,772,218 (96.64%)	536,995,413 (2.51%)	182,044,590 (0.85%)	Realized.
Total Votes:												
Agree	Disagree	Abstain										
20,647,772,218 (96.64%)	536,995,413 (2.51%)	182,044,590 (0.85%)										

No	Agenda	2019 Annual GMS Decision	Realization									
5.	<b>Fifth Agenda</b> 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 2019.	<p>I Granting power and authority to the Board of Commissioners to appoint and/or replace the Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered in the Financial Services Authority practicing through such Registered Public Accounting Firm) that will audit the books and records of the Company for the financial year ended December 31, 2019 and to determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered with the Financial Services Authority practicing through such Registered Public Accounting Firm) with due regard for the recommendations from the Audit Committee and the prevailing laws and regulations.</p> <p>II Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,854,616,849 (97.60%)</td> <td>416,406,381 (1.95%)</td> <td>95,788,991 (0.45%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,854,616,849 (97.60%)	416,406,381 (1.95%)	95,788,991 (0.45%)	<p>Realized. Board of Commissioners has appointed a Public Accounting firm, registered in the Financial Services Authority Public Accounting Firm of Tanudiredja, Wibisana, Rintis &amp; Rekan (a member firm of PwC Global Network) including the Public Accountant, name Lucy Luciana Suhenda registered in the Financial Services Authority practicing from such Registered Public Accounting Firm who will audit the books and records of the Company for the financial year ended 31 December 2019. The appointment of public accountant has met the prerequisite requirements that have been determined in the Annual GMS which is to consider the quality, requirements, and the competitive price for the company.</p>
Total Votes:												
Agree	Disagree	Abstain										
20,854,616,849 (97.60%)	416,406,381 (1.95%)	95,788,991 (0.45%)										
6.	<b>Sixth Agenda</b> Grant of powers and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2019	<p>I Granting power and authority to the Board of Commissioners to appoint and/or replace the Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered with the Financial Services Authority practicing through such Registered Public Accounting Firm) that will audit the books and records of the Company for the financial year ended December 31, 2019 and to determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm registered with the Financial Services Authority (including the Public Accountant registered with the Financial Services Authority practicing through such Registered Public Accounting Firm) with due regard for the recommendations from the Audit Committee and the prevailing laws and regulations.</p> <p>II Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Meeting.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,309,214,794 (99.73%)</td> <td>20,134,127 (0.09%)</td> <td>37,463,300 (0.18%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)	<p>Realized. On 20<sup>th</sup> of December 2019, BCA has distributed interim dividends for the financial year ended 31<sup>st</sup> December 2019 to qualified shareholders.</p>
Total Votes:												
Agree	Disagree	Abstain										
21,309,214,794 (99.73%)	20,134,127 (0.09%)	37,463,300 (0.18%)										

No	Agenda	2019 Annual GMS Decision	Realization									
7.	<b>Agenda Ketujuh</b> Approval of the Revised Recovery Plan of the Company	<p>I Approving the amendments to the Company's Recovery Plan, as incorporated in the Recovery Plan of PT Bank Central Asia Tbk 2019, which has been filed with the Financial Services Authority for its supervision, as evident in letter from the Financial Services Authority Number S-21/PB.3/2019 dated March 8, 2019 on the Recovery Plan of PT Bank Central Asia Tbk 2019 ("the Company's Recovery Plan").</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,355,521,921 (99.94%)</td> <td>1,386,600 (0.01%)</td> <td>9,903,700 (0.05%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	21,355,521,921 (99.94%)	1,386,600 (0.01%)	9,903,700 (0.05%)	Realized.
Total Votes:												
Agree	Disagree	Abstain										
21,355,521,921 (99.94%)	1,386,600 (0.01%)	9,903,700 (0.05%)										

## 10. 2019 EGMS Decision and its Realization

The decision of the 2019 EGMS and its realization are as follows:

No	Agenda	2019 Extraordinary GMS Decision	Realization									
1.	Approving the acquisition plan to acquire shares of PT Bank Royal Indonesia by the Company	<p>I Approving the acquisition plan (rancangan akuisisi) in relation to the Company's plan to acquire all the subscribed and paid-up shares of PT Bank Royal Indonesia (whether directly or indirectly through the Company's controlled subsidiary, i.e. PT BCA Finance), including the draft acquisition deed, as appended to the acquisition plan, which had been distributed to the shareholders or proxies for the shareholders as materials for discussion at the Meeting.</p> <p>II Approving the Company's action to purchase 2,871,999 (two million eight hundred seventy-one thousand nine hundred ninety-nine) shares from the shareholders of PT Bank Royal Indonesia or representing 99.99% (ninety-nine point nine nine percent) of the total subscribed and paid-up shares of PT Bank Royal Indonesia.</p> <p>III Granting power and authority to the Board of Directors of the Company, with the right of substitution, to take any and all actions required or deemed necessary in relation to the acquisition of the subscribed and paid-up shares of PT Bank Royal Indonesia in accordance with the Meeting's resolution, including but not limited to determining the terms and conditions for the acquisition, as well as preparing, drawing up, making, procuring to be made, and signing the necessary documents including the acquisition deed, filing applications, and/or requesting approvals and/or filing the Meeting's resolution with the competent authorities, in accordance with the prevailing laws and regulations.</p> <p>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 on this agenda is approved by the Meeting.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>17,919,918,203 (82.562%)</td> <td>3,407,313,822 (15.698%)</td> <td>377,571,925 (1.74%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	17,919,918,203 (82.562%)	3,407,313,822 (15.698%)	377,571,925 (1.74%)	Realized. On 31st of October 2019, both Parties have signed the Acquisition Deed No. 308 dated 31 October 2019 made before a Notary, Christina Dwi Utami, S.H., M.Hum., M.Kn., Notary in West Jakarta with regards to transaction settlement in acquisition Bank Royal.
Total Votes:												
Agree	Disagree	Abstain										
17,919,918,203 (82.562%)	3,407,313,822 (15.698%)	377,571,925 (1.74%)										

## 11. 2018 AGMS and EGMS Decision and its Realization

BCA has implemented all recommendations from the decision of the annual GMS financial year 2018, therefore, there is no information pertaining to any reason with regards to decisions that has not been realized.

The decision of the 2018 AGMS and its realization are as follows:

No	Agenda	2018 Annual GMS Decision	Realization									
1.	<b>First Agenda</b> 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 2017 and grant of release and discharge of liability (acquit et decharge) to all members of the Board of Directors and the Board of Commissioners of the Company for all actions taken in relation to the management and supervision of the Company in the financial year ended 31 December 2017.	<p>I Approve the Annual Report, including the Board of Commissioners' Supervisory Task Report for the financial year ending December 31, 2017 contained in the 2017 Annual Report.</p> <p>II Ratify the financial statements covering the Company's Balance Sheet and Profit and Loss Statement for the financial year ended December 31, 2017 which has been audited by the Tanudiredja Public Accountant Firm, Wibisana, Rintis &amp; Rekan (a member firm of PwC Global Network) contained in the 2017 Annual Report.</p> <p>III Provide repayment and release of responsibilities (acquit et decharge) to members of the Board of Directors and Board of Commissioners of the Company for management and supervision actions carried out by each member of the Board of Directors and Board of Commissioners during the financial year ending December 31, 2017 provided that the actions are recorded in the Report Annual and Financial Statements of the Company for the financial year ending on December 31, 2017 and supporting documents.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,029,505,515 (99.926%)</td> <td>3,510,100 (0.017%)</td> <td>12,104,400 (0.057%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	21,029,505,515 (99.926%)	3,510,100 (0.017%)	12,104,400 (0.057%)	Realized.
Total Votes:												
Agree	Disagree	Abstain										
21,029,505,515 (99.926%)	3,510,100 (0.017%)	12,104,400 (0.057%)										
2.	<b>Second Agent</b> Appropriation of the Company's profits for the financial year ended 31 December 2017;	I Resolving to accept that according to the Company's Balance Sheet and Profit and Loss Statement for the financial year ended December 31, 2017, audited by the Public Accounting Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) the Company's net income for the financial year ended December 31, 2017, amounted to Rp23,309,993,511,865.00 (twenty-three trillion three hundred nine billion nine hundred ninety-three million five hundred eleven thousand eight hundred sixty-five Rupiah) ("Net Income for 2017");	Realized. On 30 <sup>th</sup> of April 2018, BCA has distributed cash dividends for the financial year that ended 31 <sup>st</sup> December 2017 to qualified shareholders.									

No	Agenda	2018 Annual GMS Decision	Realization									
	Second Agenda (continued)	<p>II Resolving that the Company's Net Income for 2017, which amounted to Rp23,309,993,511,865.00 (twenty-three trillion three hundred nine billion nine hundred ninety-three million five hundred eleven thousand eight hundred sixty-five Rupiah), will be appropriated as follows:</p> <ol style="list-style-type: none"> <li>1. An amount of Rp233,099,935,119.00 (two hundred thirty-three billion ninety-nine million nine hundred thirty-five thousand one hundred nineteen Rupiah) will be appropriated as reserve fund;</li> <li>2. An amount of Rp6,287,027,550,000.00 (six trillion two hundred eighty-seven billion twenty-seven million five hundred fifty thousand Rupiah) or Rp255.00 (two hundred fifty-five Rupiah) per share will be distributed as cash dividends for the financial year ended December 31, 2017 to the shareholders entitled to receive cash dividends; such amount includes the interim dividends of Rp1,972,400,800,000.00 (one trillion nine hundred seventy-two billion four hundred million eight hundred thousand Rupiah) or Rp80.00 (eighty Rupiah) per share, which was paid out by the Company on 20 December 2017; accordingly, the remaining amount of dividend is Rp4,314,626,750,000.00 (four trillion three hundred fourteen billion six hundred twenty-six million seven hundred fifty thousand Rupiah) or Rp175.00 (one hundred seventy-five Rupiah) per share.</li> </ol> <p>As regards the dividend payments, the following terms and conditions shall apply:</p> <ol style="list-style-type: none"> <li>i. the remaining amount of the dividends for the financial year 2017 will be paid out for each share issued by the Company as at the record date, which will be determined by the Board of Directors;</li> <li>ii. as regards the payments on the remaining dividends for the financial year 2017, the Board of Directors shall make withholding for tax on such dividends in accordance with the tax regulations in force;</li> <li>iii. the Board of Directors is granted the power and authority to stipulate matters concerning or relating to the payment of the remaining dividends for the financial year 2017, including (but not limited to):               <ol style="list-style-type: none"> <li>(aa) stipulating the record date as referred to in point (i) to determine the shareholders of the Company eligible to receive payments on the remaining dividends for the financial year 2017; and</li> <li>(bb) stipulating the date of payment of the remaining dividends for the financial year 2017, and any other technical matters with due observance of the regulations of the Stock Exchange where the Company's shares are listed;</li> </ol> </li> <li>3. The remainder of the Net Income for 2017 that has not been allocated for any particular use will be determined as retained earnings.</li> </ol>										
		<p>III Resolving that such power and authority as described in point II.2 will be effective as of the date on which the proposals on this agenda are approved by the Annual General Meeting of Shareholders.</p>										
		<table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,987,425,390 (99.726%)</td> <td>18,133,925 (0.086%)</td> <td>39,560,700 (0.188%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,987,425,390 (99.726%)	18,133,925 (0.086%)	39,560,700 (0.188%)	
Total Votes:												
Agree	Disagree	Abstain										
20,987,425,390 (99.726%)	18,133,925 (0.086%)	39,560,700 (0.188%)										

No	Agenda	2018 Annual GMS Decision	Realization																																						
3.	<b>Third Agenda</b> Appointment of the members of the Board of Directors of the Company.	<p>I Appointing Miss VERA EVE LIM as a Director of the Company, effective as of the date of approval by the Financial Services Authority (“OJK”) for such appointment and the term of office will continue until the close of the Annual General Meeting of Shareholders of the Company to be held in 2021 (two thousand twenty-one);</p> <p>II Resolving that accordingly the composition of the Board of Commissioners and the Board of Directors of the Company as from the close of this Annual General Meeting of Shareholders shall be as follows:</p> <table border="1"> <thead> <tr> <th colspan="2">Board of Commissioners</th> </tr> </thead> <tbody> <tr> <td>President Commissioner</td> <td>Mr. Ir. Djohan Emir Setijoso</td> </tr> <tr> <td>Commissioner</td> <td>Mr. Tonny Kusnadi</td> </tr> <tr> <td>Independent Commissioner</td> <td>Mr. Cyrillus Harinowo</td> </tr> <tr> <td>Independent Commissioner</td> <td>Mr. Dr. Ir. Raden Pardede</td> </tr> <tr> <td>Independent Commissioner</td> <td>Mr. Sumantri Slamet</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="2">Board of Directors</th> </tr> </thead> <tbody> <tr> <td>President Director</td> <td>Mr. Jahja Setiaatmadja</td> </tr> <tr> <td>Deputy Director</td> <td>Mr. Eugene Keith Galbraith</td> </tr> <tr> <td>Deputy Director</td> <td>Mr. Armand Wahyudi Hartono</td> </tr> <tr> <td>Director</td> <td>Mr. Ir. Suwignyo Budiman</td> </tr> <tr> <td>Director (concurrently serving as Director of Compliance)</td> <td>Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan</td> </tr> <tr> <td>Director</td> <td>Mr. Henry Koenafi</td> </tr> <tr> <td>Independent Director</td> <td>Mr. Erwan Yuris Ang, SH, MH.</td> </tr> <tr> <td>Director</td> <td>Mr. Rudy Susanto</td> </tr> <tr> <td>Director</td> <td>Ms. Lianawaty Suwono</td> </tr> <tr> <td>Director</td> <td>Mr. Santoso</td> </tr> <tr> <td>Director</td> <td>Ms. Inawaty Handoyo</td> </tr> <tr> <td>Director</td> <td>Miss Vera Eve Lim</td> </tr> </tbody> </table> <p>The appointment of Miss Vera EVE LIM as a Director of the Company shall be effective as of the date of approval by the Financial Services Authority (“OJK”) for such appointment and will continue until the close of the Annual General Meeting of Shareholders of the Company to be held in 2021 (two thousand twenty-one).</p> <p>However, the term of office of the other members of the Board of Commissioners and the Board of Directors shall remain unchanged, i.e. commencing from the effective date of their term of office and will end at the close of the Annual General Meeting of Shareholders of the Company to be held in 2021 (two thousand twenty-one).</p> <p>The term of office in respect of the appointments set forth above shall not prejudice the right of the General Meeting of Shareholders to modify the composition of the Board of Commissioners and the Board of Directors of the Company within and during the relevant term of office. In accordance with the provisions of Article 12 paragraph 9 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall further authorize the Board of Commissioners to determine the duties and authorities of and among the members of the Board of Directors;</p>	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 Director	Mr. Eugene Keith Galbraith	Deputy Director	Mr. Armand Wahyudi Hartono	Director	Mr. Ir. Suwignyo Budiman	Director (concurrently serving as Director of Compliance)	Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan	Director	Mr. Henry Koenafi	Independent Director	Mr. Erwan Yuris Ang, SH, MH.	Director	Mr. Rudy Susanto	Director	Ms. Lianawaty Suwono	Director	Mr. Santoso	Director	Ms. Inawaty Handoyo	Director	Miss Vera Eve Lim	Realized.
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 Director	Mr. Eugene Keith Galbraith																																								
Deputy Director	Mr. Armand Wahyudi Hartono																																								
Director	Mr. Ir. Suwignyo Budiman																																								
Director (concurrently serving as Director of Compliance)	Mr. Tan Ho Hien/Subur or a.k.a. Subur Tan																																								
Director	Mr. Henry Koenafi																																								
Independent Director	Mr. Erwan Yuris Ang, SH, MH.																																								
Director	Mr. Rudy Susanto																																								
Director	Ms. Lianawaty Suwono																																								
Director	Mr. Santoso																																								
Director	Ms. Inawaty Handoyo																																								
Director	Miss Vera Eve Lim																																								

No	Agenda	2018 Annual GMS Decision	Realization									
		<p>III Granting powers 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 Commissioners and the Board of Directors to be made in a notarial deed before a Notary, including the composition of the Board of Commissioners and the Board of Directors after obtaining an Approval Letter from the OJK in respect of the resolution of the Annual General Meeting of Shareholders, and subsequently file any notice with the competent authorities, and take any and all necessary actions in respect of such resolution in accordance with the prevailing laws and regulations;</p> <p>IV Resolving that the grant of power under point III of this resolution shall be effective as of the approval by this Annual General Meeting of Shareholders of the proposal set out in this agenda item.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,848,295,852 (99.065%)</td> <td>178,952,868 (0.850%)</td> <td>17,871,295 (0.085%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,848,295,852 (99.065%)	178,952,868 (0.850%)	17,871,295 (0.085%)	
Total Votes:												
Agree	Disagree	Abstain										
20,848,295,852 (99.065%)	178,952,868 (0.850%)	17,871,295 (0.085%)										
4.	<b>Fourth Agenda</b> Determination of salary or honorarium, and allowances for fiscal year 2018 and bonuses for 2017 financial year to the Board of Directors and Board of Commissioners of the Company.	<p>I</p> <ol style="list-style-type: none"> <li>Granting full power and authority to PT DWIMURIA INVESTAMA ANDALAN, as the majority shareholder of the Company, to determine the amount of honorarium and benefits to be paid by the Company to the members of the Board of Commissioners who served over the financial year 2018;</li> <li>Granting full power and authority to the Company's Board of Commissioners to determine the amount of salary and benefits to be paid by the Company to the members of the Board of Directors of the Company who served over the financial year 2018.</li> </ol> <p>In exercise of the power and authority mentioned above:</p> <ol style="list-style-type: none"> <li>PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, will consider recommendations from the Board of Commissioners, which will take into account recommendations made by the Remuneration and Nomination Committee;</li> <li>The Board of Commissioners will consider recommendations from the Remuneration and Nomination Committee;</li> </ol> <p>II</p> <p>Upon taking into account the performance of the members of the Board of Commissioners and the Board of Directors of the Company who served in and during the financial year 2017, and with due observance of Regulation of the Financial Services Authority No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks, in conjunction with article 71 paragraph 1 of Law Number 40 of 2007 on Limited Liability Companies, and the inputs from the Board of Commissioners with due regard for the recommendations from the Remuneration and Nomination Committee, the Annual General Meeting of Shareholders further resolved that a maximum amount of Rp355,000,000,000.00 (three hundred fifty-five billion Rupiah), calculated with reference to the Company's Net Income for the financial year 2017 in the amount of Rp23,309,993,511,865.00 (twenty-three trillion three hundred nine billion nine hundred ninety-three million five hundred eleven thousand eight hundred sixty-five Rupiah) will be paid as bonuses (tantieme) to the members of the Board of Commissioners and the Board of Directors of the Company who served in and during the financial year 2017.</p>	Realized.									



No	Agenda	2018 Annual GMS Decision	Realization									
		<p>In relation to such bonus payments (tantieme), PT DWIMURIA INVESTAMA ANDALAN, as the current majority shareholder of the Company, is hereby granted the power and authority to determine the amount of bonuses (tantieme) to be paid to the members of the Board of Commissioners and the Board of Directors who served in and during the financial year 2017 and to determine the distribution of such bonuses (tantieme) among the members of the Board of Commissioners and the Board of Directors who served in and during the financial year 2017, including all matters related to such bonus payments.</p>										
		<p>III Resolving that such power and authority as described in points I and II above will be effective as of the date on which the proposals on this agenda item are approved by the Annual General Meeting of Shareholders.</p>										
	Agenda Keempat (Lanjutan)	<p>IV The amount of salary or honorarium and benefits to be paid by the Company to the members of the Board of Directors and the Board of Commissioners who serve in the financial year 2018, and the amount of bonuses (tantieme) to be paid by the Company to the members of the Board of Directors and the Board of Commissioners who served over the financial year 2017 will be set out in the 2018 Annual Report.</p>										
		<table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,385,014,164 (96.863%)</td> <td>437,981,445 (2.081%)</td> <td>222,124,406 (1.056%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,385,014,164 (96.863%)	437,981,445 (2.081%)	222,124,406 (1.056%)	
Total Votes:												
Agree	Disagree	Abstain										
20,385,014,164 (96.863%)	437,981,445 (2.081%)	222,124,406 (1.056%)										
5.	<b>Fifth Agenda</b> Appointment of the Registered Public Accounting Firm (including the Registered Public Accountant practising through such Registered Public Accounting Firm) to audit the Company's books and accounts for the financial year ended 31 December 2018.	<p>I Granting power and authority to the Board of Commissioners to appoint a Registered Public Accounting Firm registered with the Financial Services Authority (including a Registered Public Accountant registered with the Financial Services Authority that is a member of such Registered Public Accounting Firm) to audit the books and records of the Company for the financial year ended December 31, 2018 and to determine the amount of fee and other requirements in relation to the appointment of such Registered Public Accounting Firm registered with the Financial Services Authority (including a Registered Public Accountant registered with the Financial Services Authority that is a member of such Registered Public Accounting Firm) with due observance of the recommendations from the Audit Committee and the prevailing laws and regulations;</p> <p>II Resolving that such power and authority will be effective as of the date on which the proposals on this agenda item are approved by the Annual General Meeting of Shareholders.</p>	<p>Realized. Board of Commissioners have appointed a Public Accounting firm, registered in the Financial Services Authority Public Accounting Firm of Tanudiredja, Wibisana, Rintis &amp; Rekan (a member firm of PwC Global Network) including the Public Accountant, name Lucy Luciana Suhenda registered in the Financial Services Authority practicing from such Registered Public Accounting Firm who will audit the books and records of the Company for the financial year 2018. The appointment of public accountant has met the prerequisite requirements that have been determined in the Annual GMS which is to consider the quality, requirements, and the competitive price for the company.</p>									
		<table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,642,784,472 (98.088%)</td> <td>361,745,143 (1.719%)</td> <td>40,590,400 (0.193%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,642,784,472 (98.088%)	361,745,143 (1.719%)	40,590,400 (0.193%)	
Total Votes:												
Agree	Disagree	Abstain										
20,642,784,472 (98.088%)	361,745,143 (1.719%)	40,590,400 (0.193%)										

No	Agenda	2018 Annual GMS Decision	Realization									
6.	<b>Sixth Agenda</b> Grant power and authority to the Board of Directors to pay out interim dividends for the financial year ended 31 December 2018.	<p>I Giving power and authority to the Board of Directors of the Company (with the approval of the Board of Commissioners), if the financial situation of the Company allows and taking into account the applicable legal and regulatory provisions, to set and pay interim dividends for the financial year ending December 31, 2018, provided that, to comply with Article 72 of Law Number 40 of 2007 concerning Limited Liability Companies, if the interim dividend is to be distributed, the dividend must be made before the end of 2018 fiscal year to shareholders, including determining the form size and method temporary/interim dividend payment.</p> <p>II Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Annual GMS.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>20,987,425,390 (99.726%)</td> <td>18,133,925 (0.086%)</td> <td>39,560,700 (0.188%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	20,987,425,390 (99.726%)	18,133,925 (0.086%)	39,560,700 (0.188%)	Realized. On 21 <sup>st</sup> of December 2018, BCA has distributed interim dividends for the financial year ended 31st December 2018 to the qualified shareholders.
Total Votes:												
Agree	Disagree	Abstain										
20,987,425,390 (99.726%)	18,133,925 (0.086%)	39,560,700 (0.188%)										
7.	<b>Seventh Agenda</b> Approval of the Company's Recovery Plan.	<p>I Approve the Company's Recovery Plan, as contained in the PT Bank Central Asia Tbk Recovery Plan in 2018, which was recorded in the Financial Services Authority supervision administration based on a letter from the Financial Services Authority supervision administration based on a letter from the Financial Services Authority Number S-17/PB.32018 March 2018 14, concerning PT Bank Central Asia Tbk's Recovery Plan in 2018 ("Company Action Plan").</p> <p>II In the event of a situation and condition where the Board of Directors of the Company must carry out one or several options in the Company's Action Plan, given that these conditions require immediate and urgent action so that the General Meeting of Shareholders is not possible beforehand, hence, in connection with the implementation of one or several options which requires the approval of the General Meeting of Shareholders with this Annual General Meeting of Shareholders giving the Board of Directors the power and authority to carry out one or several options in the Company's Action Plan by first obtaining Board of Commissioners approval.</p> <p>III Stating that such power and authority will be effective as of the date on which the proposal in this agenda item is approved by the Annual GMS.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Agree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>21,035,923,015 (99.956%)</td> <td>Nil</td> <td>9,197,000 (0,044%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Agree	Abstain	21,035,923,015 (99.956%)	Nil	9,197,000 (0,044%)	Realized
Total Votes:												
Agree	Agree	Abstain										
21,035,923,015 (99.956%)	Nil	9,197,000 (0,044%)										

The Decision of the 2018 Extraordinary GMS and the Realization are as follows:

No	Agenda	2018 Extraordinary GMS Decision	Realization									
1.	Amendment of the Company's Articles of Association.	<p>I Approved the amendment of Article 11 Paragraph 5, Article 11 Paragraph 6, Article 11 Paragraph 15, Article 12 Paragraph 4, Article 13 Paragraph 1, Article 14 Paragraph 1, Article 14 Paragraph 5 and Article 16 Paragraph 1 of the Company's Articles of Association, addition of Article 14 Paragraph 14 The Articles of Association of the Company, as well as approve the abolition of Article 24 Paragraph 4 of the Company's Articles of Association as contained in the Proposed Amendment to the Articles of Association which have been aired on slides and submitted to the shareholders or proxy representing them at the Extraordinary General Meeting of Shareholders, while articles others in Deed Number 171 dated April 23, 2015 made before Notary Dr. Irawan Soerodjo, SH, M.Si., and has been notified to the Minister of Law and Human Rights of the Republic of Indonesia as evidenced by a letter issued by the Director General of General Legal Administration dated April 23, 2015 Number AHU.AH.01.03-0926937 and has been registered in List of Companies Number AHU3496701.AH.01.11.Tahun 2015 dated April 23, 2015 ("Deed Number 171 Year 2015") that was not amended and/or deleted remains valid and valid</p> <p>II Reiterate all Articles of the Company's Articles of Association including those that were not amended, which are now stipulated in Deed Number 171 of 2015.</p> <p>III Grant power and authority to the Board of Directors of the Company, with the right of substitution, to do all and any action required in connection with such decision, including but not limited to the declaration/declarationin the acts made before the Notary to modify an/or arrange return the entire provisions of Article 11, Article 12, Article 13, Article 14, Article 16 and Article 24 of the Company's Articles of Association in accordance with such decision, as required by and in accordance with the prevailing laws and regulations, make or order to make and sign deeds the deed and the necessary documents and documents, and hereinafter to submit an application for approval an/or to notify the change of the Company's Articles of Association on the decision of this Extraordinary General Meeting of Shareholders to the competent authority and to make alterations and/which is somehow necessary to obtain the consent and/or acceptance of such notice As well as to file and sign all applications and other documents, to choose a place of residence and to perform any other action that may be required.</p> <table border="1"> <thead> <tr> <th colspan="3">Total Votes:</th> </tr> <tr> <th>Agree</th> <th>Disagree</th> <th>Abstain</th> </tr> </thead> <tbody> <tr> <td>16,112,593,084 (76.580%)</td> <td>4,469,760,492 (21.244%)</td> <td>457,806,439 (2.176%)</td> </tr> </tbody> </table>	Total Votes:			Agree	Disagree	Abstain	16,112,593,084 (76.580%)	4,469,760,492 (21.244%)	457,806,439 (2.176%)	Realized.
Total Votes:												
Agree	Disagree	Abstain										
16,112,593,084 (76.580%)	4,469,760,492 (21.244%)	457,806,439 (2.176%)										

### Independent Parties who Conducts Counting and/or Validation of the Votes in the AGMS and EGMS

The independent parties that count votes and/or validate the votes at the 2018 AGMS and EGMS were PT Raya Saham Registra as BCA's Securities Administration Bureau and Dr. Irawan Soerodjo S.H., M.Si., as the Notary who verified the vote count.

## 12. Realization of Dividend Payment

- Information related to the procedure of proposal and dividend distribution or payment, shareholders who are entitled to receive dividends, and related tax provisions are regulated in the BCA Dividend Distribution Policy. The main policy can be downloaded on the BCA website in the Corporate Governance-corporate action-dividend section.
- Dividend payments (interim or final/annual) were made by BCA punctually and based on the principle of fairness. All shareholders are treated equally and dividends are paid no later than thirty days after the announcement of an interim dividend and/or AGMS approving the distribution of the final dividend.
- Payment of cash dividends for financial year 2018 was paid on April 30, 2019 and interim dividend payments for financial year 2019 were made on December 20, 2019.
- BCA published the announcement and procedure for payment of cash dividends 2018 on April 15, 2019 in the *Bisnis Indonesia* and *The Jakarta Post* daily newspaper. The announcement and procedure for payment of the 2019 interim dividend was published on November 29, 2019 in the *Bisnis Indonesia* and *The Jakarta Post* daily newspaper.
- The historical amount of dividend distribution can be seen on page 20 of this Annual Report.

## 13. Statement Regarding the Unrealized Decision of the GMS

BCA has implemented all recommendations from the Annual GMS decision and Extraordinary GMS decision in the 2019 financial year, therefore, there is no information pertaining to any reason with regards to decisions that has not been realized.

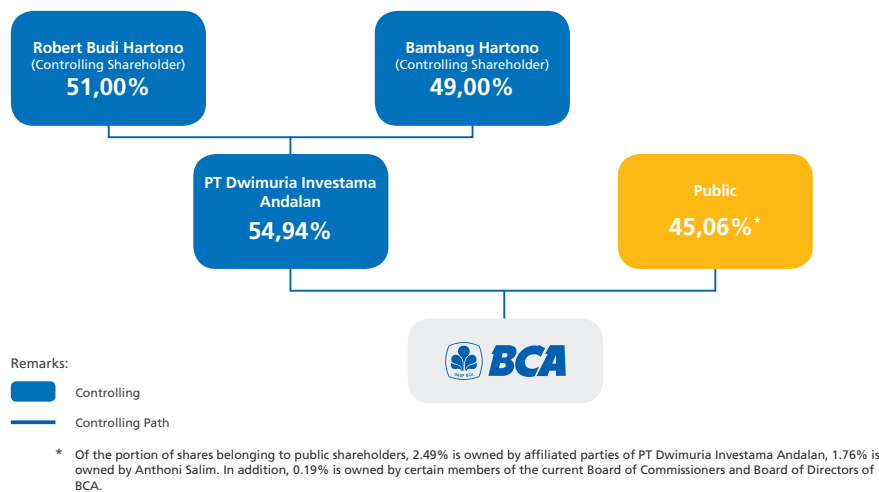
## INFORMATION ON CONTROLLING SHAREHOLDER

The BCA's Controlling Shareholder since November 11, 2016 is PT Dwimuria Investama Andalan. BCA has approved the amendment to the Company's Controlling Shareholder through letter No. KEP-15/D.03/2017 dated February 1, 2017 regarding the assessment of PT Dwimuria Investama Andalan to be fit and proper as a Potential Controlling Shareholder of the Company.

In connection with the change in the controlling shareholders, there has been no change in control where the BCA's ultimate Controlling Shareholders remain Robert Budi Hartono and Bambang Hartono.

Information schemes or diagrams regarding the BCA's Controlling Shareholders, both directly and indirectly, to the individual owners are as follows:

Diagram on Controlling Shareholders of BCA



Information regarding BCA's Controlling Shareholder can be seen on the BCA's website ([www.bca.co.id](http://www.bca.co.id)) in the investor relations section.

## BOARD OF COMMISSIONERS

Board of Commissioners is one of the BCA's organ which according to Law No. 40 of 2007 concerning Limited Liability Companies, has duties a task and responsibility to conduct supervision in general, and/or specifically in accordance with BCA's Articles of Association, and provides advice to the Board of Directors. The Board of Commissioners is also responsible to ensure the implementation of the principles of Good Corporate Governance in all business activities at all levels of the organization.

### 1. Legal Basis

Legal basis of the Board of Commissioners includes as following:

- Law No. 40 of 2007 concerning Limited Liability Companies.
- OJK Regulation No.34/POJK.03/2018 concerning Re-evaluation of Main Parties of Financial Services Institutions.
- OJK Regulation No.11/POJK.04/2017 concerning Ownership Reports or Any Changes in Ownership of Public Company Shares.
- OJK Regulation No.55/POJK.03/2016 concerning the Implementation of Governance for Commercial Banks.
- OJK Regulation No.27/POJK.03/ 2016 Concerning Fit and Proper Test for Primary Parties of Financial Services Institutions.
- OJK Regulation No.33 / POJK.O4 / 2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies.
- OJK Regulation No. 18/ POJK.03 / 2014 concerning the Implementation of Integrated Governance for Financial Conglomerates.
- OJK Regulation No.17/ POJK.03 / 2014 concerning the Implementation of Integrated Risk Management for Financial Conglomerates.
- OJK Circular Letter No. 9/SEOJK.03/2019 concerning Re-evaluation for Main Parties of Banks.
- OJK Circular Letter No.13/SEOJK.03/2017 concerning the Implementation of Governance for Commercial Banks.
- OJK Circular Letter No.39/SEOJK.03/2016 concerning Fit and Proper Test for Prospective controlling Shareholders, Prospective Members of the Board of Directors, and Prospective Members of the Board of Commissioners of the Bank.
- OJK Circular Letter No.15/SEOJK.03/2015 concerning the Implementation of Integrated Governance for Financial Conglomerates.
- OJK Circular Letter No.14/SEOJK.03/2015 concerning the Implementation of Integrated Risk Management for Financial Conglomerates.
- BCA' Articles of Association.

## 2. The Board of Commissioners Charter

The Board of Commissioners Charter or the Charter or Board Charter (hereinafter referred to as The Board of Commissioners Charter) is prepared to guide BCA's Board of Commissioners so each member can perform the supervisory function effectively, efficiently, accountably, transparently and independently. The Board of Commissioners Charter refers to Financial Services Authority (OJK) Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks and OJK Regulation No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of Issuers or Public Companies which can be periodically evaluated and updated with reference to applicable laws and regulations.

The Board of Commissioners Charter is listed in the BCA Governance Guidelines and can be accessed by the public through BCA website in the Corporate Governance Section. In general, The Board of Commissioners Charter regulates the following:

1. Legal basis.
2. Values.
3. Composition and Criteria of the Board of Commissioners.
4. Independent Commissioner.
5. Terms of Duties of the Board of Commissioners.
6. Appointment of the Board of Commissioners.
7. Dual Positions of the Board of Commissioners.
8. Obligations, Duties, Responsibilities, and Authority of the Board of Commissioners.
9. Transparency and Prohibition for the Board of Commissioners.
10. Orientation and Training of the Board of Commissioners.
11. Ethics and Working Hours of the Board of Commissioners.
12. Board of Commissioners Meeting.
13. Reporting and Accountability.
14. Remuneration.
15. The Board of Commissioners' Self-Assessment.

The Board of Commissioners' Charter is set forth in the Corporate Governance Manual and can be found on BCA website on the Corporate Governance section (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>).

## 3. Duties and Responsibilities of the Board of Commissioners

In 2019, the Board of Commissioners of BCA, in accordance with their duties and responsibilities, were not involved in making decisions on bank operations.

The duties and responsibilities of the BCA Board of Commissioners include the following:

- a. Supervise and be responsible for overseeing the management policies of BCA and the running management in general, as well as giving advice to the Board of Directors. The Board of Commissioners conducts supervision in the interest of BCA, in accordance with the purposes and objectives of the BCA Articles of Association
- b. Ensure the implementation of the principles of the Good Corporate Governance are carried out in every business activity at all levels of BCA organization, at least through:
  - Implementation of the duties and responsibilities of the Board of Commissioners and Directors.
  - Completeness and implementation of duties of committees and work which carries out that the Bank's internal control functions.
  - Implementation of the compliance, internal auditor and external auditor functions.
  - Application of risk management, including internal control systems.
  - Provision of funds to related parties and provision of large funds.
  - Bank's strategic plan.
  - Transparency of the Bank's financial and non-financial conditions.
  - Approve and periodically review the Bank's vision, mission and core values.
- c. Directing, monitoring and evaluating the implementation of BCA's strategic policies.
- d. Ensure that the Board of Directors has followed up on audit findings and recommendations from the Internal Audit Division, external auditors, the results of supervision by the authorities, including but not limited to OJK, Bank of Indonesia, and/or the Indonesia Stock Exchange.

- e. Notifying OJK/Bank Indonesia no later than 7 (seven) working days since the violation of laws and regulations in the financial and banking sector has been discovered, and/or circumstances or predicted condition that may endanger the business continuity of BCA.
- f. Establish supporting committee for the effectiveness of Board of Commissioners' in performing its duties and responsibilities:
  - 1) Audit Committee.
  - 2) Risk Oversight Committee.
  - 3) Remuneration and Nomination Committee.
  - 4) Integrated Governance Committee.

The Board of Commissioners must ensure that the committees established perform their duties effectively and evaluate the performance of the committees that help carry out The Board of Commissioners duties and responsibilities at the end of the financial year.
- g. Ensure that the committees established by the Board of Commissioners carry out their duties effectively.
- h. Provide sufficient time to carry out their duties and responsibilities optimally.
- i. Hold regular meetings of the Board of Commissioners in accordance with applicable laws and regulations.
- j. Prepare minutes of the Board of Commissioners' meetings, signed by all members of the Board present at the meeting.
- k. Distribute copies of the minutes of the Board of Commissioners' meeting to all members of the Board and related parties.
- l. Hold regular meetings with the Directors at least 1 (one) time every 4 (four) months.
- m. Submit reports on supervisory tasks that have been carried out during the previous financial year to the Annual GMS and set forth in the Annual Report.
- n. Supervise the implementation of Integrated Governance.
- o. Approved the Sustainable Financial Action Plan prepared by the Directors.

### **Duties and Responsibilities of President Commissioner**

The President Commissioner carries out the same duties and responsibilities as the Board of Commissioners above, plus other duties and responsibilities:

- a. Lead the Board of Commissioners in carrying out supervisory and assurance duties.
- b. Coordinate the implementation of the duties and responsibilities of the Board of Commissioners.
- c. Propose to hold Board of Commissioners meetings, including meeting agendas.
- d. Make call and lead the Board of Commissioners' meeting.
- e. Submit a supervisory report to obtain the approval of the Annual GMS for the implementation of the duties and supervision of the Board of Commissioners.
- f. Ensure that the implementation of the responsibilities of the Board of Commissioners has been carried out according to procedure.
- g. Ensure that meetings of the Board of Commissioners make decisions effectively based on true and complete information, including ensuring that:
  - All strategic and important issues are taken into consideration by the Board of Commissioners.
  - Problems are discussed carefully and thoroughly.
  - All members of the Board of Commissioners are given the opportunity to contribute effectively.
  - Each member of the Board of Commissioners receives relevant information in a timely manner, including a brief explanation of the issues that will be discussed at the Board of Commissioners' meeting.
  - Meetings of the Board of Commissioners produces clear decisions and are recorded in the minutes.
- h. Ensure that the Board of Commissioners behaves in accordance to the Board of Commissioners Charter.
- i. Strive to meet the development needs of the Board of Commissioners.



- j. Conduct a final evaluation, taking into account the recommendations of the Remuneration and Nomination Committee, on the results of the collective evaluation of the Board of Commissioners and its Committees and the evaluation of individual members of the Board of Commissioners and committee members.

#### 4. Authorities of the Board of Commissioners

In carrying out its duties and responsibilities, the BCA Board of Commissioners has the authority to:

- a. Have access to all buildings or other premises used or controlled by BCA.
- b. Check all bookkeeping, letters and other evidence.
- c. Request clarifications from the Board of Directors regarding all matters concerning BCA.
- d. Temporarily terminate one or more members of the Board of Directors, should any of the member of the Board act contrary to the BCA's Articles of Association, cause harm to the Bank, neglect obligations, and/or violate the prevailing laws and regulations.
- e. Evaluate and decide upon Directors' requests related to transactions that require the approval of the Board of Commissioners in accordance with BCA's Articles of Association:
  - 1) Lend money or providing credit facilities or other banking facilities that correspond or result in money borrowing:
    - i. To related parties as stipulated in the provisions of Bank Indonesia or the OJK or other authorized agencies concerning the legal lending limit for commercial banks.
    - ii. Which exceeds a certain amount that from time to time shall be determined by the Board of Commissioners.
  - 2) Provide a guarantee or debt security (borgtocht):
    - i. In order to guarantee payment obligations of related parties to other parties as stipulated in the provisions of Bank Indonesia or the OJK or other authorized agencies concerning the legal lending limit for commercial banks.
    - ii. In order to guarantee the obligations of other parties for amounts exceeding a certain amount which from time to time will be determined by the Board of Commissioners.

- 3) Purchase or otherwise acquire immovable property, except for the purpose of implementing what is stipulated in Article 3 of the BCA Articles of Association which exceeds a certain amount from time to time will be determined by the Board of Commissioners, that is to carry out other activities that are commonly carried out by banks as long as they are not contrary to prevailing laws and regulations, including but not limited to actions in the context of restructuring or saving credit including buying collateral, either in whole or in part, through an auction or other means, in the event that the debtor does not fulfill his obligations to the bank provided that the collateral purchased is mandatory disbursed as soon as possible.
- 4) Establish a new company, undertake or dispose or reduce capital participation or increase capital participation, except:
  - i. Additional capital participation from BCA stock dividends, or
  - ii. Equity participation in the context of credit rescue.
 with regard to the prevailing laws and regulations
- 5) Borrow money that is not included in regulation that referred to the Articles of Association of BCA, namely collecting funds from the public in the form of deposits such as current account, time deposits, certificates of deposit, savings, and/or other forms equivalent to that.
- 6) Transfer or relinquish BCA's written off rights, whether in part or in whole, the amount of which will be determined from time to time by the Board of Commissioners.

- 7) Sell or transfer or relinquish rights or pledge/guarantee BCA's assets above a certain value that will be determined from time to time by the Board of Commissioners but less than or equal to ½ (one half) of the total net worth of BCA recorded in the balance sheet BCA, either in one transaction or in several independent transactions or related to each other in 1 one) financial year.
  - 8) Carry out legal actions or transactions that are strategic in nature and can have a significant impact on the continuity of BCA's business, the type of legal action or transaction from time to time will be determined by the Board of Commissioners.
- c) Have never been convicted of a criminal offense that is detrimental to the state finances and/or related to the financial sector.
  - d) Have never been a member of the Board of Directors and/or a member of the Board of Commissioners who during their tenure:
    - Not held an Annual GMS;
    - Accountability as a member of the Board of Directors and/or members of the Board of Commissioners has been rejected by the GMS or does not provide accountability as a member of the Board of Directors and/or member of the Board of Commissioners to the GMS.
    - Had caused a company obtaining permits, approvals, or registrations from OJK fail to comply with the obligation to submit Annual Reports and/or financial reports to OJK.

The Board of Commissioners shall be aware of the provisions of the BCA's Articles of Association, the Board of Commissioners Charter, as well as the prevailing laws and regulations in order to carry out its duties, responsibilities and authority.

## 5. Criteria for Members of the Board of Commissioners

BCA Board of Commissioners members are individuals who meet the criteria and requirements according to:

- a. OJK Regulation No. 33/POJK.04/2014 on the Directors and Board of Commissioners of Issuers or Public Companies, which requires that members of the Board of Commissioners must:
    - 1) Have good character, morals and integrity
    - 2) Be competent in carrying out legal actions
    - 3) Within 5 (five) years before appointment and during their tenure:
      - a) Have never been declared bankrupt.
      - b) Have never been a member of the Board of Directors and/or a Board of Commissioners who was found guilty of causing a company to go bankrupt.
  - b. Based on Article 27 of OJK Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks, each member of the Board of Commissioners must meet the requirements for fit and proper test in accordance with OJK Regulation No. 27/POJK.03/2016 on The Fit and Proper Test for Main Parties of Financial Services Institutions, which among others state that:
    - 1) Integrity requirements, including:
      - a) Capable of carrying out legal actions.
      - b) Has good character and morals, at least shown by the attitude of complying with applicable provisions, including have never been convicted of a crime in a certain period before being nominated.
- 4) Has the commitment to comply with laws and regulations.
  - 5) Has knowledge and/or expertise in the fields required by Issuers or Public Companies.

- c) Has a commitment to comply with laws and regulations and uphold OJK policies
  - d) Has a commitment towards the development of a healthy financial services institution
  - e) Not included as a individual principal prohibited from being a party.
- 2) Financial reputation requirements, at least evidenced by:
- a) Not having bad credit and/or non performing loan.
  - b) Has never been declared bankrupt and/or has never been a shareholder, controller of an insurance company who is not a shareholder, member of the Board of Directors, or a member of the Board of Commissioners found guilty of causing a company to be declared bankrupt within the last 5 (five) years before being nominated.

## 6. Nomination for Members of the Board of Commissioners

### Legal Basis

The holding of nominations for members of the Board of Commissioners refers to the following guidelines:

- a. Article 27 of OJK Regulation No. 55/POJK.03/2016 concerning the Implementation of Governance for Commercial Banks which states that any proposed appointment and/or replacement of members of the Board of Commissioners to the GMS must consider the Remuneration and Nomination Committee recommendations.
- b. Article 7 of OJK Regulation No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of an Issuers or Public Companies which states that the proposed appointment, dismissal, and/or replacement of members of the Board of Directors to the GMS must consider the recommendations of the Board of Commissioners or the committee that carries out the nomination function.
- c. Article 26 OJK Regulation No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of Issuers or Public Companies

which states that the proposed appointment, termination and/or replacement of members of the Board of Directors to the GMS as referred to in Article 7, *mutatis mutandis*, applies to members of the Board of Commissioners.

### Nomination Mechanism

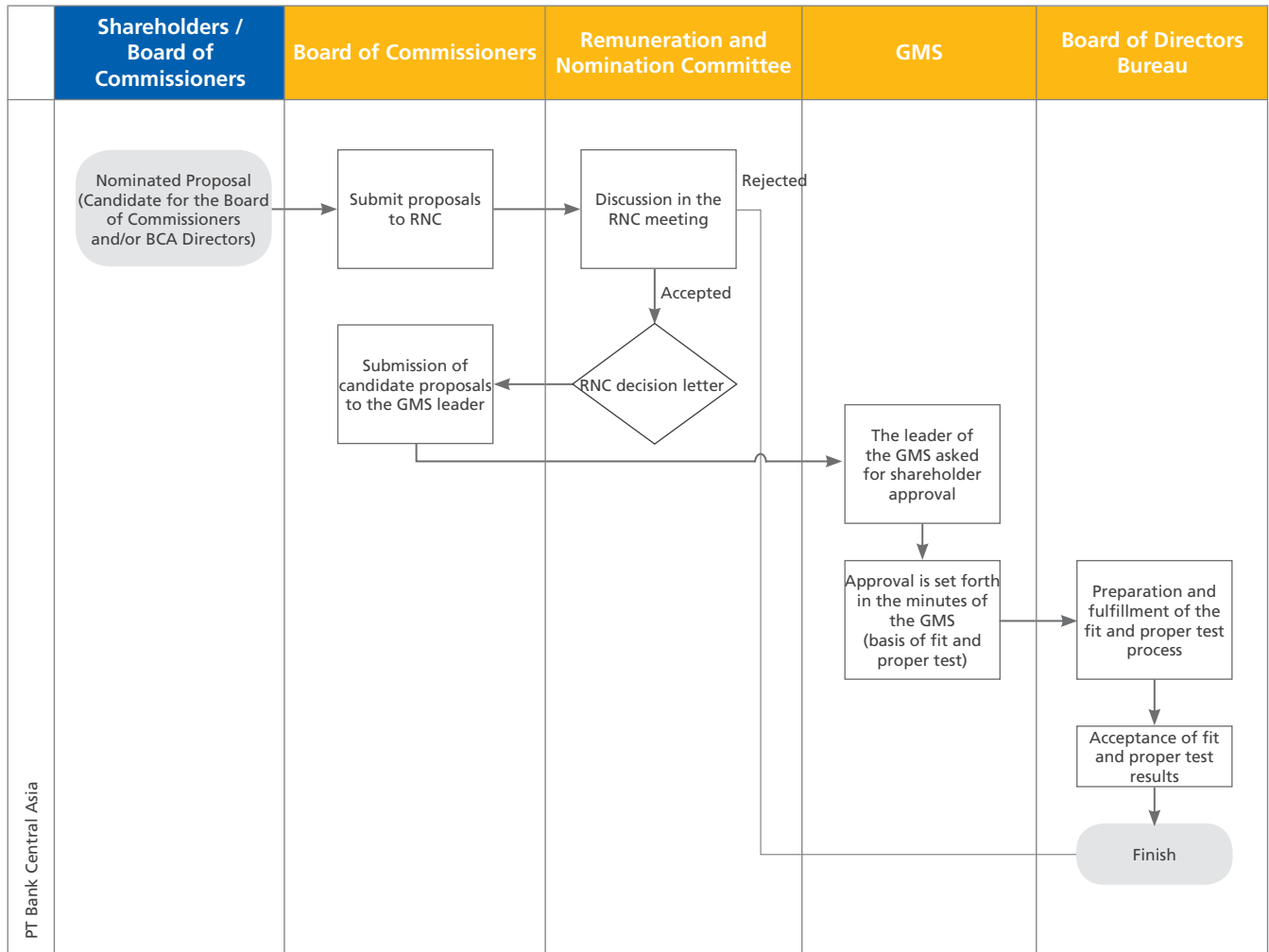
The flow of the nomination mechanism is as follows:

1. Proposals from shareholders/Board of Commissioners related to the nominations of the Board of Commissioners are submitted to the Board of Commissioners.
2. The Board of Commissioners requests the Remuneration and Nomination Committee to discuss proposals related to the nomination of the Board of Commissioners.
3. The Remuneration and Nomination Committee conducts discussions related to the proposal in the Remuneration and Nomination Committee meeting. The discussion was outlined in the minutes of the RNC meeting. Matters considered in the meeting include:
  - a. Reasons and/or considerations of proposals.
  - b. Qualification of candidates according to related proposals.
  - c. The Remuneration and Nomination Committee takes the following steps:
    - Paying attention to external and internal conditions according to the bank's strategic direction.
    - Communicate with the controlling shareholder (if the proposal is not from the controlling shareholder).
4. After conducting the discussion, the Remuneration and Nomination Committee provides recommendations to the Board of Commissioners as outlined in the Remuneration and Nomination Committee Decision Letter.
5. Based on the Remuneration and Nomination Committee recommendations, the Board of Commissioners submits candidates for the Board of Commissioners and/or Directors to the chairman of the GMS through the Decision Letter of the Board of Commissioners.
6. The GMS leader requests the approval of the shareholders in the agenda of the GMS related to the nominations of the Board of Commissioners and/or Directors.

7. After obtaining approval from the GMS, the approval shall be set forth in the minutes of the GMS which is the basis of the fit and proper test process for candidates for the Board of Commissioners and/or Directors.
8. BCA may use the services of third parties in the search for candidates for the Board of Commissioners and/or Directors.

**Nomination Mechanism of BCA Board of Commissioners Members**

**Nomination Mechanism**



**7. Number and Composition of the Members of the Board of Commissioners**

BCA has determined the number and composition of members of the Board of Commissioners in accordance with OJK Regulation No. 55/POJK.03/2016 concerning the Application of Governance for Commercial Banks.

OJK Regulation No. 55 / POJK.03 / 2016 concerning the Implementation of Governance for Commercial Banks	Implementation at BCA
Have at least three people and at most the same as the number of members of the Board of Directors.	There are 5 (five) members of the Board of Commissioners.
Have at least one member of the Board of Commissioners domiciled in Indonesia.	All members of the Company's Board of Commissioners are domiciled in Indonesia.
Have Independent Commissioner of at least 50% of the total members of the Board of Commissioners.	The number of Independent Commissioners of the Company is 3 (three) people or 60% (sixty percent) of the total members of the Board of Commissioners.

As of December 31, 2019, BCA had 5 (five) members of the Board of Commissioners, consisting of 1 (one) President Commissioner, 3 (three) Independent Commissioners, and 1 (one) Non-Independent Commissioner. The number of members of the Board of Commissioners of BCA does not exceed the number of members of the Board of Directors of BCA. The number of BCA Independent Commissioners has fulfilled the provisions exceeding 50% (fifty percent), or specifically 60% (sixty percent) of the total members of the BCA Board of Commissioners. All members of the BCA Board of Commissioners are domiciled in Indonesia.

In accordance with BCA's Articles of Association, the term of office of members of the Board of Commissioners is five years from the date specified in the GMS. The term of office of the members of the Board of Commissioners for this period will end when BCA Annual GMS is closed in 2021. The GMS still has the authority to dismiss one or more members of the Board of Commissioners at any time before his term ends.

Independent Commissioners who have served for two consecutive terms of office can be reappointed

in the next period as Independent Commissioners with the following conditions:

- The meeting of the members of the Board of Commissioners considers that the Independent Commissioners could still act independently.
- The Independent Commissioner stated in the GMS regarding the independency concerned.

BCA has Independent Commissioners who have been appointed for more than 2 (two) periods, namely Cyrillus Harinowo and Raden Pardede. Both of them have made an independent declaration which was read at the time of the appointment of Independent Commissioner members at the 2016 BCA Annual General Meeting. The contents of the declaration of independence can be seen in the independent commissioner's statement section of this Annual Report.

All members of the Board of Commissioners of BCA have obtained approval from Bank Indonesia or the OJK and have passed the fit and proper test before carrying out their duties and functions. This is in accordance with the provisions of the regulator regarding the fit and proper test.

Position	Name	No. Letter of Agreement
President Commissioner	Djohan Emir Setijoso	13/99/GBI/DPIP/Rahasia dated August 25, 2011
Commissioner	Tonny Kusnadi	5/4/DpG/DPIP/Rahasia dated September 4, 2003
Independent Commissioner	Cyrillus Harinowo	5/4/DpG/DPIP/Rahasia dated September 4, 2003
Independent Commissioner	Raden Pardede	8/84/DPB3/TPB3-2 dated August 16, 2006
Independent Commissioner	Sumantri Slamet	SR -117/D.03/2016 dated July 11, 2016

## 8. Composition of BCA Board of Commissioners Members During 2019

In 2019 there was no change in the composition of the Board of Commissioners, so in this Annual Report BCA does not present the reasons for the change in the composition of the Board of Commissioners. The composition of the BCA Board of Commissioners' membership in 2019 is contained in the The Meeting Resolution Deed of PT Bank Central Asia Tbk No. 100 dated October 10, 2019, made before Christina Dwi Utami, S.H. M.Hum., M.Kn., Notary in Jakarta.

The Composition of BCA's Board of Commissioners in 2019

Position	Name	Position Period
President Commissioner	Djohan Emir Setijoso	2016 – 2021
Commissioner	Tonny Kusnadi	2016 – 2021
Independent Commissioner	Cyrillus Harinowo	2016 – 2021
Independent Commissioner	Dr. Ir. Raden Pardede	2016 – 2021
Independent Commissioner	Sumantri Slamet	2016 – 2021

BCA did not change the composition of the Board of Commissioners in 2018. The composition of the Board of Commissioners based on the BCA annual GMS in 2018 is as follows.

#### Composition of BCA Board of Commissioners in 2018

Position	Name	Position Period
President Commissioner	Djohan Emir Setijoso	2016 – 2021
Commissioner	Tonny Kusnadi	2016 – 2021
Independent Commissioner	Cyrrillus Harinowo	2016 – 2021
Independent Commissioner	Raden Pardede	2016 – 2021
Independent Commissioner	Sumantri Slamet	2016 – 2021

There have been no members of the Board of Commissioners who were former Directors of BCA in the last two years.

### 9. Induction Program for New Board of Commissioners Members

The orientation program is designed for new members of the Board of Commissioners in order to prepare them to properly perform their duties and responsibilities as members of the BOC.

Board of Commissioners orientation program policies are regulated in the BCA corporate governance guidelines in Part B concerning procedures for implementing corporate governance principles-chapter II on guidelines and code of conduct for the Board of Commissioners.

The orientation program includes:

- Knowledge about BCA which includes the vision, mission, strategies and plans for the medium and long term, performance, governance, and finance of BCA.
- Understanding of duties and responsibilities as a member of the Board of Directors, limits of authority, working time, relations with the Board of Commissioners, related internal/external rules/ conditions, and others.

#### Orientation Procedures

The orientation procedures for the new members of the Board of Commissioners may be conducted by:

- Presentation from work units by involving the management to introduce various aspects deemed necessary.

- Meetings with members of the Board of Directors and the Board of Commissioners to discuss various issues in BCA or other information needed.
- Visiting various locations of BCA's business activities/branches together with other members of the Board of Directors/management.

### 10. Training Programs to Enhance the Competence of Members of the Board of Commissioners

Board of Commissioners training program policies are regulated in the BCA corporate governance guidelines in Part B concerning procedures for implementing corporate governance principles-chapter II on guidelines and code of conduct for the Board of Commissioners.

Guidelines and code of conduct for the Board of Commissioners are stated in the corporate governance guidelines and can be found in BCA website under the corporate governance section (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>).

BCA requires members of the Board of Commissioners to take part in a training program at least 1 (one) time a year in order to support the implementation of the duties and obligations. The list of training programs participated by the Board of Commissioners in 2019 is as follows:



### Training Program Participated by Members of the Board of Commissioners in 2019

No	Name	Training Program	Organizer	Location	Date
1	Djohan Emir Setijoso	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Knowledge Sharing BCA Open Source: "Arab-China Relations in Economy and Business in The Middle East"	BCA	Jakarta, Indonesia	July 16, 2019
		3. Seminar: "Role of Compliance Director in Facing Digital Economy Challenges and Banking Readiness in Facing Mutual Evaluation Review (MER)"	Communication Forum of Banking's Compliance Director	Jakarta, Indonesia	June 27, 2019
		4. GRC Summit 2019: "Sustaining Through Integrated GRC"	CRMS Indonesia (Center for Risk Management Studies)	Jakarta, Indonesia	August 22-23, 2019
		5. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		6. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		7. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		8. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
2	Tonny Kusnadi	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		3. The Asia Global Payment Summit	Currency Research Malta Limited	Bali, Indonesia	October 10-11, 2019
		4. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		5. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
3	Cyrillus Harinowo	1. ASEAN Global Leadership Programme LSE 2019	London School of Economics & Political Science (LSE) and SRW & Co.	London, England	March 25-29, 2019
		2. National Seminar revival & BUMN: Infrastructure Sector	Pusat Studi BUMN	Jakarta, Indonesia	February 19, 2019
		3. Knowledge Sharing BCA Open Source: "Arab-China Relations in Economy and Business in The Middle East"	BCA	Jakarta, Indonesia	July 16, 2019
		4. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		5. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		6. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		7. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup.	BCA	Jakarta, Indonesia	December 6, 2019

No	Name	Training Program	Organizer	Location	Date
4	Raden Pardede	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. J.P. Morgan's Asia Pacific CEO-CFO Conference 2019	J.P. Morgan	New York, USA	September 4-5, 2019
		3. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		4. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		5. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup - BCA - Jakarta, Indonesia.	BCA	Jakarta, Indonesia	December 6, 2019
5	Sumantri Slamet	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. National Seminar revival & BUMN: Infrastructure Sector	Pusat Studi BUMN	Jakarta, Indonesia	February 19, 2019
		3. Arab-china Relationing in Economy and Business in the Middle East	BCA	Jakarta, Indonesia	July 16, 2019
		4. Data Analysis and Programming for Finance	New York Institute for Finance	New York, USA	August 5-9, 2019
		5. J.P. Morgan's Asia Pacific CEO-CFO Conference 2019	J.P. Morgan	New York, USA	September 4-5, 2019
		6. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		7. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		8. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup - BCA - Jakarta, Indonesia.	BCA	Jakarta, Indonesia	December 6, 2019

Pursuant to Bank Indonesia Regulation No. 11/19/PBI/2009 dated 4 June 2009 as amended by Bank Indonesia Regulation No. 12/7/PBI/2010 dated 19 April 2010 concerning Risk Management Certification for Management and Official of Commercial Banks, all members of the Board of Commissioners have risk management certification and/or refreshment in accordance with applicable regulations.

#### 11. Share Ownership for Members of the Board of Commissioners that Amounts to 5% or More of Paid-Up Capital

##### Legal Basis

BCA regulates the obligations of members of the Board of Commissioners to disclose share ownership that reaches 5% or more of paid-up capital. Any changes in the share ownership for members of

Board of Commissioners shall be reported to the OJK in accordance with OJK regulations. BCA policy regarding the obligations of member of the Board of Commissioners to disclose the share ownership information refers to the following provisions:

- a. Article 2 of OJK Regulation No. 11/POJK.04/2017 concerning Report of Ownership or Any Changes in the Share Ownership of a Public Company stating that a member of the Board of Directors or Board of Commissioners shall report to the OJK on ownership and any change of ownership of the Company's shares either directly or indirectly.

- b. Article 39 of OJK Regulation No. 55/POJK.03/2016 Implementation of Corporate Governance for Commercial Banks states that members of the Board of Commissioners shall disclose share ownership of 5% or more at the Bank or other banks and companies domiciled in and outside the country.

#### Implementation of Ownership or Report Share

The Board of Commissioners code of conduct regulates, among others about the Board of Commissioners obligation to disclose share ownership of 5% or more of paid-up capital, which includes the type and number of shares in BCA, other banks, non-bank financial institutions and other companies, which are domiciled in and outside the country. In addition to the above, BCA has also held and stored a special list as regulated in Article 50 of the Limited Liability Company Law.

BCA has a policy regarding the obligations of members of the Board of Commissioners to disclose information on ownership and changes of BCA's shares contained in the corporate governance guidelines on code of conduct of the Board of Commissioners. This policy is in accordance with Article 3 of OJK Regulation No. 11/POJK.04/2017 concerning Report of Ownership or Any Changes in the Share Ownership of a Public Company. In addition, BCA has also conducted socialization of the OJK Regulation through Corporate Secretary Memo No. 120/MO/DCS/2017 dated 25 April 2017 to all members of the Board of Directors and Board of Commissioners.

BCA has submitted a report on any changes in share ownership of the Board of Commissioners in 2019 through the e-reporting system and hardcopy document to the OJK and Indonesia Stock Exchange in compliance with internal and external policies regarding share ownership reports.

**Table of Share Ownership of the Board of Commissioners that Amounts to 5% or More as of December 31, 2019**

Name	Share Ownership of the Board of Commissioners that amounts to 5% or more of paid-up capital on:			
	BCA	Other Banks	Non-Bank Financial Institution	Other Companies
Djohan Emir Setijoso	-	-	-	√
Tonny Kusnadi	-	-	-	√
Cyrellus Harinowo	-	-	-	√
Dr. Ir. Raden Pardede	-	-	-	√
Sumantri Slamet	-	-	-	-

Remark:

√ owns shares in the amount of 5% (five percent) or more.

**Table of BCA Share Ownership by the Board of Commissioners in 2019**

Name	Total Ownership In the beginning of the year (as of January 1, 2019)	Total Ownership at the end of year (as of December 31, 2019)
Djohan Emir Setijoso	23,100,481	22,147,163
Tonny Kusnadi	1,137,939	1,175,285
Cyrellus Harinowo	-	-
Raden Pardede	-	-
Sumantri Slamet	-	-

## 12. Dual Positions for Members of the Board of Commissioners

Throughout 2019, BCA complied with legal regulations regarding the dual positions of the Board of Commissioners. There are no members of the Board of Commissioners of BCA who hold concurrent positions beyond the prevailing provisions.

### Legal Basis

- a. Members of the BCA Board of Commissioners do not hold concurrent positions, except for the terms and conditions stipulated in:
  - OJK Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks.
  - OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of the Issuers or Public Companies.
  - OJK Circular Letter No. 13/SEOJK.03/2017 on the Implementation of Governance for Commercial Banks.
- b. Members of the BCA Board of Commissioners do not hold concurrent positions as members of the Board of Directors, the Board of Commissioners, or executive officers:
  - In financial institutions or financial companies, both banks and non-banks;
  - In more than one non-financial institution or non-financial company, both domestic and abroad.
- c. The following conditions are not considered concurrent positions, as referred to in the paragraph above, if:
  - Members of the Board of Commissioners serve as members of the Board of Directors, members of the Board of Commissioners, or executive officers who perform supervisory functions in 1 (one) non-bank subsidiary company controlled by the Bank.

- Non-Independent Commissioners perform functional tasks from bank shareholders in the form of legal entities in the Bank business group.
- Members of the Board of Commissioners hold positions in non-profit organizations or institutions.

### Disclosure

Concurrent positions on the Board of Commissioners of BCA have taken into account Article 28 of the OJK Regulation No. 55/POJK.03/ concerning Implementation of Corporate Governance for Commercial Banks. The list of concurrent positions of the Board of Commissioners of BCA in 2019 is as follows:

1. 1 (one) Non-Independent Commissioner concurrently serving as President Commissioner in one other company not a financial institution.
2. 1 (one) Independent Commissioner concurrently serving as an Independent Commissioner in another company not a financial institution.
3. 1 (one) other Independent Commissioner concurrently serving as an Independent Commissioner in one other company not a financial institution and also as a member of the University of Indonesia's Board of Trustees' organization.

Disclosure of concurrent positions held by members of the Board of Commissioners in the last 3 (three) years is as follows:

**Table of Dual Positions of the Board of Commissioners of BCA in 2019**

Name	Position at BCA	Position at Other Banks	Position at Other Companies	Industry
Djohan Emir Setijoso	President Commissioner	-	-	-
Tonny Kusnadi	Commissioner	-	President Commissioner of PT Sarana Menara Nusantara Tbk	Operator of Telkom Tower
Cyrillus Harinowo	Independent Commissioner	-	-	-
Raden Pardede	Independent Commissioner	-	Independent Commissioner of PT Adaro Energy Tbk	Coal mining
Sumantri Slamet	Independent Commissioner	-	- Independent Commissioner and Head of Audit Committee of Audit PT Multi Bintang Indonesia Tbk - Member of Risk Committee of Universitas Indonesia	- Beverages company - Education

**Table of Dual Positions of the Board of Commissioners of BCA in 2018**

Name	Position at BCA	Position at Other Banks	Position at Other Companies/Institutions	Industry
Djohan Emir Setijoso	President Commissioner	-	-	-
Tonny Kusnadi	Commissioner	-	President Commissioner of PT Sarana Menara Nusantara Tbk	Operator of Telkom Tower
Cyrillus Harinowo	Independent Commissioner	-	-	-
Raden Pardede	Independent Commissioner	-	Independent Commissioner of PT Adaro Energy Tbk	Coal mining
Sumantri Slamet	Independent Commissioner	-	- Independent Commissioner of PT Multi Bintang Indonesia Tbk - Member of Board of Trustee of Universitas Indonesia Foundation	- Beverages company - Education

**Table of Dual Positions of the Board of Commissioners of BCA in 2016-2017**

Name	Position at BCA	Position at Other Banks	Position at Other Companies/Institutions	Industry
Djohan Emir Setijoso	President Commissioner	-	-	-
Tonny Kusnadi	Commissioner	-	President Commissioner of PT Sarana Menara Nusantara Tbk	Operator of Telkom Tower
Cyrillus Harinowo	Independent Commissioner	-	Independent Commissioner of PT Unilever Indonesia Tbk	Consumer Goods
Raden Pardede	Independent Commissioner	-	Independent Commissioner of PT Adaro Energy Tbk	Coal mining
Sumantri Slamet	Independent Commissioner	-	- Independent Commissioner of PT Multi Bintang Indonesia Tbk - Member of Board of Trustee of Universitas Indonesia Foundation	- Beverages Company - Education

### 13. Report on Task Implementation and Assessment of Committees under the Board of Commissioners

Throughout 2019, the committees under the Board of Commissioners have carried out their functions and responsibilities properly in supporting the implementation of the duties of the Board of Commissioners. Committees under the Board of Commissioners include:

1. Audit Committee.
2. Risk Oversight Committee (ROC)
3. Remuneration and Nomination Committee (RNC)
4. Integrated Governance Committee (IGC).

The report on the implementation of committee duties under the Board of Commissioners in 2019 can be found in the committee section under the Board of Commissioners in this Annual Report.

The Board of Commissioners evaluates these committees with the following conditions:

#### 1. Criteria

The criteria for evaluating the committees under the Board of Commissioners are based on their compliance towards the guidelines and code of conduct, as well as the realization of work/implementation of the duties of each committee

## 2. Process

The assessment is performed by the Board of Commissioners once in 1 (one) year

## 3. Result

The Board of Commissioners believes that all of these committees have worked accordingly by upholding competency standards and good quality.

**Table of Results of Evaluation of Committees under the Board of Commissioners**

Committee	Realization / Remarks	Results
Audit Committee	In 2019, in performing its function, the Audit Committee has convened 21 meetings, 6 (six) meetings with the Internal Audit Division, and has reviewed more than 114 internal audit reports.	The Audit Committee ensured the implementation of internal control and effectively assisted the Board of Commissioners in overseeing the implementation of internal and external audit functions, implementation of corporate governance and compliance with applicable laws and regulations.
Risk Oversight Committee	The Risk Oversight Committee organized 14 (fourteen) meetings in 2019, including to conduct reviews of credit, liquidity, reputation and operational risk, crisis management and business continuity plan, as well as review of the recovery plan.	The Risk Oversight Committee ensured BCA has a risk management system that provides protection against the risks faced by BCA
Remuneration and Nomination Committee	In 2019, the Remuneration and Nomination Committee held 5 (five) meetings, of which 3 (three) meetings were related to The remuneration function and 2 (two) meetings related to the nomination function.	The Remuneration and Nomination Committee carried out its duties in providing recommendations to the Board of Commissioners regarding the overall remuneration policy at BCA.
Integrated Governance Committee	In 2019, the integrated Governance Committee organized 4 (four) meetings and actively participated in development of BCA Integrated Governance.	The Integrated Governance Committee supported the Board of Commissioners in conducting supervision of the implementation of governance in BCA and its subsidiaries in an integrated manner.

## 1. Assessment of the Audit Committee

The assessment used by the Board of Commissioners is based on the realization of The Audit Committee's duties. Throughout 2019, the committee has performed its duties effectively and held 21 (twenty one) meetings. In addition, the committee also realized the following work programs:

- a. Conduct meeting with the public accounting firm Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) to discuss BCA final audit report for financial year 2018 along with management letter.
- B. Recommended to the Board of Commissioners for Reappointing Public Accounting Firm Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) to audit BCA financial statements for the financial year 2019.
- c. Conduct meeting with the public accounting firm Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) to discuss audit plans and scope of BCA Financial Statement for the financial year 2019.
- d. Conduct meeting with Finance and Planning Division to review BCA Financial Statement published quarterly.
- e. Conduct meeting with internal audit division six times to:
  - i. Evaluate annual plan;
  - ii. Evaluate implementation of internal audit every semester; and
  - iii. Conduct discussions related to audit Results deemed significant.
- f. Attended internal audit exit meetings at one main branch office, (including review of 3 (three) supporting branches), as part of internal audit quality assessment



process. In addition, conducting review of cash processing center (CPC) Alam Sutera already in operation and data center Surabaya as part of the assessment of adequacy and effectiveness of control in the internal work unit.

- g. Reviewed internal audit reports (more than 114 reports) and monitored the follow up.
- h. Assessed BCA compliance with rules, regulations and laws applies in banking through review of compliance reports based on prudence principles reported every semester.
- i. Reviewed the credit portfolio report published every semester.
- j. Monitored the implementation of risk management through quarterly reports of risk profile company and monthly report of operation risk management information system (ORMIS).
- k. Conducted review of:
  - i. OJK examination results and the follow-up
  - ii. Management letter from public accounting firm Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) along with the follow up.
- l. Reported the results of regular studies and evaluations on governance, risk management, compliance and control of Board of Commissioners quarterly.
- m. Attended GMS, analyst meeting, and BCA national work meeting in 2020 in order to supervise the implementation good corporate governance.

## 2. Assessment of the Risk Oversight Committee (ROC)

ROC held 14 (fourteen) meetings in 2019, and also implemented work programs as follows:

- a. Monitor the implementation of the duties of the committee.
- b. Monitor the implementation of the duties of the Risk Management Work Unit.

- c. Review on BCA's risk profile and specifically explored credit risk, operational, market, liquidity and reputation risk.
- d. Analysis on the results of stress tests of credit, market and liquidity risk.
- e. Ensured the implementation GCG was carried out well and in an appropriate manner. The committee also attended the general meeting of Shareholders, Analyst Meeting and BCA National Work Meeting for fiscal 2020.
- f. Conducted monthly monitoring of the realized implementation of credit, liquidity, market and operational risk.
- g. Learnt new regulations and conducted a review of the compatibility of the KPR charter with the new regulations.
- h. Conduct a visit to the Surabaya data center in order to monitor risk mitigation with the Audit Committee and the Internal Audit Division.

## 3. Assessment of the Remuneration and Nomination Committee (RNC)

Throughout 2019, RNC held 5 (five) meetings, and implemented work programs as follows:

- a. Prepared recommendations for the Board of Directors' nominations for 2019.
- b. Prepared recommendations related to the remuneration of the Board of Commissioners and Board of Directors.

## 4. Assessment of the Integrated Governance Committee (IGC)

IGC held 4 (four) meetings in 2019, and also implemented work programs as follows:

- a. Evaluated the Implementation of integrated governance in semester II 2018.
- b. Reviewed the implementation of integrated risk management of the BCA financial conglomerates.
- c. Evaluate the implementation of integrated governance in semester I 2019.
- d. Updated information related to subsidiaries in the BCA financial conglomerates.

- e. Follow up on the previous meeting
- f. Conduct discussions related to coordination between internal audit division and subsidiaries.

#### 14. Policy on Loan Facilities for the Board of Commissioners

BCA already has policies regulating loan facilities to the Board of Commissioners, as explained on page 529 regarding Provision of Funds to Related Parties and Large Exposure.

#### 15. Board of Commissioners Supervisory Duties Report

The Board of Commissioners carries out supervisory duties to ensure BCA operates in the right direction, maintains business sustainability, and provides added value to all stakeholders. The Board of Commissioners also provides recommendations and advice to the Board of Directors in relation to their supervisory duties, including recommendations, advices and assessments related to the implementation of Good Corporate Governance in BCA.

A full Report on the Implementation of the Duties of the Board of Commissioners is presented on page 37 section of the Board of Commissioners' report in this Annual Report.

#### 16. Performance Evaluation of Members of the Board of Commissioners

Performance evaluation of members of the Board of Commissioners, related to the procedures for carrying out performance appraisals, the criteria used, and the parties conducting the evaluation can be seen on page 407 under section of the Performance Evaluation of the Board of Commissioners and the Board of Directors in this Annual Report.

### INDEPENDENT COMMISSIONERS

In 2019, there were three Independent Commissioners of BCA, out of five members of the Board of Commissioners, representing 60% of the total members of the Board.

Based on OJK Circular Letter No. 13/SEOJK.03/2017 on the Implementation of Good Corporate Governance for Commercial Banks, Independent Commissioners are members of the Board of Commissioners who do not have financial, management, ownership, and/or family relationships with members of the Board of Directors, other members of the Board of Commissioners, and/or Controlling Shareholders, or relationships with the Bank that can affect their ability to act independently.

#### 1. Independent Commissioner Criteria

All Independent Commissioners must meet the following criteria:

1. Not a person who is employed or has the authority and responsibility to plan, lead, control, or oversee BCA activities within the last six months, except for re-appointment as an Independent Commissioner of BCA in the following period;
2. Have no financial, management, ownership, and/or family relationships with members of the Board of Directors, other members of the Board of Commissioners, and/or Controlling Shareholders, or relationships with BCA that can affect their ability to act independently;
3. Have no shares in BCA, directly or indirectly;
4. Have no affiliation with BCA, other members of the Board of Commissioners, members of the Board of Directors, or the Majority Shareholders of BCA;
5. Have no direct or indirect business relationships related to BCA business activities;
6. Meet other requirements of Independent Commissioners in accordance with prevailing regulations;
7. Prospective Independent Commissioners who are former members of the Board of Directors or BCA executive officers or other parties having a relationship with BCA must undergo a cooling off period of at least one year before becoming an Independent Commissioner;
8. Non-Independent Commissioners who will shift to Independent Commissioners must undergo a cooling off period of at least six months; and
9. Independent Commissioners who serve as the chairperson of the committee, may only hold dual positions as the chairperson of at the most of one other committee.

Independent Commissioners who have served for two consecutive terms may be reappointed as Independent Commissioners in the next period in the case of:

- The Board of Commissioners Meetings assess that the Independent Commissioners remain able to act independently; and
- Independent Commissioners declare their independence at the GMS.

## 2. Statement of Independent Commissioners

The current BCA Independent Commissioners were appointed in 2016 and this will remain effective until 2021, so that at the 2019 Annual GMS there was no need for the appointment of an Independent Commissioner.

The appointment of the Independent Commissioner at the 2016 BCA Annual GMS was followed by the reading of the independence statement by Mr. Cyrillus Harinowo and Mr. Raden Pardede as Independent Commissioners. The statement of independence is as follows:

In connection with my nomination as an Independent Commissioner of PT Bank Central Asia Tbk ("the Company") and considering that I have served as an Independent Commissioner of the Company for more than two terms of tenure, in order to comply with the provisions of Article 25 paragraph 1 of the OJK Regulation No. 33/POJK.04/2014 regarding Boards of Directors and Boards of Commissioners of Issuers or Public Companies, hereby I declare that I:

1. Am not working nor having the authority and responsibility to plan, lead, control or oversee the Company's activities within the last six months, except as Independent Commissioner of the Company;
2. Do not have any shares directly or indirectly in the Company;
3. Do not have any affiliation with the Company, members of the Board of Commissioners, members of the Board of Directors or Majority Shareholders of the Company;
4. Do not have any direct or indirect business relationship related to the Company's business activities.

I declare this statement of independency is made truthfully."

## BOARD OF DIRECTORS

Pursuant to Law No. 40 Year 2007 on Limited Liability Companies, the Board of Directors is the organ of the Company that has the authority and full responsibility to manage the Company for the interest of the Company, in accordance with the purposes and objectives of the Company as well as to represent the Company, either in or out the court in accordance with the provisions of the articles of association and the applicable laws and regulations.

### 1. Legal Basis

BCA appointed the Board of Directors based on the following regulations:

- a. Law No. 40 Year 2007 concerning Limited Liability Companies.
- b. Financial Services Authority (OJK) Regulation No. 34/POJK.03/2018 concerning Revaluation for the Main Parties of a Financial Services Institution;
- c. OJK Regulation No. 11/POJK.04/2017 concerning Reporting of Ownership, or Changes in the Ownership, of Shares in Public Companies.
- d. OJK Regulation No. 27/POJK.03/2016 concerning Fit and Proper Test of Main Parties of Financial Services Institutions
- e. OJK Regulation No. 55/POJK.03/2016 concerning The Implementation of Good Corporate Governance for Commercial Banks;
- f. OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies.
- g. OJK Regulation No. 18/POJK.03/2014 concerning Implementation of Integrated Governance for Financial Conglomerates.
- h. OJK Regulation No. 17/POJK.03/2014 concerning Implementation of Integrated Risk Management for Financial Conglomerates.
- i. OJK Circular Letter No. 9/SEOJK.03/2019 concerning Revaluation of Main Parties of the Bank.

- j. OJK Circular Letter No.13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks.
- k. OJK Circular Letter No. 39/SEOJK.03/2016 concerning Fit and Proper Test for Prospective Controlling Shareholders, Prospective Members of the Board of Directors, and Prospective Members of the Board of Commissioners of the Bank.
- l. OJK Circular Letter No. 15/SEOJK.03/2015 concerning the Implementation of Integrated Governance for Financial Conglomerates.
- m. OJK Circular Letter No. 14/SEOJK.03/2015 concerning Implementation of Integrated Risk Management for Financial Conglomerates.
- n. BCA Articles of Association.

## 2. Guideline and Code of conduct of the Board of Directors (Board of Directors Charter)

BCA has Guideline and Code of conduct of the Board of Directors or Board of Directors Charter that is formulate pursuant to Article 18 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks and Article 35 of OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies. The Board of Directors Charter regulates the following matters:

- a. Legal basis;
- b. Values;
- c. Composition, Criteria, and Independence of the Board of Directors;
- d. Terms of duties of the Board of Directors;
- e. Dual Positions of the Board of Directors;
- f. Appointment of the Board of Directors;
- g. Obligation, Duties, Responsibilities and Authorities of the Board of Directors;
- h. Transparency and Prohibitions for the Board of Directors;
- i. Orientation and Training of the Board of Directors;
- j. Ethics and Working hours of the Board of Directors;
- k. Board of Directors Meetings;
- l. Reporting and Accountability;
- m. Board of Directors self-assessment.

The Board of Directors Charter is covered in the Corporate Governance Guideline and can be viewed on the BCA website (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>).

## 3. Duties and Responsibilities of the Board of Directors

BCA's Articles of Association and other regulations set out duties and responsibilities of the Board of Directors as follows:

- a. Lead and manage BCA in accordance with the purposes and objectives of the Articles of Association.
- b. Control, maintain, and manage BCA's assets for the benefit of BCA.
- c. Create internal control structure, ensure the implementation of the internal audit function at every level of management, and follow up on internal audit findings in accordance with policies or directions given by the Board of Commissioners.
- d. Submit Annual Work Plan which also includes the Annual Budget to the Board of Commissioners for approval, prior to the commencement of the forthcoming financial year, taking into account applicable regulations.
- e. Implement the Good Corporate Governance principles in every BCA's business activities at all levels and stages of the organization.
- f. Establish Integrated Risk Management Committee.
- g. Evaluate the performance of the committee under the Board of Directors at the end of each financial year.
- h. Conduct the Board of Directors' meetings regularly, at least once each month.
- i. Record minutes of Board of Directors meetings and have them signed by all members of the Board of Directors present at the Board Directors' meeting.
- j. Distribute copies of the minutes of meetings of the Board of Directors meeting to all members of the Board of Directors and related parties.
- k. Conduct meetings of the Board of Directors together with the Board of Commissioners in accordance with regulations.

- l. Hold and keep the list of shareholders, special list, minutes of General Meeting of Shareholders, and minutes of Board of Directors' meetings.
- m. Prepare Annual Report and other company documents as referred to in the applicable laws and regulations.
- n. Follow up on audit findings and recommendations from external auditors, the results of supervision of OJK, Bank Indonesia and/or the results of supervision of other authorities including but not limited to the Indonesia Stock Exchange.
- o. Responsible for carrying out its duties and responsibilities to shareholders through the GMS.

Throughout 2019, the Board of Directors did not grant general power of attorney to employees or other parties related to their duties and functions, as stipulated in OJK Regulations related to Governance.

#### 4. Authorities of the Board of Directors

Based on BCA's Articles of Association and other relevant regulations, the Board of Directors' authority includes:

- a. Represent BCA in and out of court on all matters and in any event, binding BCA with other parties and other parties with BCA, and carrying out all actions, both regarding management and ownership, with restrictions as set forth in BCA's Articles of Association.
- b. Arrange the handover of power of the Board of Directors to represent BCA in and out of court to one or several members of the Board of Directors specifically appointed for that, or to one or more BCA employees, either alone or with other people or entities.
- c. The BOD shall be entitled to appoint one or more persons authorized to perform certain acts in accordance with the terms stipulated by the BOD in a special power of attorney.
- d. Establish policies in leading and managing BCA.
- e. Regulate provisions on employment, including determination of salary, pension or old age benefits, and other income for employees,

based on applicable laws and/or GMS resolutions.

- f. Hire and dismiss employees based on personnel regulations. The Directors also disclose to employees regarding BCA's personnel policies, including the recruitment, promotion and remuneration system, through communication facilities that can be accessed by employees.
- g. Perform other actions, either on management or on ownership, in accordance with the provisions regulated further by the Board of Commissioners with due regard to the provisions of the applicable laws and regulations.

In performing its duties, responsibilities and authorities, the Board of Directors shall take actions in good faith, with full responsibility and prudence, with regard to BCA's Articles of Association, the Board of Directors Code of Conduct and prevailing laws and regulations.

#### 5. Criteria for the Board of Directors

Those who may be appointed as a member of the Board of Directors are individuals who meet the criteria and requirements in accordance with:

- a. OJK Regulation No. 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Issuers or Public Companies namely to:
  - 1) Have good ethics, morals, and integrity
  - 2) Be proficient in performing legal actions
  - 3) Within 5 (five) years before appointment and during the term of office:
    - a) Not have been declared bankrupt
    - b) Not have been a member of a Board of Directors or Board of Commissioners found guilty of causing a company to be declared bankrupt
    - c) Not have been punished for committing a crime detrimental to state finances or relating to the financial sector
    - d) Not have been a member of a Board of Directors or Board of Commissioners in which during his/her term of office:
      - Did not organize an Annual GMS

- Had his/her accountability as a member of the Board of Directors or Board of Commissioners not accepted by the GMS or he/she did not submit his/her accountability as a member of the Board of Directors or Board of Commissioners to the GMS.
  - Have caused a company that obtained license, approval or registration from the OJK to not fulfil the obligation to submit annual report and/or financial report to the OJK.
- 4) Have a commitment to comply with laws and regulations.
  - 5) Have knowledge and/or expertise in the fields required by the company.
- b. Based on Article 6 of OJK Regulation No. 55/POJK.03/2016 concerning the Implementation of Governance for Commercial Banks, each member of the Board of Directors must meet the requirements for fit and proper test in accordance with OJK Regulation No. 27/POJK.03/2016 concerning Fit and Proper Test for Main Parties of Financial Services Institutions, which includes:
- 1) Integrity requirements, including:
    - a) Be capable of carrying out legal actions.
    - b) Have good character and morals, at least shown by the compliance with the prevailing provisions, including never having been convicted of a crime in a certain period before being nominated.
    - c) Have a commitment to comply with laws and regulations and support OJK policies.
    - d) Be committed to the development of healthy financial services institution.
    - e) Not be included as a party that is prohibited from being a main party.
  - 2) Financial reputation requirements, at least evidenced by:
    - a) Does not have bad credit and/or financing.

- b) Have never been declared bankrupt and/or have never been a shareholder, controlling party of insurance company, that are note shareholders member of the Board of Directors, or member of the Board of Commissioners found guilty of causing a company to go bankrupt in the last 5 (five) years before being nominated.

## 6. Nomination for Members of the Board of Directors

### Legal Basis

Nomination of the Board of Directors shall be conducted based on the following provisions:

- a. Article 6 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks, stating that any proposed replacement and / or appointment of members of the Board of Directors by the Board of Commissioners to the GMS, must take into account the recommendations from Remuneration and Nomination Committee.
- b. Article 7 of OJK Regulation No. 33 / POJK.04 / 2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies, stating that the appointment, dismissal, and / or replacement of members of the Board of Directors to the GMS must take into account the recommendations from the Board of Commissioners or committee performing the nomination function.

### Nomination Mechanism

The Board of Directors' succession policy is prepared by the BCA's Remuneration and Nomination Committee (RNC). Implementation of the Board of Directors' succession policy includes providing recommendations on systems, procedures, and selection of candidates for the Board of Directors and/ or replacement of members of the Board of Directors to the Board of Commissioners for submission to the GMS. Policies regarding the succession of the Board of Directors can be seen in The Remuneration and Nomination Committee section of this Annual Report.

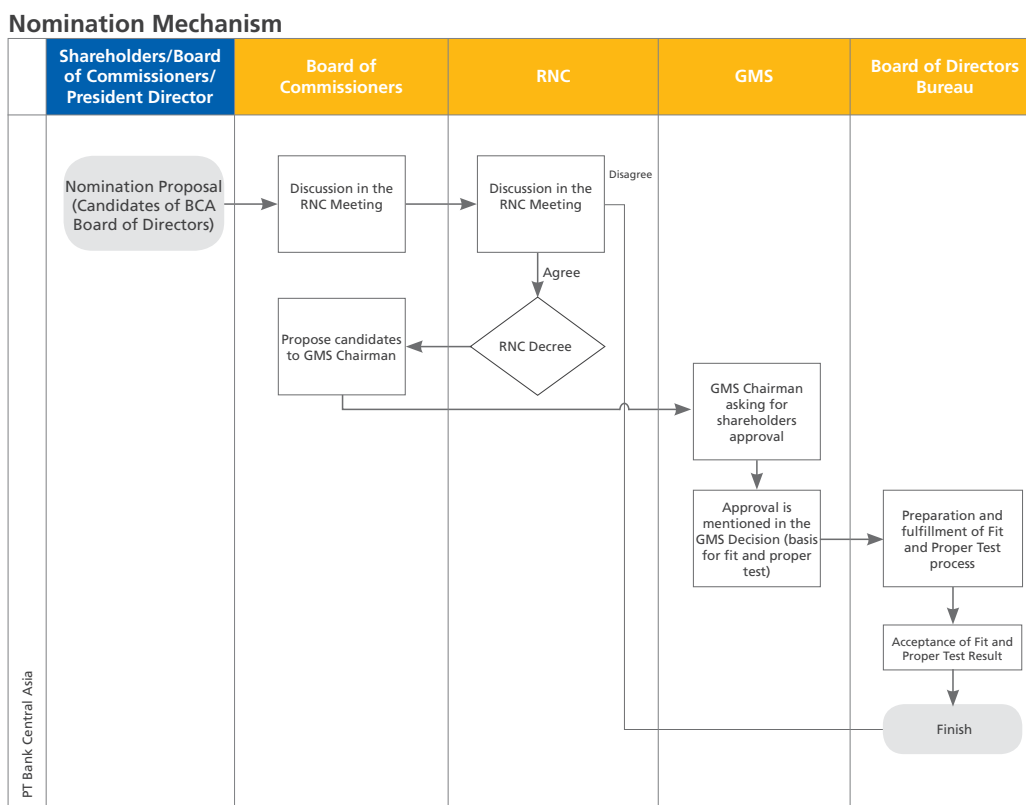


The flow of nomination mechanism for members of the Board of Directors is as follows:

1. Proposal from shareholders/Board of Commissioners/President Directors related to the nomination of Directors is submitted to the Board of Commissioners.
2. The Board of Commissioners requests the RNC to discuss proposal related to the nomination of the Board of Directors.
3. RNC conducts discussions related to the proposal in the RNC meeting, in which the summary is stated in the minutes of the RNC meeting. Things to consider in the meeting include:
  - a. Reasons and/or considerations of proposal;
  - b. Qualification of candidates according to the proposal;
  - c. The steps taken by RNC include:
    - Pay attention to external and internal conditions according to the bank’s strategic direction.
    - Communicate with the controlling shareholder (if the proposal is not from the Controlling Shareholder).

4. After conducting the discussion, RNC provides recommendations to the Board of Commissioners, stated in the form of an RNC Decision letter.
5. Based on the RNC recommendation, the Board of Commissioners decides to submit candidate(s) of the Board of Commissioners and/or Board of Directors to the chairman of the GMS through a Board of Commissioners Decision Letter.
6. The GMS lead requests the approval of the shareholders in the GMS agenda related to the nominations of the Board of Commissioners and/or Board of Directors.
7. After obtaining approval from the GMS, the approval is then stated in the minutes of the GMS that subsequently becomes the basis for the fit and proper test for candidates of the Board of Commissioners and/or Board of Directors.
8. BCA may use third-parties services in looking for candidates of the Board of Commissioners and/or Board of Directors.

**Nomination Mechanism of Members of the Board of Directors of BCA**



## 7. Number and Composition of the Members of the Board of Directors

BCA has complied with the provisions on the number and composition of the members of the Board of Directors in accordance with Article 4 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Corporate Governance for Commercial Banks, states that Banks are required to have at least three members of the Board of Directors.

As of December 31, 2019, the number of members of the Board of Directors of BCA was eleven people consisting of:

- 1 (one) President Director;
- 2 (two) Deputy President Directors;
- 1 (one) Compliance Director;
- 1 (one) Independent Director; and
- 6 (six) other Directors.

From the above composition, BCA has a member of the Board of Directors who also serves as the Compliance Director. The President Director is independent from the controlling shareholders.

BCA has also appointed an Independent Director who has the duty and responsibility to supervise regional and branch management, network management and regional development, and procurement.

The term of office of the Board of Directors of BCA will expire at the closing of the fifth annual GMS held after the GMS appointing the relevant member of the Board of Directors, without reducing the authority of the GMS to dismiss one or more members of the Board of Directors at any time before the position ends. BCA Articles of Association state that members of the Board of Directors whose term of service has ended can be reappointed.

All members of the Board of Directors of BCA have obtained approval from Bank Indonesia or the OJK and have passed the fit and proper test before performing their duties and functions. It is in accordance with the provisions of the regulator regarding the fit and proper test.

Name	Position	No. Letter of Agreement
Jahja Setiaatmadja	President Director	13/21/DPBB3/TPB3-7 dated June 17, 2011
Suwigno Budiman	Deputy President Director	38/KDK.03/2019 dated August 14, 2019
Armand Wahyudi Hartono	Deputy President Director	SR-106/D.03/2016 dated June 21, 2016
Subur Tan	Director	4/69/DpG/DPIP/Rahasia dated August 13 2002
Henry Koenaifi	Director	10/32/DPB3/TPB3-2 dated February 13 2008
Erwan Yuris Ang	Independent Director	13/99/GBI/DPIP/Rahasia dated August 25, 2011
Rudy Susanto	Director	SR-119/D.03/2014 dated July 21, 2014
Lianawaty Suwono	Director	SR-137/D.03/2016 dated July 27, 2016
Inawaty Handojo	Director (concurrently Compliance Director)	39/KDK.03/2019 dated August 14, 2019
Santoso	Director	SR-143/D.03/2016 dated August 8, 2016
Vera Eve Lim	Director	SR-79/PB.12/2018 dated April 23, 2018

All members of the Board of Directors who have met the requirements and passed the fit and proper test are domiciled in Indonesia as stipulated in Article 4 of the OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Corporate Governance for Commercial Banks.

## 8. Composition of BCA Board of Directors During 2019

In 2019, BCA underwent a change in the composition of the Board of Directors based on the decision of the third agenda of 2019 Annual GMS. Changes in the composition of the Directors can be seen in the general meeting of shareholders section of this annual report. The composition of the BCA Board of Directors in 2019 has been included in the Deed of Decision of the Meeting of PT Bank Central Asia Tbk No. 100 dated October 10, 2019, made before Christina Dwi Utami, S.H., M.Hum., M.Kn., Notary in Jakarta.

Composition of the Board of Directors of BCA in 2019:

No	Position	Name	Period
1.	President Director	Jahja Setiaatmadja	2016-2021
2.	Deputy President Director*	Suwignyo Budiman**	2019-2021
3.	Deputy President Director	Armand Wahyudi Hartono	2016-2021
4.	Director	Tan Ho Hien/ Subur/ Subur Tan	2016-2021
5.	Director	Henry Koenafi	2016-2021
6.	Independent Director	Erwan Yuris Ang	2016-2021
7.	Director	Rudy Susanto	2016-2021
8.	Director	Lianawaty Suwono	2016-2021
9.	Director (concurrently Compliance Director)	Inawaty Handojo**	2019-2021
10.	Director	Santoso	2016-2021
11.	Director	Vera Eve Lim	2018-2021

Remarks:

\* : from January 1, 2019 to April 11, 2019 was assumed by Eugene Keith Galbraith.

\*\* : assuming the role since October 3, 2019

In 2018, there was a change in the composition of the Directors due to the change in members of the Directors. The composition of the BCA Board of Directors in 2018 has been included in the Deed of Decision of the Meeting of PT Bank Central Asia Tbk No. 180 dated 26 April 2018, which was made before Dr. Irawan Soerodjo, S.H., M.Sc., Notary in Jakarta.

Composition of the Board of Directors of BCA in 2018:

No	Position	Name	Period
1.	President Director	Jahja Setiaatmadja	2016-2021
2.	Deputy President Director	Eugene Keith Galbraith	2016-2021
3.	Deputy President Director	Armand Wahyudi Hartono	2016-2021
4.	Director (concurrently Compliance Director)	Tan Ho Hien/ Subur/ Subur Tan	2016-2021
5.	Director	Rudy Susanto	2016-2021
6.	Director	Henry Koenafi	2016-2021
7.	Director	Suwignyo Budiman	2016-2021
8.	Independent Director	Erwan Yuris Ang	2016-2021
9.	Director	Lianawaty Suwono	2016-2021
10.	Director	Santoso	2016-2021
11.	Director	Inawaty Handojo	2016-2021
12.	Director	Vera Eve Lim	2018-2021

At present there is no Director of BCA who is a former President Director of BCA in the last 2 (two) years.

## 9. Division of Duties and Responsibilities of the Board of Directors

BCA discloses the duties and responsibilities of the Board of Directors in this annual report, in accordance with OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Reports of Issuers or Public Companies in Chapter III on the Contents of Annual Reports.

The division of tasks and authorities among members of the Board of Directors is determined based on the decision of the Board of Directors with approbation by on a letter the resolution of the Board of Commissioners No. 197/SK/KOM/2019 dated December 23, 2019 concerning the Division of the Duties and Responsibilities of the Board of Directors of PT Bank Central Asia Tbk, which is explained in the table as follows:

No.	Name	Position	Duties and Responsibilities	Alternate Director I	Alternate Director II	Alternate Director III
1.	Jahja Setiaatmadja (JS)	President Director (PD)	<ul style="list-style-type: none"> <li>Internal Audit *)</li> <li>Anti-Fraud</li> <li>Corporate Social Responsibility</li> </ul>	DHC DCR DTP	DCR DHC DCR	DJW DJW DJW
2.	Suwignyo Budiman (SB)	Deputy President Director (WP1)**)	<ul style="list-style-type: none"> <li>Consumer Credit (KPR, KKB)</li> <li>Individual Customer Business Development</li> <li>Wealth Management</li> <li>BCA Syariah</li> <li>Asuransi Umum BCA (BCA Insurance)</li> <li>Asuransi Jiwa BCA (BCA Life)</li> <li>Bank Royal Indonesia</li> </ul>	DKS DKR DTP DTP DKR DHC DKS	DBK DTP DKR DJW DKS	DTP WP2 WP2 WP2 DBK DBK DFC
3.	Armand W. Hartono (AH)	Deputy President Director (WP2)**)	<ul style="list-style-type: none"> <li>Operation Strategy &amp; Development</li> <li>Information Technology</li> <li>Domestic Payment Services</li> <li>Electronic Banking Services</li> <li>International Banking Services</li> <li>Digital Services</li> <li>Central Capital Ventura</li> </ul>	DJW WP1 DKR DTP DBK DTP WP1	DHC DFC DJW DJW DTP DJW DHC	DFC DTP DKS DHC DHC DHC DTP
4.	Subur Tan (ST)	Director of Credit & Legal	<ul style="list-style-type: none"> <li>Credit Analysis</li> <li>Credit Recovery</li> <li>Legal</li> </ul>	DJW DJW DJW	PD PD WP1	DHC DHC DCR
5.	Henry Koenafi (HK)	Director of Commercial Banking & SME (DKS)**)	<ul style="list-style-type: none"> <li>Commercial &amp; SME Business</li> <li>Cash Management</li> <li>Credit Services</li> <li>BCA Multi Finance</li> <li>BCA Finance</li> </ul>	DBK DBK DKR WP1 WP1	WP1 DTP DJW DKR DKR	DTP WP1 DBK DTP DTP
6.	Erwan Yuris Ang (EY)	Director of Regional & Branch Network (DJW) #)	<ul style="list-style-type: none"> <li>Regional &amp; Branch Banking Services</li> <li>Network &amp; Regional Development</li> <li>Procurement</li> </ul>	WP2 DFC DFC	DKS DKS DHC	DFC WP2 WP1
7.	Rudy Susanto (RS)	Corporate Banking Director (DBK)**)	<ul style="list-style-type: none"> <li>Corporate Business</li> <li>Corporate Finance</li> <li>Corporate Branch</li> <li>Treasury</li> <li>International Banking</li> <li>BCA Finance Ltd. (Hongkong)</li> <li>BCA Sekuritas</li> </ul>	DKS DKS DKS PD WP1 DTP WP1	WP1 WP1 WP1 DKS PD DKR PD	DTP DTP DJW WP1 DKS DFC DFC
8.	Lianawaty Suwono (LS)	Director of Human Capital Management (DHC)	<ul style="list-style-type: none"> <li>Human Capital Management</li> <li>Learning &amp; Development</li> </ul>	DKR DCR	PD WP2	WP1 WP1
9.	Inawaty Handoyo (IH)	Compliance & Risk Management Director (DCR)**)	<ul style="list-style-type: none"> <li>Compliance*)</li> <li>Risk Management *)</li> <li>Enterprise Security</li> </ul>	DHC DJW DHC	DKR DKR DKR	DJW DHC WP1
10.	Santoso (SL)	Director of Transaction Banking (DTP)	<ul style="list-style-type: none"> <li>Transaction Banking Business Developmnet &amp; Marketing</li> <li>Banking Transactions</li> <li>Transaction Banking Partnership Solution Development</li> <li>Transaction Banking Product Development</li> <li>Transaction Banking Business Support &amp; Services</li> </ul>	DHC DBK DBK DKS	WP2 WP2 WP2 DBK	DKS DKS DKS WP1

No.	Name	Position	Duties and Responsibilities	Alternate Director I	Alternate Director II	Alternate Director III
11.	Vera Eve Lim (VL)	Finance Director & Corporate Secretary (DFC) *****)	<ul style="list-style-type: none"> <li>• Corporate Strategy &amp; Planning</li> <li>• Finance</li> <li>• Corporate Secretary &amp; Corporate Communication</li> </ul>	WP1  PD DCR	DKR  DKR DBK	PD  WP1 PD

## Note:

- Substitute Director reports to the Director of respective field regarding all actions taken/decisions made while replacing the Director of field.  
- Substitute Director for credit sector refers to the credit provisions manual.
- The management functions of the subsidiaries are regulated as follows:
  - Monitor the implementation of the internal audit function/risk management/compliance with the subsidiaries in the context of establishing integrated corporate governance and integrated risk management.
  - Perform monitoring functions on the business development of subsidiaries.
  - Perform risk monitoring functions on the subsidiaries in the framework of integrated risk management.
  - Perform overall monitoring and alignment functions of the management of subsidiaries and monitoring financial performance of the subsidiaries.

The implementation of the above functions takes into account the principles of limited liability companies, in which the subsidiary is an independent separate legal entity.  
The responsibility of the Board of Directors and/or Board of Commissioners of the subsidiaries is to the AGMS of the subsidiaries.  
The parent company as a shareholder performs its authority and functions through the GMS of subsidiaries.
- <sup>\*)</sup> Director of regional and branch network as daily executors, supervisors and monitors of regional and branch management. The responsibility of the head of regional office is to the Board of Directors.

## 10. Induction Program for New Members of the Members of Board of Directors

The orientation program is designed for new members of the Board of Directors in order to prepare them properly performing duties and responsibilities as members of the Board of Directors.

Board of Directors orientation program policies are regulated in the BCA corporate governance guidelines in Part B of the guidelines concerning procedures for implementing corporate governance principles - Chapter IV on guidelines and code of conduct for the Board of Directors (<https://www.bca.co.id/id/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>).

The orientation program includes:

- Knowledge about BCA which includes the vision, mission, strategies and plans for the medium and long term, performance, governance, and finance of BCA.
- Understanding of duties and responsibilities as a member of the Board of Directors, limits of authority, working hours, relations with the Board of Commissioners, related internal/external rules/conditions, and others.

### Orientation Procedures

The orientation procedures for the new members of the Board of Directors may be conducted by:

- Presentation by work units to obtain an explanation of various aspects deemed necessary by involving subordinates, or

- Meetings with members of the Board of Directors and the Board of Commissioners to discuss various issues in BCA or other information needed, or
- Visiting various locations of BCA's business activities/branches together with other members of the Board of Directors/management.

## 11. Training Programs to Enhance the Competence of Members of the Board of Directors

BCA has a Board of Directors training program policy listed in the BCA governance guidelines in Part B of the guidelines concerning the procedure for implementing corporate governance principles -Chapter IV concerning guidelines and code of conduct for the Board of Directors.

In accordance with Bank Indonesia Regulation No. 11/19/PBI/2009 dated 4 June 2009 and amendments to Bank Indonesia Regulation No. 12/7/PBI/2010 dated 19 April 2010 concerning Risk Management Certification for Management and Officers of Commercial Banks, all members of the Board of Directors have risk management certification and/or refreshment in accordance with applicable regulations.

BCA requires members of the Board of Directors to take part in a training program at least one time a year in order to improve competence and support the implementation of the duties and obligations of Directors. The training programs participated in by the Board of Directors in 2019 is as follows:

No	Name	Training Program	Organizer	Location	Date
1	Jahja Setiaatmadja	1. Annual Meeting of Financial Services Industry	OJK	Jakarta, Indonesia	January 11, 2019
		2. Banking Economy Dialogue With Governor of Bank Indonesia	INDEF, Bank Sinarmas, The Consumer Banking School	Jakarta, Indonesia	January 30, 2019
		3. Discussion on KEPP and Banking	OJK	Jakarta, Indonesia	January 31, 2019
		4. Bank Indonesia Meeting Navigating Digitalization of Banking Industry	Bank Indonesia	Jakarta, Indonesia	February 6, 2019
		5. National Seminar revival & BUMN: Infrastructure Sector	Pusat Studi BUMN	Jakarta, Indonesia	February 19, 2019
		6. 5th Asia Pacific CEO Forum	ICC (Indonesia International Chamber of Commerce)	Jakarta, Indonesia	March 12, 2019
		7. The Wall Street Journal CEO Council	The Wall Street Journal	Tokyo, Japan	May 21, 2019
		8. FGD: Prospects and Risks of the 2019 Post-Election Banking Sector Amid Increasingly Uncertain International Economic and Trade Environment	Badan Intelijen Negara	Jakarta, Indonesia	May 29, 2019
		9. IMC Meeting 2019	IMC (International Monetary Conference)	Paris, France	June 2 - 4, 2019
		10. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		11. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		12. Intensive Leadership Program (ILP) Training of Senior Leader Competence Development, Topic : Building A Great Corporate Culture Work Life Integration	BPJS Kesehatan	Bogor, Indonesia	October 30, 2019
		13. CEO Networking 2019 (42 <sup>th</sup> Anniversary of Indonesia Stock Market) Topic: Embracing the Opportunities in Dynamic Global Economy	OJK, BEI, PT KSEI dan PT KPEI	Jakarta, Indonesia	October 31, 2019
		14. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		15. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup - BCA - Jakarta, Indonesia.	BCA	Jakarta, Indonesia	December 6, 2019
		16. Communication Forum of Banking Compliance Director, Topic: Prospects for Economic Challenges in 2020	Communication Forum of Banking Compliance Director	Jakarta, Indonesia	December 19, 2019

No	Name	Training Program	Organizer	Location	Date
2	Suwignyo Budiman	1. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		2. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		3. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		4. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
3	Armand Wahyudi Hartono	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Information Technology Symposium 2019	Gartner	Barcelona, Spain	November 3-7, 2019
		3. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		4. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
4	Subur Tan	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		3. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		4. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
5	Henry Koenafi	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Economy Dialogue Seminar "Economy Prospect & Fiscal Policy 2019"	Lembaga Indonesia Tiongkok (LIT)	Jakarta, Indonesia	March 13, 2019
		3. Digital Transformation in BCA	BCA	Jakarta, Indonesia	3 September, 2019
		4. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		5. Indonesia Banking Expo 2019	Perbanas	Jakarta, Indonesia	November 6, 2019
		6. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		7. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
		8. Sharing Session with Prof. Andy Rose and Mr. Samuel Tsien	Business School, National University of Singapore	Singapore	December 9, 2019



No	Name	Training Program	Organizer	Location	Date
6	Erwan Yuris Ang	1. Refreshment SMR Level V "Managing People Risk in a Bank"	KIRAN	Jakarta, Indonesia	January 17, 2019
		2. ASEAN Global Leadership Programme LSE 2019	London School of Economics & Political Science (LSE) and SRW & Co.	London, England	March 25 - 29, 2019
		3. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		4. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		5. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December ,6 2019
7	Rudy Susanto	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Treasury Certification Refreshment Programme (Advance level)	ACI	Bali, Indonesia	January 18, 2019
		3. Discussion on KEPP and Banking	OJK	Jakarta, Indonesia	January 31, 2019
		4. Focus Group Discussion (FGD) Development of Strategic Issues in Indonesian Banking	OJK	Jakarta, Indonesia	July 18, 2019
		5. In House Briefing EFMA	EFMA	Jakarta, Indonesia	August 2, 2019
		6. International Banking Workshop BCA	BCA	Jakarta, Indonesia	August 9, 2019
		7. Communication Forum SSK Quarter-II 2019	Bank Indonesia	Jakarta, Indonesia	August 23, 2019
		8. Treasury Customers Appreciation 2019	BCA	Jakarta, Indonesia	September 6, 2019
		9. Sibos 2019	Sibos	London, England	September 23-26, 2019
		10. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		11. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		12. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
8	Lianawaty Suwono	1. The 10 <sup>th</sup> HRDI Gathering	HR Directors Indonesia & SAP	Jakarta, Indonesia	January 29, 2019
		2. The 5 <sup>th</sup> Indonesia HR Director Summit	Intipesan	Jakarta, Indonesia	February 19, 2019
		3. CEO Power Breakfast "Building a Lasting Legacy in the Digital Economy Era"	Siloam Hospital	Jakarta, Indonesia	February 27, 2019

No	Name	Training Program	Organizer	Location	Date
		4. HR Symposium : Back To Basics	Centre For Islamic Banking, Finance and Management (CIBFM)	Bandar Sri Begawan, Brunei Darussalam	April 8, 2019
		5. Gallup Great Workplace Award & Clifton Strengths Summit	Gallup	Nebraska, USA	June 3-5, 2019
		6. Mercer Annual Forum 2019 "Becoming Future Fit - Curating The Work Experience"	Mercer	Jakarta, Indonesia	July 1, 2019
		7. Digital Company, Digital Process, Digital Workforce	IDStar	Jakarta, Indonesia	July 18, 2019
		8. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		9. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		10. Information Technology Symposium 2019	Gartner	Barcelona, Spain	November 3-7, 2019
		11. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		12. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
		13. Compassionate Systems Leadership for a Sustainable World : Transforming Public Policies, Corporates and Educations System in Digital Era	OJK	Jakarta, Indonesia	December 13, 2019
9	Inawaty Handojo	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Digital Transformation in BCA	BCA	Jakarta, Indonesia	September 3, 2019
		3. Indonesia Knowledge Forum	BCA	New York, USA	October 8-9, 2019
		4. ICA's 2 <sup>nd</sup> Annual APAC Conference 2019	International Compliance Association	Singapore	October 16-17, 2019
		5. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
		6. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
10	Santoso	1. Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
		2. American Express Conference - Global Network Partner Forum	AMEX	Jakarta, Indonesia	October 29-31, 2019
		3. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019

No	Name	Training Program	Organizer	Location	Date
		4. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019
11	Vera Eve Lim	1. Trading Trends 2019	BCA	Jakarta, Indonesia	January 15, 2019
		2. Banking Economy Dialogue with BI Governor	INDEF, Bank Sinarmas, The Consumer Banking School	Jakarta, Indonesia	January 30, 2019
		3. Mandiri Investment Forum	Mandiri Sekuritas	Jakarta, Indonesia	January 31 - February 1, 2019
		4. Money Live Indonesia Conference	Money Force	Jakarta, Indonesia	February 20, 2019
		5. UBS Indonesia Conference	UBS	Jakarta, Indonesia	March 5, 2019
		6. 5 <sup>th</sup> Asia Pacific CEO Forum	ICC (Indonesia International Chamber of Commerce)	Jakarta, Indonesia	March 12, 2019
		7. Workshop 2019 CFO Office Strategic	BCA	Jakarta, Indonesia	March 18 - 19, 2019
		8. Credit Suisse Asian Investment Conference	Credit Suisse	Hong Kong	March 25 - 26, 2019
		9. Seminar ACSI XV	HIMA Perbanas Institute	Jakarta, Indonesia	April 24, 2019
		10. 2019 ABF Retail Banking Forum	CMG Business Conference	Jakarta, Indonesia	May 8, 2019
		11. Digital BCG Asia Pacific Conference	BCG	Hong Kong	May 17, 2019
		12. Nomura Investment Forum Asia 2019	Nomura	Singapore	May 27 - 29, 2019
		13. CGS-CIMB 13 <sup>th</sup> Annual Indonesia Conference	CIMB	Bali, Indonesia	June 27-28, 2019
		14. MoneyLIVE Digital Banking 2019	APAC	Singapore	July 2 - 3, 2019
		15. Citi Indonesia Investor Conference 2019	Citi	Jakarta, Indonesia	August 6, 2019
		16. Macquarie ASEAN Conference	Macquarie	Singapore, Singapore	August 26 - 28, 2019
		17. JP Morgan Asia Pacific CEO CFO	JP Morgan	New York, USA	September 4 - 5, 2019
		18. Transforming ASEAN Organization : Understanding China Next Move	AGLP	Shanghai & Hangzhou, Cina	September 16 - 20, 2019

No	Name	Training Program	Organizer	Location	Date
-		19. Information Technology Symposium 2019	Gartner	Barcelona, Spain	November 3-7, 2019
-		20. Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
-		21. Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc dan Djarum Grup	BCA	Jakarta, Indonesia	December 6, 2019

## 12. Share Ownership for Directors that Amounts to 5% or More of Paid-Up Capital

BCA regulates the obligations of members of the Board of Directors to disclose share ownership that reaches 5% or more of paid-up capital. Any changes in the share ownership for members of Board of Directors shall be reported to the OJK in accordance with OJK regulations.

BCA has a policy regarding the obligations of member of the Board of Directors to disclose the share ownership information with reference to the following provisions:

- a. Article 2 of OJK Regulation No. 11/POJK.04/2017 concerning Report of Ownership or Any Changes in the Share Ownership of a Public Company stating that a member of the Board of Directors or Board of Commissioners shall report to the OJK on ownership and any change of ownership of the Company's shares either directly or indirectly.
- b. Article 21 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Corporate Governance for Commercial Banks states that members of the Board of Directors shall disclose share ownership of 5% or more at the Bank or other banks and companies domiciled in and outside the country.

## Implementation for Reporting Policy of Ownership or Any Change of Share Ownership

The Board of Directors code of conduct regulates, among others, the Board of Directors obligation to disclose share ownership of 5% or more of paid-up capital, which includes the type and number of shares in BCA, other banks, non-bank financial institutions and other companies, which are domiciled in and outside the country. In addition to the above, BCA has also held and stored a special list as regulated in Article 50 of the Limited Liability Company Law.

BCA has a policy regarding the obligations of members of the Board of Directors and Board of Commissioners to disclose information on ownership and changes of BCA's shares contained in the Corporate Governance Guidelines on Code of Conduct of the Board of Directors. This policy is in accordance with Article 3 of OJK Regulation No. 11/POJK.04/2017 concerning Report of Ownership or Any Changes in the Share Ownership of a Public Company. BCA has also conducted socialization of the OJK Regulation through Corporate Secretary Memo No. 120/MO/DCS/2017 dated 25 April 2017 to all members of the Board of Directors and Board of Commissioners.

BCA has submitted reports on any changes in share ownership of the Board of Directors and Board of Commissioners in 2019 through the e-reporting system and hardcopy document to the OJK and Indonesia Stock Exchange in compliance of internal and external policies regarding share ownership reports.

**Table of Share Ownership of the Board of Directors that amounts to 5% or More as of December 31 2019**

Name	Share ownership of members of the Board of Directors amounting 5% or more of paid-up capital on:			
	BCA	Other Banks	Non Bank Financial Institution	Other Companies
Jahja Setiaatmadja	-	-	-	√
Suwignyo Budiman	-	-	-	-
Armand Wahyudi Hartono	-	-	-	√
Subur Tan	-	-	-	-
Henry Koenaiifi	-	-	-	-
Erwan Yuris Ang	-	-	-	-
Rudy Susanto	-	-	-	-
Lianawaty Suwono	-	-	-	-
Inawaty Handojo	-	-	-	-
Santoso	-	-	-	-
Vera Eve Lim	-	-	-	-

**Table of Total Share Ownership by the Board of Directors in 2019**

Name	Total Ownership at the Beginning of the Year (as of January 1, 2019)	Total Ownership at the End of the Year (as of December 31, 2019)
Jahja Setiaatmadja	8,103,902	8,007,628
Suwignyo Budiman	7,407,206	7,475,051
Armand Wahyudi Hartono	851,213	851,213
Subur Tan	2,705,481	2,773,326
Henry Koenaiifi	957,138	1,041,883
Erwan Yuris Ang	1,191,967	1,251,720
Rudy Susanto	416,193	480,926
Lianawaty Suwono	126,279	183,694
Inawaty Handojo	102,667	163,374
Santoso	171,140	237,324
Vera Eve Lim	17,000	57,348

### 13. Dual Positions for Members of the Board of Directors

#### Legal Basis

- Article 7 of OJK Regulation No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks states that members of the Board of Directors are prohibited from serving concurrently as members of the Board of Directors, members of the Board of Commissioners or executive officers at other banks, companies and/or institutions (excluding concurrent positions if the members of Board of Directors are responsible to supervise participation in subsidiaries, perform functional duties as a member of the Board of Commissioners of a non-bank subsidiary company controlled by the Bank).
- Article 6 of OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of the Issuer or Public Company states that members of the Board of Directors may hold concurrent positions as members of the Board of Directors at most one issuer or other public company, members of the Board of Commissioners of at most three issuers or other public company, and/or committee members at a maximum of five committees in the issuer or public company in which the member also

serves as a member of the Board of Directors or a member of the Board of Commissioners. The concurrent position can only be done as long as it is not contrary with other laws and regulations.

### Disclosure

Throughout 2019, all members of the Board of Directors of BCA are not concurrently serving as members of the Board of Directors, members of the Board of Commissioners, or executive officers at other banks, companies and/or institutions. This condition has taken into account the provisions in Article 7 of OJK Regulation No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks.

**Table of Dual Positions of the Board of Directors of BCA in 2019**

Name	Position at BCA	Position at Other Bank	Position at Companies/Institutions	Business Line
Jahja Setiaatmadja	President Director	-	-	-
Suwignyo Budiman*	Deputy President Director	-	-	-
Armand Wahyudi Hartono	Deputy President Director	-	-	-
Tan Ho Hien/Subur/ Subur Tan	Director	-	-	-
Henry Koenaifi	Director	-	-	-
Erwan Yuris Ang	Independent Director	-	-	-
Rudy Susanto	Director	-	-	-
Lianawaty Suwono	Director	-	-	-
Inawaty Handojo**	Director (concurrently as Compliance Director)	-	-	-
Santoso	Director	-	-	-
Vera Eve Lim	Director	-	-	-

Remark :

\* : Assuming the position of Deputy President Director since October 3, 2019.

\*\* : Assuming the position of Compliance Director since October 3, 2019

#### 14. Performance Assessment of Executive Committees of the Board of Directors

BCA conducted the performance assessment of the executive committee of the Board of Directors based on OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Contents of Annual Reports of the Issuers or Public Company in Chapter III on the Contents of Annual Reports.

Throughout 2019, the executive committee of the Board of Directors performed its functions and duties properly that supported the fulfilment of BCA's requirement. The report on the implementation of the executive committee's duties in 2019 is available in the executive committee of the Board of Directors section in this annual report.

#### Executive Committees of the Board of Directors

The executive committees of the Board of Directors was established by the Board of Directors to contribute to the fulfilment of BCA's business requirements in accordance with the duties and responsibilities of the Board of Directors. The establishment of the committees was in accordance with regulatory requirements and is expected to create operational effectiveness and efficiency in BCA.

The following are the seven executive committees under the Board of Directors:

- 1) Asset and Liability Committee (ALCO)
- 2) Risk Management Committee (RMC)
- 3) Integrated Risk Management Committee (IRMC)



- 4) Credit Policy Committee (CPC)
- 5) Credit Committee (CC)
- 6) Information Technology Steering Committee (ITSC)
- 7) Personnel Case Advisory Committee (PCAC)

The Board of Directors conducted assessment on the above executive committees of the Board of Directors with the following conditions:

**1. Criteria:**

Evaluation criteria of the executive committees of the Board of Directors are based on compliance with the guidelines, code of conducts, and work realization/implementation of duties of each committee.

**2. Proses:**

Assessment is conducted collegially by the Board of Directors and performed one time in the period of one year.

**3. Result:**

In 2019, the Board of Directors assessed that all the executive committees contributed in accordance with their duties and responsibilities and provided useful opinions, thereby supporting the implementation of the Board of Directors' duties. The committees actively periodically discussed work programs in accordance with developments of the Bank, the economy, and the regulations. The Board of Directors expressed appreciation for the support and commitment of the committees.

Explanations regarding the Executive Committee of the Board of Directors are detailed in the Chapter of the Board of Directors' Executive Committees on page 441-464 of this Annual Report.

- 1) Asset and Liability Management Committee**  
Asset and liability management committee (ALCO) is a permanent committee under the Board of Directors with the mission to achieve optimal level of BCA profitability and liquidity risk, interest rate risk, and controlled foreign exchange risk through the establishment of policies and strategies for BCA assets and liabilities management.

**Realization of ALCO Work Program 2019**

In performing its management duties in 2019, ALCO held 12 (twelve) meetings with the following agenda:

- a) Report of follow-up on previous ALCO meeting decisions.
- b) Setting economic parameters including inflation, Bank Indonesia interest rates, term deposits, Rupiah and USD yield curves, Rupiah and USD market liquidity, and Rupiah exchange rates
- c) Setting liquidity reserves comprising of primary and secondary Rupiah and foreign exchange reserves, Rupiah and foreign exchange fund structure, credit projection, and liquidity projection
- d) Interest rate risk which consists of repricing gap and sensitivity analysis, both for Rupiah and foreign exchange
- e) Follow up interest rates trading book and foreign exchange risks
- f) Setting loan portfolio, which comprises limit and outstanding loans and type of debtor
- g) Setting yield and cost of funds of Rupiah and foreign exchange
- h) Make analysis of assets/liabilities management
- i) Setting stress test for liquidity risk and stress test for exchange rates and interest rates trading book risk
- j) Keep up with the development of bank fund towards total banking Comparison of the composition of bank funds to the banking sector
- k) Discussion and decision of changes in interest rates for funds and loans, prime lending rates and limits related to asset/liability management (ALM)
- l) Review of the results of profit/loss simulation in accordance with BCA ALM strategy.

## 2) Risk Management Committee

The Risk Management Committee (RMC) was established to ensure that the risk management framework has provided adequate protection against all BCA risks.

### Realization of Risk Management Committee Work Program 2019

In performing its duties throughout 2019, the committee held four meetings with the realization of the work program of the committee as follows:

- a. Informing new Financial Services Authority regulation (POJK) related to legal lending limit (LLL) and provision of large funds
- b. Informing Interest rate risk in the banking book (IRRBB) including reporting obligations and calculation results based on OJK circular
- c. Informing the results of the bottom up stress test (BUST) 2018/2019.
- d. Inform the results of the review and update changes to the Informal Risk Appetite Statement.
- e. Inform BCA strategic risk related Digital Finance/ Fintech.
- f. Inform operational risk capital reserves using the Standardized Approach

## 3) Integrated Risk Management Committee

The Integrated Risk Management Committee was established to ensure that the risk management framework provided adequate protection against all risks of BCA and its subsidiaries in an integrated manner.

### Realization of Integrated Risk Management Committee 2019

In performing its duties throughout 2019, the committee held meetings three times with the realization of the work program by discussing several topics as follows:

- a. Reviewing the implementation of the Integrated Risk Management of the BCA Financial Conglomerate.
- b. Implement Financial Sustainability.

- c. Request OJK's advice related to Integrated Risk Management.
- d. Perform an IRMIS development update.
- e. Prepare a report on the Integrated Risk Profile of the First Semester BCA Financial Conglomerate in 2019.

## 4) Credit Policy Committee

The Credit Policy Committee (KKP) was established to direct the lending through the formulation of credit policies in order to achieve prudent lending targets.

### Realization of Credit Policy Committee Work Program 2019

In performing its duties throughout 2019, the committee held one meeting and implemented work programs and provide recommendations of "internal provisions in the corporate credit risk analysis group for disbursement and monitoring of investment credit and project finance facilities".

## 5) Credit Committee

The Credit Committee was established to assist the Board of Directors in evaluating and/or providing credit decisions within the authority limits established by the Board of Directors as stipulated in the BCA articles of association with due regard to business development without abandoning prudent principles. The committee consists of the corporate credit committee and the commercial credit committee.

### Realization of Credit Committee Work Program 2019

In performing its duties throughout 2019, corporate credit committee held 20 meetings, and the commercial credit committee held meetings 5 (five) times

## 6) Information Technology Steering Committee

The Information Technology Steering Committee was established to ensure the implementation of information technology (IT) systems in line with BCA's strategic plan. The committee has the mission to enhance BCA's competitive advantage through the utilization of appropriate information technology (IT).

### Realization of Information Technology Steering Committee Work Program 2019

In performing its duties throughout 2019, the committee held 4 (four) meetings and implemented work programs as follows:

- Evaluated and oversaw the implementation of IT strategic projects to be aligned with BCA's strategic corporate objectives and business direction
- Evaluated the implementation of processes and technologies exercised in IT project development
- Reviewed and oversaw strategic measures to minimize the risk of IT investment, reduce operating costs, and improve IT service levels
- Monitored the use of the 2019 IT budget
- Reviewed and evaluated new IT strategic projects, including:
  - a) Customers 360° to support customer profiling and know customer sentiment so as to be able to provide appropriate solutions
  - b) Campaign management to support the effectiveness of campaign or marketing activities in accordance with the intended target customers
  - c) Fraud detection system to detect fraud by maximizing data such as location, time, and customer transaction patterns
- Evaluated and oversaw IT initiatives implemented to support the delivery of IT strategic projects. These initiatives are:

- a) Development of big data near real-time analytics capabilities to support business units in generating business-based solutions and BCA transactional banking services.
  - b) Development of a centralized and integrated data platform for reporting and predictive analytics needs to improve the digital customer experience.
  - c) Development of new data centers corresponding to the direction of business transformation and the increasing need for IT operational processing capacity in line with BCA's business growth.
  - d) Building new approaches to IT project development using lean and agile principles, which focus on the design of products and services that are appropriate for customers.
- Reviewed and evaluated the development of the capabilities of IT human resources and management office to be able to adapt to technological changes
  - Reviewed and evaluated the IT risk management and IT compliance management processes to achieve good IT governance.

## 7) Personnel Case Advisory Committee

The Personnel Case Advisory Committee was established to provide recommendations to the Board of Directors on the settlement of cases that meet the principles of justice and equity through reviewing cases of violations and/or crimes committed by employees.

### Realization of Personnel Case Advisory Committee

In performing its duties throughout 2019, the committee held 8 (eight) meeting, with realizations of the work program were to provide input in terms of information, analysis, and consideration to make recommendations to the Board of Directors in response to resolve violations committed by employees that required a Board of Directors decision for settlement, especially regarding the imposition of sanctions and/or improvement of systems and operational procedures and/or legal proceedings.

Explanations related to the Executive Committee of the Board of Directors are detailed in Chapter of the Directors' Executive Committees.

### 15. Policy on Loan Facilities for the Board of Directors

BCA already has provisions related to loan facilities to the Board of Directors as explained on page 529 regarding Provision of Funds to Related Parties and Large Exposure.

### 16. Performance Evaluation of Members of the Board of Directors

Performance evaluation of members of the Board of Directors addresses procedure of performance evaluation, criteria used, and parties conducting the evaluation can be viewed on page 407-409 section Performance Evaluation of the Board of Commissioners and Board of Directors in this Annual Report

## BOARD OF COMMISSIONERS MEETINGS, BOARD OF DIRECTORS MEETINGS, AND JOINT MEETINGS

BCA discloses information regarding Board of Commissioners meetings, Board of Directors meetings and joint meetings of the Board of Commissioners and Board of Directors in accordance with the provisions in OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Reports of Issuers or Public Companies in Chapter III on the Contents of Annual Reports.

### 1. Board of Commissioners Meeting

BCA refers to the following rules for holding a Board of Commissioners meeting:

- a. Article 37 paragraph 1 OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Corporate Governance for Commercial Banks states that Board of Commissioners meetings must be held periodically at least 4 (four) times in 1 (one) year.
- b. Article 31 paragraph 1 OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of an Issuer or Public Companies, states that the Board of Commissioners must hold at least 1 (one) meeting in 2 (two) months.
- c. Article 16 paragraph 2 OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies, the Board of Directors must hold a Board of Directors meeting with the Board of Commissioners periodically at least 1 (one) time in 4 (four) months.
- d. Article 16 of the BCA's Articles of Association.
- e. Board of Commissioners Charter.

### Meeting Policy

The policies and implementation of the frequency of meetings of the Board of Commissioners, including joint meetings of the Board of Directors, and the attendance of members of the Board of Commissioners in the meeting have been regulated in the corporate governance guidelines part B chapter 2 on Guidelines and Code of Conduct of the Board of Commissioners, which among others regulates:

- a. Meeting Frequency  
Meetings of the Board of Commissioners must be held periodically, at least 1 (one) time in 2 (two) months.
- b. Scheduling and Meeting Materials  
Material for scheduled meetings must be submitted to meeting participants, no later than 5 (five) working days before the meeting is held.
- c. Minutes of Board of Commissioners' Meeting
  - The results of the Board of Commissioners meeting must be stated in the minutes of meeting signed by all members of the Board of Commissioners present.
  - Meetings held through teleconferencing technology should be recorded and the minutes of meeting and should be signed by all BOC teleconferencing participants.
  - Minutes of Board of Commissioners' meetings that have been signed by all members of the Board of Commissioners present at the meeting must be distributed to all members of the Board of Commissioners.

### Quorum and Decision Making

Decision making at a Board of Commissioners meeting is considered valid and binding if more than 1/2 (one half) of the total number of members of the Board of Commissioners are present or represented at the meeting. This provision is in accordance with article 16 paragraph 8 of BCA's Articles of Association.

Decisions are made by consensus agreement. If the deliberation does not reach consensus, then the decision is made based on majority votes. All decisions taken at Board of Commissioners meetings are binding. Dissenting opinions that occur in the Board of Commissioners' meeting and the reasons thereof must be clearly stated in the minutes of meeting.

### Implementation

Throughout 2019, BCA held 37 (thirty seven) Board of Commissioners meetings. BCA has fulfilled the provisions of the OJK Regulation on the minimum frequency of Board of Commissioners' meetings.

### Frequency of Attendance, Schedule and Agenda of the Board of Commissioners' Meetings

The frequency of the Board of Commissioners meetings and the attendance of members of the Board of Commissioners throughout 2019 are as follows:

Name	Position	Number of Meetings	Attendance	Percentage
Djohan Emir Setijoso	President Commissioner	37	35	95%
Tonny Kusnadi	Commissioner	37	34	92%
Cyrellus Harinowo	Independent Commissioner	37	33	89%
Raden Pardede	Independent Commissioner	37	33	89%
Sumantri Slamet	Independent Commissioner	37	34	92%

The Board of Commissioners meeting schedule in 2019 has been posted on the BCA website and can be accessed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>.

The schedule and agenda of the Board of Commissioners meetings held throughout 2019 are as follows:

No.	Date	Agenda	Attendees
1.	January 16, 2019	<ul style="list-style-type: none"> <li>• Presentation of Treasury Division</li> <li>• Presentation of Credit Risk Analysis Group and Corporate Business Group</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
2.	January 23, 2019	<ul style="list-style-type: none"> <li>• Presentation of Corporate Credit Review</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
3.	January 30, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
4.	February 6, 2019	<ul style="list-style-type: none"> <li>• Approval of Credit Request for Related Parties</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
5.	February 13, 2019	<ul style="list-style-type: none"> <li>• Presentation of Internal Audit Division</li> <li>• Treasury Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	TK, CH, RP, SS
6.	February 20, 2019	<ul style="list-style-type: none"> <li>• Presentation of ROC (Risk Oversight Committee)</li> <li>• Presentation of AC (Audit Committee)</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
7.	March 6, 2019	<ul style="list-style-type: none"> <li>• Presentation of Credit Risk Analysis Group and Corporation Business Group</li> <li>• RNC Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
8.	March 13, 2019	<ul style="list-style-type: none"> <li>• Reporting of IGC semester II/2018 to the Board of Commissioners of the Main Entity</li> <li>• Wealth Management Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
9.	March 20, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP
10.	March 27, 2019	<ul style="list-style-type: none"> <li>• Appointment of Chairman of the Annual GMS</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, RP, SS
11.	April 4, 2019	RNC Presentation	DES, TK, RP, SS
12.	April 10, 2019	<ul style="list-style-type: none"> <li>• Presentation of Credit Risk Analysis Group and Corporate Business Group</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
13.	April 24, 2019	RNC presentation	DES, TK, CH, RP, SS
14.	May 8, 2019	<ul style="list-style-type: none"> <li>• Presentation of Internal Audit Division</li> <li>• Presentation of Risk Management Work Unit</li> <li>• Corporate Secretary and Communication Division Presentation</li> <li>• Appointment of Members of IGC</li> <li>• Weekly credit decision review</li> </ul>	DES, TK, CH, RP, SS
15.	May 15, 2019	<ul style="list-style-type: none"> <li>• Presentation of Internal Audit Division and Treasury Division</li> <li>• Presentation of ROC</li> <li>• AC Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
16.	May 22, 2019	<ul style="list-style-type: none"> <li>• Presentation of Credit Risk Analysis Group and Corporate Business Group</li> <li>• Treasury Division Presentation</li> <li>• Logistics Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, RP, SS
17.	May 29, 2019	<ul style="list-style-type: none"> <li>• Presentation Related to Subsidiary</li> <li>• Discussion on Extraordinary General Meeting of Shareholders Scenarios</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, CH, RP, SS
18.	June 19, 2019	<ul style="list-style-type: none"> <li>• Approval of Credit Request for Related Parties</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
19.	June 26, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Internal Discussion of the Board of Commissioners</li> <li>• Corporate Secretary and Communication Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
20.	July 10, 2019	<ul style="list-style-type: none"> <li>• Presentation of Credit Risk Analysis Group and Corporate Business Group</li> <li>• Presentation of Corporate Finance Division and Risk Management Work Unit</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
21.	July 24, 2019	<ul style="list-style-type: none"> <li>• Presentation of Internal Audit Division</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
22.	July 31, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Weekly Credit Decision Review.</li> </ul>	TK, CH, SS
23.	August 7, 2019	<ul style="list-style-type: none"> <li>• Corporate Business Group Presentations and Credit Risk Analysis Group</li> <li>• Presentation of Corporate Finance Division</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP



No.	Date	Agenda	Attendees
24.	August 14, 2019	<ul style="list-style-type: none"> <li>• Presentation of international banking division</li> <li>• Presentation of internal audit division</li> <li>• Weekly credit decision review</li> </ul>	DES, TK, CH, RP, SS
25.	August 21, 2019	<ul style="list-style-type: none"> <li>• Presentation of ROC</li> <li>• Audit Committee Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, SS
26.	August 28, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Approval of Credit Request for Related Parties</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, SS
27.	September 4, 2019	<ul style="list-style-type: none"> <li>• Internal Discussion of the Board of Commissioners</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH
28.	September 18, 2019	<ul style="list-style-type: none"> <li>• Reporting of IGC semester I/2019 to the Board of Commissioners of the main entity</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
29.	October 2, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, CH, RP, SS
30.	October 16, 2019	<ul style="list-style-type: none"> <li>• Presentation of Banking Transaction Product Development Division</li> <li>• Presentation of Individual Customer Business Development Division</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
31.	October 23, 2019	Presentation of Corporate Business Group and Credit Risk Analysis Group	DES, TK, CH, RP, SS
32.	October 30, 2019	<ul style="list-style-type: none"> <li>• Discussion with ROC</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
33.	November 13, 2019	<ul style="list-style-type: none"> <li>• Presentation of Risk Management Work Unit</li> <li>• Presentation of ROC</li> <li>• AC presentation</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
34.	November 27, 2019	<ul style="list-style-type: none"> <li>• Presentation of Corporate Business Group and Credit Risk Analysis Group</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
35.	December 4, 2019	<ul style="list-style-type: none"> <li>• Treasury Division Presentation</li> <li>• Internal Discussion of the Board of Commissioners</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS
36.	December 11, 2019	<ul style="list-style-type: none"> <li>• Presentation of Individual Customer Business Development Division</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, CH, RP, SS
37.	December 18, 2019	<ul style="list-style-type: none"> <li>• Internal Discussion</li> <li>• Weekly Credit Decision Review</li> </ul>	DES, TK, CH, RP, SS

Remark:

No.	Initial	Name
1.	DES	Djohan Emir Setijoso
2.	TK	Tonny Kusnadi
3.	CH	Cyrellus Harinowo
4.	RP	Raden Pardede
5.	SS	Sumantri Slamet

### Meeting Plan of the Board of Commissioners for 2020

BCA has scheduled the Board of Commissioners meeting in 2020 as follows:

January - April		May - August		September - December	
Month	Date	Month	Date	Month	Date
January	15, 22, 29	May	6, 13	September	2, 9, 16, 23, 30
February	5, 12, 19	June	3, 10, 24	October	7, 14
March	4, 11	July	1, 8, 15, 22	November	4, 11, 18
April	1, 15, 22	August	5, 12, 19	December	2, 9

The schedule of the Board of Commissioners' meetings may change from time to time as deemed necessary. The schedule of Board of Commissioners meeting plan for 2020 has been posted on the BCA website since December 2019 and can be accessed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>.

## 2. Board of Directors Meeting

### Legal Basis

The Board of Directors meetings are held based on the following rules:

- a. Article 20 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Corporate Governance for Commercial Banks, which states that each policy and strategic decision is decided through a Board of Directors meeting with due regard for supervision in accordance with the duties and responsibilities of the Board of Commissioners.
- b. Article 16 paragraph 1 of OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies, which states that the Board of Directors is required to hold a Board of Directors meeting periodically at least 1 (one) time each month.
- c. Article 16 paragraph 2 of OJK Regulation No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies, which states that the Board of Directors is required to hold a Board of Directors meeting with the Board of Commissioners periodically at least 1 (one) time in four months.
- d. Article 13 of BCA's Articles of Association.
- e. The Board of Directors' Code of Conduct.

### Meeting Policy

Policies and implementation of the frequency of Board of Directors meetings, including joint meetings with the Board of Commissioners, and the attendance of members of the Board of Directors in meetings have been set in the corporate governance guidelines at BCA in part II of the guidelines on procedures for implementing corporate governance principles - Chapter IV regarding guidelines and code of conducts of the Board of Directors. The policy states that Board of Directors meetings must be held at 1 (one) time each month and meetings of the Board of Directors with the Board of Commissioners are held periodically at least one time in four months.

### Quorum and Decision Making

Decision making in a Board of Directors meeting is considered valid and binding if more than one half of the total number of Board of Directors present or represented at the meeting. This provision is in accordance with article 13 paragraph 8 of BCA's Articles of Association.

Decisions are made by consensus agreement. If the deliberation does not reach consensus, then the decision is made based on agreed votes of more than one half of the total number of valid votes cast at the meeting. All decisions taken at Board of Directors meetings are binding. Dissenting opinions that occur in the Board of Directors meeting and their reasons must be clearly stated in the minutes of their meeting.

### Implementation

Throughout 2019, the Board of Directors held 36 (thirty six) meetings. BCA has complied with OJK Regulation regarding the minimum frequency of Board of Directors meetings.

## Frequency of Attendance and Schedule of Board of Directors

The frequency and attendance level of the members of Board of Director into 2019 are as follows:

Name	Position	Number of Meetings	Attendance	Percentage
Jahja Setiaatmadja	President Director	36	33	92%
Eugene Keith Galbraith*	Deputy President Director	12	9	75%
Suwignyo Budiman**	Deputy President Director	36	30	83%
Armand Wahyudi Hartono	Deputy President Director	36	29	81%
Subur Tan***	Director	36	28	78%
Henry Koenafi	Director	36	29	81%
Erwan Yuris Ang	Independent Director	36	27	75%
Rudy Susanto	Director	36	32	89%
Lianawaty Suwono	Director	36	34	94%
Santoso	Director	36	28	78%
Inawaty Handojo****	Compliance Director	36	34	94%
Vera Eve Lim	Director	36	27	75%

Information:

\* Mr Eugene Keith Galbraith ended his term in the AGMS on April 11 2019.

\*\* Mr Suwignyo Budiman assumes the position of Deputy President Director based on OJK Letter No. 38/KDK.03/2019 dated August 14 2019.

\*\*\* Mr. Subur Tan served as Compliance Director until October 3, 2019

\*\*\*\* Mrs Inawaty Handojo assumes the position of Compliance Director based on OJK Letter No. 39/KDK.03/2019 dated August 14 2019.

The Board of Directors meeting schedule in 2019 has been posted on the BCA website and can be accessed at <https://www.bca.co.id/id/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>.

The schedule and agenda of the Board of Directors meetings held throughout 2019 are as follows:

No.	Date	Agenda	Attendees
1	January 10, 2019	<ul style="list-style-type: none"> <li>Presentation of Corporate Finance Division</li> <li>Corporate Transaction Group Presentation</li> <li>Corporate Social Responsibility Work Unit Presentation</li> </ul>	JS, AH, EG, SB, ST, HK, RS, LS, SL, IH, VL
2	January 24, 2019	Presentation of Human Capital Management Division	JS, EG, AH, SB, ST, HK, LS, SL, IH, VL
3	February 7, 2019	Presentation on Performance of Subsidiary	JS, EG, AH, SB, ST, HK, EY, RS, LS, IH, VL
4	February 12, 2019	Presentation on Performance of Subsidiary	JS, EG, AH, HK, EY, RS, SL, LS, IH
5	February 14, 2019	<ul style="list-style-type: none"> <li>Presentation of Human Capital Management Division</li> <li>Presentation of Commercial and SME Business Division</li> </ul>	JS, EG, AH, SB, ST, HK, EY, RS, SL, LS, IH
6	February 21, 2019	<ul style="list-style-type: none"> <li>Presentation on Performance of Subsidiary</li> <li>Presentation of Corporate Finance Division</li> </ul>	JS, AH, SB, ST, HK, EY, RS, LS, IH, VL
7	February 26, 2019	<ul style="list-style-type: none"> <li>Presentation on Performance of Subsidiaries</li> <li>Presentation of Network Management and Regional Development Division</li> </ul>	JS, EG, AH, SB, ST, HK, EY, RS, LS, IH, VL
8	February 28, 2019	<ul style="list-style-type: none"> <li>Presentation of Banking Transaction Product Development Division</li> <li>Regional Office Brainstorming</li> </ul>	EG, AH, SB, ST, EY, RS, LS, IH, VL
9	March 21, 2019	<ul style="list-style-type: none"> <li>Consultant Presentation</li> <li>Regional Office Brainstorming</li> </ul>	JS, AH, SB, ST, HK, EY, RS, LS, IH, SL, VL
10	March 28, 2019	Presentation of Enterprise Security Work Unit and Strategic Information Technology Group	JS, EG, AH, ST, HK, RS, LS, SL, VL
11	April 4, 2019	Internal discussion	JS, SB, HK, RS, LS, IH, SL, VL

No.	Date	Agenda	Attendees
12	April 9, 2019	Wealth Management Division Presentation	JS, EG, AH, SB, ST, HK, EY, RS, LS, SL, IH, VL
13	April 18, 2019	<ul style="list-style-type: none"> <li>• Presentation of Corporate Finance Division</li> <li>• Presentation of Subsidiary Companies</li> </ul>	JS, AH, SB, ST, HK, EY, RS, LS, SL, IH, VL
14	May 6, 2019	Internal Discussion	JS, AH, ST, EY, RS, IH, SL, VL
15	May 14, 2019	<ul style="list-style-type: none"> <li>• Wealth Management Division Presentation</li> <li>• Presentation of Operation Strategy and Development of Services Division</li> <li>• Internal Discussion</li> </ul>	JS, SB, ST, HK, EY, RS, LS, SL, IH, VL
16	May 16, 2019	Presentation of the Human Capital Management Division	JS, AH, SB, ST, HK, EY, RS, LS, SL, IH, VL
17	May 24, 2019	Wealth Management Division Presentation	JS, AH, SB, HK, LS, IH, SL, VL
18	June 25, 2019	<ul style="list-style-type: none"> <li>• Presentation of Risk Management Work Unit</li> <li>• Internal Discussion</li> </ul>	JS, SB, ST, HK, RS, LS, SL, IH, VL
19	July 2, 2019	Wealth Management Division Presentation	JS, AH, SB, HK, EY, RS, LS, IH
20	July 4, 2019	Internal Discussion	JS, AH, SB, HK, RS, LS, IH, VL
21	July 11, 2019	Presentation of Corporate Finance Division	JS, AH, HK, EY, RS, LS, IH, SL, VL
22	July 18, 2019	Presentation of Corporate Finance Division	JS, AH, SB, ST, HK, EY, LS, IH, SL, VL
23	July 25, 2019	<ul style="list-style-type: none"> <li>• Presentation of Subsidiary</li> <li>• Internal Discussion</li> </ul>	JS, AH, SB, ST, HK, EY, RS, LS, SL, IH, VL
24	August 1, 2019	Regional Office Brainstorming	JS, AH, SB, ST, HK, EY, RS, LS, SL, IH
25	August 8, 2019	<ul style="list-style-type: none"> <li>• Presentation of the Corporate Strategy and Planning Division</li> <li>• Presentation of Corporate Finance Division</li> <li>• Presentation on Subsidiary Company Performance</li> </ul>	JS, SB, ST, HK, EY, RS, LS, SL, IH, VL
26	August 15, 2019	Credit Risk Analysis Group Presentation	JS, AH, SB, HK, EY, RS, LS, SL, IH, VL
27	August 22, 2019	<ul style="list-style-type: none"> <li>• Strategic Information Technology Group Presentation</li> <li>• Presentation on Performance of Subsidiary</li> </ul>	JS, AH, EY, RS, LS, SL, IH, VL
28	August 29, 2019	<ul style="list-style-type: none"> <li>• Presentation of Electronic Banking Service Centers</li> <li>• Presentation of Corporate Strategy and Planning Division</li> </ul>	JS, AH, SB, ST, EY, RS, LS, SL, IH, VL
29	September 5, 2019	Internal Discussion	JS, SB, ST, HK, RS, LS, IH
30	September 19, 2019	<ul style="list-style-type: none"> <li>• Wealth Management Division Presentation</li> <li>• Presentation of Transaction Banking Product Development Division</li> <li>• Learning and Development Division Presentation</li> </ul>	JS, AH, SB, ST, HK, EY, RS, LS, SL, IH
31	October 24, 2019	<ul style="list-style-type: none"> <li>• Presentation of Corporate Finance Division</li> <li>• Internal Discussion</li> </ul>	SB, AH, ST, EY, RS, LS, SL, IH, VL
32	November 7, 2019	Presentation of Risk Management Work Unit	JS, SB, ST, EY, RS, SL, IH
33	November 14, 2019	<ul style="list-style-type: none"> <li>• Consultant Presentation</li> <li>• Internal Discussion</li> </ul>	JS, AH, SB, ST, HK, EY, LS, SL, IH,
34	November 21, 2019	<ul style="list-style-type: none"> <li>• Presentation of Transaction Banking Product Development Division</li> <li>• Presentation of Operation Strategy &amp; Development Division</li> </ul>	JS, ST, EY, RS, LS, SL, IH

No.	Date	Agenda	Attendees
35	December 12, 2019	Presentation of Project management Office	JS, SB, AH, ST, HK, RS, LS, SL, IH, VL
36	December 19, 2019	Presentation from Consultant	SB, AH, ST, HK, EY, RS, LS, VL

Remark:

No.	Abbreviation	Name	No.	Abbreviation	Name
1.	JS	Jahja Setiaatmadja	7.	EY	Erwan Yuris Ang
2.	EG	Eugene Keith Galbraith	8.	RS	Rudy Susanto
3.	AH	Armand Wahyudi Hartono	9.	LS	Lianawaty Suwono
4.	SB	Suwignyo Budiman	10.	SL	Santoso
5.	ST	Subur Tan	11.	IH	Inawaty Handojo
6.	HK	Henry Koenafi	12.	VL	Vera Eve Lim

### Meeting Plan of Directors in 2020

BCA has scheduled the Board of Directors meetings in 2020 as follows:

January - April		May - August		September - December	
Month	Date	Month	Date	Month	Date
January	9, 16, 23, 30	May	14, 28	September	3, 10, 17, 24
February	6, 13, 20, 27	June	4, 11, 18, 25	October	1, 8, 15, 22
March	5, 12, 19, 26	July	2, 9, 16, 23, 30	November	5, 12, 19, 26
April	2, 9, 16, 23, 30	August	6, 13, 27	December	11, 18

The schedule for the Board of Directors meetings may change from time to time as deemed necessary.

The Board of Directors meeting schedule has been posted on the BCA website since December 2019 and can be accessed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>.

### 3. Joint Meetings of the Board of Commissioners with the Board of Directors

During 2019, the Board of Commissioners and the Board of Directors held 20 (twenty) joint meetings.

#### Attendance Frequency of the Board of Commissioners in Joint Meetings of the Board of Commissioners and the Board of Directors in 2019

Name	Position	Number of Meetings	Attendance	Percentage
Djohan Emir Setijoso	President Commissioner	20	19	95%
Tonny Kusnadi	Commissioner	20	18	90%
Cyrellus Harinowo	Independent Commissioner	20	17	85%
Raden Pardede	Independent Commissioner	20	17	85%
Sumantri Slamet	Independent Commissioner	20	19	95%

### Attendance Frequency of the Board of Directors in Joint Meetings of the Board of Commissioners and the Board of Directors in 2019

Name	Position	Number of Meetings	Attendance	Percentage
Jahja Setiaatmadja	President Director	20	15	75%
Eugene Keith Galbraith*	Deputy President Director	6	6	100%
Suwignyo Budiman**	Deputy President Director	20	18	90%
Armand Wahyudi Hartono	Deputy President Director	20	13	65%
Subur Tan***	Director	20	19	95%
Henry Koenafi	Director	20	15	75%
Erwan Yuris Ang	Independent Director	20	11	55%
Rudy Susanto	Director	20	18	90%
Lianawaty Suwono	Director	20	17	85%
Santoso	Director	20	16	80%
Inawaty Handojo****	Compliance Director	20	20	100%
Vera Eve Lim	Director	20	20	100%

Remarks:

\* Mr Eugene Keith Galbraith ended his term in the AGMS on April 11 2019.

\*\* Mr Suwignyo Budiman assumes the position of Deputy President Director based on OJK Letter No. 38/KDK.03/2019 dated August 14 2019.

\*\*\* Mr. Subur Tan served as Compliance Director until October 3,2019

\*\*\*\* Mrs Inawaty Handojo assumes the position of Compliance Director based on OJK Letter No. 39/KDK.03/2019 dated August 14 2019.

### Meeting schedule and attendance of Board of Commissioners in the joint meetings of the Board of Commissioners and the Board of Directors throughout 2019:

No.	Date	Agenda	Attendees
1	January 17, 2019	Presentation of Corporate Secretary and Communication Division	DES, TK, RP, SS EG, AH, ST, RS, SB, IH, SL, LS, VL
2	January 24, 2019	<ul style="list-style-type: none"> <li>• Presentation of Corporate Secretary and Communication Division</li> <li>• Presentation of Risk Management Work Unit</li> </ul>	DES, TK, CH JS, EG, AH, ST, HK, SB, IH, SL, LS, VL
3	February 27, 2019	<ul style="list-style-type: none"> <li>• Presentation of Finance Division</li> <li>• Presentation of Compliance Work Unit</li> </ul>	DES, TK, CH, SS JS, EG, ST, RS, HK, SB, EY, IH, LS, VL
4	March 12, 2019	Presentation of Finance Division	DES, TK, CH, RP, SS JS, EG, AH, ST, RS, HK, SB, EY, IH, LS, VL
5	March 27, 2019	Presentation of Corporate Secretary and Communication Division	DES, TK, RP, SS JS, EG, AH, ST, RS, HK, IH, SL, LS, VL
6	April 9, 2019	Presentation of Corporate Secretary and Communication Division	DES, TK, CH, RP, SS JS, EG, AH, ST, RS, HK, SB, EY, IH, SL, LS, VL
7	April 24, 2019	Presentation of Corporate Strategy and Planning Division	DES, CH, RP, SS AH, ST, RS, HK, SB, IH, SL, LS, VL
8	June 19, 2019	Presentation of Corporate Strategy and Planning Division	DES, TK, CH, RP, SS JS, SH, ST, RS, HK, SB, IH, SL, LS, VL
9	July 24, 2019	<ul style="list-style-type: none"> <li>• Presentation of Compliance Work Unit</li> <li>• Presentation of Finance Division</li> <li>• Presentation of Corporate Strategy and Planning Division</li> </ul>	DES, TK, CH, RP, SS JS, AH, ST, RS, HK, SB, EY, IH, SL, LS, VL

No.	Date	Agenda	Attendees
10	August 14, 2019	Discussions on Subsidiaries	DES, TK, CH, SS JS, RS, HK, SB, IH, SL, LS, VL
11	September 12-13, 2019	Presentation on Business Strategy and Priorities	DES, TK, CH, RP, SS JS, AH, ST, RS, HK, SB, EY, IH, SL, LS, VL
12	September 25, 2019	Presentation of Corporate Strategy and Planning Division	TK, CH, RP, SS ST, HK, SB, EY, IH, SL, VL
13	October 23, 2019	Presentation of Corporate Strategy and Planning Division	DES, TK, CH, RP, SS SB, AH, ST, RS, IH, SL, VL
14	October 29, 2019	Presentation of Corporate Strategy and Planning Division	DES, TK, CH, RP, SS JS, SB, AH, ST, EY, RS, LS, IH, VL
15	October 31, 2019	Discussions on Subsidiary	DES, TK, CH, RP, SS JS, SB, ST, HK, EY, RS, IH, VL
16	November 20, 2019	<ul style="list-style-type: none"> <li>Presentation of Corporate Strategy and Planning Division</li> <li>Presentation of Corporate Secretary and Communication Division</li> </ul>	DES, TK, CH, RP, SS JS, SB, AH, ST, HK, EY, RS, LS, IH, SL, VL
17	November 26, 2019	<ul style="list-style-type: none"> <li>Presentation from Consultant</li> <li>Presentation of Corporate Secretary and Communication Division</li> </ul>	DES, TK, RP, SS JS, SB, ST, RS, LS, IH, SL, VL
18	November 27, 2019	Presentation of Corporate Strategy and Planning Division	DES, TK, CH, RP, SS JS, ST, EY, RS, LS, IH, SL, VL
19	December 11, 2019	Presentation of Corporate Strategy and Planning Division	DES, CH, RP, SS SB, AH, ST, HK, EY, RS, LS, IH, SL, VL
20	December 18, 2019	Presentation of Strategy and Development of Service Operations Division	DES, TK, CH, RP, SS JS, SB, AH, ST, HK, RS, LS, IH, SL, VL

Remarks:

The Board of Commissioners:

No.	Abbreviation	Name
1.	DES	Djohan Emir Setijoso
2.	TK	Tonny Kusnadi
3.	CH	Cyriillus Harinowo
4.	RP	Raden Pardede
5.	SS	Sumantri Slamet

The Board of Directors:

No.	Abbreviation	Name
1.	JS	Jahja Setiaatmadja
2.	EG	Eugene Keith Galbraith
3.	AH	Armand Wahyudi Hartono
4.	SB	Suwignyo Budiman
5.	ST	Subur Tan
6.	HK	Henry Koenai
7.	EY	Erwan Yuris Ang
8.	RS	Rudy Susanto
9.	LS	Lianawaty Suwono
10.	SL	Santoso
11.	IH	Inawaty Handoyo
12.	VL	Vera Eve Lim

### Joint Meeting Plan of the Board of Commissioners and the Board of Directors for 2020

BCA has scheduled joint meetings of the Board of Commissioners and the Board of Directors for 2020 as follows:

January - April		May - August		September - December	
Month	Date	Month	Date	Month	Date
January	-	May	-	September	-
February	26	June	17	October	21, 28
March	18	July	29	November	25
April	29	August	26	December	16



The joint meeting schedule above mentioned may change from time to time as deemed necessary.

The joint meeting plan of the Board of Commissioners and the Board of Directors in 2020 has been posted in BCA website since December 2019 and can be accessed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>.

## AFFILIATED RELATIONSHIP

Affiliated relationships among members of the Board of Directors, the Board of Commissioners, and main/controlling shareholders are as follows:

### 1. Affiliated Relationships of Members of the Board of Commissioners

BCA has disclosed financial and family relationship between member of the Board of Commissioners and other members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders in the corporate

governance implementation report. The disclosure is in line with Article 39 Point b of OJK Regulation No. 55/POJK.03/2016 on the Implementation of Corporate Governance for Commercial Banks.

All members of the Board of Commissioners of BCA do not have any affiliated relationships of family, financial, management, and ownership relationship with other members of the Board of Commissioners, members of the Board of Directors, or main and/or controlling shareholders.

The Board of Commissioners of BCA follows the principles of integrity and independence, and does not have conflicts of interest that may disrupt his/her ability to perform duties professionally and objectively.

Affiliated relationship between members of the Board of Commissioners and other members of the Board of Commissioners, members of the Board of Directors, and main and/or controlling shareholders is shown in the table below.

Table of Affiliated Relationships of the Board of Commissioners of BCA

Name	Position	Family Relationship with:						Financial Relationship with:					
		Board of Commissioners		Board of Directors		Controlling Shareholders		Board of Commissioners		Board of Directors		Controlling Shareholders	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Djohan Emir Setijoso	President Commissioner	-	√	-	√	-	√	-	√	-	√	-	√
Tonny Kusnadi	Commissioner	-	√	-	√	-	√	-	√	-	√	-	√
Cyrellus Harinowo	Independent Commissioner	-	√	-	√	-	√	-	√	-	√	-	√
Raden Pardede	Independent Commissioner	-	√	-	√	-	√	-	√	-	√	-	√
Sumantri Slamet	Independent Commissioner	-	√	-	√	-	√	-	√	-	√	-	√

### 2. Affiliated Relationships of Members of the Board of Directors

BCA has disclosed financial and family relationship between members of the Board of Directors and other members of the Board of Directors, members of the Board of Commissioners, and/or controlling shareholders in the Corporate Governance Implementation Report. It is in accordance with Article 21 Point b of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks.

The majority of the members of BCA Board of Directors is not affiliated with other members of the Board of Directors, members of the Board of Commissioners, or Main and/or Controlling Shareholders.

Board of Directors of BCA follows the principles of integrity and independence, and does not have conflict of interests that may disrupt his/her ability to perform duties professionally and objectively.

Affiliated relationship between members of the Board of Directors and other members of the Board of Directors, members of the Board of Commissioners, and Main and/or Controlling Shareholders is shown in the table below.

**Table of Affiliated Relationship of BCA's members of Board of Directors**

Name	Position	Family Relationship with:						Financial Relationship with:					
		Board of Commissioners		Board of Directors		Controlling Shareholders		Board of Commissioners		Board of Directors		Controlling Shareholders	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Jahja Setiaatmadja	President Director	-	√	-	√	-	√	-	√	-	√	-	√
Suwignyo Budiman	Deputy President Director	-	√	-	√	-	√	-	√	-	√	-	√
Armand Wahyudi Hartono	Deputy President Director	-	√	-	√	√	-	-	√	-	√	√	-
Henry Koenafi	Director	-	√	-	√	-	√	-	√	-	√	-	√
Subur Tan	Director	-	√	-	√	-	√	-	√	-	√	-	√
Erwan Yuris Ang	Independent Director	-	√	-	√	-	√	-	√	-	√	-	√
Rudy Susanto	Director	-	√	-	√	-	√	-	√	-	√	-	√
Lianawaty Suwono	Director	-	√	-	√	-	√	-	√	-	√	-	√
Santoso	Director	-	√	-	√	-	√	-	√	-	√	-	√
Inawaty Handojo	Director (concurrently Compliance Director)	-	√	-	√	-	√	-	√	-	√	-	√
Vera Eve Lim	Director	-	√	-	√	-	√	-	√	-	√	-	√

### 3. Statement of Independence of the Board of Commissioners and the Board of Directors

BCA complies with the provision of disclosure on the Implementation of Corporate Governance as stipulated in Section IX Point 1 of OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks, covering the implementation of duties and responsibilities of the Board of Directors and the Board of Commissioners including:

- The number, composition, criteria, and independence of members of the Board of Directors and the Board of Commissioners;
- Duties and responsibilities of Board of Directors and the Board of Commissioners;
- Recommendations of the Board of Commissioners.

### **Independence Policy of the Board of Commissioners and the Board of Directors**

BCA already has and implements a policy related to the independence of the Board of Commissioners in article 14 paragraph 14 of BCA's Articles of Association. The policy regulates that the majority of members of the Board of Commissioners is prohibited from having family ties to the second degree, either in a straight line or a side line, or son-in-law and brother-in law relationship with fellow members of the Board of Commissioners and/or the Board of Directors.

BCA also has and implements a policy related to independence of the Board of Directors in article 11 paragraph (15) of BCA's Articles of Association. The policy regulates that the majority of members of the Board of Directors is prohibited from having family ties to the second degree, either in a straight line or a side line, or son-in-law and brother-in law relationship with fellow members of the Board of Directors and/or the Board of Commissioners.

### **Statement of Independence**

All members of the Board of Commissioners of BCA have no financial or family relationship up to the second degree with other fellow members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders. In addition, all members of the Board of Commissioners of BCA also have no relationship with BCA that may influence their ability to act independently.

The majority members of the Board of Directors of BCA has no financial, management, share ownership, and/or family relationship up to the second degree with other fellow members of the Board of Directors, members of the Board of Commissioners, and/or controlling shareholders. In addition, the majority of members of the Board of Directors of BCA also has no relationship with BCA that may influence his/her ability to act independently.

### **DIVERSITY IN THE COMPOSITION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS**

BCA has a diverse composition of its Board of Commissioners and Board of Directors. The diversity in composition is important to support the management, governance, commissioning, and implementation of the duties of members of the Board of Commissioners and Board of Directors, and to support the acceleration of BCA's performance. The diversity of BCA's Board of Commissioners and Board of Directors meets the provisions of the OJK's Principles and Recommendations, as regulated in OJK Circular Letter No. 32/SEOJK.04/2015 concerning Corporate Governance Guidelines for Public Company.

#### **1. Diversity in the Composition of Members of the Board of Commissioners**

The policy on diversity in the composition of the Board of Commissioners is set out in the Board of Commissioners Guideline and Work Procedures in Part B Chapter 2 of Corporate Governance Guideline can be viewed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>) The policy reflects the diversity of the members in terms of education (field of study), working experience, age, expertise, and independence regardless of gender, ethnicity, religion, and race. The diversity of strong competence from each member of the Board of Commissioners supports the acceleration of BCA's performance.

BCA does not limit opportunities for women and men who meet the qualification requirements to become members of the Board of Commissioners.

Diversity in the composition of members of the Board of Commissioners can be seen in the following table.

No	Diversity Factor	Remarks
1	Expertise/Education	Members of the Board of Commissioners have various expertise/ education backgrounds from bachelor's, master's, up to doctoral degrees, in the field of accounting, engineering and economics.
2	Professional Experience	Members of the Board of Commissioners have various working experiences as professionals in national/multinational banks and financial institutions, and as consultants, lecturers, and government officials.
3	Age	Members of the Board of Commissioners range from 59 years old to 78 years old.
4	Independence	1. All members of the Board of Commissioners are independent of BCA's controlling shareholders. 2. The majority (60%) of the members of the Board of Commissioners of BCA are Independent Commissioners. Out of 5 (five) members of the Board of Commissioners, there are 3 (three) Independent Commissioners.

Complete information on the Board of Commissioners' personal data can be seen in the Company Profile section on page 75-79 of this 2019 Annual Report.

## 2. Diversity in the Composition of Members of the Board of Directors

The policy on diversity in composition of the Board of Directors is set out in the Board of Directors Guidelines and Work Procedures in Part B Chapter 4 of Corporate Governance Guidelines (can be viewed at <https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Struktur-Organisasi>). The policy reflects the diversity of the members in terms of education (field of study), working experience, age, or expertise regardless of gender, ethnicity, religion, race, as well as criteria

and independence. The diversity, professional experiences, and strong competences of each member of the Board of Directors positively support the acceleration of BCA's performance.

BCA does not limit opportunities for women and men who meet the qualification requirements to become members of the Board of Directors. BCA has met the policy of more than one woman sitting in the Board of Directors, by currently having three members of the Board who are women.

Diversity in the composition of members of the Board of Directors can be seen in the following table:

No	Diversity Factor	Remarks
1	Expertise/Education	Members of the Board of Directors have various expertise/education backgrounds from bachelor's, and master's degrees, in the field of economics, accounting, information technology, law, engineering and business.
2	Professional Experience	Members of the Board of Directors have various working experiences as professionals in national/multinational banks and financial institutions, and as consultants, lecturers, and accounting professionals.
3	Age	Members of the Board of Commissioners ages range from 44 years old to 69 years old.
4	Gender	Out of 11 (eleven) members of the Board of Commissioners, 3 (three) are women.
5	Independence	<ul style="list-style-type: none"> <li>The President Director is independent of BCA controlling shareholders.</li> <li>There is 1 (one) Independent Director</li> <li>The majority of members of the Board of Directors are independent of BCA controlling shareholders.</li> </ul>

Complete information on the Board of Directors' personal data can be seen in the Company Profile section page 64-74 of this 2019 Annual Report.

## PERFORMANCE ASSESSMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

BCA employs a self-assessment policy for the Board of Commissioners and Directors in order to comply with OJK Regulation No. 21/POJK.04/2015 on the Guidelines of Corporate Governance Implementation for Listed Company and OJK Circular Letter No. 32/SEOJK.04/2015 on Guidelines of Corporate Governance of Listed Company in accordance with ACGS assessment and indicators. The self-assessment policy of the performance of the Board of Commissioners and Board of Directors is a manifestation of the accountability of the Board of Commissioners and Board of Directors in carrying out their duties and responsibilities.

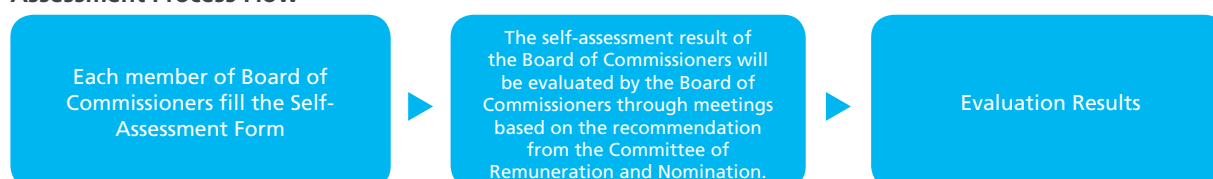
### 1. Procedure of the Performance Assessment of the Board of Commissioners

The procedure of the performance assessment of the Board of Commissioners includes the following:

#### a. Assessment Method and Instrument

Assessment is conducted by employing a self-assessment method performed by the Board of Commissioners guided by the self-assessment form.

#### e. Assessment Process Flow



#### f. 2019 Assessment Result

The Board of Commissioners' 2019 self-assessment result was "Very Good". The Board of Commissioners of BCA will strive for improvement on good corporate governance, internal controls, and risk management in the banking digitalization era.

#### b. Frequency

The Board of Commissioners is obliged to perform self-assessment at least once every year.

#### c. Criteria and Benchmark

The criteria for performing the assessment of the Board of Commissioners are:

- Supervisory and advisory of the Board of Directors in association with:
  - BCA's key strategy and plan
  - Integrity of BCA's financial statement
  - Internal control system and risk management
  - Good corporate governance.
- Approval of the Board of Directors' decisions is granted in accordance with BCA's Articles of Association and laws and regulations.

#### d. Assessors and Evaluator

The Board of Commissioners, through self-assessment, conducts the assessment of the Board of Commissioners performance. The outcome will then be evaluated by the Board of Commissioners in a meeting based on recommendations from Remuneration and Nomination Committee.

### 2. Procedure of the Board of Directors Performance Assessment

The procedure of Board of Directors performance assessment includes the following:

#### a. Assessment Method and Instrument

Assessment is conducted by employing the self-assessment method performed by the members of the Board of Directors guided by the self-assessment form. The form is issued in accordance to the duties and responsibilities of Board of Directors as stated in the Company's decrees.

**b. Frequency**

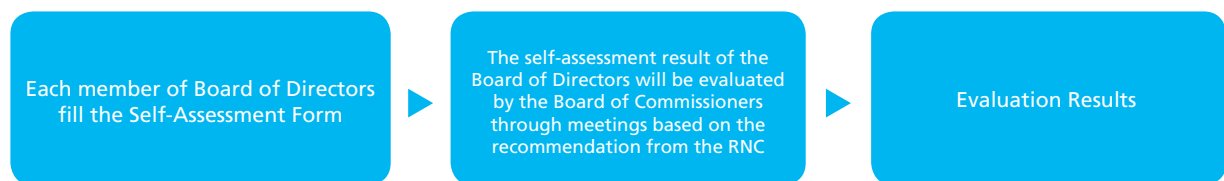
The Board of Directors is obliged to perform self-assessment at least once every year.

**c. Criteria and Benchmark**

The criteria and benchmark referred to herein adheres to the Bank's business plan which has been approved by the Board of Commissioners.

**d. Assessors**

The Board of Directors itself, through self-assessment, is the party conducting the assessment of the Board of Directors. The outcome will then be evaluated by Board of Commissioners in a meeting based on recommendations from the Remuneration and Nomination Committee.

**e. Assessment Process Flow****f. Board of Directors Component Assessment**

Each member of the Board of Directors fills out a Self-Assessment Form in which will be later be evaluated by Board of Commissioners through a meeting based on recommendations from the Remuneration and Nomination Committee.

**g. Performance Assessment Result**

The result of the Board of Directors self-assessment in 2019 was "Very Good".

Coming into 2020, the Board of Directors needs to be aware of several challenges, such as economic conditions that are not fully conducive, the disruption of digital technology and fin-tech, and changes in customer behavior in order to maintain the Bank's sustainable business growth. BCA will also focus on good corporate governance, internal controls and risk management in the era of banking digitalization.

**3. Procedure of the Assessment of the President Director**

The procedure of the assessment of the President Director includes the following:

**a. Assessment Method and Instrument**

Assessment is conducted by the President Director guided by the Self-Assessment Form. In which was accordance with the duties and responsibilities of the President Director as stated in the Company's decrees.

**b. Frequency**

The President Director is obliged to perform self-assessment at least once every year.

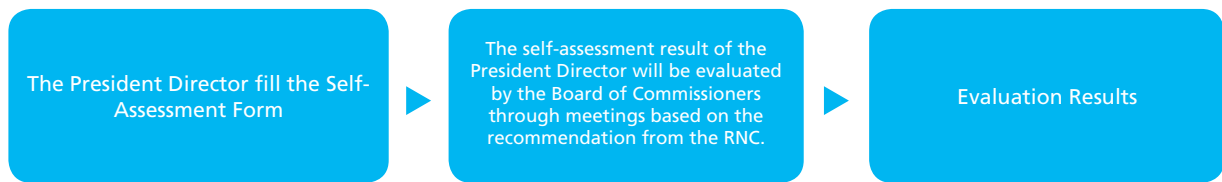
**c. Criteria and Benchmark**

The criteria or benchmarks used for assessing the President Director refer to the Bank's business plan that has been approved by the Board of Commissioners.

**d. Assessors**

The party evaluating the performance of the President Director is the President Director, through a self-assessment method, which is then evaluated by the Board of Commissioners through a meeting based on the recommendations of the Remuneration and Nomination Committee.

e. **Assessment Process Flow**



f. **The President Director Assessment Component**

With regards to assisting President Director's individual self-assessment, BCA sets and compiles the assessment component of President Director's individual self-assessment in accordance with the duties and responsibilities of the President Director which include the financial, customer, business process, with learning and development components.

g. **2019 Assessment Result**

The 2019 self-assessment result was determined "Very Good". The President Director will also focus on input from the Board of Commissioners regarding good corporate governance, internal control, and risk management in the era of banking digitalization, in order to maintain sustainable bank business growth.

## REMUNERATION POLICY

### 1. Remuneration for the Board of Commissioners

The remuneration of BCA's Board of Commissioners has been adjusted to the prevailing regulations and is based on the procedures, structure, and indicators that form the basis for determining the remuneration.

#### References of Determination and Disclosure

Disclosure of remuneration of the Board of Commissioners is based on:

- a. Article 28 of OJK Regulation No. 45/POJK.03/2015 concerning Implementation of Governance in Remuneration for Commercial Banks, which states that banks are required to disclose remuneration policy information in their annual report on corporate governance implementation as stipulated in the provisions regarding the implementation of Good Corporate Governance for commercial banks.
- b. Article 40 of OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks, which states that members of the Board of Commissioners are required to disclose the remuneration and other facilities determined by the GMS in the report of corporate governance implementation, with reference to the OJK regulations on the Implementation of Governance in Remuneration for Commercial Banks.



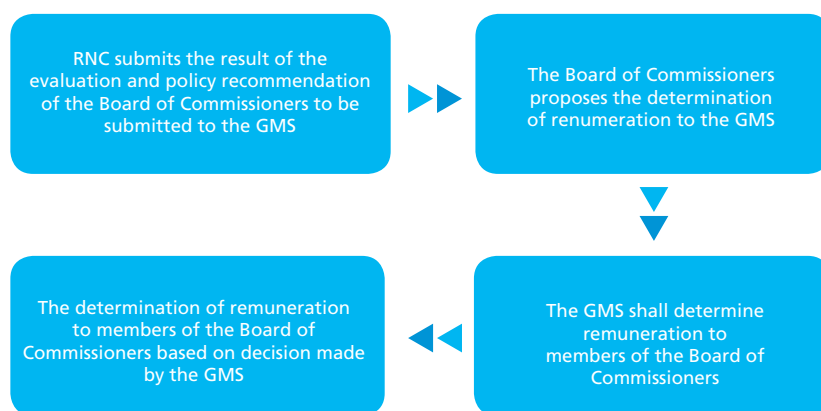
- c. OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Reports of Issuers or Public Companies in Chapter III on the Contents of Annual Reports, which states that the governance reports of issuers or public companies contain a brief description of the procedures, basis for determination, structure, and amount of remuneration for each member of the Board of Commissioners.
- d. Chapter IV of OJK Circular Letter No. 40/SEOJK.03/2016 concerning the Implementation of Governance in Remuneration for Commercial Banks, which states that banks are required to disclose remuneration policy information in annual reports on good governance implementation, as stipulated in the provisions regarding good governance for commercial banks.

#### Procedure

Based on resolution of BCA Annual GMS held in 2019, the GMS authorized and granted the majority shareholder to determine:

- Amount of honorarium and other allowances to be paid by BCA to the members of the Board of Commissioners who served during fiscal year 2019.
- Tantiem distribution among members of the Board of Commissioners and Board of Directors of BCA.

#### Procedure of Proposal and Determination of Remuneration for the Board of Commissioners Scheme



#### Remuneration Structure of the Board of Commissioners

Following Chapter IV Point 2 letter i of OJK Circular Letter No. 40/SEOJK.03/2016 on the Implementation of Governance on Remuneration for Commercial Banks, remuneration packages and facilities received by the Board of Commissioners cover remuneration structure and details of the nominal amount as specified in the table below:

Types of Remuneration and Facilities	Amount Received in 1 (one) year	
	Board of Commissioners	
	Number of people	In million Rupiah
Salary, bonus, routine allowance, tantiem, and other non-natura facilities	5	134.313
Other facilities in the form of natura (housing, health insurance, etc) that :		
1. Can be possessed	-	-
2. Cannot be possessed	-	-
<b>Total</b>	<b>5</b>	<b>134.313</b>

Based on Chapter IV Point 2 letter j of OJK Circular Letter No. 40/SEOJK.03/2016 on the Implementation of Governance on Remuneration for Commercial Banks, remuneration packages are classified into income levels received by the Board of Commissioners within 1 (one) year, as indicated in the table below:

Total Remuneration per Person in 1 (one) Year *)	Amount Received in 1 (one) year
	Number of People
Above Rp2 billion	5
Above Rp1 billion up to Rp2 billion	-
Above Rp500 million up to Rp1 billion	-
Below Rp500 million	-

Remark : \*) received in cash

The amount of remuneration for each member of the Board of Commissioners in 1 (one) year is above Rp2 billion, which was received in cash during 2019.

## 2. Remuneration for the Board of Directors

Remuneration for BCA Board of Directors has been adjusted to the prevailing regulations and based on the procedures, structures and indicators, which form the basis of remuneration determination.

### Legal Basis for Determination and Disclosure

Disclosure of remuneration for the Board of Directors is based on:

- Article 28 of OJK Regulation No. 45/POJK.03/2015 on the Implementation of Governance on Remuneration for Commercial Banks, which states that the Bank must disclose its remuneration policy in its annual report of corporate governance implementation, as stipulated in the provision of Good Corporate Governance implementation for Commercial Banks.
- Article 22 paragraph (3) of OJK Regulation No. 55/POJK.03/2016 on the Implementation of Governance for Commercial Banks, which states that members of the Board of Directors must disclose remuneration and other facilities in the governance implementation report by referring to the OJK regulation concerning the Implementation of Governance on Remuneration for Commercial Banks.
- Chapter III of OJK Circular Letter No. 30/SEOJK.04/2016 on the Form and Content of the Annual Report of Issuers or Public Companies, which states that governance report of issuers or public companies should contain a brief

description regarding procedure, basis for determination, structure, the amount of remuneration of every member of the Board of Directors, as well as the relationship between remuneration and performance of issuers or public companies.

- Chapter IV Point 1 of OJK Circular Letter No. 40/SEOJK.03/2016 concerning the Implementation of Governance on Remuneration for Commercial Banks, which states that Banks must disclose their remuneration policy in their annual report of governance implementation, as stipulated in the provision of governance implementation for commercial banks.

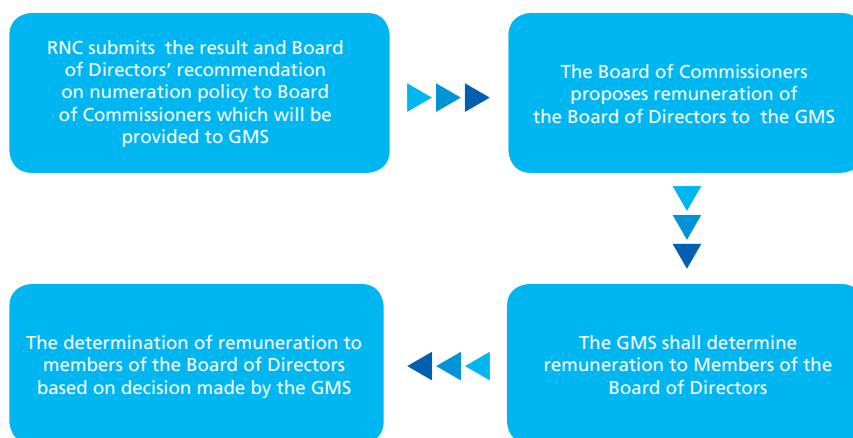
### Procedure

Based on resolution of BCA Annual GMS held in 2019, the GMS authorized and granted:

- The Board of Commissioners to determine the amount of salary and other allowances to members of the Board of Directors;
- The Majority Shareholder to determine tantien distribution among members of the Board of Commissioners and the Board of Directors.

In exercising such power and authority, the Board of Commissioners observes the recommendations from the RNC.

### Nomination Mechanism for Members of the Board of Directors Scheme



### Remuneration Structure of the Board of Directors

Following Chapter IV Point 2 letter i of OJK Circular Letter No. 40/SEOJK.03/2016 on the Implementation of Governance on Remuneration for Commercial Banks, remuneration packages and facilities received by the Board of Directors cover remuneration structure and details of the nominal amount, as specified in the table below:

Types of Remuneration and Facilities	Amount Received in 1 (one) year	
	Board of Directors	
	Number of People	in million Rupiah
Salary, bonus, routine allowance, tantiem, and other non-natura facilities	11	456,602
Other facilities in the form of natura (housing, health insurance, etc) that :		-
1. Can be possessed	-	-
2. Cannot be possessed	-	-
<b>Total</b>	<b>11</b>	<b>456,602</b>

Based on Chapter IV Point 2 letter j of OJK Circular Letter No. 40/SEOJK.03/2016 on the Implementation of Governance on Remuneration for Commercial Banks, remuneration package is classified into income levels received by the Board of Directors within 1 (one) year, as indicated in the table below:

Total Remuneration per Person in 1 (one) Year *)	Amount Received in 1 (one) Year
	Number of People
Above Rp2 billion	11
Above Rp1 billion up to Rp2 billion	-
Above Rp500 million up to Rp1 billion	-
Below Rp500 million	-

Remark : \*) received in cash

The amount of remuneration for each member of the Board of Directors in 1 (one) year is above Rp2 billion, which was received in cash during 2019.

### Indicators of Remuneration Stipulation for the Board of Directors

Basic indicator for determining the remuneration for the members of The Board of Directors, among others, are as follows:

- a. Performance of individual member of the Board of Directors.
- b. Financial performance and reserve fulfilment as stipulated in Law No. 40 Year 2007 on Limited Liability Company.
- c. Fairness with peer group.
- d. The equality of positions within the BCA and to several other similar banks in terms of assets and characteristics.
- e. Consideration of BCA long term goals and strategy.

### 3. BCA Remuneration Implementation

No	Provision	Detail	Disclosure								
a.	Remuneration Committee.	Names of members, composition, tasks and responsibilities.	<p>Name of members:</p> <ol style="list-style-type: none"> <li>1. Djohan Emir Setijoso</li> <li>2. Raden Pardede</li> <li>3. Hendra Tanumihardja</li> </ol> <p>Composition of the remuneration committee:</p> <table border="1"> <thead> <tr> <th>Position</th> <th>Served by</th> </tr> </thead> <tbody> <tr> <td>Chairman (concurrently member)</td> <td>Independent commissioner</td> </tr> <tr> <td>Member</td> <td> <ul style="list-style-type: none"> <li>• Commissioner</li> <li>• Executive Officers (officers directly report to Board of Directors and in charge of human resources department) .</li> </ul> </td> </tr> <tr> <td>Secretary (concurrently member)</td> <td>A member of the committee appointed by the Committee session for a certain period of time.</td> </tr> </tbody> </table> <p><b>Duties and responsibilities:</b> Related to the remuneration function:</p> <ul style="list-style-type: none"> <li>• To evaluate and ensure that the remuneration policy is in compliance with prevailing provisions that are based on performance, risk, fairness between peer groups BCA long term goals and strategies.</li> <li>• The fulfillment of reserves as stipulated in regulations and BCA revenue potential in the future.</li> <li>• To assist the Board of Commissioners to conduct performance appraisals with the appropriateness of remuneration received by every member of the Board of Directors and/or the Board of Commissioners.</li> <li>• To submit evaluation and recommendation results to the Board of Commissioners on:               <ol style="list-style-type: none"> <li>1. Remuneration policy for the Board of Commissioners and Board of Directors to be submitted to the General Meeting of Shareholders (GMS)</li> <li>2. The structure and amount of remuneration for Board of Directors and Board of Commissioners;</li> <li>3. Remuneration policy for all the executive officers and employees to be submitted to the Board of Directors.</li> </ol> </li> <li>• To conduct periodic evaluations of the implementation of remuneration policies.</li> </ul>	Position	Served by	Chairman (concurrently member)	Independent commissioner	Member	<ul style="list-style-type: none"> <li>• Commissioner</li> <li>• Executive Officers (officers directly report to Board of Directors and in charge of human resources department) .</li> </ul>	Secretary (concurrently member)	A member of the committee appointed by the Committee session for a certain period of time.
Position	Served by										
Chairman (concurrently member)	Independent commissioner										
Member	<ul style="list-style-type: none"> <li>• Commissioner</li> <li>• Executive Officers (officers directly report to Board of Directors and in charge of human resources department) .</li> </ul>										
Secretary (concurrently member)	A member of the committee appointed by the Committee session for a certain period of time.										

No	Provision	Detail	Disclosure
			<p>Related to the nomination function:</p> <ul style="list-style-type: none"> <li>Establish and provide recommendations to the Board of Commissioners on the system and procedures for the selection and/or replacement of the Board of Commissioners and the Board of Directors to be submitted to the GMS.</li> <li>Provide recommendations to the Board of Commissioners on:               <ol style="list-style-type: none"> <li>Composition of positions of the Board of Directors and/or the Board of Commissioners,</li> <li>The policies and criteria required in the nomination process,</li> <li>Performance evaluation policy for the Board of Directors and/or the Board of Commissioners.</li> </ol> </li> <li>Assisting the Board of Commissioners to evaluate the performance of Board of Directors and/or Board of Commissioners based on the benchmarks that have been prepared as evaluation materials.</li> <li>Provide recommendations to the Board of Commissioner regarding the capacity building program for the Board of Directors and/or the Board of Commissioners.</li> <li>Provide recommendation to the Board of Commissioners on candidate members of the Board of Directors and eligible members of the Board of Commissioners to be submitted to the GMS.</li> <li>Provide recommendations to the Board of Commissioners on Independent Parties who will be a member of the AC and ROC.</li> </ul>
		Number of meetings held.	Throughout 2019, BCA's RNC held 5 (five) meetings.
		Remunerations that have been paid out to members of the remuneration committee during 1 (one) year.	Remuneration paid to members of RNC for 1 (one) year is Rp63,620,908,119.00. Remunerations comprises salary/honorarium and other bonuses as officer of BCA.
b.	Process of remuneration policy development.	Review of the background and purpose of remuneration policy.	<p>Fixed remuneration policies must at least consider business scale, business complexity, peer groups, inflation rates, financial conditions and capabilities as well as its with statutory regulations.</p> <p>Specifically for variable remuneration, remuneration also considers risk factors in BCA's business activities, namely credit risk, market risk, liquidity risk, operational risk, legal risk, reputation risk, strategic risk and compliance risk.</p>
		Implementation of the review on remuneration policy in the previous year, as well as its improvements.	<p>Improvements to the remuneration policy review in accordance with the provisions in OJK Regulation No. 45/POJK.03/2015 on the Implementation of Governance on Remuneration for Commercial Banks.</p> <p>Complementing the previous Board of Directors and Board of Commissioners' remuneration policy, Board of Commissioner's Decree No. 060/SK/KOM/2018 dated 3 April 2018 on the Remuneration Policy for the Board of Directors and Board of Commissioners has been released.</p>
		Mechanism for ensuring that the remuneration for employees in the control unit is independent of the work units being overseen.	<p>Performance appraisal in the control unit is not related to the achievement of business targets/performance of the work units it supervises, this is ensured through 2 (two) ways, namely:</p> <ol style="list-style-type: none"> <li>Separation of the organizational structure of the control unit to ensure independency.</li> <li>Any approval of business targets must go through the approval of direct superiors and superiors from direct superiors.</li> </ol>
c.	Remuneration policy coverage and its implementation per business unit, per region and at subsidiary companies or branch offices located overseas.		BCA does not have overseas branch offices.

No	Provision	Detail	Disclosure
d.	Remuneration related to risks.	<p>Types of key risks used in establishing remuneration.</p> <p>Criteria for determining types of key risks, including risks that are difficult to measure.</p> <p>Impacts of the determination of key risks on variable remuneration policy.</p> <p>Changes in the determination of types of key risks compared to the previous year as well as the reasons, if any.</p>	<p>The current primary risk of BCA is credit risk.</p> <p>The types of transactions and businesses that are most significant in generating profits and the decisions taken for a business decision with major impact on BCA's business.</p> <p>The determination of the main risk types will have an impact on the stipulation of the KPI and have an impact on variable remuneration distribution.</p> <p>There was no change compared to last year.</p>
e.	Performance measurement that is related to remuneration.	<p>A review on remuneration policy that is related to performance assessment.</p> <p>Methods used in relating individual remuneration with BCA's performance, work unit performance and individual performance.</p> <p>A description of the method used by BCA's to state that in the case where the agreed performance has not been achieved, it is necessary to make an adjustment to the remuneration as well as the size of the remuneration adjustment when such a condition occurs.</p>	<p>The indicators for the remuneration of members of the Board of Directors among others are as follows:</p> <ul style="list-style-type: none"> <li>• Performance of each member of the Board of Directors</li> <li>• BCA financial performance</li> <li>• Industrial benchmarks</li> <li>• Risks that may arise in the future resulting in loss to BCA.</li> </ul> <p>BCA's performance appraisal system is carried out as objectively as possible and oriented towards employee development:</p> <ol style="list-style-type: none"> <li>1. Performance appraisal is directed at work performance and demonstration of the company's core values in employees where: <ul style="list-style-type: none"> <li>• Worker accomplishment is the work and achievement of workers against work targets/targets</li> <li>• Core values demonstrations of the behavior exhibited by employees in carrying out their duties and responsibilities, which reflect the company's core values.</li> </ul> </li> <li>2. The results from the performance appraisal combined with employee competency assessment become reference to determine the direction of employee development.</li> </ol> <p>BCA's performance will influence the determination of the amount of remuneration, especially those with variable. Individual performance will be reviewed every 1 (one) year. The results of the individual performance appraisal will be the basis for company appreciation in the form of bonuses, promotions, rank reviews, and salary increases.</p> <p>Performance measurement is based on performance agreed at the beginning of the year. Bonuses is given based on an assessment of individual performance where the determination has been done based on decree and circular letter. For evaluation of the achievement of business/work targets that are quantitative in nature, guidelines for assessment are used such as exceeding the target (&gt; 110%), achieving the target (100-110%) and achieving some of the target (80-99%).</p>

No	Provision	Detail	Disclosure																																						
f.	Adjustments to remunerations related to performance and risks.	<p>Policy concerning Variable Remuneration that are postponed, the sizes, and criteria for determining those sizes.</p> <hr/> <p>BCA's policy concerning postponed Variable Remuneration which payments are postponed (malus), or withdrawn when they have been paid out (clawback).</p> <hr/> <p>The vesting policy of deferred remuneration, among other things, the term of payment.</p> <hr/> <p>Disclosure of factors that determine the difference of Variable Remuneration that is suspended among employees or group of employees.</p>	<p>For material risk takers (MRT), including all Board of Directors and Board of Commissioners, 15% of tantiem are deferred and paid in prorated terms in cash and shares, as follows:</p> <ol style="list-style-type: none"> <li>5% in cash</li> <li>10% in the form of shares to be locked up during the withholding period.</li> </ol> <p>(Especially for Independent Commissioners, the deferred tantiem is entirely in cash).</p> <hr/> <p>In certain condition as follows: the royalties paid for MRT in cash or in stock can be withdrawn.</p> <ul style="list-style-type: none"> <li>There is misuse of office / fraud;</li> <li>Submission of misleading information regarding financial statements; and</li> <li>Declining financial performance due to significant failures or omissions by Material Risk Takers (MRT);</li> </ul> <p>tantiem that has been paid for Material Risk Takers (MRT) in cash or stock can be withdrawn.</p> <hr/> <p>Withholding period is 3 (three) years from the first time variable remuneration is paid.</p> <hr/> <p>Equal withholding period is applicable for all MRT.</p>																																						
g.	Name of external consultant and their tasks related to the remuneration policy.		<p>Willis Tower Watson</p> <p>Scope of work:</p> <ul style="list-style-type: none"> <li>To identify the gap analysis compared to regulation</li> <li>Salary survey.</li> </ul>																																						
h.	Remuneration packages and facilities received by the Directors and Commissioners covering remuneration structure and details of nominal values.		<p>The remuneration package and facilities received by the Board of Directors and Board of Commissioners including the remuneration structure and details of the nominal amount, as in the table below:</p> <table border="1"> <thead> <tr> <th rowspan="3">Type of remuneration and facilities</th> <th colspan="4">Amount received in 1 (one) year</th> </tr> <tr> <th colspan="2">The Board of Directors</th> <th colspan="2">The Board of Commissioners</th> </tr> <tr> <th>Number of people</th> <th>In million Rp</th> <th>Number of people</th> <th>In million Rp</th> </tr> </thead> <tbody> <tr> <td>Salaries, bonuses, routine allowances, tantiem, and other facilities in non natura form.</td> <td>11</td> <td>456,602</td> <td>5</td> <td>134,313</td> </tr> <tr> <td>Other facilities in the form of natura (housing, health insurance, etc.) which:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a. Can be possessed</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>b. Cannot be possessed</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Total</b></td> <td><b>11</b></td> <td><b>456,602</b></td> <td><b>5</b></td> <td><b>134,313</b></td> </tr> </tbody> </table>	Type of remuneration and facilities	Amount received in 1 (one) year				The Board of Directors		The Board of Commissioners		Number of people	In million Rp	Number of people	In million Rp	Salaries, bonuses, routine allowances, tantiem, and other facilities in non natura form.	11	456,602	5	134,313	Other facilities in the form of natura (housing, health insurance, etc.) which:					a. Can be possessed	-	-	-	-	b. Cannot be possessed	-	-	-	-	<b>Total</b>	<b>11</b>	<b>456,602</b>	<b>5</b>	<b>134,313</b>
Type of remuneration and facilities	Amount received in 1 (one) year																																								
	The Board of Directors		The Board of Commissioners																																						
	Number of people	In million Rp	Number of people	In million Rp																																					
Salaries, bonuses, routine allowances, tantiem, and other facilities in non natura form.	11	456,602	5	134,313																																					
Other facilities in the form of natura (housing, health insurance, etc.) which:																																									
a. Can be possessed	-	-	-	-																																					
b. Cannot be possessed	-	-	-	-																																					
<b>Total</b>	<b>11</b>	<b>456,602</b>	<b>5</b>	<b>134,313</b>																																					



No	Provision	Detail	Disclosure															
i.	Remuneration packages and facilities received by the Board of Directors and its member covering remuneration structure and details of nominal values.		<p>Remuneration packages that are grouped into income levels received by Board of Directors and Board of Commissioners within one year, as in the following table:</p> <table border="1"> <thead> <tr> <th>Total remuneration per person in 1 (one) year *)</th> <th>Number of Directors</th> <th>Number of Commissioners</th> </tr> </thead> <tbody> <tr> <td>Above Rp2 billion</td> <td>11 people</td> <td>5 people</td> </tr> <tr> <td>Above Rp1 billion up to Rp2 billion</td> <td>-</td> <td>-</td> </tr> <tr> <td>Above Rp500 million up to Rp1 billion</td> <td>-</td> <td>-</td> </tr> <tr> <td>Below Rp500 million</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Note: *) received in cash</p>	Total remuneration per person in 1 (one) year *)	Number of Directors	Number of Commissioners	Above Rp2 billion	11 people	5 people	Above Rp1 billion up to Rp2 billion	-	-	Above Rp500 million up to Rp1 billion	-	-	Below Rp500 million	-	-
Total remuneration per person in 1 (one) year *)	Number of Directors	Number of Commissioners																
Above Rp2 billion	11 people	5 people																
Above Rp1 billion up to Rp2 billion	-	-																
Above Rp500 million up to Rp1 billion	-	-																
Below Rp500 million	-	-																
j.	Variable remuneration	<p>The forms of variable remunerations as well as the reasons for choosing those forms.</p> <p>Explanation in the event of differences in the granting of Variable Remuneration between the Board of Directors, the Board of Commissioners and / or workers, including an explanation of the factors determining the difference and the underlying considerations.</p>	<p>Variable Remuneration consists of cash and shares. Shares are in the form of extra bonuses which are spent on PT Bank Central Asia Tbk (BBCA) shares.</p> <p>Extra bonuses which are spent on BBCA shares by BCA are subsequently postponed (locked up) for 3 (three) years from the bonus disbursement.</p> <p>Extra bonuses in form of BBCA shares has the following objectives:</p> <ul style="list-style-type: none"> <li>• As an appreciation to the employee's contribution throughout the year of performance.</li> <li>• Foster a sense of belonging from employees that is expected to have a positive impact on increasing engagement of employees with the company.</li> <li>• Increase productivity of employees.</li> <li>• Creation of harmony among employees, management and shareholders in improving company performance.</li> </ul> <p>Differences in the provision or Variable Remuneration, namely in the bonus budget (cash and shares) are distinguished based on position level:</p> <ol style="list-style-type: none"> <li>1. The Board of Directors and Board of Commissioners.</li> <li>2. S1-S3 echelon employees.</li> <li>3. S4-S8 echelon employees.</li> </ol> <p>The underlying consideration is the impact of the position on the achievement of company performance, so that the higher the position level resulted in the greater the bonus budget.</p>															
k.	Number of the Board of Directors, the Board of Commissioners and employees who have received Variable Remuneration during 1 (one) year and the total nominal values		<p>Number of Board of Directors, Board of Commissioners, and employees receiving Variable Remuneration for 1 (one) year and the nominal total as in the table below:</p> <table border="1"> <thead> <tr> <th colspan="2">Total Variable Remuneration in 1 (one) year:</th> </tr> <tr> <th>People</th> <th>In million Rp</th> </tr> </thead> <tbody> <tr> <td>24,046</td> <td>2,468,129</td> </tr> </tbody> </table>	Total Variable Remuneration in 1 (one) year:		People	In million Rp	24,046	2,468,129									
Total Variable Remuneration in 1 (one) year:																		
People	In million Rp																	
24,046	2,468,129																	
l.	Positions and number of parties who are MRT		<ol style="list-style-type: none"> <li>1. President Director.</li> <li>2. All Directors.</li> <li>3. President Commissioner.</li> <li>4. All Commissioners.</li> </ol> <p>Total MRT: 16 people.</p>															

No	Provision	Detail	Disclosure								
m.	Share options owned by the Board of Directors, the Board of Commissioners, and executive officers		There were no share options for The Board of Directors, Board of Commissioners and/or Executive Officers during 2019.								
n.	Highest and lowest salary ratios.		The ratio of the highest to the lowest salary, which includes: 1) The highest and lowest salary of employees ratio = 25.37 2) The highest and lowest salary of the Board of Directors ratio = 2.81 3) The highest and lowest salary of the Board of Commissioners ratio = 1.62 4) The highest salary of the Board of Directors and highest salary of employees ratio = 8.68								
o.	Number of recipients and amounts of total Variable Remuneration that are unconditionally guaranteed to be paid by Bank to candidate the Board of Directors, candidate the Board of Commissioners, and/or candidate employees during first 1 (one) year of service.		No correlation at BCA/no sign-on bonuses.								
p.	Number of employees who have been terminated and total nominal value of severance payments.		<p>Number of employees affected by termination of employment and the total nominal severance paid as in the table below:</p> <table border="1"> <thead> <tr> <th>Total nominal of severance paid for 1 (one) person in 1 (one) year</th> <th>Number of employees</th> </tr> </thead> <tbody> <tr> <td>Above Rp1 billion</td> <td>198 people</td> </tr> <tr> <td>Above Rp500 million up to Rp1 billion</td> <td>588 people</td> </tr> <tr> <td>Below Rp500 million</td> <td>774 people</td> </tr> </tbody> </table>	Total nominal of severance paid for 1 (one) person in 1 (one) year	Number of employees	Above Rp1 billion	198 people	Above Rp500 million up to Rp1 billion	588 people	Below Rp500 million	774 people
Total nominal of severance paid for 1 (one) person in 1 (one) year	Number of employees										
Above Rp1 billion	198 people										
Above Rp500 million up to Rp1 billion	588 people										
Below Rp500 million	774 people										
q.	Amount of total Variable Remuneration that are postponed, comprising cash and/or shares or share-based instruments issued by the Bank.		Total deferred Variable Remuneration, consisting of cash and/or shares or stock-based instruments issued by BCA and were implemented as 2019 payments, as follows: 1. In cash Rp 18,966,000,000.00 2. In shares Rp 20,576,500,000.00								
r.	Amount of total postponed variable remuneration paid out during 1 (one) year.		The total amount of deferred Variable Remuneration paid for 1 (one) year has been implemented for payment in 2019, with the details paid in cash of Rp18,966,000,000.00.								

No	Provision	Detail	Disclosure																		
s.	Details of remuneration provided in 1 (one) year	<ol style="list-style-type: none"> <li>Fixed and Variable Remuneration</li> <li>Postponed and non-postponed remunerations</li> <li>Forms of remuneration provided in cash and/or shares or share-based instruments issued by Bank</li> </ol>	<p>Details of the amount of remuneration granted in one year:</p> <table border="1"> <thead> <tr> <th colspan="2">A. Fixed Remuneration *)</th> </tr> </thead> <tbody> <tr> <td>1. In cash</td> <td>214,316</td> </tr> <tr> <td>2. Shares/stock-based instruments issued by BCA</td> <td>-</td> </tr> <tr> <th colspan="2">B. Variable Remuneration *)</th> </tr> <tr> <td></td> <td>Not postponed</td> <td>Postponed</td> </tr> <tr> <td>1. In cash</td> <td>337,058</td> <td>18,966</td> </tr> <tr> <td>2. Shares/stock-based instruments issued by BCA **)</td> <td>-</td> <td>20,577</td> </tr> </tbody> </table> <p>Note :            *) Only applicable for MRT and disclose in millions of rupiah            **) Shares are lock for up to 3 (three) years</p>	A. Fixed Remuneration *)		1. In cash	214,316	2. Shares/stock-based instruments issued by BCA	-	B. Variable Remuneration *)			Not postponed	Postponed	1. In cash	337,058	18,966	2. Shares/stock-based instruments issued by BCA **)	-	20,577	
A. Fixed Remuneration *)																					
1. In cash	214,316																				
2. Shares/stock-based instruments issued by BCA	-																				
B. Variable Remuneration *)																					
	Not postponed	Postponed																			
1. In cash	337,058	18,966																			
2. Shares/stock-based instruments issued by BCA **)	-	20,577																			
t.	Quantitative information.	<ol style="list-style-type: none"> <li>Total amount of remaining remuneration still postponed, those exposed to both implicit as well explicit adjustments;</li> <li>Total amount of deductions to remuneration due to explicit adjustments during the reporting period;and</li> <li>Total amount of deductions to remuneration due to implicit adjustments during the reporting period.</li> </ol>	<p>Quantitative information related to the total remaining postponed remuneration whether exposed to implicit or explicit adjustments, the total remuneration deduction caused by explicit adjustments during the reporting period, and the total remuneration deduction due to implicit adjustments during the reporting period are as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Type of Variable Remuneration *)</th> <th rowspan="2">Postponed shares</th> <th colspan="3">Total deduction during the reporting period</th> </tr> <tr> <th>Due to explicit adjustment (A)</th> <th>Due to implicit adjustment (B)</th> <th>Total (A)+(B)</th> </tr> </thead> <tbody> <tr> <td>1. In cash (in million Rp)</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>2. Shares/ instruments based on shares issued by BCA (in shares and nominal million rupiah which is a conversion of these shares)</td> <td>731,829 shares</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Note : *) Only for Material Risk Takers</p>	Type of Variable Remuneration *)	Postponed shares	Total deduction during the reporting period			Due to explicit adjustment (A)	Due to implicit adjustment (B)	Total (A)+(B)	1. In cash (in million Rp)	-	-	-	-	2. Shares/ instruments based on shares issued by BCA (in shares and nominal million rupiah which is a conversion of these shares)	731,829 shares	-	-	-
Type of Variable Remuneration *)	Postponed shares	Total deduction during the reporting period																			
		Due to explicit adjustment (A)	Due to implicit adjustment (B)	Total (A)+(B)																	
1. In cash (in million Rp)	-	-	-	-																	
2. Shares/ instruments based on shares issued by BCA (in shares and nominal million rupiah which is a conversion of these shares)	731,829 shares	-	-	-																	

## BOARD OF COMMISSIONERS COMMITTEES

### 1. AUDIT COMMITTEE (AC)

AC was formed by, and responsible directly to. The Board of Commissioners to assist the Board of Commissioners to support the effectiveness of the oversight duties and functions on matters related to financial reporting, internal control systems, performance of internal and external audit functions, implementation of governance and compliance with applicable laws and regulations.

#### 1. Legal Basis

The formation of the audit committee refers to:

- OJK Regulation No. 55/POJK.04/2015 on the Establishment and Guidelines for work Implementation for Audit Committee.
- OJK Regulation No. 55/POJK.03/2016 on Implementation of Governance for Commercial Banks.
- OJK Regulation No.1/POJK.03/2019 on the Implementation of the Internal Audit Function at Commercial Banks.
- OJK Circular Letter No.13/SEOJK.03/2017 on the Implementation of Governance for Commercial Banks.
- Article 15 of BCA's articles of association.

#### 2. AC Charter

The BCA's AC is equipped with work guidelines stipulated in the AC Charter. The charter and the AC code of conduct have been adjusted from OJK Regulation No. 55/POJK.04/2015 concerning Formation and Audit Committee Work Implementation Guidelines and have been

ratified based on the Board of Commissioners Decree No. 117/SK/KOM/2019 dated July 10 2019, concerning the Audit Committee Charter of PT Bank Central Asia Tbk.

The scope governed in the AC Charter is as follows:

- Duties and responsibilities;
- Authority;
- Committee membership structure;
- Membership requirements;
- Terms of duty;
- Work mechanism;
- Work hours;
- Meetings;
- Reporting;
- Handling of complaints/reports regarding claims about infractions in financial reports;
- Code of ethics.

The AC Charter and code of conduct have been uploaded to the official website of the BCA ([www.bca.co.id](http://www.bca.co.id)) under the good corporate governance section.

### 3. Structure and Membership of the AC

The structure and membership of the AC is in accordance with applicable regulations.

In 2019, BCA's AC had 3 (three) members, consisting of:

- An Independent Commissioner concurrently as head of the AC;
- An Independent Party having expertise in finance/accounting;
- An Independent Party having expertise in banking.

AC membership as of December 31, 2019

Name	Position
Cyrillus Harinowo	Chairman (concurrently as Independent Commissioner)
Ilham Ikhsan	Member (Independent Party)
Tjen Lestari	Member (Independent Party)

The BCA's AC has complied with the applicable provisions and was appointed based on Directors Decree No.078 SK/DIR/2016 dated 2 June 2016 and the Board of Commissioners Meeting Decision No.23/RR/KOM/2016 dated June 1, 2016.

#### 4. Profiles and Qualifications of AC Members

##### Cyrellus Harinowo

The educational background, position, and work experience of AC members can be seen in the corporate profile section on page 77 of this 2019 BCA Annual Report.

##### Ilham Ikhsan

The educational background, position, and work experience of AC members can be seen in the corporate profile section on page 80 of this 2019 BCA Annual Report.

##### Tjen Lestari

The educational background, position, and work experience of AC members can be seen in the corporate profile section on page 81 of this 2019 BCA Annual Report.

#### 5. Education or Training Activities

During the 2019, members of the AC have participated in the following educational or training activities:

Name	Education/Training	Organizer	Location	Date
Cyrellus Harinowo	Can be seen in the Board of Commissioner Chapter – in the subsection of Training Programs to Enhance the Competence of Members of Board of Commissioner on page 365 of this 2019 BCA Annual Report			
Ilham Ikhsan	ACIIA Conference 2019 and On-Site Learning Towards Sustainable Management in A New Era	ACIIA (Asian Confederation of Institutes of Internal Auditor)	Tokyo, Japan	September 17-18, 2019
	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6 2019
Tjen Lestari	Advanced Bank Liquidity Management: Stress Test - Contingency Planning - and Funds Transfer Pricing	LMI	Yogyakarta, Indonesia	September 25-26 2019
	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6 2019

## 6. Term of Duty of AC

The term of duty of AC members shall expire at the end of the term of the AC chairman, who is also an Independent Commissioner of BCA. The committee's term of duty for this period will end at the closing of the 2021 Annual GMS.

## 7. Independence of AC Members

All members of the AC are independent parties who do not have the financial, management, share ownership and / or family relationship with members of the Board of Commissioners, members of the Board of Directors, and/ or controlling shareholders or business

relationships with BCA that may influence their ability to act independently.

AC members which appointed from an independent part can concurrently assume positions as independent committee members at BCA and at other companies, on condition that they meet the competence and independence criteria, can keep important data confidential, adhere to applicable codes of conduct, and do not neglect their duties and responsibilities as committee members.

The Independence Aspect of the Audit Committee can be seen in this table:

Independence Aspect	Cyrillus Harinowo	Ilham Ikhsan	Tjen Lestari
Having no financial relationship with the Board of Commissioners and Board of Directors.	√	√	√
Having no management relationship at the company, subsidiaries or affiliated companies.	√	√	√
Having no share ownership in the company.	√	√	√
Having no family relationship with the Board of Commissioners, Board of Directors, and/or fellow members of the AC.	√	√	√
Not serving as an officer at any political party or government office.	√	√	√

Requirements for AC members are as follows:

- a. Having good integrity, character, and morals.
- b. Possessing the necessary skills, knowledge and experience in their respective fields with strong ability to communicate.
- c. Having an understanding of the financial statements and business of the BCA, particularly in relation to its services and business activities, audit process, and rules and regulation in the capital market and other relevant laws and regulations.
- d. Complying with the BCA's code of ethics and AC's code of conduct.
- e. Willing to continuously improve competence through training and education.
- f. Having at least 1 (one) member with educational background and expertise in accounting and/or finance.
- g. Not serving as a member of a public accountant firm, law firm, appraiser, or other parties providing assurance service, non-assurance service appraisal, service, and/or other consulting services to the BCA within the past 6 (six) months.
- h. Not currently working or having authority and responsibilities to plan, lead, control, or supervise the BCA's activities within the past 6 (six) months, except for a position as Independent Commissioner.
- i. Not serving on a board of directors in other banks.

- j. Not having either direct or indirect share ownership in the BCA.
- k. In the event that an AC member acquires shares either directly or indirectly as a result of a legal event, the concerned member must transfer the shares to other parties within a maximum period of 6 (six) months after the shares were acquired.
- l. Not being affiliated with the members of Board of Commissioners, Board of Directors, or major shareholders of the BCA.
- m. Not having a direct or indirect business relationship with the BCA's business activities.
- n. For the head of AC, only having another concurrent position as head of committee on 1 (one) committee in the BCA.
- o. AC members who are Independent Parties, having another concurrent position as an independent Party at other committees in BCA, other banks and/or other companies allowed as long as he/she:
  - 1) Meets all the required competencies;
  - 2) Meets the independence criteria;
  - 3) Is able to keep BCA matters confidential;
  - 4) Observes the applicable code of conduct;
  - 5) Not neglecting the implementation of duties and responsibilities as a member of the committee.

## 8. Duties and Responsibilities of AC

In carrying out its function, the AC has the following duties and responsibilities:

1. Provide recommendations to the Board of Commissioners pertaining to the preparation of the audit plan, scope and budget of the internal audit division (DAI).
2. Monitor and review the Bank's internal audit.
3. Evaluate DAI's performance to see if the internal audit function at BCA is adequate and effective, and ensure the DAI upholds

integrity in discharging its duties. To also provide recommendations to the Board of Commissioners on the DAI annual reward and remuneration for its overall performance.

4. Ensure DAI communicates with the Board of Directors, the Board of Commissioners, the external auditor, the OJK and BI.
5. Ensure DAI works independently.
6. Monitor implementation of good corporate governance (GCG) to see if it is effective and sustainable.
7. Ensure the Board of Directors takes the necessary and immediate actions on the findings by DAI, public accountants, and the results of supervision conducted by the OJK and BI.
8. Oversee the audit work performed by the public accounting firm, on the following aspects:
  - a. Conformity of audit implementation by the public accountant office to the applicable audit standards.
  - b. Conformity of financial statements to the applicable accounting standards.
  - c. Give independent opinions in case of disagreements on opinions between the management and the public accounting firm on the services they provide.
9. Review all financial information to be released by BCA to the public and/or the authorities, and other financial-related information.
10. Review BCA's compliance with regulations of the banking industry, the capital market and other applicable laws and regulations, as well as other provisions on BCA's business.
11. Provide recommendations based on evaluation results to the Board of Commissioners on the appointment, reappointment, and dismissal or



replacement of the public accounting firm (PAF) and/or public accountant (PA) who will audit the BCA's financial statements based on independency, the scope of the assignment, and fee for the audit work.

12. Provide recommendations to the Board of Commissioners to appoint independent quality controllers from external parties with the aim of conducting a review of DAI.
13. Analyze and report to the Board of Commissioners on any complaint that may relate to the BCA's accounting and financial reporting processes.
14. Analyze and give advice to the Board of Commissioners on conflicts of interest that may occur at BCA.
15. Carry out other tasks relevant to the function of the audit committee at the request of the Board of Commissioners.
16. Keep the confidentiality of BCA's documents, data and information.

## 9. Authorities of AC

In performing its duties, the AC has the authority to carry out the following activities:

- a. To receive reports from the head of the internal audit division, including work plan, internal audit implementation report, and internal audit result report.
- b. To access documents, data, and information regarding the BCA's employees, funds, assets, and other resources as required.

- c. To communicate directly with employees, including the Board of Directors and other parties executing internal audit and risk management functions, and accountants regarding the duties and responsibilities of AC.
- d. If needed, to involve independent parties outside the members of the audit committee whose services are required in order to assist the committee in carrying out its duties .
- e. To perform other actions with authority granted by the Board of Commissioners.

## 10. Policies and Meetings Implementation of AC

The AC holds 4 (four) meetings, at the very least, in a year as stipulated in Decree of the Board of Commissioner No. 117/SK/KOM/2019 on the Audit Committee Charter of PT Bank Central Asia, Tbk. During 2019, the BCA's audit committee convened 21 (twenty one) meetings.

Delivery of results of AC meetings as follows:

- a. Results of audit committee meetings should be stated in the minutes of the meeting and properly documented.
- b. Dissenting opinions that occur in the meetings of the committee should be clearly stated in the minutes of the meeting, along with the reasons behind such dissent.

Attendance of AC's members in the meeting conducted throughout 2019 is as follows:

Name	Number of Meetings	Attendance	Percentage
Cyrillus Harinowo	21	21	100%
Ilham Ikhsan	21	20	95%
Tjen Lestari	21	21	100%

Meetings of AC throughout 2019 are as follows:

No	Date	Agenda
1	January 30, 2019	Clearance Meeting with AC
2	February 13, 2019	2018 Audit Realization and 2019 Audit Plan
3	February 20, 2019	Committee Reporting to the Board of Commissioners (Q4/2018)
4	February 27, 2019	BCA Financial Performance December 2018
5	April 24, 2019	BCA Financial Performance March 2019
6	April 24, 2019	Regular Meeting of AC with Internal Audit Division (I)
7	May 8, 2019	Socialization of POJK No 1 Year 2019
8	May 15, 2019	Committee Reporting to the Board of Commissioners (Q1/2019)
9	May 29, 2019	Regular Meeting of AC with Internal Audit Division (II)
10	July 24, 2019	Internal Audit Division Work Realization Semester I/2019
11	July 24, 2019	BCA Financial Performance June 2019
12	August 14, 2019	Presentation of Internal Audit Division: Summary of OJK Audit Finding in 2019
13	August 21, 2019	Committee Reporting to the Board of Commissioners (Q2/2019)
14	September 4, 2019	Regular Meeting of AC with Internal Audit Division (III)
15	October 16, 2019	Regular Meeting of AC with Internal Audit Division (IV)
16	October 16, 2019	Audit Planning (PwC)
17	October 23, 2019	BCA Financial Performance September 2019
18	October 30, 2019	Regular Meeting of AC with Internal Audit Division (V)
19	November 13, 2019	Committee Reporting to the Board of Commissioners (Q3/2019)
20	December 4, 2019	Hardclose Audit PwC
21	December 13, 2019	Regular Meeting of AC with Internal Audit Division (VI)

#### 11. Realization of Work Program and Implementation of AC Activities in 2019

The following points are the realized work programs of the AC in 2019:

- a. Convened meetings with PAF Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) to discuss the final results of the audit of the BCA's financial statements for the financial year 2018, along with the management letter.
- b. Recommended to the Board of Commissioners on reusing the PAF Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) to conduct an audit of the BCA's financial statements for fiscal year 2019.
- c. Convened meetings with Tanudiredja, Wibisana, Rintis & Rekan PAF (a member firm of PwC Global Network) to discuss the plan and scope of the audit of the BCA's financial statements for fiscal year 2019.
- d. Meeting with the finance and planning division to review the BCA's financial report, which will be published quarterly.
- e. Convened 6 (six) meetings with the Internal Audit Division to:
  - 1) Evaluate annual planning;
  - 2) Evaluate the implementation of internal audits every semester; and
  - 3) Discuss results of the audit considered significant.

- f. Attend internal audit exit meeting at 1 (one) main branch office, including 3 (three) supporting branch offices, as part of the internal audit quality assessment process. Additionally conduct review Cash Processing Center (CPC) Alam Sutera that has been operated and the Surabaya data center as part of adequacy assessment and effectiveness of its internal work units control.
- g. Reviewed internal audit reports (more than 114 reports) and monitored their follow ups.
- h. Reviewed the BCA's compliance with provisions, regulations, and applicable laws in the banking sector, through a review of reports on compliance with prudential provisions reported every semester.
- i. Reviewed credit portfolio reports issued every semester.
- j. Monitored the implementation of risk management through quarterly reports on the Company's risk profile and the monthly operation risk management information system (ORMIS) report.
- k. Conducted studies on:
  - 1) Audit results of the OJK and their follow ups, and
  - 2) Management letter from the public accounting firm Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) and its follow up.
- l. Reported the results of routine studies and evaluations of governance aspects, risk management, and compliance and control to the Board of Commissioners every quarter.
- m. Attended the GMS, analyst meeting, and national work meeting in 2020 in order to monitor the implementation of Good Corporate Governance.

## 2. RISK OVERSIGHT COMMITTEE (ROC)

ROC was established to assist the Board of Commissioners in discharging its responsibilities to supervise risk in accordance with the prevailing regulations.

### 1. Legal Basis

The legal basis for the establishment of KPR refers to:

- OJK Regulation No.55/POJK.03/2016 concerning Governance Implementation for Commercial Banks.
- OJK Circular Letter No.13/SEOJK.03/2017 concerning Governance Implementation for Commercial Banks.
- Board of Commissioners Decree No. 172 / SK / KOM / 2019 dated November 7, 2019 concerning the Risk Monitoring Committee Charter.
- Board of Directors Decree No.144A/SK/DIR/2016 dated September 30, 2016 on the Appointment and Changes of Members of the Risk Monitoring Committee.

### 2. ROC Charter

In performing their duties and responsibilities, the ROC has established work guidelines stipulated in the charter. The charter has been approved by the Board of Commissioners Decree No.172/SK/KOM/2019 dated November 7, 2019 on Risk Oversight Committee Charter.

The ROC Charter governs the committee's duties and responsibilities, authority, membership structure, membership requirements, work mechanism, code of ethics, work hours, and meeting mechanism.

### 3. Structure and Membership of ROC

The ROC comprises 3 (three) members:

- An independent commissioner concurrently Head of the ROC;
- An independent party having expertise in risk management; and
- An independent party having expertise in finance.

Composition of members of the ROC as of December 31, 2019

Name	Position
Sumantri Slamet	Chairman (concurrently as Independent Commissioner)
Endang Swasthika Wibowo	Member (Independent Party)
Lianny Somyadewi D.	Member (Independent Party)

The appointment of members of the ROC of BCA was conducted by the Board of Directors Decision Letter No 144A/SK/DIR/2016 dated September 30, 2016 and was based on minutes of Board of Directors Meeting No 40/RR/KOM/2016 dated September 28, 2016.

Educational background, position, and work experience of members of the committee can be seen in the corporate profile section on page 82-83 of this 2019 BCA Annual Report.

### 4. Profile and Qualification of ROC Members

#### Sumantri Slamet

Educational background, position and work experience of members of the ROC can be seen in the corporate profile section on page 79 of this 2019 BCA Annual Report.

#### Endang Swasthika Wibowo

Educational background, position and work experience of members of the ROC can be seen in the corporate profile section on page 82 of this 2019 BCA Annual Report.

#### Lianny Somyadewi D.

Educational background, position and work experience of members of the ROC can be seen in the corporate profile section on page 83 of this 2019 BCA Annual Report.

### 5. Education or Training Activities

During 2019, members of ROC participated in the following training activities:

Name	Education/Training	Organizer	Location	Date
Sumantri Slamet	Is available in the Board of Commissioners Section – the subsection of Training Programs to Enhance Competence of the Board of Commissioners members on page 366 of this 2019 BCA Annual Report			
Endang Swasthika Wibowo	Advanced Bank Liquidity Management: Stress Test - Contingency Planning - and Funds Transfer Pricing	LMI	Yogyakarta, Indonesia	September 25-26, 2019
	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
	Indonesia Banking Expo	Indonesia Banks Association (Perbanas)	Jakarta, Indonesia	November 6, 2019

Name	Education/Training	Organizer	Location	Date
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Lianny Somyadewi D.	Treasury Dealer & Risk Management How to Mitigate Market Risk in Banks	LSPP	Jakarta, Indonesia	September 18, 2019
	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8-9, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019

## 6. Term of Duty of ROC

The term of duty of the chairman and members of ROC shall expire upon the completion of the term of duty of the chairman who also serves as an IC. Accordingly, the term of duty of ROC members within this period resembles the term of duty of the Board of Commissioners, which will end upon the close of the Annual GMS of 2021.

## 7. Independence of ROC Members

All members of the committee are independent parties, not having financial relationships, management relationships, share ownership, and or familial relationships with members of the Board of Commissioners, members of the Board of Directors and/or controlling shareholders, also having business relationships that may influence their ability to act independently.

Independence Aspects of ROC are explained in the following table:

Independency Aspect	Sumantri Slamet	Endang S. Wibowo	Lianny Somyadewi D.
Having no financial relationship with the Board of Commissioners and Board of Directors.	√	√	√
Having no management relationship at the company, subsidiaries or affiliated companies.	√	√	√
Having no share ownership in the company.	√	√	√
Having no family relationship with the Board of Commissioners, Board of Directors, and or other members of the ROC.	√	√	√
Not serving as an officer at any political party or government office.	√	√	√

The requirements to be met by members of the ROC are, among others, as follows:

- a. Chairman of ROC can hold only 1 (one) other concurrent position as chairman at another committee of the BCA
- b. For ROC members who are independent parties, holding more than one position as an independent party at other committees in the Company or other banks is allowed as long as he or she:
  - 1) Meets the required competencies.
  - 2) Meets the independency criteria.
  - 3) Is able to keep BCA matters confidential.
  - 4) Observes the applicable code of conduct.
  - 5) Does not neglect the implantation of his or her duties as a member of BCA's ROC.
- c. For ROC members who are independent parties, they must originate from external parts of the ROC and have no financial and management relationship, share ownership and/or controlling shareholders or relationship with BCA that may influence his or her ability to act independently.
- d. Former members of Board of Directors or executive officers of the ROC or other parties having relationship with the ROC that may influence their ability to act independently are not allowed to become an independent party to serve on the committee, unless they have passed the cooling off period of 6 (six) months. This provision is not applicable for former Directors or executive officers whose duties are to conduct the oversight function.
- e. Members of the ROC shall possess high integrity, suitable experience, strong character and good morals.
- f. Member of the Board of Directors are not allowed to become a member of the ROC.

## 8. Duties and Responsibilities of ROC

Duties and responsibilities ROC among other:

- a. Assisting and giving recommendations to the Board of Commissioners in order to improve the effectiveness of oversight duties and responsibilities in risk management and ensuring that risk management policies are properly implemented.
- b. In regard with the process to provide recommendations, the ROC should:
  - 1) Evaluate the consistency between risk management policies and policy implementation.
  - 2) Monitor and evaluate the implementation of duties of ROC and the risk management work unit.
- c. Composing and/or updating the ROC's Charter and code of conduct.
- d. Administer other duties that are relevant with the ROC function as requested by the Board of Commissioners.

## 9. Authority of ROC

In implementing its function, the ROC has the following authority:

- a. To receive reports from the Board of Directors and management regarding significant risk management issues so as to be able to provide recommendations to the Board of Commissioners.
- b. To perform other activities in accordance with the guidelines of the ROC.

## 10. Policies and Meeting Implementation of ROC

ROC meetings are held at least 4 (four) times a year, as stipulated in the committee's charter. During 2019, the ROC held 14 (fourteen) meetings. For each meeting, there are minutes that state the dates of meetings, attendance of the ROC members, agenda, and meeting materials.

The list of ROC meeting attendance during 2019, are as follows:

Name	Number of Meetings	Attendance	Percentage
Sumantri Slamet	14	14	100%
Endang Swasthika Wibowo	14	14	100%
Lianny Somyadewi D.	14	14	100%

Agenda of the meeting is the following:

No	Date	Agenda
1	February 14, 2019	Review of Treasury Risk Management
2	February 20, 2019	Report of Risk Oversight to the Board of Commissioners for Q4 2018
3	March 27, 2019	Gap Analysis – Risk Matrix
4	April 16, 2019	Risk Control Discussion“ Treasury
5	April 24, 2019	Strategic Risk: Internet Banking and Digital Banking Risiko Operasional: development of Information Technology Security
6	May 6, 2019	Review of Development program in Risk Oversight – Octagon
7	May 8, 2019	Risk Management Structure and Format – Management Risk Work Unit
8	May 15, 2019	Report of Risk Oversight to the Board of Commissioners for Q1 2019
9	June 26, 2019	Review of ROC Organizational Structure
10	July 31, 2019	Risk Analysis and Capital using the IRRBR Model
11	August 21, 2019	Risk Oversight Reporting to Board of Commissioners Q2 2019
12	October 30, 2019	Analysis on Reputation Risk
13	October 30, 2019	Review of Operational Risk: Human Error
14	November 13, 2019	Report of Risk Oversight to the Board of Commissioners for Q3 2019

#### 11. Realization of Work Program and Implementation of Activities of ROC in 2019

The realization of the work program of ROC during 2019 are:

- a. Monitor the implementation of the duties of the committee, and those of the Risk Management Work Unit and ITSC.
- b. Analysis on BCA's risk profile and specifically explored credit risk, operational, market, liquidity and reputation risk.
- c. Analysis on the results of stress tests of credit, market and liquidity risk.
- d. Ensured the implementation GCG was carried out well and in an appropriate manner. The committee also attended the GMS, Analyst Meeting and the Company's national convention for fiscal 2020.
- e. Monitoring of the realized implementation of risk management, specifically on risk control and limit, liquidity and market risks, and monthly operational risks.
- f. Learnt new regulations and conducted a review of the compatibility of the ROC charter with the new regulations.
- g. Monitored and reviewed the implementation of the business continuity program, by ensuring that testing, simulations, socialization have been carried out, and worked with Internal Audit Division and the internal audit division to make a review of the Surabaya data center.



### 3. REMUNERATION AND NOMINATION COMMITTEE (RNC)

RNC was established to help the Board of Commissioners in the development of remuneration and nomination of the BCA.

#### 1. Legal Basis

The establishment of the remuneration and nomination committee refers to the following:

- OJK Regulation No. 34/POJK.04/2014 on Remuneration and Nomination Committee for Issuer or Public Company.
- OJK Regulation No55/POJK.03/2016 on Governance Implementation for Commercial Banks.
- OJK Circular Letter No 13/SEOJK.03/2017 on Implementation Governance for Commercial Banks.
- Corporate Governance Guidelines.
- The Board of Commissioners Decree No.035/SK/KOM/2017 dated February,24 2017 concerning the Remuneration and Nomination Committee Structure.
- The Board of Directors Decree No.107A/SK/DIR/2016 dated August 10, 2016 on the Appointment of Members of Remuneration and Nomination Committee.

#### 2. Principle Function of RNC

RNC was established to enhance the quality of top management through the remuneration and nomination policies by always taking into account the BCA's business sustainability.

### 3. RNC Guidelines

In performing its duties and responsibilities, RNC has its work guideline as stipulated in the governance guideline of supporting committee of Board of Commissioners Chapter and Board of Commissioners Decree No 035/SK/KOM/2017 on the Structure of Remuneration and Nomination Committee.

Work guidelines and procedures of the RNC cover:

- Composition and structure of membership.
- Duties and responsibilities.
- Work mechanism.
- Ethics and work hours.
- Meetings.
- Activity reporting system.
- Procedure for replacement of members.
- Term of office.
- Decision making and accountability.

### 4. Structure and Membership of the RNC

The structure and membership of RNC complies with OJK Regulation No.34/POJK.04/2014 on the Nomination and Remuneration Committee of Issuers or Public Companies.

In 2019, the BCA RNC consisted of:

- An Independent Commissioner as chairman of the RNC.
- The President Commissioner.
- An executive officer in charge of the HCM (human resources) Division who has knowledge regarding remuneration and/ or nomination system and succession plan.

Composition of RNC Members as of December 31, 2019

Name	Position
Raden Pardede	Chairman (concurrently as Independent Commissioner)
Djohan Emir Setijoso	Member (concurrently as President Commissioner)
Hendra Tanumihardja	Member (concurrently as Head of Human Capital Management Division)

The appointment of RNC members is undertaken by the Board of Directors Decree No.107A/SK/DIR/2016 dated August 10,2016 based on Minutes of Board of Commissioners Meeting No. 31/RR/KOM/2016 dated August 10, 2016.

## 5. Profile and Qualification of Members of RNC

### Raden Pardede

Educational background, position and work experience of remuneration and nomination committee member can be seen in corporate profile section on page 78 of this 2019 BCA Annual Report.

### Djohan Emir Setijoso

Educational background, position and work experience of remuneration and nomination committee member can be seen in corporate profile section on page 75 of this 2019 BCA Annual Report.

### Hendra Tanumihardja

Educational background, position and work experience of remuneration and nomination committee member can be seen in corporate profile section on page 85 of this 2019 Annual Report.

## 6. Education or Training Activities

Throughout 2019, members of the RNC have participated in the following education or training activities.

Name	Education/Training	Organizer	Location	Date
Raden Pardede	Is available in the Board of Commissioners Section - the subsection of Training Programs to Enhance Competence of the Board of Commissioners members on page 366 of this 2019 BCA Annual Report			
Djohan Emir Setijoso	Is available in the Board of Commissioners Section - the subsection of Training Programs to Enhance Competence of the Board of Commissioners members on page 365 of this 2019 BCA Annual Report			
Hendra Tanumihardja	Agile Leadership & Strategic Visioning for Driving Innovation	National University of Singapore	Singapore	April 23, 2019
	Annual Conference ILO - Geneva	ILO	Geneva, Swiss	June 17-21, 2019
	BCA – NUS Executive Vice President Programme	National University of Singapore	Bogor, Indonesia	July 3-5, 2019
	Agile Organization	Pivotal Labs - Singapore	Singapore	August 25-28, 2019
	Training on General Management of Pension Fund	Association of Indonesia Pension Fund	Jakarta, Indonesia	November 18-21, 2019
	<i>Sharing Session "Navigating Change"</i> by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	<i>Sharing Session "The Ecosystem"</i> by OVO, Tokopedia, HaloDoc dan Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019

## 7. Term of Duty of the RNC

The term of duty of the RNC members shall expire upon the completion of the term of duty of the chairman, who also serves as an Independent Commissioner, accordingly, the term of duty of RNC members within this period will end upon the close of the Annual GMS of 2021.

## 8. Independence of the RNC

Members of RNC have acted independently and met the independency aspect in compliance with applicable terms and in discharging their duties throughout 2019. Members of RNC have no financial, management, share ownership, and/or familial relations with members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders, as well as business relationships with BCA that may influence their capability to act independently.

Independence Aspects of the RNC include the following:

Independency Aspect	Raden Pardede	Djohan Emir Setijoso	Hendra Tanumihardja
Having no financial relationship with the Board of Commissioners and Board of Directors.	√	√	√
Having no management relationship at the Company, subsidiaries or affiliated companies.	√	√	√
Having no share ownership in the Company.	√	√	√
Having no family relationship with the Board of Commissioners, Board of Directors, and or other members of the RNC.	√	√	√
Not serving as an officer at any political party or government office.	√	√	√

## 9. Duties and Responsibilities of the RNC

Duties and responsibilities of the RNC are:

- a. To evaluate the remuneration and nomination policies of the BCA.
- b. To give recommendations to the Board of Commissioners on:
  - 1) Remuneration policy for the Board of Commissioners and Board of Directors to be submitted to the GMS of BCA.
  - 2) Remuneration policy for all executive officers and employees to be delivered by the Board of Commissioners to the Board of Directors.
- c. To develop and recommend the selection and/or replacement systems and procedures of the members of Board of Commissioners and Board of Directors to the Board of Commissioners, to be further submitted to the GMS.
- d. To ensure that the remuneration policies of the BCA are in accordance with:
  - 1) Financial performance and fulfillment of reserves as governed under the prevailing laws and regulations;
  - 2) Individual performance;
  - 3) Fairness with peer group;
- e. To advise the Board of Commissioners; regarding prospective Board of Commissioners and/or Board of Directors to be submitted to the GMS.
- f. To recommend independent parties as prospective members of the AC and ROC to the Board of Commissioners.
- g. To review the policies regarding facilities provided for the Board of Commissioners and Board of Directors.
- h. To conduct other tasks as assigned by the Board of Commissioners related to remuneration and nomination in accordance with the prevailing provisions.
- i. To report needed to the Board of Commissioners the result of reviews and recommendations with regard to the tasks of the RNC.

In addition, pursuant to OJK Regulation No 34/POJK.04/2014 dated December 8, 2014 regarding Nomination and Remuneration Committee of Issuers or Public Companies, the RNC has the following duties and responsibilities:

- a. Relating to nomination function:
- 1) Providing recommendations to the Board of Commissioners on:
    - a) The composition of Board of Directors and/or the Board of Commissioners;
    - b) Policies and criteria required in the nomination process ;and
    - c) Performance evaluation policy for members of the Board of Directors and/or the Board of Commissioners.
  - 2) Assisting the Board of Commissioners to assess the performance of Board of Directors and/ or Board of Commissioners based on pre-established benchmarks as the evaluation material.
  - 3) Providing recommendations to the Board of Commissioners on the competence development of the Board of Directors and/or the Board of Commissioners.
  - 4) Nominating the candidates for Directors and/or the Board of Commissioners to the Board of Commissioners to be submitted to the GMS.
- b. Providing Remuneration Function:
- 1) Providing recommendations to the Board of Commissioners on:
    - a) Remuneration structure;
    - b) Remuneration policy;
    - c) Amount of remuneration.
  - 2) Assisting the Board of Commissioners to assess the performance compatibility with the remuneration received by each of the Board of Directors and/or Board of Commissioners.

#### 10. Policies and Meetings Implementation of the RNC

The RNC holds meetings in accordance with the needs of the BCA, at the very least once every four months, as stipulated in the Financial Services Authority Regulation No. 34/POJK.04/2014 dated December 8, 2014 on Nomination and Remuneration Committee of Issuers or Public Companies. In 2019, RNC held 5 (five) meetings.

Minutes are prepared for each RNC meeting, describing the date of meetings, attendance of RNC members, meeting agenda, and meeting materials.

Attendance of RNC members in the meetings conducted throughout 2019 is described in the following table:

Name	Number of Meetings	Attendance	Percentage
Raden Pardede	5	5	100%
Djohan Emir Setijoso	5	5	100%
Hendra Tanumihardja	5	5	100%

Of the 5 (five) meetings, 2 (two) meetings were held to discuss nominations and 3 (three) were held to discuss remuneration:

No	Date	Agenda
1	February 27, 2019	Discussion Related to Nominations
2	March 6, 2019	Discussion Related to Nominations
3	March 6, 2019	Discussion Related to Remuneration
4	March 28, 2019	Discussion Related to Remuneration
5	April 16, 2019	Discussion Related to Remuneration

### 11. Policies Concerning Board of Directors Succession Plan

This Board of Directors succession policy covers:

- a. Develop and provide recommendations on systems and procedure of selection and or replacement of members of Board of Commissioners and Board of Directors to the Board of Commissioners, to be submitted to the GMS.
- b. Provide recommendations on prospective members of the Board of Commissioners and/or Board of Directors to the Board of Commissioners to be submitted to the GMS.
- c. Rotate the positions of each executive officer of BCA in order to prepare the executive officers to gain broad knowledge and experience as an officer at the head or branch offices.

### 12. Realization of Work Program of the RNC in 2019.

Throughout 2019, the RNC convened 5 (five) meetings and realized the committee's work programs as follows:

- a. Formulated recommendations for Board of Directors nominations for 2019.
- b. Formulated recommendations related to remuneration of the Board of Commissioners and/or the Board Directors.

### 13. Remuneration of the RNC

Remuneration paid to members of the for 1 (one) year is Rp63,620,908,119.00. Remunerations comprises salary/honorarium and other bonuses as the officer of BCA.

## 4. INTEGRATED GOVERNANCE COMMITTEE (IGC)

The IGC was formed by and is responsible to the Board of Commissioners of the BCA as the main entity in the financial conglomerate. The IGC was formed to assist the Board of Commissioners in monitoring the implementation of integrated governance.

## 1. Legal Basis

The establishment of an integrated governance committee refers to:

- OJK Regulation No. 18/POJK.03/2014 concerning the Implementation of Integrated Governance for Financial Conglomerates.
- OJK Regulation No. 33/POJK/04/2014 concerning Board of Directors and Commissioners of Issuers or Public Companies.
- OJK Circular Letter No. 15/SEOJK.03/2015 concerning the Implementation of Integrated Governance for Financial Conglomerate.
- The Board of Commissioners Decree of PT Bank Central Asia Tbk No. 37/SK/KOM/2015 dated February 26, 2015 on the Establishment of Integrated Governance Committee.
- The Board of Directors Decree No.160A/SK/DIR/2017 dated November 21, 2017 concerning the Revision of PT Bank Central Asia Tbk Integrated Governance Guidelines.
- The Board of Directors Decree No. 076/SK/DIR/2019 dated May 27, 2019 concerning Appointment of Members of the Integrated Governance Committee.

## 2. IGC Guideline and Code of Conduct

In carrying out its duties and responsibilities, IGC follows work guidelines contained in BCA's integrated governance guidelines.

The work guidelines and rules cover the following matters:

- Legal basis (reference).
- Position.
- Duties and responsibilities.
- Membership structure.

- Number and composition of Independent Commissioners.
  - Term of Duty.
  - Work mechanism.
  - Meeting provisions.
  - Minutes of meetings.
  - Reporting.
- b. Independent Commissioners representing and appointed by the Financial Services Institution in the Financial Conglomerate as a member;
  - c. An Independent Party as a member; and
  - d. Member of the sharia supervisory board from the Financial Services Institution in the Financial Conglomerate, as a member.

### 3. Structure and Membership of IGC

Membership of the committee must consist of:

- a. An Independent Commissioner from BCA (main entity) as the chairman concurrently as a member

Composition of IGC members as of December 31, 2019 is as follows:

Name	Position
Sumantri Slamet	Chairperson (concurrently independent commissioner of main entity)
Wimpie Rianto	Members (independent main entity)
Sulistiyowati	Member (independent commissioner of PT BCA Finance)
Gustiono Kustianto	Member (independent commissioner of BCA General Insurance)
Pudjianto	Member (independent commissioner of PT BCA Life Insurance)
Suyanto Sutjiadi	Member (Independent Commissioner of PT Bank BCA Syariah)
Sutedjo Prihatono	Member (Member of sharia supervisory board of PT Bank BCA Syariah)
Rudy Harjono	Member (BCA Finance Limited independent director )
Mendari Handaya	Member (independent commissioner of PT BCA Multi Finance formerly PT Central Santosa Finance)
Hendra Iskandar Lubis	Member (independent commissioner of PT BCA Sekuritas)

#### Number and Composition of Independent Commissioners

The number and composition of independent commissioners who are members of the IGC are adjusted to the needs of the financial conglomerate, as well as the efficiency and effectiveness in carrying out the tasks of the IGC, and heed the least representation of each financial service sector.

### 4. Members Profile

#### Sumantri Slamet

Educational background, position, and work experience of IGC member can be seen in corporate profile page 79 on this 2019 BCA annual report.

#### Wimpie Rianto

Educational background, position, and work experience of IGC member can be seen in corporate profile page 86 on this 2019 BCA annual report.

#### Sulistiyowati

The educational background, position and work experience of IGC Member can be seen in Corporate Profile page 87 on this 2019 BCA annual report.

#### Gustiono Kustianto

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 87 on this 2019 BCA annual report.

**Pudjianto**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 88 on this 2019 BCA Annual Report.

**Suyanto Sutjiadi**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 88 on this 2019 BCA Annual Report.

**Sutedjo Prihatono**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 89 on this 2019 BCA Annual Report.

**Rudy Harjono**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 89 on this 2019 BCA Annual Report.

**Mendari Handaya**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 90 on this 2019 BCA Annual Report.

**Hendra Iskandar Lubis**

Educational background, position, and work experience of IGC Member can be seen in Corporate Profile page 90 on this 2019 BCA Annual Report.

## 5. Education or Training

Throughout 2019, members of the IGC participated in education programs or training as follows:

Name	Education/Training	Organizer	Location	Date
Sumantri Slamet	Can be seen in the chapter of the Board of Commissioners - training program in the framework of improving the competence of members of the Board of Commissioners on this 2019 BCA Annual Report.			
Wimpie Rianto	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	February 21, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Sulistiyowati	National Seminar "Anti Fraud Strategy In Multifinance Industry"	APPI	Jakarta, Indonesia	February 21, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Gustiono Kustianto	Workshop ISO 31000 - International Risk Management Standart ERM Guidance for The Implementation ISO-31004	CRMS Indonesia	Bandung, Indonesia	July 23-26, 2019
	Master Class Risk Governance for Senior Managers and Board Members	CRMS Global dan ERMA- Enterprise Risk Management Academy	Bali, Indonesia	December 4, 2019



Name	Education/Training	Organizer	Location	Date
Pudjianto	Risk Management: The Next Generations	Indonesian Pension Fund Association	Bali, Indonesia	December 5, 2019
	Digital & Risk Management in Insurance Seminar year 2019	Indonesia Life Insurance Association	Bali, Indonesia	September 25-27, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Suyanto Sutjiadi	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Sutedjo Prihatono	Workshop Pre Ijtima Sanawi (Annual Meeting) DPS year 2019 in Sharia Banking	National Sharia Board - Indonesia Council of Ulama	Semarang, Indonesia	September 17, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Rudy Harjono	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Mendari Handaya	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019
Hendra Iskandar Lubis	Multifinance: Consumer Protection, Risk Management and Fraud Early Warning System in Digital Era	Indonesia Finance Company Association	Bali, Indonesia	April 26, 2019
	Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India	BCA	Jakarta, Indonesia	December 6, 2019

Name	Education/Training	Organizer	Location	Date
	Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Group	BCA	Jakarta, Indonesia	December 6, 2019

#### 6. Term of Office of IGC Members

Tenure of the members of the IGC is the same as the tenure of BCA's Board of Commissioners (main entity), and can be reappointed for the next period. Tenure of the currently in charge members of the IGC will end at the closing of BCA's Annual GMS in 2021.

#### 7. Independence of IGC Members

Independence and requirements of IGC members follow the independence and requirements of the Board of Directors and/or Board of Commissioners of the main entity and/or independence and requirements of the Board of Directors and/or Board of Commissioners of subsidiaries in the Financial Conglomerate.

#### 8. Duties and Responsibilities of IGC

In carrying out its functions, the IGC has the following duties and responsibilities:

- a. Evaluate the implementation of integrated governance at least through assessing the adequacy of internal controls and implement the compliance function in an integrated manner.
- b. Provide recommendations to the Board of Commissioners of BCA as the main entity in the Financial Conglomerate to improve the Integrated Governance Guidelines.

#### 9. Work Mechanism

The arrangements for the working mechanism of the IGC are as follows:

- a. The duties and responsibilities of the IGC are carried out through IGC meetings.
- b. In order to facilitate the implementation of tasks, the IGC assisted by the secretary of the committee to carry out secretarial tasks, which includes:
  - 1) Schedule meetings.
  - 2) Propose and contact the required resource person.
  - 3) Prepare and distribute invitations and meeting materials.
  - 4) Compile and distribute minutes of meetings.
- c. If needed, the IGC can invite speakers from members of the Board of Commissioners, the Board of Directors or other parties both from internal and external main entities and financial services institutions members of Financial Conglomerate.

#### 10. Policy and Implementation of Meetings

The IGC holds meetings at least 1 (one) time in 1 (one) semester as stipulated in the committee charter. During 2019, the committee currently in charge held 4 (four) meetings.

Attendance of data committee members in IGC meetings during 2019 were as follows:

Name	Number of Meetings	Attendance	Percentage
Sumantri Slamet	4	4	100%
Wimpie Rianto	4	4	100%
Adhi Gunawan Budirahardjo <sup>*)</sup>	4	1	25%
Sulistiyowati <sup>**)</sup>	4	3	75%
Gustiono Kustianto	4	4	100%
Pudjianto	4	3	75%
Suyanto Sutjiadi	4	4	100%
Sutedjo Prihatono	4	2	50%
Rudy Harjono	4	4	100%
Mendari Handaya	4	3	75%
Hendra Iskandar Lubis	4	4	100%

Note :

<sup>\*)</sup> Based on the GMS of PT. BCA Finance dated March 13, 2019, the term of office of Mr. Adhi Gunawan Budirahardjo has ended

<sup>\*\*)</sup> Mrs. Sulistiyowati assuming the position since May 27, 2019.

Total meetings were convened as follows:

No	Date	Agenda
1	March 13, 2019	Evaluation of the implementation of integrated governance in semester II 2018
2	June 19, 2019	Review the implementation of BCA's Financial Conglomerate integrated risk management
3	September 18, 2019	Evaluation of the implementation of integrated governance in semester I 2019
4	December 11, 2019	<ol style="list-style-type: none"> <li>1. Update information related to subsidiary companies in the BCA financial conglomerate.</li> <li>2. Follow up on the previous meeting.</li> <li>3. Coordination between Internal Audit Division and subsidiaries.</li> </ol>

## 11. Realization of Work Program and Activities of IGC Program in 2019

Throughout 2019, the IGC carried out IGC activities/work programs, such as, evaluating the implementation of integrated governance in the BCA's financial conglomerate. The evaluations were carried out, among others, through the presentation and discussion of the Integrated Internal Audit Report and the Integrated Compliance Report.

## EXECUTIVE COMMITTEES OF THE BOARD OF DIRECTORS

BCA has 7 (seven) executive committees appointed by the Board of Directors to help carry out the duties of the Board of Directors. The executive committees are tasked with providing objective opinions to the Board of Directors and help to improve the effectiveness of the Board's systematic implementation, as well as contributing according to their areas of duty and responsibility. The executive committee under the Board of Directors are:

1. Asset and Liability Committee.
2. Risk Management Committee.
3. Integrated Risk Management Committee.
4. Credit Policy Committee.
5. Credit Committee.
6. Information Technology Steering Committee.
7. Personnel Case Advisory Committee.

### 1. ASSET AND LIABILITY COMMITTEE (ALCO)

ALCO is a permanent committee under the Board of Directors whose mission is to optimally achieve BCA's profitability levels, as well as ensuring liquidity risk, interest rate risk, and controlled foreign exchange risk through the establishment of policies and strategies for assets and liabilities management. ALCO is determined based on Board of Directors Decree No. 167/SK/DIR/2019 dated October 25, 2019 regarding the Asset Liability Committee Structure (ALCO) and Board of Commissioners Decree No. 197/SK/KOM/2019 dated December 23, 2019 regarding the Scope of Duties and Responsibilities of the Board Directors and the main organization structure at of PT Bank Central Asia Tbk.

### 1. Main Functions of ALCO

ALCO has the following functions:

- a. To establish and evaluate liquidity management policies and strategies to maintain liquidity in accordance with the applicable provisions, and to meet the BCA's liquidity needs, including unexpected fund requirements, while minimizing idle funds.
- b. To establish and evaluate policies and strategies related to market risks, including interest rate and foreign exchange risk.
- c. To establish and evaluate pricing policies and strategies for funding products, loans and inter-office accounts.
- d. To establish and evaluate policies and strategies in structuring investment portfolios.
- e. To establish and evaluate policies and strategies for arranging balance sheet structure by anticipating changes in interest rates to achieve maximum net interest margin.

### 2. Authority of ALCO

ALCO has the authority to take strategic decisions in the management of the BCA's assets and liabilities within parameters set by the Board of Directors. The authority of ALCO as follows:

- a. To establish interest rates on time deposits, savings, and current accounts.
- b. To establish lending rates.
- c. To establish funding and investment strategies.
- d. To establish hedging strategy where necessary.
- e. To establish limits relating to liquidity risk, interest rate risk, and foreign exchange risk according to the overall risk management policy.

### 3. Membership Structure of ALCO and Voting Right Status

Position	Served by	Status Voting Rights
Chairman (concurrently as member)	President Director	Reserve voting rights
Members	<ul style="list-style-type: none"> <li>• Deputy President Director 1</li> <li>• Deputy President Director 2</li> <li>• Compliance and Risk Management Director</li> <li>• Corporate Banking Director</li> <li>• SME and Commercial Banking Director</li> <li>• Regional and Branch Network Director</li> <li>• Credit and Legal Director</li> <li>• Transaction Banking Director</li> <li>• Planning and Finance Director</li> <li>• Executive Vice President (EVP) in charge of Treasury and International Banking Division</li> <li>• Executive Vice President (EVP) in charge of the Corporate Banking Group</li> <li>• Executive Vice President (EVP) in charge of the Corporate Finance Division and the Corporate Communications and Secretariat Division</li> <li>• Head of the International Banking Division</li> <li>• Head of Treasury Division</li> <li>• Head of Corporate Finance Division</li> <li>• Head of Corporate Strategy and Planning Division</li> <li>• Head of the Corporate Banking, Transaction and Finance Group</li> <li>• Head of Commercial and SME Business Division</li> <li>• Head of Banking Transaction Product Development Division</li> <li>• Head of Banking Transaction Business Development and Marketing Division</li> <li>• Head of Banking Transaction Cooperation Solution Development Division</li> <li>• Head of Consumer Credit Business Division</li> <li>• Head of Risk Management Work Unit</li> </ul>	Reserve voting rights
Secretary	Senior Advisor Risk Management Work Unit in charge of Asset Liability Management (ALM)	No voting rights

#### ALCO Independency

All ALCO members have fulfilled the independence criteria and are able to carry out their duties independently.

#### 4. Main Duties of ALCO Members

Voting ALCO members have main duties as follows:

- a. To provide input to the ALCO secretary for the preparation of meeting agenda and materials.
- b. To provide input in the form of information and analysis on the ALCO meeting, regarding:
  - Methodology for determining price of product funds and loans.

- Methodologies for measuring liquidity risk, interest rate risk and foreign exchange risk.
- Determination of the price of funds and loan products.
- Competitiveness of interest rates for funds and loan products.
- Competitor bank strategy
- Constraints on the application of ALCO's decision results
- Customer behavior and changes.

#### Charter

BCA has ALCO guidelines listed in the Decree of the Board of Directors No. 167/SK/DIR/2019 dated October 25, 2019 concerning the asset and liability committee structure (ALCO) to support the implementation of ALCO's duties and responsibilities.

## 5. Meeting of ALCO

The terms of ALCO meetings are as follows:

- ALCO meetings are held as necessary and at least 1 (one) every month.
- ALCO meetings meet quorum if attended by at least 1/2 (half) plus 1 (one) of the members, including the chairman or alternate, or attended by 6 (six) Directors, including the chairman or alternate.

## 6. Decision Making

The decision-making provisions are as follows:

- Decision making in relation to the exercise of ALCO's authority will only be taken through legitimate ALCO meeting decisions.
- ALCO meeting decisions are valid and binding if approved by 1/2 (half) plus 1 (one) of the members with voting rights present plus 1 (one) vote.

## 7. Frequency of ALCO Meetings in 2019

As of December 31, 2019, ALCO held 12 (twelve) meetings with the following details:

Position	Number of Meetings	Date	Attendance	Percentage
President Director <sup>1)</sup>	12	• January 24, 2019	12	100%
Deputy President Director <sup>2)</sup>	3	• February 25, 2019	1	33%
Deputy President Director <sup>3)</sup>	12	• March 28, 2019	8	67%
Deputy President Director	12	• April 29, 2019	5	42%
Credit and Legal Director	12	• May 27, 2019	12	100%
Corporate Banking Director	12	• June 24, 2019	10	83%
Commercial and SME Banking Director	12	• July 30, 2019	10	83%
Regional and Branch Network Director	12	• August 26, 2019	10	83%
Compliance and Risk Management Director	12	• September 20, 2019	11	92%
Banking Transactions Director	12	• October 25, 2019	7	58%
Planning and Finance Director	12	• November 27, 2019	7	58%
Executive Vice President (EVP) in charge of the International Treasury and Banking Division	12	• December 17, 2019	9	75%
Executive Vice President (EVP) in charge of the Corporate Banking Group	12		5	42%
<i>Executive Vice President (EVP) in charge of Corporate Finance Division and Corporate Secretary and Communication Division</i>	12		8	67%

Position	Number of Meetings	Date	Attendance	Percentage
<b>Member Division Heads or Representing Officers:</b>				
International Banking Division	12		12	100%
Treasury Division	12		12	100%
Finance and Planning Division	12		4	33%
Divisi Corporate Strategy & Planning <sup>4)</sup>	9		7	78%
Corporate Banking and Corporate Finance Group	12		11	92%
Commercial and SME Business Division	12		12	100%
Banking Transaction Product Development Division	12		12	100%
Banking Transaction Business Development and Marketing Division	12		9	75%
Banking Transaction Cooperation Solution Development Division	12		4	33%
Consumer Credit Business Division	12		12	100%
Risk Management Work Unit	12		12	100%

Note:

<sup>1)</sup> Chairman of ALCO

<sup>2)</sup> In accordance with Annual GMS of BCA dated April 11, 2019 - term of Deputy President Director has ended and there was no reappointment

<sup>3)</sup> Assuming the position of Deputy President Director replacing Eugene K. Galbraith since October 3, 2019, previously assuming the position of Individual Banking Director

<sup>4)</sup> Becoming ALCO member since April 2019

## 8. Report of Responsibility

Realization of the committee's work is reported through:

- Minutes of regular meetings.
- Minutes of special meetings held to discuss specific issues.
- Data and information related to the areas covered.
- Notes and ALCO's opinion regarding the minutes of meetings and relevant data and information.

## 9. Realization of Work Program in 2019

Throughout 2019, ALCO realized the following work programs:

- Compiled follow-up report on the previous ALCO meeting resolutions.
- Compiled economic parameters including inflation, Bank Indonesia term deposit, interest rates, Rupiah and USD yield curves, market liquidity, and Rupiah exchange rates.
- Liquidity reserves comprising primary and secondary Rupiah and foreign exchange reserves, Rupiah and foreign exchange fund structure, credit projection, liquidity projection and losses due to liquidity risk.

- Determined the banking book interest rate risk based on the earnings perspective (NII method) and economic value perspective (EVE method).
- Following up on developments in trading book and forex interest rate risks.
- Established a loan portfolio consisting of limits and outstanding loans and debtor classes.
- Determined yield and cost of funds in rupiah and foreign currency.
- Prepared asset liabilities management analysis.
- Established stress tests for liquidity risk and stress tests in exchange rate and trading book interest rates.
- Kept up with the development of banking funds to total banking.
- Discussed and decided on changes in fund and credit interest rates, prime lending rates and limits relating to Asset Liability Management (ALM).
- Reviewed the profit/loss simulation results in accordance with BCA ALM strategy.



## 2. RISK MANAGEMENT COMMITTEE (RMC)

RMC was established to ensure the risk management framework provided adequate protection against all BCA risks. BCA's risk management and structure refers to the Board of Directors Decree No. 120/SK/DIR/2019 dated August 6, 2019 concerning the Structure of The Risk Management Committee. The establishment of the RMC is also guided by:

- OJK Regulation No. 18/POJK.03/2016 dated March 16, 2016 concerning the Implementation of Risk Management for Commercial Banks.
- The Board of Commissioners Decree No.197/SK/KOM/2019 dated December 23, 2019 concerning the Duties and Responsibilities of Board of Directors and the Organizational Framework of PT Bank Central Asia Tbk.

## 1. RMC Main Core Functions

RMC has the following main functions:

- a. Compiling policies, strategies, and guidelines to implement risk management.
- b. Improving the implementation of risk management based on the results of evaluation of the effective implementation of the risk management process and system.
- c. Determining matters relating to business decisions that deviate from the normal procedures (irregularities).

## 2. Authorities of RMC

The RMC has the authority to assess and give recommendations concerning matters relating to the risk management for the Board of Directors to make decisions.

## 3. Structure, Membership of RMC and Voting Rights Status

Based on the Board of Directors Decree No. 120/SK/DIR/2019 dated August 6, 2019 concerning the Structure of the RMC, the structure, membership and voting status of the RMC are as follows:

Position	Served by	Voting Rights Status
Chairman (concurrently as member)	Compliance and Risk Management Director	Reserve voting rights
Permanent members <sup>1)</sup>	<ul style="list-style-type: none"> <li>• All members of the Board of Directors</li> <li>• Executive Vice President of the Credit Risk Analysis Group (EVP GARK)</li> <li>• Head of Compliance Work Unit</li> <li>• Head of Internal Audit Division <sup>3)</sup></li> </ul>	Reserve voting rights
Non-permanent member <sup>2)</sup>	<ul style="list-style-type: none"> <li>• Executive Vice President in except EVP GARK</li> <li>• Work Units / Groups outside Permanent Members</li> </ul>	Reserve voting rights
Secretary (concurrently permanent member)	Head of Risk Management Work Unit/Substitute Officer	Reserve voting rights

Notes:

1) For concurrent position, the person only has one vote.

2) Presence is according to the topic discussed.

3) Do not have voting rights.

### RMC Independency

All RMC members have fulfilled the independence criteria and are able to carry out their duties independently.

#### 4. Main Duties of RMC Members

- a. Provide suggestions to the RMC secretary on topics and meeting materials to be discussed at the meeting of RMC.
- b. Provide information and analysis related to the topics discussed at the meeting of RMC.
- c. Topics that can be discussed at the meeting include:
  - The direction and objectives of BCA in formulating policies, strategies and guidelines for the implementation of risk management and changes if necessary.
  - Assessment of the effectiveness of the risk management framework implementation.
  - Developments and trends in total risk exposure from BCA and suggestions of an acceptable level of overall risk tolerance (risk appetite).
  - Results of studies regarding the total risk exposure faced by BCA and its impact.
  - Assess BCA's capital adequacy in dealing with the risk of losses arising using various stress testing scenarios.
  - Proposal for developing risk measurement methodologies, contingency plans in abnormal conditions (worst case scenario), and other approaches related to BCA risk management.
  - Matters requiring justification related to business decisions that deviate from normal procedures (irregularities).
  - Limits of authority, exposure, and concentration of the loan portfolio as well as other parameters aimed at limiting risk.

#### Charter

RMC has guidelines for carrying out its duties and responsibilities, based on Board of Directors Decree No. 120/SK/DIR/2019 dated August 6, 2019 concerning the RMC Structure.

#### 5. RMC Meetings

The following are the conditions concerning RMC meetings:

- a. RMC meetings are carried out according to the needs and at least 1 (once) in 3 (three) months or 4 (four) times in 1 (one) year
- b. RMC meetings are legitimate if attended by at least 2/3 (two thirds) of permanent members or 1/2 (one half) of the permanent members by requesting the approval of all permanent members.

#### 6. Decision Making

The following are the provisions concerning decision making:

- a. Decision making concerning the use of RMC authority is only made through the legitimate results of a committee meeting.
- b. The decisions of a RMC meeting valid and binding if approved by more than 1/2 (one half) of the number of members present.

## 7. Frequency of RMC Meetings in 2019

As of December 31, 2019, the committee held 4 (four) meetings with the following details:

Position	Number of Meetings	Date	Attendance	Percentage
President Director (Jahja Setiaatmadja)	4	<ul style="list-style-type: none"> <li>• March 12, 2019</li> <li>• May 6, 2019</li> <li>• November 18, 2019</li> <li>• December 13, 2019</li> </ul>	4	100%
Deputy President Director (Eugene K. Galbraith) <sup>*)</sup>	1		1	100%
Deputy President Director (Suwignyo Budiman)	4		3	75%
Deputy President Director (Armand W. Hartono)	4		3	75%
Credit and Legal Director (Subur Tan) <sup>1)</sup>	4		4	100%
Commercial and SME Banking Director (Henry Koenafi)	4		4	100%
Regional and Branch Network Director (Erwan Yuris Ang)	4		4	100%
Corporate Banking Director (Rudy Susanto)	4		4	100%
Human Resource Director (Lianawaty Suwono)	4		1	25%
Compliance and Risk Management Director (Inawaty Handojo) <sup>2)</sup>	4		4	100%
Banking Transactions Director (Santoso)	4		3	75%
Planning and Finance Director (Vera Eve Lim)	4		4	100%
EVP Credit Risk Analysis Group (GARK)	4		3	75%
Head of Compliance Work Unit	4		4	100%
Head of Risk Management Work Unit (Secretary)	4		4	100%
Head of Internal Audit Division	4		4	100%
EVP Corporate Finance Division and Corporate Communication and Secretariat Division <sup>3)</sup>	1	1	100%	
EVP Strategic Information Technology Group <sup>3)</sup>	1	1	100%	
Kepala Divisi Individual Customer Business Development <sup>3)</sup>	1	1	100%	
Head of Business Finance and Planning Sub-Division <sup>3)</sup>	2	2	100%	
Head of Electronic Banking Sub-Division <sup>3)</sup>	1	1	100%	

Note:

1) Served as chairman (Director of compliance and risk management) until September 2019.

2) Served as chair (Director of compliance and risk management) starting in October 2019.

3) The number of meetings for non-permanent members is in accordance with the invitations for the related discussion topic.

\*) Number of meetings in line with effectively serving as Directors.

## 8. Accountability Reporting

Accountability and work realization of the RMC is reported through:

- a. Periodical written report at least in one year to the Board of Directors concerning the results of the routine RMC meetings.
- b. Written report to the Board of Directors concerning the results of special meetings held to discuss certain matters.
- c. Special report or activity report (if necessary).

## 9. Realization of RMC Work Unit Year 2019

Throughout 2019, RMC held 4 (four) meetings and accomplished the following work programs:

- a. Informing of new OJK Regulation related to legal lending limit (LLL) and provision of large funds.
- b. Informing related to Interest rate risk in the banking book (IRRBB) including reporting obligations and calculation results based on OJK Circular Letter.
- c. Inform related to the results of the Bottom Up Stress Test (BUST) 2018/2019.
- d. Inform the results of the review and update changes to the Informal Risk Appetite Statement.
- e. Inform BCA strategic risk related Digital Finance/ Fintech.
- f. Inform operational risk capital reserves using the Standardized Approach.

### 3. INTEGRATED RISK MANAGEMENT COMMITTEE (IRMC)

IRMC was established to ensure the risk management framework provides integrated and adequate coverage over all risks faced by BCA and its subsidiaries.

The committee's structure is determined based on the Board of Directors Decree No. 121/SK/DIR /2019 dated August 6, 2019 concerning the Integrated Risk Management Committee Structure.

The establishment of the committee refers to the OJK Regulation 17/POJK.03/2014 concerning Implementation of Integrated Risk Management for Financial Conglomerate.

#### 1. Main Functions of IRMC

The RMC has the main function of providing recommendations to the Directors, which at least include:

- Compilation of integrated risk management policies.
- Revision or refinement of risk management policy based on evaluation results.

#### 2. Authorities of IRMC

The IRMC is authorized to review and provide recommendations on risk management related matters for decisions by the Board of Directors.

### 3. Structure, IRMC Membership, and Status of Voting Rights

Position	Served by	Voting Rights Status
Chairman (concurrently member)	The director in charge of the integrated risk management function	Reserve voting rights
Permanent member <sup>1)</sup>	<ul style="list-style-type: none"> <li>• All members of the Board of Directors</li> <li>• Head of Compliance Work Unit</li> <li>• Head of Internal Audit Division<sup>3)</sup></li> </ul>	
Non-permanent member <sup>2)</sup>	<ul style="list-style-type: none"> <li>• All Executive Vice Presidents</li> <li>• All Head of Divisions / Business Units / Groups / Work Units related to Subsidiary Companies, other than Permanent Members</li> </ul>	
1. Executive Officer		
2. Subsidiary Director <sup>*)</sup>	Directors who represent and are appointed by the Subsidiary	
Secretary (concurrently permanent member)	Head of Risk Management Work Unit/Alternate Officer	

Notes:

\*) The number and composition are adjusted to the needs as well as the efficiency and effectiveness of the implementation of IRMC tasks by taking into account, among others, the representation of each financial service sector.

1) If there are concurrent positions, the person concerned only has one vote.

2) According to the topics discussed.

3) Do not have voting rights.

#### 4. Main Duties of the IRMC

In carrying out its functions, the IRMC has the following main duties:

- Provide recommendations to the secretary of the IRMC regarding the topics and meeting materials to be discussed in the IRMC meeting.
- Provide input in the form of information and analysis related to the topics discussed at the committee meeting.

Topics that can be discussed at the IRMC meeting include:

- The direction and objectives of BCA in formulating policies, strategies and guidelines for the implementation of integrated risk management, and amendments as needed.
- Assessment of the effectiveness of the implementation of an integrated risk management framework.
- Developments and trends in integrated risk exposure and propose overall risk levels that can be taken (risk appetite) and risk tolerance.
- Results of study of the total integrated risk exposure and their impacts.
- Assess the Bank's capital adequacy in dealing with the risk of losses arising employing various stress testing scenarios.
- Propose development of risk measurement methods, contingency plans in abnormal conditions (worst case scenario), and other methods related to integrated risk management.

- Matters requiring justification related to business decisions that deviate from normal procedures (irregularities).
- Limit of authority, exposure, and concentration of the loan portfolio as well as other parameters aimed at limiting risk.
- Refining the implementation of integrated risk management periodically and incidentally as a result of changes in internal and external conditions that affect capital adequacy, risk profile, and ineffectiveness in the application of integrated risk management based on evaluation results.

#### 5. Meetings of IRMC

The provisions of IRMC meetings are as follows:

- IRMC meetings are held as needed and at least 1 (one) every semester
- IRMC meetings are valid if attended by more than 1/2 (one-half) of permanent members, at least 51% (fifty one person) of the permanent members.

#### 6. Decision Making

The following provisions regulate the decision-making process in the IRMC:

- Decision making related to the exercise of the IRMC's authority will only be carried out through legitimate IRMC meeting decisions.
- IRMC meeting decisions are valid and binding if approved by more than half of the members present.

## 7. Frequency of IRMC Meeting in 2019

As of December 31, 2019, the committee held 3 (three) meetings with the following details:

Position	Number of Meetings	Date	Attendance	Percentage
President Director <sup>1)</sup>	3	• May 27 <sup>th</sup> • September 2 • December 2	3	100%
Deputy President Director <sup>1)</sup>	3		1	33%
Deputy President Director <sup>1)</sup>	3		3	100%
Credit and Legal Director <sup>1) 4)</sup>	3		3	100%
Commercial and SME Banking Director <sup>1)</sup>	3		2	67%
Regional and Branch Network Director <sup>1)</sup>	3		2	67%
Corporate Banking Director <sup>1)</sup>	3		3	100%
Compliance and Risk Management Director <sup>1) 4)</sup>	3		3	100%
Human Capital Director <sup>1)</sup>	3		1	33%
Banking Transaction Director <sup>1)</sup>	3		2	67%
Planning and Finance Director <sup>1)</sup> (formerly PT Central Santosa Finance)	3		1	33%
Head of Compliance Work Unit <sup>1)</sup>	3		3	100%
Head of Risk Management Work Unit (Secretary) <sup>1)</sup>	3		3	100%
Head of Internal Audit Division <sup>2)</sup>	3		3	100%
PT BCA Finance Director <sup>2)</sup>	3		3	100%
PT BCA Multi Finance Director <sup>2)</sup>	3		2	67%
PT BCA Syariah Director <sup>2)</sup>	3		3	100%
BCA Finance Limited Director <sup>2)</sup>	3		2	67%
PT BCA Sekuritas Director <sup>2)</sup>	3		0	0%
PT BCA Insurance Director <sup>2)</sup>	3		3	100%
PT BCA Life Director <sup>2)</sup>	3		2	67%
PT Central Capital Ventura Director <sup>2)</sup>	3		3	100%

Notes:

1) Permanent member

2) Non-permanent members

3) The number of meetings for non-permanent members is in accordance with the invitations for the related discussion topic

4) As of October 3, 2019, based on the Commissioner's Decree No. 157/SK/KOM/2019 there was a change of Director who led risk management from Mr. Subur Tan to Mrs. Inawaty Handoyo.

- Bank Royal has joined as a member of the BCA Financial Conglomerate as of November 14, 2019, but has not been invited to the KMRT Meeting.

## 8. Accountability Reporting

Responsibilities and work realization of the IRMC are reported through:

- Written reports periodically at least 1 (one) In a year to the Board of Directors, containing results of regular committee meetings.
- Written report to the Board of Directors regarding the results of special meetings held to discuss certain matters.
- Special reports or activity reports (if needed).

## 9. Realization of Work Program in 2019

Throughout 2019, IRMC realized the following work programs:

- Reviewed the implementation of the integrated risk management of the BCA Financial Conglomerate.
- Implemented sustainable finance.
- Requested OJK opinions related to integrated risk management.
- Performed IRMIS development updates.
- Compiled a report on the integrated risk profile of the first semester of the BCA Financial Conglomerate in 2019.

- Conduct an integrated stress test for the Financial Conglomerate of BCA in 2019.
- Discuss the concept of the proposed Financial Conglomerate of circuit breaker of BCA.

#### 4. CREDIT POLICY COMMITTEE (CPC)

CPC was formed to direct the granting of credit through the formulation of credit policies in the framework to achieve prudent credit targets. BCA CPC has been validated through Board of Directors Decree No. 175/SK/DIR/2019 dated November 5, 2019 concerning the Structure of the Credit Policy Committee (CPC).

The establishment of the committee was based on:

- POJK 42/POJK.03/2017 dated July 12, 2017 concerning Obligations for the Compilation and Implementation of Credit Policies or Bank Financing for Commercial Banks.
- Board of Commissioners Decree No. 197/SK/KOM/2019 dated December 23, 2019 concerning the Duties and Responsibilities of the Board of Directors and the Main Framework of PT Bank Central Asia Tbk.

#### 3. Structure, Membership, and Voting Status of CPC

Position	Filled By	Voting Status
Chairman (concurrently member)	President Director	Reserve voting rights
Permanent member <sup>1)</sup>	<ul style="list-style-type: none"> <li>• Deputy President Director</li> <li>• Credit and Legal Director</li> <li>• Compliance and Risk Management Director</li> <li>• Corporate Banking Director <sup>2)</sup></li> <li>• Commercial and SME Banking Director <sup>2)</sup></li> <li>• Banking Transactions Director <sup>2)</sup></li> <li>• Executive Vice President of the Credit Risk Analysis Group (EVP GARK) <sup>2)</sup></li> <li>• Executive Vice President Group Corporate Banking and Corporate Finance (EVP GBKF) <sup>2)</sup></li> <li>• Executive Vice President in charge of Treasury Division and International Banking Division (EVP DTR-DPI) <sup>2)</sup></li> <li>• Head of Credit Risk Analysis Group and / or Head of Commercial &amp; SME Business Division and / or Head of the Corporate Banking Transaction and Finance Group and / or Head of Consumer Credit Division and / or Head of Work Units under the Directorate of Banking Transactions and / or Head of the International Banking Division or Substitute Officer <sup>2)</sup></li> <li>• Head of Internal Audit Division or Substitute Officer</li> <li>• Head of Compliance Unit or Substitute Officer</li> </ul>	Reserve voting rights
Secretary (concurrently permanent member)	Head of Risk Management Work Unit or Substitute Officer	Reserve voting rights

Notes:

1) Other directors have the right to attend CPC meetings, but without voting rights

2) According to the topics discussed.

#### 1. Main Functions of CPC

The CPC has the following main functions:

- Assist the Board of Directors in formulating credit policies, especially those relating to the principle of prudence in credit.
- Monitor and evaluate the application of credit policies so they can be implemented consistently and consequently.
- Conduct periodic reviews of the Bank's basic credit policy.
- Monitor the development and condition of loan portfolios.
- Provide suggestions and corrective measures for the results of monitoring and evaluation that have been carried out.

#### 2. Authorities of CPC

CPC has the authority to provide recommendations on corrective measures to the Board of Directors on matters relating to credit policy.



#### 4. Duties and Responsibilities of CPC

CPC members have the following main tasks:

- Provide opinions to the CPC secretary in preparing the agenda and meeting materials.
- Provide input in the form of information and analysis at a committee meeting to make a CPC decision, regarding:
  - Development of credit policies (corporate loans, commercial loans, SME loans, Small Enterprises Loans, consumer loans, credit cards and interbank credit) in accordance with BCA's mission and business plan.
  - Compliance with statutory provisions in granting credit.
  - Development and quality of the overall credit portfolio.
  - The veracity of the exercise of authority to decide upon credit.
  - The veracity of the process of granting, developing, and quality of credit given to related parties and certain large debtors.
  - The veracity of the implementation of the legal lending limit (LLL).
  - Settlement of problem loans in accordance with the provisions of the credit policy.

- Bank fulfillment over the adequacy of the allowance for possible write-offs.
- Results of supervision of the application and implementation of the Bank's basic credit policy.

#### 5. CPC Meeting

The following are provisions regarding CPC meetings:

- CPC meetings are held as needed and at least 1 (one) in a year.
- CPC meetings are valid if at least 2/3 (two thirds) of the members are present.

#### 6. Decision Making

The decision-making provisions of the committee are as follows:

- Decision making in relation to the use of CPC authority can be carried out through circulation to CPC members or through legitimate committee meetings.
- Decisions through meetings or circulations to CPC members will be considered valid and binding if approved by more than 1/2 (half) the members present.

#### 7. Frequency of CPC Member Meetings During 2019

As of December 31, 2019, the committee had held 1 (one) meeting with the following details:

Position	Number of Meetings	Attendance	Percentage	Remark
President Director (Jahja Setiaatmadja)	1	1	100%	
Deputy President Director 1 (Eugene K. Galbraith)	1	0	0%	When the committee meeting was held, he was no longer serving as Deputy President Director 1
Credit Director (Inawaty Handojo) <sup>1)</sup>	1	1	100%	
Corporate Banking Director <sup>1)</sup> (Rudy Susanto)	1	1	100%	
Compliance, Law and Risk Management Director (Subur Tan)	1	1	100%	
Commercial and SME Banking Director <sup>1)</sup> (Henry Koenafi)	1	1	100%	
Individual Banking Director <sup>1)</sup> (Suwignyo Budiman) <sup>**)</sup>	1	NA	-	The topic of the CPC meeting was not related to consumer credit policy

Position	Number of Meetings	Attendance	Percentage	Remark
Banking Transactions Director <sup>1)</sup> (Santoso)	1	NA	-	The topic of the CPC meeting was not related to the banking transaction policy
Executive Vice President in charge of Treasury Division and International Banking Division <sup>1)</sup>	1	NA	-	The topic of the CPC meeting was not related to treasury or international banking policies
Executive Vice President of the Credit Risk Analysis Group (EVP GARK) <sup>1)</sup>	1	1	100%	
Executive Vice President Group Corporate Banking Transaction and Finance (EVP GBKF) <sup>1)</sup>	1	1	100%	
Head of Credit Risk Analysis Group or substitute official <sup>1)</sup>	1	1	100%	
Head of the Commercial Business and SME Division or substitute officials <sup>1)</sup>	1	1	100%	
Head of Corporate Banking and Corporate Finance or substitute officials <sup>1)</sup>	1	1	100%	
Head of Consumer Credit Business Division or substitute officer <sup>1)</sup>	1	NA	-	The CPC meeting topic did not concern the consumer credit policy
Head of Work Unit under the Directorate of Banking Transactions or substitute officials <sup>1)</sup>	1	NA	-	The topic of the CPC meeting was not related to the banking transaction policy
Head of the International Banking Division or substitute official <sup>1)</sup>	1	NA	-	The topic of the CPC meeting was not related to international banking policy
Head of Internal Audit Division or substitute official	1	1	100%	
Head of Compliance Work Unit or substitute official	1	1	100%	
Head of Risk Management Work Unit or substitute official	1	1	100%	

## Notes:

- The meeting was held on April 16, 2019.

<sup>1)</sup> In accordance with the topics discussed

<sup>\*)</sup> At the meeting held on April 16, 2019, the person concerned still held the position of Director of Credit

<sup>\*\*)</sup> When the meeting was held on April 16, 2019, he was still serving as Director of Individual Banking.

## 8. Accountability Reporting

The responsibility and realization of the work of the committee is reported through:

- Periodic written reports to the Board of Directors with a copy to the Board of Commissioners regarding the results of supervision, monitoring and evaluation of the implementation of the bank's credit policy base as well as suggestions for the necessary improvements.
- Reports related to data and other information relating to the results of monitoring and evaluation of activities.

## 9. Realization of the CPC work Program in 2019

Throughout the implementation of its management duties in 2019, the CPC carried out a work program, which provides recommendations on Internal Provisions in GARK Corporation for Disbursement and Monitoring of Investment Credit Facilities and Project Finance.

## 5. CREDIT COMMITTEE (CC)

CC was formed to assist the Board of Directors in evaluating and/or providing credit decisions in accordance with the authority limits set by the Board of Directors, as stipulated in the BCA articles of association and by taking into account business development without neglecting the prudence principle.

The establishment of the committee was determined through Directors Decree No. 176/SK/DIR/2019 dated November 5, 2019 concerning the Credit Committee Structure.

The formation of the CC refers to:

- OJK Regulation No. 42/POJK.03/2017 dated July 12, 2017 concerning Obligations for the Compilation and Implementation of Credit Policies or Bank Financing for Commercial Banks.
- Board of Commissioners Decree No. 197/SK/KOM/2019 dated December 23, 2019 regarding the Scope of Duties and Responsibilities of the Board Directors and the main organization structure at of PT Bank Central Asia Tbk.
- The Board of Directors Decree No. 094/SK/DIR/2017 dated July 31, 2017 regarding the Organizational Structure of Credit Risk Analysis Group (GARK).
- The Board of Directors Decree No. 178/SK/DIR/2019 dated November 8, 2019 concerning the Organizational Structure of the Corporate Banking, Transaction and Finance (GBKF) Group.
- Corporate credit provisions manual.
- Commercial credit provisions manual.

### 1. Main Functions of CC

The main functions of the CC are as follows:

- Provide direction and if necessary be able to conduct a more in-depth and comprehensive credit analysis
- Provide a decision or recommendation on the draft credit decision submitted by the referral /proposer related to:

- Large debtors
- Specific Industry
- Special requests from the Directors.
- To discuss credit applications that are the decisions of the Board of Directors that need the approval of the Board of Commissioners and the attached meeting minutes of meeting to seek approval from the Board of Commissioners (with exceptions for credit extension).
- Coordinate with the asset and liabilities committee (ALCO) in terms of aspects of credit funding and adjusting corporate loan interest rates.

### CC Level

In carrying out its duties, the CC is grouped under the following credit categories:

- Corporate CC.
- Commercial CC.

### 2. Authorities of CC

The authority of the CC includes making credit decisions or providing recommendations for the draft of credit decisions, by referring to the provisions concerning the authority to approve credit as contained in the Corporate Credit Manual and Commercial Credit Manual.

The following is the scope of authority vested in the CC:

- In terms of level of authority:
  - The CC has the authority to approve credit in accordance with the authorized maximum amounts specified for each type of CC.
- In terms of object credit decisions:
  - Making credit decisions for corporate and commercial categories above a certain value.
  - Making decision on the proposed credit facility.
  - Determine plans for takeovers/ purchases of loans that have either been restructured or have not yet been restructured from other financial institutions.

### 3. Membership Structure of CC and Voting Rights Status

Based on the Board of Directors Decree No. 176/SK/DIR/2019 regarding the Credit Committee Structure, the structure, membership, and status of the CC voting status are as follows:

#### Structure, membership and Voting Status of the Corporate CC

Position	Served By	Voting Right Status <sup>1)</sup>
Chairman (concurrently as permanent member)	Credit and Legal Director	Reserve voting rights
Permanent members	President Director • Deputy President Director <sup>1</sup> • Corporate Banking Director • EVP GARK • EVP GBKF <sup>(2)</sup> • EVP DTR-DPI <sup>(2)</sup>	No voting rights
	• EVP GBKF <sup>(2)</sup> • EVP DTR-DPI <sup>(2)</sup>	
Non-permanent members	• Other directors having the authority to decide on credit • Compliance and Risk Management Director (DCR) <sup>3)</sup>	Reserve voting rights
Secretary (concurrently permanent member)	Head of GARK	No voting rights

Notes:

1) Decision making through meetings is done by a voting mechanism.

2) According to the topics discussed.

3) Has voting rights in terms of deciding credit settlement and matters relating to risk management.

#### Structure, Membership and Voting Status of Commercial CC

Position	Served By	Voting Right Status <sup>1)</sup>
Chairman (concurrently as permanent member)	Head of GARK based on compliance with commercial credit exposure handled	Reserve voting rights
Permanent members	• Commercial and SME Banking Director • Credit and Legal Director • EVP GARK • Head of Regional Office	No voting rights
	Compliance and Risk Management Director <sup>3)</sup>	
Non-permanent members	Compliance and Risk Management Director <sup>3)</sup>	No voting rights
Secretary (concurrently permanent member)	Credit Adviser	No voting rights

Notes:

1) Decision making through meetings is done by a voting mechanism

2) The duties of chairman can be substitute among the Head of Group in accordance to the commercial credit exposure that they handled

3) Has voting rights in terms of deciding credit settlement and matters relating to risk management.

### 4. Duties and Responsibilities of CC

Duties of the committee are:

- Provide direction, a more comprehensive credit analysis is carried out, if necessary, should the presented information be not sufficient for decision making.
- Provide consideration to the draft credit decisions submitted by provider of recommendation/referral.
- Decide on credit based on professional skills in an honest, objective, accurate, and thorough manner.

- Provide input to the secretary regarding the need for CC meetings.

### 5. CC Meetings

The following provisions govern CC meetings:

- CC meetings are held as needed, at least 6 (six) times within one year.
- CC meetings can be held and declared valid if attended by at least 3 (three) members having voting rights.
- CC meetings can be conducted through teleconferences.

- For the corporate CC, the Compliance and Risk Management Director or his substitute must attend each CC meeting.
- Commercial CC meetings can be held both at the head office and at the local regional office.
- Each CC meeting must be stated in the minutes of the meeting.

## 6. Decision Making

The following provisions govern the decision-making process:

- Decision making on credit can be made in approval of a decision draft, which is circulated in writing or memo circulation by email to the members of the CC or through legitimate CC meetings. If the circulated draft decision is not approved by one member of the committee, then the secretary needs to reschedule CC meeting immediately.

## 7. Frequency of CC Meeting in 2019

Through 2019, Corporate CC meeting hold by 20 (twenty) meetings commercial CC and hold by 5 (five) meetings. Meeting implementation and attendance rate of members of both the corporate CC and commercial CC during in 2019 are as follows:

### Frequency of Meetings and Attendance of the Board of Directors at the Corporate CC in 2019

Position	Number of Meetings	Attendance	Percentage
President Director (Jahja Setiaatmadja)**	20	19	95%
Deputy President Director (Armand W. Hartono)****	20	7	35%
Deputy President Director (Eugene Keith Galbraith)**a	12	7	58%
Credit Director (Inawaty Handojo)*	20	19	95%
Corporate Banking Director (Rudy Susanto)**	20	20	100%
Commercial and SME Banking Director (Henry Koenafifi)***	20	13	65%
Individual Banking Director (Suwignyo Budiman)***	20	7	35%
Compliance and Risk Management Director (Subur Tan)***	20	16	80%
Regional and Branch Network Director (Erwan Yuris Ang)***	20	-	-
Banking Transactions Director (Santoso)***	20	1	5%
Human Resource Director (Lianawaty Suwono)****	20	1	5%
Finance and Corporate Secretariat Director (Vera Eve Lim)****	20	1	5%

- For the corporate CC, if the credit decisions taken at the committee meeting have not met the provisions concerning the Board of Directors' authority to decide on credit, the credit decision draft is circulated for approval of other the Board of Directors and/or the Board of Commissioners.
- Monitors and resource persons do not have voting rights in credit decisions.

### Accountability of CC

Accountability of the CC is delivered through the minutes of CC meeting, circulated decision memorandum, and periodic committee reports.

Position	Number of Meetings	Attendance	Percentage
EVP GARK**	20	18	90%
EVP GBKF**	20	10	50%
EVP DTR-DPI**	20	-	-

Notes: Data as of August 31, 2019

\* Chairperson (concurrently a permanent member)

\*\* Permanent member

\*\*\* Non-permanent members

\*\*\*\* Other Directors

a Based on the BCA Annual GMS on April 11, 2019, the term of office of the Director has ended and has not been reappointed.

b Served as Director of Compliance & Risk Management starting in October 2019.

c Served as Deputy President Director starting in October 2019.

#### Frequency and Attendance Rate of Board of Directors in Commercial CC in 2019

Position	Number of Meetings	Attendance	Percentage
Credit Director (Inawaty Handojo)**	5	5	100%
Commercial and SME Banking Director (Henry Koenaifi)**	5	5	100%
Compliance and Risk Management Director (Subur Tan)***	5	1	20%
EVP GARK**	5	5	100%
Head of GARK*	5	5	100%
Head of Small and Medium Business Division in Commercial Business and SME****	5	1	20%
Head of Compliance Work Unit*****	5	2	40%
Head of Regional Office **	5	4	80%

Notes: Data as of December 31, 2019

\* Chairperson (concurrently a permanent member)

\*\* Permanent member

\*\*\* Non-permanent members

\*\*\*\* Interviewees

\*\*\*\*\* Monitors.

a Served as Director of Compliance & Risk Management starting in October 2019.

## 8. Realization of Meetings in 2019

Throughout the implementation of its management tasks in 2019, the corporate CC held 20 (twenty) meetings and the Commercial CC held 5 (five) meetings, with the realization of the meetings as follows:

Corporate CC Meeting Dates		Commercial CC Meeting Dates
January 10, 2019	June 18, 2019	January 10, 2019
February 7, 2019	June 25, 2019	March 27, 2019
February 26, 2019	July 9, 2019	May 6, 2019
March 26, 2019	July 18, 2019	July 8, 2019
March 28, 2019	July 23, 2019	August 27, 2019
April 4, 2019	August 1, 2019	
April 9, 2019	August 6, 2019	
April 16, 2019	August 13, 2019	
April 30, 2019	August 20, 2019	
May 14, 2019	August 29, 2019	

## 6. INFORMATION TECHNOLOGY STEERING COMMITTEE (ITSC)

The ITSC was established to ensure that the implementation of the information technology (IT) system is in line with the BCA's strategic plans, and that implementation aims to improve the BCA's competitive advantage through the utilization of appropriate IT functions. The ITSC was established based on the Board of Directors Decision No. 127/SK/DIR/2017 dated October 10, 2017 regarding the Structure of Information Technology Steering Committee.

### Charter

The ITSC carries out its duties and responsibilities based on the Decree of the Board of Directors No. 128/SK/DIR/2017 dated October 10, 2017 concerning the Charter of Information Technology Steering Committee.

The establishment of ITSC is also guided by the following regulations:

- OJK Regulation No. 38/POJK.03/2016 concerning Application of Risk Management in the Use of Information Technology by Commercial Banks.
  - OJK Circular SEOJK No. 21/SEOJK.03/2017 regarding the Application of Risk Management in the Use of Information Technology by Commercial Banks.
  - The Board of Commissioners Decree No. 197/SK/KOM/2019 dated December 23, 2019 concerning the Duties and Responsibilities of the Board of Directors and the Organizational Framework of PT Bank Central Asia Tbk.
  - The Board of Directors Decree No. 095/SK/DIR/2017 dated July 31, 2017 concerning the Organizational Structure of the Strategic Information Technology Group (GSIT).
- The Board of Directors Decree No. 077/SK/DIR/2018 dated May 28, 2018 concerning the Revised Organizational Structure of the Strategic Information Technology Group (GSIT).
  - Basic policies for risk management in the use of information technology.

### 1. Main Functions of ITSC

The ITSC has the following main functions:

- To review and recommend IT strategic plans to be in line with BCA's business plans.
- To conduct periodic evaluations of IT support for BCA's business activities.
- To ensure IT investments provide added value to BCA.

### 2. Authorities of ITSC

The authority of the ITSC is as follows:

- Provide recommendations to the Board of Directors on IT strategic plans to align with BCA's strategic business activities.
- Provide recommendations for strategic steps to minimize the risk of BCA investment in the IT sector.
- Provide recommendations for investment feasibility in the IT sector that can contribute to the achievement of BCA's business objectives.
- Provide recommendations on the formulation of key IT policies, standards and procedures.



### 3. Structure, Membership and Voting Right Status of ITSC and Voting Rights Status

Based on the Board of Directors Decree No. 127/SK/DIR/2017 dated October 10, 2017 concerning the Structure of the Information Technology Steering Committee, the structure, membership, and status of the ITSC voting rights are as follows:

Position	Served By	Voting Right Status
Chairman concurrently member)	Director in charge of Information Technology	Reserve voting rights
Secretary (concurrently member)	Head of Data Management and IT Management Office Group <sup>*)</sup>	Reserve voting rights
Member <sup>1)</sup>	<ul style="list-style-type: none"> <li>• Compliance and Risk Management Director</li> <li>• Regional and Branch Network Director</li> <li>• Executive Vice President of Information Technology (EVP IT)</li> <li>• <i>Strategic Information Technology Group (GSIT)</i><sup>*)</sup>:               <ul style="list-style-type: none"> <li>- Head of the Data Management and IT Management Office Group</li> <li>- Head of the IT Architecture and Service Quality Group</li> <li>- Head of Application Management Group</li> <li>- Head of the IT Infrastructure and Operation Group</li> <li>- Head of the Digital Innovation Solutions Group</li> </ul> </li> <li>• Head of Enterprise Security Work Unit</li> <li>• Head of Risk Management Work Unit</li> <li>• Head of Compliance Work Unit</li> <li>• Head of Operations-Services Strategy and Development Division</li> <li>• Head of Unit for Main IT Users<sup>**)</sup></li> </ul>	Reserve voting rights
	• Head of Audit Internal Division	Reserve voting rights

Notes:

\*) GSIT only has one vote which is represented by EVP TI

\*\*\*) Participation in a meeting depends on the topic of the meeting that is relevant to the work unit concerned.

### 4. Duties and Responsibilities of ITSC

In carrying out its duties and responsibilities, ITSC is guided by the Board of Directors Decree No. 128 / SK / DIR / 2017 dated 10 October 2017 concerning the Charter of the Information Technology Steering Committee. ITSC has several responsibilities as follows:

- To review IT strategic plans to be in line with the strategic plans of BCA's business activities
- To review the effectiveness of strategic steps to minimize the risk of BCA investment in the IT sector
- To review investment feasibility in the IT sector that can contribute to the achievement of BCA's business objectives
- To review key IT policies, standards and procedures
- Monitor and ensure conformity of approved IT projects with IT strategic plans.
- Monitor and ensure the suitability of IT project implementation with agreed project plans (project charter).
- Monitor and ensure alignment between IT and management information system needs and the needs of the business activities of BCA.
- Monitor IT work performance and any effort to improve it.
- Monitor efforts to solve various problems related to IT, which cannot be resolved by the user work unit and IT work unit effectively, efficiently and on time.
- Ensure the adequacy and allocation of resources owned by BCA.

## 5. Meetings of ITSC

The following provisions govern committee meetings:

- ITSC meetings are held according to the needs of BCA, at least 4 (four) times in 1 (one) year.
- ITSC meetings can only be held if attended by at least 2/3 (two thirds) of the number of members invited and have voting rights.

## 6. Decision Making

Provisions related to decision making by the ITSC are as follows:

- Decision making in relation to the exercise of the ITSC's authority will only be made through a legitimate ITSC meeting decision.
- ITSC meeting decisions are valid and binding if agreed by at least half the number of members present and having voting rights plus 1 (one) vote.

## 7. Frequency of ITSC Meetings in 2019

As of December 31, 2019, the ITSC held 4 (four) meetings with the following details:

- March 20, 2019
- July 16, 2019
- September 27, 2019
- November 29, 2019.

### Schedule and Frequency of ITSC Meetings in 2019

Position	Number of Meetings	Attendance	Percentage
Deputy President Director (Armand W. Hartono) <sup>1)</sup>	4	4	100%
Compliance and Risk Management Director (Inawaty Handojo) <sup>2)</sup>	4	4	100%
Regional and Branch Network Director (Erwan Yuris Ang)	4	4	100%
Executive Vice President of Information Technology	4	4	100%
Strategic Information Technology Group (GSIT) <sup>3)</sup> :			
- Head of the Data Management and IT Management Office Group	4	4	100%
- Head of IT Architecture and Service Quality Group <sup>4)</sup>	1	1	100%
- Head of Application Management Group <sup>5)</sup>	-	-	-
- Head of the IT Infrastructure and Operation Group	4	4	100%
- Head of the Digital Innovation Solutions Group	4	4	100%
Head of the Enterprise Security Work Unit	4	4	100%
Head of Risk Management Work Unit	4	4	100%
Head of Compliance Work Unit	4	4	100%
Head of Operations-Services Strategy and Development Division	4	4	100%
Head of Internal Audit Division <sup>6)</sup>	4	4	100%

Notes:

1) Chairman.

2) Served as Director of Compliance and Risk Management since October 3, 2019.

3) GSIT has only one vote represented by EVP TI.

4) Head of IT architecture and service quality group retires as of April 2019.

5) As of December 31, 2019 present the position of head of the application management Group is still vacant, so represented at the ITSC meeting by:

- SR IT Adviser Integration & Transactional Banking Application.
- SR IT adviser integration and business & back office application.

6) No voting rights.

## 8. Accountability Reporting

Accountability reports/realization of ITSC work is submitted through the minutes of ITSC meetings with the following conditions:

- ITSC members presence in the meeting has fulfilled the quorum.
- The results of the ITSC meeting must be stated in the minutes of the meeting and properly documented.
- Minutes of meetings are prepared by the secretary of ITSC and signed by the chair of the ITSC.

## 9. Realization of Work Programs of ITSC in 2019

Throughout 2019, the ITSC implemented work programs including:

- Evaluated and oversaw the implementation of IT strategic projects to be aligned with BCA's strategic corporate objectives and business direction.
- Evaluated the implementation of processes and technologies exercised in IT project development.
- Reviewed and oversaw strategic measures to minimize the risk of IT investment, reduce operating costs, and improve IT service levels.
- Monitored the use of the 2019 IT budget.
- Reviewed and evaluated new IT strategic projects, including:
  - a) Customers 360° to support customer profiling and know customer sentiment so as to be able to provide appropriate solutions.
  - b) Campaign management to support the effectiveness of campaign or marketing activities in accordance with the intended target customers.
  - c) Fraud Detection System to detect fraud by maximizing data such as location, time, and customer transaction patterns.

- Evaluated and oversaw IT initiatives implemented to support the delivery of IT strategic projects. These initiatives are:
  - a) Development of big data near real-time analytics capabilities to support business units in generating business-based solutions and BCA transactional banking services.
  - b) Development of a centralized and integrated data platform for reporting and predictive analytics needs to improve the digital customer experience.
  - c) Development of new data centers corresponding to the direction of business transformation and the increasing need for IT operational processing capacity in line with BCA's business growth.
  - d) Building new approaches to IT project development using lean and agile principles, which focus on the design of products and services that are appropriate for customers.
- Reviewed and evaluated the development of the capabilities of IT Human Resources and Management Office to be able to adapt to technological changes
- Reviewed and evaluated the IT Risk Management and IT Compliance Management Processes to Achieve Good IT Governance.

## 7. PERSONNEL CASE ADVISORY COMMITTEE (PCAC)

PCAC was formed by and reports to the Directors. The PCAC has the mission to provide recommendations to the Board of Directors regarding the resolution of cases that meet the principles of justice and equality through the review of violations and/or crimes committed by employees. PCAC is determined by BCA based on Board of Directors Decree No. 181/SK/DIR/2013 dated December 24, 2013 concerning the Personnel case Advisory Committee Structure.

PCAC is also guided by the following regulations:

- The Board of Directors Decree No. 021 /SK/DIR/2012 on February 6, 2012 concerning Amendment to Guidelines for Handling Violation Cases.
- The Board of Directors Decree No. 018/SK/DIR/2013 concerning Revision of Decree of Authority in the Scope of Human Resources at the Head Office.
- The Board of Commissioners Decree No. 197/SK/KOM/2019 dated December 23, 2019 concerning the Discipline of the Duties and Responsibilities of Directors and the Organizational Framework of PT Bank Central Asia Tbk.
- Guidelines for the Standardization of Branch Offices and Regional Offices.

## 3. Membership Structure of PCAC

The structure, membership and status of the committee's voting rights are regulated in the Board of Directors Decree No. 181/SK/DIR/2013 dated December 24, 2013 concerning the Structure of the Personnel Advisory Case Committee, which is as follows:

Position	Served by	Voting Rights Status
Chairman (concurrently member)	Head of Human Capital Management Division	Reserve voting rights
Members	<ul style="list-style-type: none"> <li>• Head of Internal Audit Division</li> <li>• Head of Legal Group</li> <li>• Head of Operations-Services Strategy and Development Division</li> </ul>	Reserve voting rights
Non-permanent member	Head of Network Management and Regional Development Division	Reserve voting rights
Secretary (concurrently member)	Head of Audit Sub-Division of Branch Offices and Regional Offices	No voting Rights

### Independency of PCAC

All PCAC members have fulfilled the independency criteria and are able to carry out their duties independently.

## 1. Main Functions of the PCAC

The PCAC has the following main functions:

- Examine cases of violations and/or crimes committed by employees that require a decision of the Board of Directors to follow up on the resolution.
- Provide recommendations to the Board of Directors in determining the follow-up settlements to the cases of violations and/or crimes, which include the imposition of sanctions, improvement of operational systems and procedures, as well as legal proceedings if necessary.
- Periodically review cases of violations and/or crimes being resolved decided by the Head of The Main Branch Office and the Head of Regional Office.
- Provide advice and direction (if needed) to branch offices and regional offices in handling violation and/or crime cases.

## 2. Authorities of the PCAC

The PCAC has the authority to provide suggestions/recommendations to the Board of Directors regarding the resolution of violations cases and/or crimes committed by employees.

#### 4. Main Duties of the PCAC

The main task of committee members having voting rights is to provide input in the form of information, analysis and consideration at meetings to make proposals/recommendations regarding:

- Imposition of sanctions.
- Improvements in operational system and procedures.
- Legal proceedings.

If there PCAC members are unable to attend the meeting, his presence may be represented by other officials (at the Head of Sub-Division or Bureau Chief) appointed by the member concerned.

#### 5. Meetings of the PCAC

Provisions regarding the implementation of PCAC meetings are as follows:

- Committee meetings are held as needed
- Voting rights are held by members
- Committee meetings meet quorum if attended by at least 2/3 (two thirds) of total members.

#### 6. Decision Making

Provisions related to the decisions of committee meetings and decision making by the committee are as follows:

- Decision making related to the exercise of the committee's authority can only be made through legitimate committee meeting decisions
- Decisions made in committee meetings can be in the form of:
  - One recommendation to the Board of Directors agreed by all members ; or
  - More than one recommendation (if no mutual agreement is reached).

#### 7. Frequency of the PCAC Meetings in 2019

As of December 31, 2019, the committee held 8 (eight) meetings with details:

##### Meeting Frequency PCAC in 2019

Position	Number of Meetings	Tanggal Rapat	Kehadiran	Persentase
Head of Human Capital Management Division <sup>*)</sup>	8	• January 28, 2019 • February 26, 2019	8	100%
Head of Internal Audit Division <sup>1)</sup>	8	• April 23, 2019 • May 28, 2019	8	100%
Head of Legal Group <sup>1) 3)</sup>	4	• July 9, 2019	3 <sup>#)</sup>	75%
Acting Head of Legal Group <sup>1) 4)</sup>	4	• August 8, 2019 • October 11, 2019	2 <sup>#)</sup>	50%
Head of Operations Strategy and Development Division - Services <sup>1)</sup>	8	• November 28, 2019	7 <sup>#)</sup>	87.5%
Head of Network Management and Regional Development Division <sup>2)</sup>	8		7 <sup>#) ##)</sup>	87.5%

Notes:

\*) Chairman

1) Permanent member

2) Non-permanent members

3) Pension as of July 1, 2019

4) Acting head of legal group since July 1, 2019

#) Unable to attend meetings

##) One meeting was represented by the head of regional and branch performance development subdivision.

**8. Accountability Report**

Accountability report on work realization of the committee’s is reported in:

- Minutes of committee’s regular meetings
- Minutes of the special committee meeting held to discuss certain matters.

**9. Realization of Work Program of PCAC 2019**

In performing its duties throughout 2019, the committee held eight meetings, and realizations of the work program were to provide input in terms of information, analysis and consideration to make recommendations for actions to be taken by the Board of Directors to resolve violations committed by employees that required the Board of Directors decision for settlement, including the imposition of sanctions and/or improvement of systems and operational procedures and/or legal proceedings.

**CORPORATE SECRETARY**

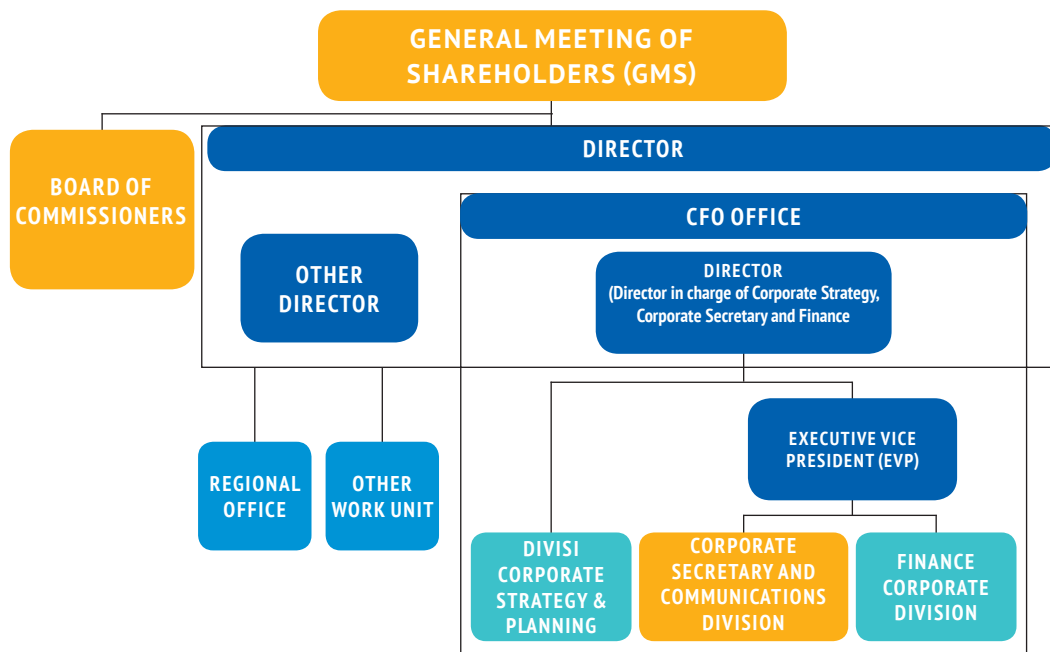
The establishment of the obligatory position of Corporate Secretary at BCA is based on POJK regulation No. 35/POJK.04/2014 on Corporate Secretary of Issuers or Listed Companies. Through the corporate secretary, BCA strives to improve the disclosure of information and communication to all stakeholders. The corporate secretary is also responsible for:

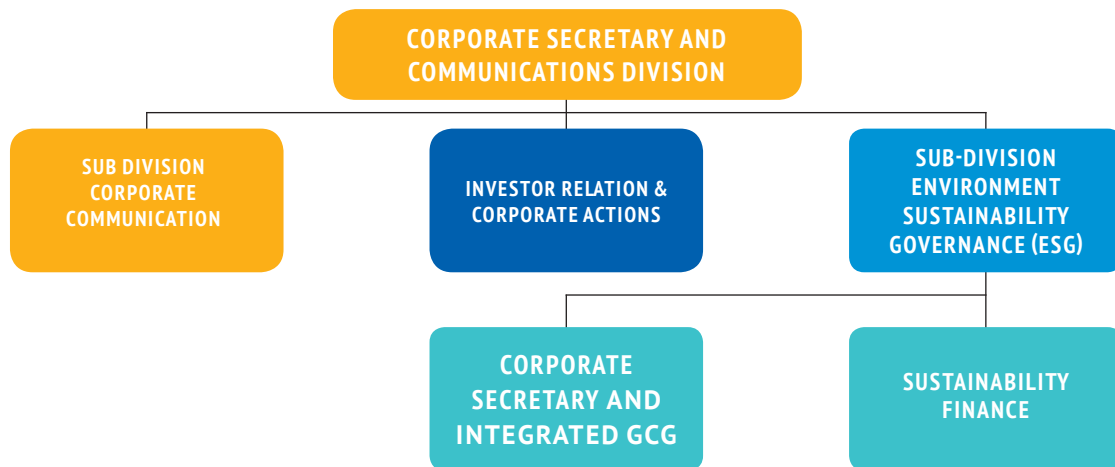
- Ensure BCA has implemented Good Corporate Governance principles;
- Manage the positive images and necessity of BCA;
- Maintain good relationship with all stakeholders;
- Support BCA’s business conducted by the management;
- Implement secretarial duties; and
- Ensure the compliance of BCA with all applicable regulations.

**Structure and Position of the Corporate Secretary**

The Corporate Secretary function at BCA is carried out by the Corporate Secretariat and Communications Division. BCA’s Corporate Secretary has a position as an Executive Vice President (EVP) position under the supervision of the director in charge of finance, planning and corporate secretary.

The division’s organizational structure is as follows:





### Corporate Secretary Profile

In 2019, BCA appointed Raymon Yonarto as Corporate Secretary (effective since September 1, 2019) replacing Jan Hendra, who served in this position from October 1, 2016 to August 31, 2019.

#### Jan Hendra (October 1, 2016-August 31, 2019)

Appointed as Corporate Secretary since October 1, 2016, based on Decree No. 2235/SK/HCM-KP/A/2016 and served until August 31, 2019.

Jan Hendra is an Indonesian citizen and domiciled in Indonesia, and has had a career in the banking industry since 2005. Prior to serving as corporate secretary of the Company, he held various managerial positions within the consumer card business group (card center) as the Head of Marketing and Product Development (April 2013-September 2016), Head of the Consumer Card Portfolio Management (2012-2013), Head of Issuing Portfolio Management (2012), and Head of Business Development (2009-2012). He obtained a bachelor's degree in electrical engineering from Trisakti University, Jakarta (1997), and completed his post-graduate (S2) study in software systems engineering at University of Melbourne, Australia (2000).

#### Raymon Yonarto (September 1, 2019 - current)

Appointed as Corporate Secretary since September 1, 2019, based on Decree No. 2271/SK/HCM-KP/A/ 2019.

Raymon Yonarto has held various managerial positions in BCA as Head of the Finance and Planning Division (2011-2018), Corporate Secretary (2007-2011) and Head of Investor Relations (2005-2006). Prior to joining BCA, he served as vice president in the Indonesia Financial Sector Policy Committee (2002-2003), vice president in the Indonesian Bank Restructuring Agency (1998-2002), banking analyst at PT DBS Securities Indonesia (1996-1998), and at the accounting, finance and internal audit department, Modern Group (1994-1996).

He obtained his title Bachelor of Arts Major in Accounting from Philippines Christian University (1994) and MBA from Strathclyde University in the United Kingdom, (2004) where he attended as a Chevening Scholar.



## Competence Development and Training Programs

In support of the conduct of his duties, the Corporate Secretary has followed the development of competence and training courses throughout 2019, as follows:

Name	Training Topic/Conference	Organizer	Location	Date
Jan Hendra	Mandiri Investment Forum	Mandiri Sekuritas	Jakarta, Indonesia	January 31 – February 1, 2019
	CFA Level 2 Training Program	BINUS Business School	Jakarta, Indonesia	February 9 – May 25, 2019
	UBS Indonesia Conference	UBS	Jakarta, Indonesia	March 5, 2019
	Nomura Investment Forum	Nomura	Singapore	May 27 – 28, 2019
	13 <sup>th</sup> Annual Indonesia Conference	CGS CIMB	Bali, Indonesia	June 27 – 28, 2019
	Agile Leadership & Strategic Visioning for Driving Innovation	National University of Singapore, NUS Business School	Bogor, Indonesia	July 3 - 5, 2019
	Citi Indonesia Investor Conference	Citigroup	Jakarta, Indonesia	August 6, 2019
	The 10 <sup>th</sup> Annual Collaborative Indonesia Corporate Day "Best of Indonesia 2019"	Daiwa Capital Markets, IDX & PT Bahana Sekuritas	Tokyo, Japan	October 3 - 4, 2019
Raymon Yonarto	22 <sup>nd</sup> Credit Suisse Asian Investment Conference	Credit Suisse	Hong Kong	March 25 – 26, 2019
	Agile Leadership & Strategic Visioning for Driving Innovation	National University of Singapore, NUS Business School	Bogor, Indonesia	July 3 - 5, 2019
	Asia Pacific CEO-CFO Conference	JP Morgan	New York, USA	September 4 - 5, 2019
	The 10 <sup>th</sup> Annual Collaborative Indonesia Corporate Day "Best of Indonesia 2019"	Daiwa Capital Markets, IDX & PT Bahana Sekuritas	Tokyo, Japan	October 3 - 4, 2019
	Indonesia Knowledge Forum	BCA	Jakarta, Indonesia	October 8 - 9, 2019
	18 <sup>th</sup> Annual Asia Pacific Summit	Morgan Stanley	Singapore	November 21 - 22, 2019
	<i>Sharing Session "Navigating Change" by HDFC Bank (Housing Development Finance Corporation) India</i>	BCA	Jakarta, Indonesia	December 6 2019
	<i>Sharing Session "The Ecosystem" by OVO, Tokopedia, HaloDoc and Djarum Grup - BCA - Jakarta, Indonesia.</i>	BCA	Jakarta, Indonesia	December 6 2019

## Corporate Secretary Functions

In accordance with POJK No. 35/POJK.04/2014, the functions of the BCA corporate secretary include:

1. To keep updated with the developments in the capital market, especially regarding laws and regulations applicable to the capital market;
2. To provide input to the Board of Directors and the Board of Commissioners to comply with the provisions of capital market laws and regulations;
3. To assist the Board of Directors and the Board of Commissioners in the implementation of corporate governance, covering:
  - a. Information disclosure to the public, including information available on BCA's website;
  - b. Timely reporting to the OJK;
  - c. Organization and documentation of general meeting of shareholders;
  - d. Organization and documentation of meetings of the Board of Directors and/or Board of Commissioners;
  - e. Implementation of orientation program for the Board of Directors and/or Board of Commissioners.
4. To serve as BCA's liaison with the BCA shareholders, the OJK, and other stakeholders.

Based on Board of Directors Decree No. 136/SK/DIR/2019 dated August 30, 2019 on Implementation of Sustainable Finance at PT BCA Tbk, the Secretariat and Communications Division, has the following tasks:

1. Build and manage the BCA image and be responsible for the secretarial duties of a listed company, integrated corporate governance, corporate communications, and investor relations.
2. Maintain and improve BCA's credibility and financial reputation within the wholesale financial markets community, so as to facilitate BCA's access to funding from the markets as needed.
3. Implement, ensure and monitor all aspects of integrated corporate governance as a listed company in accordance with applicable rules and regulations; to ensure access to transparent information for shareholders, capital market authorities, analysts and the general public through BCA website, periodic and annual reports and other forms of reporting.
4. Develop a sustainable finance culture and to disseminate such culture to all relevant parties within the Company in order to achieve a sustainable performance.
2. Conducted Self-Assessment on the Implementation of Corporate Governance and Integrated Governance.
3. Prepared the Corporate Governance Implementation Report.
4. Prepared the Corporate Social Responsibility Report
5. Adjusted the implementation of corporate governance with the provisions from regulators.
6. Organized the Porseni in celebration of BCA's 62nd Anniversary.
7. Organized a Public Expose (with investor relations)
8. Organized Press Conference and Analyst Meeting
9. Organized National Work Meeting (with other work units).
10. Issued press releases on BCA's performance and progress
11. Conducted reviews and updates on the BCA corporate communications material and media for external and internal audience, such as updates on the corporate governance and investor relations sections at the BCA website, issuer's reports to regulators, Info BCA magazine, etc.
12. Conducted reviews and updates on BCA's corporate governance-related policies along with other related units, including updates on BCA's Corporate Governance Guidance, Affiliated Transaction Policy, Annual Disclosure Policy, etc.

#### Brief Description of the Implementation of Corporate Secretary Duties in 2019

In 2019, the corporate secretary conducted the following activities, among others:

1. Convened the annual general meeting of shareholders and the extraordinary general meeting of shareholders.

#### Corporate Secretary Report in 2019

Throughout 2019, the corporate secretary discharged the following tasks and responsibilities:

- a. To keep abreast of developments in the capital market, especially on laws and regulations applicable to the capital market

No.	Subject	Description
1.	Corporate actions	<ul style="list-style-type: none"> <li>- Convened the Annual GMS for financial year 2018 on April 11, 2019</li> <li>- Convened the 2019 Extraordinary GMS on June 20, 2019</li> <li>- Coordinate the acquisition of PT Bank Royal Indonesia and the acquisition of PT Rabobank International Indonesia</li> <li>- Coordinate payment of interim dividend and the cash dividend</li> </ul>
2.	Implementation of capital market regulations	<ul style="list-style-type: none"> <li>- Implementation of OJK Regulation No. 11/POJK.04/2017 concerning Report of Ownership or Changes to Ownership of Shares of Listed Companies</li> <li>- Coordination with regard to the preparation of Sustainable Finance Action Plan (RAKB).</li> </ul>

- b. To provide input to the Board of Directors and the Board of Commissioners to comply with the provisions of capital market laws and regulations

No.	Subject	Description
1.	Analysis of Capital Market Provisions	<p>Analysis on capital market provisions is contained in:</p> <ol style="list-style-type: none"> <li>Memos addressed to the Board of Directors and/or the Board of Commissioners through the secretary to the Board of Directors concerning fulfillment of good corporate governance implementation, namely Memorandum No. 237/MO/DCS/2019 dated August 29, 2019.</li> <li>BCA internal portal (MyBCA) in the hotspot section, with links to related GCG articles: <ol style="list-style-type: none"> <li>Annual Report.</li> <li>Internal audit charter.</li> <li>Investigations in the Capital Market Sector.</li> <li>Reporting for Commercial Banks OJK Reporting System.</li> <li>Summary of Amendment to OJK Regulation on Pre-emptive rights.</li> <li>Summary of Amendment to the Regulation on the Planning and Organizing of General Meeting of Shareholders of Public Company.</li> <li>The re-examination for the bank's primary parties.</li> <li>Buyback of Shares Issued by Public Company.</li> <li>Merger or foundries of Public Company.</li> <li>Special Provision on the Listing of Shares and Equity Securities issued by listed companies other than Stock at the Accelerated Board.</li> </ol> </li> </ol>
2.	Input/opinion	<ul style="list-style-type: none"> <li>- Review and analyse of Affiliated Transaction at BCA.</li> <li>- Meetings and training for the Board of Commissioners and Board of Directors.</li> <li>- Formulation of the Sustainable Finance Action Plan.</li> <li>- Follow-up on fulfillment of ASEAN Corporate Governance Scorecard.</li> </ul>
3.	Adjustment of corporate governance implementation with the latest provisions such as Bank Indonesia regulations, OJK regulations, and ACGS provisions	<ul style="list-style-type: none"> <li>- Update Corporate Governance Guideline.*</li> <li>- Update Affiliated Transaction Policy.*</li> <li>- Conduct mapping of the integrated governance within the BCA Financial Conglomeration.</li> </ul> <p>* Review and policy formulation conducted in coordination with other relevant work units.</p>

- c. To assist the Board of Directors and the Board of Commissioners in the implementation of corporate governance, covering:

No.	Subject	Description
1.	Information disclosure to the general public, including information available at the website of issuer or listed company	<ul style="list-style-type: none"> <li>- Review and improvement of the corporate governance section of BCA website.</li> <li>- Provision of disclosure of information/investor news for investors and the general public, accessible at BCA's website <a href="https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Berita-Investor">https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Berita-Investor</a>.</li> <li>- Provid of BCA reports on BCA's website, including: <ol style="list-style-type: none"> <li>Annual report (<a href="https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Laporan-Tahunan">https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Laporan-Tahunan</a>)</li> <li>Monthly, Quarterly and Annual Financial Statement (<a href="https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Laporan-Kuangan">https://www.bca.co.id/en/Tentang-BCA/Hubungan-Investor/Laporan-Kuangan</a>);</li> <li>Corporate Governance Report (<a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola</a>)</li> <li>Integrated Governance Implementation Report (<a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola</a>)</li> <li>Sustainability Report and/or Corporate Social Responsibility Report (<a href="https://www.bca.co.id/en/Tentang-BCA/Korporasi/Cari-Tahu-Tentang-BCA/sustainability-report">https://www.bca.co.id/en/Tentang-BCA/Korporasi/Cari-Tahu-Tentang-BCA/sustainability-report</a>)</li> </ol> </li> </ul>

No.	Subject	Description
	Information disclosure to the general public, including information available at the website of issuer or listed company (continued)	<ul style="list-style-type: none"> <li>- Disclosure of information on Recovery Plan 2019 accessible at the BCA website: (<a href="https://www.bca.co.id/~media/Files/product-files/20190520-pengungkapan-rp-2019-indonesia">https://www.bca.co.id/~media/Files/product-files/20190520-pengungkapan-rp-2019-indonesia</a>)</li> <li>- Disclosure of information related to Corporate Action Acquisition of Bank Royal <a href="https://www.bca.co.id/~media/Files/Report/RUPS/20190426-rencana-rancangan-akuisisi-IN.ashx">https://www.bca.co.id/~media/Files/Report/RUPS/20190426-rencana-rancangan-akuisisi-IN.ashx</a></li> <li>- Information disclosure related to the change of Corporate Secretary <a href="https://www.bca.co.id/~media/Files/gcg/20190903-Keterbukaan%20Informasi%20Penggantian%20Corsec.ashx">https://www.bca.co.id/~media/Files/gcg/20190903-Keterbukaan%20Informasi%20Penggantian%20Corsec.ashx</a></li> <li>- Disclosure of Information on Affiliated Transaction.</li> <li>- providing interim dividend payment schedule information and cash dividends</li> <li>- provide disclosure of information related to corporate actions (acquisition of PT Rabobank International Indonesia)</li> </ul>
2.	Timely reporting to OJK	<ul style="list-style-type: none"> <li>- Conducting the Self Assessment on Corporate Governance Implementation for the first semester in 30 July 2019 and for the second Semester in 30 January 2020, and reporting the assessment results to OJK</li> <li>- Submitting reports or correspondences related to implementation of corporate governance and capital market provisions to OJK and the Indonesia Stock Exchange as described in the section on access to information in this Annual Report.</li> <li>- Submitting the Annual Good Corporate Governance Implementation Report</li> <li>- Conducting the self-assessment on integrated corporate governance in financial conglomeration for the first Semester in 14 August 2019 and for the second Semester in 17 February 2020, and reporting the assessment results to OJK.</li> <li>- Submitting reports or correspondences related to implementation of integrated corporate governance to OJK and the Indonesia Stock Exchange as described in the section on access to information in this Annual Report.</li> </ul>
3.	Organization and documentation of general meeting of shareholders (GMS)	<p>Organizing the Annual GMS and the Extraordinary GMS, and the proper documentation of data on BCA Annual GMS and Extraordinary GMS comprising of the notice, invitation, and results of the Annual GMS and the Extraordinary GMS, through:</p> <ul style="list-style-type: none"> <li>- The BCA website at <a href="https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi">https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Aksi-Korporasi</a>.</li> <li>- Documentation data collection (softcopy and hardcopy) by the Corporate Secretariat and Integrated GCG Bureau - Corporate Secretary and Corporate Communication Division.</li> </ul>
4.	Organization and documentation of meetings of the Board of Directors and/or Board of Commissioners	<p>Meetings of the Board of Directors and/or Board of Commissioners are documented by the Board of Directors bureau. Quarterly, the bureau submits the documentation data on such meetings to the Corporate Secretariat and Integrated GCG Bureau - Corporate Secretary and Corporate Communication Division, for data collection.</p> <p>The number of meetings of the Board of Directors and/or Board of Commissioners in 2019 is presented in the section on meetings of the Board of Directors and Board of Commissioners in this Annual Report.</p>
5.	Implementation of orientation program for the Board of Directors and/or the Board of Commissioners	<p>An orientation program is provided for new members of the Board of Directors and /or Board of Commissioners. The report of the orientation program is presented in the sections on Board of Directors and Board of Commissioners in this Annual Report.</p>

- d. To serve as BCA's liaison with the Company's shareholders, the OJK, and other stakeholders:

No.	Subject	Description
1.	Organization of public expose	Conducted a Public Expose (with investor relations) on August 21, 2019, at the Indonesia Stock Exchange. BCA has reported the proceedings of the Public Expose to the Indonesia Stock Exchange as per regulations.
2.	Organization of press conferences and analyst meetings	In 2019, Press Conferences and Analyst Meetings were conducted on: <ul style="list-style-type: none"> <li>- February 28, 2019 (regarding the position in quarter IV-2018)</li> <li>- April 25, 2019 (regarding the position in quarter I-2019)</li> <li>- July 24, 2019 (regarding the position in quarter II-2019)</li> <li>- October 28, 2019 (regarding the position in quarter III-2019)</li> </ul>
3.	Internal communications and events	<ul style="list-style-type: none"> <li>- Organized a National Work Meeting on December 5-6, 2019, (with other relevant work units).</li> <li>- Conducted optimum internal communications through internal media such as updates on news clippings, Info BCA magazine, TV Plasma, etc.</li> </ul>
4.	Corporate communications material	<ul style="list-style-type: none"> <li>- Updated the Corporate Governance section in BCA's website.</li> <li>- Managed and Updated the information presented in the BCA's website in accordance with prevailing regulations.</li> <li>- Issued Press releases on the BCA's performance and progress. The report on 2019 press releases is presented in the access to information section in this annual report.</li> <li>- Conducting corporate communications material such as the Company's published financial statements through the mass media, advertisement on national holidays, and others.</li> <li>- Developing and implementing the BCA's sponsorship activities in accordance with Company policies.</li> </ul>

### Information Disclosure Report

Throughout 2019, BCA has disclosed information to the public, both in Bahasa and in English, through the mass media, the BCA's website, and the IDX website. BCA has also submitted periodic reports to the IDX, the OJK Capital Market and/or OJK Banking Supervision Department, and Integrated SPE-IDX e-reporting sites. The information disclosure report is presented in the access to information section in this Annual Report.

### MAIN DUTIES OF INVESTOR RELATIONS

#### Main Duties of Investor Relations

The main duties of investor relations is representing Board of Directors in its relationship with the community of investors and capital market, comprising:

- Communicate to the investors, potential investors, analysts, and the capital market community in general related to the development of performance, strategies and achievements as well as other important information of the company in a proportional, accurate, timely and in accordance with applicable regulations.
- Prepare material and carry out road show activities, analyst meetings, and conference calls.
- Inform various aspects related to BCA's shares and performance and financial reports to interested parties, such as analysts, investors, and potential investors.
- Manage relationships with analysts, fund managers, experts, and economic observers (especially stocks).
- Monitor and report to the Directors on the results of analysts' evaluations of BCA's performance and share price on a regular basis.

- Coordinate the corporate rating process and provide development proportionally, accurately, on time to the performance agencies, strategies and achievements and other important company information to rating agencies
- Supports the preparation, publishing and distribution of annual reports to investors / analysts.
- Providing BCA financial data and information to investors and the capital market community.

**Activities of Investor Relations**

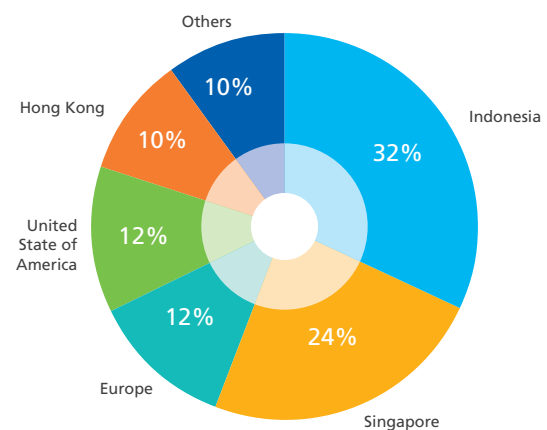
Investor Relations maintains communication with the finance and capital market communities in order to provide them with precise and accurate perspectives on the performance, business prospects and any other information deemed necessary for investors to make decisions. Investor relations activities must continuously uphold the principles of confidentiality and equal treatment for all investors.

BCA always maintain communication with shareholders through holds an analyst meeting to expose its performance every quarter. BCA also actively attends conferences and non deal road shows held by securities companies that bring together BCA with domestic and global investors. Apart from that, the Company also receives visits from investors and holds conference calls in line with investor’s requests.

**Statistics of BCA Investor Relations’ Activities in 2019 and 2018**

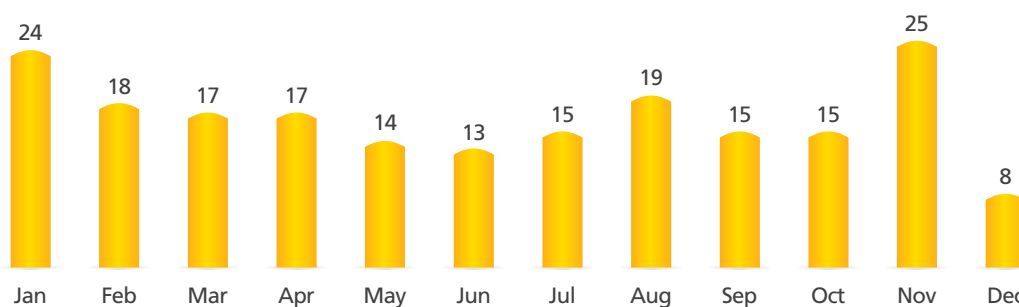
	2019	2018
Analyst Meeting & Public Expose	5	5
Non-deal road show	3	3
Investor’s Conferences (domestic and international)	12	13
Investor’s Visit	135	132
Conference call	45	46
<b>Total</b>	<b>200</b>	<b>199</b>

During 2019, the number of participants in investors visits and conference calls was 364 (three hundred and sixty four) people, comprising of people from the following countries:



Remark:  
\*) Others come from South Korea, the United Arab Emirates, Malaysia, India, South Africa, Taiwan, etc.

**Monthly Frequency of Investor Relations’ Activity in 2019**



The monthly average of Investor Relations activities in 2019 was 16 (sixteen) activities per month.

**Investor Relations Contact**

The Company’s Investor Relations can be reached through :

PT Bank Central Asia Tbk

Menara BCA 20<sup>th</sup> Floor

Jl. MH Thamrin No.1

Jakarta

Telp. : +62 21 235 88000

Email : investor\_relations@bca.co.id

**INTERNAL AUDIT FUNCTION**

The function of the internal audit unit is carried out by the internal audit division guided by OJK Regulation No. 1/POJK.03/2019 dated January 28, 2019 concerning the Implementation of the Internal Audit Function in Commercial Banks.

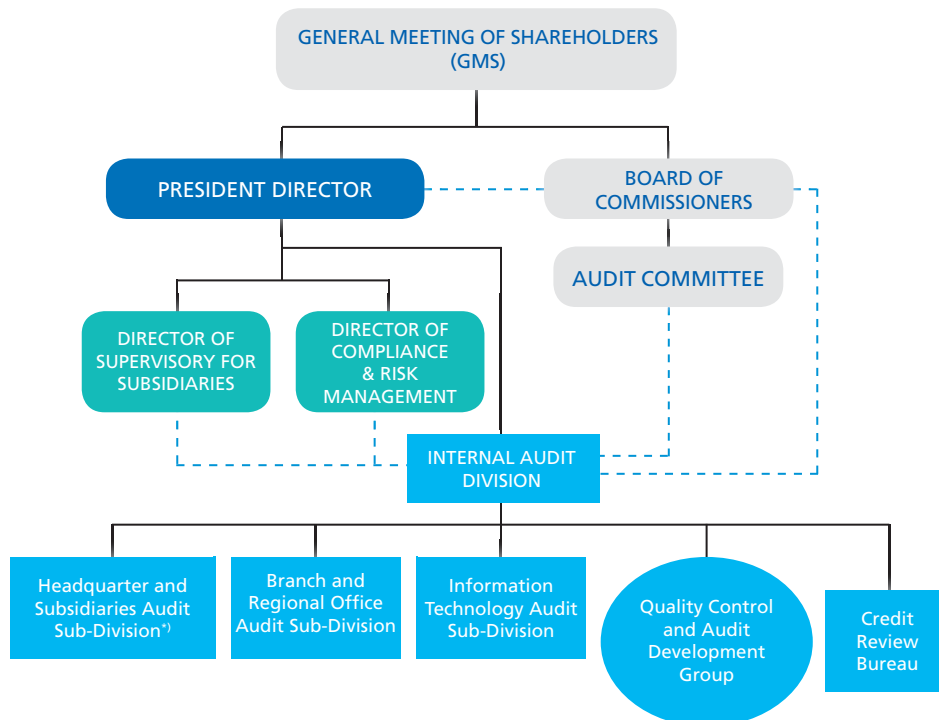
In carrying out its functions, the division carries out independent and objective assurance and consultation activities to provide added value and improve the Company’s operations in achieving its objectives, by evaluating the effectiveness of the risk management process, internal control, and governance.

**Position and Structure of the Internal Audit Division**

Internal Audit Division is led by the head of division and is responsible to the President Director, and can communicate directly with the Board of Commissioners and the audit committee.

The division also submits audit reports to the compliance and risk management director.

The division’s organizational structure is as follows:



Remark:

----- communication line/information delivery

\*) Includes the integrated internal audit function



To support the implementation of integrated governance for financial conglomerates, the division carries out the integrated internal audit function in accordance with OJK Regulation No. 18/POJK.03/2014 concerning the Implementation of Integrated Governance for Financial Conglomerates. Following several initiatives undertaken in the implementation of integrated internal audits:

- Monitor the implementation of the subsidiary's of internal audit function and provide recommendations that provide added value
- Conduct audit checks on subsidiaries and provide recommendations for improvements
- Provide support for the development of the subsidiary's internal audit function

Every semester, the division submits an integrated internal audit report to the Board of Commissioners, audit committee and the Board of Directors, on the implementation of duties and accountability for the integrated internal audit function.

#### **Procedure for Appointment/Dismissal of the Internal Audit Division**

The appointment, replacement Head, or dismissal of the internal audit division is carried out by the President Director based on the approval Head of the Board of Commissioners, and has been reported to the OJK with taking into account the recommendation of the audit committee

#### **Head of Internal Audit Division**

##### **Ayna Dewi Setianingrum**

Completed her bachelor of economics from Tarumanegara University in 1995 and obtained her masters in management from the PPM School of Management in 2005.

Starting her career at PT Bank Central Asia since 1995, she has experience in various positions in the internal audit division; as credit audit adviser (2006), head office audit adviser (2009), head of audit office subdivision (2012), head of information technology audit subdivision (2014). Since November 1, 2017, she has served as head of the internal audit division based on Employee Appointment Decree No. 314/SK/HCM-KP/A/2017.

Competence and Training Programs of Internal Audit Division Head as follows:

- Pacific Rim Bankers Program – Foster School of Business University of Washington (August 11-23, 2019)
- Indonesia Knowledge Forum – VIII 2019, Nurturing Mindset for The Next Era of Capital Culture (October 8- 9, 2019)
- Workshop Indonesia Risk in Review – Being a Smarter Risk Taker in Digital Era, Strengthening the Three Lines of Defense (October 17, 2019)
- Workshop PwC: Taxation & Infrastructure (November 14-15, 2019).
- Navigating Change: HDFC Bank (Housing Development Finance Corporation) India (December 6, 2019).
- The Ecosystem: OVO, Tokopedia, HaloDoc dan Djarum Group (December 6, 2019)

#### **Human Resources of Internal Audit Division**

As of December 31, 2019, the division had 186 (one hundred and eighty six) auditors with diverse work experience and professional certification.

The division has a continuous competency development program with reference to The Institute of Internal Auditors - Competency Framework, which is aligned with the Company's strategy. Auditor competency development is carried out on an ongoing basis through knowledge sharing, audit training, workshops and seminars, both domestically and abroad, to broaden horizons and keep abreast of business and audit fields according to best practices.

Internal auditors are included in various professional certification programs. As of December 31, 2019, as follows:

No.	Certification	Number of Auditors
1	Certified Information System Auditor (CISA)	4
2	Qualified Internal Auditor (QIA)	21
3	Bank Internal Auditor Certification (SAIB) – Supervisor	19
4	Bank Internal Auditor Certification (SAIB) - Auditor	30
5	Enterprise Risk Management Certified Professional (ERMCP)	2
6	Certified Fraud Examiner (CFE)	1
7	Chartered Accountant (CA)	2
8	Certified General Insurance	1
9	Risk Management Certification (SMR) Level 4	5
10	Risk Management Certification (SMR) Level 3	15
11	Risk Management Certification (SMR) Level 2	30
12	Risk Management Certification (SMR) Level 1	31

#### Internal Audit Charter

The Internal Audit Division has an internal audit charter as a frame of reference in carrying out tasks containing mission, authority, independence and scope of work. The charter is updated periodically according to BCA's needs. The charter was updated in May 2019.

#### Independency

To support independence and ensure the effortless operation of the audit and monitoring the follow-up of audit results, the internal audit head division is responsible to the President Director. The division head can communicate directly with the Board of Commissioners and the audit committee, to inform on various matters relating to the audit. Throughout 2019, division meetings with the President Director and the audit committee were held 8 (eight) times, while meetings with the Board of Commissioners were held 2 (two) times.

The division has authority and responsibility to carry out operational activities, both at BCA and its subsidiaries.

### Auditor's Code of Ethics

In addition to complying with the BCA code of ethics, the division has the auditor's code of ethics as a standard and reference in conduct and thinking in implementing their duties and functions as auditors. The code of ethics refers to the International Professional Practices Framework (IPPF) -The Institute of Internal Auditors (IIA), which consists of integrity, objectivity, confidentiality and competence. Annually, all auditors in the division make a statement of compliance to the auditor's code of ethics to increase the mutual commitment and trust of stakeholders.

### Duties and Responsibilities of the Internal Audit Division

The scope of the assignment of the division covers the activities of all branch offices, regional offices, headquarters, subsidiaries, and BCA activities that are outsourced to third parties, with the following duties and responsibilities:

1. Assist the President Director, the Board of Commissioners and the audit committee in carrying out the supervisory function
2. Prepare and implement a risk-based annual audit plan and report the realization to the President Director, the Board of Commissioners and the AC
3. Test and evaluate the adequacy and effectiveness of the risk management process (risk management), internal control, governance processes (governance) and provide recommendations for improvements
4. Evaluate the quality of performance and achievement of targets from the work program of the branch, regional and head offices
5. Carry out continuous credit quality assessments
6. Monitor, analyze and report on the implementation of follow-up actions that have been carried out by the auditee on the recommendation of the audit results
7. Compile and submit reports related to the results of the audit to the Board of Commissioners, the audit committee and the Board of Directors, as well as other reports on the implementation of the internal audit function to the OJK
8. Coordinate with work units that perform other control functions to increase the effectiveness of the internal control system
9. Carry out the integrated internal audit function
10. Carry out the role of a consultant for the Company's internal needs, especially related to the scope of internal audit tasks.

### Audit Implementation Standards

Professional standards for internal audit exercises mandatory guidance established by The Institute of Internal Auditors. The division also refers to the global best practices issued by the Information System Audit and Control Association (ISACA).

Review by an independent external party is conducted at least once in 3 (three) years. The last review by an external party was carried out in December 2016.

### Implementation of Internal Audit Division Activities in 2019

The focus of the activities of the division in 2019 were as follows:

1. Carry out audits of branch offices, regional offices, divisions/work units of headquarters, and subsidiary companies in accordance with the annual audit plan determined based on the results of risk assessment, including:
  - a. Implementation of enterprise security to ensure integrated and comprehensive protection and security against the resilience of information technology systems and information security
  - b. Internet banking is in line with the increase in volume and transactions through these channels
  - c. The procedure of operating an ATM (including the use of third parties) is in line with the growth of transactions and the number of machines, as well as the addition of features to support operational activities
  - d. Regulatory audit in accordance with BI Regulation and OJK Regulation on:
    - Payment system processes
    - Internal capital adequacy assessment process (ICAAP)
    - Electronic money and payment transaction processing.

2. Increasing the role of early warning systems (EWS) by implementing continuous auditing and analytic data for early detection of potential errors/fraud.
  3. Increasing collaboration with other assurance providers in identifying and mapping the impacts and changes in risk in line with changes in business, technology, and providing recommendations for mitigating possible risks.
  4. Developing the competence and professionalism of auditors continually with a focus on increasing specialist auditors, data analytics and constantly updating with business developments and information technology.
3. Continue to develop auditor competence and professionalism on an ongoing basis.
  4. Enhancing the integrated internal audit function by providing support for the development of internal audits of subsidiaries and offering recommendations for improvement.

### **PUBLIC ACCOUNTING FIRM (EXTERNAL AUDIT)**

The Annual General Meeting of Shareholders on April 11, 2019 authorized the Board of Commissioners to appoint and/or replace the PAF Registered in the OJK (including PA Registered in the OJK incorporated in the Registered PAF) to audit/examine the Company's books and records for the year ending December 31, 2019, and determine the amount of the honorarium and other conditions regarding the appointment of a PAF Registered in the OJK (including PA Registered in the OJK incorporated in the Registered PAF) by taking into account the recommendations of the AC and the prevailing laws and regulations.

Based on this power of attorney, the Board of Commissioners appointed the PAF Tanudiredja, Wibisana, Rintis & Rekan (a member firm of PwC Global Network) to conduct an audit of BCA's financial statements for the financial year ending December 31, 2019.

#### **Name of the PA**

Lucy Luciana Suhenda

#### **Name of the PAF**

PAF Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network).

The appointment is to carry out the external audit function with the existing criteria and regulatory provisions. During 2019, BCA did not have former directors, managerial staff, or employees who were its external auditors.

### **Focus of the 2020 Audit Plan**

1. Conducting audits of branch offices, regional offices, divisions/work units headquarters, and subsidiary companies in accordance with the annual audit plan determined based on the results of risk assessment, focusing among others on:
  - a. Future branches to be in line with the wider implementation for service improvement in meeting customer needs by utilizing latest technological developments.
  - b. Development and marketing of credit cards and EDC businesses to ensure the adequacy of business strategies and their implementation in line with increasing competition.
  - c. The reliability of main applications that support the Bank's operations (deposits, credit and foreign exchange transactions).
  - d. Regulatory audit in accordance with BI Regulation and OJK Regulation, on:
    - Payment system processes.
    - Internal capital adequacy assessment process (ICAAP).
2. Increasing the role of early warning systems (EWS) by continuously expanding the scope of checks through continuous auditing and data analytics and developing predictive analytic tools for early detection of potential errors (fraud)/fraud by utilizing the latest technology.

BI Circular Letter No. 3/32/DPNP on Relationships between Banks, Public Accountants and Bank Indonesia stipulates that the appointment of the same PAF can only be carried out for an audit period of 5 (five) consecutive fiscal years, unless it meets certain conditions and upon approval of the relevant authority.

In 2019, PAF Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) conducted an audit of BCA for the third time.

Upon the appointment of PAF Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network), BCA submitted a report to the OJK through the Board of Directors Letter No. 361/DIR/2019 dated July 8, 2019. This was in accordance with the provisions stipulated in OJK Regulation No. 13/POJK.03/2017 on the Use of Public Accountant and Public Accounting Firm Services in Financial Services Activities and OJK Circular Letter No.36/SEOJK.03/2017 Concerning Procedure for Use of Services of Public Accountants and Public Accounting Firms in Financial Service Activities.

Every year BCA submits an annual publication report accompanied by a Management Letter from the audit of the annual financial report to the OJK no later than 4 (four) months after the end of the financial year.

#### Procedures for Using PA Services

In order to fulfil the implementation of External Audit function in accordance to OJK Regulation No. 32/POJK.03/2016 on Amendments to OJK Regulation No. 6/POJK.03/2015 on Transparency and Publication of Bank Reports and OJK Circular Letter No. 36/SEOJK.03/2017 on Use of Services of Public Accountants and Public Accounting Firms in Financial Service Activities (SEOJK 36/2017):

1. BCA uses the services of a PA and/or PAF to carry out an annual audit of historical financial information based on a work agreement with the KAP. The work agreement includes the scope of the audit.
2. BCA restricts the use of audit services to the annual historical financial information from the same PA for the maximum period of 3 (three) consecutive financial reporting years. The Company may reappoint the same PA for the audit of annual historical financial information after 2 (two) consecutive years of financial reporting, if not using such audit services from the same PA.
3. Appointment of PA and/or PAF shall be carried out on PA and/or PAF registered at OJK.
4. The appointment of AP and/or PAF providing audit services on annual historical financial information is decided by the Board of Commissioners considering the proposal. BCA's AGM has given the power and authority to the Board of Commissioners to appoint PAF (including PA) based on prior recommendations from the AC to the Board of Commissioners.
5. The proposal for the appointment of PA and/or PAF submitted by the Board of Commissioners considers the recommendations of the Audit Committee, by taking into account:
  - a. Independence of PA, PAF and staff of PAF;
  - b. Scope of the audit;
  - c. Audit services fees;
  - d. Expertise and experience of PA, PAF and Audit Team of PAF;
  - e. Methodology, techniques, and audit facilities employed by PAF;
  - f. Benefits of fresh eye perspectives obtained through the replacement of PA, PAF and Audit Team of PAF;
  - g. Potential risks for using audit services by the same KAP consecutively for a long period of time; and/or
  - h. Evaluation of the implementation of audit services on annual historical financial information by PA and PAF in the previous period.

6. BCA reports the appointment of PA and/or PAF regarding the audit of annual historical financial information by using the form contained in the attachment (SEOJK 36/2017), by attaching:
  - a. PA and/or PAF appointment documents including the Summary of Minutes of General Meeting of Shareholders or Minutes of General Meeting of Shareholders, Work Agreement between BCA and PAF.
  - b. Recommendations of the Audit Committee and considerations used in providing recommendations for the appointment of AP and/or KAP.
7. The AC evaluates the implementation of audit services on annual historical financial information provided by the PA and/or PAF, at least including:
  - a. Conformity of the implementation of audit by the PA and/or PAF with the applicable audit standards;
  - b. Adequacy of time for field work;
  - c. Assessment of the range of services provided and the adequacy of quotation tests; and
  - d. Recommendations for improvements provided by the AP and/or KAP.
8. The AC evaluation report is submitted by the Board of Directors of BCA by using the form contained in the attachment (SEOJK 36/2017) and signed by the AC.

#### 2019 Audit Fees

PAF Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network) was appointed to audit BCA's financial statements for the year ending December 31, 2019, with an estimated service fee of Rp6,900,000,000.00 (six billion nine hundred million rupiah) excluding VAT.

#### Other Services Provided by PAF/PA Beyond Audit

In 2019, there were no fees for non-audit services paid to PAF Tanudiredja, Wibisana, Rintis & Partners (a member firm of PwC Global Network).

Information on PAF and PA who performed audit services for BCA in the past 5 (five) years:

	2019	2018	2017	2016	2015
Public Accounting Firm	Tanudiredja, Wibisana, Rintis & Rekan	Tanudiredja, Wibisana, Rintis & Partners	Tanudiredja, Wibisana, Rintis & Partners	Siddharta Widjaja & Partners	Siddharta Widjaja & Partners
Public Accountant	Lucy Luciana Suhenda	Lucy Luciana Suhenda	Lucy Luciana Suhenda	Kusumaningsih Angkawijaya	Kusumaningsih Angkawijaya

## COMPLIANCE FUNCTION

In line with the rapid development of IT innovation and digitalization in the financial industry and as the Bank's business activities are becoming more complex, BCA has been compelled to move quickly and forward in synergy to face every emerging challenge and business risks, including compliance risks. To face any challenge and the business risks, risk-mitigation efforts are needed to minimize violations that may otherwise cause financial loss to BCA.

In response to this issue, BCA has appointed one of the members of the Board of Directors as Director responsible for the compliance function. The appointment and removal of Directors are in charge of the Compliance Function has met the applicable requirements and implemented through the process as determined by the OJK.

To assist in the task of Director in charge of the compliance function, the Bank has established a Compliance Unit (SKK) as a working unit that is independent and free from the influence of other work units. Moreover, as

the Main Entities in Financial conglomerate BCA and in order to implement the Integrated Governance for Financial conglomerate, BCA has added Aspects of Integrated Compliance in the organizational structure SKK. Thus, SKK is currently responsible in terms of:

- Monitor BCA's level of compliance in fulfilling the provisions by the OJK and BI, Bank Indonesia (BI), and other regulators. This includes ensuring that the policies, provisions, systems and procedures, as well as BCA's business activities are in compliance with each of those provisions by regulators;
- The implementation of the Anti-Money Laundering and Prevention of Terrorism Funding Program (AML and CFT), i.e. by being responsible to make an assessment of the risk of AML and CFT program implementation pursuant to regulators provisions by regulators; and
- Monitor and evaluate the compliance function implementation of and level of compliance at each of the Financial Services Institution (LJK) under the BCA Financial Conglomerate, including AML and CFT, to implement Integrated Governance.

To ensure BCA's compliance function is well implemented, the Board of Directors and the Board of Commissioners have actively done monitoring via approvals on policies and procedures, periodic reporting, requests for clarification, and through meetings.

### The Work Implementation of Compliance Function Work During 2019

Programs that SKK ran in 2019 to discharge its functions are as follows:

1. Encouraged the creation of a compliance culture
  - Disseminated/informed new regulations from regulators to the Board of Directors, Board of Commissioners, and work units.
  - Gave information about the regulations enacted by OJK, BI, and other laws and regulations on BCA's portal site that can be accessed by working units.
2. Engaged SKK human resources in various training, seminars, regulatory socialization and compliance certification organized by the Banking Professional Certification Institute (LSPP) in order to improve quality, including active participation in the working group of the Banking Compliance Director Communication Forum (FKDKP).
3. Carry out consultative functions related to the implementation of applicable regulations through the provision of advice / response to questions from the work unit or branch.
2. Ensured that BCA's policies, provisions, systems and procedures, as well as business activities complied with the provisions:
  - Identifying sources of compliance risk.
  - Making gap analysis, analyzing the impact of any new provision to BCA operations, and proposing manual adjustments, internal policies and procedures.
  - Updating the database of applicable regulatory provisions.
  - Developing a Compliance Matrix Diary as a monitoring tool to keep BCA's commitment to reporting obligations to regulators.
  - Reviewing and providing opinions to ensure compliance with applicable regulatory provisions for:
    - √ the design of new products and activities
    - √ draft internal regulations to be issued
    - √ adherence to corporate credit releases, and
    - √ documents in order to ensure operational readiness for opening, changing addresses and closing office networks.
  - Conducted a compliance test on the application of provisions at Branch Offices, in collaboration with the Branch Internal Supervisor
  - Monitored the level of compliance with applicable regulatory provisions pertaining to prudential banking principles, such as:
    - √ Minimum Capital Requirements (KPMM);
    - √ Statutory Reserves (GWM);
    - √ Net Open Position (PDN);
    - √ Maximum Lending Limit (BMPK);



- √ Non Performing Loans (NPL); and
- √ Macro prudential Intermediation Ratio (RIM).

Throughout 2019, BCA operations were run in compliance with prudential provisions with the prudential banking principle.

- Conducted monitoring towards if there was any sanctions/fines imposed by the regulator.
  - Made a compliance risk assessment and compiled a Compliance Risk Profile Report in every quarter as an effort to manage compliance risk.
  - Prepared a Compliance Monitoring Quarterly Report to be submitted to the BoD and BoC.
  - Coordinated with working units in order to assess the Bank's risk-based soundness.
3. ensure BCA compliance against the commitments made to regulators:
- Monitored BCA's commitment to OJK, BI, and other regulators in collaboration with the Internal Audit Division (DAI).
  - Monitored and followed up on requests for information/data by OJK and BI in the context of bank oversight function.
4. Monitoring and evaluating the compliance function of each of the Subsidiaries operating under BCA's Financial Conglomerate, and preparing integrated compliance reports to be submitted to the BoD and BoC.

### Compliance Indicators in 2019.

Compliance indicators as a form of commitment and BCA's level of compliance with prevailing rules and regulations. In 2019, the compliance indicators were as follows:

- Minimum Capital Adequacy Ratio (KPMM) that covered credit risk, market risk and operational risk was 23.80%, higher than the minimum set by applicable provisions.
- NPL ratio (net) was 1.34%, or within the 5% (net) maximum limit permitted by the applicable regulations.
- No Legal Lending Limit, both to related parties and unrelated parties has exceeded the specified limits.
- Statutory Reserves for Rupiah (GWM) was 6.48% and Macro Prudential Liquidity Buffer (PLM) was 6.05% or in compliance with applicable regulations.
- Statutory Reserves (GWM) for Foreign Exchange was 8.52% or in compliance with applicable provisions on the reserves.
- Net Open Position (PDN) was 0.94% of capital or well below the 20% maximum as stipulated by applicable provisions.
- Liquidity Coverage Ratio (LCR) was 276.29% or higher than the minimum 100% set by regulators.
- Commitments to OJK, BI and other supervisory authorities have been properly met.

**Table of Compliance Indicators in 2019**

No.	Compliance Indicator	Applicable Provisions	Company's Achievement
1	KPMM	Min. 14% until < 15%	23.80%
2	NPL gross	Max. 5%	1.34%
3	BMPK	Max. 10% of Equity	0.00%
4	GWM Rupiah	Min. 6%	6.05%
5	GWM Foreign Exchange	Min. 8%	8.52%
6	PDN	Max. 20%	0.94%
7	LCR	Min. 100%	276.29%

### Anti-Money Laundering and Terrorism Financing Prevention Program (AML and CFT)

BCA is committed to implementing the Anti-Money Laundering and Prevention of Terrorism Funding Program (AML and CFT) in accordance with applicable laws and regulations. BCA has established a Compliance Unit as a work unit tasked with coordinating the implementation of the AML and CFT Programs at BCA. Activities related to this aspect during 2019 included the following:

- Making periodic reports on the implementation of AML and CFT to the BoD and BoC.
- Monitoring suspicious financial transactions using web-based application named the STIM (Suspicious Transaction Identification Model), developing a system of applications using the latest technology, and updating parameters that can detect suspicious transactions.
- Coordination on customer data updating through the preparation of targets and monitoring their realization.
- Reviewing of plans for new products and activities to ensure they have paid attention to AML and CFT regulations.
- Screening customer data and transactions related to the List of Terrorist and Terrorist Organizations (DTTOT), and the List of Funding for the Proliferation of Mass Destruction Weapons (DPPSP) issued by the competent authority whenever a new account was opened, when BCA entered into business relations, and when changes in the list were identified.
- Identifying the risk of applying AML and CFT to BCA using a risk-based approach by considering the factors related to customers, countries or geographical areas, products and services and distribution networks.
- Conducting compliance tests on the implementation of AML and CFT at branch offices in collaboration with branch internal supervisors.
- Reporting suspicious financial transactions, cash financial transactions, and financial transfers of funds to and from overseas, and submitting data through the Integrated Service User Information System (SiPESAT) to Financial Transaction Reports and Analysis Center (PPATK).
- Continuously enhancing comprehension on AML and CFT through classroom sessions, e-learning, video conferencing and internal forums such as the Branch Internal Supervisory Forum and the KCP Head Forum.
- Developing training materials on AML and CFT Implementation.
- Develop and implement the risk and compliance awareness program to branch through collaboration with risk management work unit.
- Making periodic reviews of internal regulations related to AML and CFT from regulators, as well as changes in BCA's processes or products.

### Integrated Compliance Function

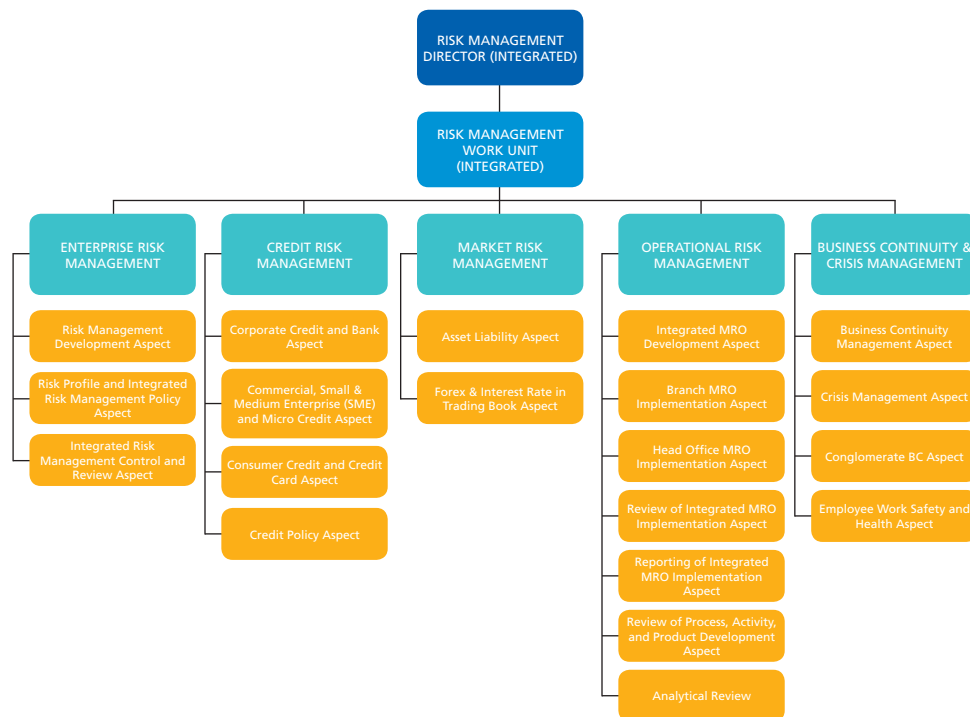
In accordance with OJK applicable rules and in order to implement the Integrated Governance, BCA as Major Entities in Financial Conglomeration has also added a compliance function integrated in Compliance Unit Organization. The main tasks of the integrated compliance function in the Compliance Unit is to monitor and evaluate the implementation of the compliance function in each institution in the BCAs Financial Conglomerate, including the implementation of the AML and CFT program.

## IMPLEMENTATION OF RISK MANAGEMENT

The Board of Commissioners and Directors of the Company are responsible for implementing risk management and internal control systems in BCA and Subsidiaries in an integrated manner. Disclosure of the application of the Company's risk management includes:

- Active supervision from the Boards of Commissioners and Directors
- Adequacy of risk management policies and procedures, as well as risk limits.
- Adequacy of process in identifying, measuring, monitoring, and controlling risk, as well as in risk management information systems.
- Comprehensive internal control system

### Risk Management Organizational Structure



### Overview of the Company's Risk Management System

BCA effectively implements risk management and internal control systems that are tailored to the objectives and business policies, size and complexity of BCA's business activities based on requirements and procedures as stipulated in BI Regulation, OJK Regulation, and refers to international best practices, through the following actions:

1. Identify and control all risks including those originating from new products and new activities.
2. Have a ROC which aims to ensure the existing risk management framework has provided adequate protection against all BCA's risks and has the main duty:
  - To provide recommendations and opinions in an independent professional manner regarding the suitability of policies with the implementation of risk management policies
  - Monitor and evaluate the implementation of the duties of the RMC and risk management unit
3. Have a RMC that has the following key tasks:
  - Formulate policies, strategies, and guidelines for risk management implementation,

- Improve the implementation of management based on the results of evaluation on the implementation of effective risk management processes and systems.
  - Determine other matters pertaining to business decisions that deviate from normal procedures (irregularities).
4. Have an IRMC specifically tasked with providing recommendations to the Board of Directors which at least includes:
    - The preparation of integrated risk management policies.
    - Improvement of completion of integrated risk management policies based on the results of the implementation evaluation.
  5. Have a Risk Management Unit formed to ensure that BCA and its Subsidiaries do integrated risk mitigation correctly through identification, measurement, monitoring, control and reporting in accordance with the risk management framework and able to deal with emergency situations that threaten the sustainability of BCA's business.
  6. Manage risks and ensure the availability of policies and determination of risk limits supported by procedures, reports and information systems that provide accurate and timely information and analysis to management, including determining steps to deal with changing market conditions.
  7. Ensure that in the process of compiling work systems and procedures it has taken into account both the operational and business aspects and the level of risk that may occur in a work unit.
  8. Ensure that the internal control system has been implemented in accordance with the provisions.
  9. Monitor BCA's compliance with the principles of sound bank management in accordance with applicable regulations through the work unit of the Compliance Unit.
  10. Make a quarterly BCA's Risk Profile Report and Integrated Risk Profile Report every semester and submit it to the OJK in a timely manner.

### Risk Management System

In the context of risk control, the Company has implemented an integrated Risk Management Framework as outlined in the Basic Risk Management Policy. The framework is used as a means of determining the strategy, organization, policies and guidelines, as well as BCA's infrastructure so that all risks faced by BCA can be identified, measured, monitored, controlled and reported properly.

In order for the implementation of risk management to run effectively and optimally, BCA has RMC that has the authority to review and provide recommendations on matters relating to risk management for decisions from the Board of Directors.

In addition, BCA has formed several other Committees whose task is to handle risks more specifically, including CPC, CC and ALCO.

BCA always carries out a comprehensive risk assessment of the planned issuance of new products and activities in accordance with regulatory provisions.

BCA is currently building a technology-based information system, which is an Integrated Risk Management Information System (IRMIS) application that will be used to prepare:

- BCA Risk Profile Report (LPR BCA).
- Integrated Risk Profile Report (LPRT).
- Integrated Capital Adequacy Report (LKPT).

### Risks Faced and Managed

In accordance with OJK Regulation No. 17/POJK.03/2014 concerning the Implementation of Integrated Risk Management for Financial Conglomerates and OJK Circular Letter No. 14/SEOJK.03/2015 concerning the Implementation of Integrated Risk Management for Financial Conglomerates, the Company becomes the Main Entity of the Company's Financial Conglomerate, which integrates managing 10 (ten) types of risks, as follows:

## 1. Credit Risks

- Risk organization continues to be refined by referring to the four eyes principle where credit decisions are taken from two sides, namely business development and credit risk analysis.
- BCA has a basic bank credit policy (KDPB) which is constantly refined in line with BCA's development, regulatory provisions and in accordance with the prudential banking principles and international best practices.
- Improvement of credit risk management system and procedures is carried out through the development of a "Loan Origination system on the work flow of crediting process (from beginning to end) so that an effective and efficient credit process can be achieved. The development of a debtor risk profile measurement system continues to be developed so that it can be applied as a whole, as well as the process of building a credit database that continues to be carried out and refined.
- To maintain credit quality, monitoring continues to be carried out regularly, both in the credit category (corporation, commercials, small and medium Enterprises (SME), Consumers and Credit Cards), the industrial sector and the overall credit portfolio and branches that have SME/KPR Credit Card with a DPK 30+ ratio (overdue > 30 days) and a high NPL, close monitoring and control of authority is carried out so that the branch can focus on improving credit quality.
- BCA has developed credit risk management by conducting stress testing analysis of the loan portfolio and monitoring the results of the stress testing. In response to conditions of market changes and economic turmoil, BCA periodically conducts stress testing analysis. Stress testing is useful for BCA as a tool to estimate the magnitude of the risk impact on "stressful conditions" so that the Company can make appropriate strategies to mitigate these risks as part of implementing the "contingency plan".

- In the context of monitoring and controlling credit risk that occurs in subsidiaries, BCA has regularly monitored the credit risk of subsidiaries, while ensuring that the subsidiaries have a good and effective Credit Risk Management Policy.
- In 2019, a further monitoring system such as the Early Warning System (EWS) was developed, followed by credit provisions in accordance with the latest provisions of the regulator and the development of the credit business with due attention to the credit business and to the principles of prudence and BCA's risk appetite.
- In 2020, the focus will be on developing a credit scoring system with a more advanced analytics to support sustainable credit growth.

## 2. Market Risk

- In managing foreign exchange risk, the BCA centralizes the management of Net Open Position (NOP) in the Treasury Division, which combines daily NOP Reports from all branches. In general, each branch must close its foreign exchange risk at the end of each working day, even though there is a PDN tolerance limit for each branch depending on the amount of foreign exchange transaction activity in the branch. BCA makes daily PDN Reports that combine PDN in consolidated and administrative account financial position reports (off-balance sheet accounts).
- To measure foreign exchange risk, BCA uses the Value at Risk (VaR) method with the Historical Simulation approach for internal reporting purposes, while for the calculation of reporting on the Minimum Capital Provision Obligation, the Company uses standard methods in accordance with regulatory provisions.
- The main components of BCA's obligations that are sensitive to movements in interest rates are customer deposits, while sensitive Company assets are Government Bonds, securities, and loans. ALCO regularly monitors market developments and adjusts deposit and credit interest rates.

- BCA deposits and credit interest rates based on market conditions and competition by monitoring the movement of the benchmark interest rates and interest rates offered by competing banks.

### 3. Liquidity Risk

- BCA attaches great importance to safeguarding the adequacy of liquidity in fulfilling its commitments to customers and other parties, both in terms of providing credit, repaying customer deposits, and for meeting operational liquidity needs. The overall management function of liquidity needs is carried out by ALCO and operationally by the Treasury Division.
- The measurement and control of liquidity risk is carried out by monitoring liquidity reserves and liquidity ratios such as Loan to Funding Ratio (LFR), Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR), analyzing maturity profiles, cash flow projections, and stress test regularly to see the impact on BCA's liquidity in the face of extreme conditions. The company also has a contingency funding plan to deal with these extreme conditions.
- BCA has implemented provisions related to liquidity in accordance with regulatory provisions that require the Bank to maintain Rupiah liquidity (Statutory Reserves (both on daily basis and on average for a certain reporting period, which consists of Primary GWM and RIM Demand Deposits (Macroprudential Intermediation Ratio) in the form of Rupiah demand deposits at BI, PLM (Macroprudential Liquidity Buffer) in the form of SBI, SDBI, and SBN, as well as foreign currency GWM in the form of foreign currency demand deposits at BI.

### 4. Operational Risk

- A reliable and effective Operational Risk Management is a key factor in maintaining BCA's position as the leading transaction bank in Indonesia. BCA faces operational risks caused by human errors, insufficient internal processes, system failures, and or external events.

To manage, mitigate, and minimize operational risks, BCA has an Operational Risk Management Framework, and has implemented the Operational Risk Management Information System (ORMIS), a web-based application that consists of several tools and methodology, as follows:

- Risk Control Self Assessment (RCSA) to all branches /regional offices and to work units/divisions at the Head Office that are considered to have significant operational risks. One of the objectives of RCSA implementation is to instill a risk culture and increase risk awareness which is the main requirement in risk management.
- Loss Event Database (LED) as a database of cases of losses related to operational risk that occur in all Branch/Regional Office and Work Unit/Division at Head Office. The main purpose of implementing LEDs is as a means of recording operational losses that will be used in calculating the capital burden allocation for operational risks, continuous monitoring of events that can cause operational losses for BCA, and to analyze cases or problems encountered, so that corrective/preventive actions can be taken to minimize/mitigate the risk of operational losses that may arise in the future.

- Key Risk Indicator (KRI) which is an application used to provide an indicator as a means to be able to provide an early warning sign of the possibility of an increase in operational risk in a work unit. This KRI is also further developed as Predictive and Risk Management which can assist the Work Unit in monitoring risk exposures.
- In accordance with regulators provisions regarding the Minimum Capital Provision Obligation, in calculating BCA's capital adequacy ratio (CAR), BCA has allocated capital for the provision of losses from operational risk using the Basic Indicator Approach, excluding capital allocation for reserve losses from credit risk and market risk.
- To ensure that BCA can serve a round the clock and seamless banking transactions, the Company runs 2 (two) data centers in redundancy designed to ensure business continuity in the event of a system failure in one of the two data center locations.

In addition to 2 (two) data centers that work in mirroring, BCA also has a Disaster Recovery Center (DRC) in Surabaya. At present the Surabaya DRC continues to be developed as part of the Bank's Business Continuity Management and is designed to be able to operate as a Crisis and Command Center in the event of a disruption or natural disaster in the Jakarta area which causes the data center in Jakarta to be inoperable.

- BCA also has a Secondary Operation Center ready for use in the event of a disturbance/ disaster in the building/work location of BCA's Critical Work Unit.

## 5. Legal Risk

- Inherent Legal Risk is assessed based on the potential loss of cases that occur in BCA and Subsidiary Companies that are in the process as well as those that have been completed in court compared to capital on a consolidated basis. The parameters used to calculate the potential losses for cases currently in process in the court are the basis of the claim (case position), case value, and legal documentation. Meanwhile, the parameters used to calculate losses from a claim are losses suffered by the Company and Subsidiaries based on court decisions that have permanent legal force.
- To identify, measure, monitor and control legal risk, the Company has established a Legal Group at the Head Office and Legal Work Unit in all Regional Offices.

In order to mitigate legal risk, the Legal Group has done, among others:

- Creating a Legal Risk Management Policy, has internal provisions governing the organizational structure and job description of the Legal Group as well as standardizing legal documents.
- Hold legal communication forums to improve the competence of legal staff.
- Disseminating the impact of the new regulations in force on the Company's banking activities and various modus operandi of banking crimes and legal handling guidelines for branch officials, Regional Offices and related Head Office work units.
- Conduct legal defense of civil and criminal cases involving the Company that is in the process in court and monitor the progress of the case.
- Prepare a strategy for credit security strategies (in collaboration with other work units, including the Credit Rescue Unit) in connection with the problem of bad credit.



- Registering the assets of BCA, including Intellectual Property Rights (IPR) for BCA's banking products and services as well as rights to land and buildings owned by BCA at the competent authority.
- Monitor and carry out legal actions for violations of BCA's assets including violations of BCA's Intellectual Property Rights (IPR).
- Monitor and analyze cases currently in process in court faced by BCA and Subsidiaries.
- Conduct an inventory, monitor, analyze and calculate potential losses that may arise related to legal cases that occur.

#### 6. Reputation Risk

- An assessment of reputation risk is carried out using parameters such as the number of complaints and negative publications as well as the achievement of complaints.
- Developing Infrastructure i.e. implementation the appropriate software and hardware (including: Halo BCA - 24-hour Telephone Service, BCA CRM Contact Center, Halo BCA Mail Application, Interactive Voice Response [IVR], Social Media Manager Application, Halo BCA Chat Service through www.bca.co.id), the development of procedures and better work management in order to facilitate monitoring and management information systems that allow speed and quality of organizational work.
- Reputation Risk is managed based on regulatory provisions.

#### 7. Strategic Risk

- Inherent strategic risk assessment is carried out using parameters such as the suitability of the strategy with the conditions of the business environment, low risk strategies and high risk strategies, BCA's business position and the achievement of the Bank's Business Plan.
- Quality assessment on strategic risk management is carried out using parameters such as risk governance, risk management framework, risk management process,

Management Information System and Human Resources, and the adequacy of risk control system.

#### 8. Compliance Risk

- Compliance risk is a type of risk that must be managed by the Company, considering that this risk can cause both financial and non-financial losses.
- In accordance with OJK Regulation No.46/POJK.03/2017 dated July 12, 2017 concerning the Implementation of Commercial Bank Compliance Function, BCA has appointed a member of the Board of Directors as Director in charge of the compliance function, who is responsible for ensuring compliance and minimizing compliance risk by formulating compliance risk management policies and procedures and monitor the implementation. In carrying out its duties, the Director in charge of the compliance function is assisted by the Compliance Unit (CU) which is independent of the operational work unit.
- In assessing inherent compliance risk, the parameters used are the type and significant of violations committed, frequency of violations committed or track records of compliance, and violations of provisions for certain financial transactions. In addition, CU is also responsible for the implementation of the Anti-Money Laundering and Prevention of Terrorism Funding Program (AML and CFT), including being responsible for conducting risk assessments on the implementation of the AML and CFT program according to regulatory provisions.
- BCA has compliance policies and procedures, which include, among other things, a process to always adjust the provisions and internal systems with applicable regulations, communicate provisions to related employees, conduct a review of new products activities conduct periodic compliance tests, and train employees. The results of supervision of the Compliance Director are reported quarterly to the President Director with a copy to the Board of Commissioners.

- In order to support the bank's strategic positioning as a transactional bank, specifically related to preventing money laundering and terrorism funding, the Company uses a web-based application called STIM (Suspicious Transaction Identification Model) and has developed a system for cutting edge application and parameter updates to detect suspicious transactions.
- The Company also screens customer data and transactions related to the List of Terrorist and Terrorist Organizations (DTTOT) and the List of Funding for the Proliferation of Mass Destruction Weapons (DPPSP) issued by the competent authority whenever an account is opened, when BCA enters into business relations, and changes to the list are identified.
- Quality assessment application of insurance risk management is carried out using parameters such as risk governance, risk management framework, risk management process, Management Information System and Human Resources, and the adequacy of the risk control system.

### Review/Results Review of Risk Management System Implementation

Based on the results of self-assessment, BCA had a 'low to moderate' risk profile rating in 2019 both individually and when treated as an integrated entity with its subsidiaries.

The risk profile rating was the result of an assessment on "low to moderate" risk rating and the quality rating of the implementation of "satisfactory" risk management.

The risk ratings of the 10 (ten) types of risk assessed are as follows:

- Risks that were rated as "low" are Market Risk, Liquidity Risk, Legal Risk and Intra-Group Transaction Risk.
- Risks that had "low to moderate" risk level were Credit Risk, Operational Risk, Reputation Risk, Strategic Risk, Compliance Risk and Insurance Risk.

BCA was able to achieve "low to moderate" risk rating because the Company and its Subsidiaries had established a quite effective and efficient risk management process in all of its activities.

BCA expects its inherent risk trend for the coming periods to be stable since based on the projected results, no significant change in inherent risk is expected to occur.

## 9. Intra-Group Transaction Risk

- The assessment of inherent intra group transaction risk is carried out using parameters such as the composition of intra group transactions in the Financial Conglomerate, documentation and fairness of transactions and other information.
- Quality assessment of the implementation of intra group transaction risk management is carried out using parameters such as risk governance, risk management framework, risk management process, Management Information System and Human Resources, and the adequacy of the risk control system.

## 10. Insurance Risk

- The inherent insurance risk assessment is carried out using parameters such as technical risk, insurance risk domination of the overall business line, product risk mix and types of benefits, and reinsurance structure.

BCA does not expect the macroeconomic condition in the coming years to give adverse impacts on BCA and its Subsidiaries. Despite the likely pressures on the Indonesia's economy, risks in all business activities across BCA and its Subsidiaries, BCA will continue endure those situations on the principle of prudence.

The quality of the implementation of risk management in the coming years will be stable because BCA and its Subsidiaries continuously adjust risk management in all their activities with more improvements allowing both to identify, measure, monitor and control any emerging risk.

BCA and its Subsidiaries have implemented integrated risk management covering all risks that may directly or indirectly affect its business sustainability. What BCA and its Subsidiaries aim is that they can manage risk better and determine risk appetite and risk tolerance in accordance with the complexity and characteristics of the business.

BCA's and its subsidiaries' risk management policies are continually updated to remain compliant with all applicable regulations, the direction of Basel II and III Accord development, prudential banking principles and global best practices.

BCA and its Subsidiaries will continue to attend closely to economic situation and to latest development in the banking industry.

## INTERNAL CONTROL SYSTEM

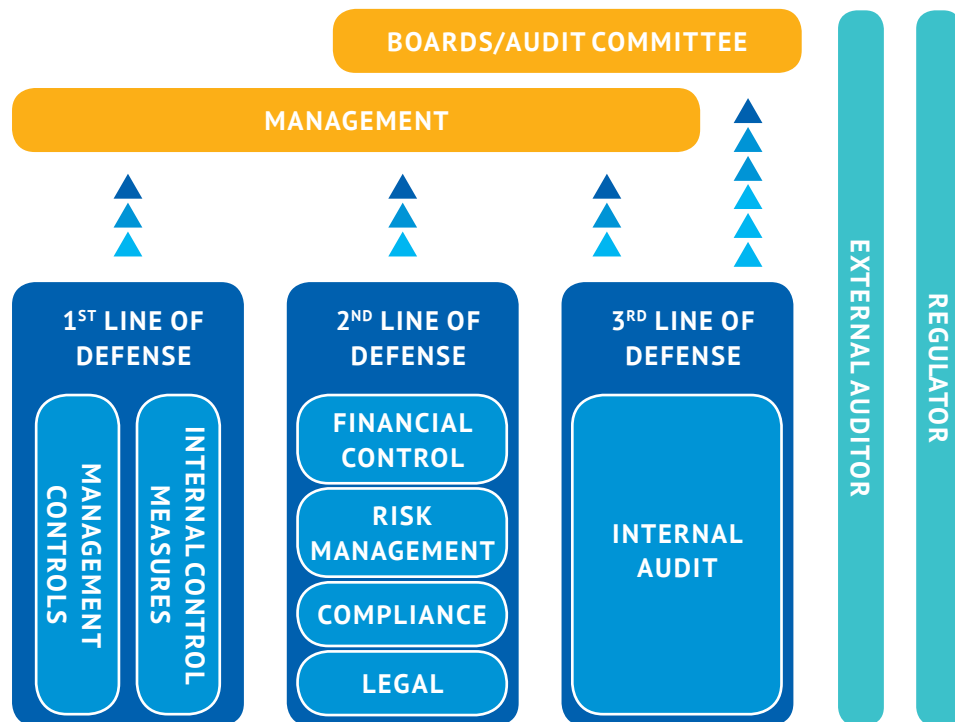
BCA's internal control system abides by OJK Circular Letter No. 35/SEOJK.03/2017 dated July 7, 2017 on Internal Control System Standard Guidelines for Commercial Banks.

The Internal Control System is a monitoring mechanism established by management on an ongoing basis and BCA implements the concept of three lines of defense in the internal control and risk management system, which involves all lines of the organization, and oversight by the Board of Commissioners and The Directors. The application of the three lines of defenses concept (according to the chart below) is described as follows:

- All business units and operational units function as the First Line of Defense, which is responsible for managing internal controls and risks related to the work unit (risk owner).
- Related work units, including the Risk Management Work Unit (SKMR) and Compliance Work Unit (SKK), function as the Second Line of Defense that monitors the implementation of risk management policies and guidelines in a corporate manner in accordance with regulatory requirements.
- The Internal Audit Division (DAI) functions as the Third Line of Defense in charge of providing independent assurance of the adequacy and effectiveness of the internal control system, risk management and governance.

BCA implements an internal control system that is effectively adapted to the objectives, size and complexity of BCA's business activities based on the requirements and procedures as determined by the regulator, with reference to best practice.

### The Three Lines of Defense



### Main Components of Internal Control System

BCA's Internal Control consists of 5 (five) main components, namely:

1. Management Oversight and Control Culture.
2. Risk Recognition and Assessment.
3. Control Activities and Segregation of Duties.
4. Accountancy, Information and Communication.
5. Monitoring Activities and Correcting Deficiencies.

The five components are consistent with the Internal Control Integrated Framework that has been developed by The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

### Implementation of Internal Control

Internal control is implemented through several activities, namely:

#### a. Financial Control, whereby:

- 1) The Board of Directors has prepared strategic plans that have been approved by the Board of Commissioners. The strategic plans have been stipulated in the Bank Business Plan as the Blue Print of a 3 (three) year business strategy and Annual Work Plan and budget of BCA, which have been distributed to all relevant officers of BCA in order to be implemented.
- 2) The strategies have been established by factoring in any impact of strategic risk on BCA's capital, in among other areas, capital projections and the Minimum Capital Requirement.
- 3) The Board of Directors actively engages in discussions or offers input and monitors the internal situation, and developing external factors that directly or indirectly would affect meeting BCA's business strategic objectives.

- 4) BCA has implemented a financial control process, both on BCA and on the members of BCA's Financial Conglomerates, in order to monitor the realization against the budget as drafted in periodic reports. BCA has established a subsidiary monitoring unit to monitor the performance development of each of its subsidiaries.

**b. Operational Control**

- 1) Each banking operational transaction that BCA undertakes has been equipped with a work procedure that is stipulated in work manuals. Such work procedure is developed by the Operational and Service Development and Strategy Division and reviewed by various relevant work units to ensure that operational risks that may arise have been effectively and properly mitigated.
- 2) There are several boundaries in place by:
  - a) Imposing a limit and authorization for officers to conduct a transaction.
  - b) Utilizing User IDs and passwords as well as installing finger scan for employees to access computers.
- 3) To support comprehensive operational risk control, BCA has:
  - a) Established an organizational structure as follows:
    - Segregation of functions so as to avoid conflict of interest.
    - Supervisor oversees the implementation of internal control at Branch Offices on daily basis.
    - Branch Internal Supervisor to oversee the implementation of internal control at Branch Offices.
    - Regional Office/Internal Supervisor to oversee the implementation of internal control at Regional Offices.
    - Head Office internal supervisor to oversee the implementation of internal control in certain work units at Head Office.
    - Internal Audit Division that is independent of risk taking unit to examine and assess the adequacy and effectiveness of risk management,

internal control and corporate governance processes, either at BCA or for members of BCA's Financial Conglomerates.

- Risk Management Work Unit and Legal Group and Compliance Work Unit that are independent of risk taking units.
- Anti Fraud Bureau to improve the effectiveness of Fraud strategy implementation on all activities of BCA.

- b) Established employee rotation and transfer policies.

**c. Compliance to laws and regulations, whereby:**

- 1) BCA is committed to comply with the prevailing laws and regulations and take the necessary steps to improve weaknesses found in regard to risk, if any.
- 2) BCA has established a Compliance Work Unit independent of risk taking units and is responsible for monitoring the compliance of BCA and its subsidiaries in an integrated manner.
- 3) BCA has:
 

Monitoring on Reporting Compliance to BI or OJK or other regulators.

  - a) Compliance Report of BCA, including Report on the Implementation of AML and CFT Program to be submitted to the OJK every 6 (six) months.
  - b) Compliance Monitoring Report on the Prudent Principles of BCA, including Report on the implementation of AML and CFT Program to be submitted to the Board of Commissioners, President Director and Deputy President Director every 3 (three) months.
  - c) BCA's Compliance Risk Management Strategy involves the necessary policies to always comply with applicable regulations which means proactively taking preventive measures (ex-ante) to minimize the possibilities of violations and conducting curative actions (ex-post) for improvements.

### Evaluation of Internal Control Systems

The adequacy and effectiveness of BCA's internal control system is evaluated through monitoring and by making corrections to irregularities, including:

1. BCA continuously evaluates and monitors the effectiveness of the overall implementation of internal control, including in cases where changes in internal and external conditions that may keep BCA from achieving its goals are identified.
2. Monitoring is prioritized on BCA's key risks and serves as part of daily activities, including through periodic evaluations to detect and prevent new risks, both in operational work units, risk monitoring work units, and in DAI.
3. The adequacy and effectiveness of the internal control system is evaluated independently by DAI and the results are reported to the Boards of Commissioners and Directors, and the Audit Committee.

### APPLICATION OF ANTI-FRAUD STRATEGY

#### 1. Introduction

BCA already has in place anti-fraud strategy guidelines been ratified by circular letter No.064/SE/POL/2015 dated April 7, 2015. These guidelines reflect management's commitment to prevent fraud by implementing an effective and continuous fraud control system. This system directs BCA in taking decisive measures to prevent, detect, investigate, and monitor any incidents of fraud.

Fraud is defined as any deliberate act or omission intentionally committed by anyone working at the Company to deceive, swindle or manipulate the Company, its customers, or any other party, or to misuse office facilities that may lead to suffering financial loss or where the wrongdoers make either direct or indirect financial gain. Considered as fraudulent acts are:

- 1) Cheating;
- 2) Fraud;
- 3) Asset embezzlement;
- 4) Disclosure of information;
- 5) Banking felonies.

#### 2. Background

The legal basis of BCA's anti-fraud policy is OJK regulation No.39/POJK.03/2019 dated December 19, 2019 on the implementation of anti-fraud strategy for Commercial Banks. The OJK regulation supersedes BI Circular Letter No. SEBI No. 13/28/DPNP dated December 9, 2011 to strengthen BCA's internal control system and to further implement OJK Regulation No.18/POJK.03/2016 dated March 22, 2016 on the implementation of Risk Management for commercial Banks.

Based on the OJK regulation, BCA must have and implement an effective anti-fraud strategy that meets at least the minimum reference, and the Company shall take into account as a minimum the following:

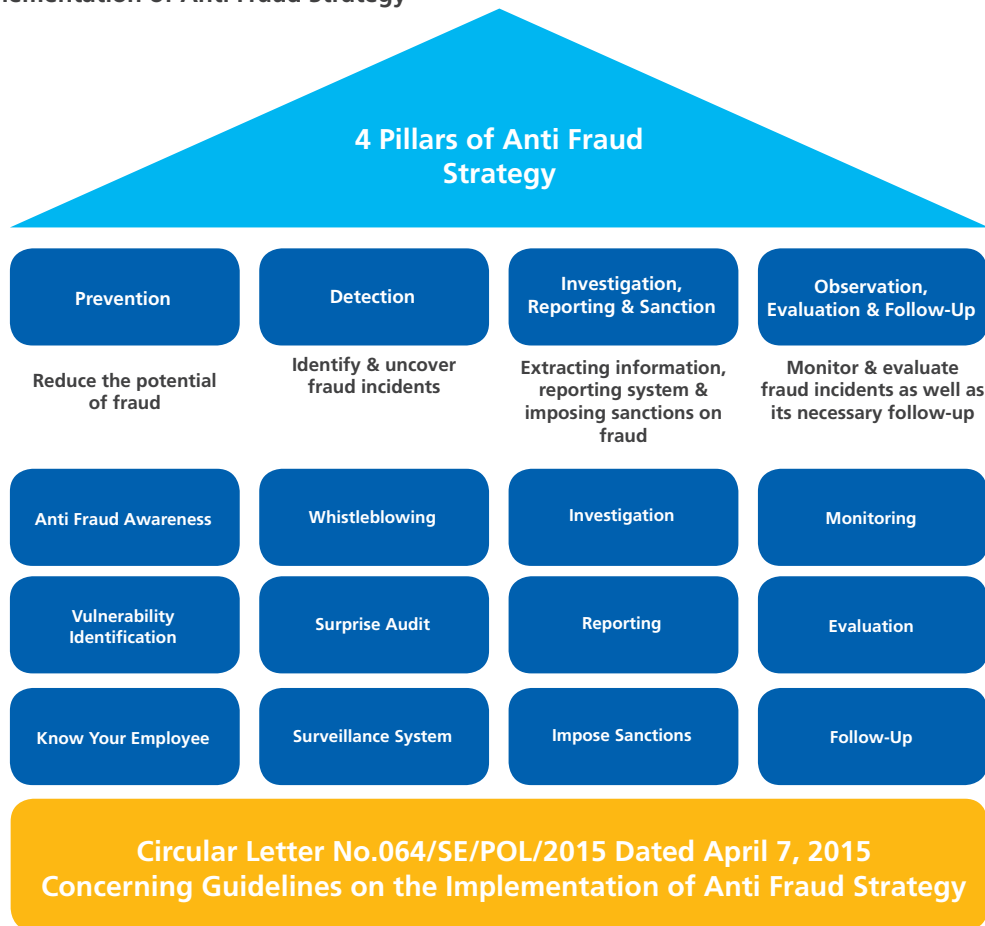
- 1) Internal and external factors
- 2) The complexity of business activities
- 3) Potential, type, and risk of fraud
- 4) The adequacy of required resources.

#### 3. Objectives

The objectives of BCA's anti-fraud strategy are:

- To nurture an anti-fraud culture across the organization
- To enhance awareness and concern for the risk of fraud in BCA's operations
- To function as a reminder to all personnel of BCA to comply with applicable procedures and regulations.

## Pillar and Implementation of Anti Fraud Strategy



The anti-fraud strategy in its application is manifested in to a fraud control strategy, has four pillars:

- 1) **Prevention**  
Set up devices or equipments in order to reduce the potential risk of fraud, which encompasses at least, anti fraud awareness, vulnerability identification, know your employees.
- 2) **Detection**  
Set up devices or equipments in order to detect fraud incidents in BCA's business operation which encompasses at least whistleblowing, surprise audit, and surveillance system mechanism.
- 3) **Investigation, reporting, and sanctions**  
intended to extract information, use reporting system, and impose sanctions on fraud incidents in BCA's business operations, which at least encompasses investigative standards, reporting mechanisms, and imposition of sanctions.
- 4) **Monitoring, evaluation, and follow up**  
to monitor and evaluate fraud incidents that at least encompass monitoring, evaluation, and follow ups.

#### 4. Implementation and Internalization

BCA continuously to strive in increasing its employees' awareness and caution against fraud through such means like, anti fraud statement, e-learning, comics, posters, videos, socialization and etc.

In line with BCA's vision to become the preferred and reliable bank that serves as an important pillar of the Indonesian economy, BCA has formulated an anti-fraud statement in which it utterly expresses its commitment to implement zero tolerance against fraud. This policy has been implemented by building strong pillars that serve to prevent, detect, investigate, and monitor the potential risks, indications, and occurrences of frauds in a continuous manner.



BCA's zero tolerance policy on fraud is outlined below:

### Anti Fraud Statement

Kepada Segenap Karyawan BCA,


Dalam rangka penguatan sistem pengendalian internal bank dan sebagai pelaksanaan lebih lanjut Surat Edaran Bank Indonesia No. 13/28/DPNP tanggal 9 Desember 2011 perihal Penerapan Strategi Anti *Fraud* bagi Bank Umum, maka pada tanggal 1 Juni 2012 Manajemen BCA membentuk Unit Anti *Fraud* yang berfungsi untuk menerapkan Strategi Anti *Fraud* yang efektif dan berkesinambungan di lingkungan organisasi BCA yang kita cintai.

Selama ini, baik secara langsung maupun tidak langsung, pelaksanaan pencegahan *fraud* telah dilaksanakan BCA, antara lain melalui penerapan manajemen risiko khususnya sistem pengendalian internal dan pelaksanaan tata kelola yang baik. Namun demikian, agar penerapannya menjadi efektif masih diperlukan upaya peningkatan agar pencegahan *fraud* tersebut benar-benar menjadi fokus perhatian dan budaya di BCA pada seluruh jajaran yang ada di organisasi, baik oleh manajemen maupun karyawan.

Sejalan dengan visi BCA untuk menjadi bank pilihan utama andalan masyarakat, yang berperan sebagai pilar penting perekonomian Indonesia, manajemen berkomitmen untuk menerapkan kebijakan *Zero Tolerance* terhadap *fraud* melalui upaya membangun pilar-pilar yang kuat yang berfungsi untuk mencegah, mendeteksi, menginvestigasi, dan memantau secara terus menerus terhadap risiko, indikasi dan kejadian *fraud* yang ada.

Marilah bersama-sama kita bangun dan sebarkan semangat dan budaya anti *fraud* ke seluruh jajaran organisasi yang ada di BCA agar tercipta suasana kerja yang nyaman dan kondusif bagi semua pihak untuk mewujudkan BCA yang bersih dan bebas dari segala tindakan *fraud*.  
Terima kasih.

**PT. BANK CENTRAL ASIA, Tbk.**  
**JAHJA SETIAATMADJA**  
Presiden Direktur



Anti-fraud awareness campaign posters:

Berpikir Bijak  
Sebelum  
Bertindak



Tindakan *Fraud* menghancurkan kehidupan keluarga, karir, dan sosial



Jaga  
Kerahasiaan  
Bank



Mutasi Data Waran Sakti

BCA relays its zero tolerance on fraud to employees through e-learning. In 2019, all employees were required to assimilate the mandatory e-learning modules accessible on the MyBCA and Mobile Learning internal portals.



Data of Anti-Fraud Awareness in 2019 and 2018

Participant	2019	2018
New Employees	2,914	1,520
Existing Employees	30,628	30,658

## WHISTLEBLOWING SYSTEM

Disclosure of BCA's whistleblowing system in this Annual Report takes into account Chapter III letter g number 16 of OJK Circular Letter No.30/SEOJK.04/2016 concerning the Issuer's Annual Report or Public Company.

The whistleblowing system is a means of communication where both internal and external parties can report fraud or violations presumed to have been committed by anyone at BCA. The Reporting must be based on good faith and should not be a personal complaint or a made up story with bad intent.

BCA's whistleblowing policy is set forth in BoD Circular Letter No. 146/SK/DIR/2017 dated November 1, 2017.

### Objectives of Whistleblowing System

The implementation of the whistleblowing system in BCA aims to:

- To raise stakeholder awareness (employees, customers, etc.) for them to willingly report violations that they think are being committed in BCA without any fear and anxious, as their confidentiality is guaranteed.
- Detect and prevent fraud at the earliest stage possible through information disclosed by a whistleblower.

## 1. Whistleblowing Procedure

### A. Media

A whistleblower can report violations in the designated area on BCA's official website <https://www.bca.co.id/whistleblowing>. The managing team of the whistleblowing system will receive the report directly.



### B. Acceptable criteria

- 1) To facilitate and allow a quick follow up process, a whistleblower must meet the following reporting criteria, where he or she must give information that at least includes:
  - His or her identity (anonymous permitted)
  - His or her reachable phone number or active email address.
- 2) To provide reliable and accountable information that indicates any fraudulent act or violation with attached 4W1H (if any):
  - What - the alleged fraud;
  - Who - the alleged party;
  - When - when the fraud was allegedly committed;
  - Where - where the fraud was allegedly committed;
  - How - how the fraud was allegedly committed.

3) Types of fraud or violation to be reported:

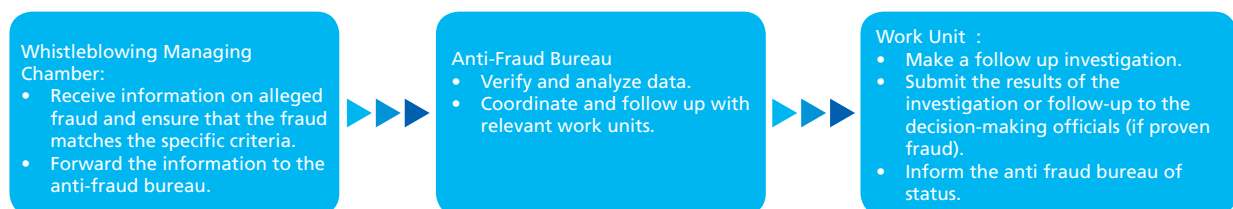
<b>Fraud</b>	Any deliberate act or omission intentionally committed by anyone working at BCA to deceive, swindle or manipulate BCA, its customers, or any other party or to misuse office facilities that may lead to suffering financial loss or where the wrongdoers make either direct or indirect financial gain.  Considered as fraudulent acts are: 1. Deception; 2. Fraud; 3. Embezzlement of assets; 4. Selling corporate disclosure of confidential corporate information; 5. Banking felonies.
<b>Code of ethics violation</b>	Any action that violates BCA's corporate culture based on positive values, which has developed and grown across the organization, under the direction of which all employees act properly, make responsible business decisions, and reach their common goals.
<b>Conflict of interest</b>	Any action that may cause an employee to have an interest other than his or her official ones, whether it is a personal, family-related, or similar interest, preventing the respective employee to act objectively in making business decisions and policies with which BCA has authorized him or her.
<b>Law violation</b>	Any action that violates the applicable laws in Indonesia.

**2. Whistleblower Protection**

BCA's whistleblowing system will ensure the confidentiality of the whistleblower's identity and information reported.

**3. Report Management**

The following is an illustration of how a report is handled in BCA's whistleblowing system:



**4. Parties Managed the Report**

Follow ups on reports are handled carefully with reference to BCA's internal laws and prevailing laws and regulations in Indonesia by BCA's internal team who were appointed by the management.

**Imposition of Sanctions**

If based on investigation results the alleged party is proven to have committed the alleged fraud or violation, the decision-making authority shall impose sanctions in accordance with the applicable provisions.

## Disclosure of Internal Fraud and Complaints Through Whistleblowing System In 2019

### A. Number of Internal Fraud Cases

The Company discloses internal fraud pursuant to section 64 of OJK Regulation No.55/POJK.03/2016 on the Implementation of GCG for Commercial Banks and Section IX item 5 of OJK Circular Letter No.13/SEOJK.03/2017 in the Implementation of GCG for Commercial Banks.

Internal fraud is defined as fraud committed by management, supervisors, permanent and contract employees, or outsourced workers. Classified as fraud is a case where the financial loss or potential financial loss exceeds Rp100,000,000 (one hundred million).

**Table of Fraud by Management, Permanent Employee, and Non-Permanet Employee**

Internal Fraud in 1 year	Number of cases committed by:					
	Members of BoD and BoC		Permanent Employees		Contract and Outsourced Employees	
	2018	2019	2018	2019	2018	2019
Total Fraud	-	-	7	7	-	-
Settled	-	-	7	7	-	-
In internal settlement process	-	-	-	-	-	-
Settlement process has not been done	-	-	-	-	-	-
In legal process	-	-	-	-	-	-

### B. Number of Alleged Fraud Reported Through Whistleblowing System

The recapitulation of fraud received through the whistleblowing system is submitted to the Board of Directors periodically. As of December, 2019, 15 (fifteen) cases were reported through the system with the following status:

Status	Number	Description
Open (still in process)	0	In the investigation process
Closed (settled)	1	<b>Reporting criteria met:</b>
		- Proven
	2	- Not proven
		<b>Reporting criteria unmet:</b>
	9	- Mere personal info/complaint
	3	- data inadequate data and more information/data has been requested

### C. Follow-Up on Complaints through the Whistleblowing System

Of the 15 (fifteen) cases reported through the whistleblowing system during 2019, all complaints has been settled and there is 1 (one) proven complaint BCA made a follow up investigation on the cases, gave fair sanctions on the employees to follow up the reported cases and has set a settled status for both cases.

## ANTI GRATUITY

### 1. Background

The stakeholders' and general public's trust towards BCA is strongly influenced by the ethical behavior of BCA's entire staff ranging from the Board of Commissioners, Board of Directors, and management down to all employees. This trust is very important to foster and maintain business relationships with customers and other third parties that have relationships with BCA.

In practice, the potential of business relationships that may lead to matters that are more personal is highly probable, furthermore a business relationship that intertwines with personal relationships can create conflict between the interest of BCA and that of personal interest.

In this regard, to raise public confidence and to uphold the Law No. 20 Year 2001 on the Amendment of the Law No. 31 Year 1999 on the Eradication of Corruption and supporting the implementation of the principles of Good Corporate Governance, the Board of Directors considers it necessary to stipulate conflict of interest provisions intended to provide guidance on BCA's personnel as individuals in dealing with customers, partners, fellow co-workers. BCA has specific anti-corruption that included in BCA Code of Ethics, which can be read in the Code of Ethics chapter of this Annual Report.

### 2. Anti-gratuity Policy

The anti-gratuity policy is intended to provide reasonable, credible, and proper conduct guidelines for the entire organization in engaging with customers, partners and co-workers, and is not intended to interfere with employees' personal lives.

These policies, among others, stipulate that:

- All personnel are prohibited from requesting or accepting, allowing or consenting to receive a gift or reward from any third party who obtains or seeks to obtain favours from the BCA in the form of credit facilities or other facilities related to BCA's operational activities.

- All personnel of BCA are prohibited from requesting or accepting, allowing or consenting to accept a gift or reward from any third party who obtains or seeks to obtain work or orders relating to the procurement of goods or services of BCA.
- In the event of customers, partners, and other parties offer gifts during certain occasions, such as religious celebrations or other kind of celebrations, if:
  - As a result of the receipt of the parcel/gifts, it is believed to have a negative impact and affect BCA's decision, and
  - The value of the parcel/gifts is beyond reasonable limits.

The employee receiving the parcel/gifts shall immediately return the parcel/gifts along with a polite explanation that no personnel of BCA are allowed to receive any parcel/gifts.

The substance of the anti-gratuity policy has been stated and can be downloaded in BCAs website in the section on Governance (<https://www.bca.co.id/en/Tentang-BCA/Tata-Kelola-Perusahaan/Tata-kelola>).

### 3. Joint Commitment

In relation to the above aforementioned matter and BCA's commitment in implementing good corporate governance, the Company's entire staff is obliged:

- A. To ascertain, comprehend and implement the provisions with full responsibility and without exception.
- B. To uphold the implementation of such provisions, in which all members of the Board of Commissioners, Board of Directors and employees must make compulsory Annual Disclosure containing all circumstances or conditions that can permit the emergence of conflict of interest.

#### 4. Sanctions of violation

As one of the endeavors to prevent gratuities prohibited by law and regulation, the Board of Directors since 2003 has issued a decision backing up the anti-gratuity policy to be implemented at all levels of BCA.

The anti-gratuity policy is binding and must be recognized and implemented earnestly by all employees as part of the Bankers Code of Conduct and in shoring up the implementation of good corporate governance principles. In the event of any policy violation or non-compliance, the violator may be liable to sanctions in accordance to the extent of violation.

It has now been adopted as BCA's culture not to accept gifts or payment from customer, debtors, vendors, partners, and other third-parties on services rendered by BCA's employee within his/her scope of work. Each individual also has to abide by the Code of Ethics in his/her relationship with vendors. The Code of Ethics is stated in the Guideline of Corporate Governance and can be read in this Annual Report.

#### AFFILIATED TRANSACTIONS AND CONFLICT OF INTERESTS

Disclosure of affiliated transactions and conflicts of interest is part of efforts to comply with Regulation No IX.E.1 attached to the Decree of the Chairman of Bapepam and LK No. Kep-412/BL/2009 dated November 25, 2009 concerning Affiliated Transactions and Conflicts of Interest in Certain Transactions and PSAK 7 (Revised 2015).

##### Policy on Affiliated Transactions and Transactions with Conflict of Interests

BCA has implemented policies related to affiliated transactions and conflict of interests, as stipulated in BoD Decree No. No. 214/SK/DIR/2019 dated December 27, 2019 concerning Affiliated and Conflict of Interest Transactions and Circular Letter No.319/SE/POL/2019 dated December 27, 2019 on the Guidelines for the Implementation of Affiliated and Conflict of Interest Transactions. This policy has been referred to the Decree of Chairman of Bapepam LK No. Kep-412/BL/2009. The BoD Decree covers the following items:

1. The definitions of affiliated and conflict of interest transactions.
2. Affiliated parties.
3. Transaction category.
4. Reporting mechanism.
5. Reporting period and/or information disclosure.

BCA has its Code of Ethics, which explains that all the decisions it makes are never influenced by any other party and conflicts of interest. The decisions and cases of conflicts of interest, if any, are always documented as evidence. BCA also has a mechanism for handling conflicts of interest that are binding on each BCA management team members and all employees. Documentation is made to allow members of both the Boards of Directors and Commissioners to give accurate information on cases of conflict of interest.



## Affiliated Transactions

### Affiliated Parties

Classified as affiliated party to the Bank are:

1. Employees, Directors, and Commissioners.
2. BCA's key shareholders, whether they are persons or entities that either directly or indirectly own at least 20% of BCA's shares with voting rights, or those who own less than that as has been regulated by OJK.
3. Any entity operating under BCA Group, which is one that is controlled either directly or indirectly by the Bank.
4. Any business entity that has one of more Directors or Commissioners who are also members of the Bank's BoC or BoD.
5. Any business entity under the control of BCA's key shareholders.
6. Anyone who has a familial relationship due to marriage or family lines of up to the second degree, either horizontally or vertically with members of BCA's BoD, BoC, and or BCA's key shareholders.

### Realization of Affiliated Transactions in 2019

Throughout 2019, BCA made 8 (eight) affiliated transactions with the following details:

No.	Date	Type of Transaction	Affiliated Party	Transaction Value	Relationship
1	February 28, 2019	Rental of Hotel Kempinski Ballroom for analyst meeting Q4 2018	PT Grand Indonesia	Rp.116,160,000.00	Owned by Controlling Shareholders
2	March 14, 2019	Management Rental of Hotel Kempinski Ballroom for management lunch	PT Grand Indonesia	Rp.147,015,000.00	
3	April 15, 2019	Rental of Hotel Kempinski Ballroom for AGMS 2019	PT Grand Indonesia	Rp.193,600,000.00	
4	April 29, 2019	Rental of Hotel Kempinski Ballroom for analyst meeting Q1 2019	PT Grand Indonesia	Rp.123,660,000.00	
5	June 24, 2019	Rental of Hotel Kempinski Ballroom for EGMS 2019	PT Grand Indonesia	Rp.193,600,000.00	
6	June 28, 2019	Rental of Sentul dormitory	PT Sentral Layanan Prima	Rp.497,495,687,255.00	
7	October 28, 2019	Rental of Hotel Kempinski Ballroom for analyst meeting Q2 2019	PT Grand Indonesia	Rp.116,160,000.00	
8	November 7, 2019	Land and building purchases	PT BCA Finance	Rp.4,000,000,000.00	BCA Subsidiary



### The Nature of Affiliated Relationships

All companies listed in the above table are affiliated with BCA, as they are run indirectly by the same entities as stated in Article 111 (e) Regulation No. 8 Year 1995 regarding Capital Market.

### Fairness of Transaction

The following are the core principles that BCA must apply when making transactions with affiliated parties:

1. Must pay attention to the Good Corporate Governance principles, which are transparency, accountability, responsibility, independency, and fairness
2. The appropriateness and fairness of the value and the requirement of the transaction (arm's length transaction).

All Affiliated transactions the Bank made during 2019 fell under the category of arm's length transactions.

### Transactions Containing Conflicts of Interest

During 2019, BCA did not make any transaction that contained conflict of interest.

### Policy Related to Conflicts of Interest

BCA's policy on conflict of interest regulates that everyone working for BCA (including members of the Boards of Directors and Commissioners) must know and avoid activities that may contain conflict of interests.

To ensure that each transaction is made in the best interests of BCA and to prevent conflicts of interest from taking place in an affiliated transaction, particularly in a material transaction with a related party that has been proposed to the management, BCA has authorized its audit committee to examine and provide advice to the Board of Commissioners on such transactions.

In incorporating BCA's policy on conflicts of interest with integrated governance, the Board of Directors also ensures that BCA's intra-group transaction risk management is free from conflicts of interest that may occur between BCA and the entities under the Group.

**Disclosure**

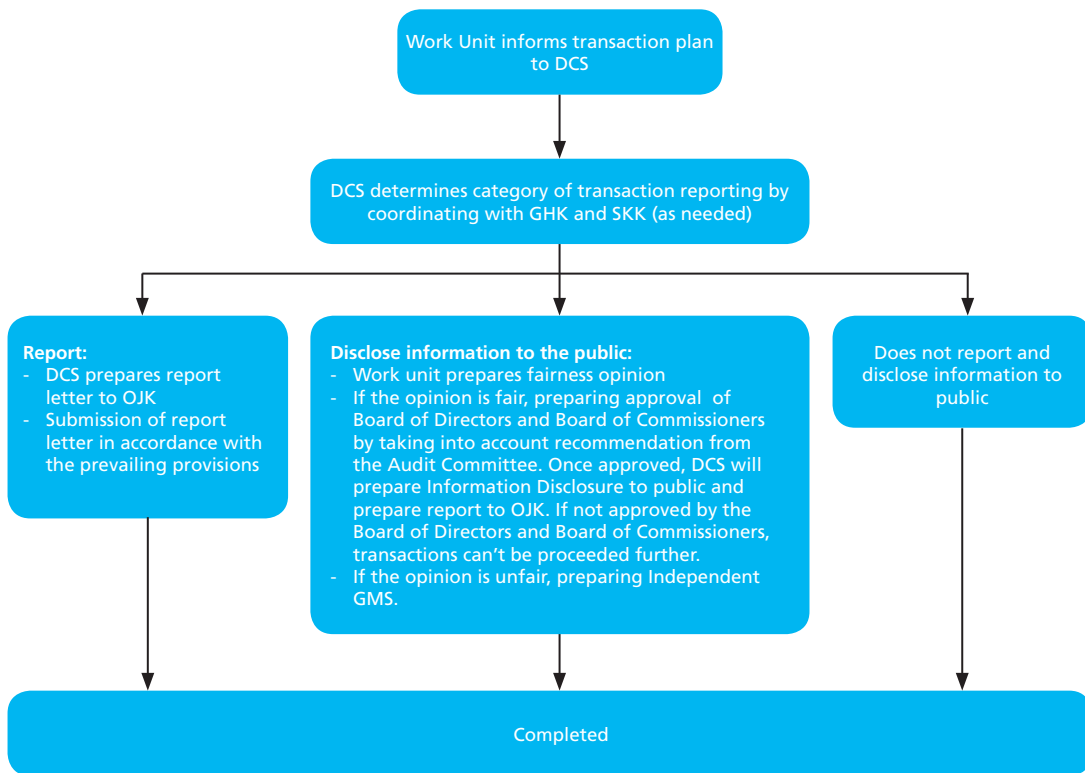
All transactions containing conflicts of interest are disclosed based on BCA Circular Letter No.03/2017 on GCG Implementation for Commercial Banks.

Throughout 2019 BCA did not make any transactions that contained conflicts of interest.

Name and position of parties that have conflicts of interest	Name and position of decision makers	Type of transaction	Value of transaction	Description
-	-	-	-	-

**Flow of Affiliated Transactions and Conflicts of Interest**

The following illustrates the flow of affiliated and conflict of interest transactions at BCA:



**Description:**  
 DCS : Secretariat and Corporate Communication Division  
 GHK : Legal Group  
 SKK : Compliance Work Unit

### Independent Parties in Affiliated and Conflict of Interest Transactions

In accordance with BCA policy, if a conflict of interest transaction is unavoidable, BCA shall appoint an independent party to evaluate the fair value in the transaction.

If the independent appraiser considers that the transaction value is not fair, then the transaction shall be included as one that contains conflict of interest, and hence, collective approval from BCA's independent shareholders shall be obtained via an Extraordinary GMS.

### Company Policy regarding Transaction Review Mechanism

As mentioned above, BCA a policy regarding affiliated and conflict of interest transactions. In the implementation, every work unit that is about to make a transaction with an affiliated party shall inform the Bank in writing, herewith to the Secretariat and Corporate Communication Division, and attach proof to the report. The division shall then coordinate a further analysis of the transaction to decide the category under which the transaction shall fall. To enhance fairness in any affiliated or conflict of interest transaction, a review of the mechanism and flow of such transactions was conducted in 2019.

## LEGAL CASES

Legal proceedings disclosure is carried out based on item 6 section IX on Transparency on GCG Implementation in OJK Circular Letter No. 13/SEOJK.03/2017 on Governance Implementation for Commercial Banks.

The legal cases are both criminal and civil, and in 2019, 2018, and 2017 the cases BCA faced are presented in the table below:

### 1. Criminal Cases

Details of criminal cases faced by BCA during 2019, 2018 and 2017 are as follows:

Criminal Cases	2019	2018	2017
Legally settled (a verdict has been issued with legal power)	8	11	5
In settlement process	5	4	4
<b>Total</b>	<b>13</b>	<b>15</b>	<b>9</b>

Criminal cases in the Court of based on reports from BCA against customers, employees, or other third parties include cases of alleged crimes of theft, embezzlement, embezzlement in positions, falsification of letters, distributing without rights and/or destruction of electronic documents, but there are no cases of value material losses above Rp1 billion.

While cases in the Court of reports from customers, employees, or other third parties against BCA are non/zero.

### 2. Civil Cases

The civil cases faced by BCA during 2019, 2018 and 2017 are detailed below:

Civil Case	2019	2018	2017
Legally settled (a verdict has been issued with legal power)	123	120	98
In settlement process	144	145	173
<b>Total</b>	<b>267</b>	<b>265</b>	<b>271</b>

BCA faced civil cases among others as a result of:

- 1) Lawsuit filed on accounts inherited by late customers' heirs.
- 2) Customer claims/appeal against account blocking by BCA at the request of the Court, Tax Office and or other third parties.
- 3) Lawsuit filed by customers/other third parties on payment transactions, transfers, balances, and/or disbursement of documents.
- 4) Lawsuit on the use and payment of credit card bills.
- 5) Lawsuit filed by third parties on disputes over BCA properties i.e. land and buildings.
- 6) Lawsuits on accounts of legal entities that resulted from disputes on legal entities and/or association.

- 7) Lawsuit/appeal filed by BCA on the settlement of bad loans and saving collateral.
- 8) Lawsuit/rebuttal of debtor (husband/wife), collateral owner and/or other parties related to foreclosure, auction and or cleaning up foreclosed collateral.
- 9) Lawsuit/rebuttal of debtor (husband/wife) and or third parties on credit and/or collateral.
- 10) Lawsuit filed by BCA or its employees on industrial relations.

The BCA Civil Case that is still in operation in 2019 with a nominal demand of more than Rp10 billion, but the material value of the case does not exist or does not affect the continuity of BCA's business, is as follows:

BCA did not face significant risks due to current legal issues as, based on self-assessment results, it had a "low" level of legal risk.

No.	Case Code	BCA Position	Lawsuit	Case Status	Risk for Bank	Value
1.	431/Pdt.G/2017/ PN.Bdg.	Defendant II	Lawsuit filed by third parties on foreclosed collateral for the reason that the foreclosed collateral is undistributed inheritance	Cassation: Adjudicating Process  District Court & High Court: Ruled in favor of BCA	Collective compensation payment	Real Case Value: None
2.	166/Pdt.G/2019/ PN.Sby.	Defendant VIII	A lawsuit filed by a customer who has a joint account "OR" on a transaction made by his partner without approval from the former as the plaintiff	District Court: Adjudication Process	Collective compensation payment	Real Case Value: None
3.	4/Pdt.Bth/2019/ PN.Bkl.	Opposition I	Rebuttal filed by a debtor on auction sales and the cleaning up of foreclosed collateral	High Court: Adjudication Process  District Court: Ruled in favor of the Opposition	Compensation	Real Case Value: None
4.	10/Pdt.G/2018/ PN.Jmb.	Defendant	A lawsuit filed by a Customer/Debtor to deny credit facilities that he had received and on financial transactions made in his savings account	Cassation: Adjudication Process  District Court & High Court: Ruled in favor of BCA	Compensation	Real Case Value: None

No.	Case Code	BCA Position	Lawsuit	Case Status	Risk for Bank	Value
5.	912/Pdt.G/2019/ PN.Jkt.Br.	Defendant III	A lawsuit filed by a third party (the former owner) on collateral with the reason that the sale and purchase has not been settled and the deed of purchase is allegedly fake	District Court: Adjudication Process	Collective compensation payment	Real Case Value: None
6.	145/Pdt. Bth/2019/ PN.Bpp.	Opposition I	A lawsuit filed by a Debtor on the emptying of collateral by BCA with reason that the auction is invalid the collateral is sold at a lower price than the market.	District Court: Adjudication Process	Collective compensation payment	Real Case Value: None
7.	297/Pdt.G/2017/ PN.Jkt.Sel.	Co Defendant	A lawsuit filed by a customer on check rejection which resulted in the customer listed in the national banking black list	Cassation: Adjudication Process  District Court & High Court: Ruled in favor of BCA	Collective compensation payment	Real Case Value: None
8.	485/Pdt.G/2016/ PN.Jkt.Pst.	Defendant V	A lawsuit filed by a third party on collateral with the reason that the collateral is an undistributed heritage	High Court: Adjudication Process  District Court: Ruled in favor of BCA	Collective compensation payment	Real Case Value: None
9.	249/Pdt.G/2018/ PN.Dps.	Defendant I	A lawsuit filed by a Debtor on auction with the reason that the auction process violates the regulation	Cassation: Adjudication Process  District Court & High Court: Ruled in favor of BCA	Collective compensation payment	Real Case Value: None

## SIGNIFICANT CASES AND ADMINISTRATIVE SANCTIONS TOWARD VIOLATIONS

Significant cases faced by BCA, subsidiaries, members of the Board of Directors and Board of Commissioners are disclosed pursuant to Letter G Chapter III – of OJK Circular Letter No.30/SEOJK.04/2016 on Content of Annual Report on Financial for Issuers or Public Companies

Disclosure of important cases throughout 2019 is described as follows:

1. Important cases faced by BCA, members of Board of Directors of BCA, and members of Board of Commissioners.  
Throughout 2019, BCA, none of the members of BCA's Board of Directors and Board of Commissioners of BCA were involved in any important case, whether criminal and/or civil.

## 2. Important cases faced by BCA Subsidiaries

During 2019, BCA Subsidiaries faced the following cases:

Subsidiary	Case Status	Civil	Criminal
PT BCA Finance	Resolved with permanent legal force	27	0
	In the process of settlement	75	0
PT BCA Multi Finance (formerly PT Central Santosa Finance)	Resolved with permanent legal force	7	0
	In the process of settlement	1	0
BCA Finance Ltd	Resolved with permanent legal force	0	0
	In the process of settlement	0	0
PT Bank BCA Syariah	Resolved with permanent legal force	0	0
	In the process of settlement	5	0
PT Asuransi Umum BCA	Resolved with permanent legal force	0	0
	In the process of settlement	0	0
PT Asuransi Jiwa BCA	Resolved with permanent legal force	0	0
	In the process of settlement	0	0
PT BCA Sekuritas	Resolved with permanent legal force	0	0
	In the process of settlement	0	0
PT Central Capital Ventura	Resolved with permanent legal force	0	0
	In the process of settlement	0	0
PT Bank Royal Indonesia	Resolved with permanent legal force	1	0
	In the process of settlement	2	0

### Important Cases Faced by Members of the Boards of Directors and Commissioners of BCA Subsidiaries

throughout 2019, BCA, none of the members of the Boards of Directors and Commissioners of BCA and subsidiaries was involved in an important case, whether criminal and/or civil.

All important legal issues and cases faced by BCA throughout 2019 did not have a material impact on BCA's and its subsidiaries' financial position and business sustainability.

### ADMINISTRATIVE SANCTIONS FROM RELATED AUTHORITIES

During 2019, there was no administrative sanctions that may have impacted the sustainability of BCA's business, nor was there one imposed on the members of its Boards of Directors and or Commissioners from the relevant authorities.

### INFORMATION ACCESS AND CORPORATE DATA

To apply the principles of transparency and accountability, BCA maintains effective communications with its stakeholders: regulators, shareholders, customers, employees, business partners, and the public. BCA makes this specific effort by having in place a communication policy.

BCA’s Communication policy is set in the communication function and information section and in the information disclosure section under its GCG Guidelines. To help apply the principle of transparency and policy, BCA provides access to its corporate data and information to the public through several communication channels as further explained below.

#### Stakeholders Involvement

Stakeholders are groups of people who have interests in BCA’s business and significant impacts on its sustainability.



BCA works and interacts with the stakeholders through formal processes and necessary engagement. Interactions with the stakeholders are managed by the Secretariat and Corporate Communication Division.

BCA also manages various internal communication channels to create internal information, allowing an intensive and effective socialization process of its information, while accelerating the process and mechanisms in all of its lines.



Name of Stakeholder	Interest	Media	Frequency
Customers and Clients	<ul style="list-style-type: none"> <li>Product Information and banking services as well as the security of customer privacy.</li> <li>Development of banking solutions starts with customer needs and is carried out by paying attention to the protection and safety of the customers, while also performing it consistently and continuously.</li> <li>Providing the best for banking solutions for the stakeholders.</li> <li>Providing solutions to transaction problems, and to use banking.</li> </ul>	HALO BCA Contact Center 1500888, website, social media, and ATM	At all times
Investors and Shareholders	Financial results and the implementation of the principle of prudence and GCG.	<ol style="list-style-type: none"> <li>GMS</li> <li>Quarterly Report</li> <li>Annual Report</li> <li>Sustainability Report</li> </ol>	<ol style="list-style-type: none"> <li>Once a year</li> <li>Quarterly</li> <li>Once a year</li> <li>Once a year</li> </ol>
Regulators, among others: Financial Services Authority, Bank Indonesia, Indonesia Stock Exchange	Compliance and the implementation of prudence principle and GCG implementation.	<ul style="list-style-type: none"> <li>Monthly Report.</li> <li>Quarterly report.</li> <li>Information disclosure related to the affiliated transaction.</li> <li>Elaboration on information for mass media.</li> <li>Submission of proof of annual GMS, EGMS, information, report summary for the finance consolidation.</li> <li>E-reporting for preliminary notice, GMS plan, monthly report, plan for public expose.</li> <li>Delivery of press release on financial statements, photocopy of AGMS and EGMS deeds and newspaper ads.</li> <li>Submission of proof of preliminary notice for GMS</li> <li>Reports and announcement of the dividend distribution schedule.</li> <li>Report of ownership or changes in ownership.</li> </ul>	According to regulations (monthly, quarterly, and incidental)
Public Communities	Programs and opportunities for empowerment through community programs and corporate social responsibility (CSR).	<ol style="list-style-type: none"> <li>Sustainability reports</li> <li>Pilar Bakti BCA: <ul style="list-style-type: none"> <li>Solusi Cerdas BCA</li> <li>Solusi Sinergi BCA</li> <li>Solusi Bisnis Unggul BCA</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>Once a year</li> <li>At all time</li> </ol>
Media, Interest Groups and Public	Information and corporate data, among others regarding the financial condition of the company, products, and corporate actions.	Pers release	If needed

Name of Stakeholder	Interest	Media	Frequency
Business Partners/Suppliers/Vendors	<ul style="list-style-type: none"> <li>• Procurements of goods, services, types of needs/ specification and company data, criteria for partners.</li> <li>• Input, advice and other information.</li> </ul>	<ul style="list-style-type: none"> <li>- Website</li> <li>- Beauty contest</li> <li>- Code of ethics for vendors</li> <li>- Logistics and building division</li> </ul>	If needed
Employees	Industrial relations and matters related to welfare, rights, and obligations of employees	Internal communication through info BCA, BCA Pemutakhiran, MyBCA, audio visual media, Halo SDM - call center for BCA employees, sharing session, GCG series articles, banking services and/ or facilities	At all time

### Product Information and Transparency

BCA has provided clear, accurate and up-to-date information about its banking products and services pursuant to provisions by the OJK/BI, which its customers can get easily through:

- BCA website that provides comprehensive and up-to-date information on BCA products and/or services.
- Leaflets, brochures, plasma TVs, or other written tools at each BCA branch office throughout Indonesia that contain banking product information to help customers know more about the information.
- BCA officers, such as relationship officers, account officers, and customer service at all branch offices, who are keen to give product/service information and solutions that the customers may need.

BCA also provides direct information on its banking products and/or services to customers. The information to customers is given on their prior approval when they sign in the approval column during account opening, in which they agree to receive more data. The publication of information on BCA products, services, and/or banking facilities is done in accordance with regulatory provisions on transparency of bank product information and use of customer personal data.

### Media

BCA's business management means more than just earning profits, as it also encompasses consistent efforts to provide the best banking solutions for all of the Bank's stakeholders. BCA gives the best banking solutions through several communication channels, as follows:

- Access to Information (for customers, the media, shareholders and the wider community);
- BCA website;
- Social media;
- Press releases;
- Correspondence with OJK, Bank Indonesia and the Indonesia Stock Exchange;
- Internal communication;
- Bakorseni.

### Information Access

BCA continues to give convenience to its stakeholders and the wider community to access its corporate data, information, reporting mechanisms, and/or problem solving, including the Bank's financial and non-financial conditions, banking products, and corporate actions. BCA also places press releases in print and electronic media.

BCA information and data can be accessed through:

1. Customers can contact:

#### Halo BCA call center

- Phone number: 1500888
- Email address: halobca@bca.co.id
- Twitter: @halobca
- Halo BCA Chat: www.bca.co.id
- Video Calls in main branch offices: BSD, SCBD, Alam Sutera, Thamrin, Matraman, Darmo, and at myBCA
- Video Banking at myBCA Gandaria City, Bintaro Xchange, Central Park, Kota Kasablanka, Emporium Pluit, Ciputra World Surabaya, Grand City Surabaya, BCA Learning Institute Sentul.

### Service Level at Halo BCA

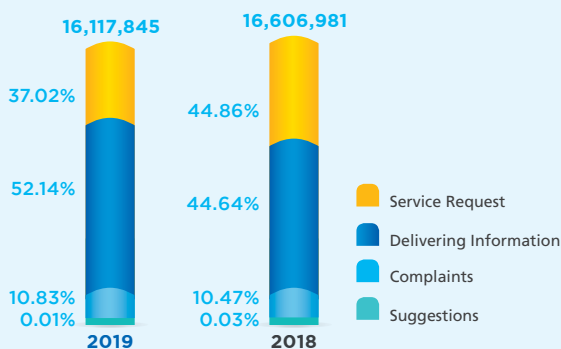
Service level for receiving customer contacts::

- Call response time: 20 seconds
- Whatsapp response time: 2 minutes
- Twitter response time: 3 minutes
- Halo BCA Chat response time: 2 minutes
- Email response time: 1 hour.

### Service Level Agreement (SLA)

The variation duration of problem solving starting from 1 (one) working day to 45 (forty five) working days, according to the type of problem. At present 99.41% of the problems raised through Halo BCA have been resolved in accordance with the service level agreement. The number of customers contacting Halo BCA in 2019 is 16,117,845 (sixteen million one hundred seventeen thousand eight hundred forty-five).

### Type of Claims



Types of customer complaints are divided into the following criteria:

- a. 37.02% are information delivery.
  - b. 52.14% are inquiries for customer services (eg blocking, activation, etc).
  - c. 10.83% are complaints filed by customers.
  - d. 0.01% are suggestions given by customers.
2. For the media, customers can directly contact the secretariat and corporate communication division, the public relations aspect section, via email: [humas@bca.co.id](mailto:humas@bca.co.id), press release, gathering, etc.

3. Communication in investor relations is done through publications on the Bank's official website ([www.bca.co.id](http://www.bca.co.id)) under the investor relations section. that is easily accessible to the public and includes information about:

- Financial Information (financial highlights, monthly financial reports, and quarterly financial reports including analyst meeting material and other publications).
- Annual Report.
- BCA Shareholder Information.
- Credit Rating.
- Investor News.

The published information is in accordance with regulatory requirements and based on the needs of investors, the capital market community, and the shareholders. Through the BCA website, investors, the capital market community, and shareholders can also subscribe their e-mails to receive quarterly financial information publications.

4. BCA also provides an investor relations e-mail facility at [investor\\_relations@bca.co.id](mailto:investor_relations@bca.co.id) that allows investors, the capital market community, and shareholders to communicate with BCA investor relations should they have any questions regarding BCA's financial and business information, or should they need to make suggestions for improvements in investor relations services. Investor relations can be contacted via:

Investor Relation Contact

**PT Bank Central Asia Tbk Menara BCA L.20**

**Jl. MH Thamrin No.1**

**Jakarta 10310**

**Phone: +62 21 235 88000**

**Email: [investor\\_relations@bca.co.id](mailto:investor_relations@bca.co.id)**

### BCA website

Having learnt from the increasingly popular use of smartphones, BCA keeps innovating to give a more accessible BCA website ([www.bca.co.id](http://www.bca.co.id)) tailored to mobile users (mobile responsive design). The BCA website also provides an online registration form for customers who are interested in using BCA services, which BCA's online customer services will follow up. This website is intended to facilitate prospective and existing customers to enjoy BCA banking products and/or services.

BCA website publishes interesting and useful articles which contain financial and banking information and other information disclosure. The website also presents corporate activities, such as analyst meetings, financial reports, and a wide array of BCA corporate social responsibility programs. This information is constantly provided in order for BCA to remain consistent with its commitment to always disclose corporate information as part of implementing Good Corporate Governance.

### BCA Social Media

In today's digital era, social media is developing rapidly and becoming an effective means of communication for BCA. BCA's social media is popular among netizens. BCA is currently present on various social media platforms such as:

- Twitter accounts (@XpresiBCA, @GoodLife, @BizGuideBCA, @HaloBCA, @BankBCA, @KartuKreditBCA)
- Facebook (/ XpresiBCA, / GoodLifeBCA, / BizGuideBCA, / BankBCA, / Credit CardBCA),
- YouTube (BCA Solution)
- SlideShare (www.slideshare.net/SolusiBCA)
- BCA LinkedIn
- Instagram (@goodlifeBCA)
- Line (@BankBCA).
- Halo BCA Chat,
- Whatsapp (0811 1500 998).

Through these social media accounts, BCA seeks to build more solid interactions with its customers and any member of the public who has not yet become a customer. This testifies BCA's serious commitment to always be there with the community.

In addition to these listening tools, BCA keeps innovating to hear in real time social media user aspirations, whether through criticism or suggestions. Real-time interactions are available on VIRA or BCA Virtual Assistant Chat Banking. VIRA can be accessed through Kaskus Chat, Facebook Messenger BCA bank account, and LINE chat application in each BCA bank account. Through VIRA, customers can get information on recent promotions, check account balances and movements, learn current exchange rates, get ATM info, credit card info, and other banking access.

Throughout 2019, BCA held a long series of activities to campaign for communications that rely on social media, including:

1. Campaigns on updates in BCA banking products to communicate what benefits they offer to potential markets
2. Educative campaigns on safe banking transactions for the public
3. Campaigns on BCA's recent promotional programs.

More detailed BCA accounts and social media activities can be accessed through [www.bca.co.id/social](http://www.bca.co.id/social) media. BCA consistently seeks to prove its existence to the wider community.

### List of Press Releases in 2019

BCA's press releases represent the implementation of good corporate governance principles, particularly the principle of transparency. During 2019 there were 157 (one hundred and fifty seven) press releases made by BCA, which include:

No.	Month	Date	Title	Remarks	
				Distribution	Face to face
1	January	9	OneKlik from BCA, Completing Alternative Shopping Payments at Shopee	-	v
2		10	BCA to be the SBR005 Distribution Partner to Drive Financial Inclusion	-	v
3		15	Facilitating Water Bill Payment through ATM BCA, BCA Collaborates with PDAM Pontianak and Kubu Raya Regency	-	v
4		18	Presenting the Spirit of Community Collaboration, Jakarta Sneaker Day 2019 "The Rise of Sneaker Culture" is Ready to Go	-	v
5		24	Realizing Service Excellence, BCA Inaugurates New KCU Bukittinggi Office	v	-
6		24	Spurring the Spirit of e-sports Tournament, BCA Supports 2019 Presidential Cup	-	v
7	February	8	Care for Education, BCA Awarded Scholarships to Accomplished Students of ITS and UNAIR	-	v
8		8	BCA Gives Scholarships to Accomplished Students of Sriwijaya University	-	v
9		8	Providing One Stop Services, BCA Expoversary 2019 is Ready to be Held	v	-
10		11	BCA Delivers 218 Food Packages to Pekalongan-Batang Flood Victims	v	-
11		14	AIA and BCA to Launch Edukasi Maksima Protection (EduPlan) for Children's Education Fund Planning Solutions	-	v
12		15	BCA Earmarks Rp300 Million in Scholarships for Accomplished Students of Udayana University	-	v
13		20	Realizing Healthy Communities, BCA Organizes Health Social Service in Duri Utara Before Its 62nd Anniversary	v	-
14		22	Offering Travellers to Travel with Ease, BCA Once Again Organizes Astindo Travel Fair 2019	-	v
15		22	Entering Its 62nd Anniversary, BCA Expo Surabaya Returns to Fulfill Customers' Needs	-	v
16		22	Realizing Customer's Dreams to Obtain Dream Car & House, BCA Expo Palembang 2019 is Officially Opened	-	v
17		22	Enlivening the 62nd Anniversary of BCA, the BCA Expoversary 2019 is Held	-	v
18		23	Reward BCA Auction Only at BCA Expoversary 2019	v	-
19		23	Enjoy the Ease of Transactions While Chatting with BCA Keyboard	-	v
20		23	20 Orphans of Harapan Remaja Orphanage Join the 'Leather Pencil Case Making' Workshop at BCA Expoversary 2019	v	-
21		24	People Enthusiastically Participate in Reward BCA Auctions at BCA Expoversary 2019	v	-
22		28	PT Bank Central Asia Tbk Full Year 2018 Results - Positioning for Growth	-	v

No.	Month	Date	Title	Remarks	
				Distribution	Face to face
23		1	First in Indonesia: BCA Super League Triathlon Bali Presents an Unforgettable Multi Sports Festival	-	v
24		1	BCA Officially Offers Retail Sukuk SR-011	-	v
25		2	Followed by More than 100 Participants, BCA Organizes Health Charity in Bukit Peramun Belitung	-	v
26		6	BCA Wins 'Best Achiever in Private Banking' Award at the 2019 Obsession Awards	v	-
27		9	Entering its 62nd Anniversary, BCA Expo Medan is Held to Fulfill Customer Needs	-	v
28		12	More than 130 Enthused People Joined BCA's Free Cataract Surgery in Kapuas Hulu	v	-
29		12	Preparing Students to Enter the Workforce, BCA Holds Public Lecture to 300 Students of Padjajaran University	-	v
30		13	BCA to Receive ISO 9001:2015 Certificate	v	-
31		13	Obedient and Timely Taxpayer, BCA Receives Taxpayer Award	v	-
32	March	14	Tourism Australia and BCA Bring a Piece of Australia to Indonesia	v	-
33		15	BCA Disburses Rp300 Billion Syndicated Loan to PT Buana Finance Tbk	v	-
34		16	BCA Holds a Seminar for 250 Students of Mulawarman University	-	v
35		16	BCA Holds a Seminar for 250 Students of Mulawarman University	v	-
36		16	More than 240 Students and Teachers Pendidik Ikuti Edukasi Kesehatan yang Digelar BCA di Desa Kelurahan, Semarang	v	-
37		20	Preventing Blindness Caused by Cataract, Approximately 100 Patients Join BCA's Free Cataract Surgery at RS Masmitra Bekasi	v	-
38		23	More Than 2,500 Enthused Participants Join BCA Super League Triathlon 2019	-	v
39		25	BCA Successfully Nabs Three International Awards at Asiamoney Awards	v	-
40		27	BCA Launches SYNRGY, Accelerator Program & Community Start-up Collaboration Platform	-	v
41		4	BCA is Crowned the Forbes World's Best Banks 2019	v	-
42		4	Preserving and Protecting Sea Turtles, BCA Provides Education on Turtle Conservation to 700 Students and Fishermen in Banyuwangi	v	-
43		9	BCA Receives 15 Awards at Contact Center Service Excellence Award 2019	v	-
44	April	11	Opening an Account Becomes Easier, BCA Officially Launches Online Savings Account Feature on BCA mobile	-	v
45		11	BCA Holds Annual General Meeting of Shareholders	-	v
46		25	PT Bank Central Asia Tbk's 1st Quarter of 2019 Results - Managing Growth	-	v
47		29	BCA Organizes Tour Guide Training: Enhancing Tourists' Comfort at Bukit Peramun Village	v	-
48		30	BCA Wins Financial Top Leader 2019	v	-
49		30	Preventing Blindness Caused by Cataract, BCA Holds Free Cataract Surgery in Tasikmalaya	v	-

No.	Month	Date	Title	Remarks	
				Distribution	Face to face
50		2	BCA Strengthens Financial Inclusion through SimPel BCA	v	-
51		4	Two BCA's Assited Villages: Bukit Peramun & Aik Rusa' Berehun Village are to Offer the Treasure of Belitung's Local Wisdom	v	-
52		9	BCA Asserts its Commitment to Smart Farming-Based Agricultural Development	v	-
53	May	9	Banking and Fintech Contributions in Building a Healthy and Stable National Financial Ecosystem	v	-
54		16	BCA Named the Best Issuer at Investor Award 2019	v	-
55		16	BCA Nabbed 16 Awards at the Infobank 8th Digital Brand Awards 2019	v	-
56		17	BCA Organizes Sahur On the Road 2019: Sahur with 500 Orphans	-	v
57		28	BCA Always by Your Side Throughout Eid al-Fitr 2019 Holiday	v	-
58		4	BCA Wins Gallup Great Workplace Award for the Third Time	v	-
59		17	BCA Holds Outbound Guide Training to Ensure Satisfaction of Tourists Visiting Tamansari Village	v	-
60		19	BCA and Digitaraya Announce Eight Startups Picked for SYNRGY Accelerator Program	-	v
61		20	BCA's EGM Approves Plan to Acquire PT Bank Royal Indonesia	-	v
62	June	21	BCA Inaugurates Makassar Regional Office to Improve Banking Service	v	-
63		24	BCA Inaugurates Tangerang City Main Branch Office to Ensure Prime Services	-	v
64		25	BCA Holds Social Service Offering Free Cataract Operation in Purwakarta	v	-
65		27	BCA to Win the Best Bank in Indonesia and Asia Once More	v	-
66		27	First in Bandung, BCA Supports World's Largest Book Bazaar, Big Bad Wolf (BBW) 2019	-	v
67		28	BCA Receives the Best Bank at Investor Bank Award 2019	v	-
68		5	Supporting Anti-Drug Movement, BCA and BNN Organize Anti-Dug Volunteers Training	v	-
69		9	BCA Wins Eight Awards at the 2019 Service Quality Award Event	v	-
70		12	BCA and KSEI Sign Cooperation Agreement as Customer Fund Account Administrator Bank and Payment Bank	v	-
71		12	More than 100 Patients Enthusiastic to Receive Free Cataract Operation in BCA's Social Service in Ambon	v	-
72	July	12	BCA Receives the Private Bank Award at Bisnis Indonesia Award 2019	v	-
73		16	Euromoney Crowned BCA the Best Bank	v	-
74		17	BCA Supports Preservation of Indonesia's Cultural Diversity	v	-
75		19	Halo BCA Wins Best Mega Contact Center in Asia Pacific	v	-
76		22	Guaranteeing Service Excellence, BCA Relocates KCP Tunjungan Plaza to Pakuwon Tower TP 6	v	-
77		24	PT Bank Central Asia Tbk First Half 2019 - Results Positioning for Better Growth	-	v
78		30	BCA Supports Indonesian Students and Youth Savings	v	-



No.	Month	Date	Title	Remarks		
				Distribution	Face to face	
79	August	1	BCA Launches 'Teaching Factory: BCA Cash Management Academy' Program	v	-	
80		13	BCA Holds Press Conference before BCA Expo Bandung 2019	-	v	
81		14	Pioneering BCA Banking Digitalization, President Director of BCA Jahja Setiaatmadja Wins 'Lifetime Achievement' Award	v	-	
82		15	Jahja Setiaatmadja Wins the Most Outstanding People 2019 Award	v	-	
83		20	BCA and Helping Hands Foundation Organize Leadership Training for Students with Disabilities	v	-	
84		21	2019 Public Expose: Managing Growth	-	v	
85		22	Featured in BrandZ Top 100 World Brands, BCA Ranks First for Indonesia's Most Valuable Brand	v	-	
86		24	Providing One Stop Solution, BCA Expo Bandung 2019 is Officially Open	-	v	
87		24	Prior to Peak Event, Hundreds of Participants Join BCA Finhacks Roadshow 2019 in Jakarta	-	v	
88		24	BCA Expo Semarang 2019 Pampers the Public with One Stop Solution	-	v	
89		24	Prior to Peak Event, Hundreds of Participants Join BCA Finhacks Roadshow 2019 in Jakarta	-	v	
90		26	BCA Once Again Supports the Release of Orangutans and Organizes 'Orangutan Goes to School' Program at Samboja Lestari	v	-	
91		31	Supporting Quality Basic Education, BCA Holds Teacher Training	v	-	
92		September	1	Welcoming National Customer Day, BCA Celebrates National Customer Day Parade	v	-
93			4	Appreciating Loyal Customers, Six BCA's Directors Serve Customers on National Customer Day	v	-
94			5	BCA Endows Rp250 Million Scholarship Fund to Select Accomplished Students of Bogor Institute of Agriculture	-	v
95	5		BCA's Participation in 5th ASEAN Marketing Summit Forum	v	-	
96	6		BCA Endows Rp400 Million Scholarship Fund to Select Accomplished Students of University of Indonesia	-	v	
97	7		BCA Endows Rp400 Million Scholarship Fund to Select Accomplished Students of University of Indonesia	-	v	
98	10		BCA Organizes Public Lecture and Gives Rp200 Million Scholarship Funds to Select Accomplished Students of Tanjungpura	-	v	
99	10		BCA Wins 47 Awards in Best Contact Center Indonesia	v	-	
100	14		Visiting West Nusa Tenggara, BCA Organizes Cataract Surgery at RSI Yatofa	v	-	
101	18		Consistently Supporting Education in Indonesia, BCA Channels Rp250 Million Scholarship Funds to Accomplished Students of Mulawarman University	-	v	
102	19		Eight Select Indonesian Start-ups at SYNRGY Demo Day	-	v	
103	24		BCA Holds A Press Conference Before BCA Expo Malang 2019	-	v	
104	25		For the Seventh Time, BCA Wins International Awards at Asiamoney Awards	v	-	
105	25		BCA Gives Leadership Training for Integrated Service Staff of Maranatha Christian University	-	v	
106	25	First in Indonesia, BCA Supports Boba Fest 2019	v	-		

No.	Month	Date	Title	Remarks	
				Distribution	Face to face
107	September	26	BCA Supports Various Investment Managements through IKF VIII to Drive Indonesia's Economic Growth	-	v
108		26	BCA Supports Various Investment Managements through IKF VIII to Drive Indonesia's Economic Growth	v	-
109		26	Bakti BCA Assisted Village: Bukit Peramun Wins ISTA 2019	v	-
110		27	BCA Channels Rp250 Million Scholarship Fund to Accomplished Students of Hasanuddin University	-	v
111		28	BCA EXPO's First Launch in Malang City Offering One Stop Shopping Service	-	v
112		1	Improving Human Resources Quality, BCA Organizes a Digital Marketing Workshop for Members of Assisted Tourism Villages	-	v
113		2	Enhancing Knowledge on Wayang, BCA Organizes 'Wayang Day' in Balikpapan	-	v
114		4	BCA Channels Rp200 Million Scholarship Funds to Accomplished Students of Cendrawasih University	-	v
115		7	BCA and Sinar Mas Land Invite the Public to BCA Expo 2019	-	v
116		8	BCA Launches Wealth Management WELMA Application at Indonesia Knowledge Forum VIII 2019	-	v
117		11	For A Better Service, CS Finance Officially Becomes BCA Multi Finance	-	v
118	14	BCA Holds a Press Conference Ahead of Royale Open Tournament 2019	-	v	
119	14	BCA Wins 'Best Financial Sector' at the 11th IICD Corporate Governance Award 2019	v	-	
120	October	18	Kafe BCA: 2020 Economic Outlook, Optimistic of Growth	-	v
121		18	Caring for Indonesian Education, BCA Grants Scholarship Funds to 38 Select Accomplished Students of Sriwijaya University	-	v
122		21	Encouraging Outstanding Teacher Competence, BCA Holds Teacher Training in Sorong	-	v
123		24	50 Bright Students of Brawijaya University Received Bakti BCA Scholarship Amounting Rp 350 million	-	v
124		26	Promoting One Stop Shopping Concept, BCA Expo Returns to ICE BSD City	-	v
125		28	PT Bank Central Asia Tbk First Nine Months 2019 Results - Solid and Sustainable Growth	-	v
126		29	140 Enthused Students Participated in "Wayang for Students" Shows and Performances in Bandung	-	v
127		30	BCA and AIA to Launch Proteksi Retirement Maksima (RetirePlan) as Pension Fund Planning Solutions	-	v
128		30	Maintaining Outstanding Performance, BCA Wins Forbes Indonesia's 'Best of the Best Awards' 2019	v	-
129		31	BCA Supports CEO Networking 2019	v	-
130	November	2	BCA Wins ASEAN Business Awards 2019	v	-
131		6	BCA Supports the Indonesia Banking Expo (IBEX) 2019	v	-
132		9	Improving the Students' Competence, BCA Delivers a Public Lecture in Bandung Institute of Technology	-	v
133		9	BCA's Assisted Village: Bukit Peramun Belitung, A Digital-Based Tourism Village	-	v
134		11	BCA and JCB International Indonesia to Launch BCA JCB Black Credit Card	-	v

No.	Month	Date	Title	Remarks	
				Distribution	Face to face
135		12	Encouraging SMK Students' Potentials, BCA Cash Management Academy Joins Education and Technology Expo (EPITECH)	-	v
136		15	50 Select Accomplished Students of Sumatera Utara University to Receive Bakti BCA Scholarships	-	v
137		15	50 Select Accomplished Students of Airlangga University to Receive Bakti BCA Scholarships Worth Rp250 Million	-	v
138		16	Enhancing Students' Insights, BCA Organizes Public Lecture in Muhammadiyah Malang University	-	v
139		18	BCA's Cash Recycling Machine (CRM) Breaks MURI Records	-	v
140	November	19	More Than 700 Enthused Students Joined "Wayang for Student" in Semarang	-	v
141		20	BCA Holds Service Standard Refreshment Training for Tour Guides of Goa Pindul Yogyakarta	-	v
142		22	BCA Delivers a Public Lecture and Grants Scholarship Fund Amounting Rp 300 million to Bright Students of Udayana University	v	-
143		23	BCA Increases Outbond Tour Guide Capacity of Pentingsari Village and Goa Pindul	v	-
144		27	BCA's Deputy President Director Armand W Hartono Delivers a Public Lecture in Sepuluh November Institute of Technology Surabaya	-	v
145		28	BCA Achievements in 2019 Bank Indonesia Award	v	-
146		28	Jahja Setiaatmadja Awarded as 2019 Bankers of the Year	v	-
147		3	Consistently Supporting Health Sector, BCA Distributes Donations of Cataract Surgery Equipment and Blood Donor Facilities	-	v
148		4	BCA President Director Jahja Setiaatmadja Awarded the Best CEO 2019	v	-
149		4	BCA Awarded the Best of the Best MARKeteer of the Year Indonesia 2019	v	-
150		6	Halo BCA Won 26 Awards in 2019 World's Contact Center	v	-
151		10	BCA Distributes Donation to 15,000 Informal Workers through BPJS Ketenagakerjaan	-	v
152	December	10	BCA Supports Orkes Tiup Johja (OTJ) Event	v	-
153		11	Successfully Recorded Excellent Performance, BCA Won Two Awards in the 2019 Finance Top Financial Institution	v	-
154		12	Delivering Remarkable Achievement, BCA's President Director Jahja Setiaatmadja Crowned the 'Top National Banker'	v	-
155		16	Making Water Bill Payment Easier through BCA e-Channel, BCA Partners Up with PDAM Purwakarta	-	v
156		17	BCA Always at the Customers' Side during 2019 Year End Holiday	v	-
157		27	[Infographic] Fun Year End Holiday Tips	v	-

### Correspondence with OJK and IDX

BCA's correspondence with the Financial Services Authority (OJK) and the Indonesia Stock Exchange (IDX) is part of the implementation with regards to GCG, particularly of the principles of transparency and accountability. The correspondences BCA made with the two regulators are listed below:

#### Financial Services Authority (OJK)

Letter Date	Letter No	To	Subject
January 14 2019	016/DIR/2019	Chief Executive of Capital Market Supervisory Board	Report on the Realization of Proceeds from Sustainable Bank Central Asia Subordinated Bond Offering Phase I Year 2018 Series A and B as of December 31, 2018
January 14 2019	017/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	018/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	019/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	020/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	021/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	022/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	023/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	024/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	025/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
January 14 2019	026/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
February 1 2019	10/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
February 1 2019	011/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
February 26 2019	024/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Minutes of Annual General Meeting of Shareholders of PT Bank Central Asia Tbk
February 28 2019	027/DCS/2019	Financial Services Authority (OJK)	Information Disclosure on Affiliate Transactions
March 1 2019	029/DCS/2019	Financial Services Authority (OJK)	Submission of Q4 2018 Financial Statements unaudited) of PT Bank Central Asia Tbk ("BCA")
March 1 2019	030/DCS/2019	Head of Bank 3 Supervision Department	Submission of Q4 2018 Financial Statements unaudited) of PT Bank Central Asia Tbk ("BCA")
March 4 2019	031/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Consolidated Financial Statements of PT Bank Central Asia Tbk and Subsidiaries as of December 31, 2018
March 13 2019	035/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Invitation for Annual General Meeting of Shareholders of PT Bank Central Asia Tbk (BCA AGMS 2019)
March 13 2019	036/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Invitation for Annual General Meeting of Shareholders of PT Bank Central Asia Tbk (BCA AGMS 2019)
March 14 2019	039/DCS/2019	Financial Services Authority (OJK)	Information Disclosure on Affiliate Transactions
April 15 2019	052/DCS/2019	Financial Services Authority (OJK)	Submission of a Copy of Minutes of Meeting of PT Bank Central Asia Tbk (BCA) Annual General Meeting of Shareholders

Letter Date	Letter No	To	Subject
April 15 2019	053/DCS/2019	Head of Bank 3 Supervision Department	Submission of Copy of Minutes of Meeting of PT Bank Central Asia Tbk (BCA) Annual General Meeting of Shareholders
April 15 2019	056/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Summary of Minutes of Annual General Meeting of Shareholders of PT Bank Central Asia Tbk
April 15 2019	057/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Announcement of Summary of Minutes of Annual General Meeting of Shareholders of PT Bank Central Asia Tbk
April 15 2019	059/DCS/2019	Financial Services Authority (OJK)	Information Disclosure on Affiliated Transaction
April 26 2019	063/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Summary Minutes of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk
April 26 2019	064/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Announcement of Summary of Minutes of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk
April 26 2019	065/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Summary of Minutes of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk
April 26 2019	066/DCS/2019	Head of Bank 3 Supervision Department	Submission of Q1 2019 Financial Statement of PT Bank Central Asia Tbk ("BCA")
April 26 2019	067/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Summary of Consolidated Financial Statement of PT Bank Central Asia Tbk and subsidiaries as of March 31, 2019
April 26 2019	068/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Announcement of Summary of Consolidated Financial Statement of PT Bank Central Asia Tbk and Subsidiaries as of March 31, 2019
April 29 2019	072/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Publication for Acquisition Plan
May 13 2019	075/DCS/2019	Financial Services Authority (OJK)	Submission of a Copy of Deed Minutes of Meeting Annual General Meeting of Shareholders of PT Bank Central Asia Tbk ("BCA") Financial Year 2018
May 13 2019	076/DCS/2019	Head of Bank 3 Supervision Department	Submission of a Copy of Deed Minutes of Meeting Annual General Meeting of Shareholders of PT Bank Central Asia Tbk ("BCA") Financial Year 2018
May 13 2019	077/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 13 2019	079/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 15 2019	082/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 15 2019	083/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 15 2019	084/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 15 2019	085/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 15 2019	086/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 17 2019	093/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 17 2019	094/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 17 2019	095/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 2019	096/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 17 2019	097/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk

Letter Date	Letter No	To	Subject
May 17 2019	098/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 17 2019	099/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 21 2019	106/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 22 2019	107/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
May 2019	135/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Invitation for Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (EGMS 2019)
May 29 2019	136/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Invitation for Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (EGMS 2019)
June 24 2019	161/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Minutes of Meeting for Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (EGMS 2019)
June 24 2019	162/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Minutes of Meeting for Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (EGMS 2019)
June 24 2019	163/DCS/2019	Financial Services Authority (OJK)	Information disclosure on affiliate transaction
July 2 2019	165/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Information Disclosure on Affiliated Transaction made by PT Bank Central Asia Tbk
July 2 2019	167/DCS/2019	Financial Services Authority (OJK)	Submission of Copy of Deed of Minutes of Meeting of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (BCA)
July 2 2019	168/DCS/2019	Head of Bank 3 Supervision Department	Submission of Copy of Deed of Minutes of Meeting of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (BCA)
July 24 2019	173/DCS/2019	Financial Services Authority (OJK)	Information Disclosure on affiliate transaction
July 25 2019	178/DCS/2019	Financial Services Authority (OJK)	Submission of Copy of Deed of Minutes of Meeting of Extraordinary General Meeting of Shareholders of PT Bank Central Asia Tbk (BCA)
July 25 2019	180/DCS/2019	Financial Services Authority (OJK)	Submission of Proof of Announcement of Summary of Consolidated Financial Statement of PT Bank Central
July 25 2019	181/DCS/2019	Head of Bank 3 Supervision Department	Submission of Proof of Announcement of Summary of Consolidated Financial Statements of PT Bank Central
August 6 2019	189/DCS/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
September 3 2019	489/DIR/2019	Financial Services Authority (OJK)	Notification on a Change in Corporate Secretary of PT Bank Central Asia (BCA)
November 4 2019	652/DIR/2019	Financial Services Authority (OJK)	Report on Material Information or Facts
November 7 2019	230/DIR/2019	Financial Services Authority (OJK)	Report on Affiliate Transaction
December 11 2019	246/DCS/2019	Financial Services Authority (OJK)	Report on Information or Material Facts
December 20 2019	774/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk
December 20 2019	775/DIR/2019	Financial Services Authority (OJK)	Report of Ownership or Changes in Share Ownership of PT Bank Central Asia Tbk



## Indonesia Stock Exchange

Letter Date	Letter No	To	Subject
February 22 2019	023/DCS/2019	PT Bursa Efek Indonesia (BEI)	Explanatory Information in Mass Media
April 15 2019	055/DCS/2019	PT Bursa Efek Indonesia (BEI)	Report and Announcement of Schedule and Procedure of Cash Dividend Distribution for Financial Year 2018 of PT Bank Central Asia Tbk (BCA)
April 25 2019	061/DCS/2019	PT Bursa Efek Indonesia (BEI)	Submission of Press Release on Information Summary of Q1 2019 financial performance (unaudited) of PT Bank Central Asia Tbk (BCA)
June 14 2019	155/DCS/2019	PT Bursa Efek Indonesia (BEI)	Explanatory Information in Mass Media
July 24 2019	172/DCS/2019	PT Bursa Efek Indonesia (BEI)	Submission of Press Release on Information Summary of Q2 2019 Financial Performance (unaudited) of PT Bank Central Asia Tbk (BCA)
August 26 2019	194/DCS/2019	PT Bursa Efek Indonesia (BEI)	Submission of Presentation Results of Issuer and Press Conference on the Live Event Public Expose 2019 - Presentation of Listed Companies Performance (Pubex Live 2019)
August 27 2019	195/DCS/2019	PT Bursa Efek Indonesia (BEI)	Unregistered Change in Shares of PT Bank Central Asia Tbk (BCA)
September 10 2019	198/DCS/2019	PT Bursa Efek Indonesia (BEI)	Response to the Unregistered Change in Shares
October 14 2019	210/DCS/2019	PT Bursa Efek Indonesia (BEI)	Explanatory Information in Mass Media
October 28 2019	214/DCS/2019	PT Bursa Efek Indonesia (BEI)	Submission of Press Release on Information Summary of Q3 2019 Financial Performance (unaudited) of PT Bank Central Asia Tbk (BCA)
November 29 2019	237/DCS/2019	PT Bursa Efek Indonesia (BEI)	Report and Announcement of Schedule and Procedure of Interim Dividend Distribution for Financial Year 2019 of PT Bank Central Asia Tbk (the Company)

## Internal Communication

Internal communication plays a pivotal role in building the character and culture of BCA, and the solidity of the working teams. Seamless, intensive and effective internal communication in disseminating company information will accelerate work processes and mechanisms across all of the BCA's lines, giving positive impacts on overall performance.

The content of information and media communication are the keys to the success of internal communication. Both will complement each other, providing comprehensible information that is, convenient for employees to follow up.

With a relatively huge headcount spread across Indonesia, effective internal communication serves the BCA as key to achieve its vision and mission. This is why BCA recognizes the needs to devise a proper internal communications strategy aimed at creating a harmonious relationship with all employees.

The following are BCA's internal media communication:

### 1. InfoBCA Magazine

InfoBCA magazine is an internal monthly magazine that serves as media for education, socialization, entertainment and a tool to share knowledge and experiences, activities within BCA for all employees. InfoBCA magazine contains company information, banking products, banking services, networking, internal programs, awards, technology, management, and other useful information for employees. InfoBCA magazine is published in both printed and e-magazine versions (which can be downloaded from MyBCA internal portal).

### 2. MyBCA

MyBCA is an internet-based internal communication system. The internet network can only be accessed by internal parties by using the facilities provided by BCA. MyBCA is managed by the Information Technology Group, in accordance with public relations aspects and other work units in the head office. It serves as a tool to convey BCA information, business unit programs, socialization of banking



products, services, learning, and various other important information. MyBCA has been developed for its online employment information and administration services, including healthcare fees, leave request, overtime, business trips, employee data, compensation, appraisals and others.

### 3. Plasma TV

Plasma TV is an internal media communication installed at strategic places within the building or other premises in BCA offices. This audio visual media contains information regarding BCA, its banking products and services, work unit activities, and other important information.

### 4. E-mail

BCA adopts an emailing system for its internal media communication. Another internal communication built through the email system includes a management communication forum.

### 5. Microsoft Lync

Through the Microsoft Lync facility, BCA's employees can send data or information via PC (personal computer) and communicate with each other similar to chatting features on modern gadgets. The Microsoft Lync facility is very useful for urgent matters, because incoming messages directly appear on the screen along with the incoming message alert. Other than that, the facility can also be used to transmit large files and data.

### 6. Internal Events

Internal communication is also built through various internal events, such as:

- a. BCA anniversary celebrations;
- b. Lunch time with the Management;
- c. Gatherings, i.e. the celebrations of Christmas/ New Year and Eid al-Fitr and annual gatherings/ recreations, pre-retirement events for retiring employees, and others;
- d. National work meeting;
- e. Bakorseni (arts, sport-related);
- f. Sessions of knowledge sharing i.e. COP (community of practice) activities, BCA Open Source, etc.

### 7. Corporate Identity Manual

An internal guide or a set of standards for BCA's internal, especially in the use of the corporate logo, how the logo is used in different forms, and other corporate materials.

### 8. Facebook Semua Beres

BCA uses Facebook as a means of internal communication under the Semua Beres Facebook account. Subscribed employees are connected to one another and can share information and experiences.

### 9. Halo SDM

A call center facility for employees which serves as a communication bridge for all information about provisions enacted on human resources. The facility provides an opportunity for every employee to know better, understand and comply with BCA's internal rules.

## CODE OF ETHICS

The BCA's Code of Ethics is an elaboration of BCA's culture formulated based on positive values that grow and develop within BCA employees. It is carried out to achieve the vision and mission that has been set.

The BCA's Code of Ethics serves as guidance for BCA employees to make decisions and take action in professionally carrying out their daily duties and responsibilities. It provides guidelines for what is expected of BCA employees in relation to customers, shareholders, other employees, suppliers/partners, government and the communities where the company operates.

Any decision and action taken by employees in representing BCA is required to meet the highest standards of integrity, even if these standards are not covered by the prevailing laws and regulations in Indonesia.

The implementation and application of the Code of Ethics is the responsibility of all BCA employees across all levels of the organization, and serves as one of BCA's commitments in implementing Good Corporate Governance.

The main principles in the BCA's Code of Ethics are:

1. Professionalism.
2. Integrity.
3. Excellent team.
4. Prime service.
5. Social care.

### Core of BCA's Code of Ethics

The core of the BCA's Code of Ethics comprises:

1. Comply with prevailing laws and regulations.
2. Maintain reputation of the bank and safeguard corporate assets.
3. Maintain the confidentiality of the bank and customer data.
4. Ensure no conflict between personal interests and bank or customer interests.
5. Accurately record all transactions according to applicable policies.

6. Build and maintain a harmonious working environment and healthy competition.
7. To not abuse position and powers for personal or family interests.
8. To not commit any misconduct that may be harmful to the professional image and reputation of the company in general.
9. To avoid any forms of gambling or speculation.
10. Constantly build knowledge and broaden horizons by keeping abreast of developments in the banking industry in particular and the business world in general.

### Enforcement of Code of Ethics

The BCA's Code of Ethics is enforced on all BCA employees members of the Board of Directors, members of the Board of Commissioners and BCA employees.

### Socialization

Pursuant to the Board of Directors Decree Letter No. 778/SK/DIR/95 on Code of Ethics for BCA Bankers, this Code of Ethics applies to members of the Board of Directors, members of the Board of Commissioners, and BCA employees. The initiatives taken to socialize the Code of Ethics include:

1. Providing BCA's Code of Ethics in a pocketbook to be distributed to all BCA employees. Employees should sign a statement stating they understand and promise to comply with and implement BCA's Code of Ethics as guidance for their conduct and behavior, both inside and outside the workplace. In line with the policy to implement BCA's whistleblowing system as stipulated in the Board of Directors Decree Letter No. 146/SK/DIR/2017 dated November 1, 2017, violations of the code may be subject to reports in the whistleblowing mechanism.
2. Publishing the BCA's Code of Ethics on BCA's internal website portal (MyBCA), Corporate Governance Guideline under chapter BCA's Code of Ethics, and BCA's website under the section Corporate Governance.
3. Facilitating discussions regarding the Code of Ethics, among others regarding the bank's confidentiality, position confidentiality, fraud and other matters through sharing sessions or COP (community of practice) within each division/working unit at BCA.

### Code of Ethics Related to Anti-Corruption

BCA complies with the Anti-Corruption regulations to ensure its business activities are in line with the principles of prudence and Good Corporate Governance. BCA employees are committed to create a culture of anti-corruption in all aspects of their work. The fulfilment of such commitment is reflected in policies and implementations.

#### Anti-Corruption Policies

Anti-Corruption policies in the BCA's Code of Ethics include:

1. Ensure no conflict between personal interests and customer or BCA's interests.
2. To not abuse position and powers for personal or family interests.
3. To not commit any misconduct that may be harmful to the professional image and the reputation of the company in general.

#### Implementation Procedures

Procedures to implement Anti-Corruption policies and culture can be found in:

1. Whistleblowing System Policy (detailed information can be viewed in section Whistleblowing System page 495-497 of this Annual Report).
2. Code of Ethics related to Vendors
3. Anti-Gratuity Policy (detailed information can be viewed in section Anti-Gratuity page 498 of this Annual Report)
4. Conflict of Interest Policy (detailed information can be viewed in section Affiliated Transactions And Conflict of Interests page 499-503 of this Annual Report).
5. Annual Disclosure (detailed information can be viewed in section Internalization page 320 of this Annual Report).

BCA implements the internalization of Anti-Corruption values through sharing sessions, socialization, articles posted in the internal website portal, plasma TV, Info BCA magazine and other internal communications media.

### Code of Ethics Related to Vendors

In performing their duties, BCA employees often work with vendors. Therefore, BCA employees will need to observe the Code of Ethics that relates to vendors, including:

1. In carrying out their duties, all BCA employees must maintain the reputation of BCA, including but not limited to:
  - a. Maintaining self-appearance and behavior with good ethics and manners (actions and words).
  - b. Not compromising excessively during vendor pre-qualifications and vendor bill verification.
  - c. Avoiding meetings that will influence decisions related to the employees' duties and responsibilities.
2. Avoiding situations when vendors' behavior leads to personal gain and/or create harm to BCA.
3. Maintaining the confidentiality of BCA and vendor data obtained while performing duties and not using them for personal gain.
4. Proactively providing information to the Management or the authorities of any family relationship or affiliation with vendors that may potentially influence objectivity in carrying out tasks.
5. Not taking any profit from vendor's mistakes.
6. Neither asking for nor receiving any form of money/gift/parcel/services and not binding on any debt transactions.
7. Oblige to return all forms of money/gift/parcel/services in line with prevailing regulations and proving such returns with a letter signed by the work unit head and a receipt for the return of goods.
8. Always preventing the existence of conflict of interest in dealing with vendors.

In procuring goods and/or services, the working unit must apply Good Corporate Governance principles. To implement the principle of transparency, procurement of goods/services must comply with the following:

1. Ensuring that requirements, authority, and process of procurement are in line with prevailing internal and external policies.

2. The BCA's procurement policy comprises the mechanism of procurement of goods and/or services related to information technology and provisions of procurement of logistics and buildings.
3. The logistics and building goods/services procurement procedure is preceded with analysis, which covers the preparation of documents, price quotation, price review and analysis, announcement and issuance of cooperation agreement.
4. The procedure of goods/services procurement related to technology comprises, among others, conduct trial and end user computing, implementing multi principal/multi-vendor/multi brand, etc.
5. Main policies of goods/services procurement can be downloaded on the BCA's website under Corporate Governance – Policies/Reports.
6. BCA pays attention to the professionalism and credibility of vendors.

Through 2019, BCA performed the procurement and/or appointment process of vendor/supplier/contractor in accordance with the internal policies related to procurement of goods/services/information technology and other regulations.

### Enforcement and Sanctions for Violation of Code of Ethics

1. The policy and Code of Ethics are binding in nature and must be understood and implemented wholeheartedly by all BCA employees, to support the fulfilment of Good Corporate Governance principles.
2. In the event of a violation or non-compliance with provisions in the BCA's policy and Code of Ethics, the offender is subject to sanctions according to the severity of the wrongdoing. Any decision on this matter shall be made by BCA according to the type and severity of the violation and based on a comprehensive evaluation of the individual who committed misconduct.

### Types of Sanctions for ever Violations

Violations of the Code of Ethic are subject to sanctions in accordance with the severity of the violation. Sanctions are stipulated in the Collective Labor Agreement, including main sanctions and additional sanctions. Main sanctions can be in the form of a verbal warning, a written reprimand, written warning, demotion or termination. Additional sanctions can be given in the form of job transfer (rotation), promotion delay, salary increase delay, revocation of facilities attached to the offender's office, dismissal, or other sanctions in line with the prevailing laws.

### Type of Sanctions, Total and Status of Resolution on Code of Ethics Violation in 2019

In 2019, Code of Ethics violations occurred in a total of 800 (eight hundred) cases, with summary as follows:

Year	Type of Sanction	Total	Status of Resolution
2019	Warning Letter I	764	Resolved
	Warning Letter II	28	Resolved
	Warning Letter III	8	Resolved

The number of cases of violations of the Code of Ethics in 2019 has increased from 2018 due to procedural errors or reimbursement mechanisms for retirement preparation training facilities. This problem has been resolved and has been processed in accordance with applicable internal provisions

## CORPORATE CULTURE

BCA's corporate culture consists of its Vision, Mission and Values. BCA's Vision and Mission are set to provide a foundation, direction and guidance for all BCA employees in carrying out their business activities. BCA Values are then applied as a moral guide for all employees in carrying out the Mission and achieving the Vision.

The Vision, Mission and Values of BCA are as follows:

### BCA Vision

The bank of choice and a major pillar of the Indonesian economy.

### BCA Mission

- To build an excellence institution in payment settlements and financial solutions for businesses and individuals.
- To understand diverse customer needs and provide the right financial services to optimize customer satisfaction.
- To enhance the value of BCA's franchise and its stakeholder.

### BCA Values

#### 1. Customer Focus

Paying attention to, understanding, and providing services to meet customers' specific expectations and/or needs.

#### 2. Integrity

Persistence in upholding honesty, openness, and consistency in carrying out roles/duties in various situations and conditions to build customer trust.

#### 3. Teamwork

Interaction and synergy based on understanding of the self and others to reach organizational goals.

#### 4. Continuous Pursuit of Excellence

Continuous efforts to achieve the best in order to provide added value to customers.

Understanding the BCA's Mission:

1. Building an excellence institution in payment settlement and financial solutions for businesses and individuals, meaning that BCA builds excellence in all forms of payment, including all payment activities in the banking business.
2. Understanding diverse customer needs and providing the right financial services to optimize customer satisfaction, meaning that BCA understands various customer needs comprehensively in accordance with the customers' needs.
3. Enhancing the BCA's franchise and stakeholder value has a broad meaning that includes the totality of BCA values both tangible and intangible. Value for stakeholders reflects the flexibility of BCA in accommodating the interests of various parties.

### Socialization of Vision, Mission and Values

The Vision, Mission and Values socialization program is carried out in the following ways:

1. Socialization involving all work units and all BCA employees, such as COP, team sharing sessions, and weekly briefings.
2. Coordination meetings or quality meetings for all BCA's regional offices.
3. Career development programs such as management development programs or manager development programs, special forums such as account officer forums, and special groups such as project management offices.
4. Video on the BCA's internal portal.
5. E-learning.
6. BCA Info magazine (internal monthly magazine).
7. Employees' PC screen saver and mouse pad.
8. Internal training.
9. Internal culture video clip.
10. BCA Handbook.
11. Comic books that are distributed to all employees.
12. Games.
13. Other media.

### Introduction of Corporate Culture for New Employee

An introduction to BCA's corporate culture is provided through an induction program for all new employees featuring the introduction of BCA's Vision, Mission and Values. Games are among the most effective ways to introduce them to new employees, who are generations Y and Z.

The current Vision and Mission of BCA was evaluated by the Management in 2014. They remain in line with the strategic direction of BCA.

### STOCK OPTIONS

During 2019, BCA did not hold a stock options program.

### SHARES BUY BACK

During 2019, BCA did not hold a shares buy back program.

### OTHER CORPORATE ACTIONS

In 2019, BCA conducted other corporate actions with the following details:

#### 1. Disclosure of 2019 Action Plan

- In accordance with Article 2 of OJK Regulation No. 14/POJK.03/2017 concerning Recovery Plan for Systemic Banks, BCA as a systemic bank is required to draw up and submit the recovery plan to the OJK.
- The 2019 AGMS approved the amendment to the BCA recovery plan in the 2019 BCA recovery plan, as recorded in the administration of OJK supervision based on OJK letter No. S-21/PB.3/2019 dated 8 March 2019 concerning the 2019 Recovery Plan of PT Bank Central Asia Tbk.
- The recovery option for the recovery plan was compiled based on four major aspects: recovery options for the aspects of financing, liquidity, rentability, and quality of assets.

#### 2. Disclosure of Acquisition of PT Bank Royal Indonesia

In 2019 BCA acquired PT Bank Royal Indonesia. The acquisition was approved at the 2019 EGMS and publication has been made with the following description:

Date	Disclosure of information/ publication	Description:
26 April 2019	<ul style="list-style-type: none"> <li>• The Jakarta Post.</li> <li>• Bisnis Indonesia.</li> <li>• Ekonomi Neraca Daily Newspaper.</li> <li>• BCA Website.</li> </ul>	<ul style="list-style-type: none"> <li>• Announcement of a summary of the acquisition plan and the announcement of the 2019 EGMS</li> <li>• Announcement of the 2019 EGMS can be downloaded in the corporate action section on the BCA website (<a href="https://www.bca.co.id/">https://www.bca.co.id/</a>).</li> <li>• Announcement of the summary of the acquisition plan can be downloaded in the investor news section on the BCA website (<a href="https://www.bca.co.id/">https://www.bca.co.id/</a>).</li> </ul>
29 May 2019	<ul style="list-style-type: none"> <li>• The Jakarta Post.</li> <li>• Bisnis Indonesia.</li> <li>• BCA Website.</li> </ul>	<ul style="list-style-type: none"> <li>• Invitations of the 2019 EGMS with the approval meeting on the plan to acquire shares in PT Bank Royal Indonesia by BCA as the agenda.</li> <li>• Invitations for the 2019 EGMS can be downloaded in the corporate action section on the BCA website (<a href="https://www.bca.co.id/">https://www.bca.co.id/</a>).</li> </ul>
20 June 2019	Complying to the provisions on the publication of the EGMS implementation.	Implementation of the 2019 EGMS at the Grand Ballroom, Hotel Indonesia Kempinski, 11th Floor, Jl. M.H. Thamrin No. 1, Jakarta 10310 in which the agenda was: approval of the plan to acquire shares in PT Bank Royal Indonesia by BCA.
20 June 2019	Website BCA	<ul style="list-style-type: none"> <li>• Announcement of the summary of the minutes of the 2019 EGMS.</li> <li>• Announcement of the summary of the minutes of the 2019 EGMS can be downloaded in the corporate action section on the BCA website (<a href="https://www.bca.co.id/">https://www.bca.co.id/</a>).</li> </ul>
24 June 2019	<ul style="list-style-type: none"> <li>• The Jakarta Post</li> <li>• Bisnis Indonesia</li> <li>• Website BCA</li> </ul>	
31 October 2019	BCA Website	Notification to the OJK that on 31 October 2019, the deed of acquisition has been executed in order to settle the acquisition of PT Bank Royal Indonesia transaction.

Based on the resolutions of the 2019 EGMS related to the agenda of approval of the plan for the acquisition of shares in PT Bank Royal Indonesia by BCA, essentially decided the following:

- Approving the acquisition plan;
- Approving the acquisition deed concept;
- Approving BCA action to purchase shares of PT Bank Royal Indonesia;
- Granting the power and authorization to the Board of Directors of BCA to implement the acquisition of shares of PT Bank Royal Indonesia.

The acquisition plan will be implemented with the following conditions:

- BCA will buy 2,871,999 shares from the shareholders of PT Bank Royal Indonesia representing 99.99% of the total shares that have been issued and paid up in PT Bank Royal Indonesia.
- BCA Finance, which is a controlled subsidiary of BCA, will buy one share from PT Royalindo Investa Wijaya, representing 0.01% of the total shares that have been issued and paid up in PT Bank Royal Indonesia.

The acquisition plan will be funded through BCA's own capital from funds reserved as retained earnings. In this case, BCA also states and guarantees that the acquisition funding does not come from the following:

- Not originating from loans or financing facilities in any form from a bank or other party in Indonesia;
- Not originating from and for the purpose of money laundering as stipulated in Law No. 8 of 2010 on the Prevention and Eradication of Money Laundering Crimes;
- Not originating from banking felonies;
- Not originating from other felonies.

On October 31, 2019, the acquisition of PT Bank Royal Indonesia (Bank Royal) was completed by BCA and PT BCA Finance (BCA Finance) (Buyers) from Bank Royal's shareholders (Sellers) based on the conditional stock sale and purchase agreement dated April 16, 2019 between Buyers and Sellers, as amended from time to time (PPJB).

#### Relationship Between the Transacting Parties

BCA Finance is a controlled subsidiary that has all of its shares owned by BCA (both directly and indirectly). The Buyers and Sellers do not have affiliation relations based on the capital market's prevailing laws and regulations.

Therefore, the transaction is not subject to Bapepam-LK Regulation No. IX.E.1 on Affiliated Transactions and Conflicts of Interest of Certain Transactions, Attachment to the Decree of the Chairman of Bapepam-LK No. KEP-412/BL/2009 dated November 25, 2009.

#### Transaction Value

- A. In accordance with the provisions in the PPJB and as stated in the deed of acquisition, the Buyers purchased 2,872,000 shares of Bank Royal, representing all the capital that had been issued and paid up by the Sellers in Bank Royal. Accordingly, the current share ownership composition in Bank Royal is as follows:

Name	Number of Shares	Nominal Amount
BCA	2,871,999	287,199,000,000
BCA Finance	1	1,000,000

- B. The acquisition amounted to Rp988,046,957,182.00. (nine hundred eighty eight billion forty six million nine hundred fifty seven thousand and one hundred eighty two Rupiah).



- C. The transaction is not a Material Transaction based on Bapepam-LK Regulation No. IX.E.2 on Material Transactions and Changes in Main Business Activities, Attachment to the Decree of the Chairman of Bapepam-LK No. KEP-614/BL/2011 dated November 28, 2011.

### 3. Disclosure of the Acquisition Plan of PT Bank Rabobank International Indonesia

On December 11, 2019, BCA executed the Conditional Share Sale and Purchase Agreement for the purpose of purchasing all shares of PT Bank Rabobank International Indonesia, with the following description.

Parties	<ul style="list-style-type: none"> <li>Buyers: BCA and PT BCA Finance.</li> <li>Sellers: Cooperative of Rabobank UA, PT Aditirta Suryasentosa, PT Antarindo Optima, PT Antariksabuana Citanagara, and PT Mitra Usaha Kencana Sejati.</li> </ul>
Transaction Plan	Based on the Agreement, the Buyers will purchase 3,719,070 shares of Rabobank Indonesia representing all issued and paid up capital of the Sellers in Rabobank Indonesia
Transaction Value	The estimated value of the transaction plan is Rp397 billion, and this value will be adjusted by calculating Rabobank Indonesia's income or loss on the date of the completion of the transaction plan (transaction closing).

Following up the matter, BCA has carried out information disclosure to OJK, IDX, and public through the regulators electronic reporting and BCA website on April 11, 2019.

## PROVISION OF FUND TO RELATED PARTY AND LARGE EXPOSURE

Disclosure regarding provision of fund to Related Parties (individuals or groups, including Board of Directors, Board of Commissioners, Executive Officers of the Bank, as well as other related parties) and provision of large exposure refers to OJK Circular Letter No. 13/SEOJK.03/2017 concerning the Implementation of Governance for Commercial Banks under the section the Implementation of Governance Transparency.

### Lending Policy to Board of Directors and Board of Commissioners

BCA has policies related to loans for the Board of Directors and Board of Commissioners, which are regulated in:

- Credit provision guidance for SMEs, commercials, corporates, and consumers;
- Policy regarding credit approval mechanism to Related Parties; and
- The Basic Bank Lending Policy PT BCA Tbk (KDPB) issued on July 22, 2019 (hereinafter referred to as "The Lending Policy for Board of Directors and Board of Commissioners").

The Lending Policy for Board of Directors and Board of Commissioners, among others, regulates that:

- Ensuring Loans to the Board Directors and the Board of Commissioners are disbursed based on fairness principle or arm's length basis and
- Loans are given at market interest rates;

Thus, in their implementation they must meet the following provisions:

- Provision of funds to related parties shall not conflict with the general lending regulations and procedures and must generate reasonable profits for BCA.
- The credit terms to related parties policy, particularly in regard to credit interest rated and the form or type of loan will be in accordance with the BCA's general credit regulation.

Especially for material affiliated transactions that have the potential to contain conflict of interests, will be reviewed / examined first by the Audit Committee and reported to the Board of Commissioners.

### Policy on Provisions of Fund to Related Parties

Provision of funds to related parties and to debtors in large exposure are always carried out with due regard to the prudence principle, through a review process and mechanism in accordance with BCA policies and fulfilling the OJK provisions and prevailing laws and regulations, including but not limited to the legal lending limit (LLL).

The provision of funds to related parties must also be decided by the credit committee officer.

During 2019, BCA implemented a policy of provision funds to related parties, large exposure, and to the Board of Directors and the Board of Commissioners in accordance with prevailing regulations.

Provision of Funds to Related Parties and to Main Debtors individuals, and Group (Large Exposure) at BCA during 2019:

Funds Provisioned	Total	
	Debtor	Nominal (Million Rp)
To Related Parties	512	6,832,021
To Main Debtors:		
a. Individu	50	128,490,641
b. Group	30	181,412,374

Detailed information on related party transactions can be viewed in the Financial Report Section 48 Page 733-738 of this Annual Report.

## STRATEGIC PLAN

The Board of Commissioners and Board of Directors continue to build active communication in aligning their views with BCA's business strategy in the banking sector. The Board of Directors directs the company in maintaining business continuity by prioritizing strategic goals. The Board of Directors has a process to review, monitor and supervise the implementation of the BCA's strategy in accordance with internal policies and regulatory provisions.

Detailed information regarding the exposure of the BCA's Strategic Plan is as stated on page 286-288 Chapter Strategic Prospects and Priorities in this Annual Report.

## TRANSPARENCY OF BCA FINANCIAL AND NON-FINANCIAL CONDITIONS UNDISCLOSED IN OTHER REPORTS

BCA has policies and procedures regarding the procedures for implementing transparency in financial and non-financial conditions in accordance with prevailing regulations. Information on BCA's financial condition has been stated clearly and transparently in a number of reports, both through printed media and BCA's website, including the following:

### Transparency of Financial Conditions

#### 1. Annual Report

- a. Highlights of important financial data including an overview of shares, Board of Commissioners reports, Board of Directors reports, company profile, management discussion and analysis on business and financial performance, corporate governance, corporate social responsibility and sustainable finance.

- b. Annual Financial Statements audited by a Public Accountant and a Public Accountant Firm registered in OJK. The Annual Financial Statement is prepared for 1 (one) financial year and is presented in comparison with 1 (one) previous financial year, as well as the beginning of the previous comparative year.
- c. Accountability Statement of the Board of Commissioners and Board of Directors verifying the contents of the Annual Report. This is delivered in a statement letter bearing the signatures of all members of the Board of Commissioners and Board of Directors.
- d. In accordance with OJK Regulation No. 32/POJK.03/2016 dated August 8, 2016 concerning Amendments to the OJK Regulation No. 6/POJK.03/2015 concerning Transparency and Publication of Bank Reports, and OJK Regulation No. 29/POJK.04/2016 concerning Annual Reports of Issuers or Public Companies, BCA has submitted its Annual Report to the OJK and shareholders.
- e. The Annual Report (financial and non-financial) and BCA's Financial are posted on BCA's website - [www.bca.co.id](http://www.bca.co.id) and published in widely circulated Indonesian newspapers.

## 2. Quarterly Published Report

- a. BCA has announced its Quarterly Published Reports in accordance with the prevailing OJK Regulation in newspapers and its website.
- b. The consolidation of BCA and its subsidiaries is carried out in 2 (two) newspapers and the financial statements of the BCA parent entity are published in 1 (one) newspaper. The selected newspapers are printed daily in the Indonesian language with a wide circulation in the domicile of the BCA head office. Quarterly Published Financial Reports are signed by the President Director and 1 (one) member of the Board of Directors of BCA.
- c. Quarterly Published Reports on the BCA's website, in the form of Financial Report and other reports, are maintained for at least the last 5 (five) financial years.

## 3. Monthly Published Reports

BCA publishes its Monthly Published Reports in accordance with the prevailing OJK Regulation concerning BCA's website.

## Transparency of Non-Financial Conditions

BCA has provided clear, accurate and up-to-date information about its products and services. Such information can be obtained easily by customers, including in leaflets, brochures or other written forms at each BCA branch office in locations easily accessed by customers, and/or in the form of electronic information provided through a hotline service/call center or BCA website.

Additionally, BCA also provides and informs customers regarding procedures for customer complaints and dispute resolution, in accordance with regulatory provisions concerning customer complaints and banking mediation.

In connection with the above mentioned, BCA has taken the following actions:

1. Transparently published financial and non-financial conditions to stakeholders, including Periodic Financial Statements, Routine Legal Lending Limit Report to OJK, Quarterly Published Financial Reports, Governance Implementation Report, Analyst Meeting, Press Conference, Public Expose and Road Show, and published them on Quarterly Published Reports BCA's website in accordance with prevailing regulations.
2. Prepared and presented the report according to procedure, type and scope as stipulated in Bank Indonesia regulations concerning Transparency of Bank's Financial Condition.
3. Published BCA product information in accordance with Bank Indonesia/Financial Services Authority regulations regarding Transparency of Bank Product Information and Use of Customer Personal Data.
4. Provided procedures for customer complaints and dispute resolution for customers in accordance with Bank Indonesia/Financial Services Authority regulations governing Customer Complaints and Banking Mediation, such as through the BCA website - [www.bca.co.id](http://www.bca.co.id).
5. Submitted Annual Report to Bank Indonesia/Financial Services Authority, regulators and other institutions as required or deemed necessary to obtain them.

6. Disclosed the Ownership Transparency Structure in the Annual Report and the BCA website.
7. Compiled internal reports that have been carried out completely, accurately, and in a timely manner, supported by an adequate Management Information System.
8. Provided a reliable BCA management information system supported by competent human resources and an adequate IT security system capable of providing complete, accurate and timely information to the Board of Directors in supporting BCA's business decision making processes. Access to information has also been secured by using user-ID and password.

## SUSTAINABILITY GOVERNANCE

BCA is committed to Implement sustainable governance pursuant to OJK Regulation No. 51/POJK.03/2017 concerning Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies. In compliance with the regulation, BCA submitted its 2019-2023 Sustainable Finance Action Plan (RAKB) on November 29, 2019 to the OJK. The RAKB preparation was conducted involving several parties, among others the business unit, the credit risk analysis unit, risk management unit, and the corporate secretariat and compliance unit.

### Guarantor

On August 30, 2019, BCA established a special work unit, the Sustainable Financial Aspect, Environmental Sustainability Governance (ESG) Sub-Division. This Sub-Division is under the responsibility of the Secretariat and Corporate Communication Division, and supervised by the Director of Planning and Finance.

The main duty of this work unit is to develop and implement a sustainable financial culture in an appropriate and proper manner in various aspects of the organization, which will enable it to support BCA's sustainability.

### Competency Development for Financial Sustainability Guarantor

BCA continues to conduct competency development in a continuous manner to improve the quality of human resources, particularly the financial sustainability guarantor team. In terms of competency development for the implementation of the referred OJK Regulation in 2019, BCA organized the following competency development:

Date	Participants	Theme	Organizer	Location
4 October 2019	Board of Commissioners Board of Directors Work units directly related to sustainable financing	Overview and Update of POJK No. 51/POJK.03/2017 on the Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies.	BCA and consultant	Jakarta, Indonesia
19 November 2019	All unit heads at the head office Additional one participant from every work unit at the head office Representatives of subsidiaries.	Overview and Update of POJK No. 51/POJK.03/2017 on the Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies.	BCA and consultant	Jakarta, Indonesia

### RAKB Follow Up

To ensure the accomplishment of the RAKB, BCA compiled a monitoring and evaluation system to oversee the effectiveness of the implementation and achievement of the action program, including actions that must be carried out in case there are issues in implementation and achievement, both in the short term and in the long term, which include:

- Employees, officials and/or work units in charge of monitoring and evaluation.
- Monitoring and evaluation mechanisms, including methods and phases, such as the time determination to measure the realization of RAKB, namely monitoring the realization that will be assessed quarterly/every semester/annually through the financing portfolio improvement report on sustainable business activities, internal capacity improvement report, and others
- Follow-up of the RAKB.
- Mitigation of risks in the event that the RAKB cannot be implemented properly or does not accomplish the established objectives.

### PROVISION OF FUNDS FOR SOCIAL ACTIVITIES

BCA actively contributes towards the improvement of people's welfare and the environmental conditions through its corporate social responsibility (CSR) activities under the Bakti BCA program.

Bakti BCA is focused on 3 (three) primary pillars:

#### A. BCA Smart Solutions:

1. Non-Degree Accounting Education Program (PPA)
2. Non-Degree Informatics Engineering Education Program (PPTI)
3. Bakti BCA Internship Program
4. Bakti BCA Partner Schools
5. Bakti BCA Scholarship
6. Financial Literacy Education
7. Educational Partnerships.

#### B. BCA Synergy Solutions:

1. Bakti BCA on Culture
2. Bakti BCA on Health
3. Bakti BCA on Environment
4. Bakti BCA on Sports
5. Bakti BCA Empathy - Donation to natural disaster victims and sports programs.

#### C. Excellent Business Solutions:

1. Tourism village Development
2. Community Development
3. MSMEs Development.

Other than the abovementioned programs, BCA also take part in making donations to other social institutions. Complete information on BCA's social activities and total funding for social activities in 2019 is listed in the Corporate Social Responsibility chapter in this 2019 BCA Annual Report.

### PROVISION OF FUNDS FOR POLITICAL ACTIVITIES

Throughout 2019, and in previous years, BCA has never made any donations for political activities.

## IMPLEMENTATION OF INTEGRATED GOVERNANCE

In implementing Integrated Governance for the Financial Conglomerate, BCA refers to :

- POJK No. 18/POJK.03/2014 concerning Implementation of Integrated Governance for Financial Conglomerate, dated 18 November 2014 (“POJK No. 18/POJK.03/2014”); and
- SEOJK No. 15/SEOJK.03/2015 concerning Implementation of Integrated Governance for Financial Conglomerate, dated 25 May 2015 (“SEOJK No. 15/SEOJK.03/2015”).

BCA has applied Integrated Governance by implementing the following principles:

1. Transparency, namely transparency in disclosing material and relevant information, as well as transparency in implementing the decision-making process.
2. Accountability, namely the clarity of function and implementation of responsibility of organs in the Financial Conglomerate to ensure effective management.
3. Responsibility, namely the conformity of management between the Main Entity and FSI with the laws and regulations as well as sound management principles
4. Independence or professional, namely the management of the Financial Conglomerate in a professional manner without any influence or pressure from any party.
5. Fairness, namely justice and equality in fulfilling stakeholder rights that arise based on the agreement and prevailing laws and regulations.

Pursuant to Article 2 and Article 3 of OJK Regulation No. 18/ POJK.03/2014, a Financial Conglomerate must implement Integrated Governance in a comprehensive and effective manner, and have a structure consisting of the Main Entity and Subsidiary and/or Company Affiliated, including its subsidiaries. The Financial Conglomerate includes Financial Services Institutions, such as banks, insurance and reinsurance companies, listed companies, and/or financing companies.

Based on the Decision Letter of the Board of Commissioners No. 037/SK/KOM/2015 concerning the Establishment of the Integrated Governance Committee dated 26 February 2016, BCA established the Integrated Governance Committee with duties and responsibilities referred to in the Integrated Governance Committee structure of the Group, as well as referring to Article 7 of POJK No. 18/ POJK.03/2014, BCA, as the main entity, is required to implement integrated governance.

In relation to the implementation of integrated governance, BCA has reports to the OJK through the Letter of the Board of Directors No. 055/DIR/2015 on the Submission of Report regarding the Main Entity and FSI that are Members of the BCA's Financial Conglomerate.

The implementation of the above stated Integrated Governance includes:

- a. Requirements of the Board of Directors of the main entity and Board of Commissioners of the main entity.
- b. Duties and responsibilities of the Board of Commissioners and Directors.
- c. Duties and responsibilities of the Integrated Governance Committee
- d. Duties and responsibilities of the Integrated Compliance Unit.
- e. Duties and responsibilities of the Integrated Internal Audit Unit.
- f. Implementation of a Risk Management
- g. Formulation and implementation of the Integrated Governance Guideline.

### Requirements of Main Entity's Board of Commissioners and Board of Directors

1. Requirements for candidates of members of the Board of Commissioners of the Main Entity
  - a. Possess knowledge regarding the Main Entity and the Subsidiaries in the Financial Conglomerate. Knowledge refers to the understanding of the main business activities and main risks of the subsidiaries in the Financial Conglomerate.
  - b. Meet the requirements as referred to in the OJK Regulation that regulates the Board of Directors and Board of Commissioners of Issuers or Public Companies:

- 1) Having a good character, morality, and integrity.
  - 2) Competent in conducting legal actions.
  - 3) Within five years prior to the appointment and during service:
    - a) Never been declared bankrupt;
    - b) Never become a member of the Board of Directors and/or Board of Commissioners found guilty of causing a company to be declared bankrupt;
    - c) Never been sanctioned for committing a crime that is detrimental to state finances and/or related to the financial sector;
    - d) Never served as a member of the Board of Directors and/or member of the Board of Commissioners of whom during his/her term:
      - Failed to convene an annual GMS;
      - Has had his/her accountability as a member of the Board of Directors and/or member of the Board of Commissioners refused by the GMS or has not granted his/ her accountability as a member of the Board of Directors and/or member of the Board of Commissioners to the GMS; and
      - Has never caused a company obtaining a license, approval, or registration from the OJK to fail to fulfill its obligation to submit the annual report and/or financial statements to the OJK.
  - 4) Having the commitment to comply with the rules and regulations.
  - 5) Having the knowledge and/or expertise in the field required by the issuer or public company.
- c. Meeting the integrity, competency, and financial reputation requirements as referred to in the OJK Regulation:
- 1) Integrity, including:
    - a. Competent in conducting legal actions.
    - b. Having good character and morals, at least shown by the attitude of abiding by the prevailing provisions, including never been penalized for convicted of committing crimes in a certain period prior to nomination.
    - c. Having commitment to comply with laws and regulations and to support OJK policies.
    - d. Having the commitment for sound Financial Services Institutions
    - e. Not included as the party prohibited to be a main party (candidate not listed in the unqualified list).
  - 2) Financial Reputation, including:
    - a. Not having non-performing loan and/or financing.
    - b. Never been declared bankrupt and/or having never been a shareholder, controlling an insurance company that is not a shareholder, member of the Board of Directors, Board of Commissioners who is found guilty of causing a company to be declared bankrupt within the last five years prior to the nomination.
  - 3) Competency, including:
 

Prospective members of the Board of Commissioners shall have:

    - a. Adequate banking knowledge that is relevant to the position, including knowledge on the regulations and operations of a commercial bank, including the understanding about risk management.
    - b. Experience in the banking and/or financial field.



2. Requirements for Candidates of members of the Board of Directors of the main entity
    - a. Possess knowledge regarding the main entity and subsidiaries in the Financial Conglomerate. The word "knowledge" refers to the understanding of the main business activities and main risks of the Subsidiaries in the Financial Conglomerate.
    - b. Meet the requirements as referred to in the OJK Regulation that regulates the Board of Directors and Board of Commissioners of issuers or public companies, namely:
      1. Having a good character, morality, and integrity
      2. Competent in conducting legal actions.
      3. Within five years prior to the appointment and during service:
        - a) Never been declared bankrupt
        - b) Never become a member of the Board of Directors and/or Board of Commissioners found guilty of causing a company to be declared bankrupt
        - c) Never been sanctioned for committing a crime that is detrimental to state finances and/or related to the financial sector
        - d) Never served as a member of the Board of Directors and/or member of the Board of Commissioners of whom during his/her term:
          - Failed to convene an annual GMS;
          - Has never had his/her accountability as a member of the Board of Directors and/or member of the Board of Commissioners refused by the GMS or has not granted his/her accountability as a member of the Board of Directors and/or member of the Board of Commissioners to the GMS
          - Has never caused a company obtaining a license, approval, or registration from the OJK to fail to fulfill its obligation to submit the annual report and/or financial statements to the OJK.
  4. Having the commitment to comply with the rules and regulations.
  5. Having the knowledge and/or expertise in the field required by the issuer or public company.
- c. Meeting the integrity, competency, and financial reputation requirements as referred to in the OJK Regulation:
  - 1) Integrity, including:
    - a. Competent in conducting legal actions;
    - b. Having good character and morals, at least shown by the attitude of abiding by the prevailing provisions, including never been penalized or convicted of committing crimes in a certain period prior to nomination;
    - c. Having commitment to comply with laws and regulations and to support OJK policies;
    - d. Having the commitment for developing sound Financial Services Institutions;
    - e. Not included as the party prohibited to be a main party (candidate not listed in the unqualified list).
  - 2) Financial reputation, including:
    - a. Not having a non-performing loan and/or financing.
    - b. Never been declared bankrupt and/or having never been a shareholder, controlling an insurance company that is not a shareholder, member of the Board of Directors, Board of Commissioners who is found guilty of causing a company to be declared bankrupt within the last five years prior to the nomination.
  - 3) Competency, including:
 

Prospective member of the Board of Directors.:

    - a. Adequate banking knowledge that is relevant to the position, including knowledge of the regulations and operations of a commercial bank, including an understanding of risk management;

- b. Knowledge of the duties and responsibilities of the main entity as well as an understanding of the main business activities and main risks of the subsidiaries in the Financial Conglomerate;
- c. Experience and expertise in the banking and/or financial field;
- d. The ability to perform strategic management in the framework of sound business development.

### Duties and Responsibilities of Main Entity's Board of Commissioners and Board of Directors

1. Duties and responsibilities of the Board of Commissioners of the Main Entity
  - a. Monitoring the implementation of Integrated Governance;
  - b. In the efforts to monitor the implementation of Integrated Governance as mentioned above, at least:
    - 1) Monitor the implementation of governance in each Subsidiary in order to be conformed with the Integrated Governance Guidelines;
    - 2) Monitor the implementation of duties and responsibilities of the Board of Directors of the Main Entity, as well as providing directives or advice to the Board of Directors of the Main Entity over the implementation of Integrated Governance Guideline; and
    - 3) Evaluate the Integrated Governance Guidelines and provide directives for improvement.
  - c. Hold a meeting at least once every semester. The meeting can be held through video conference.
  - d. Outlining the meeting resolutions in minutes of the meeting, which is documented well, as well as stating the dissenting opinions occurring in the meeting clearly in the minutes, complete with the reason for the dissenting opinion.
  - e. Establish the Integrated Governance Committee.

2. Duties and responsibilities of the Board of Directors of the main entity
  - a. Ensure the implementation of integrated governance in the Financial Conglomerate.
  - b. In the efforts to ensure the implementation of Integrated Governance as mentioned above, at least:
    - 1) Formulating the integrated governance guidelines;
    - 2) Direct, monitor, and evaluate the implementation of the Integrated Governance Guidelines; and
    - 3) Follow-up the directives or advice from the Board of Commissioners of the Main Entity in the effort to improve the Integrated Governance Guidelines.
  - c. Ensure that audit findings and recommendations from the integrated internal audit unit, external auditors, results of OJK's monitoring and/or monitoring results of other authorities have been followed-up by the Subsidiary.

### Duties and Responsibilities of the Integrated Governance Compliance.

The integrated governance committee has the following duties and responsibilities:

- a. Evaluate the implementation of Integrated Governance at least through the adequacy of internal control assessment and the implementation of the compliance function in an integrated manner.
- b. Provide recommendations to the Board of Commissioners of the main Entity for the improvement of the Integrated Governance Guidelines.
- c. Hold a meeting at least once every semester, the meeting can be held through video conference.
- d. Outlining the resolutions of the Integrated Governance Committee meeting in minutes of the meeting, which is documented well, as well as stating the dissenting opinions occurring in the meeting clearly in the minutes, complete with the reason for the dissenting opinions.

### Duties and Responsibilities of the Integrated Compliance Unit

The integrated compliance unit has the following duties and responsibilities:

- a. Monitor and evaluate the implementation of the compliance function at each Subsidiary.
- b. Develop the required methods and processes to implement Integrated Compliance Risk Management.
- c. Assess and formulate the integrated compliance risk profile in the implementation of integrated risk management.
- d. Prepare and submit the implementation of duties and responsibilities report of integrated compliance to the Compliance Director of the Main Entity. The compliance director prepares and submits the report on the implementation of duties and responsibilities of integrated compliance to the Board of Directors and Board of Commissioners of the Main Entity.

### Duties and Responsibilities of the Integrated Internal Audit Unit

The Integrated Internal Audit Work Unit has the following duties and responsibilities:

- a. Assess the adequacy and effectiveness of risk management processes, internal control, and governance of Subsidiaries, as well as providing improvement recommendations.
- b. Monitor the implementation of internal audits in each Subsidiary.
- c. Monitor and evaluate the adequacy of improvement follow-ups of the audit results of Subsidiaries, as well as submitting the report to the Board of Directors, Board of Commissioners, and audit committee of the Main Entity.
- d. Submit the integrated internal audit report to the director appointed to conduct the function of supervision of subsidiaries, the Board of Commissioners of the main entity, as well as the Director in charge of the compliance function of the Main Entity.
- e. Provide support to Subsidiaries in developing the internal audit function.

### Implementation of Integrated Risk Management

Integrated Risk Management is a series of methodologies and procedures used to identify, measure, monitor, and control risks arising from the business activities of Subsidiaries incorporated in the Financial Conglomerate in an integrated manner. All BCA Subsidiaries implement risk management and governance in a consolidated manner, including its assessment by taking into account the business scale, characteristics, and complexity. Periodically, BCA internally or by appointing an independent party assesses the implementation of the bank's governance in a consolidated manner.

Financial Conglomerates are required to implement integrated risk management in a comprehensive and effective manner, adjusted to the business characteristics and complexity of the Financial Conglomerate based on the provisions of the OJK on the implementation of Integrated Risk Management for Financial Conglomerates.

### Formulation and Implementation of Integrated Governance Guidelines.

The formulation of the Integrated Governance Framework refers to OJK Regulation No. 18/POJK.03/2014 and the governance provisions prevailing in each FSI (subsidiary), BCA has implemented measures:

1. Formulate the Integrated Governance Guidelines.
2. Establish the Integrated Governance Committee.
3. Perform adjustments to the organizational structure:
  - a. Compliance unit that covers integrated compliance
  - b. Internal audit unit that covers integrated internal audit
  - c. Risk management unit that covers integrated risk management.
4. Disseminate the Integrated Governance Guidelines and the implementation of Integrated Governance to members of the Integrated Governance Committee, work units relating to the implementation of Integrated Governance, and all FSI (Subsidiaries) in the Financial Conglomerate.

The Integrated Governance Guideline are prepared by BCA's Board of Directors and has been approved by BCA's Board of Commissioners.

The Integrated Governance Guideline covers:

- a. Integrated Governance Framework for BCA Main Entity.
- b. Governance Framework for FSI (Subsidiary) in the Financial Conglomerate.

The formulation of the Integrated Governance Framework refers to OJK Regulation No. 18/POJK.03/2014 on the provision of governance that applies for each FSI (Subsidiary) in the Financial Conglomerate.

The Board of Directors of BCA Main Entity has conveyed the integrated governance guidelines to the Board of Directors of subsidiaries in the financial conglomerate, as the guidelines for the FSI (subsidiary) in the financial conglomerate in formulating the governance guidelines and in implementing governance in each FSI (subsidiary).

The Integrated Governance Framework for the main Entity Consists of:

- a. Requirements of the Board of Directors of the Main Entity and Board of Commissioners of the Main Entity
- b. Duties and responsibilities of the Board of Directors of the Main Entity and Board of Commissioners of the Main Entity
- c. Duties and responsibilities of The Integrated Governance Committee
- d. Duties and responsibilities of The Integrated Compliance Unit
- e. Duties and responsibilities of the Integrated Internal Audit Unit
- f. Implementation of Integrated Risk Management.

The Integrated Governance framework for FSI (Subsidiary) in the Financial Conglomerate consists of:

- a. Requirements for candidates of members of the Board of Directors and candidates of members of the Board of Commissioners;
- b. Requirements for candidates of members of the Sharia Supervisory Board.
- c. Structure of the Board of Directors and Board of Commissioners.
- d. Structure of the Sharia Supervisory Board.
- e. Independency of the Board of Commissioners' actions.
- f. Implementation of the management function of the Subsidiary by the Board of Directors.

- g. Implementation of the supervisory function of the Subsidiary by the Board of Commissioners.
- h. Implementation of the supervisory function by the Sharia Supervisory Board.
- i. Implementation of the compliance function, internal audit function, and external audit function;
- j. Implementation of the risk management function;
- k. Remuneration policy;
- l. Management of conflicts of interest.

#### Realization of Integrated Governance

1. Performs adjustments to members of the Integrated Governance committee due to:
  - a. Changes to the composition of the Board of Commissioners of Subsidiaries
  - b. Addition of Financial Services Institution (subsidiary).
2. Conduct self-assessment on the implementation of Integrated Governance in the first semester and second semester.
3. Submit routine reporting related to Integrated Governance, including:
  - a. Annual report on the implementation of Integrated Governance.
  - b. Self-assessment report on the implementation of Integrated Governance.
  - c. Integrated risk profile report.
  - d. Integrated capital adequacy report.
4. Conduct an adjustment to members of the Financial Conglomerate, namely the addition of PT Bank Royal Indonesia as a Financial Services Institution (Subsidiaries) member, due to the acquisition process.
5. Held four Integrated Governance Committee meetings in 2019.

#### Assessment on the Implementation of Integrated Governance

In accordance with the provisions in OJK Regulation No. 18/POJK.03/2014 Article 44 and 45 in Chapter VIII on Reporting and in accordance with OJK Circular Letter No. 15/SEOJK.03/2015 on Implementation of Integrated Governance for Financial Conglomerate, dated May 25, 2015, as the Main Entity, BCA is required to prepare the assessment report on the integrated governance implementation periodically (prepared every semester), which will be submitted to the OJK.

The integrated governance assessment is conducted twice in a year. In 2019, BCA as the Main Entity has conducted the assessment on the Integrated Governance implementation of the first semester and second semester. The assessment covers three integrated governance aspects: Structure, Process, and Results of Integrated Governance.

The assessment on Integrated Governance Implementation covers at least 7 (seven) assessment factors of the implementation:

1. Implementation of duties and responsibilities of the Board of Directors of the Main Entity;
2. Implementation of duties and responsibilities of the Board of Commissioners of the Main Entity;
3. Duties and responsibilities of the Integrated Governance Committee;
4. Duties and responsibilities of the Integrated Compliance Unit;
5. Duties and responsibilities of the integrated Internal Audit Units;
6. Implementation of Integrated Risk Management;
7. Formulation and implementation of the Integrated Governance Guidelines.

Results of the assessment on the Integrated Governance Implementation in the first semester and second semester of 2019 were given **"Rank 2" ("Good")**.

### Annual Report on the Implementation of Integrated Governance

The formulation of the annual report on the integrated governance implementation of the financial conglomerate PT Bank Central Asia Tbk (BCA) in 2019 refers to:

1. OJK Regulation No. 18/POJK.03/2014 concerning Implementation of Integrated Governance for Financial Conglomerate, dated 18 November 2014
2. OJK Regulation No. 15/SEOJK.03/2015 concerning Implementation of Integrated Governance for Financial Conglomerate, dated 25 May 2015
3. OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks, dated 7 December 2016
4. OJK Regulation No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks, dated 17 March 2017.

The 2019 Annual Report concerning Implementation of Integrated Governance of BCA's Financial Conglomerate of:

1. Self-Assessment Report on the Implementation of Integrated Governance during the 2019 fiscal year;
2. Structure of the Financial Conglomerate;
3. Share ownership structure of the financial conglomerate, which illustrates parties who are shareholders of the FSI in the Financial Conglomerate up to the ultimate Shareholders;
4. Management structure of BCA as the Main Entity and FSI (Subsidiaries) in the Financial Conglomerate.
5. Inter-Group Transaction Policy, which outlines the policies to identify, manage, and mitigate Inter-Group Transactions;
6. BCA's Governance Implementation Report, which consists of:
  - a. Transparency of Governance Implementation, as referred in item IX of OJK Circular Letter No. 13/SEOJK.03/2017, dated 17 March 2017
  - b. Self-Assessment Report on Governance Implementation in 2018, as referred in Attachment IV of SEOJK No. 13/ SEOJK.03/2017 dated 17 March 2017.

In addition to the above stated information, the Integrated Governance Implementation Annual Report also discloses the scope of the GCG implementation Report as regulated in the prevailing rules for commercial banks.

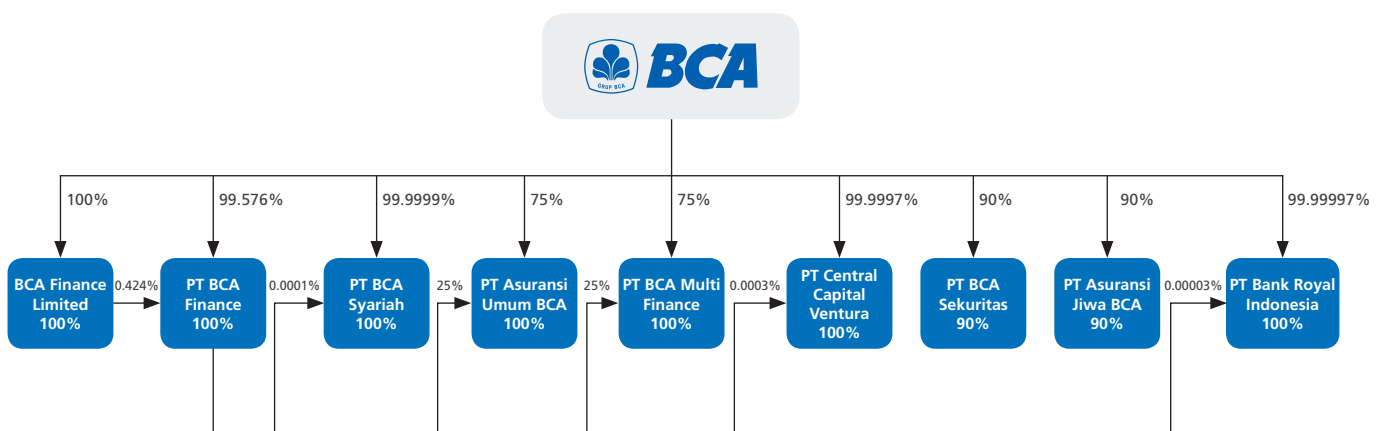
1. Self-assessment report on the implementation of integrated governance

Main Entity: PT Bank Central Asia Tbk

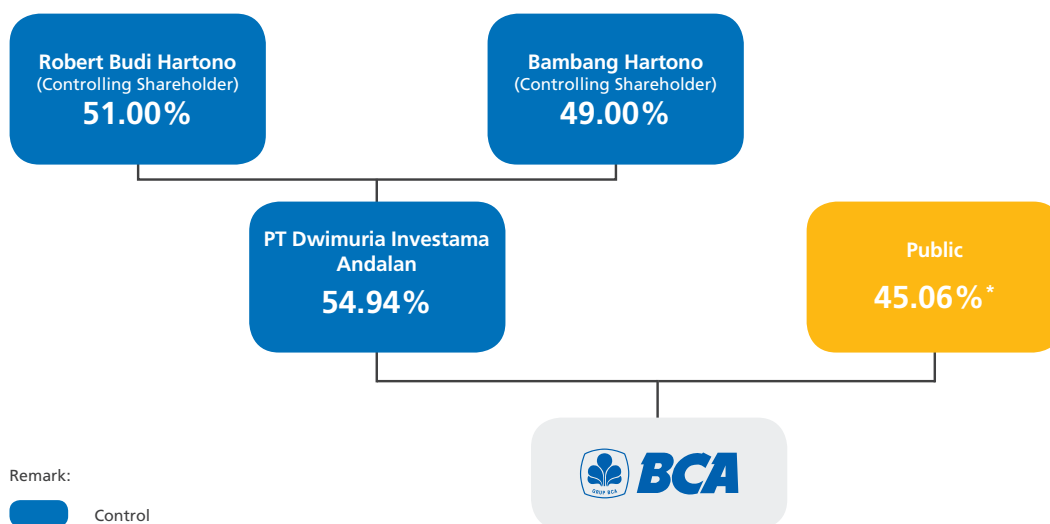
Report Position: December 31, 2019

Self-assessment results of integrated governance implementation	
Rank	Rank Definition
2	The Financial Conglomerate has implemented Integrated Governance that is generally good. This is reflected from the adequate fulfillment of the implementation of Integrated Governance principles. In the event of weaknesses in the implementation of Integrated Governance, the weaknesses are less significant in general and can be resolved with normal actions by the Main Entity and/or FSI.

2. Structure of BCA's financial conglomerate



3. Management structure at PT Bank Central Asia Tbk as the Main Entity and FSI (Subsidiaries) in the Financial Conglomerate

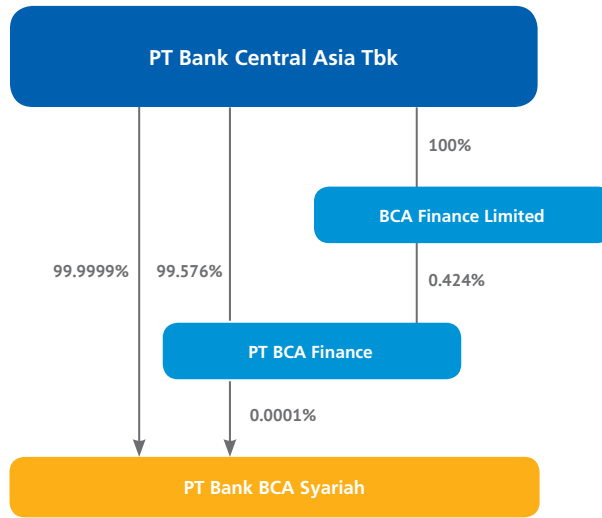


Remark:

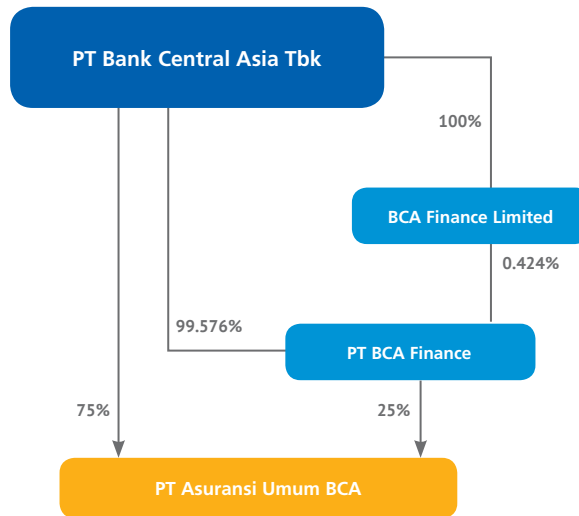
- Control
- Controlling line

\* Of the portion of shares belonging to public shareholders, 2.49% is owned by affiliated parties of PT Dwimuria Investama Andalan, 1.76% is owned by Anthoni Salim. In addition, 0.19% is owned by certain members of the current Board of Commissioners and Board of Directors of BCA.

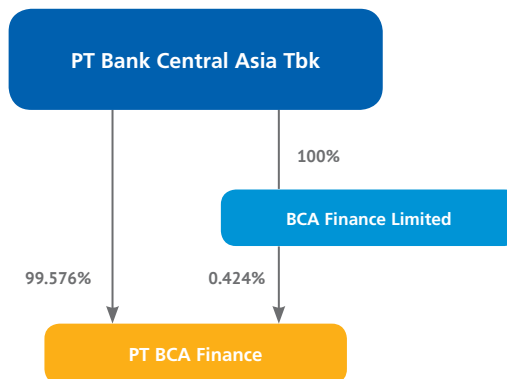
• **SHARE OWNERSHIP STRUCTURE OF PT BANK BCA SYARIAH**



• **SHARE OWNERSHIP STRUCTURE OF PT ASURANSI UMUM BCA**

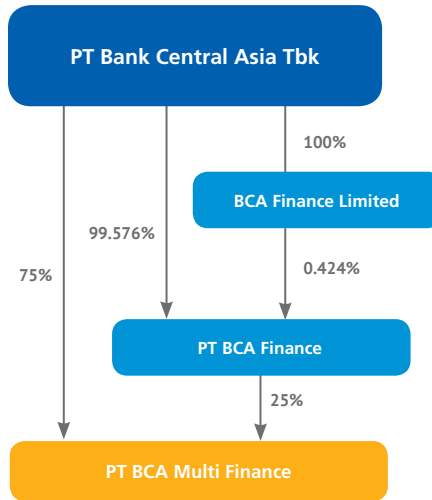


• **SHARE OWNERSHIP STRUCTURE OF PT BCA FINANCE**

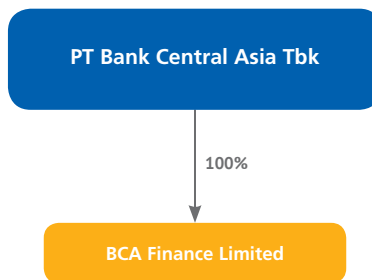




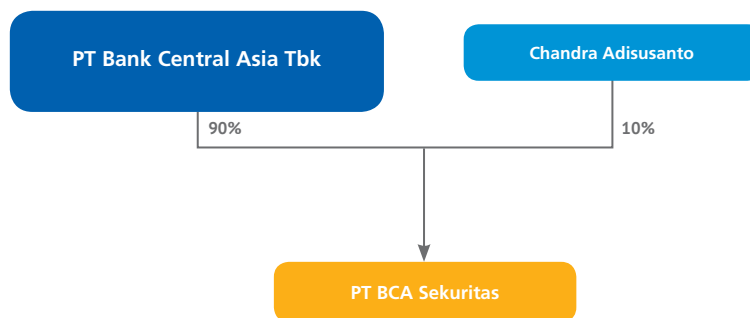
• **SHARE OWNERSHIP STRUCTURE OF PT BCA MULTI FINANCE (FORMERLY PT CENTRAL SANTOSA FINANCE)**



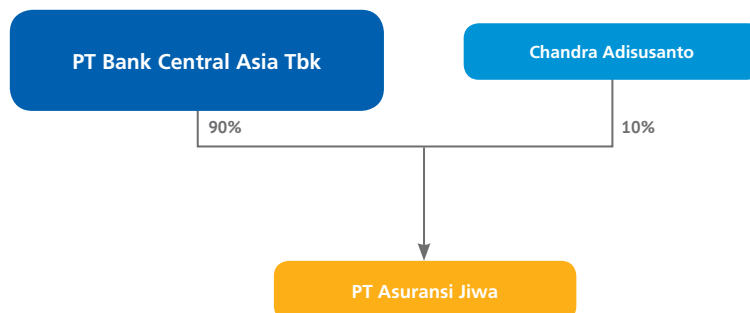
• **SHARE OWNERSHIP STRUCTURE OF BCA FINANCE LIMITED**



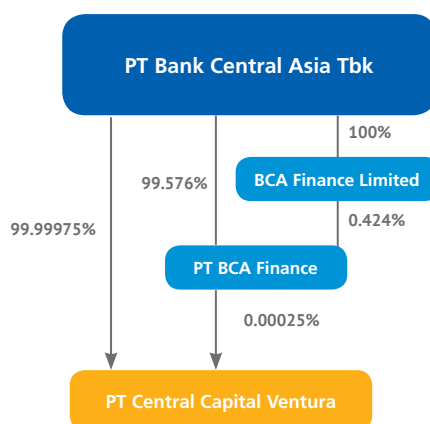
• **SHARE OWNERSHIP STRUCTURE OF PT BCA SEKURITAS**



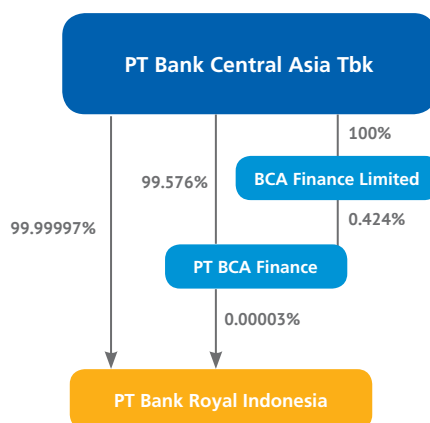
• **SHARE OWNERSHIP STRUCTURE OF PT ASURANSI JIWA BCA**



- SHARE OWNERSHIP STRUCTURE OF PT CENTRAL CAPITAL VENTURA**



- SHARE OWNERSHIP STRUCTURE OF PT BANK ROYAL INDONESIA**



4. Management structure at PT Bank Central Asia Tbk as the Main Entity and FSI (Subsidiaries) in the Financial Conglomerate

**MANAGEMENT STRUCTURE OF PT BANK CENTRAL ASIA Tbk**

**Board of Commissioners**

Position	Name
President Commissioner	Djohan Emir Setijoso
Commissioner	Tonny Kusnadi
Independent Commissioner	Cyrellus Harinowo
Independent Commissioner	Raden Pardede
Independent Commissioner	Sumantri Slamet

## MANAGEMENT STRUCTURE OF PT BANK CENTRAL ASIA Tbk

### Board of Directors

Position	Name
President Director	Jahja Setiaatmadja
Vice President Director	Suwignyo Budiman
Vice President Director	Armand Wahyudi Hartono
Director	Subur Tan
Director	Henry Koenafi
Independent Director	Erwan Yuris Ang
Director	Rudy Susanto
Director	Lianawaty Suwono
Director	Santoso
Director (concurrently Compliance Director)	Inawaty Handojo
Director	Vera Eve Lim

## MANAGEMENT STRUCTURE OF PT BANK BCA SYARIAH

### Board of Commissioners

Position	Name
President Commissioner	Tantri Indrawati
Independent Commissioner	Suyanto Sutjiadi
Independent Commissioner	Joni Handrijanto

### Board of Directors

Position	Name
President Director	John Kosasih
Compliance Director	Houda Muljanti
Director	Rickyadi Widjaja
Director	Pranata

### Sharia Supervisory Board

Position	Name
Chairman	Prof. DR. H. Fathurrahman Djamil, MA
Member	Sutedjo Prihatono

## MANAGEMENT STRUCTURE OF PT BCA FINANCE

### Board of Commissioners

Position	Name
President Commissioner	Jacobus Sindu Adisuwono
Independent Commissioner	David Hamdan
Independent Commissioner	Sulistiyowati

### Board of Directors

Position	Name
President Director	Roni Haslim
Director	Petrus Santoso Karim
Director	Amirdin Halim
Director	Lim Handoyo
Director	Sugito Lie

## MANAGEMENT STRUCTURE OF PT BCA MULTI FINANCE

### Board of Commissioners

Position	Name
President Commissioner	Roni Haslim
Commissioner	Hermanto, SH
Independent Commissioner	Mendari Handaya

### Board of Directors

Position	Name
President Director	Herwandi Kuswanto
Director	Senjaya Komala
Director	Adhi Purnama
Director	Parmanto Adhi Tjahjono
Director	Suiman Agung

## MANAGEMENT STRUCTURE OF PT ASURANSI UMUM BCA

### Board of Commissioners

Position	Name
President Commissioner	Petrus Santoso Karim
Commissioner	Liston Nainggolan
Independent Commissioner	Gustiono Kustianto
Independent Commissioner	Edison Idrus

### Board of Directors

Position	Name
President Director	Hariyanto
Director	Hendro Hadinoto Wenan
Director	Antonius
Director	Sri Angraini
Director	Arif Singgih Halim Wijaya

## MANAGEMENT STRUCTURE OF PT BCA SEKURITAS

### Board of Commissioners

Position	Name
President Commissioner	Dharwin Yuwono
Independent Commissioner	Hendra Iskandar Lubis

### Board of Directors

Position	Name
President Director	Mardy Henko Susanto
Director	Imelda Arismunandar

**MANAGEMENT STRUCTURE OF PT ASURANSI JIWA BCA****Board of Commissioners**

Position	Name
President Commissioner	Christina Wahjuni Setyabudhi
Commissioner	Eva Agrayani Tjong
Commissioner	Pudjianto
Independent Commissioner	Hardjono

**Board of Directors**

Position	Name
President Director	Rio Cakrawala Winardi
Director	Yannes Chandra
Director	Antonius Widodo Mulyono

**MANAGEMENT STRUCTURE OF BCA FINANCE LIMITED****Board of Directors**

Position	Name
Director	Andy Kwok
Director	Edmund Tondobala
Director	Rudy Harjono

**MANAGEMENT STRUCTURE OF PT CENTRAL CAPITAL VENTURA****Board of Commissioners**

Position	Name
Commissioner	Ina Suwandi

**Board of Directors**

Position	Name
President Director	Armand Widjaja
Director	Michelle Suteja

**MANAGEMENT STRUCTURE OF PT BANK ROYAL INDONESIA****Board of Commissioners**

Position	Name
President Commissioner	Ibrahim Soemedi
Independent Commissioner	I Made Soewandi, SH. MH
Independent Commissioner	Edison S.T. Marbun

**Board of Directors**

Position	Name
President Director	Louis Halilintar Sjahlim
Director	Diana Annarita
Director	Sabtiwi Enny Sulastri

## 5. Policy on inter-group transaction, containing policies to identify, manage, and mitigate inter-group transactions

Ownership and/or control relationships in various financial service sectors may influence the business sustainability of FSI, which is due to risk exposures that arise or the dependence of an FSI both directly and indirectly from the business activities of FSI that is incorporated in one Financial Conglomerate.

BCA, as the Main Entity of the BCA Financial Conglomerate, is required to manage the inter-group transaction risk and monitor inter-group transactions in an integrated manner.

### Formulation of the Inter-Group Transaction Risk Management Policy in BCA refers to:

- a. OJK Regulation No. 17/POJK.03/2014 concerning Implementation of Risk Management for Financial Conglomerate.
- b. OJK Circular Letter No. 14/SEOJK.03/2015 concerning Implementation of Integrated Risk Management for Financial Conglomerates.
- c. Decree of the Board of Directors No. 178/SK/DIR/2015 concerning the Issuance of the Basic Policy on Integrated Risk Management of BCA Financial Conglomerate.

### Definition of Inter-Group Transaction Risk

Inter-group transaction risk is the risk that is due to the dependency of an entity, both directly and indirectly, to other entities in a Financial Conglomerate in the context of fulfilling the obligations of a written or unwritten agreement that is followed by a transfer of funds and/or not followed by a transfer of funds.

### Objective of inter-group transaction risk management

The main objectives of the inter-group risk management include:

- a. To manage and supervise inter-group transactions of the financial conglomerate based on the prudence principle.
- b. To ensure that the risk management process can minimize the possibility of negative impacts caused by the dependency of a FSI, directly or indirectly, to other FSI in one Financial Conglomerate.

### Types of inter-group transactions

Inter-group transaction risk can arise from, among others:

- a. Cross ownership between FSI in Financial Conglomerate.
- b. Centralized management of short-term liquidity.
- c. Collateral, loans, and commitments given or obtained by an FSI from other FSI in the Financial Conglomerate.
- d. Exposure to controlling shareholders, including loan exposure and off-balance sheet exposures, such as guarantees and commitments.
- e. Purchase or sale of assets to other FSI in one Financial Conglomerate.
- f. Risk transfer through reinsurance.
- g. Transaction to shift third party risk exposure between FSI in the Financial Conglomerate.

### Scope of inter-group transaction risk management policy

The implementation of inter-group risk management in the Financial Conglomerate includes:

- a. Supervision of the Board of Commissioners and Board of Directors.
- b. Adequacy of inter-group transaction policies, procedures, and determination of risk limits.
- c. Adequacy in the process of identification, measurement, monitoring, and risk control, as well as the inter-group transaction risk management information system.
- d. A comprehensive internal control system for the implementation of inter-group transaction risk management.

## 6. Supervision of the Board of Commissioners and Board of Directors

Supervision by the Board of Commissioners and Board of Directors is required to ensure the effectiveness of the implementation of inter-group transaction risk management and compliance with the applicable regulations.

### Authority and responsibilities of the Board of Commissioners

The authority and responsibilities of the Board of Commissioners in the implementation of inter-group transaction risk management include:

- a. Approve the inter-group transaction risk management policies.
- b. Evaluate the accountability of the Board of Directors and provide improvement directives for the implementation of inter-group transaction risk management policies.

### Authority and responsibilities of the Board of Directors

Authority and responsibilities of the Board of Directors in the management of inter-group transaction risk include:

- a. Understand the inherent risks of inter-group transactions in the Financial Conglomerate.
- b. Formulate and establish the inter-group transaction risk management policies.
- c. Responsible for the implementation of inter-group transaction risk management.
- d. Ensure that each entity in the Financial Conglomerate implements inter-group transaction risk management.
- e. Monitor the risk of inter-group transactions regularly.
- f. Develop a risk culture as part of the implementation of inter-group transaction risk management.
- g. Ensure that the implementation of inter-group transaction risk management is free from conflicts of interest between the Financial Conglomerate and individual FSI.

## 7. Adequacy of Inter-Group Transaction Policies, Procedures, and Determination of Risk Limits

Inter-group transaction policies, procedures, and determination of risk limits refer to policies, procedures, and limit determination as stated in the Integrated Risk Management Basic Policy.

### Risk appetite and risk tolerance

The risk appetite and risk tolerance in inter-group transactions are described as follow.

- a. Risk appetite is the risk that is willing to be taken in the effort to achieve targets in an

integrated manner. The risks willing to be taken are reflected in the business strategies and objectives.

- b. Risk tolerance is the maximum level of risk that is willing to be taken.
- c. The risk appetite and risk tolerance must be in line with the business strategy, risk profile, and capital plan of the Financial Conglomerate.

### Policy and procedure

Several matters that need to be considered in the policies and procedures related to the risk of inter-group transaction include:

- a. Financial Conglomerate policy must comply with the applicable regulations relating to inter-group transactions.
- b. Financial Conglomerate must ensure the fulfillment of the arm's length (fairness of transaction) principle relating to inter-group transactions.
- c. Inter-group transaction risk management procedures contain at least:
  - 1) Accountability and clear level of delegation of authority in the implementation of inter-group transaction risk management
  - 2) Implementation of periodic reviews on the procedures
  - 3) Adequate documentation of procedures, namely complete and easy written documentation for audit trail.

### Inter-group transaction risk limits

The Financial Conglomerate must ensure that the establishment of inter-group transaction limits is in accordance with the applicable regulatory provisions.

## 8. Adequacy in the process of identification, measurement, monitoring, and risk control, as well as the inter-group transaction risk management information system

In the implementation of inter-group transaction risk management, BCA as the Main Entity is required to conduct the process of identification, measurement, monitoring and risk control to all significant risk factors in an integrated manner, and supported by an adequate inter-group transaction risk management information system.



### Identification of inter-group transaction risks

Inter-group transaction risk identification is carried out through:

- Identification of the composition of inter-group transactions in the Financial Conglomerate.
- Identification of transaction documentation and arm's length.
- Identification of other information.

### Measurement of inter-group transaction risk

Measurement of the inter-group transaction risk aims to rank the risk level of inter-group transaction of the Financial Conglomerate. In addition, BCA as the Main Entity is required to prepare the inter-group transaction risk profiles in an integrated manner with members of the Financial Conglomerate.

The following are measurements that must be conducted to obtain the risk profile for integrated inter-group transactions:

Measurement	Description	Measurement Result
Inherent risk	In determining the inherent risk level, the Main Entity must conduct a comprehensive analysis using all relevant quantitative and qualitative indicators. Covering three aspects: 1. Composition of inter-group transactions in the Financial Conglomerate 2. Documentation and obligation of transaction 3. Other information.	1. Low 2. Low to Moderate 4. Moderate 5. Moderate to High 6. High
Quality of risk management implementation	Measurement of the quality implementation of integrated risk management. Covering four aspects: 1. Supervision of the Board of Commissioners and Board of Directors. 2. Adequacy of inter-group transaction policies, procedures, and determination of risk limits. 3. Adequacy in the process of identification, measurement, monitoring, and risk control of inter-group transaction risk management. 4. A comprehensive internal control system for the implementation of inter-group transaction risk management.	1. Strong 2. Satisfactory 3. Fair 4. Marginal 5. Unsatisfactory

### Risk rating

Risk rating is a combination of the inherent risk measurement and the quality of risk management implementation results.

Mapping of the inter-group transaction risk rating can be viewed in the following matrix:

Result of Assessment Rank of Level Integrated Risk	Rank of Risk Management Implementation Quality (KPMR)					
	Strong	Satisfactory	Fair	Marginal	Unsatisfactory	
Rank Risk Inherent in Integrated Manner	Low	Low	Low	Low to Moderate	Moderate	Moderate
	Low to moderate	Low	Low to Moderate	Low to Moderate	Moderate	Moderate to High
	Moderate	Low to Moderate	Low to Moderate	Moderate	Moderate to High	Moderate to High
	Moderate to high	Low to Moderate	Moderate	Moderate to High	Moderate to High	High
	High	Moderate	Moderate	Moderate to High	High	High

**Monitoring of inter-group transaction risk**

Monitoring of inter-group transaction risk is carried out by considering the following:

- a. Composition of inherent risk parameters in intra-group transactions in the integrated risk profile report.
- b. Complete documentation of inter-group transactions.
- c. Adequacy of the inter-group transaction
- d. Other information relating to inter-group transactions.

**Control of inter-group transaction risk**

The control of inter-group transaction risk is carried out by ensuring:

- a. Adequacy of inter-group transaction of the Financial Conglomerate.
- b. Existence of documentation for every inter-group transaction.
- c. Every inter-group transaction must meet the prevailing law/regulator provisions.

**Inter-group transaction risk information management system**

The internal control system for inter-group transaction risk refers to internal control as stated in the basic integrated risk management policy.

**9. A comprehensive internal control system for the implementation of inter-group transaction risk management**

Internal control system for inter-group risk transaction referred to the internal control as stipulated under the Integrated Risk Management Main Policy.

The process of implementing effective inter-group transaction risk management must be complemented by a comprehensive internal control system. Effective implementation of internal control system is expected to be able to safeguard the assets of the Financial Conglomerate, ensure the availability of reliable reporting, increase compliance with the laws and regulations, and reduce the risk of losses, irregularities and violations of the prudence aspect.

The implementation of the internal control system is as follows:

- a. BCA is required to implement an inter-group transaction risk internal control system effectively by referring to the established policies and procedures.
- b. The internal control system was structured to ensure:
  - 1) Compliance with internal policies or provisions as well as laws and regulations.
  - 2) The effectiveness of risk culture in the Financial Conglomerate organization as a whole to identify weaknesses and deviations early and to reassess the fairness of policies and procedures in the Financial Conglomerate on an ongoing basis.
- c. Review of the measurement of inter-group transaction risk, including:
  - 1) Conformity of policy, organizational structure, resource allocation, design of inter-group transaction risk management processes, information system, and risk reporting in accordance with the business needs of the Financial Conglomerate, as well as the development of regulations and best practices related to inter-group transaction risk management
  - 2) Complete and adequate documentation on the scope, operational procedures, audit findings, and responses of the management of the Financial Conglomerate based on audit results.

## FULFILMENT INDEX OF GOVERNANCE RECOMMENDATIONS

Reference:

- Appendix OJK Circular Letter No. 32/SEOJK.04/2015 concerning Governance Guidelines for Public Companies.
- Appendix OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks.
- Appendix OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Report of Issuer or Public Companies.
- ASEAN Corporate Governance Scorecard
- Annual Report Awards Criteria.

### OJK Circular Letter No. 32/SEOJK.04/2015 concerning Governance Guidelines for Public Companies

No	Reference	Fulfilment
A	Relationship of public company with its shareholders in guaranteeing shareholder rights	Explained on page 314 - 319 of this Annual Report.
B	Function and role of the Board of Commissioners	
C	Function and role of the Board of Directors	
D	Participation of stakeholders	
E	Information disclosure	

### OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks.

The Corporate Governance Implementation Report consists of:

No	References	Fulfilment
A	Transparency of Bank Governance Implementation	
	a. Performance of duties and responsibilities of Board of Commissioners and Board of Directors:	
	(1) The number, composition, criteria, and independence of members of the Board of Directors and Board of Commissioners	Page 360 - 362, 372 - 373 and page 75, 378, 404 - 405
	(2) The duties and responsibilities of the Board of Directors and Board of Commissioners, and	Page 357, 374
	(3) The Board of Commissioners recommendations.	Page 37 - 44
	b. Completeness and performance of duties of the committees, consisting of:	Committees under the Board of Commissioners: page 420 -440
	(1) The structure, membership, expertise and independence of committee members;	Executive committees under the Board of Directors: page 441 - 464
	(2) Committee duties and responsibilities;	
	(3) Frequency of committee meetings; and	
	(4) Committee work program and its realization.	
	c. Implementation of compliance, internal audit, and external audit functions:	
	(1) Compliance function	Page 478
	(2) Internal audit function	Page 472
	(3) External audit function	Page 476
	d. Implementation of risk management including internal control systems:	Page 482 - 492
	(1) Active supervision of the Board of Directors and Board of Commissioners;	
	(2) Adequacy of risk management policies and procedures and risk limit determination;	
	(3) Adequacy of the process of identifying, measuring, monitoring, and controlling risk and the risk management information system;	
	(4) A comprehensive internal control system.	

No	References	Fulfilment
	e. Provision of funds to related parties and large exposure.	Page 529
	The Bank's strategic plan.	Page 286
	Transparency of the Bank's financial and non-financial conditions that have not been revealed in other reports.	Page 530
	Other information related to Bank Governance includes, owner intervention, internal disputes or problems that arise as a result of the remuneration policies on the Bank.	N/A
	Share ownership of members of the Board of Directors and members of the Board of Commissioners that reach 5% (five percent) or more of paid-in capital.	Page 366, 387
	Financial relationships and family relationships of members of the Board of Directors and Board of Commissioners with other members of the Board of Directors, other members of the Board of Commissioners, and/or the controlling shareholders of the Bank.	Page 403
	Frequency of Board of Commissioners' meetings.	Page 393 - 396
	Amount of internal fraud.	Page 497
	Legal issues.	Page 503
	Transactions containing conflict of interest.	Page 499 - 503
	Buy back of shares and/or bank bonds.	Page 527
	Provision of funds for social activities and/or political activities during the reporting period.	Page 533
B	Self-assessment report on the implementation of governance according to the assessment period of bank soundness in the last year.	Page 323 - 324
C	The action plan and its implementation, along with the time of completion and constraints or obstacles to completion (if any).	Page 307 - 308

### OJK Circular Letter No. 30/SEOJK.04/2016 concerning the Form and Content of Annual Report of Issuer or Public Companies.

Disclosure of implementing Good Corporate Governance (GCG) at least comprises of:

No	References	Fulfilment
1	Board of Directors, encompasses among others:	
	a) Duties and responsibilities of the Board of Directors;	Page 374
	b) Statement that the Board of Directors has a guideline or a charter;	Page 374
	c) Procedure, basis for appointment, structure and amount of remuneration for each member of the Board of Directors, and the relationship between remuneration and the performance of the issuer of the public company;	Page 411 - 413
	d) Policy and implementation pertaining to the frequency of meetings, including joint meetings of the Board of Commissioners, meeting attendance of members of the Board of Directors;	Page 397 - 403
	e) Information regarding the decisions of the previous general meeting of shareholders (GMS): (1) GMS decisions that are realized in the financial year; and (2) Reasons in the case of a decision that has not been realized;	Page 341 - 354
	f) Information regarding the resolution of the GMS in the financial year: (1) GMS decisions that are realized in the financial year; and (2) Reasons for a decision that has not been realized;	Page 341 - 355
	g) Assessment of the performance of the committee that supports the performance of duties of the Board of Directors;	Page 33, 389

No	References	Fulfilment
2	<p>Board of Commissioners, encompasses among others:</p> <p>a) Duties and responsibilities of the Board of Commissioners and the Board of Directors;</p> <p>b) Statement that the Board of Commissioners has a guideline or a charter;</p> <p>c) Procedure, basis for appointment, structure and amount of remuneration for each member of the Board of Commissioners;</p> <p>d) Policy and implementation pertaining to the frequency of meetings, including joint meetings of the Board of Directors, meeting attendance of members the Board of Commissioners;</p> <p>e) Issuer or public company policy regarding performance assessment of members of the Board of Commissioners and members of the Board of Directors and the implementation include:            (1) Procedures for implementing performance assessment;            (2) Criteria used;            (3) The parties conducting the assessment.</p> <p>f) Performance assessment of the committee that supports the performance of duties of the Board of Commissioners; and</p> <p>g) In the event that the Board of Commissioners does not form a nomination and remuneration committee, the information contains at least:            (1) Reasons for not establishing a committee;            (2) Procedures for nomination and remuneration carried out in the financial year.</p>	<p>Page 357, 374</p> <p>Page 357</p> <p>Page 409 - 411</p> <p>Page 393 - 402</p> <p>Page 407 - 409</p> <p>Page 369</p> <p>N/A</p>
3	<p>Audit committee</p> <p>a. Name and position in committee membership;</p> <p>b. Age;</p> <p>c. Nationality;</p> <p>d. Educational background;</p> <p>e. Position/work history;</p> <p>f. Member period and term of office;</p> <p>g. Independency statement;</p> <p>h. Policy and implementation pertaining to the frequency of meetings and attendance level of members;</p> <p>i. Education and/or training (if any);</p> <p>j. Audit committee activities conducted in the financial year.</p>	<p>Page 420</p>
4	<p>Other committees to support the functions and duties of the Board of Directors and/or the Board of Commissioners, consist of:</p> <p>a. Name and position in committee membership;</p> <p>b. Age;</p> <p>c. Nationality;</p> <p>d. Educational background;</p> <p>e. Position/work history;</p> <p>f. Member period and term of office;</p> <p>g. Job description;</p> <p>h. Statement of having a guideline or a charter;</p> <p>i. Independency statement;</p> <p>j. Policy and implementation pertaining to frequency of meetings and attendance level of members;</p> <p>k. Education and/or training (if any);</p> <p>l. A brief description of the activities conducted in the financial year.</p>	<p>Page 426, 431, and 435</p>

No	References	Fulfilment
5	Corporate secretary, encompasses among others: <ol style="list-style-type: none"> <li>a. Corporate secretary profile (name, position, age, nationality, educational background, occupational history/work experience);</li> <li>b. Legal basis of appointment;</li> <li>c. Education and/or training;</li> <li>d. A brief description of the tasks performed in the financial year.</li> </ol>	Page 464
6	Internal Audit Unit, encompasses among others: <ol style="list-style-type: none"> <li>a. Name of Head of Unit;</li> <li>b. Position/work history;</li> <li>c. Qualification/certificate in internal audit profession (if any);</li> <li>d. Job description;</li> <li>e. Education and/or training;</li> <li>f. Description of duties and responsibilities;</li> <li>g. Statement of having a guideline or a charter;</li> <li>h. Brief description of the task performed in the financial year.</li> </ol>	Page 472
7	A description of the internal control system applied by the Company, at least concerning: <ol style="list-style-type: none"> <li>a. Financial and operational controls;</li> <li>b. Review of the effectiveness of the internal control system.</li> </ol>	Page 489
8	Risk management system applied by BCA, at least concerning: <ol style="list-style-type: none"> <li>a. General description of BCA's risk management system;</li> <li>b. Type of risk and method of management; and</li> <li>c. Review of the effectiveness of the risk management system.</li> </ol>	Page 482
9	Important cases faced by Issuers or Public Companies, Subsidiaries, members of the Board of Directors and members of the Board of Commissioners (if any), encompass among others: <ol style="list-style-type: none"> <li>a. Principal cases/lawsuits;</li> <li>b. Status of settlement of cases/lawsuits; and</li> <li>c. Effect on the condition of the Issuer or Public Company.</li> </ol>	Page 503
10	Information regarding administrative sanctions imposed against issuers or public companies, members of the Board of Commissioners and Directors, by the capital market authorities and other authorities in the financial year (if any).	Page 505 - 506
11	Information regarding the code of ethics of the Issuer or Public Company: <ol style="list-style-type: none"> <li>a) Main points of the code of ethics;</li> <li>b) Forms of socialization of the code of ethics and its enforcement; and</li> <li>c) Statement that the code of ethics applies to members of the Board of Directors, Board of Commissioners, and employees of Issuers or Public Companies.</li> </ol>	Page 523
12	Information about corporate culture or company values (if any).	Page 526
13	Description of the share ownership program by employees and/or management carried out by the Issuer or Public Company (if any), concerning among others: <ol style="list-style-type: none"> <li>a) Number of shares and/or options;</li> <li>b) Implementation period;</li> <li>c) Eligible employees and/or management requirements; and</li> <li>d) Implementation price.</li> </ol>	Page 413 - 419

No	References	Fulfilment
14	Description of whistleblowing system in Issuers or Public Company (if any), including among others: a) procedure in submitting reports of violations; b) protection for reporters; c) complaint management ; d) The party who manages the complaint; and e) The results of complaints managed including: (1) number of complaints submitted and processed in the financial year; and (2) follow-up complaints.	Page 495 - 497
15	Implementation of the Public Company Governance Guideline for Issuers that issue Equity-Type Securities or Public Companies: a) Statement regarding recommendations that have been implemented; and/or b) Explanation of recommendations that have not been implemented, accompanied by reasons and alternative implementation (if any);	Page 314 - 319

### ASEAN Corporate Governance Scorecard

The principles of corporate governance from OECD are as follows:

No	Principles and Recommendations	Page
<b>A</b>	Rights of Shareholders	
<b>A.1</b>	Basic Shareholder Rights	
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, are all shareholders treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? If the company has offered a scrip dividend, did it pay the dividend within 60 days	342, 355
<b>A.2</b>	Right to participate in decisions concerning fundamental corporate changes	
	Do shareholders have the right to participate in:	
A.2.1	Amendments to the company's constitution?	326
A.2.2	The authorization of additional shares?	326
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	326
<b>A.3</b>	Right to participate effectively in and vote in general shareholder meeting, and should be informed of the rules, including voting procedures that govern general shareholder meetings	
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefits in kind and other emoluments), or any increases in remuneration for the non-executive directors/commissioners?	345
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for the Board of Directors/Commissioners?	326
A.3.3	Does the company allows shareholders to elect directors/commissioners individually?	326
A.3.4	Does the company disclose the voting procedures used before the start of meeting?	338
A.3.5	Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions, and the questions raised by shareholders and answers given recorded?	340
A.3.6	Does the company disclose the voting results, including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?	340
A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	327 - 329, 332
A.3.8	Does the company disclose if all board members and the CEO (if they are not a board member) attended the most recent AGM?	327 - 329, 332



No	Principles and Recommendations	Page
A.3.9	Does the company allow voting in absentia?	337 - 339
A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	337 - 339
A.3.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	340
A.3.12	Does the company make publicly available by the next working day the results of the votes taken during the most recent AGM/EGM for all resolutions?	330, 334, 336
A.3.13	Does the company provide at least 21 days' notice for all AGMs and EGMs?	330 - 331
A.3.14	Does the company provide the rationale and explanation for each agenda item which requires shareholder approval in the notice of AGM/circulars and/or the accompanying statement?	330, 333, 335
A.3.15	Does the company give the opportunity for shareholders to place item/s on the agenda of AGM?	326
A.4	Markets for corporate control should be allowed to function in an efficient and transparent manner	
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholder approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?	340
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated	
A.5.1	Does the company disclose its practices to encourage shareholders to engage the company beyond the AGM?	507
<b>B</b>	<b>Fair Treatment to Shareholders</b>	
B.1	Shares and Voting Rights	
B.1.1	Do the company's ordinary or common shares have one vote for one share?	330
B.1.2	Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (eg., through the company website reports/the stock exchange/the regulator's website)?	N/A
B.2	Notice of AGM	
B.2.1	Does each resolution in the most recent AGM deal with only one item, ie, there is no bundling of several items into the same resolution?	341 - 354
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local language version?	330, 332
B.2.3	Do the notice of AGM/circulars have the following details: Are the profiles of directors/commissioners (at least age, academic qualification, date of appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Website Perseroan
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	346
B.2.5	Were the proxy documents made easily available?	330
B.3	Insider trading and abusive self-dealing should be prohibited	
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees from benefiting from knowledge which is not generally available to the market?	311

No	Principles and Recommendations	Page
B.3.2	Are the directors/commissioners required to report their dealings in company shares within three business days?	366, 387
B.4	Related party transactions by directors and key executives	
B.4.1	Does the company have a policy requiring directors/commissioners to disclose their interest in transactions and any other conflicts of interest?	312, 499
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?	503
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	393 - 397
B.4.4	Does the company have policies on loans to directors and commissioners, either forbidding this practice or ensuring they are being conducted on an at arm's length basis and at market rates?	529
B.5	Protecting minority shareholders from abusive actions	
B.5.1	Does the company disclose that RPTs are conducted in such a way as to ensure they are fair and at arms' length?	529
B.5.2	In case of related party transactions requiring shareholder approval, is the decision made by disinterested shareholders?	503
C	Role of Stakeholders	
C.1	The rights of stakeholders established by law or through mutual agreements are to be respected	
	Does the company disclose a policy and practices that address:	
C.1.1	The existence and scope of the company's efforts to address customer welfare?	507 - 509
C.1.2	Supplier/contractor selection procedures?	524
C.1.3	The company's efforts to ensure its value chain is environmentally friendly or is consistent with promoting sustainable development?	Sustainability Report
C.1.4	The company's efforts to interact with the communities in which they operate?	Sustainability Report
C.1.5	The company's anti-corruption programmes and procedures?	498
C.1.6	How creditor rights are safeguarded?	318
C.1.7	Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?	Sustainability Report
C.2	Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights	
C.2.1	Does the company provide contact details via the its website or annual report which stakeholders (eg, customers, suppliers, general public etc) can use to voice their concerns and/or complaints for possible violation of their rights?	508-509
C.3	Mechanisms for employee participation should be permitted to develop	
C.3.1	Does the company explicitly disclose its policies and practices on health, safety and welfare to its employees?	Sustainability Report
C.3.2	Does the company explicitly disclose the policies and practices on training and development programmes to its employees?	573
C.3.3	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?	413
C.4	Stakeholders, including individual employees and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board, and their rights should not be compromised for doing this	

No	Principles and Recommendations	Page
C.4.1	Does the company have a whistleblowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behavior, and provide contact details via its website or annual report	495 - 497
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behavior from retaliation?	495 - 497
<b>D</b>	<b>Disclosure and Transparency</b>	
D.1	Transparent Ownership Structure	
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	355 - 356
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	355 - 356
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	367, 388
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	Website BCA
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/vehicles (SPEs)/(SPVs)?	541 - 544
<b>D.2</b>	<b>Quality of annual report</b>	
	Does the company's annual report disclose the following items:	
D.2.1	Corporate objectives	58
D.2.2	Financial performance indicators	14 - 17, 263
D.2.3	Non-financial performance indicators	5 - 7, 52, 116
D.2.4	Dividend policy	291
D.2.5	Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/ commissioners	64 - 79
D.2.6	Attendance details of each director/commissioner in all directors/commissioners meetings held during the year	393, 397
D.2.7	Total remuneration of each member of the board of directors/commissioners	409
	<b>Corporate governance confirmation statement</b>	
D.2.8	Does the annual report contain a statement confirming the company's full compliance with the code of corporate governance, and, where there is non-compliance, identify and explain reasons for each such issue?	310
<b>D.3</b>	<b>Disclosure of related party transactions (RPT)</b>	
D.3.1	Does the company disclose its policy covering the review and approval of material RPTs?	503
D.3.2	Does the company disclose the name, relationship, nature and value for each material RPT?	500
<b>D.4</b>	<b>Director and commissioner dealings in company shares</b>	
D.4.1	Does the company disclose trading in its shares by insiders?	311, 317
<b>D.5</b>	<b>External auditor and auditor report</b>	
	Where the same audit firm is engaged for both audit and non-audit services	
D.5.1	Are the audit and non-audit fees disclosed?	476 - 478
D.5.2	Does the non-audit fee exceed the audit fee?	478
<b>D.6</b>	<b>Medium of communication</b>	
	Does the company use the following modes of communication?	

No	Principles and Recommendations	Page
D.6.1	Quarterly reporting	531
D.6.2	Company website	111, 507
D.6.3	Analyst meeting	470
D.6.4	Media briefings/press conferences	512
<b>D.7</b>	<b>Timely filing/release of annual/financial reports</b>	
D.7.1	Are the audited annual financial report/statement released within 120 days of the financial year end?	588
D.7.2	Is the annual report released within 120 days of the financial year end?	588
D.7.3	Is the true and fairness/fair representation of the annual financial statement/report affirmed by the board of directors/commissioners and/or the relevant officers of the company?	588
<b>D.8</b>	<b>Company website</b>	
	Does the company have a website disclosing up to date information on the following:	
D.8.1	Financial statements/reports (latest quarterly)	484 - 485
D.8.2	Materials provided in briefings to analysts and media	512
D.8.3	Downloadable annual report	Website BCA
D.8.4	Notice of AGM and/or EGM	333, 335
D.8.5	Minutes of AGM and/or EGM	334, 336
D.8.6	Company's constitution (by-laws, memorandum and articles of association)	Website BCA
<b>D.9</b>	<b>Investor relations</b>	
D.9.1	Does the company disclose the contact details (eg, telephone, fax, and email) of the officer/office responsible for investor relations?	472
<b>E</b>	<b>Board Duties and Responsibilities</b>	
<b>E.1</b>	<b>Board Duties and Responsibilities</b>	
	Clearly defined board responsibilities and corporate governance policy	
E.1.1	Does the company disclose its corporate governance policy/board charter?	310, 357, 374
E.1.2	Are the types of decisions requiring Board of Directors/Commissioners' approval disclosed?	359
E.1.3	Are the roles and responsibilities of the Board of Directors/Commissioners' clearly stated?	357, 374
	Corporate vision/mission	
E.1.4	Does the company have an updated vision and mission statement?	526 - 527
E.1.5	Does the Board of Directors play a leading role in the process of developing and reviewing the company's strategy at least annually?	287, 530
E.1.6	Does the Board of Directors have a process to review, monitor and oversee the implementation of the corporate strategy?	287, 530
<b>E.2</b>	<b>Board structure</b>	
	Code of ethics or conduct	
E.2.1	Are the details of the code of ethics or conduct disclosed?	523 - 525
E.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	523 - 525
E.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?	523 - 525
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	362
E.2.5	Does the company have a term limit of nine years or less or two terms of five years each for its independent directors/commissioners?	373

No	Principles and Recommendations	Page
E.2.6	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	368, 388
E.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	N/A
E.2.8	Does the company have a nominating committee?	431
E.2.9	Is the nominating committee comprised of a majority of independent directors/commissioners?	431
E.2.10	Is the chairman of the nominating committee an independent director/commissioner?	431
E.2.11	Does the company disclose the terms of reference/governance structure/charter of the nominating committee?	431
E.2.12	Is the meeting attendance of the nominating committee disclosed and if so, did the committee meet at least twice during the year?	434
E.2.13	Does the company have a remuneration committee?	431
E.2.14	Is the remuneration committee comprised of a majority of independent directors/commissioners?	431
E.2.15	Is the chairman of the remuneration committee an independent director/commissioner?	431
E.2.16	Does the company disclose the terms of reference/governance structure/charter of the remuneration committee?	431
E.2.17	Is the meeting attendance of the remuneration committee disclosed and, if so, did the committee meet at least twice during the year?	434
E.2.18	Does the company have an audit committee?	420
E.2.19	Is the audit committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	420
E.2.20	Is the chairman of the audit committee an independent director/commissioner?	420
E.2.21	Does the company disclose the terms of reference/governance structure/charter of the audit committee?	420
E.2.22	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	80 - 81, 421
E.2.23	Is the meeting attendance of the audit committee disclosed and, if so, did the committee meet at least four times during the year?	424
E.2.24	Does the audit committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	423, 473
<b>E.3</b>	<b>Board processes</b>	
	<b>Board meetings and attendance</b>	
E.3.1	Are the Board of Directors meetings scheduled before the start of the financial year?	393 - 403
E.3.2	Does the Board of Directors/Commissioners meet at least six times during the year?	393 - 403
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	393 - 403
E.3.4	Does the company require a minimum quorum of at least two/three for board decisions?	393 - 403
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	393 - 403
	<b>Access to information</b>	
E.3.6	Are board papers for Board of Directors/Commissioners' meetings provided to the board at least five business days in advance of the board meeting?	394, 397
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	464 - 470

No	Principles and Recommendations	Page
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and kept abreast of relevant developments? Board appointments and re-election	464 - 470
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	361, 376
E.3.10	Did the company describe the process followed in appointing new directors/commissioners?	361, 376
E.3.11	Are all directors/commissioners subject to re-election every three years; or five years for listed companies in countries whose legislation prescribes a term of five years <sup>2</sup> each? <sup>2</sup> The five years term must be required by legislation which pre-existed the introduction of the ASEAN Corporate Governance Scorecard in 2011	363, 378
	<b>Remuneration matters</b>	
E.3.12	Does the company disclose its remuneration (fees, allowances, benefits in kind and other emoluments) policy/practices (ie, the use of short term and long term incentives and performance measures) for its executive directors and CEO?	411
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	409 - 413
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	345
E.3.15	Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provisions and deferred bonuses?	409 - 413
	<b>Internal audit</b>	
E.3.16	Does the company have a separate internal audit function?	472
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	473
E.3.18	Does the appointment and removal of the internal auditor require the approval of the audit committee?	473
	<b>Risk oversight</b>	
E.3.19	Has the company established a sound internal control procedures/risk management framework, and does it periodically review the effectiveness of that framework?	482, 489
E.3.20	Does the annual report/annual corporate governance report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	488
E.3.21	Does the company disclose the key risks to which it is materially exposed (ie financial, operational including IT, environmental, social, economic)?	483
E.3.22	Does the annual report/annual CG report contain a statement from the board of directors/commissioners or audit committee commenting on the adequacy of the company's internal controls/risk management systems?	482, 489
<b>E.4</b>	<b>People on the board</b>	
	Board chairman	
E.4.1	Do different persons assume the roles of chairman and CEO?	363, 379
E.4.2	Is the chairman an independent director/commissioner?	363
E.4.3	Are any of the directors a former CEO of the company in the past two years?	379
E.4.4	Are the roles and responsibilities of the chairman disclosed?	358

No	Principles and Recommendations	Page
	Lead independent director	
E.4.5	If the chairman is not independent, has the board appointed a lead/senior independent director and has his/her role been defined?	378
	Skills and competencies	
E.4.6	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	64 - 79
<b>E.5</b>	<b>Board performance</b>	
	Director development	
E.5.1	Does the company have orientation programmes for new directors/commissioners?	364, 381
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	364, 381
	CEO/executive management appointments and performance	
E.5.3	Does the company disclose the process of how the Board of Directors/Commissioners plans for the succession of the CEO/managing director/president and key management?	376
E.5.4	Does the Board of Directors/Commissioners conduct an annual performance assessment of the CEO/managing director/president?	408 - 409
	Board appraisal	
E.5.5	Did the company conduct an annual performance assessment of the Board of Directors/Commissioners and disclose the criteria and process followed for the assessment?	407 - 409
	Director appraisal	
E.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?	407 - 409
	Committee appraisal	
E.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	369, 389

### Good Corporate Governance and Bad Corporate Governance Practices

BCA continues to implement regulations or provisions of corporate governance in capital market and international best practices, and also submits Sustainability Report prepared based on internationally accepted standards (GRI sustainability reporting standards). Report regarding the regulations or provisions of corporate governance in capital market and international best practices can be seen on page 314 in the Fulfilment Index of Corporate Governance Recommendations section of this Annual Report. The Sustainability Report is a separate report and complements this Annual Report. Furthermore, reports relating to Corporate Social Responsibility (CSR) can be seen on page 565 in the Social and Environmental Responsibility section of this Annual Report.

During 2019, BCA did not practice any bad corporate governance. Practices of bad corporate governance includes being reported as a company that pollutes the environment; important cases faced by the company, subsidiaries, current members of the Board of Directors and/or members of the Board of Commissioners, that are not disclosed in the Annual Report; no disclosure of operating segments in listed companies; and discrepancies between the hardcopy of the Annual Report and its softcopy.