

## A. Rights and Equitable Treatment of Shareholders



Number	Principles and Recommendations	Answer
A.	Rights and Equitable Treatment of Shareholders	
A.1	Basic Shareholder Rights	
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are 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? In case the company has offered Scrip dividend, did the company paid the dividend within 60 days.	<p>In accordance with the company's Articles of Association, the company may distribute interim dividends before the company's fiscal year ends upon approval from the Board of Commissioners. Based on the resolutions of the 2023 Annual General Meeting. BCA Syariah has not yet distributed dividends (interim or final/annual) up to the present Documents:</p> <p><a href="#">- company's articles of association page 56-57</a>  <a href="#">- annual report page 112</a></p>
A.2	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	
A.2.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	<p>Shareholders have the opportunity, within the agenda, to approve the remuneration (fees, allowances, benefits in kind, and other compensations) or any increase in remuneration for non-Executive Directors/Commissioners.</p> <p>Documents:</p> <p><a href="#">- Company's Articles of Association page 29</a>  <a href="#">- Company's Articles of Association page 43</a>  <a href="#">- Annual Report page 172</a>  <a href="#">- Meeting Invitation</a></p>
A.2.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	<p>The company grants the right to non-controlling shareholders to nominate candidates for the Board of Directors/Board of Commissioners</p> <p>Documents:</p> <p><a href="#">- annual report page 170</a>  <a href="#">- annual report page 172</a>  <a href="#">- meeting invitation</a></p>

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A.2.3	Does the company allow shareholders to elect directors/commissioners individually?	<p>The company allows shareholders to elect Directors/Commissioners.</p> <p>Documents:</p> <ul style="list-style-type: none"> <li>- <a href="#">annual report page 170</a></li> <li>- <a href="#">annual report page 172</a></li> <li>- <a href="#">Code of Conduct for General Meeting of Shareholders</a></li> <li>- <a href="#">meeting invitation</a></li> </ul>
A.2.4	Does the company disclose the voting procedures used before the start of meeting?	<p>The company discloses the voting procedures to be employed prior to the commencement of the Meeting</p> <p>Documents:</p> <ul style="list-style-type: none"> <li>- <a href="#">company's articles of association page 25-27</a></li> <li>- <a href="#">Code of Conduct for General Meeting of Shareholders</a></li> </ul>
A.2.5	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?	<p>The meeting documented all questions posed by the shareholders and the corresponding responses provided</p> <p>Documents:</p> <ul style="list-style-type: none"> <li>- <a href="#">Annual Report, page 171</a></li> <li>- <a href="#">Code of Conduct for General Meeting of Shareholders</a></li> <li>- <a href="#">Company Deed No. 101</a></li> </ul>
A.2.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?	<p>The latest Annual General Meeting of Shareholders (AGMS) decisions were made based on deliberation to reach consensus.</p> <p>Document References:</p> <ul style="list-style-type: none"> <li>- <a href="#">Code of Conduct for General Meeting of Shareholders</a></li> <li>- <a href="#">Company Deed No. 101</a></li> </ul>
A.2.7	Does the company disclose the list of board members who attended the most recent AGM?	<p>Information regarding the attendance of Board of Directors and Board of Commissioners members at the last AGM</p> <p>Document:</p> <ul style="list-style-type: none"> <li>- <a href="#">annual report page 170</a></li> </ul>
A.2.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?	<p>All shareholders, members of the Board of Commissioners, and Directors attended the Annual General Meeting of Shareholders (AGM).</p> <p>Document:</p> <ul style="list-style-type: none"> <li>- <a href="#">annual report page 170</a></li> </ul>

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A.2.9	Does the company allow voting in absentia?	Shareholders may be represented by other shareholders or other persons with a power of attorney Document: <a href="#">- Code of Conduct for General Meeting of Shareholders</a> <a href="#">- Annual Report page 170</a>
A.2.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	Voting is conducted by closed ballot or orally, unless otherwise determined by the Chairman of the General Meeting of Shareholders. Document: <a href="#">- Company's Articles of Association, page 25-27</a> <a href="#">- Code of Conduct for General Meeting of Shareholders</a>
A.2.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	The last Annual General Meeting of Shareholders (AGM) adopted resolutions based on consensus. BCAS Shareholders are only 2 with majority ownership held by PT. Bank BCA Tbk, hence there was no third party (Observer) used to calculate and/or validate the vote count at the AGM
A.2.12	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?	The last AGM resolution was adopted through unanimous consent deliberation. There were only 2 BCAS shareholders, with majority ownership held by PT. Bank BCA Tbk. The minutes of the AGM meeting were distributed to participants immediately after the meeting concluded (on the same day).
A.2.13	Does the company provide at least 21 days notice for all AGMs and EGMs?	For the Annual General Meeting (AGM) of the fiscal year 2023 was held on February 22, 2023, with the notice issued on February 7, 2023. Document: <a href="#">- Code of Conduct for General Meeting of Shareholders</a> <a href="#">- meeting invitation</a>
A.2.14	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	The notice of the General Meeting of Shareholders (RUPS) contains the agenda of the RUPS. Document: <a href="#">- meeting invitation</a>
A.2.15	Does the company give the opportunity for shareholders to place item/s on the agenda of general meetings and/or to request for general meetings subject to a certain percentage?	The BCAS shareholders have the right to propose agenda items for the AGM. Document: <a href="#">- Code of Conduct for General Meeting of Shareholders</a>

Number	Principles and Recommendations	Answer
A.3	Markets for corporate control should be allowed to function in an efficient and transparent manner.	
A.3.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?	<p>In 2023, BCAS did not undertake any corporate actions such as mergers, acquisitions, and/or takeovers.</p> <p>Document:</p> <ul style="list-style-type: none"> <li>- <a href="#">annual report page 26</a></li> <li>- <a href="#">annual report page 85</a></li> <li>- <a href="#">annual report page 261</a></li> </ul>
A.4	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	
A.4.1	Does the company disclose its practices to encourage shareholders to engage with the company beyond general meetings?	<p>The shareholders of BCAS are only 2 with majority ownership held by PT. Bank BCA Tbk, consistently attending the AGMs held.</p> <p>Document:</p> <ul style="list-style-type: none"> <li>- <a href="#">annual report page 170</a></li> </ul>
A.5	Shares and voting rights	
A.5.1	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	BCAS does not issue more than one type of share.
A.6	Notice of AGM	
A.6.1	Does each of the resolutions tabled at the most recent annual general meeting deal with only one item, i.e., there is no bundling of several items into the same resolution?	<p>The AGM decision pertains solely to 1 (one) matter: the exclusion of combining multiple matters into 1 (one) decision</p> <p>Document:</p> <ul style="list-style-type: none"> <li>- <a href="#">company's articles of association page 22</a></li> <li>- <a href="#">Company Deed No. 101</a></li> </ul>
A.6.2	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?	BCA Syariah has not yet conducted an IPO, and its shareholders are Indonesian, therefore the last RUPST call does not need to be translated into English and does not need to be published on the same day as the local language version

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	<i>Does the notice of AGM/circulars have the following details:</i>	
A.6.3	Are the profiles of directors/commissioners ( at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Information on the profiles of Directors/Commissioners (minimum age, educational qualifications, date of appointment, experience, and positions held in other public companies) who will be selected/re-elected Document:  <a href="#">- annual report page 66 - 73</a>
A.6.4	Are the auditors seeking appointment/re-appointment clearly identified?	The auditor to be appointed/reappointed is clearly identified Document: <a href="#">- Public accountant profile</a> <a href="#">- annual report page 240</a>
A.6.5	Were the proxy documents made easily available?	Power of Attorney document available Document: <a href="#">- company's articles of association page 26</a>
<b>A.7</b>	<b>Insider trading and abusive self-dealing should be prohibited.</b>	
A.7.1	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	BCA Syariah has not yet conducted its IPO.
<b>A.8</b>	<b>Related party transactions by directors and key executives.</b>	
A.8.1	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?	BCA Syariah has a policy that requires an Independent Director/Commissioner Committee to review Material Transactions with related parties, to determine whether such transactions are in the interests of the company and the Shareholders. Document:  <a href="#">- annual report page 174</a> <a href="#">- annual report page 257</a> <a href="#">- annual report page 261</a>

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A.8.2	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?	<p>BCA Syariah has a policy requiring members of the Board of Directors/Board of Commissioners not to participate in discussions on agenda items at meetings where they have a vested interest.</p> <p>Document:  <a href="#">- annual report page 114</a></p>
A.8.3	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	<p>BCA Syariah has a policy regarding loans to the Board of Directors and Board of Commissioners, either prohibiting such loans or ensuring tha they are granted on an arm's length basis and at market interest rates.</p> <p>Document:  <a href="#">- annual report page 114</a></p>
<b>A.9</b>	<b>Protecting minority shareholders from abusive actions</b>	
A.9.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	<p>BCA Syariah asserts that transactions with related parties are conducted fairly and based on arm's length principles.</p> <p>Document:  <a href="#">- annual report page 114</a>  <a href="#">- annual report page 261-262</a></p>
A.9.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	<p>No transactions with related parties requiring Shareholder approval, whether decisions were made by disinterested Shareholders.</p> <p>Document:  <a href="#">- annual report page 114</a>  <a href="#">- annual report page 261-262</a></p>