

# General Meeting of Shareholders

In BCAS's GCG structure, the General Meeting of Shareholders (GMS) is the highest authority that allows shareholders to exercise their rights and fulfil their obligations. The GMS has its own power, which is not authorized by the Boards of Directors or Commissioners, within the limits defined by the law and BCAS's Articles of Association. The GMS enables shareholders to understand and assess the activities and management of BCAS. Unless specifically provided otherwise, the GMS is composed of an Annual GMS (AGMS) and an Extraordinary GMS (EGMS).

## Shareholder Rights

BCAS's shareholders have the following rights:

- Propose an agenda for the GMS as per relevant regulations.
- Obtain published GMS materials at the latest 28 days before the relevant GMS takes place.
- Take up the opportunity to ask questions or provide opinions in each discussion of the agenda of the GMS.

- Amend the contents of the Articles of Association.
- Vote during a GMS.
- Appoint and dismiss any members of the Boards of Directors or the Board of Commissioners, or the Sharia Supervisory Board.
- Determine the duties and authorities of members of the Boards of Directors and the Board of Commissioners.
- Approve or reject the transfer of BCAS's assets in accordance with BCAS's procedures and Articles of Association as well as relevant laws and regulations.
- Approve or reject BCA Syariah's increased capital.
- Authorize and execute other rights and powers per BCAS's Articles of Association and relevant laws.

## Annual GMS for Financial Year 2022

In 2023, BCAS held its Annual General Meeting of Shareholders (AGMS) for the financial year 2022 with the following details:

<b>Day/Date</b>	February 22, 2023	
<b>Time</b>	10.50 WIB	
<b>Place</b>	Territory of the Republic of Indonesia through video conference	
<b>Quorum</b>	100% of shareholders present	
<b>Attendance: Board of Commissioners</b>	<b>Name</b>	<b>Position</b>
	Tantri Indrawati	Independent President Commissioner
	Ratna Yanti	Independent Commissioner
	Ina Widjaja	Commissioner
<b>Attendance: Board of Directors</b>	<b>Name</b>	<b>Position</b>
	Yuli Melati Suryaningrum	President Director
	Rickyadi Widjaja	Director
	Houda Muljanti	Director for Compliance
	Pranata	Director
	Lukman Hadiwijaya	Director
<b>Attendance: Audit Committee</b>	<b>Name</b>	<b>Position</b>
	Tantri Indrawati	Head of Audit Committee
<b>Shareholder Attendance: BCA</b>	<b>Name</b>	<b>Position</b>
	Subur Tan	Director
	John Kosasih	Director
<b>Shareholder Attendance: BCA Finance</b>	<b>Name</b>	<b>Position</b>
	Roni Haslim	President Director
	Lim Handoyo	Director

## Organization of Annual GMS for Financial Year 2022

- a. The AGMS was held at the company through video conference.
- b. The meeting was attended by shareholders who represented all 2,255,183,207 shares issued by BCAS. This means that the quorum requirement for the meeting attendance was fulfilled, and the shareholders unanimously voted on the resolutions of the GMS's agenda.
- c. The meeting was held in Indonesian language.
- d. Mrs. Ratna Yanti, as an Independent President Commissioner, chaired the Annual GMS for the financial year 2022.

- e. The person appointed as the Chairman of the meeting will preside over it and has the authority to determine the meeting procedures that are not clearly defined in the rules. The Chairman also has the right to request attendees to provide proof of their eligibility to attend the meeting and cast their votes.

## Resolution of the 2022 AGMS and its Implementation

The 2022 AGMS was held on Wednesday, 22 February 2023, with the following agenda and resolutions:

Agenda Items	Resolution of the 2022 AGMS	Realisation
1. Annual report approval and ratification, including the Company's Financial Statements, Board of Directors' Report, the Board of Commissioners' Oversight Report, and the Sharia Supervisory Board's Oversight Report for the financial year that ended on 31 December 2022. They are also expected to release and discharge all responsibilities ( <i>acquit et de charge</i> ) to all Board members for the management and supervision carried out during the financial year that ended on 31 December 2022.	Annual report approval and ratification, which has been reviewed by the Company's Board of Commissioners, including its financial statements for the financial year ending on 31 December 2022. These statements have been audited and examined, along with the Board of Directors' Report, the Board of Commissioners' Supervisory Report, and the Sharia Supervisory Board's Supervisory Report. The members of the Board of Directors will be released and discharged ( <i>acquit et de charge</i> ) for their management actions, and the Board of Commissioners and the Sharia Supervisory Board will be released and discharged for their supervisory actions during the financial year that ended on 31 December 2022.	Realized
2. How the Company's net profit for the financial year ending on 31 December 2022 would be used.	The AGMS decided that Rp117,582,548,930 in net profit obtained by the Company in the financial year ending on 31 December 2022 would be used as follows: <ol style="list-style-type: none"> <li>a. Rp2,000,000,000 would be set aside as reserves, increasing the Company's reserves to Rp16,000,000,000;</li> <li>b. The undecided remainder amount would be used is retained earnings.</li> </ol>	Realized

Agenda Items	Resolution of the 2022 AGMS	Realisation
<p>3. The resolution decided changes in the composition of the Company's Boards of Directors and Board of Commissioners.</p>	<p>The AGMS approved the following changes in the composition of the Company's Boards of Directors and Board of Commissioners.</p> <ul style="list-style-type: none"> <li>a. Ms. Tantri Indrawati has been honourably discharged from her position as the Company's Independent President Commissioner</li> <li>b. Ms. Ratna Yanti has been honourably discharged from her position as the Company's Independent Commissioner</li> <li>c. Ms. Ina Widjaja has been honourably discharged from her position as the Company's Commissioner</li> <li>d. Mr. Rickyadi Widjaja has been honourably discharged from his position as the Company's Director</li> <li>e. Ms. Ratna Yanti has been appointed as the Company's Independent President Commissioner</li> <li>f. Ms. Inge Setiawati has been appointed as the Company's Independent Commissioner</li> <li>g. Mr. Rickyadi Widjaja has been appointed as the Company's Commissioner</li> <li>h. Ms. Ina Widjaja has been appointed as the Company's Director</li> <li>i. The resolution confirmed that since the closing of the meeting, the composition of the Boards of Directors, the Board of Commissioners, and the Sharia Supervisory Board has changed to be as follows:</li> </ul> <p><b>Board of Directors</b>  President Director : Ibu Yuli Melati Suryaningrum  Director : Ibu Ina Widjaja  Director : Bapak Pranata  Director for Compliance : Ibu Houda Muljanti  Director : Bapak Lukman Hadiwijaya</p> <p><b>Board of Commissioners</b>  Independent President Commissioner : Ibu Ratna Yanti  Independent Commissioner : Ibu Inge Setiawati  Commissioner : Bapak Rickyadi Widjaja</p> <p><b>Sharia Supervisory Board</b>  Chairman : Bapak Fathurrahman Djamil  Member : Bapak Sutedjo Prihatono</p> <p>The abovementioned members' term of office would be valid until the closing of the AGMS in 2025, without prejudice to the GMS's right to dismiss any of the abovementioned members at any time.</p> <ul style="list-style-type: none"> <li>j. The Board of Commissioners shall be authorized to determine the division of duties and authorities among the Board of Directors per Article 12, paragraph 9 of the Company's Articles of Association.</li> </ul>	<p>Realized</p>
<p>4. Determination of salary or honorariums and benefits for the financial year 2023 and bonuses for the financial year 2022 to be distributed to all Board members.</p>	<p>The AGMS grants full power and authority to PT Bank Central Asia Tbk as the controlling shareholder to determine the amount of salary or honorariums and other benefits for the Board of Directors, Board of Commissioner and Sharia Supervisory Board members. The controlling sharehokder also has full power and authority to determine the amount of bonus to be distributed to each director, Board of Commissioner or\ Sharia Supervisory Board member who served during the financial year ending on 31 December 2022, provided that the Remuneration and Nomination Committee's recommendations are taken into consideration. The amount of salary or honorariums, allowances, and bonuses will be included in the financial atatements for the financial year 2023.</p>	<p>Realized</p>

Agenda Items	Resolution of the 2022 AGMS	Realisation
5. Appointment of a registered Public Accounting Firm (including registered public accountants working in a registered public accounting firm) to examine/audit the Company's books and records for the financial year ending on 31 December 2023.	For the Company to obtain the best Registered Public Accountant Firm in terms of quality, terms and competitive price, the AGMS decided to grant full power and authority to the Board of Commissioners to: <ol style="list-style-type: none"> <li>Select and appoint a Public Accounting Firm registered with the Financial Services Authority to examine or audit the Company's books and records for the financial year ending on 31 December 2023, including appointing its successor; and</li> <li>Determine the amount of honorariums and other conditions related to the appointment by taking into account the recommendations of the Company's Audit Committee and relevant laws and regulations.</li> </ol>	Realized

## Statement Regarding the Unrealized GMS Resolution

BCAS has implemented all recommendations specified in the Resolution of the AGMS for the financial year 2022. Therefore, there is no information in this report regarding any resolutions that were not realized and the reasons behind the failure to realize them.

# Board of Commissioners

The Board of Commissioners is an organ within the Company responsible for conducting general and specific supervision in accordance with the Company's Articles of Association. They provide advice to the Board of Directors and ensure that governance is practised in every business activity at all levels of the organization.

## Board of Commissioners Charter

The Charter of the Board of Commissioners can be found in Decree No. 057/SK/DIR/2023, issued on 29 December 2023 and contains the Governance Policy of PT Bank BCA Syariah. This Charter acts as a guide for the Board of Commissioners of BCAS, enabling them to carry out their duties and responsibilities in a manner that is effective, efficient, accountable, transparent, and independent. The Charter is reviewed and updated periodically in accordance with the existing laws and regulations. To access the Board of Commissioners Charter, please visit the BCAS website at <https://www.bcasyariah.co.id/dewan-komisaris-gcg>.

In general, BCAS's Board of Commissioners Charter regulates:

1. Composition
2. Criteria and requirements
3. Independence
4. Terms of office
5. Multiple positions
6. Transfers of positions
7. Obligations, duties, responsibilities, and authority
8. Meetings

## Duties, Responsibilities, and Authorities of the Board of Commissioners

When implementing governance, the owner is not allowed to interfere in the Board of Commissioners' obligations, duties, responsibilities, and authority. Doing so could disrupt the bank's operations and lead to a decrease in its assets and profits. Therefore, the following measures are taken:

1. The Board of Commissioners is responsible for overseeing BCAS's interests regarding the Board of Directors' policies and management. They provide advice to the Board of Directors and ensure that their oversight aligns with the Bank's goals and objectives stated in laws and regulations, the bank's articles of association, and decisions made in the AGM.
2. The Board of Commissioners is obliged to exercise its duties, authority, and responsibilities with good faith and prudence.
3. The Board of Commissioners carries out its duties and responsibilities independently by supervising the implementation of governance in BCAS's every business activity at all levels of the organization.
4. When conducting supervision, the Board of Commissioners is obliged to direct, monitor and evaluate the implementation of integrated governance, risk management, and compliance. They also ensure that BCAS's strategic policies are in line with statutory regulations, the Bank's Articles of Association, and GMS decisions.
5. The Board of Commissioners shall exercise the authority delegated to it in accordance with statutory regulations, the bank's articles of association, and GMS decisions.