

# ANNOUNCEMENT OF THE SUMMARY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS [AGMS] AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS [EGMS] PT BANK CAPITAL INDONESIA, TBK

PT Bank Capital Indonesia, Tbk ("the Company"), hereby announces the Summary of Minutes of the Annual General Meeting of Shareholders [AGMS] as well as the Extraordinary General Meeting of Shareholders [EGMS], are as follows:

a. Time & Place:

Day/Date : Wednesday/June 6<sup>th</sup>, 2018 Time : 10.20 AM – 12.10 PM

Place : Sasono Mulyo Room 1, Le Meridien Hotel, Jalan Jenderal Sudirman Kav. 18-20, Jakarta

b. Chaired and attended by:

#### The Board of Directors

- 1. Mr. Wahyu Dwi Aji, President Director
- 2. Mr. Gatot Wahyu Djatmiko, Executive Director
- 3. Mr. Roy Iskandar Kusuma Widjaja, Executive Director
- 4. Mr. Gunarto Hanafi, Executive Director

## The Board of Commissioners

- 1. Mr. Amrih Masjhuri, Independent Commissioner
- 2. Mr. Maxen B. Nggadas, Independent Commissioner
- c. Prior to decision meeting processes on the agenda of the AGMS and EGMS it was informed that the Shareholders and Proxies of the Shareholders have been given the first opportunity to raise questions and/or give opinion related to the agenda's discussed in the meeting.

## d. AGMS Agenda

- The approval of the Company's Annual Report, including endorsement of Financial Report and Supervisory Report of Board of Commissioners for Fiscal Year 2017, by giving exemption to the Board of Directors and Board of Commissioners of their responsibility and any dependents (acquit et de charge) for the management actions and supervision of the Board of Commissioners for 2017, throughout their actions are stated in the Financial Statements for fiscal year 2017.
- 2. The determination of the utilization of the Company's net profit for Fiscal year 2017.
- 3. Reports the utilization of proceeds from the Public Offering of Bank Capital's Right Issuance II Year 2014, the Public Offering of Bank Capital's Right Issuance III Year 2015, and the Public Offering of Bank Capital's SubDebt III Year 2017.
- 4. Delegation of authority to the Board of Commissioners for the appointment a Public Accountant to audit Company's Financial Statement for fiscal year 2018.

5. The determination of salary and honorarium and allowance to the Company's Board of Commissioners and delegation of authority to Board of Commissioners to determine the salaries and allowances of members of the Board of Directors.

# e. EGMS Agenda

- 1. Determination of the Company Board of Management.
- 2. To authorize the Board of Directors to provide the Company's assets as collateral.
- 3. The Amendment of Articles of Association of The Company related to Sharia Business Unit in accordance with the Bank Indonesia Regulation No. 11/10/PBI/2009 concerning Sharia Business Unit juncto Bank Indonesia Regulation No. 15/14/PBI/2013 concerning the amendment of Bank Indonesia Regulation No. 11/10/PBI/2009 concerning Sharia Business Unit.
- 4. The grant of authority to the Board of Commissioners to appoint the Company's Sharia Supervisory Board.
- f. The number of shares with voting rights that attended the AGMS were 5,465,320,945 shares or approximately 77.53% as well as EGMS were 5,465,320,945 shares or approximately 77.53%.
- g. The decision-making mechanism of the AGMS and EGMS is conducted by deliberation to consensus, if deliberation for consensus is not reached, it will be conducted by voting.
- h. There are shareholders at the AGMS giving opinions regarding the first item in the agenda whereas the other item of the agenda no one raise questions or opinions.
- i. No shareholders at the EGMS who asked questions or provided opinion.
- j. Results of decision making by voting (voted)

AGMS	Agree	Not Agreed	Abstain
Mata Acara I	5.465.320.945	0	0
Mata Acara II	5.465.320.945	0	0
Mata Acara III	5.465.320.945	0	0
Mata Acara IV	5.465.320.945	0	0
Mata Acara V	5.465.320.945	0	0
EGMS	Agree	Not Agreed	Abstain
Mata Acara I	5.465.320.945	1.758.200	0
Mata Acara II	5.465.320.945	1.758.200	0
Mata Acara III	5.465.320.945	1.758.200	0
Mata Acara IV	5.465.320.945	1.758.200	0

## k. AGMS' Resolution:

#### First item in the AGMS Agenda:

AGMS admitted and approved the Company's Annual Report, included Supervisory Report of the Board of Commissioners regarding the fiscal year 2017 and Endorsement of the Annual Financial Report for the fiscal year 2017 which have been audited by a Public Accountant Firm "Tanubrata, Sutanto, Fahmi, Bambang & Partners" and provided release and discharge with the disclaimer

(acquit at de charge) for the members of the Board of Directors and members of the Board of Commissioners for the actions of management and supervision during the financial year 2017, as long as all the actions were stated in the Financial Statements for the fiscal year 2017.

## Second item in the AGMS' agenda:

AGMS' approval on the determination of utilization of the net profit of the financial year 2017 amounted of IDR86,14 billion distributed as follows:

amounting to IDR5,5 billion were used to increase the reserve fund in order to comply with article 70 paragraph 1 of Law of Limited Liability Company ("Company Law") and article 22 of the Company's Article of Association whilst the remaining balance were recorded as retained earnings.

# Third item in the AGMS' Agenda:

AGMS' acceptance the Director's Report in regard to the utilization of proceeds from the Public Offering of Bank Capital's Right Issuance II Year 2014 as well as Bank Capital's Right Issuance III Year 2015 related to warrant conversion, and SubDebt issuance III Year 2107.

## Fourth item in the AGMS' Agenda:

AGMS' approval to authorize the Board of Commissioner to appoint a Public Accountant Firm as Financial Auditor for the Company's Financial Statement for fiscal year 2018.

# Fifth item in the AGMS' Agenda:

AGMS's approval of the determination of salary and honorarium and allowance to the Company's Board of Commissioners and delegation of authority to Board of Commissioners to determine the salaries and allowances of members of the Board of Directors are as follows:

- a. For the determination of salary or honorarium and allowances for the Board of Commissioners:
  - To authorize the majority Shareholder to determine the remuneration, allowances, benefits, facilities and other incentives for the Board of Commissioners supported with the recommendation from the Company's Remuneration and Nomination Committee.
  - To authorize the Board of Commissioners to determine the details of remunerations amounts, allowances, facilities and other incentives in favor of the Board of Commissioners supported with the recommendation from the Company's Remuneration and Nomination Committee.
- b. For the determination of salary or honorarium and allowances for the Board of Directors: To authorize the Board of Commissioners to determine remunerations, allowances, facilities and other incentives in favor of the Board of Directors supported with the recommendation from the Company's Remuneration and Nomination Committee.

#### I. EGMS' Resolutions:

#### First item in the EGMS' Agenda:

EGMS approval to the amendment of appointment the Board of Directors and Board of Commissioners as mentioned above, since the closing of this Meeting until the closing of the Annual General Meeting of Shareholders regarding to book period of 2022.

The composition of the Board of Directors and Board of Commissioners are as follows:

The Board of Directors:

1. President Director : Mr. Wahyu Dwi Aji

2. Executive Director : Mr. Gatot Wahyu Djatmiko

3. Executive Director : Mr. Roy Iskandar Kusuma Widjaja

4. Executive Director : Mr. Gunarto Hanafi,

The Board of Commissioners:

President Commissioner
Independent Commissioner
Mr. Danny Nugroho
Mr. Amrih Masjhuri
Independent Commissioner
Mr. Maxen B. Nggadas

The meeting also approved the granting of power to the Board of Directors of the Company either jointly or individually with the right of substitution to declare a decision on the agenda of this meeting in a separate Notary Act, to make and sign all necessary letters and / or deeds, who is authorized to amend the Company's articles of association, and subsequently undertake all necessary action for carrying out the agenda of the above Meeting, without any exceptions.

# Second item in the EGMS' Agenda:

The EGMS approval to the Board of Directors of the Company to providing the Company's assets or assets as a collateral regarding the Company's business activities as well as authorized the Board of Directors to take action which is necessary regarding the agenda of this meeting in a Notary Act or to implement the item of the agenda of this meeting without any exceptions.

## Third item in the EGMS' Agenda:

EGMS approval the Amendment of Articles of Association of The Company related to Sharia Business Unit in accordance with Bank Indonesia Regulation No. 11/10/PBI/2009 concerning Sharia Business Unit juncto Bank Indonesia Regulation No. 15/14/PBI/2013 concerning the amendment of Bank Indonesia Regulation No. 11/10/PBI/2009 concerning Sharia Business Unit as well as authorized the Board of Directors to take necessary action regarding the agenda of this meeting in a Notary Act or to implement the item of the agenda of this meeting without any exceptions.

# Fourth item in the EGMS' Agenda:

EGMS approval to authorize the Board of Commissioners to appointing the Company's Sharia Supervisory Board as well as authorized the Board of Directors to take necessary action regarding the agenda of this meeting in a Notary Act or to implement the item of the agenda of this meeting without any exceptions.

Jakarta, June 8<sup>th</sup>, 2018 The Board of Directors