



**INVITATION OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK CAPITAL INDONESIA TBK**

The Board of Directors of PT Bank Capital Indonesia Tbk (The “Company”) domiciled in South Jakarta hereby invites the shareholders of the Company to attend the Annual General Meeting of Shareholders (AGMS) and the Extraordinary General Meeting of Shareholders (EGMS) (The “Meeting”) which will be held as follows:

Day/Date : Thursday/June 27, 2024
Time : 10.00 am onward
Place : Artotel Suites Mangkuluhur Hotel
M Floor, Sapphire Room
Jl. Jend. Gatot Subroto Kav. II No. 3, South Jakarta

With the following agenda:

AGMS Agenda:

1. Approval of the Company’s Annual Report, Approval of the Board of Commissioners’ Supervisory Report, and Ratification of the Financial Statements for the financial year ended 31 December 2023 by grant of release and discharge of liability (*acquit et de charge*) to the Board of Directors for their management actions and Board of Commissioners for the supervisory actions for fiscal year 2023, as long as their actions are listed in the Company’s Financial Statements for fiscal year 2023.
2. Approval of the utilization of the Company’s net profit for fiscal year 2023.
3. Realization Report on the results of utilization of funds of Additional Capital Without Pre-emptive Rights (PMTHMETD) in 2023.
4. Delegation of authority to the Company’s Board of Commissioners for the appointment of a Public Accountant to audit the Company’s Financial Statement for fiscal year 2024.
5. Determination of salary or honorarium and allowance to the Company’s Board of Commissioners and delegation of authority to Board of Commissioners to determine the amount of salary and allowance of members of the Board of Directors.

EGMS Agenda:

1. Approval of the Takeover of the Company by PT Capital Global Investama, Takeover Plan and Concept of Takeover Deed;
2. Approval to the Company’s Directors to transfer, relinquish rights or use as collateral for debt over the Company’s assets which constitute more than 50% (fifty percent) of the Company’s net assets in one transaction or several transactions that stand alone or are related to each other.

Explanation of the agenda :

Explanation of the AGMS Agenda :

1. In accordance with the provisions of Article 69 and Article 78 of Law Number 40 of 2007 concerning Limited Liability Companies as amended by Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation which has been stipulated as Law based on Law of the Republic of Indonesia Number 6 of 2023 concerning the Determination of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation into Law, including its amendments (“UUPT”) in conjunction with Article 11 and Article 21 of the Company’s Articles of Association, that the Financial Report, Annual Report, and The Board of Commissioners’ Supervisory Duties Report for the financial year ending 31 December 2023 is submitted to the General Meeting of Shareholders (GMS) to obtain ratification and approval from the General Meeting of Shareholders.
By granting approval to the Annual Report, ratification of the Financial Report, and approval of the Board of Commissioners’ Supervision Report for Fiscal Year 2023 by the General Meeting of Shareholders, full repayment and release of responsibility (*acquit et de charge*) is given to members of the Board of Directors for their actions in managing the Company and The Board of Commissioners regarding the Company’s supervisory actions that have been carried out during the previous financial year, as long as these actions are reflected in the Financial Report and financial calculations, except for acts of fraud, embezzlement and other criminal acts.
The Company’s Annual Report for Fiscal Year 2023 is available and can be downloaded on the Company’s Website (www.bankcapital.co.id).
2. In accordance with the provisions of Article 71 of the Company Law in conjunction with Article 22 of the Company’s Articles of Association, the use of the Company’s net profit in a financial year as reflected in the balance sheet and calculation of profit and loss is decided by the AGMS, where the amount of undivided net income is proposed to the AGMS for approval.
3. In accordance with Article 6 of the Financial Services Authority Regulation Number 30/POJK.04/2015 concerning Reports on the Realization of Use of Funds from Public Offerings, the realization of the use of funds from public offerings must be included as one of the agenda items at the AGMS.
4. The Company will submit a proposal to the AGMS to grant authority to the Company’s Board of Commissioners to appoint a Public Accountant who will audit the Company’s Financial Report for the 2024 financial year, taking into account recommendations from the Audit Committee and applicable regulations.
5. At the AGMS, the type of remuneration and other facilities for members of the Board of Directors and Board of Commissioners of the Company will be determined, where it is proposed to determine the amount and type of remuneration and other facilities as follows:
 - Propose the granting of power and authority to the Company’s Controlling Shareholders to determine remuneration for allowances, facilities and other incentives for members of the Company’s Board of Commissioners by taking into account suggestions and recommendations from the Company’s Remuneration and Nomination Committee.
 - Propose to the Company’s Board of Commissioners to determine remuneration for allowances, facilities and other incentives for members of the Company’s Board of Directors by taking into account suggestions and recommendations from the Company’s Remuneration and Nomination Committee.

Explanation of the EGMS Agenda :

1. In accordance with Financial Services Authority Regulation Number 41/POJK.03/2019 concerning Merger, Consolidation, Takeover, Integration and Conversion of Commercial Banks, the takeover of the Company, the takeover plan and the concept of the takeover deed must obtain approval from the General Meeting of Shareholders.
2. Based on Article 16 paragraph 11 of the Company's Articles of Association, the act of transferring, relinquishing rights or making collateral for debt over the Company's assets, either in whole or in part, with a value of more than 50% (fifty percent) of the total net assets of the Company in one transaction or several existing transactions individually or in relation to each other must obtain approval from the General Meeting of Shareholders.

Notes :

1. The Company does not send any individual invitation to the Shareholders because this invitation shall be deemed as an official invitation. This invitation can also be viewed on the Indonesia Stock Exchange's website www.idx.co.id, the Company's website www.bankcapital.co.id and eASY.KSEI application <https://akses.ksei.co.id/>
2. Shareholders who are entitled to attend the Meeting are the Shareholders of the Company whose names are registered in the Shareholders Register of the Company on June 4, 2024 at 4.00 pm, whilst Shareholders whose shares are in collective custody of PT Kustodian Sentral Efek Indonesia (KSEI) are in accordance to the record of share-account balance at the closing of June 4, 2024, at 4.00 pm.
3. The participation of Shareholders in the Meeting can be carried out by the following mechanism :
 - a. Present themselves on the meeting; or
 - b. Through eASY.KSEI application provided by PT Kustodian Sentral Efek Indonesia (KSEI) on the following link <https://akses.ksei.co.id/>
 - c. Furthermore Shareholders can authorize their presence by giving power of attorney including voting and submitting questions with the following conditions :
 - Conventional power of attorney by sending the original Power of Attorney which has been filled in and signed on a stamp duty of Rp.10,000,- and a copy of the identity card (KTP/Passport), to PT Sinartama Gunita, and sending the scanned copy via email to helpdesk1@sinartama.co.id and helpdesk.corpsec@bankcapital.co.id. The Power of Attorney must be received by the Company and the Company's Securities Administration Bureau at the latest 1 (one) working day before the date of the Meeting at 12.00 am.
 - Electronic authorization or e-Proxy through eASY.KSEI, an electronic authorization system provided by KSEI through the eASY.KSEI website (<https://easy.ksei.co.id>) no later than 1 (one) working day before the date of the Meeting at 12:00 am. Shareholders who will use eASY.KSEI can download the user guide at the following link (<https://www.ksei.co.id/data/download-data-and-user-guide>).
4. For Shareholders or their proxies who will attend the Meeting, or Shareholders who will exercise their voting rights in the eASY.KSEI application, are able to submit their attendance confirmation or proxy appointment and the votes through eASY.KSEI application through the following link <https://akses.ksei.co.id/>
5. Materials related to the Meeting agenda are available on the Company's website www.bankcapital.co.id and the eASY.KSEI application from the date of the invitation to the Meeting on June 5, 2024 until the holding of the Meeting on June 27, 2024.
6. In order to facilitate the arrangement and order of the Meeting, the Shareholders or their legal proxies are respectfully requested to be present at the Meeting venue 30 (thirty) minutes prior to the start of the Meeting.

Jakarta, June 5, 2024
PT Bank Capital Indonesia Tbk
Board of Directors

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