



**PT BANK MEGA Tbk.  
NOTICE  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Directors of PT Bank Mega Tbk (“the **Company**”) hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (“the **Meeting**”) of the Company that will be held on:

|                        |   |
|------------------------|---|
| Day/Date               | : Friday, February 24 <sup>th</sup> , 2023  |
| Time                   | : 14.00 Western Indonesia Time - finished   |
| Venue                  | : Auditorium Menara Bank Mega, 3 <sup>rd</sup> floor<br>Jl. Kapten Tendean 12-14A, South Jakarta  |
| To join online meeting | : Access the KSEI Electronic General Meeting System (eASY.KSEI) facility in the <a href="https://akses.ksei.co.id/">https://akses.ksei.co.id/</a> link provided by KSEI |

With the following agenda:

1. **Approval and Ratification of the Annual Report year ended on December 31<sup>st</sup>, 2022, consisting of:**
  - a. **Company’s Management Report;**
  - b. **The audited financial statements of the Company;**
  - c. **Board of Commissioners Supervisory duties Report of the Company.**

**Explanation:**

This Agenda need to be raised in the Meeting pursuant to (i) Article 12 paragraph 2 letter a and letter b and Article 12 paragraph 3 of the Company's Articles of Association, (ii) Article 66 and Article 69 of Law No. 40 of 2007 regarding Limited Liability Company (“**Company Law**”); and (iii) Article 1 paragraph 1 of the Financial Services Authority Regulation Number 29/POJK.04/2016 concerning Annual Reports of Issuers or Public Companies.

The Company will propose to the Meeting to approve the Board of Directors' Annual Report regarding the Management of the Company for the 2022 financial year, as well as the Board of Commissioners' Supervisory Report for the financial year ending on December 31<sup>st</sup>, 2022, then ratify the Financial Statements for the 2022 Fiscal Year, and provide full release and discharge of responsibility to members of the Board of Directors and Board of Commissioners for the management and supervision carried out during the 2022 financial year as long as these actions are reflected in the Financial Statements.

2. **The determination for the distribution of the Company's net profit for the financial year ended on December 31<sup>st</sup>, 2022.**

**Explanation:**

This Agenda need to be raised in the Meeting pursuant to (i) Article 12 paragraph 2 letter c of the Company's Articles of Association and (ii) Article 71 paragraph 1 of Company Law.

The Company will propose to the Meeting to obtain approval for the use of the Company's net profit for the 2022 financial year to be set aside as a reserve fund to comply with the provisions of Article 70 UUPT, to be distributed as cash dividends and to give authority to the Board of Directors to determine the schedule and procedure for paying dividends in accordance with applicable regulations and

recorded the remaining net profit of the Company for the 2022 financial year as retained earnings.

**3. Board of Directors Business Plan Report Year 2023 and Sustainable Finance Action Plan Report.**

**Explanation:**

This Agenda is related to the Business Plan Report prepared by Board of Directors to comply with Article 18 paragraph 6 of the Company's Article of Association and Article 63 paragraph 1 of Company Law as well as for Reporting on the Sustainable Finance Action Plan to comply with Article 6 of the Financial Services Authority Regulation Number 51/POJK.03/2017 concerning Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies.

For this agenda, no decision was made at the Meeting because it was only a notification to the Company's Shareholders regarding the Company's 2023 Work Plan and the Company's Sustainable Finance Action Plan for 2023.

**4. Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2023 financial year.**

**Explanation:**

This Agenda need to be raised in the Meeting pursuant to Article 12 paragraph 2 letter d of the Company's Articles of Association and Article 13 of the Financial Services Authority Regulation Number 13/POJK.03/2017 concerning the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities jo. Article 59 Regulation of the Financial Services Authority Number 15/POJK.04/2020 concerning Plans and Implementation of General Meetings of Shareholders of public companies.

The Company will propose to the Meeting to grant authority and power of attorney to the Board of Commissioners and with due regard to recommendations of the Audit Committee, to appoint a Public Accounting Firm registered with the Financial Services Authority, which will conduct an audit of the Company's finances in fiscal year 2023.

**5. Changes of the Structure of the Company's Management.**

**Explanation:**

This Agenda need to be raised in the Meeting in connection with a proposal from the PT Mega Corpora as majority shareholder of the Company to change the Structure of the Company's management.

The Company will propose to the Meeting to changes to the Structure of the Company's management.

**6. The determination of honorarium and other allowances for Board of Commissioners and Board of Directors for Year 2023.**

**Explanation:**

This Agenda need to be raised in the Meeting pursuant to (i) Article 17 paragraph 8 and Article 20 paragraph 8 of the Company's Articles of Association and Article 96 and Article 113 of Company Law as well as Article 96 and Article 113 UUPT.

The Company will propose to the Meeting to determine the amount of net honorarium for all members of the Board of Commissioners for 2023 and give power and authority to the Company's Board of Commissioners to determine the distribution and other allowances for each member of the Board of Commissioners, which applies until otherwise decided at the next Annual General Meeting of Shareholders and grants power and authority to the Board of Commissioners for and

on behalf of the Meeting to determine the salary and other benefits for each member of the Company's Board of Directors for 2023.

**7. Approval on the Company's Recovery Plan Update.**

**Explanation:**

This Agenda need to be raised in the Meeting in order to comply with the provisions of Article 31 of the Financial Services Authority Regulation Number 14/POJK.03/2017 concerning Recovery Plans for Systemic Banks, whereby the update of the Action Plan (Recovery Plan) must obtain shareholder approval at the General Meeting of Shareholders.

The Company will propose to the Meeting for the update of the Action Plan (Recovery Plan) that has been submitted by the Company to the Financial Services Authority. The updated Recovery Plan, which has been submitted to the Financial Services Authority, includes changes to the trigger level the Company's NSFR ratio indicator.

**8. Approval for submission of the Company's Resolution Plan documents.**

**Explanation:**

This Agenda need to be raised in the Meeting in order to comply with Article 18B paragraph (1) of Law Number 9 of 2016 concerning Prevention and Handling of the Financial System Crisis as amended by Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector jo. Article 4 paragraph (1) and paragraph (2) as well as Article 8 Deposit Insurance Corporation Regulation Number 1 of 2021 concerning Resolution Plans for Commercial Banks, in which the Company is required to prepare and submit a Resolution Plan to Indonesia Deposit Insurance Corporation (Lembaga Penjamin Simpanan/LPS) and a Resolution Plan must obtain approval from the Company's Board of Commissioners and Shareholders at the General Meeting of Shareholders.

The Company will propose to the Meeting to approve the Company's 2022 Resolution Plan which has been submitted to LPS.

**9. Amendments of the Company's Articles of Association**

**Explanation:**

Changes to several provisions in the Company's Articles of Association in order to comply with Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector, Indonesia Stock Exchange Regulation Number I-A concerning Registration of Shares and Equity-Type Securities other than Shares issued by Listed Companies and regulatory provisions current regulation.

The Company will propose to the Meeting to approve changes and readjustments to the Company's Articles of Association to comply with the provisions of the applicable laws and regulations.

**Presence and Decision Quorum Explanation:**

1. Meetings are legitiamte and can be held and are entitled to make legal and binding decisions, if attended by Shareholders or their lawful proxies representing more than 1/2 (one half) of the total shares with valid voting rights has been issued by the Company, whereas specifically for the 9<sup>th</sup> Agenda, the Meeting is valid and can be held and has the right to make legal and binding decisions, if attended by Shareholders or their legal proxies representing at least 2/3 (two thirds) part of the total number of shares legally issued at the Meeting (according to the provisions of Article 16 paragraph 1.a and Article 26 paragraph 1 of the Company's Articles of Association).

2. Meeting decisions are taken based on deliberation to reach a consensus. In the event that decisions based on deliberation to reach a consensus are not reached, decisions are valid if approved by more than 1/2 (one half) of the number of votes legally cast at the Meeting, whereas specifically for the 9<sup>th</sup> Agenda, decisions are valid if approved more than 2/3 (two thirds) of the total number of shares legally issued at the Meeting (according to the provisions of Article 16 paragraph 8.a and Article 26 paragraph 1 of the Company's Articles of Association).

**Notes:**

1. This invitation is valid as an invitation to the Meeting which will be officially held electronically to the Company's Shareholders, so that the Company's Directors do not send separate invitations to the Company's Shareholders.
2. Participation of Shareholders in the Meeting, can be done with the following mechanism:
  - a. be physically present at the Meeting by complying with the safety and health protocols that apply to the building where the Meeting is being held, namely:
    - i. provide a booster vaccine certificate on the PeduliLindungi application;
    - ii. based on the detection and monitoring of body temperature of not more than 37°C;
    - iii. use a medical mask properly while in the area and place of the Meeting.
  - b. attend the Meeting electronically through the eASY.KSEI application provided by KSEI and witness the proceedings of the Meeting through a zoom webinar on the KSEI Securities Ownership Reference facility (AKSes.KSEI), by registering electronically from the date of this Meeting summons until at the latest before the Meeting, at 13.30 West Indonesia Time.
3. Shareholders who are entitled to attend the Meeting are the Company's Shareholders whose names are registered in the Company's Register of Shareholders (DPS) and/or the Company's shareholder in the securities sub-account at PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of Share Trading in Indonesia Stock Exchange on Wednesday, February 1<sup>st</sup>, 2023.
4. The Company since the date of this summons has provided materials for the Meeting Agenda for each Meeting Agenda which can be downloaded via the Company's website [www.bankmega.com](http://www.bankmega.com).
5. The Company's Shareholders or Shareholders' proxies who will attend the Meeting electronically through the eASY.KSEI application must pay attention to the following matters:
  - a. Registration Process
    - i. Shareholders of the local individual type who have not provided a declaration of attendance or power of attorney in the eASY.KSEI application by the deadline in point 2 and wish to attend the Meeting electronically are required to register attendance in the eASY.KSEI application on the date of the Meeting until the registration period for the Meeting is electronic. electronically closed by the Company.
    - ii. Shareholders of the local individual type who have declared attendance but have not voted for at least 1 (one) item on the agenda of the Meeting in the eASY.KSEI application by the deadline in point 2 and wish to attend the Meeting electronically are required to register attendance in the eASY.KSEI application on the date of the Meeting until the electronic registration period for the Meeting is closed by the Company.
    - iii. Shareholders who have given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative but the shareholder has not given a minimum vote choice for 1 (one) agenda item in the eASY.KSEI application by the deadline in point 2, then the recipient the power of attorney representing the shareholders is required to register attendance in the eASY.KSEI application on the date of the Meeting

until the electronic registration period for the Meeting is closed by the Company.

- iv. Shareholders who have given power of attorney to participant/Intermediary proxy (Custodian Banks or Securities Companies) and have voted in the eASY.KSEI application until the deadline in point 2, then the representative of the authorized person who has registered in the eASY.KSEI application is obliged to perform registration of attendance in the eASY.KSEI application on the date of the Meeting until the electronic registration period for the Meeting is closed by the Company.
- v. Shareholders who have declared their attendance or given power of attorney to the power of attorney provided by the Company (Independent Representative) or Individual Representative and have given minimum voting choices for 1 (one) or all agenda items in the eASY.KSEI application no later than the limit time in point 2, then the shareholder or proxy does not need to register attendance electronically in the eASY.KSEI application on the date of the Meeting. Share ownership will automatically be calculated as a quorum of attendance and the votes that have been cast will be automatically counted in the voting for the meeting.
- vi. Delay or failure in the electronic registration process as referred to in points i - iv for any reason will result in the shareholders or their proxies not being able to attend the Meeting electronically, and their share ownership will not be counted as a quorum for attendance at the Meeting.

b. Process of Submitting Questions and/or Opinions Electronically

- i. Shareholders or attorneys have 3 (three) opportunities to submit questions and/or opinions in each discussion session per agenda item. Questions and/or opinions for each agenda item of the Meeting can be submitted in writing by shareholders or their attorneys by using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen on the eASY.KSEI application. Giving questions and/or opinions can be done as long as the status of the Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. [ ]".
- ii. It is the authority of each Company to determine the mechanism for implementing the discussion per agenda of the Meeting in writing through the E-Meeting Hall screen on the eASY.KSEI application.
- iii. For the power of attorney who is present electronically and will submit questions and/or opinions of his shareholders during the discussion session per the agenda of the Meeting, he is required to write down the names of the shareholders and the size of their share ownership followed by related questions or opinions.

c. Process Voting/Voting

- i. The electronic voting process takes place in the eASY.KSEI application on the E-Meeting Hall menu, Live Broadcasting sub-menu.
- ii. Shareholders who are present themselves or are represented by their proxy but have not cast their vote on the agenda of the Meeting as referred to in point 5 letter a number i - iii, then the shareholder or his proxy has the opportunity to submit his choice of vote during the voting period through the E-screen. The Meeting Hall on the eASY.KSEI application was opened by the Company. When the electronic voting period for each item on the agenda of the Meeting begins, the system will automatically run the voting time by counting backwards for a maximum of 5 (five) minutes. During the electronic voting process, the status "Voting for agenda item no [ ] has started" will appear in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for certain agenda items until the status of the meeting shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [ ] has ended", then it will be considered as giving an Abstain vote for the relevant agenda of the Meeting.
- iii. Voting time during the electronic voting process is the standard time specified in the eASY.KSEI application. Each Company can determine the

time policy for direct voting electronically per agenda item in the Meeting (with a maximum time of 5 (five) minutes per Meeting agenda) and will be set forth in the Rules of Conducting the Meeting through the eASY.KSEI application.

d. View Live Broadcast of the Meeting

- i. Shareholders or their proxies who have registered in the eASY.KSEI application no later than the deadline in point 2 can watch the ongoing Meeting via the Zoom webinar by accessing the eASY.KSEI menu, the GMS Show sub-menu which is in the AKSes facility (<https://akses.ksei.co.id>).
  - ii. GMS broadcasts have a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not get the opportunity to witness the implementation of the Meeting through the GMS Impressions are still considered valid to attend electronically and share ownership and voting choices are taken into account at the Meeting, as long as they have been registered in the eASY.KSEI application as stipulated in item 5 letter a number i - v.
  - iii. Shareholders or their proxies who only witness the implementation of the Meeting via GMS Impressions but are not registered as present electronically on the eASY.KSEI application in accordance with the provisions in point 5 letter a numbers i - v, then the presence of the shareholders or their proxies is considered invalid and will not be included in the meeting attendance quorum calculation.
  - iv. Shareholders or their proxies who witness the implementation of the Meeting through the GMS Impressions have the raise hand feature which can be used to ask questions and/or opinions during the discussion session per the agenda of the Meeting. If the Company permits by activating the allow to talk feature, then the shareholders or their proxies can submit questions and/or opinions by speaking directly. It is the authority of each Company to determine the mechanism for implementing the discussion per agenda of the Meeting using the allow to talk feature contained in the GMS Impressions.
  - v. To get the best experience in using the eASY.KSEI application and/or GMS broadcast, shareholders or their proxies are advised to use the Mozilla Firefox browser.
6. The Notary, assisted by the Securities Administration Bureau, will check and count the votes for each item on the agenda of the Meeting in each decision making of the Meeting on said agenda, including those based on the votes submitted by the shareholders via eASY.KSEI, as well as those conveyed at the Meeting.
7. The Company's Shareholders or the Company's Shareholders' proxies who will attend the Meeting physically, pay attention to the following provisions:
- a. Shareholders or their proxies submit photocopies of Identity Cards (KTP) or other proof of identity before entering the Meeting room. Shareholders of the Company in the form of a Legal Entity are asked to bring a photocopy of the latest Articles of Association of the Company and the latest composition of the management. Shareholders of the Company whose shares are placed in the collective custody of PT Kustodian Sentral Efek Indonesia are required to bring a Written Confirmation for Meetings (KTUR) which can be obtained at the securities company or at the custodian bank where the Company's Shareholders open their securities accounts.
  - b. The Company's Shareholders can provide a valid power of attorney to their proxy with the provision that members of the Board of Directors, Board of Commissioners and employees of the Company can act as proxies at the Meeting but the votes cast are not counted in the voting.
  - c. The power of attorney form can be downloaded on the Company's website ([www.bankmega.com](http://www.bankmega.com)) and if it has been completely filled out, it must be submitted to the Share Registrar of the Company PT Datindo Entrycom at the

address Jl. Hayam Wuruk No. 28, 2nd Floor Central Jakarta - 10120, Phone. (021) 350 8077 Fax. (021) 350 8078.

8. As a step to prevent the spread of Covid-19, the Company urges Shareholders to follow the directions from the Government of the Republic of Indonesia by registering attendance electronically through the KSEI System (eASY.KSEI) at the <https://akses.ksei.co.id/> link which provided by KSEI.
9. In the event that Shareholders are unable to access the KSEI System (eASY.KSEI) via the <https://akses.ksei.co.id/> link, they can download a power of attorney contained on the Company's website [www.bankmega.com](http://www.bankmega.com) to provide power of attorney and vote in Meeting.
10. Shareholders who have granted power of attorney in point 9 above, may submit questions regarding the agenda by email to the Company [corsec@bankmega.com](mailto:corsec@bankmega.com) with a copy to [DM@datindo.com](mailto:DM@datindo.com) and these questions will be submitted at the Meeting by the Attorney and recorded in the Minutes of Meeting prepared by a Notary, and answers to these questions will be submitted via email to Shareholders no later than 3 (three) Business Days after the Meeting.

Jakarta, February 2<sup>nd</sup>, 2023

**PT Bank Mega Tbk**  
**Directors**