



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

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

Day/Date : Friday, 25th of February 2022
Time : 14.00 Western Indonesia Time - finished
Link to Follow the Meeting : Access the KSEI Electronic General Meeting System (eASY.KSEI) facility at the link <https://access.ksei.co.id/> provided by KSEI.

In relation with the implementation of the Meeting held by e-GMS as referred to in the Regulation of the Financial Services Authority No. 15/POJK.04/2020 concerning the Plan and Organizing of the General Meeting of Shareholders of a Public Company and the Financial Services Authority Regulation No. 16/POJK.04/2020 concerning the Electronic Implementation of the General Meeting of Shareholders of Public Companies, the Leader of Meeting, Notary, and Professionals as well as Supporting Institutions will be coordinated in order to conduct the Meeting electronically at Menara Bank Mega Jl. Captain Tendean 12-14A, Jakarta 12790.

With the following Agenda :

- 1. Approval of the Board of Directors Report and Supervisory Report of the Board of Commissioners and Ratification of the Company's Annual Report for the Financial Year ending 31 December 2021.**

Explanation:

This agenda needs to be discussed in the Meeting in accordance with the provisions (i) of Article 12 paragraph 2 letter (a) and letter (b) and Article 12 paragraph 3 of the Company's Articles of Association and (ii) Article 66 and Article 69 of the Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies (“Company Law”) which stipulate that the Approval of Annual Reports including the ratification of financial statements and the Supervisory Duties of the Board of Commissioners is carried out by GMS. The Company will propose to the Meeting to approve the Board of Director's Annual Report on the Management of the Company during the fiscal year 2021, as well as the Board of Commissioner's Supervisory Report for the financial year ended December 31, 2021, further certify the Financial Statements of fiscal year 2021, and provide full acquittance and exemption of responsibility to the members of the Board of Directors and Board of Commissioners for the management and supervision that

has been carried out during the fiscal year 2021 as long as such 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 31st, 2021.**

Explanation:

This agenda needs to be discussed in the Meeting in accordance to Article 12 paragraph 2 letter (c) of the Company's Articles of Association and 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 income in fiscal year 2021 to be set aside as a reserve fund to meet the provisions of Article 70 of Company Law, distributed as cash dividends and authorizes the Board of Directors to set a schedule and procedures for dividend payments in accordance with applicable provisions and posted the company's remaining net income in fiscal year 2021 as a balance of profit.

- 3. Board of Director's Report on the Company's Business Plan Year 2022 and Sustainable Finance Action Plan Report.**

Explanation :

This agenda needs to be discussed in the Meeting in accordance to Article 18 paragraph 6 of the Company's Articles of Association and Article 63 paragraph 1 of Company Law as well as for the Reporting of The Sustainable Financial Action Plan to comply with Article 6 of The Financial Services Authority Regulation No. 51/POJK.03/2017 on the Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies. For this agenda, no decision was taken by the Meeting because it was only a notification to the Company's Shareholders regarding the Company's Work Plan 2022 and the Company's Sustainable Financial Action Plan for 2022.

- 4. Appointment of the Public Accountant Office to audit the Company's Financial Report for the 2022 Financial year.**

Explanation:

In accordance to Article 12 paragraph 2 letter (d) of the Company's Articles of Association, the Company will raised this agenda to the Meeting to give authority and power to the Board of Commissioners and with due regard to the 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 2022.

- 5. Reappointment of some member of the Company's Board of Commissioners**

Explanation:

This Agenda need to be raised in the Meeting in connection with the expiration of the term of all members of the Board of Commissioners of Bank Mega at the 2022 AGMS. The Company will propose to the Meeting for the reappointment of some members of the Company's Board of Commissioners in accordance with the provisions of Article 20 paragraph 6 and paragraph 7 of the Company's Articles of Association.

6. Determination of honorarium and other allowances for the Board of Commissioners and the Board of Directors for Year 2022

Explanation :

In accordance to Article 17 paragraph 8 and Article 20 paragraph 8 of the Company's Articles of Association as well as Article 96 and Article 113 of Company Law, the Company will raised this agenda to the Meeting to determine a net honorarium budget for all members of the Board of Commissioners for 2022 and grant power and authority to The Board of Commissioners of the Company to determine the distribution and other allowances for each member of the Board of Commissioners, which is valid until it is decided otherwise in the next Annual General Meeting of Shareholders; and grant 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.

7. Approval of capitalization of retained earnings and capitalization of Additional Paid-in Capital (Agio Shares) as of December 31st, 2021 which will be distributed as Bonus Shares to the shareholders of the Company.

Explanation:

This agenda need to be raised at the Meeting in connection with the plan to distribute Bonus Shares derived from the capitalization of Retained Earnings and the capitalization of Additional Paid-In Capital (Agio Shares) as of December 31, 2021 to Shareholders and in order to comply with the provisions of Financial Services Authority Regulation Number 27/POJK.04 /2020 on Bonus Shares. The Company will propose to the Meeting to obtain approval for the distribution of the Bonus Shares in which the Capitalization Value of Retained Earnings and the Capitalization Value of Additional Paid-in Capital, Bonus Shares Distribution Ratio, Basis for Pricing and an explanation of taxation have been included in the Company's Disclosure of Information issued on January 19th, 2022.

8. Amendments of the Company's Articles of Association

Explanation:

The Agenda will discuss amendments to the Company's Articles of Association as follows:

- a. Amendment of Article 3 of the Company's Articles of Association on the Purpose and Purpose and Business Activities of the Company, in the framework of adjustment to the Standard Classification of Indonesian Business Fields in 2020; and
- b. Amendment of Article 4 paragraph 2 of the Company's Articles of Association in connection with the implementation of the distribution of Bonus Shares derived from the capitalization of The Balance of Profit and the capitalization of Additional Paid-Up Capital (Agio Shares).

The Company will propose to the Meeting to approve amendment to Article 3 of the Company's Articles of Association in order to adjust it to the 2020 Indonesian Standard Classification of Business Fields and amendments of Article 4 paragraph 2 of the Company's Articles of Association in connection with the distribution of Bonus Shares derived from the capitalization of the Balance of Profit and the capitalization of Additional Paid-Up Capital (Agio Shares).

Explanation of Quorum of Attendance and Decision:

1. The Meeting is valid and can be held and has the right to take a valid and binding decision, if attended by the Shareholders or their legitimate representatives representing more than 1/2 (one-second) part of the total number of shares with valid voting rights issued by the Company, while specifically for the 8th Agenda, the Meeting is valid and can be held and has the right to take a valid and binding decision, if attended by shareholders or their legal representatives representing at least 2/3 (two-thirds) part of the total number of shares that have been validly issued in the Meeting (in accordance with the provisions of Article 16 paragraph 1.a and Article 26 paragraph 1 of the Company's Articles of Association).
2. The decision of the meeting was taken based on deliberation for consensus. In the event that a decision based on deliberation for consensus is not reached, the decision is valid if approved more than 1/2 (one-second) part of the number of votes issued legally in the Meeting, while specifically for the 8th Agenda, the decision is valid if approved more than 2/3 (two-thirds) part of the total number of shares issued legally in the Meeting (in accordance with 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 held electronically officially to the Shareholders of the Company, so that the Board of Directors of the Company does not send invitations separately to the Shareholders of the Company.
2. The participation of shareholders in the Meeting can be done by the following mechanism:
 - a. physically present at the Meeting by registering first through the Company's Corporate Secretary via email to (corsec@bankmega.com) with a limitation on the number of physical attendance in accordance with the provisions imposed in a pandemic condition by the authorities, including being required to have a Swab Test Certificate Antigen (non-reactive) or PCR Swab Test (negative) from a hospital doctor, health center, or clinic with a sampling date of 1 (one) day before the Meeting.
 - b. attend the Meeting electronically through the Electronic General Meeting System ("eASY.KSEI") application provided by KSEI and witness the proceedings of the Meeting via a zoom webinar at the KSEI Securities Ownership Reference facility (AKSes.KSEI), by registering electronically as of the date of the summons for the Meeting this is until no later than before the meeting that is at 13.30 WIB.
3. Shareholders who are entitled to attend and vote at the Meeting, their names must be recorded in the Register of Shareholders of the Company and/or shareholder of the Company's sub-securities account at PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of stock trading on Wednesday, February 2nd, 2022.

4. The Company since the date of this summons has provided materials for the Meeting agenda for each Meeting Agenda which can be downloaded through the Company's website www.bankmega.co.id.
5. Shareholders who will attend or provide power of attorney electronically to the Meeting through the eASY.KSEI application must pay attention to the following:

a. Registration Process

- (i) Local individual type shareholders who have not provided a declaration of presence or power of attorney in the eASY.KSEI application until 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 closed by the Company.
- (ii) Local individual type shareholders who have provided a declaration of attendance but have not yet cast their votes for at least 1 (one) Meeting agenda in the eASY.KSEI application until the deadline in point 2 and wish to attend the Meeting electronically are required to register attendance in the eASY application. KSEI on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
- (iii) Shareholders who have given power of attorney to the proxies provided by the Company (Independent Representative) or Individual Representatives but the shareholders have not cast a minimum vote for 1 (one) Meeting agenda in the eASY.KSEI application until the deadline in point 2, the recipient the proxy 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 the participant/Intermediary proxy (Custodian Bank or Securities Company) and have cast their vote in the eASY.KSEI application up to the time limit in point 2, then the representative of the proxy who has been registered in the eASY.KSEI application is required to perform attendance registration 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 given a declaration of attendance or given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative and have cast a minimum of 1 (one) or all of the Meeting agenda items in the eASY.KSEI application no later than the maximum limit time in point 2, the shareholders or the proxies do not need to register attendance electronically in the eASY.KSEI application on the date of the Meeting. Share ownership will be automatically calculated as a quorum of attendance and the votes that have been cast will be automatically taken into account in the voting of the Meeting.
- (vi) Any delay or failure in the electronic registration process as referred to in numbers (i) to (iv) for any reason will result in the shareholders or their proxies being unable to attend the Meeting electronically, and their share ownership will not be counted as a quorum for attendance at the Meeting.

b. Process for Submitting Questions and/or Opinions Electronically

- (i) Shareholders or proxies have 3 (three) opportunities to submit questions and/or opinions at each discussion session per meeting agenda. Questions

and/or opinions per Meeting agenda can be submitted in writing by the shareholders or proxies by using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in 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) The determination of the mechanism for implementing the discussion per meeting agenda in writing through the E-Meeting Hall screen in the eASY.KSEI application is the authority of each Company and this will be stated by the Company in the Rules of Conduct for the Meeting through the eASY.KSEI application.
- (iii) For the proxies who are present electronically and will submit questions and/or opinions of their shareholders during the discussion session per agenda of the Meeting, they are required to write down the names of the shareholders and the size of their share ownership followed by related questions or opinions.

c. Voting Process

- (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 alone or are represented by their proxies but have not yet cast their votes in the agenda of the Meeting as referred to in point 5 letter a number i - iv, then the shareholders or their proxies have the opportunity to submit their vote during the voting period via the E-screen. The Meeting Hall in the eASY.KSEI application was opened by the Company. When the electronic voting period per meeting agenda begins, the system automatically runs the voting time by counting down a maximum of 5 (five) minutes. During the electronic voting process, the status "Voting for agenda item no [] has started" will be seen in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for a particular meeting agenda until the status of the meeting as shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [] has ended", it will be considered as voting Abstain for the agenda of the meeting concerned.
- (iii) Voting time during the electronic voting process is the standard time set in the eASY.KSEI application. Each Company may determine the time policy for direct voting electronically per agenda in the Meeting (with a maximum time of 5 (five) minutes per agenda item in the Meeting) and this will be stated in the Rules of Conduct for the Meeting through the eASY.KSEI application.

d. Witnessing the Implementation of the Meeting at the GMS Impression

- (i) Shareholders or their proxies who have been registered in the eASY.KSEI application no later than the deadline in point 2 can witness the ongoing Meeting through the Zoom webinar by accessing the eASY.KSEI menu, (GMS Imaging submenu) located at the AKSes facility (<https://access.ksei.co.id/> <<https://access.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 be present 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 point 5 letter a number i - vi.
 - (iii) Shareholders or their proxies only witnessed the implementation of the Meeting through the GMS Impressions but were not registered to attend electronically on the eASY.KSEI application according to the provisions in point 5 letter a number i - vi, then the presence of the shareholder or proxies is considered invalid and will not be included in the calculation of the quorum of meeting attendance.
 - (iv) Shareholders or their proxies who witness the implementation of the Meeting through the GMS show have a raise hand feature that can be used to ask questions and/or opinions during the discussion session per agenda of the Meeting. If the Company allows by activating the allow to talk feature, then shareholders or their proxies can submit questions and/or opinions by speaking directly. The determination of the mechanism for implementing the discussion per meeting agenda using the allow to talk feature contained in the GMS is the authority of each company and this will be stated by the Company in the Rules of Conduct for the Meeting through the eASY.KSEI application.
 - (v) To get the best experience in using the eASY.KSEI application and/or GMS Impressions, 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 agenda item of the Meeting in each meeting decision making on the said agenda, including those based on the votes submitted by the shareholders through eASY.KSEI as referred to in point 2 above, as well as those submitted at the Meeting.
 7. Due to the still high rate of Covid-19 cases, The Company urges Shareholders to follow directions from the Government of the Republic of Indonesia by registering their presence electronically through the KSEI System (eASY.KSEI) at the link <https://access.ksei.co.id/> provided by KSEI, as a physical distancing practice and implementing applicable health and safety protocols.
 8. In the event that the Shareholders are unable to access the KSEI System (eASY.KSEI) via the <https://access.ksei.co.id/> link, they can download the power of attorney contained on the Company's website www.bankmega.com to cast their power and vote in the meeting.
 9. Shareholders who have given power of attorney in point 8 above, may submit questions regarding the agenda via email to the Company corsec@bankmega.com with a copy to DM@datindo.com and the question will be submitted in the Meeting by the Proxy and recorded in the Minutes of Meeting prepared by a Notary, and answers to these questions will be submitted via email to the Shareholders no later than 3 (three) Business Days after the Meeting.

10. The parties in accordance with the provisions are obliged to attend Meetings such as Leader of the Meeting, Directors and Board of Commissioners, Notaries, and other supporting professions and institutions are required to have a Certificate of Antigen Swab Test (non-reactive) or PCR Swab Test (negative) from a hospital doctor, health center, or clinic with the date of collection sample 1 (one) day before the Meeting.
11. In the current pandemic conditions, the Meeting is not provided with printed materials in any form, food and drinks as well as souvenirs in any form, as a Step to Prevent the Spread of Covid-19.

Jakarta, February 3rd, 2022
PT Bank Mega Tbk
Directors