



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

The Board of Directors of PT Bank Mega Tbk ("the **Company**") hereby invites the Shareholders of the Company to attend the Annual and Extraordinary General Meeting of Shareholders ("the **Meeting**") of the Company that will be held on :

Day/Date	:	Wednesday, May 7th, 2015
Time	:	14:00 AM Western Indonesia Time – finished
Venue	:	Auditorium Menara Bank Mega, 3 <sup>rd</sup> fl Tendean Street Kav. 12-14A Mampang - South Jakarta

**With the following agenda:**

**I. Annual Meeting Of Shareholders**

1. Approval and Ratification of the Annual Report year ended on 31 December 2014, consisting of :
  - a. Company's Maintenance Report;
  - b. The audited financial statements of the Company;
  - c. Commissioners Supervisory duties Report of the Company.

This Agenda need to be raised at The Annual General Meeting of Shareholders ("**AGM**") 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**").

2. Approval for the distribution of the Company's net profit for the financial year ended on 31 December 2014.

This Agenda need to be raised at AGM 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 distribution of the Company's net profit shall be decided at the General Meeting of Shareholders ("**GMS**").

3. Board of Directors Business Plan Report Year 2015

This Agenda comply with Article 18 paragraph 5 of the Company's Article of Association and Article 63 paragraph 1 of Company Law, Board of Director shall create and compose business plan for the next financial year. Therefore, the Company has proposed the above agenda to be included in the Meeting's agenda.

4. Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2015 financial year.

This Agenda need to be raised at AGM pursuant to Article 12 paragraph 2 letter (d) of the Company's Articles of Association.

5. Determination of honorarium and other benefits for members of the Board of Commissioners and Board of Directors for Year 2015 and distribution of Board of Directors duty and power.

Pursuant to Article 17 paragraph 5 and Article 20 paragraph 5 of the Company's Articles of Association and Article 96 and Article 113 of Company Law, the amount of salaries, honorarium, and other benefits that will be granted to members of the Board of Directors and Board of Commissioners of the Company shall be determined by a GMS.

**II. Extraordinary Meeting Of Shareholders**

1. Amendment to Company's Articles of Association to adjust with Indonesia Financial Service Authority Regulation.

This Agenda need to be raised to fulfill Limited Company responsibility to adjust their Company's Article of Association within 1 year since December 8th, 2014 as stipulate in Regulation of Indonesia Financial Service No. 32/POJK.04/2014 and No. 33/POJK.04/2014.

2. Changes in the Company's Board.  
This Agenda raised on proposal by majority shareholders.

**Notes :**

1. The Company does not send a separate invitation to each of its Shareholders since this announcement constitutes the official invitation in accordance with the provision stipulated in Article 14 paragraph 3 of the Company's Articles of Association.
2. The Shareholders of the Company are entitled to be present or be represented at the Meeting are those whose name are recorded In the Shareholders Register of the Company on Tuesday, dated April 14th, 2015 at 16.00 WIB, or the holders of securities account at collective deposit of PT Kustodian Sentral Efek Indonesia after the market closing on Tuesday, April 14th, 2015.
3. The Shareholders of the Company or their respective attorneys/proxies who will attend the Meeting are required to submit copies of their identity Cards (*Kartu Tanda Penduduk*) or other forms of identification before entering the meeting room. Shareholders in the form of legal entity are asked to bring copies of their latest articles of association and latest composition of their Board of Directors and Board of Commissioners. Those Shareholders whose shares are deposited at the collective depository of PT Kustodian Sentral Efek Indonesia (KSEI) are required to bring a *KTUR (Konfirmasi Tertulis Untuk Rapat)* which can be obtained from the securities company or the custodian bank where the Shareholder opens their securities account.
4. Any Shareholder of the Company who cannot attend the Meeting may be represented by his/her attorney or proxy and members of the Board of Directors or the Board of Commissioners, or the employees of the Company may act as the proxy of the Shareholders of the Company at the Meeting but any votes cast by them as proxies shall not be counted during voting.
5. Forms of Power of Attorney can be obtained at :
  - Head Office of The Company  
Menara Bank Mega,  
Jl. Kapten Tendean 12-14A,  
Jakarta 12790,  
Phone (021) 7917-5000, Fax (021) 7918-7100
  - Share Registrar Office  
PT Datindo Entrycom  
Puri Datindo-Wisma Sudirman  
Jl. Jend Sudirman Kav. 34-35,  
Phone (021) 5709009, Fax (021) 5709026, 5708914
6. All materials to be discussed in the Meeting have been available and may be retrieved from the Company website or at any time during office hours at the Head Office of the Company, Menara Bank Mega, Jl. Kapten Tendean 12-14A, Jakarta 12790 if requested in writing by the Company Shareholders.
7. To ensure the orderliness of the Meeting, the Shareholders or their certified proxies are required to be present at the venue of the Meeting at least 30 minutes before the Meeting starts.

Jakarta, April 15th, 2015  
**PT Bank Mega Tbk**  
**The Board of Director**