



# ANNOUNCEMENT

## SUMMARY OF MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

### PT BANK MEGA Tbk

The Board of Directors of PT Bank Mega Tbk ("the Company"), domiciled at South Jakarta, hereby announces that an Annual General Meeting of Shareholders ("the Meeting") was convened on:

Day/Date : Friday, February 19<sup>th</sup>, 2021  
 Time : 14.21 – 15.31 Western Indonesia Time ("WIB")  
 Venue : Auditorium Menara Bank Mega 3<sup>rd</sup> Floor, Jalan Kapten Tendean Kav. 12 – 14A, Jakarta 12790

#### Meeting Agenda :

- Approval and Ratification of the Company's Annual Report for the financial year ended on December 31<sup>st</sup>, 2020, consisting of :
  - Company's Management Report;
  - The audited Financial Statements of the Company;
  - Board of Commissioners Supervisory duties Report of the Company.
- The Determination of the distribution of the Company's net profit for the financial year ended on December 31<sup>st</sup>, 2020.
- Report of Sustainable Financial Action Plan.
- Appointment of the Public Accountant Office to audit of the Company's Financial Statements for the Financial Year 2021.
- The determination of honorarium and other benefits for the Board of Commissioners and the Board of Directors for the Year 2021.
- Approval on Update of the Company's Recovery Plan.
- Amendment of the Company's Articles of Association.

#### Members of the Board of Commissioners and of the Board of Directors in Attendance at the Meeting

The Meeting was attended either physically or through zoom meeting by the following members of the Board of Commissioners and the Board of Directors of the Company:

#### Board of Commissioners

Vice President Commissioner : Mr. Yungky Setiawan  
 Independent Commissioner : Mr. Achjadi Ranuwisastra  
 Independent Commissioner : Mrs. Aviliani  
 Independent Commissioner : Mr. Lambock V. Nahattands

#### Board of Directors

President Director : Mr. Kostaman Thayib  
 Director : Mr. Madi Darmadi Lazuardi  
 Director : Mrs. Indivara Erni  
 Director : Mr. Martin Mulwanto  
 Director : Mrs. Lay Diza Larentie  
 Director : Mr. C. Guntur Triyudianto  
 Independent Director : Mr. Yuni Lastianto

#### Attendance of the Quorum of Shareholders for the Meeting

The Meeting was attended by the Shareholders and/or the attorneys/proxies of the Shareholders either physically or through e-Proxy (eASY.KSEI system) representing 6.654.407.820 shares or 95,56% of votes of all shares with valid voting shares issued by the day of the Meeting, that is a number of 6.963.775.206 shares.

#### Questions and Answers

In each item on the Meeting Agenda, the Shareholders were given an opportunity to ask questions or to give an opinion related to the discussion of the Meeting Agenda item. In each Meeting Agenda item, there were no questions from the Shareholders.

#### Mechanism for the Adoption of Resolutions

Resolutions were adopted based on either physically voting or electronic voting by e-Proxy (eASY.KSEI system). Resolution of Meeting are made by deliberation and consensus. If deliberation and consensus cannot be reached, then voting is carried out, namely by taking into account the physical votes and the votes conveyed through e-Proxy (eASY.KSEI system).

#### Meeting Results

##### First Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Votes Against : Nil share  
 Abstained Votes : Nil share  
 Total Votes in Favour : 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

- To accept and approve the Annual Report of the Board of Directors regarding the Management of the Company in the financial year 2020, and the Board of Commissioner's Supervisory Report for the financial year ended on December 31<sup>st</sup>, 2020;
- To accept and ratify the Financial Statements for the Year 2019, included therein the Balance Sheet and the Income Statement that had been audited by Kosasih, Nurdjaman, Mulyadi, Tjahjo & Partners Public Accounting Firm as in a report no. 00018/2.1051/AU.1/07/0269-2/1/2021 dated January 20<sup>th</sup>, 2021; and
- To grant a release and discharge from liability to the members of the Board of Directors and of the Board of Commissioners for the management and supervision conducted during the financial year 2020 to the extent that such actions were reflected in the said Financial Statements.

##### Second Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Votes Against: Nil share  
 Abstained Votes: Nil share  
 Total Votes in Favour: 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

- To determine the Company's entire net profit for the financial year 2019 amounting to Rp 3.008.311.307.204,- (three trillion eight billion three hundred eleven million three hundred seven thousand two hundred and four Rupiah) to be used as follows:
  - An amount of Rp 11.307.204,- (eleven million three hundred seven thousand two hundred and four Rupiah) would be set aside as a reserve fund to comply with the provisions of Article 70 of the Limited Liability Company Law;
  - An amount of Rp 2.100.000.000.000,- (two trillion one billion Rupiah) would be distributed to shareholders as cash dividends;
  - The remaining amount of Rp 908.300.000.000,- (nine hundred eight billion three hundred million Rupiah) would be recorded as retained earnings.
- To approve the distribution of cash dividends, provided that:
  - Procedures for and a schedule of the distribution of cash dividends would be determined later.
  - Payment of cash dividends would be subject to tax withholding in accordance with the applicable tax regulations.
- To approve to give power and authority the Board of Directors to regulate the procedures and schedule of payment of such cash dividends and to announce the same in accordance with the laws and regulations in force.

##### Third Item on the Meeting Agenda

For the third meeting agenda, no meeting decision is made because it its only to be communicated to shareholders regarding the Company's Sustainable Financial Action Plan for the Year 2021.

##### Fourth Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Votes Against: Nil share  
 Abstained Votes : Nil share  
 Total Votes in Favour: 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

To give authority and power the Board of Commissioners and with regard to the recommendations of the Audit Committee, to appoint a Public Accountant Firm registered with the Financial Services Authority, to conduct an audit of the Company's finances for the financial year 2021, to obtain an auditor with the best quality and price.

##### Fifth Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Votes Against : Nil share  
 Abstained Votes : Nil share  
 Total Votes in Favour: 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

- To determine a budget for net honorarium of all members of the Board of Commissioners amounting to Rp 1.370.000.000,- (one billion three hundred and seventy million Rupiah) per month with taxes being borne by the Company, and to empower and authorize the Company's Board of Commissioners to determine the distribution thereof and other benefits for each member of the Board of Commissioners, to be applicable until resolved otherwise at the following Annual General Meeting of Shareholders.
- To give authority and power the Company's Board of Commissioners for and on behalf of the Meeting to determine the salaries and other benefits for each member of the Company's Board of Directors until resolved otherwise at the following Annual General Meeting of Shareholders.

##### Sixth Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Vote Against: Nil share  
 Abstained Votes : Nil share  
 Total Votes in Favour : 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

- To approve the Company's Recovery Plan update which had been prepared in the Recovery Plan Document of 2020 and submitted to OJK in order to fulfill the provisions of the POJK No. 14/POJK.03/2017.
- To Approve to give power and authority to the Directors of the Company to implement one or several options in the Company's Recovery Plan update with the prior approval of the Board of Commissioners, including in the event of a condition requires urgent and immediate action, where the Directors of the Company must implement one or several options in the Company's Recovery Plan update that require the approval of the General Meeting of Shareholders, with due regard to the provisions of the laws and regulations in the Capital Market sector, considering that the Company is a Public Company.
- To declare that the grant of such power and authority would be effective as of the time the proposals put forward in the item on this meeting agenda were approved by this Meeting.

##### Seventh Item on the Meeting Agenda

Votes of the Attendees: 6.654.407.820 shares  
 Vote Against: Nil share  
 Abstained Votes : Nil share  
 Total Votes in Favour : 6.654.407.820 shares = 100%

The Meeting after Deliberation and Consensus resolved:

- To approve the amendment of Article 11, Article 12, Article 13, Article 14, Article 15, Article 16, Article 26, Article 27 and Article 28 of the Company's Articles of Association in order to conform with the provisions of POJK Number 15/POJK.04/2020 and POJK Number 16/POJK.04/2020.
- To approve authorization and authority to the Board of Directors of the Company to amend the provisions of Article 11, Article 12, Article 13, Article 14, Article 15, Article 16, Article 26, Article 27 and Article 28 of

the Articles of Association referred to the resolutions of the Meeting, to declare the resolutions of this Meeting in the notary deed including to reconstitute the provisions of the articles of association in a notary deed, if necessary and to handle the reporting of the said amendments of the articles of association to the Minister of Law and Human Rights Republic of Indonesia and performs every action necessarily execution of the said amendment of the Company's articles of association.

The announcement of this Summary of Minutes of Meeting is to comply with the provisions in Article 51 and Article 52 paragraph (1) of the Financial Services Authority Regulation No. 15/POJK.04/2020 regarding The Plan and Implementation of General Meeting of Shareholders of Public Companies.

#### SCHEDULE OF AND PROCEDURES FOR CASH DIVIDEND DISTRIBUTION

Furthermore, in accordance with the resolutions of the Second Item on the Meeting Agenda aforesaid to the effect that cash dividends will be paid out of the Company's net profit for the financial year 2020 amounting to Rp 2.100.000.000.000,- or Rp 301,561 per share (rounding) to be distributed to 6.963.775.206 shares of the Company, it is hereby notified that the schedule and procedures for the distribution of cash dividends for the financial year 2020 are as follows:

#### Schedule of the Distribution of Cash Dividends

No	DESCRIPTION	DATE
1.	By the end of the Shares Trading Period With Dividend Rights (Cum Dividend) - Regular Market and Negotiation - Cash Market	March 1 <sup>st</sup> 2021 March 3 <sup>rd</sup> 2021
2.	Initial Shares trading period Without Dividends Right (Ex Dividend) - Regular Market and Negotiation - Cash Market	March 2 <sup>nd</sup> 2021 March 4 <sup>th</sup> 2021
3.	Date of List of Shareholders whose entitled to dividends (Recording Date)	March 3 <sup>rd</sup> 2021
4.	Cash Dividend Payment Date for Financial Year 2020	March 19 <sup>th</sup> 2021

#### Procedures for Cash Dividend Distribution

- Cash Dividends will be distributed to the Company's Shareholders whose names are registered in the Shareholder Register ("DPS") or on the recording date on March 3<sup>rd</sup> 2021 (recording date) and/or the owner of the shares in the Company on the sub-accounts in the Indonesia Central Securities Depository ("KSEI") at the close of trading on March 3<sup>rd</sup> 2021.
- For The Company's Shareholders whose shares are registered in the collective custodian of KSEI, the cash dividend payment will be effected through KSEI and will be distributed to the account of securities companies and/or custodian banks on March 19<sup>th</sup> 2021. Cash dividend vouchers will be delivered by KSEI to shareholders through Securities Companies and/or Custodian Banks where Shareholders open their accounts. Whereas for the Company's Shareholders whose shares are not deposited in collective custody with KSEI, cash dividend payment will be transferred to the accounts of the Company's Shareholders.
  - Cash dividends are subject to tax under the prevailing tax laws and regulations. The amount of tax imposed will be for the account of the Company's Shareholders concerned and deducted from the amount of cash dividends forming the rights of the Company's Shareholders concerned.
  - In accordance with Law Number 11 of 2020 concerning Job Creation, dividends received by Individual Domestic Taxpayers as long as the dividends are invested in the territory of the Unitary State of the Republic of Indonesia for a certain period of time and/or Domestic Corporate Taxpayers are exempted from tax objects.
  - Referring to the KSEI announcement no. KSEI-0087/DIR/0121 dated January 7, 2021 regarding Application of Tax for Dividends Received by Domestic Taxpayers after the enactment of Law Number 11 of 2020 regarding Job Creation, KSEI will apply a tax rate of 0% (zero percent) on the Shareholders Register for Domestic Corporate Taxpayer.
- Shareholders who are domestic taxpayers in the form of legal entities who have not submitted their Taxpayer Identification Number ("NPWP") are requested to submit their NPWP to KSEI or the Securities Administration Bureau ("BAE") PT Datindo Entrycom ("BAE") ), at the address is Jl. Hayam Wuruk No.28 2nd floor Jakarta 10120 no later than March 3<sup>rd</sup> 2021 at 16.00 WIB. Without the inclusion of NPWP, cash dividends paid to the domestic taxpayer will be subject to a 100% higher income tax rate than the normal rate.
- Any Foreign Shareholder who is a foreign taxpayer, whose tax withholding rate is subject to a Double Taxation Avoidance Agreement (Tax Treaty) under the Agreement on the Prevention of the Imposition of is obliged to comply with the requirements of the Regulation of the Directorate General of Tax No. PER-25/PJ/2018 on Procedures for the Implementation of the Double Taxation Avoidance Agreement, and to submit document of receipt or receipt of DGT / SKD that has been uploaded to the Directorate General of Taxation page to KSEI or BAE in accordance with the rules and regulations of KSEI. Without the said documents, cash dividends will be subject to income tax under article 26 at 20%.

Jakarta, February 23<sup>th</sup>, 2021  
**Board of Directors of the Company**