



**ANNOUNCEMENT  
SUMMARY OF MINUTES OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDER  
PT BANK MEGA Tbk**

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

Day/Date	: Friday, March 01 <sup>st</sup> , 2024
Time	: 14.20 - 15.40 Western Indonesia Time
Venue	: Mega Auditorium, Menara Bank Mega 3 <sup>rd</sup> Floor, Jl. Kapten Tendean Nomor 12-14A, South Jakarta 12790
Meeting Mechanism	: The General Meeting of Shareholders is held physically and electronically through an application provided by PT Kustodian Sentral Efek Indonesia (KSEI), namely the Electronic General Meeting System KSEI (eASY.KSEI)

**Meeting Agenda:**

1. Approval and Ratification of the Annual Report year ended on December 31<sup>st</sup>, 2023, 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.
2. The determination for the distribution of the Company's net profit for the financial year ended on December 31<sup>st</sup>, 2023.
3. Board of Directors Business Plan Report Year 2024 and Sustainable Finance Action Plan Report.
4. Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2024 financial year.
5. Changes of 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 and the Division of Duties and Authorities of the Board of Directors.
7. Approval on the Company’s Recovery Plan Update.

### **Attendance of the Company's Board of Commissioners and Directors in the Meeting**

The Meeting was attended by the following members of the Board of Commissioners and of the Board of Directors:

#### **Board of Commissioners**

1. Vice President Commissioners : Yungky Setiawan
2. Independent Commissioners : Drs. Achjadi Ranuwisastra
3. Independent Commissioners : Lambock V. Nahattands
4. Independent Commissioners : Hizbullah

#### **Board of Directors**

1. President Director : Kostaman Thayib
2. Vice President Director : Erni (Indivara Erni)
3. Vice President Director : Lay Diza Larentie, SH
4. Director : Yuni Lastianto.SE
5. Director : Madi Darmadi Lazuardi
6. Director : Martin Mulwanto
7. Director : Ir.C. Guntur Triyudianto
8. Director : YB Hariantono

### **Quorum of Attendance of Shareholder for the Meeting**

The meeting was attended by the Shareholders and/or their proxies/representatives of the Shareholders, both physically and through the eASY.KSEI application who represent 11,437,809,709 shares or constitute 97.42% of the votes of the total shares with valid voting rights. issued by the Company up to the day of the Meeting, which amounted to 11,740,923,365 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. There were no questions from the Shareholders on the agenda of the First Meeting up to the Seventh Meeting.

### **Meeting Resolution Mechanism**

Meeting Resolutions shall be made based on the physical vote and electronic vote through the eASY.KSEI application. Meeting decisions are made by way of deliberation for consensus. If deliberation to reach consensus is not reached, then voting will be carried out, namely by taking into account physical votes and electronic votes through the eASY.KSEI application.

### **Meeting Result**

#### **First Meeting Agenda**

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

#### **Information:**

\*) *In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are*

*considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

**Meeting Resolution:**

1. Accepted and approved the Board of Directors Annual Report regarding the Management of the Company for the 2023 financial year, and the Board of Commissioners Supervisory Report for the financial year ending December 31<sup>st</sup>, 2023;
2. Receive and ratify the Financial Statements for Fiscal Year 2023 which includes the Balance Sheet and Profit and Loss calculations which have been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Partners with Report number 00010/2.1030/AU.1/07/1298-1/1/1/2024 January 26<sup>th</sup>, 2024; and
3. 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 2023 financial year as long as these actions are reflected in the Financial Statements

**Second Meeting Agenda**

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

**Information:**

*\*) In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

**Meeting Resolution:**

1. Determining that the entire net profit of the Company for the financial year 2023 amounting to Rp3,510,670,054,189 (three trillion five hundred ten billion six hundred seventy million fifty four thousand one hundred eighty nine Rupiah) be used as follows:
  - a. in the amount of Rp70,054,189 (seventy million fifty four thousand one hundred eighty nine Rupiah) shall be set aside as reserve fund to fulfill the provisions of Article 70 of the Company Law;
  - b. an amount of Rp2,457,420,000,000 (two trillion four hundred fifty-seven billion four hundred twenty million Rupiah) shall be distributed to the shareholders as cash dividends; and
  - c. the remaining amount of Rp1,053,180,000,000 (one trillion fifty-three billion one hundred eighty million Rupiah) shall be recorded as retained earnings.
2. Approve the distribution of cash dividends with the following provisions:
  - a. The procedure and schedule for the distribution of cash dividends will be determined later;
  - b. Payment of the cash dividends will be subject to tax deduction in accordance with the prevailing tax regulations.

3. Approved the granting of power and authority to the Board of Directors to regulate the procedures and schedule for the payment of cash dividends and to announce them in accordance with the provisions of the prevailing laws and regulations.

### Third Meeting Agenda

For the Third Meeting Agenda, no decision was made because it was only to be communicated to the shareholders regarding the Company's Business Plan for 2024 and the Sustainable Finance Action Plan Report.

### Fourth Meeting Agenda

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

Information:

\*) *In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

Meeting Resolution:

To authorize the Board of Commissioners, to appoint a Public Accounting Firm registered with the Financial Services Authority, which will conduct an audit of the Company's financial year 2024 by taking into account the recommendations of the Audit Committee to obtain auditors with the best quality and price.

### Fifth Meeting Agenda

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

Information:

\*) *In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

Meeting Resolution:

1. To accept the resignation of Mr. Yungky Setiawan as Vice President Commissioner of the Company.

With the above decision, the composition of the Company's Board of Commissioners is as follows:

- President Commissioner : Chairul Tanjung
- Independent Commissioners : Achjadi Ranuwisastra

- Independent Commissioners : Lambock V. Nahattands
  - Independent Commissioners : Hizbullah
2. Reappointed the members of the Board of Directors of the Company with the following composition:
- President Director : Kostaman Thayib
  - Vice President Director : Indivara Erni
  - Vice President Director : Lay Diza Larentie
  - Director : Yuni Lastianto
  - Director : Madi Darmadi Lazuardi
  - Director : Martin Mulwanto
  - Director : C. Guntur Triyudianto
  - Director : YB Hariantono
- Such reappointment shall be effective as of the closing of this Meeting until the Annual General Meeting of Shareholders held in 2029 (two thousand twenty nine), without prejudice to the right of the General Meeting of Shareholders to dismiss him at any time.
3. Approved the authorization to the Board of Directors of the Company to state the resolutions of this Meeting in a notarial deed and report the changes in the composition of the Board of Commissioners and the reappointment of all members of the Board of Directors of the Company to the competent authorities.

#### Sixth Meeting Agenda

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

#### Information:

- \*) *In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

#### Meeting Resolution:

1. To determine the honorarium budget for all members of the Board of Commissioners in the amount of Rp1,115,000,000 (one billion one hundred fifteen million Rupiah) per month, tax borne by the Company, and to grant power and authority to the Board of Commissioners of the Company to determine the distribution and other benefits for each member of the Board of Commissioners, effective until otherwise decided at the next Annual General Meeting of Shareholders.
2. Approved the granting of 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 Board of Directors of the Company.

## Seventh Meeting Agenda

Affirmative Vote	Affirmative Vote	Abstain Vote*	Total of Affirmative Vote
11,437,809,709 shares	NIL	NIL	11,437,809,709 shares or 100% of those present

### Information:

\*) *In accordance with the Company's Articles of Association and the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of a General Meeting of Shareholders of a Public Company, abstain votes are considered to cast the same vote as the votes of the majority of Shareholders who cast votes. Therefore, according to the calculation system of the Indonesian Central Securities Depository (KSEI) and the Securities Administration Bureau, the number of Abstain votes is added to the Affirmative votes.*

### Meeting Resolution:

1. Approve the update of the Company's Recovery Plan which has been prepared in the Recovery Plan Document for the period of 2023 and submitted by the Company to OJK in order to fulfill the provisions of POJK Number 14/POJK.03/2017, including changes to the trigger level of the Company's Statutory Reserves indicator.
2. Approved to grant power and authority to the Board of Directors of the Company to carry out one or more options in updating the Company's Recovery Plan with the prior approval of the Board of Commissioners, including in the event of urgent situations and conditions, where the Board of Directors of the Company must carry out one or more options in updating the Company's Recovery Plan which requires the approval of the General Meeting of Shareholders, provided that it continues to pay attention to the provisions of laws and regulations in the Capital Market sector considering that the Company is a Public Company.
3. Declared that the granting of such power and authority shall be effective as of the date on which the proposal put forward in this agenda is accepted and approved by this Meeting.

Announcement of this Summary of Meeting Minutes to comply with the provisions in Article 51 and Article 52 paragraph (1) of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Plan and Implementation of General Meeting of Shareholders of Public Companies.

### **SCHEDULE AND PROCEDURE FOR DISTRIBUTION OF CASH DIVIDEND**

Furthermore, in accordance with the resolution of the Second Meeting Agenda as mentioned above where the Meeting has decided to pay out dividends from the Company's net profit for the financial year 2023 amounting to Rp2,457,420,000,000,- or Rp209.303810 per share to be distributed to 11,740,923,365 shares of the Company, hereby notify the schedule and procedures for the distribution of cash dividends for the financial year 2023 as follows:

## Schedule of Cash Dividend Distribution

No.	Description	Date
1.	By the end of the Shares Trading Period With Dividend Rights (Cum Dividend) - Regular Market and Negotiation - Cash Market	March 13 <sup>th</sup> , 2024 March 15 <sup>th</sup> , 2024
2.	Initial Shares trading period Without Dividends Right (Ex Dividend) - Regular Market and Negotiation - Cash Market	March 14 <sup>th</sup> , 2024 March 18 <sup>th</sup> , 2024
3.	Date of List of Shareholders whose entitled to dividends (Recording Date)	March 15 <sup>th</sup> , 2024
4.	Cash Dividend Payment Date for Financial Year 2023	March 27 <sup>th</sup> , 2024

### Procedure for Distribution of Cash Dividend

1. Cash dividends will be distributed to shareholders of the Company whose names are registered in the Register of Shareholders (“DPS”) or on the recording date on March 15<sup>th</sup>, 2024 (recording date) and/or owners of the shares in the Company in sub securities accounts in the Indonesia Central Securities Depository (“KSEI”) at the close of trading on March 15<sup>th</sup>, 2024.
2. For the Company’s Shareholders whose shares are included in KSEI’s collective custody, cash dividend payments will be made through KSEI and will be distributed on March 27<sup>th</sup>, 2024 to the Customer Fund Account (RDN) at the Securities Company and/or Custodian Bank where the Shareholders open a sub securities account. Meanwhile, for the Company’s shareholders whose shares are not included in the collective custody of KSEI, the cash dividend payment will be transferred to the account of the shareholders of the Company.
3. a. Cash Dividend 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.  
b. In accordance with the tax laws and regulations, the cash dividends will be exempted from taxation if received by domestic corporate taxpayer shareholders (“WP Badan DN”) and the Company does not withhold Income Tax on the cash dividends paid to the WP Badan DN. Cash dividends received by domestic individual taxpayer shareholders (“WPOP DN”) will be exempted from tax object as long as the dividends are invested in the territory of the Unitary State of the Republic of Indonesia. For DN WPOPs that do not fulfill the investment conditions as mentioned above, the dividends received by them will be subject to income tax (“PPH”) in accordance with the applicable laws and regulations, and the PPh must be paid by the relevant DN WPOP in accordance with the provisions of Government Regulation No. 9 of 2021 concerning Tax Treatment to Support the Ease of Doing Business.

4. The Company's shareholders may obtain confirmation of dividend payments through the securities company and/or custodian bank with which the Company's shareholders have opened a securities account, and then the Company's shareholders shall be responsible for reporting the receipt of dividends in the tax return for the relevant tax year in accordance with the prevailing tax laws and regulations.
5. Shareholders who are Foreign Taxpayers whose tax withholding will use the rate based on the Double Taxation Avoidance Agreement ("P3B") must comply with the requirements of the Director General of Taxes Regulation No. PER-25/PJ/2018 concerning Procedures for Application of Double Taxation Avoidance Agreement and submitting a document of record or receipt of DGT/SKD that has been uploaded to the website of the Directorate General of Taxes to KSEI or BAE in accordance with the rules and regulations of KSEI, without the said document, cash dividends paid will be subject to Article 26 Income Tax of 20%.

Jakarta, March 05<sup>th</sup> 2024  
**PT Bank Mega Tbk**  
**Board of Directors**