



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 : Thursday, February 28th, 2019
Time : 14.22 – 15.18 Western Indonesia Time ("WIB")
Venue : Auditorium Menara Bank Mega 3rd Floor, Jalan Kapten Tendean Kav. 12 – 14A, Jakarta 12790

Meeting Agenda :

1. Approval and Ratification of the Company's Annual Report for the financial year ending on December 31st, 2018, consisting of :
 - a. Management Report of the Company;
 - b. Audited Financial Statements of the Company;
 - c. Supervision Report of the Company's Board of Commissioners.
2. Determination of the use of the Company's net profit for the financial year ending on December 31st, 2018.
3. Board of Directors' Report on the Corporate Business Plan for the Year 2019.
4. Appointment of a Public Accounting Firm to conduct an audit of the Company's financial statements for the Financial Year 2019
5. Change in the Composition of the Company's Management.
6. Determination of honorarium and other benefits for the Board of Commissioners and the Board of Directors for the Year 2019 and a job description and scope of authority for the Board of Directors.
7. Approval of the Company's Recovery Plan.

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

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

Board of Commissioners

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

Board of Directors

President Director : Mr. Kostaman Thayib.
Director : Mr. Madi Darmadi Lazuardi.
Director : Mrs. Indivara Erni.
Director : Mr. Y.B. Hariantono.
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 representing 6,674,895,834 shares or 95.85% of votes of the total number of voting shares issued by the Company to date, totaling 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 by open voting on a show of hands by the Shareholders on motions for resolutions of Meeting agenda items.

Meeting Results

First Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Votes Against : Nil share
Abstained Votes : Nil share
Total Votes in Favour : 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

1. To accept and approve the Annual Report of the Board of Directors regarding the Management of the Company in the financial year 2018, and the Board of Commissioner's Supervisory Report for the financial year ending on December 31st, 2018;
2. To accept and ratify the Financial Statements for the Year 2018, included therein the Balance Sheet and the Income Statement that had been audited by Purwantono, Sungkoro & Surja Public Accounting Firm as in a report no. 00050/2.1032/AU.1/07/0686-2/1/II/2019 dated February 11th, 2019; and
3. 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 2018 to the extent that such actions were reflected in the said Financial Statements.

Second Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Votes Against: Nil share
Abstained Votes: Nil share
Total Votes in Favour: 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

1. To determine the Company's entire net profit for the financial year 2018 amounting to Rp 1,599,346,618,451.- (one trillion five hundred and ninety-nine billion three hundred and forty-six million six hundred and eighteen thousand four hundred and fifty-one Rupiahs) to be used as follows:

- a. An amount of Rp 46,618,451.- (forty-six million six hundred and eighteen thousand four hundred and fifty-one Rupiahs) would be set aside as a reserve fund to comply with the provisions of Article 70 of the Limited Liability Company Law;
 - b. An amount of Rp 799,650,000,000.- (seven hundred and ninety-nine billion six hundred and fifty million Rupiahs) would be distributed to shareholders as cash dividends;
 - c. The remaining amount of Rp 799,650,000,000.- (seven hundred and ninety-nine billion six hundred and fifty million Rupiahs) would be recorded as retained earnings.
2. To approve the distribution of cash dividends, provided that:
 - a. Procedures for and a schedule of the distribution of cash dividends would be determined later.
 - b. Payment of cash dividends would be subject to tax withholding in accordance with the applicable tax regulations.
 3. To approve to empower and authorize 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

No resolutions of the Meeting had been adopted of the Third Item on the Meeting Agenda because it was only to find out the business plan of the Company for 2019.

Fourth Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Votes Against: Nil share
Abstained Votes : Nil share
Total Votes in Favour: 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

To empower and authorize the Board of Commissioners to appoint a Public Accounting Firm registered with the Financial Services Authority to conduct an audit of the Financial Statements for the financial year 2019, to obtain an auditor with the best quality and price.

Fifth Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Votes Against: Nil share
Abstained Votes: Nil share
Total Votes in Favour: 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

1. To accept the resignation of Mr. Darmadi Sutanto as a Commissioner of the Company as from December 1st, 2018.
With the above resolution, the composition of the members of the Board of Commissioners of the Company became as follows:
President Commissioner : Mr. Chairul Tanjung
Vice President Commissioner : Mr. Yungky Setiawan.
Independent Commissioner : Mr. Achjadi Ranuwisastra.
Independent Commissioner : Mr. Lambock Victor Nahattands.
Independent Commissioner : Mrs. Dr. Aviliani MSI
2. To accept the resignation of Mr. YB Hariantono as a Director of the Company as from the closing of the Annual General Meeting of Shareholders held on February 28th, 2019.
3. To reappoint the members of the Board of Directors of the Company with the following composition:
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.
The said reappointment would be effective as from the time this Meeting closed until the close of an Annual General Meeting of Shareholders to be held in 2024 (two thousand and twenty-four), without prejudice to the right of a General Meeting of Shareholders to discharge them at any time.
4. To authorize the Board of Directors of the Company to declare the resolutions of this Meeting in a notarial deed and to report the changes in the composition of the members of the Company's Management to the competent authority.

Sixth Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Votes Against : Nil share
Abstained Votes : Nil share
Total Votes in Favour: 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

- a. To determine a budget for net honorarium of all members of the Board of Commissioners amounting to Rp 1,185,000,000.- (one billion one hundred and eighty-five million Rupiahs) 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;
- b. To empower and authorize 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;
- c. To empower and authorize the Board of Commissioners to determine duties and responsibilities of each member of the Board of Directors of the Company.

Seventh Item on the Meeting Agenda

Votes of the Attendees: 6.674.895.834 shares
Vote Against: Nil share
Abstained Votes : Nil share
Total Votes in Favour : 6.674.895.834 shares = 100%

The Meeting after Mutual Deliberation and Consultation resolved:

1. To approve the Company's Recovery Plan which had been prepared in the Recovery Plan Document and submitted to OJK in compliance with a regulation of the FSA No. 14/POJK.03/2017.
2. In the event of a situation and condition requiring the Board of Directors of the Company to implement one or more options in the Company's Recovery Plan but as such a condition requires urgent and immediate action, making it impossible to hold a General Meeting of Shareholders, then in respect of the implementation of one or more options that require the prior approval of a General Meeting of Shareholders, the Board of Directors of the Company was hereby empowered and authorized to implement one of more options under the Company's Recovery Plan with the prior approval of the Board of Commissioners, all subject to the laws and regulations in the Capital Market sector, considering that the Company is a Public Company.
3. To declare that the grant of such power and authority would be effective as of the time the motions put forward in the item on this meeting agenda were approved by this Meeting.

The announcement of this Summary of Minutes of Meeting is to comply with the provisions in Article 34 paragraphs (1), (2) and (6) of the Financial Services Authority Regulation No. 32/POJK.04/2014 regarding The Plan and Implementation of General Meeting of Shareholders for a Listed Company or a Public Company.

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 2018 amounting to Rp 799,650,000,000.- or Rp 114.829955 per share 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 2018 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	March 11 th , 2019
	- Cash Market	March 13 th , 2019
2.	Initial Shares trading period Without Dividends Right (Ex Dividend)	
	- Regular Market and Negotiation	March 12 th , 2019
	- Cash Market	March 14 th , 2019
3.	Date of List of Shareholders whose entitled to dividends (Recording Date)	March 13 th , 2019
4.	Cash Dividend Payment Date for Financial Year 2018	April 2 nd , 2019

Procedures for Cash Dividend Distribution

1. 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 13th, 2019 (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 13th, 2019.
2. 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 April 2nd, 2019. 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.
3. 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.
4. Any shareholder who is a domestic taxpayer in the form of a legal entity not yet stating its Taxpayer Identification Number ("NPWP") is requested to inform its NPWP to KSEI or the Securities Administration Bureau ("BAE") PT Datindo Entrycom ("BAE"), at its address Jl. Hayam Wuruk No.28, 2nd floor, Jakarta 10120 no later than March 13th, 2019 at 16.00 WIB. Without the inclusion of NPWP, the cash dividends paid to the said domestic taxpayer will be subject to income tax at a rate 100% higher than the normal rate.
5. 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 the DGT form which has been legalized by the Tax Service Office for Public Companies 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, March 04th, 2019
Board of Directors of the Company