



# ANNOUNCEMENT SUMMARY OF MINUTES OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

**PT BANK MEGA Tbk**

The Board of Directors of PT Bank Mega Tbk ("the Company") having its domiciled in South Jakarta, hereby announces that the Annual and Extraordinary General Meeting of Shareholders ("the Meeting") has been convened on:

Day/Date : Wednesday, February 28<sup>th</sup>, 2018  
Time : 14.23 – 15.31 Western Indonesia Time ("WIB")  
Venue : Auditorium Menara Bank Mega 3<sup>rd</sup> Floor, Jalan Kapten Tendean Kav. 12 – 14A, Jakarta 12790

The Meeting was held with meeting agenda as follows :

#### Meeting Agenda of Annual General Meeting of Shareholders ("AGM") :

- Approval and Ratification of the Company's Annual Report year ended on December 31<sup>st</sup>, 2017, consist of :
  - Management Report of the Company;
  - The Audited Financial Statements of the Company;
  - Board of Commissioners Supervisory Duties Report of the Company.
- The Determination for the distribution of the Company's net profit for the financial year ended on December 31<sup>st</sup>, 2017.
- Board of Directors Business Plan Report Year 2018.
- Appointment of the Public Accountant Office to conduct an audit the Company's Annual Report for the 2018 Financial Year.
- The Determination of honorarium and other benefits for Board of Commissioners and Board of Directors for Year 2018 and distribution of the Board of Directors duty and power.

#### Meeting Agenda of Extraordinary General Meeting of Shareholders ("EGM") :

- Amendment of the Company's Articles of Association.
- Changes of the Structure of the Company's Management.

#### The attendance of the Board of Commissioners and Board of Directors at the Meeting

The Meeting attended by Board of Commissioners and Board of Directors as follows:

#### Board of Commissioners

Independent Commissioner : Mr. Achjadi Ranuwisastra.  
Independent Commissioner : Mr. Lambock Victor Nahattands.  
Commissioner : Mr. Yungky Setiawan.  
Commissioner : Mr. Darmadi Sutanto.

#### 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  
Independent Director : Mr. Yuni Lastianto.

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

AGM was attended by the Shareholders and/or the attorney/proxy of the Shareholders who are representing 5.574.086.404 shares or 80,04% votes of the total shares with valid voting rights that have been issued by the Company until the day of the Meeting, totaling 6.963.775.206 shares.

EGM was attended by the Shareholders and/or the attorney/proxy of the Shareholders who are representing 5.961.782.456 shares or 85,61% votes of the total shares with valid voting rights that have been issued by the Company until the day of the Meeting, totaling 6.963.775.206 shares

#### The Question and Answer

In each Meeting Agenda, the Shareholders have been given opportunity to ask question or give opinion related to the discussion of the Meeting Agenda. In each Meeting Agenda, there were no questions from the Shareholders.

#### Meeting Resolutions Mechanism

The Meeting resolutions mechanism is done openly by asking the Shareholders to raised their hand over the proposed decision of the Meeting Agenda.

#### The Meeting Results

#### AGM

#### The First Meeting Agenda

Present Vote : 5.574.086.404 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.574.086.404 shares = 100%

The Meeting with Deliberation and Consensus has decided:

- To accept and to approve the Annual Report of the Board of Directors regarding the Management of the Company during the financial year 2017, and the Board of Commissioner's Supervisory Report for the fiscal year ended on December 31<sup>st</sup>, 2017;
- To receive and to legitimate the Financial Report Year 2017 which includes the Balance Sheet and Profit and Loss calculations that have been audited by the public accountant firm of Purwantono, Sungkoro & Surja as in the report no. RPC-5630/PSS/2018 dated February 5<sup>th</sup>, 2018; and
- To release and to discharge responsibility to the members of the Board of Directors and the Board of Commissioners on the management and supervision that have been implemented during the financial year 2017 as well as such actions are reflected in its Financial Statement.

#### The Second Meeting Agenda

Present Vote : 5.574.086.404 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.574.086.404 shares = 100%

The Meeting with Deliberation and Consensus has decided:

- To determine the entire Company's net profit for the financial year 2017 amounting to Rp 1.300.043.285.785,- (One Trillion three hundred billion forty three million two hundred eighty five thousand seven hundred eighty five Rupiah) are used as follows:
  - Amounted Rp 43.285.785,- (One Hundred Million Three Hundred and Eight Thousand Five Hundred ninety Rupiah) set aside as a reserve fund in order to comply with the provisions of Article 70 of the Company Law;
  - Amounted Rp 650.000.000.000,- (Six Hundred fifty Billion Rupiah) will be distributed to shareholders as cash dividends;
  - The remaining amount of Rp 650.000.000.000,- (Six Hundred fifty Billion Rupiah) will be recorded as retained earnings.
- To approve the distribution of cash dividends with the following provisions:
  - The procedure and schedule of the distribution of cash dividends will be determined later.
  - The payment of cash dividends will be taxed in accordance with the applicable tax regulations.
- To approve to give power and authority to the Board of Directors to regulate the procedures and schedule of dividends cash payment and announced in accordance with applicable laws and regulations.

#### The Third Meeting Agenda

For the Third Meeting Agenda the Meeting's decision was not taken because it was only to find out the work plan of the Company on 2018.

#### The Fourth Meeting Agenda

Present Vote : 5.574.086.404 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.574.086.404 shares = 100%

The Meeting with Deliberation and Consensus has decided:

To give authority and power to the Board of Commissioners to appoint the Public Accountant Firm registered with the Financial Services Authority to conduct audit for Financial Report year 2018, to obtain auditors with the best quality and price.

#### The Fifth Meeting Agenda

The Present Vote : 5.574.086.404 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.574.086.404 shares = 100%

The Meeting with Deliberation and Consensus has decided:

- To determine the net honorarium budget for all members of the Board of Commissioners are in the amount of Rp 1.380.000.000,- (One Billion Three Hundred Eighty Million Rupiah) per month, the Company borne the tax, and give the power and authority to the Company's Board of Commissioners to determine distribution and other benefits for each member of the Board of Commissioners, which is valid until otherwise decided by the next General Meeting of Shareholders;
- To give the authority and power to the Board of Commissioners for and on behalf of the Meeting determine the salaries and other benefits for each member of the Company's Board of Directors until otherwise decided by the next General Meeting of Shareholders;
- To give power and authority to the Board of Commissioners, to determine tasks and responsibilities for each member of the Board of Directors of the Company.

#### EGM

#### The First Meeting Agenda

Present Vote : 5.961.782.456 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.961.782.456 shares = 100%

The Meeting with Deliberation and Consensus has decided:

- To approve the amendment of article 20 paragraph (1) of the Company's Articles of Association should be read as follows :  
The Board of Commissioners shall consist of at least 3 (three) persons and the structure of the Board of Commissioners consisted of the following:
  - A President Commissioner.
  - If required, a Vice President Commissioner may be appointed.
  - And the other are Commissioners.
  - The member of the Board of Commissioners are appointed as Independent Commissioners, which are in accordance with the prevailing laws and regulations in the banking and the capital market sector.
- To approve authorization and authority to the Board of Directors of the Company to amend the provisions of said Articles of Association, to declare the decision of this meeting in a Notarial Deed including to reconstitute the provisions of the articles of association in a notarial deed and to settle notice of the said amendment 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 Second Meeting Agenda

Present Vote : 5.961.782.456 shares  
Disagree Vote : Nil share  
Abstain Vote : Nil share  
Total Agree Vote : 5.961.782.456 shares = 100%

The Meeting with Deliberation and Consensus decided:

- Dismissed Mr. Yungky Setiawan as Commissioner and appointed Mr. Yungky Setiawan as the Company's Vice of President Commissioner and appointed Mrs. Dr. Aviliani Msi as the Company's Independent Commissioner.  
With the above decisions, the structure of the Company's Board of Commissioners becomes as follows:  
President Commissioner : Mr. Chairul Tanjung  
Vice of President Commissioner : Mr. Yungky Setiawan.  
Independent Commissioner : Mr. Achjadi Ranuwisastra.  
Independent Commissioner : Mr. Lambock Victor Nahattands.  
Independent Commissioner : Mrs. Dr. Aviliani MSI  
Commissioner : Mr. Darmadi Sutanto.  
Dismissal as Commissioner and appointment of Mr. Yungky Setiawan as Vice President Commissioner will be effective as of the date of the amendment of the articles of association approved in the first meeting agenda prevail by law.  
And the Appointment of Mrs. Dr. Aviliani Msi as Independent Commissioner will be effective as of the date she has passed the Fit and Proper test of the Financial Services Authority.
- Appointed Mr. C. Guntur Triyudianto as the Company's Director.  
With the above decisions, the structure of the Company's Board of Directors becomes as follows:  
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.  
Appointment of Mr. C. Guntur Triyudianto as Director will be effective as of the date he has passed the Fit and Proper test of the Financial Services Authority.
- To authorize the Board of Directors of the Company to declare the resolutions of the Meeting in the notarial deed and to report changes in the structure of the Company's Management to the competent authority.

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

#### SCHEDULE AND PROCEDURE OF THE DIVIDEND PAYMENT DISTRIBUTION

Furthermore, in accordance with the decision of the Second Meeting Agenda as mentioned above where the Meeting has decided to do the cash dividends payment from the Company's net profit for financial year 2017 amounted to Rp 650.000.000.000,- or Rp 93,340175 per share to be distributed to 6.963.775.206 shares of the Company, then hereby notified the schedule and procedure of the distribution of cash dividends of the financial year 2017 as follows:

#### Schedule of The Distribution of Cash Dividend

No	INFORMATION	DATE
1.	By the end of the Shares Trading Period With Dividend Rights (Cum Dividend)	
	- Regular Market and Negotiation	March 7 <sup>th</sup> , 2018
	- Cash Market	March 12 <sup>nd</sup> , 2018
2.	Initial Shares trading period Without Dividends Right (Ex Dividend)	
	- Regular Market and Negotiation	March 8 <sup>th</sup> , 2018
	- Cash Market	March 13 <sup>th</sup> , 2018
3.	The Date List of Shareholders whose entitled to have dividend (Recording Date)	March 12 <sup>nd</sup> , 2018
4.	The Cash Dividend Payment Date for Financial Year 2017	March 27 <sup>th</sup> , 2018

#### The Procedure of the Cash Dividends Payment

- The Cash Dividends will be distributed to the Company's Shareholders whose names are registered in the Shareholders' Registry ("DPS") or on the recording date on March 12<sup>nd</sup>, 2018 (recording date) and / or the owner of the Company's shares on the sub-accounts in the Indonesia Central Securities Depository ("KSEI") at the close of trading on March 12<sup>nd</sup>, 2018.
- For The Company's Shareholders whose shares are registered in the collective custodian of KSEI, the dividends cash payment is conducted through KSEI and will be distributed in to account of the securities company and/ or custodian bank on March 27<sup>th</sup>, 2018. Proof of dividends cash payment will be delivered by KSEI to shareholders through Securities Company and / or Custodian Bank where Shareholders open his account. Where as to The Company's Shareholders whose shares are not included in to the collective

custody of KSEI the dividends cash payment will be transferred to the account of the Company's Shareholders.

3. The Cash dividends will be taxed in accordance with the applicable tax laws and regulations. The amount of tax will be charged, will be borne by the respective Company's Shareholders and deducted from the amount of cash dividends whose being the rights of the respective Company's Shareholders.
4. For the Shareholders whose are domestic taxpayers in the form of a legal entity which has not included a Taxpayer Identification Number ("NPWP") required to submit NPWP to KSEI or the Registrar Securities Administration ("BAE") PT Datindo Entrycom ("BAE") by address at Jl. Hayam Wuruk No.28, floor 2<sup>nd</sup>, Jakarta 10120 no later than March 12<sup>nd</sup>, 2018 at 16.00 WIB. Without the inclusion of NPWP, the cash dividends which paid to domestic taxpayers will be subject to [income tax by 30%].
5. For the Shareholders which are Foreign Taxpayers whose tax deduction will be based on avoidance of double taxation agreement ("P3B") shall comply with the requirements Regulation of Tax Directorate General No.PER.10/FJ/2017, about The Implementation Rules of Evasion double tax. and to submit DGT-1 or DGT-2 form which has legalized by the Tax Office for Listed Companies to KSEI or BAE. In the absence of such documents, the cash dividend paid will be subject to income tax article 26 amounting to 20%.

Jakarta, **March 02<sup>nd</sup>, 2018**  
**Board of Directors of the Company**