



**The Summary of the Minutes of
Annual and Extraordinary General Meeting of Shareholders
PT Bank Bank Mega, Tbk.**

11 Mei, 2015

Hereby Board of Directors of PT Bank Mega Tbk (hereinafter referred to as the Company) announces Summary of Minutes of the Annual General Meeting of Shareholders (AGM) and the General Meeting Extraordinary Shareholders (EGM) of the Company held on May 7th, 2015 at 02:00 pm until finish at Mega Bank Tower Auditorium, Jakarta in Order to comply with Article 33 of Regulation of Indonesia Financial Service No. 32 / POJK.04 / 2014 dated December 8th, 2014 on the Planning and Implementation of Limited General Meeting of Shareholders (hereinafter referred to as POJK 32). The meeting attended by all members of the Board of Commissioners and Board of Directors as the following bellow:

Board of Commissioners	Board of Directors
Independent Commissioner : Achjadi Ranuwisastra	President Director : Kostaman Thayib.
Independent Commissioner : Rachmat Maulana	Director : Max Kembuan.
Commissioner : JB Kendarto	Director : Madi D. Lazuardi.
	Director : Tati Hartawan
	Director : Indivara Erni
	Director : Suparman Kusuma
	Director : YB. Hariantono
	Director : Martin Mulwanto
	Independent Director : Yuni Lastianto

The number of shares with voting rights that attended at the AGM was 5.915.577.768 shares or approximately 84,9478564% while at the EGM was 6.044.259.684 shares or approximately 86,7957323% of the total shares issued by the Company.

The summary of the Meeting's Code of Conduct

- The meeting was chaired by the Independent Commissioner of the Company, namely Achjadi Ranuwisastra who acted as the Chairman of the Meeting;
- The Shareholders has been given the first opportunity to ask questions and / or give opinion related to the agendas of the Meeting;
- For decisions made verbally by raised the hand and submit the sound card of the shareholders with the option of abstention, agree, and disagree.

Here are the details of the agenda of the AGM decision

1st Agendas	Approval and Ratification of the Annual Report year ended on December 31st, 2014, consisting of : a. Company's Maintenance Report; b. The audited financial statements of the Company; c. Commissioners Supervisory duties Report of the Company.		
The Number of Shareholders who asked	No shareholders asked questions		
Voting results	Agree	Abstain	Disagree
	5.915.577.768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
AGM Decision	<ol style="list-style-type: none"> 1. Accept and approve the Annual Report of the Board of Directors of the Management Company during the financial year 2014, and the Board of Commissioner Supervisory Report for the fiscal year ended December 31st, 2014; 2. Receive and legitimate the Fiscal Year 2014 which includes the Balance Sheet and Profit and Loss calculations that have been audited by Purwanto, Suherman & Surja as in the report no. RPC-7068 / PSS / 2015 dated March 12th, 2015; and 3. Release and discharge responsibility to the members of the Board of Directors and the Board of Commissioners on the management of the Company and supervision that have been implemented over the years as well as such actions are reflected in the its financial Year. 		
2nd Agendas	Approval for the distribution of the Company's net profit for the financial year ended on December 31st, 2014.		
The Number of Shareholders who asked	No shareholders asked questions		
Voting results	Agree	Abstain	Disagree
	5.915.577.768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
AGM decisions	<ol style="list-style-type: none"> 1. Set the entire net profit for the fiscal year 2014 amounting to Rp. 599.238 390.217, - (Five Hundred Ninety Nine Billion Two Hundred Thirty Eight Million Three Hundred Ninety Thousand Two Hundred Seventeen Rupiah) are used as follows: <ol style="list-style-type: none"> a. Rp. 238.390.217 (Two Hundred Thirty Eight Million Three hundred and Ninety Thousand Two Hundred Seventeen Rupiah) set aside as a reserve fund in order to comply with the provisions of Article 70 of the Company Law; b. Rp. 100,000,000,000, - (One hundred billion Rupiah) will be distributed to shareholders as cash dividends; c. The remaining amount of Rp.499.000.000.000, - (Four Hundred Ninety Nine Billion Rupiah) will be recorded as retained earnings. 2. Approve the distribution of cash dividends with the following provisions: <ol style="list-style-type: none"> a. The procedure and schedule of cash dividends will be determined later. 		

	<p>b. Payment of cash dividends will be taxed in accordance with the applicable tax regulations.</p> <p>3. Approve to give power and authority to the Board of Directors to regulate the procedures and schedule of payment dividends cash and announced in accordance with applicable laws and regulations .</p>		
3rd Agendas	Board of Directors Business Plan Report Year 2015		
The number of shareholders who asked	No shareholders asked questions		
Voting results	Agree	Abstain	Disagree
	5.915.577.768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
AGM decisions	Meetings do not take a decision because it is only to find out the work plan of the Company in 2015.		
4th Agendas	Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2015 financial year.		
The number of shareholders who asked	No shareholders asked questions		
Voting results	Agree	Abstain	Disagree
	5.915.577.768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
AGM decisions	Giving the authority and power to the Board of Commissioner to appoint of Public Accounting Firm to audit the Company's Financial Statements for Fiscal Year 2015		
5th Agendas	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		
The number of shareholders who asked	No shareholders asked questions		
Voting results	Agree	Abstain	Disagree
	5.915.577.768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
AGM decisions	<ol style="list-style-type: none"> 1. Determine a honorarium budget net for all members of the Board of Commissioners in the amount of Rp.725.000.000,- (seven hundred and twenty five million Rupiah) per month, the Company borne the tax, and give the power and authority to the 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; 2. Giving 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 Board of Directors until otherwise decided by the next General Meeting of Shareholders; 3. Giving the authority and power to the Board of Commissioners, to determine tasks and responsibilities for each member of the Board of 		

	Directors.
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Here are the details of the agenda of the EGM decision

The 1 st Agenda	Amendment to Company's Articles of Association to adjust with Indonesia Financial Service Authority Regulation.		
The number of shareholders who asked	No shareholders asked questions		
Voting Results	agree	abstain	disagree
	5,915,577,768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
EGM decisions	<ol style="list-style-type: none"> 1. Approved the amendment to Company's Articles of Association to adjust with Indonesia Financial Service Authority Regulation (OJK) No. 32 / POJK.04 / 2014 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Company and OJK Regulation No. 33 / POJK.04 / 2014 concerning the Board of Directors and the Board of Commissioners of Public Listed Company, with the changes of each articles as has been shown during this Meeting; 2. Approved to reconstitute the entire provisions of the articles of association in a notarial deed; 3. Provided the power and authority to the Board of Directors with the right of substitution to state in the separate notarial deed concerning the decision in this Meeting agenda and perform any necessary actions related with this Meeting agenda decision comply with the applicable prevailing law, including making adjustments and change the sentences in accordance with the applicable prevailing law. 		
The 2 nd Agenda	Changes in the Company's Board.		
The number of shareholders who asked	No shareholders asked questions		
Voting Results	agree	abstain	disagree
	5,915,577,768 shares or 100% of the present	0 shares or 0% of the present	0 shares or 0% of the present
EGM decisions	<ol style="list-style-type: none"> 1. To honorably dismissed Rachmat Maulana and Johanes Bambang Setiawan Kendarto and appointed Yungky as Commissioner of the Company, appointed Darmadi Sutanto as Commissioner and Lambock V. Nahattands as Commissioner (Independent) so that the composition of the Board of Commissioners of the Company are as follows: <ul style="list-style-type: none"> - Commissioner: Yungky Setiawan - Commissioner (Independent): Achjadi Ranuwisastra - Commissioner: Darmadi Sutanto - Commissioner (Independent): Lambock V. Nahattands <p>The appointment of Yungky Setiawan as President Commissioner and Darmadi Sutanto as Commissioner and Lambock V. Nahattands as Commissioner (Independent) are valid as from the moment they have passed the fit and proper test (Fit and Proper Test) of the Financial Services Authority as a member of President Commissioner, Commissioner and</p> 		

	<p>Independent Commissioner, and their the term of office for the remaining term of office of the Commissioners that there is up to the closing of the Annual General Meeting Shareholders held in 2017 with no prejudice to the rights of the General Meeting of Shareholders to dismiss members of the Board of Commissioners at any time.</p> <p>2. To honorably dismissed Suparman Kusuma and appointed Wiweko Probojakti and Lay Diza Larentie as Directors so that the composition of the Board of Directors to be as follows:</p> <ul style="list-style-type: none"> - Director: Kostaman Thayib - Director: Max Kembuan - Director: Madi Darmadi Blue - Director: Tati Hartawan - Director: Indivara Erni - Director: YB Hariantono - Director: Martin Mulwanto - Director: Wiweko Probojakti - Director: Lay Diza Larentie - Independent Director: Yuni Lastianto <p>The appointment of Wiweko Probojakti and Lay Diza Larentie as Directors are effective starting from the moment they have passed the Fit & Proper Test of the Financial Services Authority the term of office of members of the Board of Directors appointed by the Meeting on this day will end up with the closing of the Annual General Meeting of Shareholders held on 2019, without prejudice to the rights of the General Meeting of Shareholders to dismiss members of the Board of Directors at any time.</p>
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Schedule and Procedures of The Distribution of Cash Dividend

No.	Information	Dated
1	By the end of the Trading Period Shares With Dividend Rights (Cum Dividend) <ul style="list-style-type: none"> • Regular Market and Negotiation • Cash Market 	May, 15th 2015 May, 20th 2015
2	Initial trading period Without Dividend Right Shares (Ex Dividend) <ul style="list-style-type: none"> • Regular Market and Negotiation • Cash Market 	May, 18th 2015 May, 21st 2015
3	Date List of Shareholders entitled to dividend (Recording Date)	May, 20th 2015
4	Cash Dividend Payment Date for Fiscal Year 2014	June, 10th 2015
5	Distribution evidence of Dividend Withholding Tax	July, 10th 2015

Procedures of distribution Dividend Cash:

1. Cash Dividend will be distributed to the shareholders whose names are registered in the Shareholders' Registry ("SR") or recording date on May, 20th 2015 and / or owner of the company's shares on the sub-accounts in the Indonesia Central Securities Depository ("KSEI") at the close of trading on May 20th, 2015.

2. Shareholders whose shares are registered in the collective custodian of KSEI, cash dividend payments conducted through KSEI and will be distributed to account of securities company and/ or custodian bank on June 10, 2015. Evidence of dividends cash payment will be delivered by KSEI to shareholders through Securities Company and / or Custodian Bank where Shareholders open his account. To shareholders whose shares are not included in the collective custody of KSEI the dividend cash payment will be transferred to the account of the Shareholders.
3. Cash dividends will be taxed in accordance with the applicable tax laws and regulations. The amount of tax will be charged to Shareholders and deducted from the amount of cash dividends whose being the rights of Shareholders.
4. Shareholders who 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") at Puri Datindo - Wisma Sudirman, Jl. Jend. Sudirman Kav. 34, Jakarta 10220 no latter than May 20th, 2015 at 16.00 pm. Without the inclusion of NPWP, cash dividends paid to domestic taxpayers will be subject to income tax by 30%.
5. Shareholders who are Foreign Taxpayers whose tax deduction will be based on avoidance of double taxation agreement ("P3B") shall comply with the requirements of article 26 of Law No. 36 Year 2008 concerning Four Amendement towards Law No. 7 Year 1983 concerning Income Tax and submission of DGT-1 or DGT-2 form which will be legalized by the Tax Office for Listed Companies to KSEI or BAE no later than June 1st, 2015 (5 days prior to the date of dividends payments). In the absence of such documents, the cash dividend paid will be subject to income tax article 26 amounting to 20%.

Jakarta Mei 11th, 2015
PT bank Mega Tbk
Boards of Directors