

## **DISCLOSURE of INFORMATION**

**Related to Affiliated Transactions to fulfill the Financial Services Authority Regulation (“POJK”) No. 42/POJK.04/2020 Concerning the Affiliated and Conflict of Interest Transactions (“POJK 42/2020”)**

THE BOARD OF DIRECTORS OF THE COMPANY, EITHER INDIVIDUALLY OR JOINTLY, IS FULLY RESPONSIBLE FOR THE VALIDITY AND COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS DISCLOSURE OF INFORMATION AND AFTER FURTHER STUDY, HEREBY, STATED THAT ALL INFORMATION CONTAIN IN THIS DISCLOSURE OF INFORMATION IS VALID AND NO IMPORTANT AND RELEVANT MATERIAL FACTS ARE NOT DISCLOSED OR REMOVED THAT MAY CAUSE THE INFORMATION PROVIDED IN THIS DISCLOSURE OF INFORMATION TO BE UNTRUE AND/OR MISLEADING.



**PT BANK MEGA Tbk  
 (“Perseroan”)**

**Kegiatan Usaha  
Bidang Perbankan**

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Menara Bank Mega,  
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THIS DISCLOSURE OF INFORMATION IS ISSUED IN CONJUNCTION WITH THE AFFILIATED TRANSACTION AS DEFINED IN FINANCIAL SERVICES AUTHORITY REGULATION (“POJK”) No. 42/POJK.04/2020 CONCERNING THE AFFILIATED AND CONFLICT OF INTEREST

This Disclosure of Information issued in Jakarta dated June 8<sup>th</sup> 2022

## PREFACE

The Disclosure of Information is related to a transferring certain non-digital asset and liabilities from PT Allo Bank Indonesia Tbk (“Allo Bank”) to PT Bank Mega Tbk (“Company”) whereas detail of transaction as described in the Description of Transaction (“**Transaction**”) below, and to comply with the provisions of the Financial Services Authority regulation regarding the Affiliated Transactions and Conflict of Interest Transaction (“POJK no.42/2020”).

The Company and Allo Bank have the same majority and / or controlling shareholder, namely PT Mega Corpora (“**Mega Corpora**”), therefore, the transaction is an Affiliated Transaction and not as a Conflict of Interest transaction as stipulated on POJK No.42/2020.

This transaction is not a material transaction as defined in the Financial Services Authority regulation No.17/POJK.04/2020 regarding the Material Transaction and Changes in Business Activities (“POJK No.17/2020”) due to the value of asset and liabilities received by the Company in conjunction with the Transaction is less than 20% of the Company total equity at RpRp19.144.462.387.338 as of December 31th 2021 based on the Company Financial Report audited by Public Accountant Firm (“**KAP**”) of Kosasih, Nurdiyaman, Mulyadi, Tjahjo and Partners, while the asset value received by the Company is Rp908.130.634.083 or 4,74% of the total equity, and the liability value received by the Company is Rp566.293.741.013 or 2,96% of the Company total equity.

## DESCRIPTION OF TRANSACTION

### 1. Date of Transaction

The Company has signed an Asset and Liability Transfer Agreement with Allo Bank on 6<sup>th</sup> June 2022 (“**Transfer Agreement**”) which is the follow-up to the fulfillment of the preconditions as defined the Binding Agreement of Asset and Liabilities signed on 5<sup>th</sup> April 2022 (“**Binding Agreement**”) between the Company and Allo Bank, and has obtained Fairness Opinion Report on the Transactions, in addition, Allo Bank has also obtained Independent Shareholders Approval at the General Meeting of Allo Bank Shareholders to conduct the Affiliated Transaction and Material Transaction as defined in the POJK No.42/2020 Jo. POJK No.17/2020. The approval of Independent shareholders was obtained on 19<sup>th</sup> May 2022 based on Deed of the General Meeting of Allo Bank Shareholders No.02 dated 19 May 2022.

In relation to the Transfer Agreement, what is transferred in the Transfer Agreement is owned by the Company. In the event according to the applicable provisions, the transferred asset and liabilities are not immediately transferred to the Company, it is therefore, the Company and Allo Bank agreed to take necessary actions to accomplish the transfer of the asset and liabilities.

### 2. Transaction Objek

The object of the Transaction Plan is the transfer of certain assets and liabilities owned by Allo Bank to the Company. Assets represent loans (including interest receivable), fixed assets (property and office equipments) and other assets (foreclosed assets and abandoned properties). Liabilities represents deposits from customer which consists of Current Accounts, Savings and Time Deposits (including accrued interest).

### 3. Transaction Value

Transaction values based on the Transferred Agreement signed on 6<sup>th</sup> June 2022 as follow:

	Kelompok	Harga Pengalihan (Rp)
ASET		
1	Credit (Includes Interest to be received is Rp31.591.038.410)	698,092,925,395
2	Foreclosed Asset (AYDA)	175,355,510,798
3	Fixed Asset & Inventory	29,382,197,890
4	Abandoned Property	5,300,000,000
	<b>Total</b>	<b>908,130,634,083</b>
LIABILITIES		
1	Current Account	43,022,376,825
2	Saving	48,432,994,371
3	Time Deposit (Includes Interest to be received is Rp1.043.992.591)	474,838,369,817
	<b>Total</b>	<b>566,293,741,013</b>
	<b>Transfer Value (Nett)</b>	<b>341,836,893,070</b>

The Public Appraisal Service Office of Toto Suharto and Partners (“KJPP”) assigned by the Company has issued the Fairness Opinion Report No.00148/2.0055-00/BS/07/0060/1/IV/2022 dated 12 April 2022 (“**Fairness Opinion Report**”) stated that asset and liabilities owned by Allo Bank which to be purchased by the Company is fair based on the analysis toward asset and liabilities recorded in Allo Bank as of 31 December 2021 which has been audited by Public Accountant Firm (KAP) Kosasih, Nurdiyaman, Mulyadi, Tjahjo and Partners.

Furthermore, as stated in the Fairness Opinion Report and Binding Agreement, the asset and liabilities transfer price will be adjusted to the position of the transfer date based on the Transfer Agreement with the following formula:

1. If the amount of the assets and liabilities recorded in the Company's books at the Transfer Date is greater or less than the amount recorded on December 31, 2021, then the difference will be an addition or subtraction factor to the Transfer Price.
2. Assets that have been repaid or sold and liabilities to customers whose accounts have been closed prior to the Transfer Date are not taken into account.

#### 4. Parties in Transaction Plan

##### A. Company

The Company is a limited liability company domiciled in South Jakarta. The Company was established under the name PT Bank Karman based on deed No.32 tanggal 15 April 1969 and was amended by Deed of Amendment No.47 tanggal 26 November 1969 , both was drawn up before MR. Oe Siang Djie, Notary in Surabaya. The deed has been approved by Minister of Justice of Republic of Indonesia based on Decree No. J.A 5/8/1 dated 16 January 1970 and announced in the State Gazette Republic of Indonesia No.13 dated 13 February 1970, Supplement No.55. Bank Mega Articles of Association have been amended several times and the last amendment was based on deed No.17 dated 23<sup>rd</sup> March 2022 drawn up before Dharma Akhyuzi, S.H. Notary in Jakarta, had obtained the Notification Receipt from the Minister of Law and Human Rights through Letter No. AHU-AH.01.03-0195605 dated 23 March 2022 and has been registered at Company Register No.AHU-0057461.AH.01.11.the year of 2022 dated 23 March 2022.

##### The Company Address:

The Company Address : Jl. Kapten Tendean Kav. 12-14A, Jakarta 12790  
Telephone : +62 21 79175000  
Faximile : +62 21 79187100  
Website : [www.bankmega.com](http://www.bankmega.com)  
e-mail : [corsec@bankmega.com](mailto:corsec@bankmega.com)

##### Business Activities

Based on Article 3 of the Company's Articles of Association, the Company is engaged in Conventional Banking.

##### Company's Capital and Shareholders Composition

The Company's capital and shareholders composition is based on the Deed No. 17 dated 23 March 2022, drawn up before Dharma Akhyuzi,S.H., Notary in Jakarta, and based on tje report of Securities Administration Bureau, PT Datindo Entrycom as per 30 April 2022 which is as follow:

DESCRIPTION	30 April 2022		
	TOTAL SHARES	TOTAL NOMINAL Rp500,- per shares	%
Authorized Capital	27.000.000.000	13.500.000.000.000	-
Issued and fully paid-up capital			
1. PT Mega Corpora	6.811.830.514	3.405.915.257.000	58,02
2. Public with shares below 5%	4.929.092.851	2.464.546.425.500	41,98
Total Issued and fully paid-up capital	11.740.923.365	5.870.461.682.500	100,00
Shares in Portepel	15.259.076.635	7.629.538.317.500	-

## Board of Management

Bank Mega Board of Commissioner as of the date this Disclosure of Information is based on the Deed no 10 dated 25 February 2022 drawn up before Dharma Akhyuzi, S.H., Notary in Jakarta, as follow:

### Board of Commissioners

President Commissioner	: Chairul Tanjung
Vice President Commissioner	: Yungky Setiawan
Independent Commissioner	: Achjadi Ranuwisastra
Independent Commissioner	: Lambok V. Nahattands

Bank Mega Directors' as of the date this Disclosure of Information is based on the Deed No.01 dated 01 March 2019 drawn up before Dharma Akhyuzi, S.H.,Notary in Jakarta is as follow:

### Directors:

President Director	: Kostaman Thayib
Credit Director	: Madi D. Lazuardi
Treasury & International Banking Director	: Martin Mulwanto
Risk Director	: Indivara Erni
Compliance & Human Capital Director	: Yuni Lastianto
Consumer Banking Director	: Lay Diza Larentie
Operations & IT Director	: C. Guntur Triyudianto

## Important Financial Highlights of Bank Mega

The following is the Company's Financial Statements for the year ended December 31, 2021 which have been audited by the Public Accounting Firm Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Rekan (members of Crowe International), signed by Public Accountant Denny Susanto No. AP. 1671,, with fair opinion in all material respects in accordance with Report No.00017/2.1051/AU.1/07/1671-1/1/I/2022 dated 18 January 2022.

## Highlight of Financial Report Position

	(million Rupiah)	
	31 December 2021	31 December 2020
Total Asset	132.879.390	112.202.653
Total Liabilities	113.734.926	93.994.503
Total Equity	19.144.464	18.208.150

## Highlight of Comprehensive Income Statement

Keterangan	(million Rupiah)	
	Period ended at	
	31 Desember 2021	31 Desember 2020
Interest Income	8.110.291	8.046.281
Interest Expense	(3.269.215)	(4.132.838)
Interest Income - Nett	4.841.076	3.913.443
Other Operating Income	3.139.775	2.919.342
Other Operating Expense	(3.037.544)	(3.097.528)
Operating Income - nett	4.943.307	3.735.257
Income (Expense)		
Non-operating - nett	9.309	(20.204)
Income Before Tax Expense	4.952.616	3.715.053
Tax Expense - netto	(944.565)	(706.742)
Income for the year	4.008.051	3.008.311
Total Comprehensive		
Income for the year	3.036.314	3.921.602

## Financial Ratio

	Period ended at 31 December	
	2021	2020
Return on Asset (ROA) - (%)	4,22	3,64
Return on Equity (ROE) - (%)	23,49	19,42
Loan to Deposit Ratio (LDR) - (%)	60,96	60,04
Debt to Assets Ratio (DAR) - (%)	85,59	83,77
Debt to Equity Ratio (DER) - (%)	594,10	516,23
Rasio CAR (Tier 1) - (%)	26,51	30,19
Rasio CAR (Tier 2) - (%)	0,79	0,85
Rasio CAR (Total) - (%)	27,30	31,04
NPL - (Neto / %)	0,81	1,07
NPL - (Bruto / %)	1,12	1,39

## B.Allo Bank

Allo Bank is a limited liability company domiciled in Central Jakarta. The Company was established under the name PT Bank Arta Griya in 1992 based on deed No. 242 dated October 21, 1992 and was amended by Deed of Amendment No. 181 dated January 16, 1993 drawn up before Poerbaningsih Adi Warsito S.H., Notary in Jakarta related with the change of the Allo Bank name to PT Harda Griya Bank. The deed has been approved by Minister of Justice of Republic of Indonesia based on Decree No. C2-895. HT.01.01.TH.93 dated February 10, 1993, and has been registered with the Registrar of the South Jakarta District Court No.127/A/PT./HKM/1993/PN.JAK.SEL dated February 12, 1993, and announced in the State Gazette Republic of Indonesia No.25 Dated 27 March 1993, Supplement No.1316.

Allo Bank changed its name from PT Bank Harda Griya to PT Bank Harda Internasional based on Deed No. 23 dated December 10, 1996 drawn up before Triphosa Lily Ekadewi, S.H., Notary in Ciputat and has obtained approval from the Minister of Justice of the Republic of Indonesia based on Decree Number: C2-1473. HT.01.04.TH.97 dated September 25, 1997, then became PT Bank Harda Internasional Tbk based on the Deed of Extraordinary General

Meeting of Shareholders No. 31 dated March 18, 2015 drawn up before Edward Suharjo Wiryomartani., S.H., M.Kn., a Notary in West Jakarta, which had obtained the Notification Receipt of the Amendment to the Articles of Association from the Minister of Law and Human Rights through Letter No. AHU-AH.01.03-0017606 dated March 19, 2015 and made a name change to PT Allo Bank Indonesia Tbk based on Deed of Amendment to Articles of Association No.1 dated June 2, 2021 drawn up before Dharma Akhyuzi, SH, Notary in Jakarta, the deed has obtained approval from the Minister of Law and Human Rights No.AHU-0031692.AH.01.02 year 2021 dated June 2, 2021. The name change to PT Allo Bank Indonesia Tbk has received approval from the Financial Services Authority based on the Deputy Board of Commissioners of Banking Supervision I of the Financial Services Authority's Decree No.KEP-48 /PB-1/2021 dated June 30, 2021 regarding the Stipulation of the Usage of Business License on behalf of PT Bank Harda Internasional Tbk to become the Business License on behalf of PT Allo Bank Indonesia Tbk.

The articles of association of Allo Bank have been amended several times and the latest based on Deed of Amendment of Paid-in Capital No.03 dated May 19, 2022 which was drawn up before Dharma Akhyuzi SH, a Notary in Jakarta. The notification receipt of changes to the Company's data had been received and recorded in the database of the Ministry of Law and Human Rights of the Republic of Indonesia No.AHU-0035787.AH.01.02 year 2022 dated May 27 2022 and has been registered in the Company Register No.AHU-No.AHU-0098490.AH.01.11. Year 2022 dated May 27, 2022

#### **Allo Bank Office Address:**

Office Address : Menara Bank Mega 5<sup>th</sup>-6<sup>th</sup> floor  
Jl. Kapten P. Tendean Kav.12-14A  
Jakarta Selatan  
Website : [www.allobank.com](http://www.allobank.com)  
e-mail : [corsec@allobank.com](mailto:corsec@allobank.com)

#### **Business Activities**

Based on Article 3 of Allo Bank's Articles of Association, Allo Bank is engaged in Conventional Banking. On September 10, 2021, Allo Bank obtained Approval for New Products/Activities, Applications, Main Systems and Supporting Systems in digital banking services from the Financial Services Authority through letter No.S-159/PB.333/2021.

#### **Allo Bank's Capital and Shareholders Composition**

Based on the Deed of Amendment of Paid-in Capital No.07 dated January 27, 2022, drawn up before Dharma Akhyuzi SH, a Notary in Jakarta which notification receipt of changes to the Company's data has been received and recorded in the database of the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-AH.01.03-0073375 dated February 02, 2022 and has been registered in the Company Register No. AHU-0022743.AH.01.11.TAHUN 2022 dated February 02, 2022 and the List of Shareholders issued by PT Datindo Entrycom as Allo Bank's Securities Administration Bureau, the composition of the Allo Bank's capital and shareholders as of April 30, 2022 is as follows:

DESCRIPTION	30 April 2022		
	TOTAL SHARES	TOTAL NOMINAL Rp100,- per shares	%
Authorized Capital	40.000.000.000	4.000.000.000.000	
Issued and fully paid-up capital			
1. PT Mega Corpora	13.228.508.531	1.322.850.853.100	60,88
2. PT Bukalapak.com Tbk	2.497.816.903	249.781.690.300	11,49
3. Abadi Investment Pte., Ltd.	1.521.117.930	152.111.793.000	7,00
4. PT Indolife Investama Perkasa	1.303.815.386	130.381.538.600	6,00
5. Ali Gunawan (Komisaris)	7.953.300	795.330.000	0,04
6. Ganda Raharja Rusli	11.684	1.168.400	0,00
7. Public below 5% shares ownership	3.171.032.708	317.103.270.800	14,59
Total Issued and fully paid-up capital	21.730.256.442	2.173.025.644.200	100,00
<b>Shares in the Portepel</b>	<b>18.269.743.558</b>	<b>1.826.974.355.800</b>	

## Board of Management

### Board of Commissioners

President Commissioner (Independent)	: Dra. Aviliani MSi.*
Independent Commissioner	: Rosmaya**
Commissioner	: Ali Gunawan

### Directors

President Director	: Ir. Indra Utoyo MSc.*
Director	: Ari Yanuanto Asah
Director	: Arief Tendeas
Director	: Ganda Raharja Rusli
Director	: Sajal Bhatnagar*

Members of the Allo Bank's Board of Commissioners and Directors have been appointed in accordance with the provisions in the Allo Bank's Articles of Association and OJK Regulation No.33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.

- \*) The appointment of Ms Dra.Aviliani as President Commissioner, Mr. Ir. Indra Utoyo MSc. as President Director and Sajal Bhatnagar as Director will become effective upon obtaining approval through fit and proper test by the Financial Services Authority.
- \*\*) The appointment of Ms Rosmaya as Independent Commissioner will become effective after July 2022 and upon obtaining approval through fit and proper test by the Financial Services Authority.

## Important Financial Highlights

The following is Allo Bank's Financial Statements for the year ended December 31, 2021 which have been audited by the Public Accounting Firm Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Rekan (members of Crowe International), signed by Public Accountant Mulyadi No. AP. 0008, with fair opinion in all material respects in accordance with Report No.00051/2.1051/AU.1/07/0008-2/1/II/2022 dated February 8, 2022.



## Summary of Financial Position

(million Rupiah)

	31 December 2021	31 Desember 2020
Total Asset	4.649.357	2.586.663
Total Liabilities	3.346.086	2.239.597
Total Equity	1.303.271	347.066

## Highlight of Comprehensive Income Statement

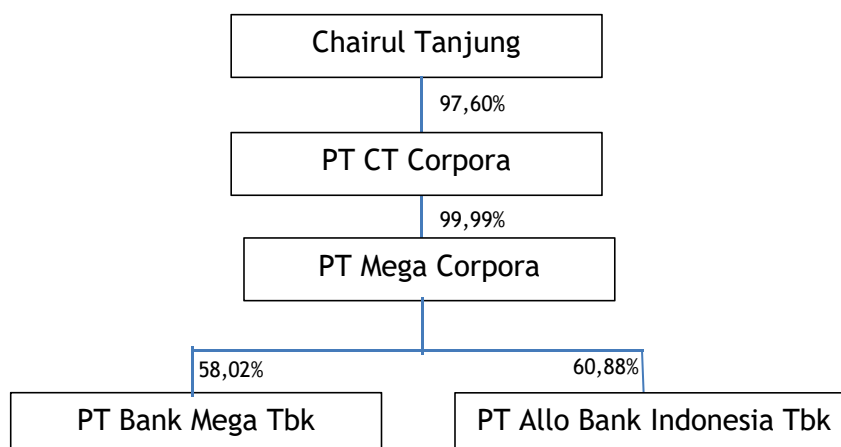
(million Rupiah)

Description	Year Ended	
	December 31, 2021	December 31, 2020
Interest Income	353.211	162.126
Interest Expense	(157.893)	(114.535)
Interest Income - Nett	195.318	47.590
Other Operating Income	105.837	4.351
Other Operating Expense	(84.005)	(90.665)
Operating Income - nett	220.147	44.353
Non-operating		
Income (Expense) - nett	(147)	1.474
Income before Tax Expense	220.000	45.826
Tax Expense - nett	(27.525)	(8.815)
Income for the year	192.475	37.011
Total Comprehensive Income for the year	207.758	47.300

## Summary of Financial Ratios

Description	Year Ended	
	December 31, 2021	December 31, 2020
Return on Asset (ROA) - (%)	4,74	2,04
Return on Equity (ROE) - (%)	25,64	13,71
Loan to Deposit Ratio (LDR) - (%)	103,49	86,89
Debt to Assets Ratio (DAR) - (%)	71,97	86,58
Debt to Equity Ratio (DER) - (%)	256,75	645,29
Rasio CAR (Tier 1) - (%)	47,01	18,31
Rasio CAR (Tier 2) - (%)	0,81	0,50
Rasio CAR (Total) - (%)	47,82	18,81
NPL - (Neto / %)	0,29	1,75
NPL - (Bruto / %)	0,52	2,76

## 5. Affiliated Relationships Information



### Affiliation in Terms of Ownership

Allo Bank and the Company are affiliated parties because of the same controlling shareholder, namely Mega Corpora, which owns 58,02% (fifty eight point zero two percent) shares of the the Company and also the controlling shareholder of Allo Bank which owns 60,88% (sixty point eighty eight percent). Furthermore, they also have the same beneficiary owner, namely Chairul Tanjung.

## 6. The Considerations and Reasons for Transaction Plan with Affiliated Party Compared to if Carried Out with Non-Affiliated Parties.

The Company and Allo Bank represent the member of Mega Corpora Business Group based on Financial Services Authority Regulation No. 12/POJK.03/2020 concerning the Bank Consolidation and therefore, both companies are part of the integrated financial institution conglomeration of Mega Corpora which are subject to monitoring by Financial Services Authority Banking Supervisory Body. As part of the financial conglomeration of Mega Corpora, both companies understand and measure the risk parameter based on the guideline of Mega Corpora which were reported regularly to Financial Services Authority Banking Supervisory Body on quarterly and mid-year. Hence, the Transaction is a transparent transaction and having the same perception of risk, it is therefore, the Transaction becomes more efficient compared to if the Transaction is made with non-affiliated parties.

## EXPLANATION, CONSIDERATION AND REASONS FOR THE TRANSACTION PLAN

### 1. The Reasoning and Background of The Transaction Plan

Aligned with the Company's business as a conventional bank, and related to the changes of Allo Bank business strategy to be more focus on digital bank services for its customers, Allo Bank will sell / transfer a certain branch network, certain asset and liabilities. Therefore, to support the Company's business activities for business development mainly on credit and third party fund as well as to increase the Company branch network, the Company intend to take over a certain asset and liabilities of Allo Bank including some of its branch networks.

## 2. The Transaction Purpose and Benefits

The purpose and benefits of the Transaction is aligned with the business development plan of the Company mainly in increasing credit distribution and third party fund. Asset and Liabilities purchased from Allo Bank will increase the Company customer based and branch offices as well as other potential business development.

## 3. The Effect of The Proposed Transaction on The Company's Financial Condition

Based on the incremental analyst by Public Appraisal Service Office (KJPP) Toto Suharto & Rekan, the interest income projection will be changed between before and after the Transaction. Average increase after the transaction is Rp. 36.5 billion or 0.57% during 2022 to 2026. Other operational income will not experience any changes between before and after the Transaction. Other operating expenses on average increased between before and after the Transaction with an average increase after the Transaction amounting to Rp33.3 billion or 0,86% during 2022 up to 2026 and net profit is increased at Rp4,8 billion or 0,09% during 2022 up to 2026 due to the income gain resulted by the transfer of the certain credit from Allo Bank.

## INDEPENDENT PARTY AND THE SUMMARY OF INDEPENDENT PARTY'S OPINION

Public Appraisal Service Office (KJPP)Toto Suharto and Partners who have a business license from the Ministry of Finance of the Republic of Indonesia No. 2.09.0055 based on the Ministry of Finance Decree no No1009/KM.1/2009 dated July 28, 2009, register as a capital market supporting profession at the Financial Services Authority through Capital Market Supporting Professional Register Certificate No.STTD.PPB-19/PM.2/2018 to conduct appraisal of financial instrument on credit assets, foreclosed asset, fixed asset, Abandoned Properties and liabilities financial instrument from Allo Bank to be sold to the Company and provide a Fairness Opinion on the Transaction Plan as contained in its report as follow:

1. No.00134/2.0055-00/BS/07/0060/1/IV/2022 dated April 4, 2022 on The Appraisal of Allo Bank's Credit Asset Financial Instruments;
2. No.00132/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022 on the Appraisal of Allo Bank's Foreclosed Asset;
3. No.00130/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022 and No.00131/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022 on the Appraisal of Allo Bank's Fixed Asset.
4. No.00131/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022 on the Appraisal of Allo Bank's Abandoned Asset ;
5. No.00135/2.0055-00/BS/07/0060/1/IV/2022 dated April 4, 2022 on the Appraisal of Allo Bank's Liabilities Financial Instrument; and
6. No.00148/2.0055-00/BS/07/0060/1/IV/2022 dated April 12, 2022 on the Fairness Opinion on Transaction Plan of Allo Bank's Asset and Liabilities to the Company.

### A. Summary of Transacted Object Value

#### 1. Valuation Summary of Credit Asset Financial Instruments

Based on the The Appraisal of Allo Bank's Credit Asset Financial Instruments No.00134/2.0055-00/BS/07/0060/1/IV/2022 dated April 4, 2022, the market value of credit asset with valuatn date per December 31, 2021 is Rp737.102.000.000.

## 2. Valuation Summary of Foreclosed Asset

Based on the Appraisal of Allo Bank's Foreclosed Asset No.00132/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022, market value of Foreclosed Asset with valuation date per Desember 31, 2021 is of Rp210.122.000.000.

## 3. Valuation Summary of Fixed Asset

Based on the Appraisal of Allo Bank's Fixed Asset No.00130/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022 and No.00131/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022, fixed asset market value with valuation date per Desember 31, 2021 is Rp34.123.000.000.

## 4. Valuation Summary on Abandoned Asset

Based on the Appraisal of Allo Bank's Abandoned Asset No.00131/2.0055-00/PI/07/0060/1/IV/2022 dated April 4, 2022, Abandoned Asset market value with valuation date per Desember 31, 2021 is Rp5.866.000.000.

## 5. Valuation Summary on Liabilities Financial Instrument

Based on the Appraisal of Allo Bank's liabilities financial instrument No.00135/2.0055-00/BS/07/0060/1/IV/2022 dated April 4, 2022, liabilities financial instrument market value with valuation date per Desember 31, 2021 is Rp928.847.300.000.

## B. Summary of Fairness Opinion on the Company's Assets and Liabilities Transfer Transaction based on Report 00148/2.0055-00/BS/07/0060/1/IV/2022 dated April 12, 2022

### a. Parties in the Transaction Plan

Parties related to the Transaction Plan are the Company and Allo Bank

### b. Task Assignor

Company Name	: PT. Bank Mega Tbk
Business Activity	: Banking
Address	: Jl. Kapten Tendean Kav. 12-14A, Jakarta 12790
Telephone	: +62 21 79175000
Faximile	: +62 21 79187100
Website	: www.bankmega.com
e-mail	: corsec@bankmega.com

### c. Transaction Object of Fairness Opinion

The Transaction Object is the Transfer of Asset (Credit, Foreclosed Asset, Fixed Asset, Abandoned Asset) and Liabilities from Allo Bank to the Company. The following is the asset and liabilities to be transferred:

No	Keterangan	Jumlah
1	Credit Asset (Facilities/Commercial Credit Account)	369 account
2	Foreclosed Asset (Land & Building)	52 units
3	Fixed Asset (Land, Building, Inventory, Right of Use and Rental Assets)	363 units
4	Abandoned Aset (Land & Building)	1 unit
5	Liabilitas (Time Deposit, Current & Saving Account)	4.331 accounts

d. Purpose of the Fairness Opinion

The purpose of the fairness opinion is to provide opinion on the fairness of Transaction Plan of Asset and Liabilities and in relation to comply with the regulation stated at POJK 42/2020 on Affiliated Transaction and Conflict of Interest Transaction.

e. Assessment Date and Validity Period of Report

The Fairness Analysis is conducted as of 31 December 2021, the parameter and financial statements used in the analysis is based on the data as of December 31, 2021. Based on the the Financial Service Authority Circular Letter No 4/SEOJK.04/2022 regarding the changes to Financial Service Authority Circular Letter No 20/SEOJK.02/2021 regarding Stimulus Policy and Relaxation Policy related to Emiten or Public Companies in order to Maintain Performance and Capital Stability as the result of 2019 Corona Disease Spreading, the validity of the appraisal report is extended from 6 (six) months originally to 7 (seven) months maximum. The validity of the Fairness Opinion Report is 31 July 2022.

f. Scope

The scope of Fairness Opinion will be based on the fairness analysis of the Transaction Plan, whereby the analysis includes:

1. Transaction Analysis,
2. Qualitative Analysis on the Transaction Plan,
3. Quantitative Analysis on the Transaction Plan,
4. Analysis on the transaction value fairness

g. Assumption and Limitation Condition

The Fairness Opinion Report is non-disclaimer opinion report. The Public Appraisal Service Office of Toto Suharto and Partners ("KJPP") has reviewed documents used in the Opinion Fairness process. The data and information were obtained from reliable accurate source. KJPP used the adjusted financial projection which reflects the fairness of the financial projection produced by the management with achievement ability (fiduciary duty). KJPP is responsible for the execution of the Fairness Opinion and the fairness of the adjusted financial projection as long as the basic assumptions are met. The Fairness Report Opinion is open for public except if there is confidential information which can effect the operational of the Company. KJPP is responsible for the Fairness Opinion Report and the conclusion of the Transaction Plan fairness. KJPP has obtained the information on the legal status of the Assessment Object from the Task Assignor.

Review, calculation and analysis is based on the data and information as mentioned in the source of data and information.

#### h. Methods and Procedures of Fairness Opinion

Methods used in the analysis of Fairness Opinion on the Transaction Plan is as follows:

1. Transaction Analysis such as identification and relationships between transacting parties, agreements and requirement agreed in the transaction, and the assessment of the risks and benefits of the transaction.
2. Qualitative Analysis such as the history and business activity of the Company, analysis of environment and industry, analysis of the Company's operational and prospect, reason of transaction, and qualitative advantage and disadvantage of the transaction.
3. Quantitative Analysis such as assessment on the potential of revenue, assets and liabilities and financial condition of the Company, and incremental analysis to measure the value added of the transaction.
4. Analysis on the fairness of the transaction such as comparison between Transaction Plan and assessment results on the transaction, analysis to ensure that the Transaction Plan will bring value added from the transaction and the analysis to ensure that the Transaction Plan value is within the value range obtained from the Assessment Result.

#### i. Conclusion Analysis of the Fairness Opinion

Based on the Financial Services Authority Regulation No.35/POJK.04/2020 Article 48 point (b), "The upper and lower limits of the Value range must not exceed 7.5% (seven point five percent) of the referenced Value". Based on the comparison above, the difference between the Asset Transaction Value is 2.90% below the Asset Market Value but not more than 7.5% deviation. In addition, the difference between the Liabilities Transaction Value is 0.80% below the Liabilities Market Value but not more than 7.5% deviation, therefore the Appraisal's opinion is that the overall Transaction is **FAIR**.

### SUMMARY OF PROFORMA FINANCIAL REPORT

The following Proforma Financial Information Report has been reviewed by KAP Kosasih, Nurdiyaman, Mulyadi, Tjahjo and Partners (members of Crowe International) which was signed by Denny Susanto, Public Accountant No. AP. 1671 in accordance to the Report No 00082/2.1051/AUP/07/1671-1/1/VI/2022 dated June 8, 2022.

**PT BANK MEGA TBK**  
**PROFORMA FINANCIAL REPORT**  
**31 Desember 2021**

(Expressed in millions of Rupiah, unless otherwise stated)

	Balance Sheet 31 Desember 2021 (Audited )	Transfer	Balance Sheet 31 Desember 2021 (Proforma)
<b>ASSET</b>			
Cash	900.919.216.221	-	900.919.216.221
Current Accounts with Bank Indonesia	6.126.613.626.877	-	6.126.613.626.877
Current Accounts with other Bank Related Parties	104.029.621	-	104.029.621
Third Parties	753.987.149.407	-	753.987.149.407
Total	754.091.179.028	-	754.091.179.028
Less:			
Allowance for Impairment losses	(2.198.087.538)	-	(2.198.087.538)
Current accounts with other Banks - nett	751.893.091.490	-	751.893.091.490
Placements with Bank Indonesia and Other banks			
Third Parties	9.810.711.382.707	(341.836.893.070)	9.468.874.489.637
Securities			
Related Parties	207.922.000.000	-	207.922.000.000
Third Parties	25.480.314.285.095	-	25.480.314.285.095
Total	25.688.236.285.095	-	25.688.236.285.095
Less			
Allowance for Impairment losses	(968.745.712)	-	(968.745.712)
Securities - nett	25.687.267.539.383	-	25.687.267.539.383
Securities purchased under agreement to resell			
Related Parties	630.099.097.543	-	630.099.097.543
Third Parties	19.156.220.713.745	-	19.156.220.713.745
Total	19.786.319.811.288	-	19.786.319.811.288
Derivatives Receivables			
Third Party	50.531.562.745	-	50.531.562.745
Loans			
Related Parties	205.644.118.031	-	205.644.118.031
Third Parties	60.535.249.244.523	684.715.896.339	61.219.965.140.862
	60.740.893.362.554	684.715.896.339	61.425.609.258.893
Unearned Interest Income	(63.478.962.027)	-	(63.478.962.027)
Total	60.677.414.400.527	684.715.896.339	61.362.130.296.866
Less			
Allowance for Impairment Lossesi	(507.138.863.001)	(18.214.009.354)	(525.352.872.355)
Loans - nett	60.170.275.537.526	666.501.886.985	60.836.777.424.511

**PT BANK MEGA TBK**  
**PROFORMA FINANCIAL REPORT (continued)**  
**31 December 2021**  
(Expressed in millions of Rupiah, unless otherwise stated)

	Balance Sheet 31 December 2021 (audited)	Transfer	Balance Sheet 31 December 2021 (Proforma)
<b>ASSETS (continued)</b>			
Acceptance Receivable			
Related Parties	-	-	-
Third Parties	525.823.022.810	-	525.823.022.810
Total	525.823.022.810		525.823.022.810
Less:			
Allowance for impairment			
Losses	(430.509.950)	-	(431.509.950)
Acceptance Receivable - nett	525.392.512.860	-	525.392.512.860
Fixed Asset	7.594.101.532.735	29.382.197.890	7.623.483.730.625
Less			
Accumulated Depreciation	(1.938.276.364.494)	-	(1.938.276.364.494)
Fixed Asset - Nett	5.655.825.168.241	29.382.197.890	5.685.207.366.131
Other Asset			
Related Parties	190.191.903.237	-	190.191.903.237
Third Parties	3.223.448.456.571	212.246.549.208	3.435.695.005.779
<b>TOTAL Assets</b>	<b>132.879.389.809.146</b>	<b>566.293.741.013</b>	<b>133.445.683.550.159</b>



**PT BANK MEGA TBK**  
**PROFORMA FINANCIAL REPORT (continued)**  
**31 December 2021**  
(Expressed in millions of Rupiah, unless otherwise stated)

	Balance Sheet 31 December 2021 (Audited)	Transfer	Balance Sheet 31 December 2021 (Proforma)
<b>LIABILITIES AND EQUITIES</b>			
<b>LIABILITIES</b>			
Obligation due immediately	169.560.294.116	-	169.560.294.116
Deposits from Customers			
Current Accounts			
Related Parties	473.042.671.284	-	473.042.671.284
Third Parties	15.886.767.446.580	43.022.376.825	15.929.789.823.405
Saving Deposits			
Related Parties	101.319.896.204	-	101.319.896.204
Third Parties	14.350.105.059.485	48.432.994.371	14.398.538.053.856
Time Deposits			
Related Parties	2.717.539.403.144	-	2.717.539.403.144
Third Parties	65.378.236.225.649	473.794.377.226	65.852.030.602.875
Deposits from other Banks			
Related Parties	56.991.823.970	-	56.991.823.970
Third Parties	2.206.690.380.706	-	2.206.690.380.706
Securities sold under repurchased agreements	10.158.035.430.479	-	10.158.035.430.479
Derivatives Payable	27.895.121.509	-	27.895.121.509
Income Tax Payable	110.753.753.860	-	110.753.753.860
FUnd borrowings	285.050.000.000	-	285.050.000.000
Acceptance Payable	525.823.022.810	-	525.823.022.810
Deferred Tax Liabilities			
- nett	37.090.452.167	-	37.090.452.167
Post-Employment benefits liability	225.277.008.219	-	225.277.008.219
Subordinatd Bonds i			
Related Parties	50.000.000.000	-	50.000.000.000
Accured Expenses and			
Other liabilities			
Related Parties	6.563.121.394	-	6.563.121.394
Third Parties	968.186.310.232	1.043.992.591	969.230.302.823
<b>TOTAL LIABILITIES</b>	<b>113.734.927.421.808</b>	<b>566.293.741.013</b>	<b>114.301.221.162.821</b>
<b>EQUITY</b>			
Share Capital - par value			
Rp500 (full amount) per share			
Authorized capital - 27.000.000.000 shares			
Issued and fully paid-up capital			
6.963.775.206 shares	3.481.887.603.000	-	3.481.887.603.000
Additional Paid-In Capital - nett	2.048.761.434.984	-	2.048.761.434.984
Other Comprehensive Income	3.139.000.831.604	-	3.139.000.831.604
General Reserve	1.587.215.753	-	1.587.215.753
Retained Earnings	10.473.225.301.997	-	10.473.225.301.997
<b>TOTAL EQUITY</b>	<b>19.144.462.387.338</b>	<b>-</b>	<b>19.144.462.387.338</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>132.879.389.809.146</b>	<b>566.293.741.013</b>	<b>133.445.683.550.159</b>

**PT BANK MEGA TBK**  
**PROFORMA FINANCIAL REPORT (continued)**  
**31 December 2021**  
(Expressed in millions of Rupiah, unless otherwise stated)

	Balance Sheet 31 December 2021 (Audited)	Transfer	Balance Sheet 31 December 2021 (Proforma)
<b>OPERATING INCOME AND EXPENSE</b>			
Interest Income	8.110.291.334.649	-	8.110.291.334.649
Interest Expense	(3.269.215.417.374)	-	(3.269.215.417.374)
<b>NETT INTEREST INCOME</b>	4.841.075.917.275	-	4.841.075.917.275
<b>OTHER OPERATING INCOME</b>			
Fees and Commissions	2.120.386.218.077	-	2.120.386.218.077
Gain on Sale of securities - nett	946.301.587.718	-	946.301.587.718
Gain on foreign exchange transactions -nett	68.044.059.837	-	68.044.059.837
Gain (Loss) from the changes in fair value of Financial instruments - nett	(4.029.333.986)	-	(4.029.333.986)
Others	9.071.961.537	-	9.071.961.537
Total other Operating Income	3.139.774.493.183	-	3.139.774.493.183
<b>OTHER OPERATING EXPENSES</b>			
Fees and Commissions	(10.730.716.338)	-	(10.730.716.338)
Provision for impairment losses On financial assets and Non financial asset - nett	(104.083.049.689)	-	(104.083.049.689)
General and Administrative Expenses	(1.600.044.185.922)	-	(1.600.044.185.922)
Salary Expenses and other allowances	(1.322.685.550.585)	-	(1.322.685.550.585)
<b>OPERATING INCOME - NET</b>	4.943.306.907.924	-	4.943.306.907.924
<b>NON OPERATING INCOME (EXPENSES) - NETT</b>	9.309.399.716	-	9.309.399.716
<b>INCOME BEFORE TAX EXPENSE</b>	4.952.616.307.640	-	4.952.616.307.640
<b>TAX EXPENSE - NETT</b>	(944.564.755.275)	-	(944.564.755.275)
<b>INCOME FOR THE YEAR</b>	4.008.051.552.365	-	4.008.051.552.365
<b>Other Comprehensive Income:</b>			
<b>Items that will not be reclassified subsequently To profit or loss:</b>			
Remeasurement of post - employment benefits liability - nett	(39.729.587.477)	-	(39.729.587.477)
<b>Item that may be reclassified subsequently to profit or loss:</b>			
Loss on changes infair value of Debt instruments through other Comprehensive income-nett	(932.006.503.382)	-	(932.006.503.382)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	3.036.315.461.506	-	3.036.315.461.506
<b>BASIC / DILLUTED EARNINGS PER SHARE (FULL AMOUNT)</b>			
(full amount )	576	-	576

## STATEMENT OF THE DIRECTORS AND BOARD OF COMMISSIONERS

The Company Directors and Board of Commissioners are hereby stated that:

1. All materials information and opinions stated in this Disclosure of Information is valid and can be accounted for and there is no other information that has not been disclosed that could cause this statement to be untrue or misleading.
2. Having reviewed the Transaction Plan, including assessing the risks and benefits of the Transaction Plan for the Company and all Shareholders, therefore confidence that the Transaction Plan is the best option for the Company and all Shareholders.
3. The Transaction is not a conflict of interest transaction as defined in the Financial Services Authority No.42/POJK.04/2020 concerning the Affiliated Transaction and Conflict of Interest Transaction.
4. Referring to the Company Financial Report for the year ended on December 31, 2021 which has been audited by Public Accountant Firm (KAP) Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners signed by Denny Susanto, AP.1671 in the Report No.AP.1671 sesuai laporan No. 00017/2.1051/AU.1/07/1671-1/1/I/2022 dated January, 18 2022, the Company equity is Rp19.144.462.387.338,- (nineteen trillion one hundred forty four billion four hundred sixty two million three hundred eighty seven thousand three hundred and thirty eight rupiah), and therefore the transaction is only 1,790% (one point seventy nine percent) of the Company equity, thus, not achieving a material value as defined in the Financial Services Authority Regulation No.42/POJK.04/2020 concerning Affiliated Transactions and Conflict of Interest Transactions, the Company is obliged to carry out Information Disclosure in order to comply with these provisions.
5. Has received the Report from The Public Appraisal Service Office of Toto Suharto and Partners ("KJPP") No. 00148/2.0055-00/BS/07/0060/1/IV/2022 dated April 12, 2022 concerning the Fairness Opinion on the Transaction Plan of Asset and Liabilities of PT Allo Bank Indonesia Tbk to PT Bank Mega TBK with a conclusion that all transactions is **FAIR**.

## ADDITIONAL INFORMATION

Shareholders who require additional information can contact the Company during business hours at the following address:

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