



PT BANK MEGA Tbk.

NOTICE

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Directors of PT Bank Mega Tbk ("the **Company**") hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders ("the **Meeting**") of the Company that will be held on :

Day/Date : Thursday, February 28th, 2019
Time : 14.00 Western Indonesia Time – finished
Venue : Menara Bank Mega
Jl. Kapten Tendean 12-14A,
Jakarta 12790

With the following agenda:

1. **Approval and Ratification of the Annual Report year ended on December 31st, 2018, 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.**This Agenda need to be raised at The Annual General Meeting of Shareholders ("AGM") pursuant to (i) Article 12 paragraph 2 letter (a) and letter (b) and Article 12 paragraph 3 of the Company's Articles of Association, and (ii) Article 66 and Article 69 of Law No. 40 of 2007 regarding Limited Liability Company ("Company Law").
2. **The determination for the distribution of the Company's net profit for the financial year ended on December 31st, 2018.**

This Agenda need to be raised at AGM pursuant to (i) Article 12 paragraph 2 letter (c) of the Company's Articles of Association and (ii) Article 71 paragraph 1 of Company Law.
3. **Board of Directors Business Plan Report Year 2019.**

This Agenda is related to the Business Plan Report prepared by Board of Directors to comply with Article 18 paragraph 6 of the Company's Article of Association and Article 63 paragraph 1 of Company Law.
4. **Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2019 financial year.**

This Agenda need to be raised at AGM pursuant to Article 12 paragraph 2 letter (d) of the Company's Articles of Association.
5. **Changes of the Structure of the Company's Management.**

This Agenda raised by majority shareholders proposal and to comply Article 17 or Article 20 of the Company's Articles of Association.
6. **The determination of honorarium and other benefits for Board of Commissioners and Board of Directors for Year 2019 and distribution of Board of Directors duty and power.**

This Agenda need to be raised at AGM pursuant to (i) Article 17 paragraph 8 and Article 20 paragraph 8 of the Company's Articles of Association and Article 96 and Article 113 of Company Law and (ii) Article 18 paragraph 12 of the Company's Articles of Association.
7. **Approval on the Company's Recovery Plan.**

This Agenda need to be raised to comply Article 3 Regulation of Financial Services Authority No. 14/POJK.03/2017 regarding Recovery Plan for Systemic Bank.

Notes :

1. The Company will not send a separate invitation to the Shareholders of the Company as this announcement constitutes as the official invitation in accordance with the provision stipulated in Article 14 paragraph 4 of the Company's Articles of Association.
2. The Shareholders of the Company are entitled to be present or be represented at the Meeting are those whose name are recorded In the Shareholders Register of the Company on Monday, dated February 4th, 2019 at 16.00 Western Indonesia Time, or the holders of securities account at collective deposit of PT Kustodian Sentral Efek Indonesia after the market closing on Monday, dated February 4th, 2019.
3. The Shareholders of the Company or their respective attorneys/proxies who will attend the Meeting are required to submit copies of their identity Cards (*Kartu Tanda Penduduk*) or other forms of identification before entering the meeting room. Shareholders in the form of legal entity are asked to bring copies of their latest articles of association and latest composition of their Board of Directors and Board of Commissioners. Those Shareholders whose shares are deposited at the collective depository of PT Kustodian Sentral Efek Indonesia (KSEI) are required to bring a KTUR (*Konfirmasi Tertulis Untuk Rapat*) which can be obtained from the securities company or the custodian bank where the Shareholder opens their securities account.
4. Any Shareholder of the Company who cannot attend the Meeting may be represented by his/her attorney or proxy and members of the Board of Directors or the Board of Commissioners, or the employees of the Company may act as the proxy of the Shareholders of the Company at the Meeting but any votes cast by them as proxies shall not be counted during voting.
5. Forms of Power of Attorney can be obtained at :
 - Head Office of The Company
Menara Bank Mega,
Jl. Kapten Tendean 12-14A,
Jakarta 12790,
Phone (021) 7917-5000, Fax (021) 7918-7100
 - Share Registrar Office
Jl. Hayam Wuruk No. 28,
Jakarta 10120,
Phone (021) 5709009, Fax (021) 5709026, 5708914
6. All materials which will be discussed in the Meeting have been available and may be retrieved from the Company website www.bankmega.com or at any time during office hours at the Head Office of the Company, Menara Bank Mega, Jl. Kapten Tendean 12-14A, Jakarta 12790 if requested in written by the Company Shareholders.
7. To ensure the orderliness of the Meeting, the Shareholders or their certified authorized are required to be present at the venue of the Meeting at least 30 minutes before the Meeting starts.

Jakarta, February 6th, 2019
PT Bank Mega Tbk
Directors