



## CODE OF CONDUCT

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 PT BANK MEGA Tbk

The Annual General Meeting of Shareholders of PT Bank Mega Tbk (the "Company") will be held physically and electronically on Tuesday, March 31<sup>st</sup>, 2026, with due consideration to the following matters:

#### **Chairman of the Meeting:**

1. In accordance with Article 37, paragraph (1) of the Financial Services Authority Regulation No. 15/POJK.04/2020 dated April 20, 2020, concerning the Planning and Implementation of General Meetings of Shareholders of Public Companies ("POJK GMS"), and Article 15, paragraph (1) of the Company's Articles of Association, the Meeting shall be chaired by a member of the Board of Commissioners appointed by the Board of Commissioners. Therefore, based on the Decision Letter of the Board of Commissioners of PT Bank Mega Tbk No. 003/DEKOM/III/26 dated March 4<sup>th</sup> 2026, regarding the Appointment of the Chairman of the 2026 Annual General Meeting of Shareholders, Mr. Hizbullah, in his capacity as the Company's Independent Commissioner, shall act as the Chairman of the Meeting.
2. The Chairman of the Meeting has the right to request that those in attendance provide proof of their authority to attend the Meeting.

#### **Meeting Procedures:**

1. The Meeting will be conducted in the Indonesian language.
2. The Chairman of the Meeting or a designated representative will provide explanations in accordance with the Meeting agenda.
3. Shareholders may participate in the Meeting through the following mechanisms:
  - a. Attending the Meeting in person while adhering to the security and health protocols applicable at the venue.
  - b. Attending the Meeting electronically via the eASY.KSEI application provided by KSEI and watching the Meeting proceedings via a Zoom webinar on the KSEI Securities Ownership Reference Facility (AKSes.KSEI) by registering electronically from the date of the Meeting invitation until no later than 13.30 WIB on the day of the Meeting.
  - c. Being represented by another party by granting electronic proxy through the eASY.KSEI application or by submitting a proxy using the Power of Attorney form as referred to in point 5 letter a item iii.

4. For shareholders who will exercise their voting rights through the eASY.KSEI application, they may confirm their attendance or appoint a proxy and/or submit their voting choices in the eASY.KSEI application. They must consider the following matters:

- a. Registration Process

- i. Local individual shareholders who have not declared their attendance or appointed a proxy in the eASY.KSEI application by the deadline specified in point 3 letter b and wish to attend the Meeting electronically must complete their attendance registration in the eASY.KSEI application on the Meeting date until the electronic registration period is closed by the Company.
- ii. Local individual shareholders who have declared their attendance but have not submitted voting choices for at least one agenda item in the eASY.KSEI application by the deadline specified in point 3 letter b and wish to attend the Meeting electronically must complete their attendance registration in the eASY.KSEI application on the Meeting date until the electronic registration period is closed by the Company.
- iii. Shareholders who have appointed a proxy provided by the Company (Independent Representative) or an Individual Representative but have not submitted voting choices for at least one agenda item in the eASY.KSEI application by the deadline specified in point 3 letter b must have their appointed proxy register their attendance in the eASY.KSEI application on the Meeting date until the electronic registration period is closed by the Company.
- iv. Shareholders who have appointed a participant proxy/intermediary (Custodian Bank or Securities Company) and have submitted their voting choices in the eASY.KSEI application by the deadline specified in point 3 letter b must have the registered proxy representative in the eASY.KSEI application complete the attendance registration on the Meeting date until the electronic registration period is closed by the Company.
- v. Shareholders who have declared their attendance or appointed a proxy provided by the Company (Independent Representative) or an Individual Representative and have submitted voting choices for at least one or all agenda items in the eASY.KSEI application by the deadline specified in point 3 letter b do not need to complete the electronic attendance registration in the eASY.KSEI application on the Meeting date. Their shareholding will automatically be counted towards the meeting quorum, and their submitted voting choices will be automatically considered in the voting process.
- vi. Any delay or failure in the electronic registration process as mentioned in points (i) to (iv), for any reason, will result in the shareholder or their proxy being unable to attend the Meeting electronically, and their shareholding will not be counted towards the Meeting quorum.

- b. Process for Submitting Questions and/or Opinions Electronically

- i. Shareholders or their proxies are allowed 3 (three) opportunities to submit questions and/or opinions during each discussion session for each Meeting agenda item. Questions and/or opinions regarding each Meeting agenda item can be submitted in writing by shareholders or their proxies using the chat feature in the 'Electronic Opinions' column available on the E-Meeting Hall screen in the eASY.KSEI application.

Questions and/or opinions can be submitted while the Meeting status in the 'General Meeting Flow Text' column shows "Discussion started for agenda item no. [ ]".

- ii. The Company holds the authority to determine the mechanism for conducting discussions for each Meeting agenda item in writing through the E-Meeting Hall screen in the eASY.KSEI application.
- iii. Proxies attending electronically who wish to submit questions and/or opinions on behalf of shareholders during the discussion session must include the shareholder's name and share ownership amount followed by the related question or opinion.
- iv. Questions and/or opinions that can be submitted by shareholders or their proxies, and questions and/or opinions that will be answered and/or responded to by the Meeting Chair, are limited to those directly related to the agenda item currently being discussed.

c. Voting Process

- i. The electronic voting process is conducted through the eASY.KSEI application under the E-Meeting Hall menu, sub-menu Live Broadcasting.
- ii. Shareholders attending in person or represented by their proxies who have not submitted their voting choices for the Meeting agenda items as referred to in point 5 letter a item i to iii, will have the opportunity to submit their votes during the voting period through the E-Meeting Hall screen in the eASY.KSEI application when opened by the Company. When the electronic voting session for each Meeting agenda item begins, the system will automatically start a countdown for the voting period, with a maximum duration of 5 (five) minutes. During the electronic voting process, the status "Voting for agenda item no [ ] has started" will be displayed in the 'General Meeting Flow Text' column. If shareholders or their proxies do not cast their vote for a particular Meeting agenda item by the time the Meeting status changes to "Voting for agenda item no [ ] has ended," their vote will be considered Abstain for the relevant Meeting agenda item.
- iii. The voting time during the electronic voting process follows the standard time set by the eASY.KSEI application. The Company establishes a direct electronic voting policy with a maximum duration of 5 (five) minutes per agenda item in the Meeting.

d. Live Streaming of the Meeting

- i. Shareholders or their proxies who have registered in the eASY.KSEI application no later than the deadline specified in point 3 letter b can watch the ongoing Meeting via Zoom webinar by accessing the eASY.KSEI menu, the GMS Livestreaming sub-menu on the AKSes platform (<https://akses.ksei.co.id>).
- ii. The GMS Livestreaming accommodates up to 500 (five hundred) participants, with attendance determined on a first come, first served basis. Shareholders or proxies unable to access the GMS Livestreaming are still considered valid electronic attendees, and their shareholding and voting choices will be counted, as long as they are registered in the eASY.KSEI application according to the provisions in point 4 letter a item i to v.

- iii. Shareholders or their proxies who only witness the implementation of the Meeting through the AGM Broadcast but are not registered as being present electronically on the eASY.KSEI application in accordance with the provisions of point 4 letter a items i to v, the attendance of such shareholders or their proxies shall be deemed invalid and shall not be included in the calculation of the attendance quorum for the Meeting.
  - iv. For the best experience in using the eASY.KSEI application and/or the GMS Livestreaming, shareholders or proxies are advised to use the Mozilla Firefox browser.
5. Shareholders or their Proxies who attend physically must pay attention to the following matters:

a. Attendance Process

- i. Shareholders or their proxies must submit a photocopy of their Identity Card (KTP) or other valid identification before entering the Meeting room. Corporate shareholders are required to present a photocopy of the latest Articles of Association and the most recent Board of Directors structure. Shareholders whose shares are in KSEI collective custody must bring the Written Confirmation for the Meeting (KTUR), obtainable from the securities company or custodian bank where the shareholder's securities account is held.
- ii. Shareholders may authorize a proxy through a valid power of attorney letter, with the condition that members of the Board of Directors, Board of Commissioners, and employees of the Company may act as proxies, but their votes will not be counted during voting.
- iii. The power of attorney form can be downloaded from the Company's website at ([www.bankmega.com](http://www.bankmega.com)) once completed, the form must be submitted to the Company's Share Registrar, PT Datindo Entrycom, by:  
(a) Sending it to Jl. Hayam Wuruk No. 28, 2nd Floor, Central Jakarta - 10120, Phone: (021) 350 8077, Fax: (021) 350 8078, no later than Thursday, 26<sup>th</sup> March, 2026; or (b) Submitting it directly to the Share Registrar at the Meeting venue before the registration closes.
- iv. Shareholder registration will close 30 (thirty) minutes before the Meeting, at 13:30 WIB.

b. Process for Submitting Questions and/or Opinions for Shareholders Attending Physically

- i. Shareholders or their proxies will be given 3 (three) opportunities to submit questions and/or opinions during each discussion session for each agenda item of the Meeting. Requests to ask questions shall be made by raising hands, and the officer will provide a microphone to the shareholder or their proxy.
- ii. Shareholders or their proxies are invited to come forward, state their name and the number of shares owned or represented, and then personally deliver their questions or opinions.
- iii. Questions and/or opinions that may be submitted by shareholders or their proxies, and questions and/or opinions that will be answered and/or responded to by the Chairperson of the Meeting, are only those related to the agenda item currently being discussed.

c. Voting Process

- i. The Chairperson of the Meeting will request Shareholders or their proxies who cast abstain or disagree votes on the proposed resolution to raise their hands and submit their voting cards to the officer.
- ii. Shareholders or their proxies who do not raise their hands will be deemed to have approved the proposed resolution related to the agenda item being discussed. Voting cards will be distributed to eligible shareholders or their proxies (only for proxies with physical power of attorney) during registration.

6. Quorum and Decision-Making

- a. The Meeting is valid and may be held as well as entitled to make valid and binding resolutions if attended by Shareholders or their valid proxies representing more than  $\frac{1}{2}$  (one-half) of the total number of shares with valid voting rights issued by the Company, Whereas specifically for Agenda Item 6, the Meeting is valid and may be held and is entitled to make valid and binding decisions, provided that it is attended by Shareholders or their authorised representatives representing at least  $\frac{2}{3}$  (two-thirds) of the total number of shares that have been validly issued at the Meeting (in accordance with the provisions of Article 16 (1) (a) and Article 26 (1) of the Company's Articles of Association).
  - b. Resolutions of the Meeting are made based on deliberation to reach consensus. In the event that consensus is not reached, the resolution is valid if approved by more than  $\frac{1}{2}$  (one-half) of the total votes lawfully cast at the Meeting, whereas specifically for Agenda Item 6, the decision shall be valid if approved by more than  $\frac{2}{3}$  (two-thirds) of the total number of shares validly issued at the Meeting (in accordance with the provisions of Article 16 paragraph (8) letter a and Article 26 paragraph (1) of the Company's Articles of Association).
7. The Notary, assisted by the Securities Administration Bureau (BAE), will verify and count the votes for each agenda item of the Meeting during every decision-making process, including votes submitted by shareholders through eASY.KSEI as well as those submitted during the Meeting.
  8. During the Meeting, participants are required to maintain order. Therefore, participants are requested not to activate mobile phones, take pictures during the Meeting, and/or perform other actions that may disrupt the Meeting proceedings.
  9. Shareholders are expected to follow the entire discussion of the Meeting agenda until the Meeting is closed. If any Shareholder leaves the Meeting room during the voting process, they will be considered to have approved the Meeting resolution
  10. If any Shareholder arrives or the Proxy of the Shareholder submits their power of attorney after registration is closed and the attendance of Shareholders has been reported by the Securities Administration Bureau (BAE) to the Notary, even though the Meeting has not yet been opened by the Chairperson, the

Shareholder is still allowed to attend the Meeting. However, they are not permitted to ask questions, and their votes will not be counted.

11. The Company's Annual Report for the 2025 fiscal year can be obtained by downloading it from the Bank Mega website or via the QR code available at the registration desk. The Annual Report is only provided in soft copy format in line with the current digital era.

These Rules of Conduct are effective from the opening of the Meeting by the Chairperson until the closing of the Meeting by the Chairperson.

**PT Bank Mega Tbk  
Board of Directors**