



**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          | : Tuesday , March 31 <sup>st</sup> , 2026   |
| Time              | : 02.00 PM Western Indonesian Time - finished   |
| Venue             | : Auditorium Menara Bank Mega, 3 <sup>rd</sup> floor<br>Jl. Kapten Tendean 12-14A, South Jakarta  |
| Meeting Mechanism | : The Meeting will be conducted in a hybrid format (physical and electronic). Electronic participation will be conducted through the Electronic General Meeting System KSEI (eASY.KSEI) application |

With the following agenda:

1. **Approval and Ratification of the Annual Report year ended on December 31<sup>st</sup>, 2025, 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.**

*Explanation:*

Referring to the provisions: (i) Article 12 paragraph (2) letter a and letter b and Article 12 paragraph (3) of the Company's Articles of Association, (ii) Article 66 and Article 69 of Law No. 40 of 2007 regarding Limited Liability Company as amended by Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation into Law (“**Company Law**”); and (iii) Article 1 paragraph (1) of the Financial Services Authority Regulation Number 29/POJK.04/2016 concerning Annual Reports of Issuers or Public Companies, the Company will propose to the Meeting to approve the Board of Directors' Annual Report regarding the Management of the Company for the 2025 financial year, as well as the Board of Commissioners' Supervisory Report for the financial year ending on December 31<sup>st</sup>, 2025, then ratify the Financial Statements for the 2025 Fiscal Year, and provide full release and discharge of responsibility to members of the Board of Directors and Board of Commissioners for the management and supervision carried out during the 2025 financial year as long as these actions are reflected in the Financial Statements.

2. **The determination for the distribution of the Company's net profit for the financial year ended on December 31<sup>st</sup>, 2025.**

*Explanation:*

Referring to the provisions: (i) Article 12 paragraph (2) letter c of the Company's Articles of Association and (ii) Article 71 paragraph (1) of Company Law, the Company will propose to the Meeting to obtain approval for the use of the Company's net profit for the 2025 financial year to be set aside as a reserve fund to comply with the provisions of Article 70 UUPT, to be distributed as cash dividends and to give

authority to the Board of Directors to determine the schedule and procedure for paying dividends in accordance with applicable regulations and recorded the remaining net profit of the Company for the 2025 financial year as retained earnings.

**3. Board of Directors Business Plan Report Year 2026 and Sustainable Finance Action Plan Report.**

**Explanation:**

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 as well as for Reporting on the Sustainable Finance Action Plan to comply with Article 6 of the Financial Services Authority Regulation Number 51/POJK.03/2017 concerning Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies.

For this agenda, no decision was made at the Meeting because it was only a notification to the Company's Shareholders regarding the Company's 2026 Work Plan and the Company's Sustainable Finance Action Plan for 2026.

**4. Appointment of the Public Accountant Office to audit the Company's Annual Report for the 2026 financial year.**

**Explanation:**

Referring to the provisions: (i) Article 12 paragraph (2) letter d of the Company's Articles of Association; (ii) Article 3 of the Financial Services Authority Regulation of the Republic of Indonesia Number 9 of 2023 concerning the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities; and (iii) Article 59 Regulation of the Financial Services Authority Number 15/POJK.04/2020 concerning Plans and Implementation of General Meetings of Shareholders of public companies, The Company will propose to the Meeting to grant authority and power of attorney to the Board of Commissioners and with due regard to recommendations of the Audit Committee, to appoint a Public Accounting Firm registered with the Financial Services Authority, which will conduct an audit of the Company's finances in fiscal year 2026.

**5. Approval of Bonus Share Distribution originating from Additional Paid-in Capital (Share Premium).**

**Explanation:**

In connection with the plan to distribute Bonus Shares originating from Additional Paid-in Capital (Share Premium) as of 31 December 2025 to Shareholders and to comply with the provisions of Financial Services Authority Regulation Number 27/POJK.04/2020 concerning Bonus Shares. The Company will propose to the Meeting to obtain approval for the distribution of Bonus Shares, where the value of Additional Paid-in Capital, the Bonus Share Distribution Ratio, the basis for determining the price, and an explanation of taxation have been included in the Company's Information Disclosure published on February 20<sup>th</sup>, 2026.

**6. Amendments to the Articles of Association.**

**Explanation:**

Amendments to several provisions in the Company's Articles of Association as follows:

- a. Amendment to Article 3 of the Company's Articles of Association, in order to adjust the naming of the Standard Industrial Classification (KBLI) 2025;
- b. Amendment to Article 4 paragraph 2 of the Company's Articles of Association, in connection with the distribution of Bonus Shares originating from the capitalisation of Additional Paid-in Capital (Share Premium); and

- c. Amendment to Article 17 and Article 20 regarding the provisions on the resignation of members of the Board of Directors and members of the Board of Commissioners.

The Company will propose to the Meeting to approve the amendment to Article 3 in order to adjust the naming of KBLI 2025 by granting authority to the Company's Board of Directors, Article 4 paragraph (2) regarding the implementation of bonus share distribution originating from the capitalisation of Additional Paid-in Capital (Share Premium) and Articles 17 and 20 of the Company's Articles of Association regarding the provisions on the resignation of members of the Board of Directors and Board of Commissioners.

## **7. Changes of the Structure of the Company's Management.**

### Explanation:

This agenda item needs to be discussed at the Meeting in connection with a proposal from PT Mega Corpora, as the majority shareholder of the Company, to change the composition of the Company's management. The Company will propose to the Meeting to approve changes to the composition of the Company's management.

## **8. The determination of honorarium and other allowances for Board of Commissioners and Board of Directors for Year 2026, as well as the Division of Duties and Authorities of the Board of Directors.**

### Explanation:

Referring to the provisions: 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 as well as Article 96 and Article 113 UUPT, the Company will propose to the Meeting to determine the amount of net honorarium for all members of the Board of Commissioners for 2026 and give power and authority to the Company's Board of Commissioners to determine the distribution and other allowances for each member of the Board of Commissioners, which applies until otherwise decided at the next Annual General Meeting of Shareholders and grants power and authority to the Board of Commissioners for and on behalf of the Meeting to determine the salary and other benefits for each member of the Company's Board of Directors for 2026.

## **9. Approval on the Update to the Company's Recovery Plan Update.**

### Explanation:

Pursuant to Article 43 of the Indonesian Financial Services Authority Regulation Number 5 of 2024 concerning the Determination of Supervision Status and Handling of Commercial Bank Issues ("POJK 5/2024"), banks are required to update their Recovery Action Plans periodically at least once a year. Updates to the Recovery Action Plan that contain changes to: (a) trigger levels; (b) recovery options; and/or (c) the adequacy and suitability of deposits and/or debt instruments or investments with capital characteristics owned by the Bank, must obtain shareholder approval at the General Meeting of Shareholders.

The Company will propose to the Meeting to approve the update of the Recovery Action Plan that has been prepared in the 2025 Recovery Action Plan document that the Company has submitted to the Financial Services Authority. The update to the Recovery Action Plan in question involves making changes to capital indicators, particularly the KPMM trigger level, and adding Alternative Recovery Options to the Liquidity indicator.

## Presence and Decision Quorum Explanation:

1. Meetings are legitimate and can be held and are entitled to make legal and binding decisions, if attended by Shareholders or their lawful proxies representing more than  $\frac{1}{2}$  (one half) of the total shares with valid voting rights has been 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 authorized 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).
2. Meeting decisions are taken based on deliberation to reach a consensus. In the event that decisions based on deliberation to reach a consensus are not reached, decisions are valid if approved by more than  $\frac{1}{2}$  (one half) of the number of votes legally 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).

## Notes:

1. This invitation is valid as an invitation to the Meeting which will be officially held electronically to the Company's Shareholders, so that the Company's Directors do not send separate invitations to the Company's Shareholders.
2. Shareholders who are entitled to attend the Meeting are the Company's Shareholders whose names are registered in the Company's Register of Shareholders (DPS) and/or the Company's shareholder in the securities sub-account at PT Kustodian Sentral Efek Indonesia ("KSEI") at the closing of Share Trading in Indonesia Stock Exchange on Friday, March 6<sup>th</sup>, 2026, at 16.00 Western Indonesian Time (WIB).
3. Participation of Shareholders in the Meeting, can be done with the following mechanism:
  - a. attend the Meeting physically;
  - b. attend the Meeting electronically through the eASY.KSEI application provided by KSEI. Shareholders may declare their attendance electronically or by electronic proxy (e-proxy) and vote electronically in the eASY application. KSEI is from the date of this Meeting Notice until Monday, 30<sup>th</sup> March 2026, at 12:00 p.m. WIB; or
  - c. represented by other parties by granting a power of attorney electronically through the eASY.KSEI application or a granting power of attorney using the Power of Attorney form as referred to in point 5 letter a point iii.
4. The Company since the date of this Notice has provided materials for the Meeting Agenda for each Meeting Agenda which can be downloaded via the Company's website [www.bankmega.com](http://www.bankmega.com).
5. The Company's Shareholders or Shareholders' proxies who will attend the Meeting electronically through the eASY.KSEI application must pay attention to the following matters:
  - a. Registration Process
    - i. Individual local shareholders who have not submitted their attendance declaration or proxy in the eASY.KSEI application by the deadline stated in point 3 letter b and wish to attend the Meeting electronically must register their attendance in the eASY.KSEI application on the date of the Meeting until the electronic Meeting registration period is closed by the Company.
    - ii. Individual local shareholders who have submitted their attendance declaration but have not provided voting choices for at least 1 (one)

Meeting agenda item in the eASY.KSEI application by the deadline stated in point 3 letter b and wish to attend the Meeting electronically must register their attendance in the eASY.KSEI application on the date of the Meeting until the electronic Meeting registration period is closed by the Company.

- iii. Shareholders who have granted power of attorney to the proxies provided by the Company (Independent Representative) or Individual Representative but have not provided voting choices for at least 1 (one) Meeting agenda item in the eASY.KSEI application by the deadline stated in point 3 letter b, must ensure that the proxy representing the shareholder registers their attendance in the eASY.KSEI application on the date of the Meeting until the electronic Meeting registration period is closed by the Company.
  - iv. Shareholders who have granted power of attorney to participant proxies/Intermediaries (Custodian Bank or Securities Company) and have provided voting choices in the eASY.KSEI application by the deadline stated in point 3 letter b, must ensure that the registered representative of the proxy performs the attendance registration in the eASY.KSEI application on the date of the Meeting until the electronic Meeting registration period is closed by the Company.
  - v. Shareholders who have submitted their attendance declaration or granted power of attorney to the proxies provided by the Company (Independent Representative) or Individual Representative and have provided voting choices for at least 1 (one) or all Meeting agenda items in the eASY.KSEI application by the deadline stated in point 3 letter b, are not required to perform electronic attendance registration in the eASY.KSEI application on the date of the Meeting. The share ownership will automatically be counted as part of the attendance quorum, and the submitted voting choices will automatically be counted in the Meeting's voting process.
  - vi. Any delay or failure in the electronic registration process as referred to in points i until iv for any reason will result in the shareholder or their proxy being unable to attend the Meeting electronically, and their share ownership will not be counted as part of the attendance quorum in the Meeting.
- b. Process of 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 5 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 5 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.
6. The Company's Shareholders or the Company's Shareholders' proxies who will attend the Meeting physically, pay attention to the following provisions:
- 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. Procedure 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.
7. The Notary, assisted by the the Share Registrar (BAE), will verify and count the votes for each agenda item during the decision-making process at the Meeting, including votes submitted by shareholders through eASY.KSEI and those conveyed directly at the Meeting.
  8. If shareholders are unable to access the KSEI system (eASY.KSEI) via the link <https://akses.ksei.co.id/>, they can download the power of attorney form from the Company's website at [www.bankmega.com](http://www.bankmega.com) to authorize a proxy and cast their votes at the Meeting.
  9. Shareholders who have granted power of attorney as mentioned in point 8 may submit questions regarding the agenda items via email to the Company at [corsec@bankmega.com](mailto:corsec@bankmega.com) with a copy to [DM@datindo.com](mailto:DM@datindo.com) and The proxy will convey the questions during the Meeting, and the Notary will record them in the Minutes of Meeting. Responses to the questions will be sent via email to the respective shareholders no later than 3 (three) business days after the Meeting.

Jakarta, March 9<sup>th</sup>, 2026

PT Bank Mega Tbk  
Board of Directors