

**INVITATION OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS)
PT Bank Mestika Dharma, Tbk. (Perseroan)**

PT Bank Mestika Dharma Tbk hereby invites all the company's shareholders to attend AGMS which will be held on:

Day/Date : Thursday/ May 9th 2019
Time : 10.00 am till finish
Venue : Cypress Ballroom Grand Aston City Hall
1 Balai Kota street, Medan

Meeting Agenda :

1. Approval of board of director's annual report and ratification company's financial report for financial year ended on December 31st, 2018

Explanation:

The meeting agenda's proposal refer to article 12 paragraphs 3 the articles of association of the company. Ask for an approval for board of director's annual report and ratification 2018 company's financial report who's been audited by public accountant and gives full acquittal and fully discharges the responsibility to the board of directors and the board of commissioners for management and supervision as long as those action reflected on annual report and financial report.

2. Determination of the company's profit distribution for the financial year ended on December 31st 2018

Explanation:

The meeting agenda's proposal refer to article 23 the articles of association of the company. Ask for shareholder's approval for the plan to distribute the dividend, the provision of power and authority to the board of directors in order to regulate the procedure and the implementation the payment of cash dividend also the determining the use of the rest of profit's company.

3. Presentation of company's 2019 business plan and sustainable financial action plan by the Board of Directors.

Explanation:

Presentation of company's 2019 business plan refer to article 12 paragraphs 2 d the articles of association of the company ; presenting the company's business plan about business development in 2019, meanwhile presentation of sustainable financial action plan refer to POJK No. 51/POJK.03/2017 article 6 paragraphs 1. In this agenda no decision will taken.

4. Granting the authority to the Board of Commissioners to choose an Independent Public Accountant to audit the company's financial report for the financial year ended on December 31st 2019, and granting the authority to the Board of Directors to determine the honorarium of the chosen public accountant.

Explanation:

The meeting agenda's proposal refer to article 12 paragraphs 2 c the articles of association of the company and regulation of the financial services authority 10/POJK.04/2017. Ask for an approval to determine the public accountant who appointed to audit company's financial report for the financial year ended on December 31st, 2019.

5. Corporate action's approval which is buyback of company's shares.

Explanation:

The meeting agenda's proposal refer to regulation of the financial services authority 45/POJK.03/2015 and 40/SEOJK.03/2016 about the implementation of corporate governance for remuneration's distributions for commercial bank, 30/POJK.04/2017 about the buyback share of public company. Ask for approval to buying back the company's shares to obeying the rules above.

6. Determination of the remuneration (salary and other bonuses) as well as the tantiem of the Board of Directors and the Board of Commissioners.

Explanation:

The meeting agenda's proposal refer to article 12 paragraphs 2 d the articles of association of the company. Ask for an approval to determine the amount of salary and others remuneration also tantiem of board of commissioners also granting the provision of power and authority to the board of commissioners to determine the salary, tantiem/bonuses and others remuneration for each of member board of directors.

General Provisions:

1. Company did not submit a private letter of invitation to the shareholders. This notice is an official invitation,
2. Shareholders who are entitled to be present or represented in AGMS are shareholders which their names listed on the list of the company shareholders on April 16th 2019 at 16.00 pm,
 - a. Shareholders who are unable to attend can be represented by the proxy by submitting a valid Power of Attorney form which is determined by the Board of Directors of the company, with the provisions that the member of the Board of Directors, member of the Board of Commissioners, and employees of the company may act as the proxy at the meeting but their votes were not be counted as the proxy voting,
 - b. Completed Power of Attorney must been received by the company through the Bureau of Securities, PT Raya Saham Registra located at Sudirman street, Plaza Central 2nd floor no later than May 6th ,2019.
3. Shareholders or their proxies who attend the meeting are requested to submit a copy of Identity Card or valid passport or meeting written confirmation (KTUR). Shareholders who are legal entities are required to bring copy of their company's latest articles of associations and the amendment also the latest structure of the governing board,
4. Relate material to meeting's agenda could access on the site of company's website and retrieve the company during operational hours, starts form April 18th 2019 until the date of May 9th ,2019.
5. To ease the registration's process, and ensure the orderly arrangement of the meeting, shareholders or their proxies are required to be present in the venue 30 minutes before the meeting begins.

Medan, April 18th, 2019
PT Bank Mestika Dharma, Tbk.
Board of Directors