

**INVITATION  
FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS &  
ANNUAL GENERAL MEETING OF SHAREHOLDERS ("Meeting")  
PT Bank Mestika Dharma, Tbk. ("Company")**

The Company hereby invites the Shareholders of the Company to attend the Meeting which will be held at:

Day / Date : Tuesday/August 18<sup>th</sup> 2020.  
Time : 10:00 a.m. - finish.  
Place : Florida Meeting Room - JW Marriott Hotel  
JL. Putri Hijau No.10, Medan - Sumatera Utara  
Agenda :

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.**

- 1) Approval for reappointment of the composition of the Company's Board of Directors and Board of Commissioners.

Explanation:

*The proposed agenda item refers to the articles of association of the Company article 16 paragraph 2 and article 19 paragraph 5 that members of the Board of Directors and the Board of Commissioners whose term of service expires can be reappointed in accordance with the General Meeting of Shareholders decision. This agenda requested the approval of shareholders on the reappointment of the composition of the Company's Directors and Board of Commissioners.*

- 2) Renewal the Company's articles of association.

Explanation:

*Renewal the Company's article of association related to Business Permit through OSS (Online Submission Single) refers to Government Regulation No 28/2018.*

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- 1) Approval of the Annual Report of the Board of Directors and ratification of the Company's Financial Statements for the fiscal year ending on December 31<sup>th</sup>, 2019.

Explanation:

*The proposed agenda item refers to article 12 paragraph 3 of the Company's articles of association. Request approval of the Directors' Annual Report in the fiscal year of the Company in 2019 and ratification of the 2019 Financial Statements audited by a public accountant and provide full repayment and release of responsibility to the Directors and the Board of Commissioners for their management and supervision as long as these actions are reflected in annual reports and financial reports.*

- 2) Determination of the use of the Company's profits for the fiscal year ending in December 31<sup>th</sup>, 2019.

Explanation:

*The proposed agenda item refers to article 23 of the Company's articles of association. Request the approval of shareholders of the plan to determine the use of the Company's remaining profits.*

- 3) Granting authority to the Company's Board of Commissioners to appoint an Independent Public Accountant to audit the Company's financial statements for the fiscal year ending December 31<sup>th</sup>, 2020 and to authorize the Company's Directors to determine the honorarium of the Public Accountant to be appointed.

Explanation:

*The proposed agenda refers to Article 12 paragraph 2 c of the Company's articles of association and POJK number 10 / POJK.04 / 2017. Request approval to establish a Public Accounting Firm and a Public Accountant appointed to audit the Company's financial statements that end on December 31, 2020.*

4) Determination of Remuneration (Salary and Other Benefits) and Tantiem for Directors and Board of Commissioners.

Explanation:

*The proposed agenda refers to article 12 paragraph 2 d of the Company's articles of association. Request approval to determine the remuneration of salaries and other benefits as well as the bonus of the Board of Commissioners and give authority and power to the Board of Commissioners to determine the salary, bonus / bonus and other benefits for each member of the Board of Directors of the Company.*

5) Approval for Granting Variable Remuneration.

Explanation:

*The proposed agenda item refers to POJK number 45 / POJK.03 / 2015 concerning Application of Governance in Granting Remuneration for Commercial Banks and SEOJK number 40 / SEOJK.03 / 2016 concerning Application of Governance in Providing Remuneration for Commercial Banks and POJK number 30 / POJK.04 / 2017 concerning repurchase of share Issued by a Public Company. Request approval to repurchase the Company's shares in order to comply with the Application of Governance in the Provision of Remuneration for Commercial Banks and determine the procedure for transferring shares to material risk takers.*

6) Presentation of Bank's Business Plan and Sustainable Financial Action Plan by the Board of Directors (in this agenda, would not take any decision)

Explanation:

*Presentation of the bank's business plan refers to article 12 paragraph 2 d of the Company's articles of association namely submitting the bank's business plan related to the bank's business development strategy in 2020 and presentation of the Company's sustainable financial action plan refers to POJK number 51 / POJK.03 / 2017 article 6 paragraph 1. Explanation of changes in the Company's vision and mission related to Sustainable Financial Action.*

**General Provisions:**

1. The Company does not send separate invitation letters to shareholders. This invitation is an official invitation.
2. Shareholders who are entitled to attend the Meeting are shareholders whose names are registered in the List of Shareholders of the Company at the Indonesian Central Securities Depository on 24 July 2020 at 16.00 WIB.
3. Considering the condition of the Covid-19 pandemic that hit Indonesia, the Company will limit the physical presence of shareholders in the Meeting. Shareholders can provide authorization to an Independent party namely the Securities Administration Bureau, PT Raya Saham Registra.

The mechanism of authorization by shareholders can be done in 2 (two) ways, namely:

▪ Electronic authorization.

PT Indonesian Central Securities Depository (KSEI) is the manager of the eASY ("e-Proxy") system which can be accessed through the link [www.ksei.co.id](http://www.ksei.co.id)

The company has appointed Mrs. Mia Sari from PT Raya Saham Registra as an independent attorney. In providing electronic power of authorization, members of the Board of Directors, Board of Commissioners and Employees of the Company are prohibited from acting as attorneys in the Meeting.

This electronic authorization must have been received by the Securities Administration Bureau, PT Raya Saham Registra which is located at Jl Sudirman, Plaza Central 2nd floor no later than August 14, 2020 at 12.00 WIB

▪ Non-electronic authorization.

Shareholders who are unable to attend can be represented by their attorneys by submitting a valid Power of Attorney as determined by the Company.

Shareholders may appoint members of the Board of Directors, Board of Commissioners and Employees of the Company as recipients of the power of attorney in the Meeting, but the votes they cast as power of attorney are not counted in the vote.

The original power of attorney that has been completed must have been received by the Company through the Securities Administration Bureau, PT Raya Saham Registra which is located at Jl Sudirman, Plaza Central 2nd floor no later than August 14, 2020 at 16.00 WIB.

4. Shareholders or their proxies who attend the Meeting are requested to submit a photocopy of the Identity Card (KTP) / valid passport / Written Confirmation for the Meeting (KTUR). Shareholders in the form of a Legal Entity are required to submit a photocopy of the Articles of Association and their amendments and the composition of the latest management.
5. The power of attorney form and materials related to the agenda of the meeting can be accessed on the Company's website [www.bankmestika.co.id](http://www.bankmestika.co.id) or can send an email to [corsec@bankmestika.co.id](mailto:corsec@bankmestika.co.id)
6. For shareholders or proxies are required to follow and comply with the health protocol for the distribution of the Covid-19 pandemic. If the shareholders or proxies do not pass the health protocol, they are required to provide power of attorney.
7. To facilitate the arrangement and orderly conduct of the Meeting, the Shareholders or their Proxies are requested to be in place 30 minutes before the Meeting begins.

Medan, July 27<sup>th</sup> 2020

**Directors of  
PT Bank Mestika Dharma, Tbk.**