

**INVITATION  
FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS &  
EXTRAORDINARY 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 : Thursday/June 3<sup>rd</sup> 2021.  
Time : 09:00 am - finish.  
Place : Cypress Room – Grand Aston City Hall  
JL. Balai Kota No.1, Medan - Sumatera Utara  
Agenda :

**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>, 2020.

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 2020 and ratification of the 2020 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>, 2020.

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 distribute the dividend, granting power of attorney and authority to the Board of Directors of the Company to regulate the procedure and implementation of cash dividend payments and 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>, 2021 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, 2021.*

- 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.*

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.**

1) Renewal the Company's articles of association.

Explanation:

*Adjustment of the Company's articles of association to 3 (three) Regulations of the Financial Services Authority and improvement of the Company's Articles of Association in accordance with other regulations governing Financial Services Institutions, Issuers and Public Companies.*

*The latest 3 (three) POJK are adjusted, namely:*

- *POJK Number 15/POJK.04/2020 concerning Planning and Organizing the GMS of a Public Company*
- *POJK Number 16/POJK.04/2020 concerning Implementation of Electronic General Meeting of Shareholders of Public Companies*
- *POJK Number 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities as well as matters related to legislation adjust the principles of good corporate governance.*

**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 May 10, 2021 at 16.00 WIB.
3. Considering the condition of the Covid-19 pandemic that hit Indonesia, the Company urges shareholders who are entitled to attend the meeting to participate in electronically giving power to independent parties, 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. Ni Putu Erawati, SP 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 June 2, 2021 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 June 2, 2021 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, materials related to the agenda of the meeting and health declaration formats 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, May 11<sup>th</sup> 2021

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