

**Explanation of Agenda
Annual General Meeting of Shareholders &
Extraordinary General Meeting of Shareholders
PT Bank Mestika Dharma, Tbk.**

Thursday, June 19th, 2025; 08.40 am – JW Marriott Hotel, Medan

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 31st, 2024**

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 2024 and ratification of the 2024 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 on December 31st, 2024**

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 31st, 2025 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 31st, 2025.

- 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 of Shares Buyback for Fulfillment of 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 29 / POJK.04 / 2023 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. Approval of the Company's Resolution Plan

Explanation:

This proposed agenda item refers to the Deposit Insurance Corporation Regulation No. 2 of 2024 concerning the Resolution Plan for Commercial Banks.

7. Approval of the Company's Recovery Action Plan

Explanation:

The proposed agenda refers to POJK No. 5 of 2024 concerning Determination of Supervision Status and Handling of Commercial Bank Problems.

8. Presentation of the Bank's Business Plan and Sustainable Finance 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 2025 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. Approval of the reappointment of the composition of the members of the Board of Directors and changes to the composition of the members of the Board of Commissioners of the Company .

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.