

Explanation of Events
Annual General Meeting of Shareholders
PT Bank Mestika Dharma, Tbk.

Monday, May 27 th, 2024; 08.40 am – Cypress Room Grand City Hall Hotel, Medan

1. Approval of the Board of Directors' Annual Report and ratification of the Company's Financial Statements for the financial year ending December 31, 2023

Explanation:

The proposed agenda refers to article 12 paragraph 3 of the Company's articles of association. Request approval for the ratification of the Board of Directors' Annual Report in the course of the Company in the 2023 financial year and the ratification of the 2023 Financial Statement which has been audited by a public accountant and to provide full release and release of responsibility to the Board of Directors and Board of Commissioners for management and supervision as long as these actions are reflected in the annual report and financial statements.

2. Determination of the use of the Company's profits for the financial year ending on December 31, 2023

Explanation:

The proposed agenda refers to article 23 of the Company's articles of association. Requesting shareholder approval for the dividend distribution plan, granting power and authority to the Company's Board of Directors to regulate the procedures and implementation of cash dividend payments and determine the use of the Company's remaining profits

3. Granting authority to the Board of Commissioners of the Company to appoint an Independent Public Accountant to audit the financial statements of the Company for the financial year ending on December 31, 2024 as well as granting authority to the Board of Directors of the Company 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 Public Accountant appointed to audit the Company's financial statements ending on December 31, 2024.

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

Explanation:

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

5. Approval of Shares Buyback for Fulfillment of Variable Remunerations.

Explanation:

The proposed agenda refers to POJK number 45/POJK.03/2015 concerning Implementation of Governance in Providing Remuneration for Commercial Banks and SEOJK number 40/SEOJK.03/2016 concerning Implementation of Governance in Providing Remuneration for Commercial Banks and POJK number 30/POJK.04/2017 regarding Shares Buyback Issued by Public Companies. Request approval to repurchase the Company's shares in order to implement Good Corporate Governance in the Provision of Remuneration for Commercial Banks as well as determine the established procedures for material risk takers.

6. Presentation of the Bank's Business Plan and Sustainable Finance Action Plan by the Board of Directors (no decision was made in this agenda)

Explanation:

The submission of this bank 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 2024 and Submission of the Company's sustainable financial action plan refers to POJK number 51/POJK.03/2017 article 6 paragraph 1.