

DISCLOSURE OF INFORMATION

In order to comply with the provisions in the Financial Services Authority Regulation No.29 / POJK.04 / 2023 in connection with the Company's plan to repurchase Company shares related to the granting of Variable Remuneration to the Directors, Board of Commissioners and Material Risk Takers (MRT)



**PT Bank Mestika Dharma, Tbk.
(Company)**

Head Office

Jl. H. Zainul Arifin No. 118, Medan

Phone: +6261 4525800 Fax: +6261 4527324

Email: corsec@bankmestika.co.id

Homepage: www.bankmestika.co.id

Mestikacall: 14083

INFORMATION TO SHAREHOLDERS IN CONNECTION WITH THE COMPANY'S PLAN TO REPURCHASE COMPANY'S SHARES TO PROVIDE VARIABLES REMUNERATION FOR THE BOARD OF DIRECTORS, THE BOARD OF COMMISSIONERS AND MATERIALS OF RISK TAKERS (MRT)

The Company plans to repurchase the Company's shares that have been issued and listed on the Indonesia Stock Exchange which will be used for the implementation of Variable Remuneration for Directors, Board of Commissioners (specifically for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT), with funds allocated as much as **Rp 554.745.341,-** (*five hundred fifty four million seven hundred forty five thousand three hundred and forty one rupiah*) which will be carried out both simultaneously and in stages starting from **May 28, 2024 - November 27, 2025** The execution of the share purchase transaction will be carried out based on the consideration of the company's directors, through the Indonesia Stock Exchange, and with reference to:

1. Regulation of the Financial Services Authority (POJK) Number 45 / POJK.03 / 2015 dated December 23, 2015 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks;
2. Financial Services Authority Circular Letter (SEOJK) Number 40 / SEOJK.03 / 2016 dated September 26, 2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks;
3. Financial Services Authority Regulation (POJK) Number 29 / POJK.04 / 2023 dated December 29, 2023 concerning Buyback of Shares Issued by a Public Company.

The General Meeting of Shareholders to approve the Implementation of repurchase shares in the context of Providing Variable Remuneration to the Directors, Board of Commissioners (specifically for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT) will be held on **May 27, 2024** in Medan , North Sumatra.

ESTIMATED TIME SCHEDULE FOR SHARES REPURCHASE		
1.	Notification to Financial Services Authority (OJK), Indonesia Stock Exchange (BEI).	April 03, 2024
2.	Announcement of Information Disclosure of Share Repurchase Plans through newspapers and the Indonesia Stock Exchange (BEI) website and the Company's website www.bankmestika.co.id	April 18, 2024
3.	Period of share repurchase	May 28, 2024 - November 27, 2025

**ESTIMATED COST OF SHARES REPURCHASE AND
ESTIMATED NUMBER OF ALL SHARES NOMINAL VALUES THAT WILL BE REPURCHASED**

The cost of shares repurchase in the context of the granting of variable remuneration to the Directors, the Board of Commissioners (specifically for the President Commissioner and Affiliated Commissioners) and Material Risk Takers (MRT) comes from bonuses and / or bonuses in 2022 totalling as **Rp 554.745.341,-** (*five hundred fifty four million seven hundred forty five thousand three hundred and forty one rupiah*)

**DESCRIPTION, CONSIDERATIONS AND REASONS
REPURCHASE OF THE COMPANY'S SHARES**

Referring to the provisions in the Financial Services Authority Regulation No. 45 / POJK.03 / 2015 dated 23 December 2015 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks (hereinafter referred to as POJK Number 45/2015), and Circular letter of the Financial Services Authority (SEOJK) Number 40 / SEOJK.03 / 2016 dated 26 September 2016 concerning the Implementation of Governance in the Provision of Remuneration for Commercial Banks (hereinafter referred to as SEOJK Number 40/2016), Banks may establish remuneration policies that are permanent and variable in nature that pay attention to performance and risk and determine measurement methods according to the scale and complexity of the bank's business activities .

The Company has determined Variable Remuneration that will be applied for approval of the Company's General Meeting of Shareholders to provide variable remuneration in the form of:

1. Cash; and / or
2. Stock.

In connection with this, the Company has prepared a Policy on the Granting of Variable Remuneration to the Directors, Board of Commissioners (specifically for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT).

Share allocation in the granting of variable remuneration will be carried out with due regard to:

1. Approval of the General Meeting of Shareholders related to Variable Remuneration in the form of Shares.
2. Approval of General Meeting of Shareholders for the purpose of repurchasing shares that have been issued by the Company.
3. Shares repurchases have been carried out by the Company in accordance with applicable regulations and with amounts that can be allocated in the Granting of Remuneration Variable to Directors, Board of

Commissioners (specifically for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT).

4. The results of the calculation of the Remuneration Committee which has been approved in the Meeting of the Directors and Board of Commissioners
5. The implementation of share allocation refers to POJK Number 45/2015 and SEOJK 40/2016 and takes into account the implementation of Good Corporate Governance within the Company.

Requirements for Granting Variable Remuneration in the form of shares to Directors, Board of Commissioners (specifically for Affiliated Presidents and Commissioners) and Material Risk Takers (MRT):

1. The suspension period

For the granting of variable remuneration in the form of shares in 2023 is suspended with a period of at least 3 (three) years, but can be disbursed every year proportionally.

During the suspension period, the Directors, the Board of Commissioners (especially for the President Commissioner and Affiliated Commissioners) and Material Risk Takers (MRT) have not been able to transfer and / or conduct overall stock transactions obtained in 2023 either through the stock exchange or outside the stock exchange.

2. Supervision

Supervision of Variable Remuneration in the form of shares in 2023 will be carried out by the Directors and will be reported to the General Meeting of Shareholders of the Company for the implementation of the program.

ESTIMATION OF DECREASED REVENUE OF THE COMPANY AS A RESULT OF SHARE REPURCHASE AND IMPACT OF THE COST OF THE COMPANY AND PRO FORMA EARNINGS PER SHARE PLAN AFTER THE COMPANY'S SHARES REPURCHASE HELD BY CONSIDERING DECREASED REVENUE

There was no decrease in the Company's revenue due to the purchase of shares using funds from bonuses and / or deferred bonuses after obtaining approval from the General Meeting of Shareholders.

Posts	Before shares repurchase	Impact	After shares repurchase
Total Asset	16.108.090	-555	16.107.535
Equity	4.964.807	-555	4.964.252
Current period earnings	86.327	-555	85.772
Earnings per share in rupiah	21,44	-0.14	21,30
Return on Asset	2,73%	-0.01%	2,72%
Return on Equity	7,03%	-0.05%	6,98%

in million rupiah

LIMITATION OF STOCK PRICE IN ORDER TO REPURCHASE THE SHARES OF THE COMPANY

Share Repurchase of the Company will be done at a lower price or the same as the offer price that occurred the previous day.

LIMITATION OF TIME FOR IMPLEMENTING THE REPURCHASE OF SHARES OF THE COMPANY

Shares Repurchase of the Company will be carried out over a period of 18 (eighteen) months, starting from May 28, 2024 - November 27, 2025.

METHODS THAT WILL BE IMPLEMENTED TO REPURCHASE SHARES OF THE COMPANY

The company will appoint one stock exchange member to repurchase shares by taking into account the applicable laws and regulations.

1. Shares repurchased is done through trading on the Indonesia Stock Exchange.
2. The purchase will be made at a lower price or the same as the closing price of the previous trade.
3. Parties as follows:
Directors, Board of Commissioners (especially for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT).

ANALYSIS AND DISCUSSION OF MANAGEMENT CONCERNING THE EFFECT OF SHARES REPURCHASE TO BUSINESS ACTIVITIES AND GROWTH OF THE COMPANY IN THE FUTURE

In terms of compliance with regulations and the application of good governance related to Financial Services Authority Regulation No. 45 / POJK.03 / 2015 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks and SEOJK No. 40 / SEOJK.03 / 2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks, the Company will repurchase its shares in compliance with the above mentioned regulations.

This share repurchase does not affect the Company's balance sheet because the funds used are remuneration that is set aside and deferred by the Company, so that proportional distribution can be made by transferring the funds in the form of shares to the Board of Directors, the Board of Commissioners (especially for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT),

The company will announce the plan to transfer shares as a form of variable remuneration through the Indonesia Stock Exchange website and the Company's website www.bankmestika.co.id no later than 14 (fourteen) days prior to the transfer of shares.

Procedure for transferring shares to Directors, Board of Commissioners (especially for Affiliated Presidents and Commissioners) and Material Risk Takers (MRT), refers to regulations that regulate that cannot be used to cast votes in the General Meeting of Shareholders and are not taken into account in determining the amount the quorum that must be achieved in accordance with the applicable laws and regulations, in addition to that the shares are not entitled to receive dividends.

The Company's Board of Directors will report the realization of the shares repurchase and the results of the transfer of shares in the Granting of Variable Remuneration to the MRT in the Annual General Meeting of Shareholders held by the Company during the period of the share repurchase.

With the implementation of Variable Remuneration for Directors, Board of Commissioners (especially for President Commissioners and Affiliated Commissioners) and Material Risk Takers (MRT), the company has fulfilled the Financial Services Authority (OJK) provisions and at the same time is expected to have a positive impact on the Company's growth in the future.

ADDITIONAL INFORMATION

Shareholders who need additional information may contact us during business hours at:

Corporate Secretary
Jl. H. Zainul Arifin No. 118, Medan – North Sumatera
Telephone : +6261 4525800 Fax : +6261 4527324
Email : corsec@bankmestika.co.id