



**NOTICE  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
PT BANK MNC INTERNASIONAL Tbk.  
("The Company")**

The Board of Directors of the Company hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (the "**Meeting**"), which shall be held on:

Day/Date	: Thursday, May 31, 2018
Venue	: iNews Building, 3rd Floor Jl. Kebon Sirih no.17-19 Jakarta, 10340
Time	: 10.00 Western Indonesia Time (WIB) - finished

With the following agenda:

**A. The Annual General Meeting of Shareholders ("AGMS"):**

1. The Annual Report of the Board of Directors and the Supervisory Report of the Board of Commissioners for the financial year ended December 31, 2017.
2. Approval and ratification of the Company's Financial Report for the financial year ended December 31, 2017, and the granting release and discharge the responsibility of all members of the Board of Commissioners and the Board of Directors of the Company for their supervision and management during the financial year ended December 31, 2017 (*acquitt et de charge*).
3. Appointment of the Registered Public Accountant to audit the Company's books for the financial year ended December 31, 2018.
4. Approval of changes in the Company's board composition.

Explanation of the agenda of the AGMS :

1. The 1<sup>st</sup> agenda to the 3<sup>rd</sup> agenda of the AGMS are routine agenda of the AGMS of the Company to comply with the provisions of Articles of Association of the Company and Law no.40 Year 2007 regarding Limited Liability Company.
2. The 4<sup>th</sup> agenda of the AGMS, the Company shall propose the change of the management's composition with adherence to its Article of Association and Indonesia Financial Services Authority Regulation (POJK) no.33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Public or Listed Company.

**B. Extraordinary General Meeting of Shareholders ("EGMS"):**

1. Reaffirmation of authority and power of attorney to the Board of Directors of the Company with the approval of the Board of Commissioners concerning the execution of Series III Warrants issued by the Company.
2. Reaffirmation of authority and power of attorney to the Board of Directors of the Company with the approval of the Board of Commissioners concerning the execution of the Share Option and Management Option Program ("**MESOP**") of the total number to 286,943,446 issued by the Company with regards to the prevailing laws and regulations under OJK Regulation no.38/POJK.04/2014 .
3. Approval of exercising increase of company capital with maximum 8,67% of paid up capital of the Company through Without Preemptive Rights mechanism with adherence to the provisions of prevailing laws and regulations applicable in the capital market regulation especially OJK Regulation no.38/POJK.04/2014 concerning Capital Increases Without Preemptive Rights For Public Companies.
4. Approval on the increasing of paid up capital of the Company with Preemptive Rights ("**HMETD**") in accordance with the provisions of OJK Regulation no.32/POJK.04/2015 concerning the Capital Increases with Preemptive Rights.

Explanation of the agenda of the EGMS:

1. The 1<sup>st</sup> agenda of the EGMS is a reaffirmation of the authorization and power of attorney to the Board of Directors with the Board of Commissioners approval concerning execution of Series III Warrants issued by the Company which the resolutions are approved in the Company's Extraordinary General Meeting Of Shareholders on July 15, 2016.
2. The 2<sup>nd</sup> agenda of the EGMS is a reaffirmation to the authorization and power of attorney to the Board of Directors with the Board of Commissioners approval of the Company's Extraordinary General Meeting of Shareholders Resolution dated May 3, 2016, in which the issuance of MESOP had been approved.
3. The 3<sup>rd</sup> agenda of EGMS requesting the approval of the shareholders of the Company on the plan to increase the Company's paid up capital through Without Preemptive Rights mechanism in accordance with OJK Regulation no.38/POJK.04/2015.
4. The 4<sup>th</sup> agenda of EGMS requesting the approval of the shareholders of the Company on the plan to increase the Company's paid up capital through Preemptive Rights mechanism in accordance with OJK Regulation no.32/POJK.04/2015.

NOTES:

1. In relation to the Meeting, the Company does not send a separate invitation to each shareholder. This invitation made in accordance with the Company's Articles of Association, Article 11 paragraph 2, and served as an official invitation to the Company's shareholders.
2. The shareholders who are entitled to attend or being represented at the Meeting are:
  - a. The shareholders whose shares are not deposited in Collective Custody, only the shareholders or their legitimate proxies whose name are registered in the Shareholder Register issued by the Company's Securities Administration Agency, PT BSR Indonesia, as per May 8, 2018, at the latest by 4 PM (WIB).
  - b. The shareholders whose shares are deposited in Collective Custody, only the shareholders or their legitimate proxies whose name are registered in the account holder or the custodian bank at PT Kustodian Sentral Efek Indonesia ("KSEI") on May 8, 2018, and at the latest by 4 PM (WIB).
3.
  - a. The shareholders who unable to attend the Meeting may represent their proxies by presenting a valid Power of Attorney as determined by the Company's Board of Directors, provided that members of the Board of Directors, members of the Board of Commissioners and employees of the Company may act as the proxy of the shareholders at the Meeting, however any vote cast by the proxies in the Meeting shall not be counted in the voting. For the shareholders whose registered in overseas, the Power of Attorney shall be legalized by the public Notary or authorized official institution and by the Indonesian Embassy of the Republic of Indonesia in their country.
  - b. The form of Power of Attorney can be obtained on working days during office hours at the office of the Company's Securities Administration Agency.
- c. All Power of Attorney form shall be received by the Board of Directors at the address as stipulated in point 3.b above within 2 (two) working days before the date of the Meeting, on Monday, May 28, 2018 at the latest by 4 PM (WIB).
4. The shareholders or their legitimate proxies who will attend the Meeting are required to bring and present a copy of Collective Share Certificate and a copy of Resident Identity Card or other identity cards to the Company's registration officer before entering the Meeting room. For the shareholders whose name are registered in the Collective Custody shall bring and present the Written Confirmation for the Meeting or *Konfirmasi Tertulis Untuk Rapat* ("KTUR") which can be obtained from the member of the Stock Exchange or Custodian Bank.
5. For the legal entity shareholders, such as limited liability company, cooperation, foundation or pension fund, are required to submit copy of their latest and completed articles of association and their latest deeds regarding to the appointment of their latest member of Board of Directors and Board of Commissioners or management.
6. Materials of the Meeting and Company's Annual Report for the Financial Year ended on December 31, 2017 are available at the Company's office at MNC Financial Center 8<sup>th</sup> Floor, Jl. Kebon Sirih Raya no.27, Jakarta Pusat during office hours from the date of this invitation until the date of the Meeting.
7. For simplification of the arrangement and order of the Meeting, the shareholders or their legitimate proxies are kindly required to be at the venue at least 15 (fifteen) minutes before the Meeting starts.

PT BSR Indonesia  
Komplek Perkantoran ITC Roxy Mas Blok E1 no.10-11  
Jl. KH Hasyim Ashari, Jakarta Pusat  
Telephone : (021) 6317828  
Facsimile : (021) 6317827

Jakarta, May 9, 2018  
PT Bank MNC Internasional Tbk  
Board of Directors