



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

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

Day/Date : Tuesday, May 3, 2016
Venue : Auditorium, MNC Tower
 Jl. Kebon Sirih No. 17-19
 Jakarta, 10340
Time : 10.00 western Indonesia time - finished

With the following agenda:

A. General Meeting of Shareholders

1. Board of Directors Annual Report and Supervisory Report of the Board of Commissioners for the financial year ended December 31, 2015;
2. Approval and ratification of the Company's Financial Report for the financial year ended December 31, 2015, and the granting release and discharge the responsibility of all members of the Board of Commissioners and Board of Directors of the Company for their supervision and management during the financial year ended December 31, 2015 (*acquitt et de charge*);
3. Approval of use of the Company's profit / loss for the financial year 2015;
4. Appointment of the Registered Public Accountant to audit the Company's books for the financial year ended December 31, 2016 and granting authority to the Board of Directors to determine the fees of the Public Accountant and other requirements appointment's requirements;
5. Approval of the changes in the composition of the board of the Company;
6. Submission of the realization of the use of proceeds from the Rights Issue IV of the Company pursuant to POJK No.30/POJK.04/2015 regarding Report on Utilization of Proceeds from Public Offering ("**POJK No.30/2015**").

The explanation of the agenda:

1. The 1st agenda until the 4th agenda of the AGM are routine agenda of the AGM 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 5th agenda of the AGM, the Company shall propose the change of the composition of the management;
3. The 6th agenda of the AGM, the Company shall submit the utilization of proceeds of Right Issue IV of the Company to comply with the provisions of the POJK No.30/ 2015.

B. General Meeting of Shareholders of Extraordinary :

1. Approval of the issuance and implementation of the Management and Employee Stock Option Program (MESOP) by the Company;
2. Approval of the Company capital increase as much as 10% (ten percent) of the paid-up capital through mechanisms Provide Capital Increase Without Preemptive Rights with regard to the provisions of legislation and regulations in the field of capital markets in particular, especially POJK No.38/POJK.04/2014 (“**POJK No.38/2014**”).

Explanation of the agenda of the EGM:

The 1st and 2nd agenda of the EGM, Company capital increase as much as 10% (ten percent) of the paid-up capital and approval of the issuance and execution of MESOP covered by the capital increase of the Company without Preemptive Rights.

NOTES:

1. In relation to the Meeting, the Company does not send a separate invitation to each shareholder. This advertisement is made in accordance with the company's Articles of Association, Article 11 verse 2, and serves as an official invitation to the Company's shareholders.
2. The shareholders who are entitled to attend or represent 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 3, 2016, at the latest by 4 PM (Western Indonesian Time).
 - b. The shareholders whose shares are deposited in Collective Custody, only the shareholders or their legitimate proxies whose name are registered as the account holder or the custodian bank at PT Kustodian Sentral Efek Indonesia (“**KSEI**”) on April 8, 2016, and at the latest by 4 PM (Western Indonesian Time).
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 the country they reside.

- b. The form of Power of Attorney can be obtained on working days during the office hours at the office of the Company's Securities Administration Agency.

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

- 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, or on Friday, April 29, 2016 at the latest by 4 PM (Western Indonesian Time).
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. Meeting materials are available at the Company's office at MNC Financial Center 8th 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. To ease 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.

Jakarta, April 11, 2016
PT Bank MNC Internasional Tbk.
Board of Directors