



**INVITATION OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT BANK DANAMON INDONESIA, Tbk.**

PT Bank Danamon Indonesia, Tbk. (the “**Company**”) hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the “**AGMS**”) of the Company which will be convened as follows:

- Day/date : Tuesday, April 7, 2015  
Time : 9:00 a.m. West Indonesia Time (“WIB”) until finished  
Venue : Sasono Mulyo Ballroom 1 and 2, Le Meridien Hotel  
Jl. Jenderal Sudirman Kav 18-20, Jakarta 10220
- Agenda : 1. i. Approval of the Annual Report of the Company for the year ended December 31, 2014;  
ii. Ratification of the audited Financial Statements of the Company for the year ended December 31, 2014; and  
iii. Ratification of the Annual Supervisory Report of the Company’s Board of Commissioners for the year ended December 31, 2014;  
2. Determination of the appropriation of the Company’s profit of the year ended December 31, 2014;  
3. The appointment of Public Accountant to audit the Financial Statements of the Company for the year ended December 31, 2015;  
4. i. Determination of the remuneration or honorarium, tantieme or bonus, and other allowances for the members of the Board of Commissioners and Sharia Supervisory Board of the Company; and  
ii. Determination of the remuneration, allowances, tantieme or bonus, and/or other benefit for the Board of Directors of the Company;  
5. the Changes in the Composition of the Board of Commissioners of the Company;  
6. the Changes of several articles in the Company’s Articles of Association and the restatement of all articles in the Company’s Articles of Association.

**Explanation on the Agenda and Material of the AGMS**

**Explanation of the 1<sup>st</sup> (first) Agenda:**

Pursuant to Article 18 and Article 20 of the Company’s Articles of Association Jo Article 66, Article 67, Article 68, and Article 69 of Company Law: propose to the AGMS to (i) to approve the Annual Report of the Company for the year ended 31-12-2014; (ii) to ratify the Financial Statements of the year ended 31-12-2014 which was audited by the Public Accountants Office of Purwantono, Suherman & Surja, a member of the Ernst & Young Global Limited as stipulated in the Independent Auditor’s Report of January 16, 2015 Number RPC-6597/PSS/2015, with an unqualified opinion; (iii) to ratify the annual Supervisory Report of the Board of Commissioners of the Company for the year ended 31-12-2014; and (iv) to acquit and discharge (*volledig acquit en decharge*) the Board of Directors of the Company and the Board of Commissioners of the Company for their management and supervision in the year ended 31-12-2014, provided that the management and supervision are reflected in the Company’s Annual Report for the year ended 31-12-2014.

**Explanation of the 2<sup>nd</sup> (second) Agenda:**

Pursuant to Article 20 paragraph 2 letter (b) and Article 25 of the Company’s Articles of Association Jo Article 70 and Article 71 of the Company Law: propose to the AGMS to approve the appropriation of the Company’s net profit for the year ended 31-12-2014 detailed as follows: (i) 1% of the net profit; (ii) 30% of the net profit to be distributed as dividend for the year 2014; and (iii) the remaining amount of the Net Profit for the year 2014 which is not determined shall be posted as retained earning of the Company.

**Explanation of the 3<sup>rd</sup> (third) Agenda:**

Pursuant to Article 20 paragraph 2 letter (c) of the Company’s Articles of Association Jo Article 68 of the Company Law: propose to the AGMS to appoint Purwantono, Suherman & Surja, a member of Ernst & Young Global Limited, as a public accountant office that listed in the Indonesia Financial Services Authority to audit the Company’s financial statement for the Year 2015.

**Explanation of the 4<sup>th</sup> (fourth) Agenda:**

Pursuant to Article 11 paragraph 6, Article 14 paragraph 8, and Article 20 paragraph 2 letter (e) of the Company’s Articles of Association Jo Article 92 paragraph (5) and paragraph (6), Article 113 of the Company Law, and in relation to the Recommendation of Remuneration Committee of Company: propose to the AGMS to approve the remuneration or honorarium, tantieme or bonus, and/or other benefit for the Board of Commissioners and Sharia Supervisory Board of the Company; and to approve the delegation of authority to the Board of Commissioners of the Company to determine portion of remuneration or honorarium, tantieme or bonus, any other allowance for each member of the Board of Directors of the Company.

**Explanation of the 5<sup>th</sup> (fifth) Agenda:**

Pursuant to Article 23 Financial Service Authority Regulation (“**POJK**”) No. 33/POJK.04/2014, Article 14 paragraph 6 of the Company’s Articles of Association, and in relation to the Recommendation of Nomination Committee of Company: propose to the AGMS to approve the changes in the composition of the Board of Commissioners of the Company with the terms of service until the AGMS which will be convened at the latest in 2017.

**Explanation of the 6<sup>th</sup> (sixth) Agenda:**

Pursuant to Article 40 POJK No. 32/POJK.04/2014 and Article 27 paragraph 1 of the Company’s Articles of Association Jo Article 19 paragraph (1) of the Company Law: propose to the AGMS to approve the changes of several articles in the Company’s Articles of Association and the restatement of all articles in the Company’s Articles of Association to adjustment and comply with POJK No. 32/POJK.04/2014 and POJK No. 33/POJK.04/2014.

The detail explanation of the AGMS agenda is available and can be accessed on the Company’s website.

Material(s) or substance(s) of the AGMS are available at the Company’s Head Office on the date of the Invitation of the AGMS and can be obtained by filing a written request to the Company’s Corporate Secretary, or can be downloaded directly from the Company’s website.

**Explanation on the Quorum of Attendance and Voting Tabulation**

- AGMS is legitimate and can be conducted and pass binding decision if it is attended by the Shareholders or the valid proxies Shareholders that represents: (a) for the first, second, third, fourth, and fifth agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights; and (b) for the sixth agenda of AGMS, at least 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights.
- AGMS decisions’ must be taken based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decisions’ is valid if it is approved: (a) for the first, second, third, fourth, and fifth agenda of AGMS, more than 1/2 (half) of the total shares with valid voting rights present or represented at the AGMS; and (b) for the sixth agenda of AGMS, more than 2/3 (two-thirds) of the total shares with voting rights or legitimate the present and represented at the AGMS.

**General Provisions:**

- This Invitation of AGMS is the official invitation to the Company’s Shareholders, the Company will not send a specific AGMS invitation to each Shareholders.
- The Shareholders who are entitled to attend or to be represented in the AGMS are those whose names are registered in the Shareholder Register of the Company on March 13, 2015 at 4:00 p.m. WIB, whereas for Shareholders whose shares are in collective custody of PT Kustodian Sentral Efek Indonesia (“**KSEI**”) are pursuant to the record of share-account balance at the closing of March 13, 2015.
- Shareholders whose shares are not in KSEI collective custody or his/her legal representative and plan to attend the AGMS, must show the original or submit the copy of Collective Share Certificate and the copy of Identity Card (“**ID**”) to the Registration Officer before entering into the AGMS room. For Shareholders whose shares are in KSEI collective custody or his/her representative are going to attend the AGMS, must show the original of the Written Confirmation to Attend the AGMS (“**KTUR**”) and copies of ID.
- Shareholders who are unable to attend the AGMS may be represented by his/her representative with the following terms:
  - The representation shall be based on a legitimate power of attorney in the acceptable form to the Board of Directors of the Company or in accordance with the standard form of power of attorney that may be obtained during office hours at the Head Office of the Company or can be directly downloaded via the Company’s website.
  - Members of the Board of Directors, the Board of Commissioners and the employees of the Company may act as any Shareholders’ representative in the AGMS, however their votes shall not be included in the total number of votes cast in the AGMS.
  - The Power of Attorney issued from the Shareholders having domicile abroad, shall be legalized by the local Indonesian Consulate.
  - The completed Power of Attorney shall be submitted to Company via Share Administration Bureau, PT Raya Saham Registra (“**RSR**”) which having domicile at Plaza Sentral 2<sup>nd</sup> Floor, Jl. Jend Sudirman Kav 47-48, Jakarta 12930, telp. +6221 2525666, fax. +6221 2525028, email rsrbae@registra.co.id, at the latest of Wednesday dated April 2, 2015 at 4:00 p.m. WIB.
- The representative of Shareholders in the form of legal entity (“**Corporate Shareholders**”) is requested to submit copies of:
  - the existing and applicable Articles of Association of the Corporate Shareholders, and
  - the documents of the appointment of incumbent members of the Board of Directors and the Board of Commissioners, to the Company via RSR at the address referred to in clause 4 (d) mentioned above, at the latest of Wednesday dated April 2, 2015 at 4:00 p.m. WIB.
- The Shareholders of the Company are encouraged to read in advance the AGMS’ Rule of Order that can be directly downloaded through the Company’s website and will also be distributed to the Shareholders before they enter the AGMS room.
- In order to facilitate the proper arrangement for the AGMS, the Shareholders or their representatives are respectfully requested to be present at the AGMS room at 8:30 a.m. WIB.

Jakarta, March 16, 2015  
PT BANK DANAMON INDONESIA, Tbk.  
The Board of Directors

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PT Bank Danamon Indonesia, Tbk. - Corporate Secretary  
Menara Bank Danamon 7<sup>th</sup> Floor, Jl. Prof. DR. Satrio Kav. E4 No. 6  
Mega Kuningan, Jakarta – Indonesia 12950  
Telp. +622157991001 – 03 Fax. +622157991160, e-mail: corpsec@danamon.co.id  
Website: www.danamon.co.id