



**THE EXPLANATION ON THE AGENDA OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PT BANK DANAMON INDONESIA, Tbk.**

In relation to the Extraordinary General Meeting of Shareholders (“**EGMS**”) plan of PT Bank Danamon Indonesia, Tbk. (the “**Company**”) which will be held on Friday, February 27, 2015, the Company has announced via daily newspapers, namely Bisnis Indonesia, Investor Daily and the Jakarta Post:

- “The announcement of EGMS plan” dated January 21, 2015;
- “The invitation to attend EGMS” dated February 5, 2015.

Furthermore, with respect to:

- Indonesia Financial Services Authority Regulation Number 32/POJK.04/2014 on Plan and Implementation of the General Meeting of Shareholders of the Public Company, and
- ASEAN Corporate Governance Scorecard issued ASEAN Capital Market Forum related to the rights of shareholders and the disclosure and transparency principles,

The Company hereby submits the explanation on each EGMS agenda as follows:

Agenda 1

Amendment of the Articles of Association of the Company Article 11 paragraph 1, paragraph 10 and Article 13 paragraph 6

1.1. Background

According to Article 27 Paragraph 1 of the Company's Articles of Association Jo Article 23 paragraph 2 of the Company Law, the amendment of the Company's Articles of Association Article 11 paragraph 1 and paragraph 10, and Article 13 paragraph 6 must be approved by the General Meeting of Shareholders and such amendment will be effective as of the issuance date of the receipt of notification by the Minister of Law and Human Rights.

1.2. Explanation/Opinion of Board of Directors and Board of Commissioners

In line with the Company's commitment to implement proper succession plan and enhance the quality of human capital management as part of the effort to address challenges in the future, it is necessary to amend the Company's Articles of Association concerning the naming of (*nomenklatuur*) or establishment of a new "Vice President Director" position.

The establishment of "Vice President Director" title is one of the continuous steps taken for enhancement of human resources competency that will enable the Company to support the growth of micro and medium entrepreneurs through financial services that will ensure long-term customer loyalty. In regard to the above the Board of Commissioners has received:

- Recommendation from the Corporate Governance Committee concerning the Articles of Association's amendment in relation to the naming of (*nomenklatuur*) or establishment of a new "Vice President Director" position.

and as such will propose to the Extraordinary General Meeting of Shareholder on the Amendment of Article 11 Paragraph 1, Paragraph 10 and Article 13 Paragraph 6 with the details as follows:

"Article 11 paragraph 1



The Board of Directors shall consist of 3 (three) or more members, with the following composition:

- 1 (one) President Director;
- 1 (one) Vice President Director; and
- 1 (one) or more Directors.

Article 11 paragraph 10

If the position of the President Director is vacant and the successor has not been appointed or has not occupied the position, the Vice President Director shall then carry out the obligations of the President Director and shall have the same authority and responsibility as the President Director, as determined in the Articles of Association and the applicable laws and regulations. In the event that the position of all member of the Board of Directors is vacant, the provisions of Article 15 paragraph 8 of the Articles of Association shall be applicable.

Article 13 paragraph 6

The President Director shall chair the Meeting of the Board of Directors. In the event that the position of the President Director is vacant or the President Director is unable, in which evidence to third parties is not required, the meeting of the Board of Directors shall be chaired by the Vice President Director. In the event that the position of the Vice President Director is vacant or the Vice President Director is unable to attend, in which evidence to third parties is not required, the meeting of the Board of Directors shall be chaired by a member of the Board of Directors elected by and from members of the Board of Directors that present in the Meeting.

Agenda 2

Approval of the Changes in Composition of Board of Directors

2.1. Background

Article 11 paragraph 2 and Article 14 paragraph 2 of the Articles of Association of the Company provides that the members of the Board of Directors/Board of Commissioners are appointed and dismissed by the GMS. The appointment is effective from the date specified in the GMS where he/she/they are appointed and ends at the conclusion of the 3rd AGMS after their appointment date.

Article (3) of Bank Indonesia Regulation Number 12/23/PBI/2010 on Fit and Proper Test, Bank Indonesia (now the OJK) conducts a fit and proper test for the candidates of Board of Directors and Board of Commissioners.

2.2. Explanation/Opinion of Board of Directors and Board of Commissioners

Considering the following points:

- Proposal to change the Articles of Association relevant to the naming of (*nomenklatuur*) or establishment of "Vice President Director" position as mentioned in Corporate Governance Committee's recommendation.
- Henry Ho Hon Cheong (Henry Ho) will retire from his position as the Company's President Director and his retirement will be effective after the approval from the EGMS.
- The significant of President Director position for the Company, and as such it is important that the position of President Director is not vacant to ensure the sustainably growth of the Company is well maintained.



Therefore a selection process is conducted toward the candidate of the company's President Director and Vice President Director both from local as well as regional candidates by considering the recommendation of Nomination Committee.

With regard to the above, the Board of Commissioners has received:

- (i) Memorandum Recommendation dated 16 June 2014 from the Nomination Committee concerning the change of the Company's Management;
- (ii) The resignation from Khoe Minhari Handikusuma as the Director of the Company. With reference to the Article 11 paragraph 5 letter (c) of the Articles of Association of the Company, the Company is obliged to hold a General Meeting of Shareholders to decide the resignation of the member of the Board of Directors within 60 days after the receipt of the resignation letter. If the Company does not hold a General Meeting of Shareholders within the period mentioned above, hence with the elapse of time, the resignation of the member of the Board of Directors will be effective without the approval from the General Meeting of Shareholders. With the elapse of the above mentioned period, the resignation of Khoe Minhari Handikusuma as the Company's Director is effective as of 31 October 2014;
- (iii) Approval statement dated 20 November 2014 from the Indonesia Financial Services Authority concerning Sng Seow Wah candidacy as the Company's President Director and concerning the candidacy of Muliadi Rahardja as the Company's Vice President Director through the letter from the Indonesia Financial Services Authority dated 12 December 2014.

Therefore, the Board of Commissioner will propose to the General Meeting of Shareholders the appointment of Sng Seow Wah as the President Director of the Company and Muliadi Rahardja as the Vice President Director of the Company – thus the composition of the Company's Board of Directors will be as follows:



- Sng Seow Wah as President Director;
- Muliadi Rahardja as Vice President Director;
- Vera Eve Lim as Director;
- Herry Hykmanto as Director;
- Kanchan Keshav Nijasure as Director;
- Fransiska Oei Lan Siem as Director (Independent) ;
- Pradip Chhadva as Director;
- Michellina Triwardhanny Lakshmi as Director;
- Satinder Pal Singh Ahluwalia as Director,

where the term of office will be expired at the AGMS in 2017.

Provided that:

- Sng Seow Wah will be effective as the President Director as of the approval from EGMS.
- Muliadi Rahardja will serve as of the effective date of the amendment of the articles of association, Muliadi Rahardja will be dismissed as Director and at the same time will be appointed as the Vice President Director of the Company.

1.3. Supported Data/Material

Curriculum vitae of Sng Seow Wah and Muliadi Rahardja can be accessed at the link provided.



Other Notes

For additional explanation and data associated with the above mentioned, please refer to the data and the documents that we have provided on this website, as follows:

List of important links:

Profile/Curriculum Vitae the Candidate Directors	http://www.danamon.co.id/LinkClick.aspx?fileticket=NN5xExkLmyl%3d&tabid=243&language=en-US
Proxy Forms	http://www.danamon.co.id/Home/AboutDanamon/InformasiInvestor/GMS/tabid/243/language/en-US/Default.aspx
EGMS's Rule of Conduct	http://www.danamon.co.id/LinkClick.aspx?fileticket=SuucFqXi9R0%3d&tabid=243&language=en-US

The list of Company's announcements in the Newspaper:

The Title of Announcement and link to the Company's website	Newspaper	Issued Date
<p>Announcement of The Extraordinary General Meeting of Shareholders of PT Bank Danamon Indonesia, Tbk. (the "Company")</p> <p><u>in English:</u> http://www.danamon.co.id/LinkClick.aspx?fileticket=WOFr3LZ_TeM%3d&tabid=243&language=en-US</p> <p><u>in Bahasa:</u> http://www.danamon.co.id/LinkClick.aspx?fileticket=17wDsseqyIU%3d&tabid=243&language=id-ID</p>	<p><u>In English:</u> The Jakarta Post</p> <p><u>In Bahasa:</u> Bisnis Indonesia Investor Daily</p>	21 January 2015
<p>Invitation of The Extraordinary General Meeting of Shareholders of PT Bank Danamon Indonesia, Tbk. (the "Company")</p> <p><u>in English:</u> http://www.danamon.co.id/Home/AboutDanamon/InformasiInvestor/GMS/tabid/243/language/en-US/Default.aspx</p> <p><u>in Bahasa:</u> http://www.danamon.co.id/Home/AboutDanamon/InformasiInvestor/GMS/tabid/243/language/id-ID/Default.aspx</p>	<p><u>In English:</u> The Jakarta Post</p> <p><u>In Bahasa:</u> Bisnis Indonesia Investor Daily</p>	5 February 2015

Jakarta, 5 February 2015

PT Bank Danamon Indonesia, Tbk.

The Board of Directors

**PROFIL/RIWAYAT HIDUP
CALON ANGGOTA DIREKSI PERSEROAN
YANG AKAN DIUSULKAN DALAM RUPS LUAR BIASA 2015
DENGAN MASA JABATAN DIMULAI SEJAK DITUTUPNYA
RUPS LUAR BIASA 2015 DAN BERAKHIR PADA RUPS TAHUNAN 2017**

***PROFILE/CURRICULUM VITAE
THE CANDIDATE DIRECTORS OF THE COMPANY
WHOM ARE PROPOSED IN THE EXTRAORDINARY GMS 2015
WITH THE TERM OF OFFICE COMMENCING FROM THE CLOSING OF
THE EXTRAORDINARY GMS 2015 AND ENDING AT THE ANNUAL GMS 2017***

Warganegara Singapura. 56 tahun. Seorang bankir yang berpengalaman, sebelumnya berkerja di Malaysia dengan sukses sebagai *Group Chief Executive Officer* Alliance Bank Malaysia Berhad, anak usaha Alliance Financial Group Berhad dari tahun 2010 sampai dengan tahun 2014. Sebelumnya, beliau menjabat sebagai *Head of Human Resources, Special Projects and Corporate Communications* di Fullerton Financial Holdings (International) Pte. Ltd. Beliau memiliki pengalaman luas di perbankan komersial, setelah sebelumnya menjabat posisi-posisi tingkat tinggi pada perbankan terkemuka seperti OCBC Bank, Citibank N.A. Singapore, Westpac Banking Corp., dan Banque Nationale De Paris.

Mendapatkan gelar Bachelor's Degree Akutansi dari National University of Singapore dan mengikuti Advanced Management Program pada The Wharton School of the University of Pennsylvania.

A Singapore citizen. Age 56. An experienced banker, he completed a successful assignment in Malaysia as Group Chief Executive Officer of Alliance Bank Malaysia Berhad, a subsidiary of Alliance Financial Group Berhad from 2010 to 2014. Prior to that, he served as the Head of Human Resources, Special Projects and Corporate Communications of Fullerton Financial Holdings (International) Pte. Ltd.. He has extensive experience in commercial banking, having assumed high level positions in major banks such as OCBC Bank, Citibank N.A. Singapore, Westpac Banking Corp., and Banque Nationale De Paris.

Holds a Bachelor's Degree in Accountancy from the National University of Singapore and attended an Advanced Management Program at The Wharton School of the University of Pennsylvania.



Sng Seow Wah
Calon Direktur Utama
Candidate of President Director



Muliadi Rahardja
Calon Wakil Direktur Utama
Candidate of
Vice President Director

Warganegara Indonesia. 55 tahun. Menjabat sebagai Direktur sejak Desember 1999. Diangkat kembali sebagai Direktur dalam RUPS Tahunan tanggal 7 Mei 2014 dan efektif menjabat sebagai Direktur Operasional, Usaha Kecil Menengah, dan Usaha Perbankan Mikro.

Lulus dari Fakultas Ekonomi Universitas Indonesia dan memperoleh gelar MBA dari Massachusetts Institute of Technology pada tahun 1998.

Memulai karir sebagai Konsultan pada sebuah perusahaan konsultan manajemen di Jakarta pada tahun 1983 dan bergabung dengan PT Sepatu Bata Indonesia Tbk pada tahun 1984. Kemudian pada tahun 1985 Beliau bergabung dengan Grup Lippo dan bekerja di bagian Finance dan bisnis, asuransi, garmen dan perbankan . Posisi terakhir adalah menjabat sebagai Deputy Group Head Sistem Informasi Manajemen.

Pada tahun 1989, bergabung dengan Danamon sebagai Pemimpin Cabang Tangerang dan sebelum diangkat sebagai Direktur pada tahun 1999, menjabat sebagai Kepala Divisi Perencanaan dan Strategi.

Indonesian citizen. Age 55. He has been a Director of Danamon since December 1999. Reappointed as Director in the Bank's AGMS on May 7, 2014 and effective as Operational, Small Medium Enterprise and Micro Business Banking Director.

He graduated from the Faculty of Economics, University of Indonesia, and earned his MBA from the Massachusetts Institute of Technology in 1998.

He started his career in a consulting company in 1983, and joined PT Sepatu Bata Indonesia Tbk in 1984. He joined Lippo Group in 1985 and was responsible for finance and business, insurance, garment and banking. His last position was as the Deputy Group Head of Management Information System.

In 1989, he joined Danamon as a Branch Manager in Tangerang. His most recent position was Head of the Corporate Planning and Strategy Division before he was appointed a Director of Danamon in 1999.