

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 : Thursday, April 28, 2016
Time : 9:00 a.m. West Indonesia Time (“WIB”) until finished
Venue : JS Luwansa Hotel & Convention Center, Ballroom 2 Jl. H.R Rasuna Said Kav. C-22, Jakarta Selatan
Agenda : 1. i. Approval of the Company's Annual Report for financial year ended at December 31, 2015 and correction of retained earnings of the financial statements of the previous years (restatement) and the acceptance of report on the usage of the Share Premium (*Agio Saham*) of the Company in the financial year 2015;
ii. Ratification of Company's financial statements for financial year ended at December 31, 2015; and
iii. Ratification of the supervisory report of the Board of Commissioners of the Company for financial year ended at December 31, 2015;
2. Determination on the appropriation of the Company's profit acquired in financial year ended at December 31, 2015;
3. Implementation of new accounting standards, namely: SFAS No. 24 (2013 Revision), which replaces SFAS No. 24 (2010 Revision) and its implications;
4. The Engagement of Public Accountant and Public Accounting Firm for financial year 2016;
5. a. Determination of salary or honorarium, *tantieme*/bonus and other allowances for members of Board of Commissioners, members of the Sharia Supervisory Board of the Company;
b. Determination on the remuneration and allowances, bonus/*tantieme*, and/or other benefits of the members of the Company's Board of Directors;
6. The change in the composition of the Board Directors of the Company.

Explanation on the Agenda and Material of the AGMS

Explanation of the 1st (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 the Company Law: propose to the AGMS to (i) to approve the Annual Report for financial year ended at 31-12-2015 and correction of retained earnings of the financial statements of the previous years (restatement) and the acceptance of report on the usage of the Share Premium (*Agio Saham*) of the Company in the financial year 2015; (ii) to ratify financial statements for financial year ended at 31-12-2015 which was audited by the Public Accountants Office of Purwantono, Sungkoro & Surja, a member of the Ernst & Young Global Limited as stipulated in the Independent Auditor's Report of March 1, 2016 Number RPC-348/PSS/2016, with an unqualified opinion; (iii) to ratify the annual Supervisory Report of the Board of Commissioners of the Company for the year ended 31-12-2015; 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 31-12-2015, provided that the management and supervision are reflected in the Company's Annual Report for the year ended 31-12-2015.

Explanation of the 2nd (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 31-12-2015 detailed as follows: (i) 1% of the net profit shall be allocated as reserve fund; (ii) 30% of the net profit to be distributed as dividend for the year 2015; and (iii) the remaining amount of the Net Profit for the year 2015 which is not determined shall be posted as retained earnings of the Company.

Explanation of the 3rd (third) Agenda:

Pursuant to Financial Service Authority Regulation (“POJK”) No. VIII.G.7 which is an annex the Chairman of Bapepam-LK No. KEP-347/BL/2012 dated June 25, 2012, herewith the Company reporting the implementation of new accounting standards, namely SFAS No. 24 (2013 Revision), which replaces SFAS No. 24 (2010 Revision) and its implications.

Explanation of the 4th (fourth) 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 Mr. Yasir as Public Accountant and Purwantono, Sungkoro & Surja, a member firm of Ernst & Young Global Limited as a Public Accounting Firm that listed in the Indonesia Financial Services Authority to audit the Company's financial statement for financial year 2016.

Explanation of the 5th (fifth) 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 96 and 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, bonus/*tantieme*, 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, bonus/*tantieme*, any other allowance for each member of the Board of Directors of the Company.

Explanation of the 6th (sixth) Agenda:

Pursuant to Article 8 paragraph (3) Financial Service Authority Regulation (“POJK”) number 33/POJK.04/2014, Article 11 paragraph 5 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 Directors of the Company with term until the Annual General Meeting of Shareholders to be held in 2017.

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 more than 1/2 (half) 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 more than 1/2 (half) of the total shares with valid voting rights present or 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 April 5, 2016 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 April 5, 2016.
- 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 the 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 2nd Floor, Jl. Jend Sudirman Kav 47-48, Jakarta 12930, telp. +6221 2525666, fax. +6221 2525028, email: rrsbae@registra.co.id, at the latest of Tuesday dated April 26, 2016 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 Tuesday dated April 26, 2016 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 the latest 8:30 a.m. WIB.

Jakarta, April 6, 2016
PT Bank Danamon Indonesia, Tbk.
The Board of Directors

PT Bank Danamon Indonesia, Tbk. - Corporate Secretary
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**INVITATION AGMS OF
PT BANK DANAMON INDONESIA, TBK.**

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