

## INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND THE EXTRAORDINARY 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 and the Extraordinary General Meeting of Shareholders (the "Meeting") of the Company which will be convened as follows:

Day/Date : Wednesday/ April 12, 2017  
Time : 10:00 a.m. West Indonesia Time until finished  
Venue : Menara Bank Danamon, Auditorium, 23<sup>rd</sup> Floor, Jl. HR. Rasuna Said, Blok C No. 10, Karet Setiabudi, Jakarta 12920  
Agenda :

### The Annual General Meeting of Shareholders ("AGMS")

- i. Approval of the Company's annual report for financial year ended on December 31, 2016;  
ii. Approval of the Company's financial report for the financial year ended on December 31, 2016; and  
iii. Approval of the supervisory report of the Company's Board of Commissioners for the financial year ended on December 31, 2016.
- Company's profits for the financial year ended on December 31, 2016;
- Engagement of Public Accountant and Public Accounting Firm for financial year 2017;
- i. Determination of the remuneration or honorarium, bonus/tantieme, and other allowance of the Company's Board of Commissioners members and Sharia Supervisory Board members; and  
ii. Determination of the remuneration and allowance, bonus/tantieme, and/or other benefits of the Company's Board of Directors members;
- The changes in the membership composition of the Board of Directors, the Board of Commissioners, and Sharia Supervisory Board of the Company.

### The Extraordinary General Meeting of Shareholders ("EGMS")

- 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;
- Procedures to claim Dividend which has been recorded in the Special Reserve Fund of the Company.

### Explanation on the Agenda and Material of the Meeting

#### AGMS - Explanation of the 1<sup>st</sup> agenda:

Pursuant to Article 18 and Article 20 of the Company's Articles of Association in conjunction with 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 31-12-2016; (ii) to approve financial statements for financial year ended at 31-12-2016 which was audited by the Public Accountants Firm of Purwanto, Sungkoro & Surja, a member of the Ernst & Young Global Limited as stipulated in the Independent Auditor's Report of February 24, 2017 Number RPC-3039/PSS/2017, with an unqualified opinion; (iii) to approve the annual Supervisory Report of the Board of Commissioners of the Company for the year ended 31-12-2016; 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 31-12-2016, provided that the management and supervision are reflected in the Company's annual report for the year ended 31-12-2016.

#### AGMS - Explanation of the 2<sup>nd</sup> agenda:

Pursuant to Article 20 paragraph 2 letter (b) and Article 25 of the Company's Articles of Association in conjunction with Article 70 and Article 71 of the Company Law: propose to the AGMS to approve the determination on the appropriation of the Company's net profit for the year ended 31-12-2016, among others shall be allocated as reserve fund distributed as dividend, and the remaining amount of the net profit which is not determined shall be posted as retained earnings.

#### AGMS - Explanation of the 3<sup>rd</sup> agenda:

Pursuant to Article 20 paragraph 2 letter (c) of the Company's Articles of Association in conjunction with Article 68 of the Company Law: propose to the AGMS to appoint Mr. Jusuf Wibisana as Public Accountant and Tanudiredja, Wibisana, Rintis & Rekan (member of the PwC International Limited) as a Public Accounting Firm that listed in the Indonesia Financial Services Authority to audit the Company's financial statement for financial year 2017.

#### AGMS - Explanation of the 4<sup>th</sup> 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 in conjunction with Article 96 and Article 113 of the Company Law, propose to the AGMS to approve and determine the remuneration or honorarium, bonus/tantieme, and/or other allowance for the members of 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 in determining the portion of remuneration or honorarium, bonus/tantieme, any other benefits for the members of the Board of Directors of the Company.

#### AGMS - Explanation of the 5<sup>th</sup> Agenda:

Pursuant to Article 3 and Article 23 Financial Service Authority Regulation ("POJK") number 33 year 2014, Article 11 paragraph 2 and Article 14 paragraph 2 of the Company's Articles of Association, propose to the AGMS to approve the changes the membership composition of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company with term of office until the AGMS that will be held in 2020.

#### EGMS - Explanation of the 1<sup>st</sup> agenda:

Pursuant to Article 27 paragraph (1) the Company's Articles of Association in conjunction with Article 19 paragraph (1) of the Company Law, propose to the EGMS 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 in order to be aligned with the Financial Service Authority Regulation and other prevailing laws and regulations.

#### EGMS - Explanation of the 2<sup>nd</sup> agenda:

Pursuant to Article 25 paragraph 5 and Article 25 paragraph 6 of the Company's Articles of Association in conjunction with Article 73 paragraph 2 the Company Law, the Company intends to inform the procedures to claim Dividend that has been recorded in the Special Reserve Fund of the Company.

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

Materials or substances of the Meeting are available at the Company's Head Office on the date of the Invitation of the Meeting 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

- The Meeting 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 agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights; and (b) for the first agenda of EGMS, at least 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights.
- The Meeting decision must be taken based on the deliberation and consensus. In the event that consensus decision fails to be reached, the decision is valid if it is approved: (a) for the 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 first agenda of EGMS, more than 2/3 (two-thirds) of the total shares with voting rights or legitimate the present and represented at the EGMS.

### General Provisions:

- This Invitation of the Meeting is the official invitation to the Company's Shareholders, the Company will not send a specific the Meeting invitation to each shareholders.
- The Shareholders who are entitled to attend or to be represented in the Meeting are those whose names are registered in the Shareholder Register of the Company on March 13, 2017 at 4:00 p.m. West Indonesia Time, 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, 2017.
- Shareholders whose shares are not in KSEI collective custody or his/her legal representative and plan to attend the Meeting, 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 Meeting room. For the Shareholders whose shares are in KSEI collective custody or his/her representative are going to attend the Meeting, must show the original of the Written Confirmation to Attend the AGMS ("KTUR") and copies of ID.
- Shareholders who are unable to attend the Meeting 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's representative in the Meeting, however their votes shall not be included in the total number of votes cast in the Meeting.
  - 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, phone. +6221 2525666, fax. +6221 2525028, email: rsbae@registra.co.id, at the latest of Tuesday dated April 10, 2017 at 4:00 p.m. West Indonesia Time.
- 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 10, 2017 at 4:00 p.m. West Indonesia Time.
- The Shareholders of the Company are encouraged to read in advance the Meeting' 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 Meeting Room.
- In order to facilitate the proper arrangement for the Meeting, the Shareholders or their representatives are respectfully requested to be present at the Meeting room at the latest 9:30 a.m. West Indonesia Time.

Jakarta, March 14, 2017  
PT Bank Danamon Indonesia Tbk  
The Board of Directors

INVITATION TO AGMS AND EGMS OF  
PT BANK DANAMON INDONESIA TBK

MEDIA PLACEMENT	: THE JAKARTA POST
SIZE	: 4 x 280mm
PUBLISH DATE	: MARCH 14, 2017