



**THE EXPLANATION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS' AND
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS' AGENDAS
PT BANK DANAMON INDONESIA TBK**

The Annual Meeting of Shareholders

Agenda 1

- i. Approval of the Company's annual report for financial year ended on December 31, 2017;**
- ii. Approval/validation of the Company's financial report for the financial year ended on December 31, 2017; and**
- iii. Approval/validation of the supervisory report of the Company's Board of Commissioners for the financial year ended on December 31, 2017**

By observing 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 Law No.40 of 2007 on the Limited Liability Company ("Company Law"): to propose to the AGMS to (i) approve the annual report for financial year ended on December 31, 2017; (ii) approve/validate the financial statements for financial year ended on December 31, 2017 which was audited by the Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Rekan (member firm of the PwC International Limited) as described in the Independent Auditor's Report of January 26, 2018 Number A180126007/DC2/MJW/2018, with an unqualified opinion; (iii) approve/validate the supervisory report of the Board of Commissioners of the Company for the financial year ended on December 31, 2017; and (iv) 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 financial year ended on December 31, 2017, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on December 31, 2017.

Agenda 2

Determination on the appropriation of the Company's profit for the financial year ended on December 31, 2017.

By observing Article 20 paragraph 2 (b) and Article 25 of the Company's Articles of Association in conjunction with Article 70 and Article 71 of the Company Law: to propose to the AGMS to approve the determination on the appropriation of the Company's net profit for the financial year ended on December 31, 2017, 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.

The Company's profit acquired in financial year ended at December 31, 2017 was IDR 3,681,551,000,000.

On this agenda, the Company will seek for the AGMS's approval of the appropriation of the Company's net profit for the financial year ended at December 31, 2017, among others, 1% will be set aside as reserve fund, 35% of net profit will be distributed as cash dividend, and the remaining net profits to be booked as retained earnings.



Agenda 3
Engagement of the Public Accountant and Public Accounting Firm for financial year 2018.

By observing Article 20 paragraph 2 (c) of the Company's Articles of Association in conjunction with Article 68 of the Company Law: to propose to the AGMS to appoint Drs. M. Jusuf Wibisana, M.Ec., CPA as Public Accountant and Tanudiredja, Wibisana, Rintis & Rekan (member firm of the PwC International Limited) as the Public Accounting Firm, which is registered in the Indonesia Financial Services Authority to audit the Company's financial statement for financial year 2018.

Agenda 4

- 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**

By observing Article 11 paragraph 6, Article 14 paragraph 8, and Article 20 paragraph 2 (e) of the Company's Articles of Association in conjunction with Article 96 and Article 113 of the Company Law: to 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.



Agenda 5

The changes in the composition of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company.

By observing Article 3 and Article 23 of the Financial Service Authority Regulation No. 33/POJK.04/2014, Article 11 paragraph 2 and Article 14 paragraph 2 of the Company's Articles of Association: to propose to the AGMS to approve the changes in 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.



The Extraordinary General Meeting of Shareholders

Agenda 1

Approval on the acquisition of the Company by The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By observing Article 24 paragraph 3 and Article 28 of the Company's Articles of Association in conjunction Article 125, Article 126, Article 127, and Article 128 of the Company Law and Article 7, Article 10, Article 33 of the Government Regulations No. 28 year 1999: to propose to the EGMS approve the acquisition plan as described in the Summary of the Acquisition which was announced in the newspaper dated January 26, 2018.



Agenda 2

Amendment of Article 24 of the Company's Articles of Association and the restatement of all articles in the Company's Articles of Association.

By observing Article 27 paragraph 1 of the Company's Articles of Association in conjunction with Article 19 paragraph 1 of the Company Law: to propose to the EGMS to approve the change of Articles 24 the Company's Articles of Association and the restatement of all articles in the Company's Articles of Association.



Agenda 3
Approval on the Bank's Recovery Plan.

By observing Article 3, Article 5 letter (b) No. 14/POJK.03/2017 regarding Bank's Recovery Plan for Systemic Bank: stating that the Bank's recovery plan of a systemic bank require approval from shareholders in a GMS.