

**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 : Tuesday/ March 20, 2018
Time : 09:30 a.m. West Indonesia Time onwards
Venue : Menara Bank Danamon, Auditorium, 23rd Floor,
Jl. HR. Rasuna Said, Blok C No. 10, Karet Setiabudi, Jakarta 12920
Agenda : **The Annual General Meeting of Shareholders ("AGMS")**
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.
 2. Determination on the appropriation of the Company's profit for the financial year ended on December 31, 2017;
 3. Engagement of the Public Accountant and Public Accounting Firm for financial year 2018;
 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;
 5. The changes in the composition of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company.
- The Extraordinary General Meeting of Shareholders ("EGMS")**
1. Approval on the acquisition of the Company by The Bank of Tokyo-Mitsubishi UFJ, Ltd;
 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;
 3. Approval on the Bank's Recovery Plan.

Explanation on the Agenda and Material of the Meeting

AGMS

Explanation of the 1st agenda:

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.

Explanation of the 2nd agenda:

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.

Explanation of the 3rd agenda:

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.

Explanation of the 4th agenda:

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.

Explanation of the 5th Agenda:

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.

EGMS:

Explanation of the 1st agenda:

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.

Explanation of the 2nd agenda:

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.

Explanation of the 3rd agenda

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.

Detail explanation of the Meeting agenda is available and can be accessed from the Company's website.

Materials 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 submitting 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

1. The Meeting shall be valid and can be conducted and pass binding decision if it is attended by the Shareholders or the valid Shareholders proxies that represent:
 - (a) for the agenda of AGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights;
 - (b) for the first agenda of EGMS, at least 3/4 (three quarter) of the total shares issued by the Company with valid voting rights;
 - (c) for the second agenda of EGMS, at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights; and
 - (d) for the forth agenda of EGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights.

2. The Meeting decision must be taken based on the deliberation and consensus. In the event that consensus decision cannot be reached, the decision shall be valid if it is approved:
 - (a) for the agenda of AGMS, by more than 1/2 (half) of the total shares issued by the Company with valid voting rights who are attended or represented in the AGMS;
 - (b) for the first agenda of EGMS, by at least 3/4 (three quarter) of the total shares issued by the Company with valid voting rights who are attended or represented in the EGMS;
 - (c) for the second agenda of EGMS, by at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights who are attended or represented in the EGMS; and
 - (d) for the forth agenda of EGMS, more than 1/2 (half) of the total shares issued by the Company with valid voting rights who are attended or represented in the EGMS.

General Provisions:

1. This Meeting Invitation is the official invitation to the Company's Shareholders. The Company will not send a separate meeting invitation to the Shareholders.
2. Shareholders who are entitled to attend or to be represented in the Meeting are Shareholders whose names are registered in the Shareholders Register of the Company on February 23, 2018 at 4:00 p.m. West Indonesia Time, whereas for Shareholders whose shares are in collective custody of PT Kustodian Sentral Efek Indonesia ("**KSEI**"), shall be based on the record of share account balance at the closing of February 23, 2018.
3. Shareholders, whose shares are not yet on KSEI collective custody or with their eligible representative, that 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 their eligible representative that plan to attend the Meeting, must show the original of the Written Confirmation to Attend the AGMS (*Konfirmasi Tertulis Untuk Rapat - "**KTUR**"*) and copy of ID.
4. Shareholders who are unable to attend the Meeting may be represented by their representatives with the following terms:
 - a. The representation shall be based on a legitimate power of attorney in a form acceptable to the Board of Directors of the Company or in accordance with the standard form of power of attorney that can be obtained during office hours at the Head Office of the Company or can be directly downloaded through the Company's website.
 - b. Members of the Board of Directors, Board of Commissioners and employees of the Company may act as any Shareholders' representative in the Meeting, provided that their votes shall not be included in the total number of votes casted in the Meeting.
 - c. The Power of Attorney from the Shareholders domicile overseas shall be legalized by the relevant Indonesian Consulate.
 - d. The completed Power of Attorney shall be submitted to the Company via Share Administration Bureau, PT Raya Saham Registra ("**RSR**") at Plaza Sentral 2nd Floor, Jl. Jend Sudirman Kav 47-48, Jakarta 12930, phone. +6221 2525666, fax. +6221 2525028, email: rsrbae@registra.co.id, at the latest of Tuesday dated March 16, 2018 at 4:00 p.m. West Indonesia Time.
5. The representative of Shareholders in the form of legal entity ("**Corporate Shareholders**") is required to submit copies of:
 - a. the existing and applicable Articles of Association of the Corporate Shareholders, and
 - b. the documents with regards to the appointment of incumbent members of the Board of Directors and the Board of Commissioners,to the Company via RSR at the address as stated above latest March 16, 2018 at 4:00 p.m. West Indonesia Time.
6. The Shareholders of the Company are advised to read in advance the Meeting's Rules which can be downloaded through the Company's website and shall be distributed to the Shareholders before they enter the Meeting room.
7. In order to facilitate the proper arrangement of the Meeting, the Shareholders or their representatives are respectfully requested to present at the Meeting latest by 9:30 a.m. West Indonesia Time.

Jakarta, February 26, 2018
PT Bank Danamon Indonesia Tbk
The Board of Directors

PT Bank Danamon Indonesia Tbk - Corporate Secretary
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