



**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/ 26 March 2019
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 31 December 2018;
 - ii. Approval/validation of the Company's financial report for the financial year ended on 31 December 2018; and
 - iii. Approval/validation of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2018.
 2. Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2018;
 3. Engagement of the Public Accountant and Public Accounting Firm for financial year 2019;
 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;

The Extraordinary General Meeting of Shareholders ("EGMS")

1. Approval of the Merger between the Company and PT Bank Nusantara Parahyangan Tbk ("**BNP**") together with the required transactional documents including the Merger Plan and the concept of Merger Deed between the Company and BNP;
2. Amendments of the Article of Association of the Company;
3. Changes of the member of the Board of Commissioners, Board of Directors and Sharia Supervisory Board of Surviving Bank; and
4. Approval on Recovery Plan Update

Explanation on the Agenda and Material of the Meeting

AGMS

Explanation of the 1st agenda:

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 31 December 2018; (ii) approve/validate the financial statements for financial year ended on 31 December 2018 which was audited by the Public Accountants Firm of Tanudiredja, Wibisana, Rintis & Rekan (a member firm of global network of PwC) as described in the Independent Auditor's Report of 29 January 2019 Number 00023/2.1025/AU.1/07/0222-2/1/I/2019, with an unqualified opinion; (iii) approve/validate the supervisory report of the Board of Commissioners of the Company for the financial year ended on 31 December 2018; 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 31 December 2018, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2018.

Explanation of the 2nd agenda:

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 31 December 2018, 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:

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 (a member firm of PwC global network) as the Public Accounting Firm, which is registered in the Indonesia Financial Services Authority to audit the Company's financial statement for financial year 2019.

Explanation of the 4th agenda:

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.

EGMS:

Explanation of the 1st agenda:

The Board of Directors of the Company and BNP have prepared the Merger Plan, which has been approved by the Board of Commissioners of the Company and BNP on 20 January 2019. The Company and BNP have announced the Abridged Merger Plan of PT Bank Danamon Indonesia Tbk and Bank Nusantara Parahyangan Tbk in 2 (two) daily national newspaper namely Kompas and Kontan on 22 January 2019 ("**Abridged Merger Plan**"). Observing Article 89 of the number 40 year 2017 regarding Limited Liability Companies ("**Law No.40/2017**") and Article 17 paragraph 1 Financial Services Authority Regulation Number ("**POJK**") 74/POJK.04/2016 regarding Merger of Consolidation of Public Company, the merger plan must obtain approval from the General Meeting of Shareholders. Details related to the first agenda refer to Abridged Plan as above mentioned. Propose to the EGMS to approve the Merger Plan and the Merger Draft which have been prepared by the Boards of Directors of the Company and Directors of BNP.

Explanation of the 2nd agenda:

In relation to the Merger and observing Article 27 paragraph 1 of the Company's Articles of Association in conjunction with Article 19 paragraph 1 of the Company Law and Article 27 POJK Number 32/POJK.04/2014, the Company plans to change Article 4 regarding Capital in the Article of Association of the Company. To propose to the EGMS to approve and to give the authorization to Board of Directors of the Company the restate of all articles in the Company's Articles of Association.

Explanation of the 3th agenda:

Observing Article 11 paragraph 2 and Article 14 paragraph 2 of the Company's Articles of Association: to propose to the EGMS to approve the changes in the membership composition of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board of the Company after the Merger with term of office until the closing of AGMS of the Company for financial year 2019 that will be held in 2020. The change is effective since the effective of the merger and receipt of assessment results of fit and proper test from relevant regulator for each member of the Board of Commissioners, Board of Directors and Sharia Supervisory Board.

Explanation of the 4rd agenda

Observing Article 31 POJK Number 14/POJK.03/2017 regarding Recovery Plan for Systemic Bank, the updated recovery plan which contains material changes is required to obtain approval from shareholders in the GMS. To propose to EGMS to approve the changes.

Detail explanation of the Meeting agenda is available and can be accessed in 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 all the agenda of AGMS, at least 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights;
 - (b) 1) for the first agenda of EGMS, at least 3/4 (three-fourths) of the total shares issued by the Company with valid voting rights; and
2) for the second, third, and fourth agenda of EGMS, at least 2/3 (two-thirds) 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 all the agenda of AGMS, by more than 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights who are attended or represented in the AGMS;
 - (b) 1) for the first agenda of EGMS, by more than 3/4 (three-fourths) of the total shares issued by the Company with valid voting rights who are attended or represented in the EGMS; and
2) for the second, third, and fourth agenda of EGMS, by more than 2/3 (two-thirds) 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 1 March 2019 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 1 March 2019.
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 Meeting (*Konfirmasi Tertulis Untuk Rapat - "**KTUR**"*) that can be obtained through Members of Bourse or Custodian Bank 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 domiciled 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 Adimitra Jasa Korpora ("**AJK**") at Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 No.5 Kelapa Gading - Jakarta Utara 14250, Telp. +6221 29745222, Fax. +6221 29289961, email: opr@adimitra-jk.co.id, at the latest of Thursday dated 20 March 2019 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 AJK at the address as stated above latest 20 March 2019 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 9:00 a.m. West Indonesia Time.

Jakarta, 4 March 2019
PT Bank Danamon Indonesia Tbk
The Board of Directors

PT Bank Danamon Indonesia Tbk - Corporate Secretary
Menara Bank Danamon, 17th Floor, Jl. HR. Rasuna Said Blok C No. 10
Karet Setiabudi, Jakarta 12920, Indonesia
Phone. +622180645000, Fax. +622180645033, e-mail: corporate.secretary@danamon.co.id
Website: www.danamon.co.id