



**INVITATION TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
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 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**

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.

**Agenda 2**

**Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2018**

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.

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**PT Bank Danamon Indonesia Tbk - Corporate Secretary**

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**Agenda 3**

**Engagement of the Public Accountant and Public Accounting Firm for financial year 2019**

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.

**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**

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.

**The Extraordinary General Meeting of Shareholders**

**Agenda 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**

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

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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.

**Agenda 2**  
**Amendments of the Article of Association of the Company**

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.

**Agenda 3**  
**Changes of the member of the Board of Commissioners, Board of Directors and Sharia Supervisory Board of Surviving Bank**

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.

**Agenda 4**  
**Approval on Recovery Plan Update**

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.