



INVITATION TO THE ANNUAL 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 (the "**Meeting**") of the Company which will be convened as follows:

- Day/Date : Monday/ 23 March 2020
Time : 09:30 O.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**
1.
 - i. Approval of the Company's annual report for financial year ended on 31 December 2019;
 - ii. Approval/validation of the Company's consolidated financial statement for the financial year ended on 31 December 2019; and
 - iii. Approval/validation of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2019.
 2. Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2019;
 3. Appointment of the Public Accountant and Public Accounting Firm for financial year 2020;
 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. Appointment of the members of Board of Directors, Board of Commissioners and Sharia Supervisory Board of the Company in relation to the expiration of their office term;
 6. Information concerning the Shares Ownership Program Plan for Employee and Management of the Company;
 7. Realization Report regarding the Use of Proceeds from the Bond Public Offering.

Explanation on the Agenda and Material of the Meeting

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 2019; (ii) approve/validate the consolidated financial statements for financial year ended on 31 December 2019 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 27 Januari 2020, Number 00020/2.1025/AU.1/07/0222-3/1/1/2020, with an unmodified opinion; (iii) approve/validate the supervisory report of the Board of Commissioners of the Company for the financial year ended on 31 December 2019; 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 2019, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2019.

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 2019 to 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 profit acquired in financial year ended at 31 December 2019 was IDR4.073.453 million.

On this agenda, the Company will seek for the AGMS' approval for the appropriation of the Company's net profit for the financial year ended at 31 December 2019, namely: 1% will be set aside as reserve fund, 35% of net profit will be distributed as regular dividend, 10% of net profit will be distributed as special dividend related to proceed from PT Asuransi Adira Dinamika Tbk divestment, and the remaining the net profits to be booked 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 Lucy Luciana Suhenda, SE. Ak. 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 consolidated financial statement for financial year 2020.

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.

Explanation of the 5th agenda:

Observing to Article 11 paragraph 2 and Article 14 paragraph 2 of the Company's Article of Association in conjunction with Article 3 and Article 23 Financial Services Authority Regulation ("POJK") number 33/POJK.04/2014 regarding : to propose to the Meeting to re-appoint the members of Board of Directors, Board of Commissioners and Sharia Supervisory Board of the Company in relation to the expiration of their office term which will end at the GMS 2020, for the period until the closing of the Company's AGMS to be held in 2023.

Explanation of the 6th agenda:

The Company will convey to the Meeting regarding the Share Ownership Program Plan for Company's Employees and Management. This program is a purchase of the Company's shares by Employees and Management using funds provided by the Company.

Explanation of the 7th agenda:

Observing Article 6 paragraph (1) of the Financial Services Authority Regulation No. 30/POJK.04/2015 concerning the Report on Realization of Use of Proceeds from Public Offering, the Company will submit to the Meeting Report on Realization of Use of Proceeds of the Public Offering of Bank Danamon Shelf Registration I Phase I year 2019.

Detail explanation of the Meeting agenda is available and can be accessed through 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 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 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 Meeting; For Agenda 6 and 7, no decision is required.

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 27 February 2020 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 27 February 2020.
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 Tuesday dated 18 March 2020 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 18 March 2020 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 AM West Indonesia Time.

Jakarta, 28 February 2020
PT Bank Danamon Indonesia Tbk
The Board of Directors
