

## INVITATION TO 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 Extraordinary General Meeting of Shareholders (the "Meeting") of the Company which will be convened as follows:

Day/Date : Thursday/ November 26th, 2020  
Time : 09:00 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 Extraordinary General Meeting of Shareholders**

1. Approval of Changing the Composition of Board Commissioners of the Company;
2. Approval of Amendments to the Provisions of Articles of Association of the Company in regards to the adjustment to regulation of Financial Services Authority No. 15/POJK.04/2020 dated April 20th, 2020 regarding the Planning and Conducting the General Meeting of Shareholders of Public Company.

### **Explanation on the Agenda and Material of the Meeting**

#### Explanation of the 1<sup>st</sup> agenda:

Referring to Article 14 paragraph 2 of the Company's Articles of Association juncto POJK No.33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Public Company and POJK No.55/POJK.04/2016 regarding Implementation of Good Corporate Governance for Commercial Banks, to propose to the Meeting to approve the changes of the composition of the Board of Commissioners of the Company with term of office until the closing of the Annual General Meeting of the Shareholders of the Company for financial year 2022 that will be held at latest on June 2023, without prejudice to the rights of the GMS to dismiss at any time .

#### Explanation of the 2<sup>nd</sup> agenda

Referring to Article 27 paragraph 1 of the Company's Articles of Association juncto Article 19 paragraph 1 of the Company Law juncto Article 63 of POJK No. 15 /POJK.04/2020 to propose to the meeting to approve the amendment of Articles of Association of the Company in regards to the alignment with Financial Services Authority Regulation No. 15 /POJK.04/2020 dated 20 April 2020 concerning the Plan and Implementation of General Meeting of Shareholders of Public Companies to give authorization to Board of Directors of the Company to arrange and restate all articles in the Company's Articles of Association.

Detail explanation of the Meeting agenda is available and can be accessed through the Company's website [www.danamon.co.id](http://www.danamon.co.id).

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**

- 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.
- 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.

### **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 November 3rd 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 Indonesia Stock Exchange trading session on November 3<sup>rd</sup> 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 or choose to not attend the Meeting may be represented by their proxies, with the following terms:
  - a. Referring to the Financial Services Authority Regulation, the Company has provided an alternative for shareholders to provide electronic proxy (e-Proxy) to an Independent Party appointed by the Company to represent the Shareholders to attend and vote at the Meeting through the platform of Electronic General Meeting System (eASY.KSEI) provided by KSEI; or shareholders to authorize an independent party appointed by the Company. The appointed Independent Party is the Company's securities administration bureau, PT Adimitra Jasa Korpora. In the event that power of attorney is granted with E-Proxy, no legalization is required as mentioned in point d; or,
  - b. 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.
  - c. 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.
  - d. The Power of Attorney from the Shareholders domiciled overseas shall be legalized by the relevant Indonesian Consulate.
  - e. The completed Power of Attorney Form 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](mailto:opr@adimitra-jk.co.id), at the latest of Tuesday dated November, 23rd 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 November 23<sup>rd</sup>, 2020 at 4:00 p.m. West Indonesia Time.
6. In order to prevent the transmission Corona Virus/COVID-19, the Company strongly suggests the Shareholders to authorize the electronic proxy (e-Proxy) through eASY.KSEI Application, with the following procedures:
  - a. Shareholders must first be registered in the KSEI Securities Ownership Reference facility ("KSEI AKSes"). If the Shareholders have not been registered, please sign up by accessing the KSEI AKSes website (<https://akses.ksei.co.id/>);
  - b. Shareholders who have been registered as KSEI AKSes users, may authorize their proxies electronically (e-Proxy) through eASY.KSEI platform by logging in the eASY.KSEI Application;
  - c. Shareholders may declare their proxies and votes, change the appointment of their proxy and/or change the votes for agenda of the Meeting, as well as revoke the proxies, within the period as of the date of this Invitation until 1 (one) working day before the date of the Meeting or at the latest on November 25<sup>th</sup>, 2020 at 12:00 Western Indonesian Time;
  - d. Guidelines for registration, usage, and further explanation in regard to eASY.KSEI may be accessed to the eASY.KSEI Application.
7. Shareholders or their proxies who will be physically attend the Meeting, must follow the safety and health protocol applicable at the Meeting venue, as follows:
  - a. The Company requires every Shareholder or its proxy to obtain a Rapid Test or Swab Test Statement Letter from a hospital, public health center, or clinic doctor, at least in the form of rapid or swab test examination with a COVID-19 non-reactive or negative result issued 3 days prior to the Meeting. The Shareholder or its proxy which is unable to present its original COVID-19 non-reactive or negative result of the rapid test or swab test shall be required to take part in rapid test conducted by doctor/health officers provided by the Company at the expense of each shareholders. If the result of rapid test is reactive of COVID-19, the Shareholder or its proxy may authorize the proxy to the independent party appointed by the Company (the "Independent Party") by using the POA form provided by the Company, hence, they may remain use their rights to present and cast a vote at the Meeting represented by the Independent Party.
  - b. Following the COVID-19 prevention protocol and procedure that is determined by the Company.
  - c. For health reasons and in the context of controlling and preventing the spread of the COVID-19, the Company does not provide food and drinks, goody bag products/souvenirs.
8. The Company shall limit the physical attendance of participants (including representatives of the Company and supporting professions of the Meeting) in the Meeting room on a first come first served basis, and in the event the established quota has been fulfilled (in accordance with the room's capacity upon implementation of physical distancing), the Shareholders that are unable to enter the Meeting room the Shareholder or its proxy may authorize the proxy to the independent party appointed by the Company by using the POA form provided by the Company, hence, they may remain use their rights to present and cast a vote at the Meeting represented by the Independent Party.
9. 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.
10. In order to facilitate the proper arrangement of the Meeting, the Shareholders or their representatives are respectfully requested to present at the Meeting latest 30 (thirty) minutes West Indonesia Time before the Meeting begins.