



**THE EXPLANATION OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
PT BANK DANAMON INDONESIA TBK**

Agenda 1

- i. Approval of the Company's annual report for financial year ended on 31 December 2020;**
- ii. Approval of the Company's consolidated financial statement for the financial year ended on 31 December 2020;**
- iii. Approval of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2020; and**
- iv. Approval to give acquit and discharge (*volledig acquit et 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 2020**

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 Meeting to (i) approve the annual report for financial year ended on 31 December 2020; (ii) approve/validate the consolidated financial statements for financial year ended on 31 December 2020 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 11 February 2021, Number 00038/2.1025/AU.1/07/0229-1/1/II/2021, with an unmodified opinion; (iii) approval the supervisory report of the Board of Commissioners of the Company for the financial year ended on 31 December 2020; and (iv) acquit and discharge (*volledig acquit et 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 2020, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2020.

Agenda 2

Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2020

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 Meeting to approve the determination on the appropriation of the Company's net profit for the financial year ended on 31 December 2020 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.

Agenda 3

Appointment of the Public Accountant and Public Accounting Firm for financial year 2021

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 Meeting to appoint Elisabeth Imelda as Public Accountant and Imelda & Rekan (a member firm of Deloitte 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 2021.

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 Meeting 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.

Agenda 5

Approval of Changing the Composition of Board Commissioners of the Company

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.

Agenda 6

Approval to update the 2020-2021 Recovery Plan Document

Based on Article 31 paragraph 2 – POJK No.14/POJK.03/2017 regarding Recovery Plan for Systemic Bank, the updated Recovery Plan document which contains material changes among others the revision of trigger level, is required to obtain approval from shareholders in the General Meeting of Shareholders. Hence, it is proposed to the Meeting to provide approval on the changes of trigger level of the Recovery Plan.