



**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 2021;
- ii. Approval of the Company's consolidated financial statement for the financial year ended on 31 December 2021;
- iii. Approval of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2021;
- 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 2021;

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 2021;
- (ii) approve/validate the consolidated financial statements for financial year ended on 31 December 2021 which was audited by the Public Accountants Firm of Imelda & Rekan (a member firm of Deloitte Touche Tohmatsu Limited) as described in the Independent Auditor's Report dated 28 January 2022, Number 00015/2.1265/AU.1/07/0849-1/1/I/2022 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 2021;
- (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 2021, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2021.

The Company's Consolidated Financial Statements as of 31 December 2021 has been published in Kompas and Kontan newspaper on 17 February 2022 and has been submitted to Financial Service Authority and available in the Company's website ([www.danamon.co.id](http://www.danamon.co.id)) on 17 February 2022.

The Company's Annual Report as of 31 December 2021 has been submitted to Financial Service Authority and available in the Company's website ([www.danamon.co.id](http://www.danamon.co.id)) on 2 March 2022.



**Agenda 2:**

Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2021;

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 2021 to be allocated as mandatory reserve fund, distributed as dividend to Shareholders, 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 2022

Observing Article 20 paragraph 2 (c) of the Company's Articles of Association in conjunction with Article 68 of the Company Law, Article 13 (1) of Indonesia Financial Services Authority Regulation ("POJK") Number 13/POJK.03/2017 regarding Use of Services of Public Accountant and Public Accounting Firm in Financial Services Activities: to propose to the Meeting to reappoint Elisabeth Imelda as Public Accountant and Imelda & Rekan (a member firm of Deloitte Touche Tohmatsu Limited) 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 2022.

**Agenda 4:**

- i. Determination of the remuneration or honorarium, bonus/tantieme, and other allowance for the Company's Board of Commissioners members and Sharia Supervisory Board members;
- ii. Determination of the remuneration and allowance, bonus/tantieme, and/or other benefits for 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:

- a. approve the payment of bonus/tantieme of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2021;
- b. approve the total amount of remuneration and allowances of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2022;
- c. approve the delegation of authority to the President Commissioner to determine portion of tantieme/bonus for the financial year 2021, for each member of the Board of Commissioners based on the recommendation of Remuneration Committee and approve the delegation of authority to the Board of Commissioners to determine portion of tantieme/bonus for the financial year 2021 for each member of the Sharia Supervisory Board and Directors based on the recommendation of Remuneration Committee.



**Agenda 5:**

Approval of Changing the Composition of Board Commissioners and Directors of the Company

Referring to Article 14 paragraph 2, Article 11 paragraph 2 of the Company's Articles of Association conjunction 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 and Article 94 and 111 of the Company Law to propose to the Meeting to approve the changes of the composition of the Board of Commissioners and Directors 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.