

**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 2022.
- ii. Approval of the Company's consolidated financial statement for the financial year ended on 31 December 2022.
- iii. Approval of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2022.
- iv. Approval to give acquit and discharge (*volledig acquit et decharge*) the Board of Directors and the Board of Commissioners as well as Sharia Supervisory Board of the Company for their management and supervision in the financial year ended on 31 December 2022.

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 2022.
- ii. approve/validate the consolidated financial statements for financial year ended on 31 December 2022 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 14 February 2023, Number 00017/2.1265/AU.1/07/0849-2/1/II/2023 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 2022.
- iv. acquit and discharge ("*volledig acquit et decharge*") the Board of Directors and the Board of Commissioners as well as Sharia Supervisory Board of the Company for their management and supervision in the financial year ended on 31 December 2022, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2022.

The Company's Consolidated Financial Statements as of 31 December 2022 has been published in Kompas and Bisnis Indonesia newspaper on 16 February 2023 and has been submitted to Financial Service Authority and available in the Company's website (www.danamon.co.id) on 16 February 2023.

The Company's Annual Report as of 31 December 2022 has been submitted to Financial Service Authority and available in the Company's website (www.danamon.co.id) on 8 March 2023.

Agenda 2:

Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2022.

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 2022 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 2023.

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 2023.

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:

- i. approve the payment of bonus/tantieme of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2022.
- ii. approve the total amount of remuneration and allowances of the of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2023.

- iii. approve the delegation of authority to the President Commissioner to determine portion of tantieme/bonus for the financial year 2022, 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 bonus/tantieme for the financial year 2022 for each member of the Sharia Supervisory Board and Directors based on the recommendation of Remuneration Committee.

Agenda 5:

Approval of Changes in the Composition of the Company's Management.

Referring to Article 11 paragraph 2 and Article 14 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.03/2016 regarding Implementation of Good Corporate Governance for Commercial Banks and Article 94 and 111 of the Company Law, Board of Directors and Board of Commissioners of the Company are appointed and dismissed by the General Meeting of Shareholders. The appointment is effective from the date specified in the General Meeting of Shareholders in which they are appointed and ends at the closing of the 3rd AGMS after the date of their appointment.

In accordance Article 45 paragraph 2 Bank Indonesia Regulation Number 11/33/PBI/2009 regarding Implementation of Good Corporate Governance for Commercial Banks of Sharia and Islamic Sharia Business Unit ("PBI GCG Sharia"), the maximum office term of members of the Sharia Supervisory Board is the same as the office term of the members of the Board of Directors or the Board of Commissioner.

Furthermore, by referring to the Article 6 paragraph 1 POJK Number 55 year 2016, Article 27 paragraph 1 POJK Number 55 year 2016, and Article 45 paragraph 1 PBI GCG Sharia, the proposed appointment and/or replacement of members of the Board of Directors or Board of Commissioners or the Sharia Supervisory Board to the AGMS is conducted by taking into account the recommendation from Remuneration Committee and Nomination Committee.

The office term of the incumbent Board of Directors, Board of Commissioners and Sharia Supervisory Board will expire at the closing of Annual General Meeting of Shareholders ("AGMS") year 2023.

In this regard, the Company will propose to the AGMS to approve composition of members of the Board of Directors, the Board of Commissioners, and the Sharia Supervisory Board for the term of office from the closing of the Company's AGMS in 2023 until the closing of the Company's AGMS in 2026 which will be held no later than June 2026 without prejudice to the right of the GMS to terminate at any time with the following composition:

Board of Directors	
President Director	Daisuke Ejima
Vice President Director	Honggo Widjojo Kangmasto
Vice President Director	Hafid Hadeli
Director	Herry Hykmanto
Director	Rita Mirasari
Director	Dadi Budiana
Director	Muljono Tjandra
Director	Naoki Mizoguchi
Director	Thomas Sudarma

Board of Commissioners	
President Commissioner	Yasushi Itagaki
Vice President Commissioner (Independent)	Halim Alamsyah
Commissioner	Nobuya Kawasaki
Commissioner	Dan Harsono
Independent Commissioner	Peter Benyamin Stok
Independent Commissioner	Hedy Maria Helena Lopian

Sharia Supervisory Board	
Chairman	H. M. Sirajuddin Syamsuddin
Member	Hasanudin
Member	Asep Supyadillah

Agenda 6:

- i. Approval on 2022-2023 Recovery Plan Review.
- ii. Approval on 2022 Resolution Plan.

- i. Based on Article 31 paragraph 2 OJK Regulation No.14/POJK.03/2017 regarding Recovery Plan for Systemic Bank, Recovery Plan review which contain, among others, revision of trigger level and recovery options, is required to obtain approval from shareholders in the General Meeting of Shareholder. Hence, it is proposed to AGMS to provide approval on the Recovery Plan review.
- ii. Based on Article 8 LPS Regulation No.1 2021 regarding Resolution Plan for Commercial Bank, Resolution Plan preparation according to guidelines from Indonesia Deposit Insurance Corporation (LPS) is required to obtain approval from shareholders in the General Meeting of Shareholder. Hence, it is proposed to AGMS to provide approval on the Resolution Plan.

Jakarta, March 9th, 2023
PT Bank Danamon Indonesia Tbk
The Board of Directors