

**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 2023.
- ii. Approval of the Company's consolidated financial statement for the financial year ended on 31 December 2023.
- iii. Approval of the supervisory report of the Company's Board of Commissioners for the financial year ended on 31 December 2023.
- iv. Approval to give acquit and discharge ("*volledig acquit et décharge*") to 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 2023.

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 2023.
- ii. approve/validate the consolidated financial statements for financial year ended on 31 December 2023 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 16 February 2024, Number 00015/2.1265/AU.1/07/0849-3/1/II/2024 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 2023.
- iv. acquit and discharge ("*volledig acquit et decharge*") to 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 2023, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2023.

The Company's Consolidated Financial Statements as of 31 December 2023 has been submitted to Financial Service Authority and Indonesian Stock Exchange and also available in the Company's website ([www.danamon.co.id](http://www.danamon.co.id)) on 19 February 2024. The Company's Consolidated Financial Statements also published in Kompas and Bisnis Indonesia newspaper on Tuesday, 20 February 2024.

The Company's Annual Report as of 31 December 2023 has been submitted to Financial Service Authority and Indonesia Stock Exchange and also available in the Company's website ([www.danamon.co.id](http://www.danamon.co.id)) on 28 February 2024.

**Agenda 2:**

Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2023.

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 2023 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 2024.

Observing Article 20 paragraph 2 (c) of the Company's Articles of Association in conjunction with Article 68 of the Company Law, Article 3 paragraph 1 of Indonesia Financial Services Authority Regulation ("POJK") Number 9 year 2023 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 2024 and giving authorization to the Board of Commissioners to determine the amount of the honorarium.

**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 to:

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

- benefit of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2024.
- iii. approve the delegation of authority to the President Commissioner to determine portion of bonus/tantieme for the financial year 2023 and remuneration /honorarium and/or allowances or other benefit for the financial year 2024 for each member of the Board of Commissioners based on the recommendation of Nomination and Remuneration Committee and approve the delegation of authority to the Board of Commissioners to determine portion of bonus/tantieme for the financial year 2023 and remuneration/honorarium and/or allowances for the financial year 2024 for each member of the Sharia Supervisory Board and Directors based on the recommendation of Nomination and Remuneration Committee.

**Agenda 5:**

**Approval of Changes in the Composition of Members of the Company's Board of Directors**

Referring to 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 17 Year 2023 regarding Implementation of Good Corporate Governance for Commercial Banks and Article 94 of the Company Law, Board of Directors 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.

The Company will propose to the AGMS to approve the changes of composition of members of the Board of Directors, for the term of office from the closing of this AGMS 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.

**Agenda 6:**

**Approval of Amendments to the Company's Articles of Association.**

Considering Article 27 paragraph 1 of the Company's Articles of Association, in conjunction with Article 19 paragraph 1 of the Company Law, in conjunction with Article 8 of POJK No. 17 Year 2023 regarding the implementation of corporate governance for commercial banks, Article 10, 11 and 12 of POJK No. 12 Year 2023 regarding Sharia Business Units, POJK No. 14/POJK.04/2022 regarding the submission of periodic financial statements of issuers or public companies, Directors' Decree of Indonesia Stock Exchange Number Kep-00023/BEI/03-2015 regarding determines the cash dividend schedule and Number Kep-00077/BEI/09-2021 regarding changes to the provisions for implementing the distribution of share dividends, bonus shares, and distribution of interim dividends as well as POJK No. 15/POJK.04/2020 regarding



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Planning and Organizing General Meetings of Shareholders of Public Companies, propose to the meeting to approve changes to the provisions of the Company's Articles of Association in order to adjust the above rules and regulations and grant authority to Company's Directors to prepare and restate the entire Articles of Association of the Company.

**Jakarta, 29 February 2024**  
**PT Bank Danamon Indonesia Tbk**  
**The Board of Directors**