

Notary **SITARESMI PUSPADEWI SUBIANTO, SH.**
Decision of Minister of Justice and HR of RI dated February 14, 2002
Number: C-110.HT.03.02-Th.2002
Jl. Kebonrojo No. 2-CC, Surabaya 60175
Tel. (031) 3532822, 3521282, 3521285
Fax. (031) 3522331

Surabaya, 24 April 2020.

Number : 132/Not/IV/2020.
Subject : Statement.

STATEMENT LETTER.

The undersigned below:

SITARESMI PUSPADEWI SUBIANTO Bachelor of Law, a notary in Surabaya, domiciled in Jalan Kebonrojo number 2-CC, Surabaya, hereby explains:

Whereas on this day, Friday, April 24, 2020, at the Head Office of PT Bank Pembangunan Daerah Jawa Timur Tbk, Bromo Room, Jalan Basuki Rakhmad No. 98–104, Surabaya, it has been held the **Annual General Meeting of Shareholders for Fiscal Year 2019** (hereinafter referred to as "**Meeting**") of **PT Bank Pembangunan Daerah Jawa Timur Tbk** (hereinafter referred to as "**the Company**"), domiciled in Surabaya.

In order to comply with article 49 of the Financial Services Authority Regulation number 15 / POJK.04 / 2020 dated 21 April 2020 concerning the Plans and Organizing of a Public Company Shareholders General Meeting, which the Minutes contained in my deed, notary, dated 24 April 2020 number 67, which are as follows:

Whereas all the requirements for holding a meeting have been fulfilled as appropriate;

Whereas the Meeting was chaired by the President Commissioner based on a Resolution of the Board of Commissioners Meeting on April 13, 2020,

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INDRA SYAHRIZA
PENERJEMAH RESMI & TERSUMPAH
Sworn & Authorized Translator
April 27, 2020

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Whereas the rules at the Meeting are:

1. In discussing each Agenda of the Meeting, the Chairperson of the Meeting will provide the opportunity for shareholders or their proxies to ask questions and / or express opinions where necessary, the opportunity will be given for each Meeting agenda, a maximum of 3 (three) questions will be read;
2. Resolutions of the Meeting are taken based on deliberation to reach consensus. In the case of no decisions reached based on deliberation to reach consensus, the decision is taken by a vote;
3. and others.

A. Day / Date, Time, Place and Agenda of the Meeting.

Day / Date : Friday / April 24, 2020.

Time : 14.00 WIB.

Venue : Bromo Room 5th Floor, Main Office of the
Company Jl. Basuki Rakhmad No. 98-104
Surabaya.

Meeting Agenda are as follows:

1. Approval of the Company's Annual Report Concerning the State and Operation of the Company during the Fiscal Year 2019, including the Report on the Implementation of the Oversight of the Board of Commissioners during the Fiscal Year 2019 and Ratification of the Fiscal Year 2019 of the Company;
2. Determination of the Use of the Company's Net Profit for Fiscal Year 2019, including the provision of bonuses to employees as well as bonuses and remuneration for Directors and Board of Commissioners;
3. Authorizes the Board of Commissioners to Appoint a Public Accountant Firm to Audit the Company's Financial Statements for Fiscal Year 2020;
4. Authorizes the Board of Commissioners to Adjust the Capital of the Company by Amending - Article 4 of the Articles of Association

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Regarding the Implementation of Management and Employee Stock Options Plan (MESOP).

5. Amendments to the Articles of Association;
6. Stipulation of the Management Structure.

B. Members of the Board of Commissioners and Directors present at the Meeting:

Board of Commissioners.

President Commissioner	:	Doctor of AKHMAD SUKARDI, Master of Management;
Commissioner	:	Engineer HERU TJAHJONO, Master of Management;
Commissioner	:	BUDI SETIAWAN, Engineer;
Independent Commissioner	:	RUDI PURWONO;
Independent Commissioner	:	CANDRA FAJRI ANANDA;
Independent Commissioner	:	MUHAMMAD MAS'UD, Doctor;

Board of Directors.

Director of Finance and concurrently as caretaker of President Director	:	FERDIAN TIMUR SATYAGRAHA Bachelor of Commerce, Master of Commerce;
Director of Compliance & Risk Management	:	ERDIANTO SIGIT CAHYONO;
Director of Business Risk concurrently as caretaker of Director	:	RIZYANA MIRDA, Bachelor of Economics;

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of Consumer, Retail & Sharia

Business

Director of Commercial and Corporate : **BUSRUL IMAN, Bachelor of Economics, Masters**

Management, Accountant;

Director of IT & Operations : **Haji TONNY PRASETYO, Bachelor of Agriculture.**

C. Attendance of Shareholders.

Whereas the Meeting was attended by the shareholders and / or their proxies with the following details:

- Series A Shareholders were **11,934,147,982 (eleven billion nine hundred thirty four million one hundred forty seven thousand nine hundred eighty two) Shares** or **100% (one hundred percent)** of **11,934,147,982 (eleven billion nine hundred thirty four million one hundred forty seven thousand nine hundred eighty two) Series A Shares** issued by the Company;
- Series B Shareholders were **1,507,910,191 (one billion five hundred seven million nine hundred ten thousand one hundred ninety one) Shares** or **48,937% (forty eight point nine three seven percent)** of **3,081,350,100 (three billion eighty one million three hundred fifty thousand one hundred) Series B Shares** issued by the Company;

thus the Meeting was attended by **13,442,058,173 (thirteen billion four hundred forty two million fifty eight thousand one hundred seventy three) Shares** or **89,521% (eighty nine point five two one percent)** of all the total shares of the Company issued by the Company in the amount of **15,015,498,082 (fifteen billion fifteen million four hundred ninety eight thousand eighty two) Shares.**

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D. Opportunity to Ask Questions and / or Give Opinions.

At the Meeting, the shareholders and / or their proxies are given the opportunity to ask questions and / or express opinions regarding the Meeting Agenda.

E. Number of shareholders who ask questions and / or express opinions regarding the Meeting Agenda.

In the Meeting there are shareholders who raise questions and / or express opinions regarding the Meeting Agenda with the following details:

Meeting Agenda	Total of Shareholders
1	1 (one) person
2	None
3	None
4	1 (one) person
5	None
6	1 (one) person

F. Meeting Decision Making Mechanisms.

Decisions at the Meeting are taken based on deliberation to reach consensus. In the case of no decision is reached based on deliberation to reach consensus, the decisions taken through a vote.

G. Voting Results.

At the Meeting, there are voting results related to the Meeting Agenda with the following details:

Agenda	Agree	Disagree	Abstain
1	13,401,287,205 shares (99,697%) consisting of:		40,770,968 Shares (0.303%) all of

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	Series A: 11,934,147,982 Shares Series B: 1,467,139,223 Shares	None	which are Series B Shares
2	13,442,058,173 shares (100%) consists of: Series A: 11,934,147,982 Shares Series B: 1,507,910,191 Shares	None	None
3	12,992,325,063 shares (96,654%) consists of: Series A: 11,889,537,482 Shares Series B:	379,295,410 Shares (2,822%) all of which are Series B Shares	70,437,700 Shares (0.524%) consists of: Series A: 44,610,500 Shares Series B: 25,827,200 Shares

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SK GUB KDKI JKL NO. 1691/2020

INDRA SYAHRIZA

PENERJEMAH RESMI & TERSUMPAH

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SK GUB KOKI JKL NO. 1691/2020

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	1,102,787,581 Shares		
4	12,400,527,615 shares (92,252%) consists of: Series A: 11,889,537,482 Shares Series B: 510,990,133 Shares	971,092,858 Shares (7.224%) all of which are Series B Shares	70,437,700 Shares (0.524%) consists of: Series A: 44,610,500 Shares Series B: 25,827,200 Shares
5	12,163,046,364 shares (90.485%) consists of: Series A: 11,862,056,231 Shares Series B: 300,990,133 Shares	1,181,092,858 Shares (8.786%) all of which are Series B Shares	97,918,951 shares (0.728%) consists of: Series A: 72,091,751 Shares Series B: 25,827,200 Shares
6	12,190,527,515 shares (90,689%) consists of: Series A:	1,181,092,858 Shares (8.786%) all of which are Series B Shares	70,437,800 Shares (0.524%) consists of: Series A:

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SK. GUB KOKI JKL NO. 1607/2001, April 27, 2020



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	11,889,537,482 Shares		44,610,500 Shares
	Series B: 300,990,033 Shares		Series B: 25,827,300 Shares

Note: % is the composition of total shares with voting rights at the Meeting.

In accordance with POJK No. 15 / POJK.04 / 2020, the abstention vote (does not vote) follows the majority vote issued at the Meeting, thus the Meeting with the most votes has approved the proposal for the whole Meeting Agenda.

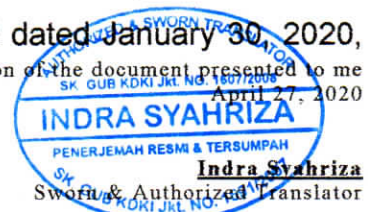
H. Meeting Decisions.

First Agenda

Approval of the Company's Annual Report Concerning the State and Operational the Company during the Fiscal Year 2019, including the Report on the Implementation of the Supervisory Board of the Board of Commissioners during the Fiscal Year 2019 and Ratification of the Financial Statements of the Fiscal Year 2019.

1. Approved and legalized:
 - a) Annual Report of the Company submitted by the Board of Directors for Fiscal Year 2019;
 - b) Supervisory Board Reports carried out by the Board of Commissioners for Fiscal Year 2019;
 - c) Company's Financial Statements for the fiscal year ended in December 31, 2019 which have been audited by the Public Accounting Firm Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Partners in accordance with their report No: 00007 / 3.0355 / AU.1 / 07/11922 / 1 / 1 / 202 dated January 30, 2020,

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with the unqualified opinion in all material respects in accordance with generally accepted accounting principles in Indonesia.

2. By the approval and legalization of the Annual Report, the Supervisory Report of the Board of Commissioners and the Company's Financial Statements for Fiscal Year 2019, the GMS provides full repayment and acquittal of responsibility (acquit et de charge) to all members of the Board of Directors for management actions and to all a member of the Board of Commissioners for the supervisory actions that have been carried out during the Fiscal Year ended December 31, 2019 to the extent that such actions are reflected in the Company's Financial Statements.

Second Agenda

The stipulation of the Use of the Company's Net Profit for Fiscal Year 2019 Including the Provision of Bonuses to Employees as well as Tantiem and Remuneration for Board of Directors and Board of Commissioners.

- 1) To approve the Use of the Company's Net Profit for Fiscal Year 2019 as follows:
 - a) By IDR 723,747,007,552.40 (seven hundred twenty three billion seven hundred forty seven million seven thousand five hundred fifty two rupiah point forty cents) or 52.58% (Fifty Two Comma Fifty Eight Percent) of net income for Fiscal Year 2019 is determined as cash dividends for Fiscal Year 2019, therefore a total of IDR 48.20 (forty eight point comma twenty cents) per share, determined as cash dividends for Fiscal Year 2019 will be distributed in cash and distributed to all shareholders registered in the Register of Shareholders of the Company as of May 8, 2020 and will be paid on May 20, 2020. Furthermore, giving the power and authority to the Directors to regulate the procedure for payment of cash dividends.
 - b) By IDR 652,758,133,360.60 (six hundred fifty two billion seven hundred fifty eight million one hundred thirty three thousand three

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hundred sixty rupiah point sixty cents) or 47.42% (forty seven point forty two percent) designated as General Reserves.

- 2) Furthermore, in accordance with the provisions of the applicable Financial Accounting Standards Statement, for Annual net income, an approval for the distribution of employee bonuses and tantiem for the Company's Management which are the Board of Directors and Board of Commissioners together with those who assist the duties of the Board of Commissioners including the Sharia Supervisory Board for Fiscal Year 2019 is reserved for IDR 344,126,285,228.54 (three hundred forty four billion one hundred twenty six million two hundred eighty five thousand two hundred twenty eight rupiah point fifty four cents) with the same percentage share as the previous year, are as follows:
 - a) Employee bonus is 85% (eighty-five percent);
 - b) Tantiem of the Company's Management, which are the Board of Directors and the Board of Commissioners, together with those who assist the duties of the Board of Commissioners, including the Sharia Supervisory Board by 15% (fifteen percent). From such bonus amount, it will be paid in cash, and according to the provisions of POJK Number 45 / POJK.03 / 2015 specifically for the Directors there is a bonus that will be suspended in the form of cash and shares through the Long Term Incentive program.
3. To give authority and power to the Board of Commissioners to determine the remuneration of the company's management, which are the Board of Directors and the Board of Commissioners, together with those who assist the duties of the Board of Commissioners, including the Sharia Supervisory Board in 2020, by taking into account the proposals of the Remuneration and Nomination Committee and reporting on the Annual Report.

Third Agenda

To authorize the Board of Commissioners to Appoint a Public Accountant Office to Audit the Company's Financial Statements for Fiscal Year 2020.

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Approved to authorize the Board of Commissioners to appoint a Public Accountant Office in auditing the Company's financial statements for fiscal year 2020.

Fourth Agenda

To authorize the Board of Commissioners to Adjust Company Capital by Changing Article 4 of the Articles of Association Regarding the Implementation of Management Employee Stock Options Plan (MESOP).

Approved:

1. to authorize the Board of Commissioners to make adjustments to the capital of the Company thereby amending Article 4 of the Articles of Association relating to the implementation of the Management and Employee Stock Option Plan (MESOP) for a period of 1 (one) year from the date of the resolution of this GMS.
2. to authorize the Board of Commissioners with the right of substitution to take all necessary actions in the context of notification of amendments to the articles of association intended to the relevant agencies.

Fifth Agenda

Amendment to Articles of Association.

- 1) To approve changes to the articles of association of article 3 in connection with the aims and objectives and the business activities of the Company;
- 2) To Give authority and power to the Board of Directors of the company to make adjustments to the articles of association of the company by changing article 3 with respect to the aims and objectives as well as business activities;
- 3) To authorize with substitution rights to the Directors of the Company to take all necessary actions in the context of requesting approval,

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reporting and registering amendments to the articles of association referred to the relevant agencies.

Sixth Agenda

Stipulation of Management Structure.

- 1) Respectfully dismiss Mr. Hadi Santoso as Director of the Company with a big thank you for the contribution of energy and thought given during his tenure.
- 2) Cancellation of appointment:
 - a. Mr. Hadi Santoso (President Director) and Mr. Elfaurid Aguswantoro (Director of Consumer, Retail, and Sharia Business) based on Article 26 POJK Number: 27 / POJK.03 / 2016 and Roman IX numbers 8 and 9 SEOJK Number 39 / SEOJK.03 / 2016, concerning the Assessment of Capability and Compliance for Financial Services Institutions Main Parties;
 - b. Mr. M. Ridlwan Nasir (Sharia Supervisory Board) based on OJK letter no SR-10 / KR.04 / 2020 dated February 28, 2020 due to not passing the Capability and Compliance Test by the Financial Services Authority.

Therefore, the composition of the Board of Directors and Sharia Supervisory Board is as follows:

Board of Directors.

President Director	:	- ;
Director of Finance	:	FERDIAN TIMUR SATYAGRAHA Bachelor of Commerce, Master of Commerce;
Director of Compliance & Risk Management	:	ERDIANTO SIGIT CAHYONO;

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Director of Business Risk : RIZYANA MIRDA, Bachelor
of Economics;

Director of Commercial and : BUSRUL IMAN, Bachelor of
Corporate Economics, Masters
Management, Accountant;

Director of IT & Operations : Haji TONNY PRASETYO,
Bachelor of Agriculture.

Director of Consumer, Retail & Sharia : - ;
Business

Sharia Supervisory Board:

- M. KHAFIFUDDIN alias AFIFUDDIN MUHAJIR (in the previous GMS the name was written by AFIFUDDIN MUHAJIR, on the ID Card was written M. KHAFIFUDDIN); M SA'AD IH alias SAAD IBRAHIM (in the previous GMS the name was written by SAAD IBRAHIM, on the ID Card was written M SA'AD IH).

To fill the vacant of Board of Directors' positions, in accordance with article 15 paragraph 10 of the articles of association, then within 90 days of this GMS, the Company shall hold a EGMS to fill the vacant positions with due regard to the provisions of applicable laws and regulations, including regulations in the capital market in Indonesia.

- 3) The GMS authorizes the Board of Commissioners to divide the duties of the Director who is still vacant to the existing Directors.
- 4) The GMS authorizes the Board of Commissioners to divide the Structure of the Chairman and Members of the Sharia Supervisory Board.
- 5) To give the power and authority with the right of substitution to the Board of Directors of the Company to carry out all necessary processes and actions including notification to the regulators (Financial Services Authority / Indonesian Stock Exchange / Ministry

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of Law and Human Rights) as required in applicable laws and regulations .

Whereas the copy of the minutes of the Meeting Minutes is still being finalized at my office, the notary, when it is finished, I will immediately submit it to the Company's Board of Directors.

In witness whereof this Certificate was made to be used as appropriate.

Notary in Surabaya,

[sealed & signed]

SITARESMI PUSPADEWI SUBIANTO, S.H.

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April 27, 2020

SR 308/KDKI JK. NO. 109/2008

INDRA SYAHRIZA

INDRA SYAHRIZA TERSUMPAN

Sworn & Authorized Translator

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