

**Meeting Agenda
Annual General Meeting of Shareholders
Financial Year 2018**

April 26, 2019

PT. BANK PEMBANGUNAN DAERAH JAWA TIMUR Tbk

Agenda 1

Approval of the Annual Report regarding the state and the running of the Company during Financial Year 2018, including the Report of the Board of Commissioners Supervisory Duties during the Financial Year 2018 and the Ratification of the Company's Financial Statements for Financial Year 2018;

Laws/Regulations:

- Article 11 of the Company's Articles of Association.
- Article 69 of Law no. 40 of 2007 concerning Limited Liability Companies.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of:

- The Company's Annual Report Financial Year 2018 includes the Board of Commissioners' Supervisory Duty Report 2018 and the Company's Financial Report for the financial year ended 31 December 2018 which have been audited by Public Accountants Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan in accordance with the report No: 00005 / 3.0355 / AU.1 / 07 / 1192-1 / 1 / I / 2019 dated January 18, 2019, with fair opinion in all matters that are material in accordance with Financial Accounting Standards in Indonesia.

Agenda 2

Determination of the Use of the Company's Net Profit Financial Year 2018, including bonus for employees as well as Remuneration for the Board of Directors and Commissioners;

Laws/Regulations:

- Article 11, Article 23, and Article 24 of the Company's Articles of Association.
- Article 70 and Article 71 of Law no. 40 of 2007 concerning Limited Liability Companies.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of :

- Determination of the use of the Company's Net Profit financial year 2018, which is planned to be allocated for dividends and general reserves;
- Bonus for employees as well as Remuneration for the Board of Directors and Commissioners.

Agenda 3

Authorize the Board of Commissioners to Appoint a Public Accounting Firm in Auditing the Company's Financial Statements for Financial Year 2019;

Laws/Regulations:

- Article 11 of the Company's Articles of Association.
- Article 36A on FSA Regulation (POJK) No. 32/POJK.04/2014 as amended by POJK No: 10 / POJK.04 / 2017 concerning the Plan and Implementation of the General Meeting of Shareholders of the Public Company.
- Article 13 on FSA Regulation (POJK) No. 13 /POJK.03/2017 concerning the Use of Public Accountant Services and Public Accountant Offices in Financial Services Activities.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of :

- Authorization to the Board of Commissioners to appoint a Public Accounting Firm that will audit the Company's Consolidated Financial Statements for Financial Year 2019.

Agenda 4

Authorize the Board of Commissioners to make adjustment of the Company's Capital, which hereby changes the Article 4 of Articles of Association in the connection with the implementation of Management and Employee Stock Options Plan (MESOP);

Laws/Regulations:

- Article 41 Law no. 40 of 2007 concerning Limited Liability Company.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of :

- Authorization to the Board of Commissioners to make adjustment on Article 4 of the Company's Articles of Association as regulated on the Article 41 paragraph (2) of Limited Liability Company Law No. 40 Year 2007, related to the issuance implementation of new shares in the context of Management and Employee Stock Options Plan (MESOP), which has been approved within the Annual General Meeting of Shareholders Financial Year 2014 on April 8, 2015.

Approval of plan to conduct Share Repurchase (Buyback) in the context of Long Term Incentive Implementation;

Laws/Regulations:

- Article 2 on FSA Regulation (POJK) No.30/POJK.04/2017 concerning Shares Repurchase Issued by a Public Company.
- Article 17 on FSA Regulation (POJK) No. 45/POJK.03/2015 concerning Implementation of Good Corporate Governance in terms of of Remuneration Distribution for Commercial Banks.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of :

- Implementation of Company's Shares Repurchase for the implemenation of Long Term Inctive (LTI) Program year 2018/2019 with funds allocation up to IDR 1.200.000.000.00 (one billion and two hundred million rupiah).

Agenda 6

Changes in the Composition of Company's Management;

Laws/Regulations:

- Article 15 of Company's Articels of Association.
- Article 21 of Company's Articels of Association.
- Article 3 on FSA Regulation (POJK) No.33/POJK.04/2014 concerning the Borad of Directors and Commissioners of Issuers or Public Companies.

Explanation:

In the Meeting, it will be presented and asked for approval/validation from Shareholders in terms of :

- Changes in the composition of company's management, members of the Board of Directors and Board of Sharia Supervisors as the length of service has been completed and the appointment of their successors.