

DECLARATION

Number : 27/III/SBY/SNY/2018

The undersigned:

Name : SITI NURUL YULIAMI, S.H., M.Kn.
Title : Notary Public in Surabaya City
Address : Jl. Raya Dharmahusada Indah Number 55 Blok C-10 Surabaya 60115

hereby declares:

That on this day, Tuesday, the twentieth day of February two thousand and eighteen (20-02-2018) in the Head Office of PT Bank Pembangunan Daerah Jawa Timur, Tbk., Bromo Room of Jalan Basuki Rachmad No. 98 – 104 Surabaya, an Annual General Meeting of Stockholders Year 2017 (hereinafter referred to as 'Meeting') of PT Bank Pembangunan Daerah Jawa Timur, Tbk. (hereinafter referred to as 'Company') domiciled in Surabaya City was convened.

In order to adhere the provisions in Article 32 of Regulation of the Financial Service Authority, Number : 32/POJK.04/2014, dated 08 December 2014 about Plan and Holding of General Meeting of Stockholders of Public Companies, the Minutes of Annual General Meeting of Stockholders Meeting of which were stated in my, Notary Public's, Deed, dated the twentieth day of February two thousand and eighteen (20-02-2018), Number : 22, and summarized hereunder :

That all Meeting requirements had been fully satisfied.

The Independent Commissioner, Mr. SOEBAGYO, was in the chair in compliance with the Resolutions of Board of Commissioners, dated the fifth day of February two thousand and eighteen (05-02-2018).

The Meeting was subject to the rules of meeting hereunder :

1. In the discussion on each of the items of meeting agenda, the Chairman would give an opportunity to the Stockholders or their attorneys to address questions and/or opinions prior to voting on the relevant proposals.
2. The opportunity was given only once in a phase concerning each of the items of meeting agenda. In each phase, maximally 3 three) questions could be addressed.
3. The meeting resolutions were taken amicably. In case of failure to take amicable meeting resolutions, it would be resolved by voting.
4. And so forth.

A. Day/Date, Time, Venue and Agenda of Annual General Meeting of Stockholders

Day/Date : Tuesday, 20 February 2018
Time : 08.00, West Indonesian Time
Venue : Bromo Room, 5th floor, Head Office of
Company of Jl. Basuki Rachmat No. 98-104
Surabaya

The items of the meeting agenda were:

1. Approval of Annual Report on Undertakings of Company in Financial Year 2017, including Report of Supervision by Board of Commissioners in Financial Year 2017 and Confirmation of Company Financial Report in Financial Year 2017;
2. Approval of Appropriation of Net Profit in Financial Year 2017, including Grant of Bonus for Employees and Incentives for Board of Directors and Board of Commissioners;

3. Grant of Power of Attorney to Board of Commissioners, to Appoint a Public Accountant Office to Audit the Company Financial Report in Financial Year 2018;
4. Authorization to Board of Commissioners to Adjust Company Capital and Modification to Article 4 of Articles of Association of Company in the line with Performance of Management Employee Stock Options Plan (MESOP).
5. Change of Composition of the Boards of the Company;
6. *Syariah* Business Unit Spin Off Progress Report;

B. The Members of Board of Commissioners and Board of Directors present in the Meeting

The Meeting was attended by the members of Board of Commissioners and Board of Directors hereunder :

Board of Commissioners:

President Commissioner (Independent)	: HERU SANTOSO
Commissioner	: Doctor AKHMAD SUKARDI, Magister Manajemen
Independent Commissioner	: Doktorandus, WIBISONO, Sarjana Ekonomi, <i>Master of Arts</i>
Independent Commissioner	: SOEBAGYO
Independent Commissioner	: RUDI PURWONO

Board of Directors:

President Director	: R. SOEROSO, Sarjana Ekonomi,
--------------------	--------------------------------

Finance Director	: Magister Manajemen : FERDIAN TIMUR SATYAGRAHA, Bachelor of Commerce, Master of Commerce
Compliance & Human Capital Director	: Haji HADI SANTOSO, Sarjana Hukum, Magister Manajemen
Medium Enterprise & Corporation Director	: SU'UDI
Consumer Retail & Syariah Business Director	: TONY SUDJIARYANTO, Insinyur, Magister Manajemen
Risk Management Director	: RIZYANA MIRDA, Sarjana Ekonomi
Operation Director	: RUDIE HARDIONO

C. Stockholder Attendance

The meeting was attended by Stockholders and/or their attorneys as detailed hereunder :

- Holders of Series A Stocks : 11,934,147,982 (eleven billion nine hundred and thirty four million one hundred and forty seven thousand nine hundred and eighty two) pieces of stocks or 100% (one hundred percent) of 11,934,147,982 (eleven billion nine hundred and thirty four million one hundred and forty seven thousand nine hundred and eighty two) pieces of Series A Stocks issued by the Company;
- Holders of Series B Stocks : 1,506,354,684 (one billion five hundred and six million three hundred and fifty four thousand six hundred and eighty four) pieces of stocks or 49.5439147% (forty nine point five million four hundred and thirty nine thousand one hundred and forty seven percent of 3,040,443,400 (three billion forty million four hundred and forty three thousand four hundred) pieces of Series B Stocks issued by the Company;

Or totally 13,440,502,666 (thirteen billion four hundred and forty million five hundred and two thousand six hundred and sixty six) pieces of shares or 89.7553885% (eighty nine point seven million five hundred and fifty three thousand eight hundred and eighty five percent) of the whole stocks issued by the Company, comprising 14,974,591,382 (fourteen billion nine hundred and seventy four million five hundred and ninety one thousand three hundred and eighty two) pieces of stocks.

D. Opportunity to Address Questions/Opinions

In the Meeting, the Stockholders and/or their attorneys were given opportunities to address questions/opinions related with the items of meeting agenda.

E. Total Stockholders addressing questions/opinions related with the items of meeting agenda.

In the Meeting, there were Stockholders and/or their attorneys addressing questions/opinions related with the items of meeting agenda as detailed hereunder :

Items of Meeting Agenda	Stockholders
1	2 (two)
2	0 (nil)
3	0 (nil)
4	0 (nil)
5	1 (one)
6	0 (nil)

F. Mechanism of Meeting Resolutions

The meeting resolutions were taken amicably. In case of failure to take an amicable resolution, it was resolved by voting.

G. Results of Voting

The results of voting on the items of the meeting agenda were detailed hereunder :

Items of Meeting Agenda	For	Against	Abstain
1	13,439,206,466 Stocks (99.9903560%) Comprising : Series A: 11,934,147,982 Series B: 1,505,058,484	0 Stocks (0%)	1,296,200 Stocks (0.0096440%) Totally comprising Series B Stocks
2	13,219,958,042 Stocks (98.3591043%) Comprising : Series A: 11,934,147,982 Series B: 1,285,810,060	220,544,624 Stocks (1.6408957%) Totally comprising Series B Stocks	0 Stocks (0%)
3	13,141,561,028 Stocks (97.7758150%) Comprising: Series A: 11,934,147,982 Series B: 1,207,413,046	298,941,368 Stocks (2.2241850%) Totally comprising Series B Stocks	0 Stocks (0%)

4	12,280,163,171 Stocks (96.6399833%) Comprising : Series A: 11,934,147,982 Series B: 346,015,189	426,514,620 Stocks (3.3564998%) Totally comprising Series B Stocks	0 Stocks (0%)
5	12,250,383,306 Stocks (91.1452764 %) Comprising : Series A: 11,934,147,982 Series B: 316,235,324	1,184,591,160 Stocks (8.8135927%) Totally comprising Series B Stocks	5,528,200 Stocks (0.0411309%) Totally comprising Series B Stocks
6	As this item concerns with reports, it is not subject to voting		

NOTE: % represents the composition of total stocks with voting rights in the meeting

Pursuant to Regulation of Financial Service Authority, Number : 32/POJK.04/2014, abstain votes were assumed to follow the majority votes lawfully exercised in the meeting. Accordingly, the it was conclusive that the majority votes approved the proposals in each of the items of the meeting agenda.

H. Resolutions of Annual General Meeting of Stockholders (GMOS)

1st Item of Meeting Agenda

Approval of Annual Report on Undertakings of Company in Financial Year 2017, including Report of Supervision by Board of Commissioners in Financial Year 2017 and Confirmation of Company Financial Report in Financial Year 2017;

Resolutions on 1st Item of Meeting Agenda:

1. Approving and Confirming :

- a. Annual Report on Undertakings of Company in Financial Year 2017, presented by the Board of Directors;
- b. Report of Supervision by Board of Commissioners in Financial Year 2017, presented by the Board of Commissioners;
- c. Company Financial Report for Financial Year ended per 31 December 2017, audited by Public Accountant Office – Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Associates, as declared in their Auditing Report, Number: PHHARP/004/RDA/ADH/2018, dated 15 January 2018, to be materially fair without modification in accordance to the generally accepted accounting principles in Indonesia.

2. The approval and confirmation on the Annual Report, Report of Supervision by Board of Commissioners and Company Financial Report in Financial Year 2017 gave full acquittal and discharge (*acquitt et de charge*) in favor of all members of Board of Directors in regards with the undertakings of the Company and all members of Board of Commissioners in regard with the supervisions over the Company during the Financial Year ended per 31 December 2017, provided that all undertakings and supervisions had been declared in the Company Financial Report.

2nd Item of Meeting Agenda

Appropriation of Net Profit in Financial Year 2017, including Grant of Bonus for Employees and Incentives for Board of Directors and Board of Commissioners;

Resolutions on 2nd Item of Meeting Agenda :

Approving the appropriation of the profit of the Company in Financial Year 2017 hereunder :

- a. IDR 660,384,829,276.20 (six hundred and sixty billion three hundred and eighty four million eight hundred and twenty nine thousand two hundred and seventy six twenty cents Indonesian Rupiahs only) or 56.96% (fifty six point ninety six percent) of the total Net Profit in Financial Year 2017 was allocated as cash dividend in Financial Year 2017 as much as IDR 44.10 (forty four point ten cents Indonesian Rupiahs only) per share, and to be shared to all Stockholders listed in the Company Stock Register per 02 March 2018 and paid on 22 March 2018. Thereafter, the meeting committee empowered and authorized the Board of Directors to arrange the cash dividend payment procedures.
- b. IDR 498,984,676,172.80 (four hundred and ninety eight billion nine hundred and eighty four million six hundred and seventy six thousand one hundred and seventy two eighty cents Indonesian Rupiahs only) or 43.04% (forty three point oh four percent) of the total Net Profit was allocated as General Reserve.

Pursuant to the prevailing Financial Accounting Standards, it was approved that the Annual Net Profit be partly allocated for bonus to employees and incentives to members of Board of Directors and Board of Commissioners in Financial Year 2017 as much as IDR 289,874,376,398.94 (two hundred and eighty nine billion eight hundred and seventy four million three hundred and seventy six thousand three hundred and ninety eight ninety four cents Indonesian Rupiahs only) with the same percentage of sharing with the one in the previous year as detailed hereunder :

1. Bonus for employees as much as 85% (eighty five percent)

2. Incentives for Members of Board of Directors and Board of Commissioners and those assisting the Board of Commissioners, including the Board of *Syariah* Supervisors as much as 15% (fifteen percent). The total incentives would be paid in cash and pursuant to Regulation of the Financial Service Authority, Number: 45/POJK.03/2015. Saved for the one for Members of Board Directors, the payment would be partly retained through long-term incentive program.

3rd Item of Meeting Agenda

Grant of Power of Attorney to Board of Commissioners to Appoint a Public Accountant Office to Audit the Company Financial Report in Financial Year 2018.

Resolutions on 3rd Item of Meeting Agenda :

Granting a Power of Attorney to Board of Commissioners to Appoint a Public Accountant Office to Audit the Company Financial Report in Financial Year 2018.

4th Item of Meeting Agenda

Authorization to Board of Commissioners to Adjust Company Capital and Modification to Article 4 of Articles of Association of Company in the line with Performance of Management Employee Stock Options Plan (MESOP).

Resolutions on 4th Item of Meeting Agenda :

1. Authorizing the Board of Commissioners to Adjust Company Capital and accordingly Modifying Article 4 of Articles of Association of Company in the line with Performance of Management Employee Stock Options Plan (MESOP) for 1 (one) year period as of the date of this GMOS resolution.

2. Empowering the Board of Commissioners of the Company, with substitution rights, to take any and all actions deemed necessary for notifying the modification to the Articles of Association to the competent authorities.

5th Item of Meeting Agenda

Change of Composition of the Boards of the Company;

Resolutions on 5th Item of Meeting Agenda :

1. Respectfully dismissing the members of Board of Commissioners whose office is over on the closure of the Annual GMOS with vote of thanks for the services they rendered to the Company as members of Board of Commissioners hereunder :

Board of Commissioners :

President Commissioner (Independent)	: HERU SANTOSO
Commissioner	: AKHMAD SUKARDI
Independent Commissioner	: WIBISONO
Independent Commissioner	: SOEBAGYO
Independent Commissioner	: RUDI PURWONO

2. Approving to install the members of Board of Commissioners hereunder :

Board of Commissioners :

President Commissioner	: AKHMAD SUKARDI *)
Commissioner	: BUDI SETIAWAN *)
Independent Commissioner	: CANDRA FAJRI ANANDA *)
Independent Commissioner	: RUDI PURWONO

As of the date of the closure of this Annual GMOS until the closure of next 3rd Annual GMOS.

**) Effective after approved by the Financial Service Authority*

3. Empowering the Board of Directors of the Company, with substitution rights, to take any and all actions deemed necessary, including but not limited to notification to regulatory body (Financial Service Authority/Indonesian Stock Exchange/ Ministry of Law and Human Rights) pursuant to the prevailing laws and regulations.

6th Item of Meeting Agenda

Syariah Business Unit Spin Off Progress Report;

As this item concerns with reports, it is not subject to voting

I. Performance of Cash Dividend Payment to Stockholders

Based on the approval of in 2nd Item of the Meeting Agenda, the performance of the Cash Dividend Payment to entitling Stockholders shall be IDR 660,384,829,276.20 (six hundred and sixty billion three hundred and eighty four million eight hundred and twenty nine thousand two hundred and seventy six twenty cents Indonesian Rupiahs only) or 56.96% (fifty six point ninety six percent) of the total Net Profit in Financial Year 2017 was allocated as cash dividend in Financial Year 2017 as much as IDR 44.10 (forty four point ten cents Indonesian Rupiahs only) per share, and to be shared to all Stockholders listed in the Company Stock Register per 02 March 2018 and paid on 22 March 2018. Thereafter, the meeting committee empowered and authorized the Board of Directors to arrange the cash dividend payment procedures

That the copy of deed of the Minutes of Meeting Resolutions is still being under process in my, Notary Public's, office. When accomplished, I, Notary Public will submit to the Board of Directors of the Company.


Thus truly declared and to be used when required.

Surabaya, 20 February 2018
Notary Public in Surabaya

Signed and Sealed

SITI NURUL YULIAMI, S.H., M.Kn.

*I read, write and understand both English and Indonesian Languages.
I have examined the foregoing translation and do hereby certify that to the best of
my knowledge and belief the said translation is true and correct in every particular*


Drs. Setyo Wantjoro, S.E., M.Si
Certified and Sworn Translator
By Decree of Governor of East Java
Number : 166/137/KPTS/013/2005

