

Number : 04/Not/XII/2017

CERTIFICATION

That on this day, Wednesday, the sixth day of December two thousand and seventeen (06-12-2017), in the Head Office of PT Bank Pembangunan Daerah Jawa Timur, Tbk., Bromo Room of Jalan Basuki Rachmad No. 98 – 104 Surabaya, an Extraordinary General Meeting of Stockholders (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 sixth day of December two thousand and seventeen (06-12-2017), Number : 09, and summarized hereunder :

That all Meeting requirements had been fully satisfied.

The (Independent) President Commissioner was in the chair in compliance with the Resolutions of Board of Commissioners, dated the thirteenth day of November two thousand and seventeen (13-11-2017).

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 Extraordinary General Meeting of Stockholders

Day/Date : Wednesday, 06 December 2017
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 Stock Buyback for Long Term Incentive (LTI) Implementation pursuant to Regulation of the Financial Service Authority, Number : 45/POJK.03/2015 about Remuneration Grant Governance in General Banks;
2. Modification of Working Guides of Board of Directors of the Company;
3. Grant of Power of Attorney to Board of Commissioners to Approve Modification to Pension Fund Regulation.

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	: AKHMAD SUKARDI
Independent Commissioner	: WIBISONO
Independent Commissioner	: SOEBAGYO
Independent Commissioner	: RUDI PURWONO

Board of Directors:

President Director	: R. SOEROSO
Medium Enterprise & Corporation Director	: SU'UDI
Consumer Retail & Syariah Business Director	: TONY SUDJIARYANTO
Operation Director	: RUDIE HARDIONO
Compliance & Human Capital Director	: HADI SANTOSO
Risk Management Director	: RIZYANA MIRDA
Finance Director	: FERDIAN TIMUR SATYAGRAHA *)

*) Effective after passing Fit and Proper Test by Financial Service Authority

C. Stockholder Attendance

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

- Holders of Series A Stocks jointly representing 11,895,911,241 (eleven billion eight hundred and ninety five million nine hundred and eleven thousand two hundred and forty one) pieces of Series A stocks or 99.6796023 (ninety nine point six seven nine six oh two three 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 jointly representing 1,508,865,565 (one billion five hundred and eight million, eight hundred and sixty five thousand five hundred and sixty five) pieces of Series B stocks or 49.6264974% (forty nine point six two six four nine seven four 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;

Accordingly, the Extraordinary General Meeting of Stockholders was attended by 13,404,776,806 (thirteen billion four hundred and four million seven hundred and seventy six thousand eight hundred and six) pieces of stocks or 89.5168119% (eighty nine point five one six eight one one nine 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	0 (nil)
2	0 (nil)
3	1 (one)

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	12,380,943,531 Stocks (92.3621759 %) Comprising : Series A: 11,895,911,241 Stocks Series B: 485,032,290 Stocks	1,023,386,375 Stocks (7.6344902 %) all are Series B Stocks	446,900 Stocks (0.0033339 %) all are Series B Stocks
2	12,126,440,272 Stocks (90.4635746 %) Comprising : Series A: 11,895,911,241 Stocks Series B: 230,529,031 Stocks	1,277,889,634 Stocks (9.5330915 %) all are Series B Stocks	446,900 Stocks (0.0033339 %) all are Series B Stocks
3	12,126,440,272 Stocks (90.4635746 %) Comprising : Series A: 11,895,911,241 Stocks Series B: 230,529,031 Stocks	1,277,889,634 Stocks (9.5330915 %) all are Series B Stocks	446,900 Stocks (0.0033339 %) all are Series B Stocks

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, it was conclusive that the majority votes approved the proposals in each of the items of the meeting agenda.

H. Resolutions of Extraordinary General Meeting of Stockholders (EGMOS)

1st Item of Meeting Agenda

- a. Approving Stock Buyback for Long Term Incentive (LTI) Implementation Year 2017/2018 with maximum fund allocation as much as IDR 1,010,279,401 (one billion, ten million two hundred and seventy nine thousand four hundred and one Indonesian Rupiahs only) and setting the Buyback Period to be from 07 December 2017 until 01 April 2018;
- b. Authorizing and empowering the Board of Directors of the Company to undertake the stock buyback pursuant to the prevailing law and regulation;
- c. Authorizing and empowering the Board of Directors as approved by the Board of Commissioners of the Company to procure the LTI terms and conditions and allocation of stocks that have been bought back to LTI program participants, and report the stock buyback performance in an Annual General Meeting of Stockholders.

2nd Item of Meeting Agenda

Approving the modification of Working Guide of Board of Directors as stated in Decision of Board of Directors, Number :056/006/DIR/CSE/KEP,dated 17 January 2017,to be implemented in accordance with needs of the Company based on Decision of Board of Directors, Number : 056/112/DIR/CSE/KEP, dated 14 June 2017, related to Decision of Board of Directors, Number : 056/273/DIR/CSE/KEP, dated 30 November 2017, concerning :

- 1) In Decision of Board of Directors, Number :056/112/DIR/CSE/KEP, dated 14 June 2017, Chapter II Section 2.3.2., about Qualifications of Board of Directors, in point d. dictum iii,it is modified into :
“Minimally has been designated as an executive officer twice.”
- 2) In Decision of Board of Directors, Number :056/273/DIR/CSE/KEP, dated 30 November 2017, in :
 - a) Chapter I,Section 1.2., the terminology adopted in point 11 is modified into : ”Executive Officer is one directly accountable to report to members of Board of Directors or having significantly influencing the policy/operation of the Bank, inter alia : Division Head, Main Branch Office Manager, Branch Office Coordinator, Branch Manager and/or Equal Officer in Syariah Business Unit and/or Syariah General Bank.
 - b) Chapter II, Section 2.3.2., about Qualification of Board of Directors set forth in letterd dictum ii, is modified into : “The Officer nominated as a member of Board of Directors is in one level lower than the post of member of Board of Directors.”

3rdItem of Meeting Agenda

- a. Empowering the Board of Commissioners to approve the statement of Board of Directors as the founder of Pension Fund of Bank Pembangunan Daerah JawaTimurin the line with the modification to pension fund regulation affected by Pension Fund of Bank Pembangunan Daerah JawaTimur, for a period as of the date of this EGMOS until the convene of AGMOS Year 2018 pursuant to the prevailing law and regulations.

- b. The Board of Commissioners addresses reports in relation with those modifications to GMOS.

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.