

# Agenda of Annual General Meeting of Shareholders Fiscal Year 2017

## **First Agenda:**

- **Approval of the Annual Report with regards to the state and the course of the Company during Fiscal Year 2017, including the Report of the Board of Commissioners Supervisory Duties during the Fiscal Year 2017 and the Ratification of the Company's Financial Statements for Fiscal Year 2017**

## **Explanation:**

Annual Report including Board of Commissioners Supervisory Report and the Annual Financial Statements for Fiscal Year 2017 which will be asked approval and validation at the Annual General Meeting of Shareholders 2018, which have been uploaded and can be downloaded at the Company's website ([www.bankjatim.co.id](http://www.bankjatim.co.id)).



## Legal Foundation:

### 1. Company's Articles of Association;

Article 11 Paragraph (4) Letter a, it is stated that the Annual General Meeting of Shareholders, Board of Directors deliver:

- Annual Report which has been reviewed by the Board of Commissioners in order to get approval by the Annual General Meeting of Shareholders;
- Financial statements which have been audited by public accountant in order to get validation by the Annual General Meeting of Shareholders.

### Article 11 Paragraph (5)

- Approval of Annual Report and Validation of Financial Statements by Annual General Meeting of Shareholders, it signifies providing release and discharge the entire responsibility to the members of the Board of Directors and the Board of Commissioners on management and supervision which have been implemented during the last financial year, in which duties are reflected in the Annual Report and Financial Report.

### 2. Act of Law No. 40 Year 2007 regarding Limited Liability Company;

#### Article 69 paragraph (1)

Approval of the annual report including the validation of financial statements and Board of Commissioners Supervisory Report conducted by the Annual

## Second Agenda:

- Determination of the Use of the Company's Net Income for the Fiscal Year 2017, including bonuses for employees as well as Tantiem for the Directors and Board of Commissioners

## Explanation:

Determination of the Use of net profit for the fiscal year which ended on December 31, 2017 which is scheduled to be allocated such the following matters:

- Dividend Payment to shareholders;
- General reserves; and
- Bonuses for employees and tantiem for the Board of Directors and Board of Commissioners.



## Legal Foundation:

Articles of Association in Article 11 Paragraph (4) Letter b at the Annual General Meeting of Shareholders; Defined the use of profits, if the Company has positive retained earnings

Article 23 paragraph (1)

Company's Net Profit in a financial year as stated in the balance sheet and calculation of profit and loss which has been approved by the Annual General Meeting of Shareholders and as a positive retained earnings, which is divided according to how it is used determined by the Annual General Meeting of Shareholders.

- Article 24 Paragraph (1), (2), and (3)
  1. The Company is obliged to set aside a certain amount of net income each fiscal year for the reserve, which is determined by the Annual General Meeting of Shareholders regarding to legislation.
  2. The allowance obligation for the reserve is applicable if the Company has a positive retained earnings.
  3. Allowance for net profit for the reserve is made until reserve reaches at least 20% of the total issued and paid capital.

## Legal Foundation:

- Act of Law No.40 Year 2007 regarding Limited Liability Company;  
Article 70 Paragraph (1), (2), and (3)
  1. The Company is obliged to set aside a certain amount of net income each fiscal year for the reserve.
  2. The allowance obligation to reserve as stated in Paragraph (1) is applicable if the Company has a positive retained earnings.
  3. Allowance for net profit for the reserve is made until reserve reaches at least 20% of the total issued and paid capital.
- Article 71 Paragraph (1), (2), dan (3)
  1. The use of Net income including the determination of the allowance for the reserve as stated in Article 70 paragraph (1) shall be decided by the Annual General Meeting of Shareholders.
  2. All net income minus the allowance reserve as stated in Article 70 paragraph (1) is distributed to the shareholders as dividends, unless otherwise specified in the Annual General Meeting of Shareholders.
  3. Dividend as stated in paragraph (2) may only be distributed if the Company has positive retained earnings.



## Third Agenda:

- Authorize to Board of Commissioners to Appoint Public Accounting Firm in Auditing Financial Report of the Company in Fiscal Year 2018

## Explanation:

Appoint a Public Accounting Firm that will audit the Company's Consolidated Financial Statements and Sustainability Report for the Fiscal Year ending on 31 December 2018.

## Legal Foundation:

- Articles of Association of the Company
  - Article 11 paragraph (4) letter c  
In the Annual General Meeting of Shareholders  
The appointment of a public accountant office or authorize the Board of Directors by the approval of the Board of Commissioners to appoint a public accountant office.
- Bank Indonesia Regulation No. 3/22 / PBI / 2001 dated December 13, 2001 regarding Transparency of Bank Financial Condition
  - Article 16 paragraph (2)  
Appointment of Public Accountant and or similar Public Accountant Office by the Bank maximum conducted for the period of five (5) Fiscal Years simultaneously.
- Bank Indonesia Regulation No. 14/14 / PBI / 2012 dated October 18, 2012 Regarding Transparency and Bank Report Publication
  - Article 3 Paragraph (4)  
Annual Financial Report must be audited by a public accountant.



## **Fourth Agenda:**

- **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 Employee Stock Options Plan (MESOP)**

## **Explanation:**

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

## Legal Foundation:

- **Law of the Republic of Indonesia Number 40 Year 2007 on Limited Liability Company Article 41 paragraph (1) and (2):**
  - (1) The Company's capital increase shall be based on the approval of the GMS.**
  - (2) The GMS may submit the authority to the Board of Commissioners to approve the execution of the GMS decision as referred to in paragraph (1) for a maximum period of 1 (one) year.**



## **Fifth Agenda :**

- **Changes to the Composition of Company's Management**

## **Explanation:**

- **5th Agenda, which is related to changes to the composition of company's management, the change of a member of the Board of Commissioners as the term of office has been completed and the appointment of his successor**

## Legal Foundation:

- **Articles of Association of PT Bank Pembangunan Daerah Jawa Timur Tbk Article 18 paragraph (6), namely:**  
"The period of the member of the Board of Commissioners shall be effective from the date of stipulation in the AGMS of the appointment and ending at the close of the 3rd GMS after the date of its appointment and may be reappointed for a second term, after having regard to the provisions of the Financial Service Authority and the applicable and appraised provisions able to perform its functions properly, without prejudice to the right of the GMS to authorize it at any time. "



## Sixth Agenda :

- Report on the Implementation Process of Sharia Business Unit's Spin Off

## Explanation:

- 6th Agenda, which is to report the process of Sharia Business Unit's Spin Off Unit which has not been implemented in 2017 and the implementation plan of Spin Off by observing the prevailing laws and regulations.

## Legal Foundation:

- **General Meeting of Shareholders of the fiscal year 2016 of 6th agenda, namely :**

**“Approval of the Agenda Decision Amendment 6 in the Company’s Annual General Meeting of the Shareholders, which was convened on January 29, 2016 related to the Implementation Licensing of Sharia Unit’s Spin-Off into Sharia Bank.”**



THANK YOU