



Juliani Language Centre

Authorized and Sworn Translator - English Course - Interpreter
Decree of East Java Governor No. 188/237/KPTS/013/2002

Notary Public, SITARESMI PUSPADEWI SUBIANTO, S.H.

Decree of the Minister of Justice and Human Rights of the Republic of Indonesia, dated 14th February, 2002
Number: C-110.HT.03.02-Th.2002
At Jl. Kebonrojo No. 2-CC, Surabaya 60175
Phone (031) 3532822, 3521282, 3521285
Fax. (031) 3522331

Surabaya, 26th June, 2018

Number : 561/Not/VI/VI/2018.
Re : Reference

TO WHOM IT MAY CONCERN



I, the undersigned herein: -----

SITARESMI PUSPADEWI SUBIANTO, Sarjana Hukum -----
(Bachelor of Law), a Notary Public in Surabaya, having office -----
at Jalan Kebonrojo Number 2-cc, Surabaya, hereby certify that: -----

On this day, Tuesday, dated 26th June, 2018, taking place in -----
the Registered Office of PT. Bank Pembangunan Daerah Jawa Timur, Tbk., -----
in Bromo Room, at Jalan Basuki Rakhmad Number 98 - 104, Surabaya, -----
it is held the **Extraordinary General Meeting of Shareholders** (hereinafter -----
it is referred to as the **"Meeting"**) of **PT. Bank Pembangunan Daerah** -----
Jawa Timur, Tbk., (hereinafter it is referred to as the **"Company"**), -----
having domicile in Surabaya. -----

In order to meet the *Peraturan Otoritas Jasa Keuangan POJK =* -----
Regulation of the Financial Service Authority) Number 32/PJOK.04/2014, -----
dated 08th December, 2004 (on Schedule and Convention of -----
a General Meeting of Shareholders of a Go Public Company, -----
in which its Official Report is attached in my, the Notary Public, deed, -----
dated 26th June, 2018, Number 47, therewith its Resume of Minutes -----
of the Meeting, namely: -----

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Whereas all requirements for convening a Meeting -----
has been appropriately met; -----

Whereas the meeting is chaired by the Independent Commissioner,
subject to the Resolution of the Meeting of the Board of Commissioners, dated

30th May, 2018; -----

Whereas the meeting order are as follows: -----

1. the Chairman of the Meeting, in the discussion of each agenda of the Meeting shall give opportunity to the shareholders or their representatives to raise questions and or express opinions prior casting their relevant voting rights; -----
 2. The questioned opportunities shall only be provided in 1 (one) stage for each Agenda of Meeting. Each stage shall maximally read 3 (three) questions; -----
 3. The Resolution of the Meeting shall be taken based on amicable manner. Otherwise, it shall be taken by voting; -----
 4. others. -----
- A. Day / Date, Time, Venue, and Agenda of Extraordinary General Meeting of Shareholders. -----**

Day / Date : Tuesday / 26th June, 2018. -----

Hour : 08.46 WIB (Western Indonesian Standard Time). -----



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Venue : Bromo Room, 5th Floor, Registered Office of the
Company, at Jl. Basuki Rakhmad Number 98 - 104
Surabaya. -----

The Agenda of the Meeting are as follows: -----

1. Amendment of the Articles of Association of the Company; -----
2. Determination on the Change of Duties and Authorities -----
of the Management of the Company; -----
3. Change on Performance Board Manual of the Company. -----

**B. Members of the Board of Commissioners and the Board of Directors
attending in the meeting: -----**

Whereas the said meeting is attended by the Board of Commissioners
and the Board of Directors under the following details: -----

Board of Commissioners -----

President Commissioner : Doctor AKHMAD SUKARDI,-----
*Magister Manajemen (Master of -----
Management) *)*; -----

Independent Commissioner : RUDI PURWONO; -----

Independent Commissioner : CANDRA FAJRI ANANDA*) -----

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Commissioner : BUDI SETIAWAN, -----
Engineer *); -----

Notes: *) Effective following the relevant person successfully passed the Competency and Feasibility Test of the OJK (*Financial Service Authority*)

Board of Directors -----

President Director : Raden SOEROSO, *Sarjana Ekonomi* ----
Bachelor of Economics), -----
Magister Manajemen (Master of -----
Management); -----

Finance Director : Ferdian Timur Satyagraha, Bachelor
of Commerce, Master of Commerce;

Compliance and Human : Haji HADI SANTOSO, -----
Resources Director *Sarjana Hukum (Bachelor of Law)*, ----
Magister Manajemen (Master of -----
Management); -----

Corporate Intermediate : SU'UDI; -----
Director

Consumer Retailer & Sharia : TONY SUDJIARYANTO, Engineer, --
Business Director *Magister Manajemen (Master of* -----
Management); -----

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Risk Management Director : RIZYANA MIRDA, *Sarjana* -----
Ekonomi (Bachelor of Economics), -----
Operational Director : RUDIE HARDIONO. -----

C. Shareholders Attendance. -----

Whereas the said meeting is attended by shareholders and / or their representatives under the following details:



- A series shareholders of **11,713,934,812** (eleven billion seven hundred thirteen million nine hundred thirty-four thousand eight hundred and twelve) shares, or equivalent to **98.1547642%** (ninety-eight point one five four seven six four two percent) of **11,934,147,982** (eleven billion nine hundred thirty-four million one hundred forty-seven thousand nine hundred and eighty-two) A series Shares issued by the Company; -----
- B series shareholders of **1,512,172,639** (one billion five hundred twelve million one hundred seventy-two thousand six hundred and thirty-nine) shares, or equivalent to **49.7146448%** (forty-nine point seven one four six four four eight percent) of **3,041,704,600** (three billion forty-one million seven hundred four thousand six hundred) B series Shares issued by the Company; -----

as such, the said meeting is attended by **13,226,107,451** (thirteen billion two hundred twenty-six million one hundred seven thousand four hundred and fifty-one) shares, or equivalent to **88.3162239%** (eighty-eight point three one six two two three nine percent) of the total issued shares by the Company, namely of **14,975,852,582** (fourteen billion nine

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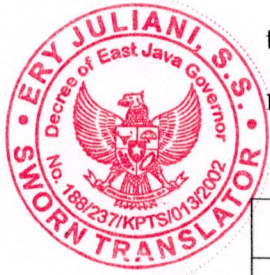
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hundred seventy-five million eight hundred fifty-two thousand five hundred and eighty-two) shares. -----

D. Opportunity to Raise Questions and / or Express Opinion. -----

The shareholders and / or their representatives are given opportunities to raise questions and / or express opinion regarding the Agenda of the meeting under details as follows: -----



Agenda	Total Shareholders
1 st	1 (one) shareholder
2 nd	Nil
3 rd	Nil

F. Mechanism of Meeting Resolution Taking. -----

The resolution of the said Meeting is taken based on amicable manner. Otherwise, it shall be taken by voting. -----

G. Voting Results. -----

Voting results in the said Meeting related to the Agenda of the Meeting are as follows: -----

Agenda	Agree	Disagree	Abstain
1 st	11,952,027,168 shares (90.3669293%) comprised of: A series:	1,221,853,383 shares (9.2381934%) in which totally are B series shares	52,226,900 shares (0.3948773%) in which totally are B series shares

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	11,713,934,812 shares B Series: 238,092,356 shares		
2 nd	13,173,880,551 shares (99.6051227%) comprised of: A series: 11,713,934,812 shares B Series: 1,459,945,739 shares	Nil	52,226,900 shares (0.3948773%) in which totally are B series shares
3 rd	12,296,952,383 shares (92.9748411%) comprised of: A series: 11,713,934,812 shares B Series: 583,017,571 shares	876,928,168 shares (6.6302816%) in which totally are B series shares	52,226,900 shares (0.3948773%) in which totally are B series shares

Notes: % is the composition of total voting shares during the meeting.

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As per the *POJK (Regulation of the Financial Service Authority)* Number 32/PJOK.04/2014, any abstain votes (not casting the vote) shall follow the majority votes cast in the Meeting, as such the Meeting under the majority votes has approved the suggestion for the entire Agenda of the Meeting. -----

H. Meeting Resolution. -----

Whereas, the Meeting, in this case has taken the following resolutions:

First Agenda -----

Amendment of the Articles of Association of the Company -----

1. To approve the Amendment of the Articles of Association of the Company on: -----
 - 1.1. the Amendment of the Articles of Association of Article 15, paragraph (4), on the Board of Directors; -----
 - 1.2. the Amendment of the Articles of Association of Article 18, paragraph (6), on the Board of Commissioners; -----
2. To give authority and power to the Board of Directors of the Company to adjust the Articles of Association of the Company by amending Article 15, paragraph (4), and Article 18, paragraph (6) related to the Board of Directors and the Board of Commissioners of the Company. -----

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3. To give power with the right of substitution to the Board of Directors of the Company to conduct all actions necessary for the application of approval, reporting, and registration of the amendment the questioned Articles of Association to the related institution. -----

Second Agenda-----

Determination of the Change of Duties and Authorities of the Management of the Company:-----

The meeting gives the power to the Board of Commissioners in case of:-----

Approving the suggestion of change of Duties, Authorities, and Liabilities of the Board of Directors, unless for the President and the Compliance Directors, based on the suggestion of the meeting of the Board of Directors, and also screening the candidates of the management of the Company, and also processing the competency and feasibility test forwarded to the Financial Service Authority by regarding the input of the Committee of Remuneration and Nomination.-----

Third Agenda-----

Change on Performance Board Manual of the Company.-----

1. To complete the System Principle and selection and or substitution procedure of the Board of Commissioners and the Board of Directors of the Company;-----

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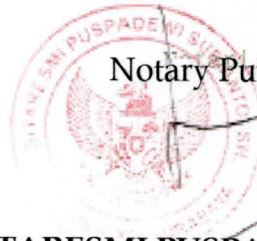
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2. To update the Working Principle of the Board of Commissioners and the Board of Directors of the Company; and -----
3. To authorize the Board of Commissioners to make any necessary change upon the suggestion of the Board of Directors. -----

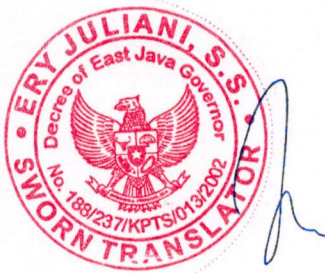
Whereas the copy of the deed of the Official Report of the Meeting is currently still in process in my, the Notary Public, office, and it shall be immediately submitted to the Board of Directors of the Company by me, the Notary Public upon its completion. -----

In witness whereof, this Reference is drawn up to be duly used. -----



Notary Public in Surabaya

SITARESMI PUSPADEWI SUBIANTO, S.H.



We hereby certify this translation to be true and accurate:

Surabaya, 28th June, 2018