

# Meeting Agenda Extraordinary General Meeting of Shareholders Year 2019

**APRIL 24, 2020**

**PT. BANK PEMBANGUNAN  
DAERAH JAWA TIMUR Tbk**

# Agenda 1

**Approval of the Company's Annual Report Concerning the State of the Company During the 2019 Fiscal Year, including the Report on the Implementation of the Supervisory Board of the Board of Commissioners during the 2019 Financial Year and Ratification of the Financial Statements of the 2019 Financial Year;**

Legal Foundation:

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

Explanation :

In this agenda, the Company will present the Main Reports of the Company's Annual Report for the year ending December 31, 2019, covering the Company's business activities and achievements achieved during the 2019 financial year and proposing to the Meeting to :

1. Approve and certify :
  - a) Annual Report of the Company submitted by the Directors for Fiscal Year 2019
  - b) Supervisory Report that has been submitted by the Board of Commissioners for Fiscal Year 2019;
  - c) The Company's Financial Statements for the fiscal year ending December 31, 2019 which have been audited by the Public Accountant Firm Public Accountants Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Partners according to his report No: 00007 / 3.0355 / AU.1 / 07/1192 -2 / 1 / 1 / 202 dated January 30, 2020, with a fair opinion in all material respects in accordance with generally accepted accounting principles in Indonesia.
2. With the approval and approval of the Annual Report, the Supervisory Report of the Board of Commissioners and the Company's Financial Statements for Fiscal Year 2019, the GMS provides full repayment and acquittal of responsibility (acquit et de charge) to all members of the Board of Directors for management actions and to all members of the Board Commissioners for the supervisory actions that have been carried out during the financial year ended December 31, 2019 to the extent those actions are reflected in the Company's Financial Statements.

The Company's Annual Report as of December 31, 2019 has been submitted to the Authority and is available on the Company's website ([www.bankjatim.co.id](http://www.bankjatim.co.id)) on April 2, 2020.

## Agenda 2

**Determination of the Use of the Company's Net Profit for Fiscal Year 2019 Including the Provision of Bonuses for Employees as well as Tantiem and Remuneration for Directors and Board of Commissioners;**

**Legal Foundation :**

- 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, approval and approval of the Shareholders will be sought and requested :

1. Determination of the use of the Company's Net Profit for Fiscal Year 2019 amounting to Rp1,376,505,140,913.00 which is planned to be allocated for dividend distribution of Rp.48.20 per share or Rp.272,747,007,552.40 of net profit and the remaining amount of Rp.652,758,133,360, 60 will be used to add general reserves.
2. Giving Bonuses to Employees as well as Tantiem and Remuneration for Directors and Board of Commissioners along with those who assist the duties of the Board of Commissioners including the Sharia Supervisory Board for Fiscal Year 2019 which has been reserved Rp 344,126,285,228.
3. Give authority and power to the Board of Commissioners to determine the remuneration of the company's management namely the Board of Directors and the Board of Commissioners along with those who assist the duties of the Board of Commissioners including the Sharia Supervisory Board in 2020 by taking into account the proposals of the Remuneration and Nomination Committee and reporting on the Annual Report.

## Agenda 3

### **Give Power to the Board of Commissioners to Appoint a Public Accountant Office to Audit the Company's Financial Statements for Fiscal Year 2020;**

Legal Foundation :

- Article 11 of the Company's Articles of Association.
- Article 36A POJK No.32 / POJK.04 / 2014 as amended by POJK No: 10 / POJK.04 / 2017 concerning the Plans and Organization of General Meeting of Shareholders Public Company
- Article 13 POJK No.13 / POJK.03 / 2017 Concerning the Use of Public and Office Accountant Services Public Accountant in Financial Services Activities

### **Explanation :**

In the Meeting, the approval / endorsement of the Shareholders will be presented and asked for: Granting power of attorney to the Board of Commissioners to appoint a Public Accountant Office that will audit the Company's Financial Statements for Fiscal Year 2020.

# Agenda 4

**Give Power to the Board of Commissioners to Adjust Capital of the Company by Amending Article 4 of the Articles of Association Regarding the Implementation of Management and Employee Stock Options Plan (MESOP);**

Legal Foundation :

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

## **Explanation :**

The meeting will explain the implementation of MESOP, including:

The final stages of the MESOP Program have been implemented during Window Exercise I in 2020 on 3 February 2020 - 16 March 2020, with details of the results of the implementation :

Step	Total Number of Shares	Number of shares traded (in shares)	Remaining Option Rights That Are Not Transacted (In Stock)
I	31.774.500	31.774.500	-
II	31.774.500	31.774.500	-
III	42.366.000	34.264.100	8.101.900

Regarding the above, the approval / endorsement of the Shareholders is requested :

1. To authorize the Board of Commissioners to make adjustments to the capital of the Company thereby amending Article 4 of the Articles of Association relating to the implementation of the Management Employee Stock Option Plan (MESOP) for a period of 1 (one) year from the date of this GMS decision.
2. Granting power of attorney to the Board of Commissioners with the right of substitution to take all necessary actions in the context of notification of amendments to the articles of association intended to the relevant agencies.

## Agenda 5

### **Amendment to Articles of Association;**

Legal Foundation :

- Republic of Indonesia Government Regulation Number 24 Year 2018 concerning Electronic Business Licensing Services,

### **Explanation :**

Business Actors must register their business through the Online Single Submission (OSS), and after the registration is done, the Company will obtain a Business Identification Number (NIB).

Furthermore, in order to register a business to obtain a Business Identification Number, the Company is required to submit Company data through OSS. Since the purpose and objectives and business activities of the Company are not in accordance with the Standard Classifications of Indonesian Business Fields listed in the OSS, it is proposed to the Meeting to make adjustments to the aims and objectives as well as the Company's business activities requested through Amendments to the Articles of Association.

# Agenda 6

## **Determination of Management Structure**

Legal Foundation :

- Article 15 of the Company's Articles of Association.
- Article 21 of the Company's Articles of Association
- POJKNo.33 / POJK.04 / 2014 concerning Directors and Board of Commissioners of an Issuer or Public company.

### **Explanation :**

In the Meeting, approval and approval of Shareholders will be sought and requested for:

1. Cancellation of appointment of Br. Hadi Santoso (President Director), Br. Elfaurid Aguswantoro (Director of Consumer, Retail and Sharia Business), and Br. M. Ridlwan Nasir (Sharia Supervisory Board) due to failure to pass the fit and proper test by the Financial Services Authority;
2. With regard to filling the positions of President Director and Director of Consumer, Retail, & Sharia Business, it is in accordance with the capability and propriety testing. If the results of the fit and proper test have been submitted by the Financial Services Authority to the Company prior to the implementation of the GMS, then candidates who pass will be submitted to the GMS.
3. Board of Commissioners regarding the Company's Articles of Association;

THANK YOU