

Notary **SITARESMI PUSPADEWI SUBIANTO, SH, Mkn.**
Decision of Minister of Justice and HR of RI dated February 14, 2002
Number: C-110.HT.03.02-Th.2002
Jl. Kebonrojo No. 2-CC, Surabaya 60175
Tel. (031) 3532822, 3521282, 3521285
Fax. (031) 3522331

Surabaya, 3 May 2021.

Number : 184/Not/V/2021.
Subject : Statement.

STATEMENT LETTER.

The undersigned below:

SITARESMI PUSPADEWI SUBIANTO Bachelor of Law, Master of Notaries, a notary in Surabaya, domiciled in Jalan Kebonrojo number 2-CC, Surabaya, hereby certifies:

Whereas on this day, Monday, 3 May 2021, at the Main Office of PT Bank Pembangunan Daerah Jawa Timur Tbk, Bromo Room, Jalan Basuki Rakhmad No. 98–104, Surabaya, it has been held the **Annual General Meeting of Shareholders for Fiscal Year 2020** (hereinafter referred to as "**Meeting**") of **PT Bank Pembangunan Daerah Jawa Timur Tbk** (hereinafter referred to as "**the Company**"), domiciled in **Surabaya**.

In order to comply with article 49 of the Financial Services Authority Regulation number 15 / POJK.04 / 2020 dated 21 April 2020 concerning the Plans and Organizing of a Public Company Shareholders General Meeting, which the



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Minutes contained in my deed, notary, dated 3 May 2021 number 01, including the Summary of Minutes Meeting which are as follows:

Whereas all the requirements for holding a meeting have been fulfilled as appropriate;

Whereas the Meeting was chaired by the Independent Commissioner based on a Resolution of the Board of Commissioners Meeting on 30 April 2021;

Whereas the rules at the Meeting are:

1. In discussing each Agenda of the Meeting, the Chairperson of the Meeting will provide the opportunity for shareholders or their proxies to ask questions and / or express opinions where necessary, the opportunity will be given for each Meeting agenda, a maximum of 3 (three) questions will be read;
2. Resolutions of the Meeting are taken based on deliberation to reach consensus. In the case of no decisions reached based on deliberation to reach consensus, the decision is taken by a vote;
3. and others.

A. Day / Date, Time, Place and Agenda of the Meeting.

Day / Date : Monday / 3 May 2020.

Time : 09.00 WIB (West Indonesian Time).

Venue : Main Office of the Company.

Jl. Basuki Rakhmad No. 98-104 Surabaya.

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Meeting Agenda are as follows:

1. Approval of The Company's Annual Report Concerning the State and Operation of The Company During the Fiscal Year 2020, Including the Report on The Implementation of Supervision by The Board of Commissioners During the Fiscal Year 2020 And Ratification of The Company's Financial Statement Fiscal Year 2020;
2. Stipulation of The Use of The Company's Net Profit for Fiscal Year 2020, Including the Provision of Bonuses to Employees as Well As Profit Bonuses and Remuneration for Directors and Board of Commissioners;
3. To Authorize the Board of Commissioners to Appoint A Public Accountant Firm to Audit the Company's Financial Statements for Fiscal Year 2020;
4. Amendments to The Articles of Association;
5. To Perform Corporate Actions Related to Subsidiary Companies, Namely the Establishment of Regional Securities Companies;
6. Amendments to of the Company Management Structure.

B. Members of the Board of Commissioners and Directors present at the Meeting:

Whereas the meeting was attended by the Board of Commissioners and the Board of Directors with the following details:



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Board of Commissioners.

President Commissioner : **AKHMAD SUKARDI;**
Commissioner : **HERU TJAHHONO;**
Commissioner : **BUDI SETIAWAN;**
Independent Commissioner : **MUHAMMAD MAS'UD;**
Independent Commissioner : **CANDRA FAJRI ANANDA;**
Independent Commissioner : **RUDI PURWONO;**

Board of Directors.

President Director and concurrently : **BUSRUL IMAN;**
as caretaker of Director of
Commercial and Corporate
Director of Business Risk : **RIZYANA MIRDA;**
Director of IT & Operations : **TONNY PRASETYO;**
Director of Finance and concurrently : **FERDIAN TIMUR**
as caretaker of Director of Consumer, **SATYAGRAHA;**
Retail & Sharia Business
Director of Compliance & Risk : **ERDIANTO SIGIT**
Management **CAHYONO;**

C. Attendance of Shareholders.

Whereas the Meeting was attended by the shareholders and / or their proxies with the following details:

- Series A Shareholders by **11,934,147,982 (eleven billion nine hundred thirty-four million one hundred forty-seven thousand nine hundred eighty-two) Shares or 100% (one hundred percent) of 11,934,147,982 (eleven billion nine hundred thirty-four million**



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one hundred forty-seven thousand nine hundred eighty-two) Series A Shares issued by the Company;

- Series B Shareholders by **1,190,832,502 (one billion one hundred ninety million eight hundred thirty-two thousand five hundred two) Atsu 38.6464% (three eight point six four six four percent) from 3,081,350,100 (three billion eighty-one million three hundred luma fifty thousand one hundred) Series B Shares** that have been issued by the Company;

Thereby, the Meeting was attended by 13,124,980,484 (thirteen billion one hundred twenty-four million nine hundred eighty thousand four hundred eighty-four) Shares or 87.4095% (eight seven point four zero nine five percent) of all shares of the Company which have been issued by the Company by 15,015,498,082 (fifteen billion fifteen million four hundred ninety-eight thousand eighty-two) Shares.

D. Opportunity to Ask Questions and / or Express Opinions.

At the Meeting, the shareholders and / or their proxies were given the opportunity to ask questions and / or express opinions regarding the Meeting Agenda.

E. Number of shareholders who ask questions and / or express opinions regarding the Meeting Agenda.

In the Meeting there are shareholders who raise questions and / or express opinions regarding the Meeting Agenda with the following details:



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Meeting Agenda	Total of Shareholders
1	1 (one) person
2	None
3	None
4	None
5	None
6	None

F. Meeting Decision Making Mechanisms.

Decisions at the Meeting are taken based on deliberation to reach consensus. In the case of no decision is reached based on deliberation to reach consensus, the decisions taken through a vote.

G. Voting Results.

At the Meeting, there are voting results related to the Meeting Agenda with the following details:

Agenda	Agree	Disagree	Abstain
1	13,117,726,984 shares (99,9447%) consisting of: Series A: 11,934,147,982 Shares	None	7,254,100 Shares (0.0552%) all of which are Series B Shares



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	Series B: 1,183,578,402 Shares		
2	12,976,612,714 shares (98.8695%) consists of: Series A: 11,934,147,982 Shares Series B: 1,042,464,732 Shares	148,353,070 Shares (1.1303 %) all of which are Series B Shares	14,700 Shares (0.0001%) all of which are Series B Shares
3	12,758,210,929 shares (97,2055 %) consists of: Series A:	366,755,155 Shares (2,7943 %) all of which are Series B Shares	14,400 Shares (0,0001 %) all of which are Series B Shares



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	11,934,147,982 Shares Series B: 824,062,947 Shares		
4	12,072,324,556 shares (91,9797 %) consist of: Series A: 11,889,957,156 Shares Series B: 182,367,400 Shares	1,035,243,601 shares (7,8875 %) consist of: Series A: 26,792,899 Shares Series B: 1,008,450,702 Shares	17,412,327 Shares (0.1326 %) consists of: Series A: 17,397,927 Shares Series B: 14,400 Shares
6	12,089,721,583 shares (92,1123 %) consists of: Series A:	1,008,450,702 Shares (7.6834 %) all of which are Series B Shares	26,808,199 Shares (0.2042 %) consists of: Series A:



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	11,907,355,083 Shares		26,792,899 Shares
	Series B: 182,366,500 Shares		Series B: 15,300 Shares

Note: % is the composition of total shares with voting rights at the Meeting.

In accordance with the provision of POJK No. 15 / POJK.04 / 2020, the abstention vote (not casting vote) follows the majority vote issued at the Meeting, thus the Meeting with the most votes has approved the proposal for the whole Meeting Agenda.

H. Meeting Decisions.

First Agenda

Approval of the Company's Annual Report Concerning the State and Operational the Company during the Fiscal Year 2020, including the Report on the Implementation of the Supervisory Board of the Board of Commissioners during the Fiscal Year 2020 and Ratification of the Financial Statements of the Fiscal Year 2020.

1. Approved and legalized:
 - a) Annual Report of the Company submitted by the Board of Directors for Fiscal Year 2020;



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- b) Supervisory Board Reports carried out by the Board of Commissioners for Fiscal Year 2020;
 - c) Company's Financial Statements for the fiscal year ended in 31 December 2020 which have been audited by the Public Accounting Firm of Amir Abadi Jusuf, Aryanto, Mawar & Rekan (RSM Indonesia) in accordance with the Independent Auditor's Report dated April 9, 2021, with a qualified opinion.
2. By the approval and legalization of the Annual Report, the Supervisory Report of the Board of Commissioners and the Company's Financial Statements for Fiscal Year 2020, then 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 a member of the Board of Commissioners for the supervisory actions that have been carried out during the Fiscal Year ended 31 December 2020 to the extent that such actions are reflected in the Company's Financial Statements.

Second Agenda

The stipulation of the Use of the Company's Net Profit for Fiscal Year 2020 Including the Provision of Bonuses to Employees as well as Profit Bonuses and Remuneration for Board of Directors and Board of Commissioners.

- 1) To approve the Use of the Company's Net Profit for Fiscal Year 2020 as follows:
 - a) by IDR 733,507,081,305.70 (seven hundred thirty. Three billion five hundred seven million eighty-one thousand three hundred five rupiah and seventy cents) or 49.26% (forty-nine-point twenty-six percent) of the year net profit. Book 2020 is determined as a cash dividend for the

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2020 Fiscal Year, thus in the amount of IDR 48.85 forty-eight-point eighty-five rupiah) per share, determined as a cash dividend for the 2020 Financial Year will be distributed in cash and distributed to all shareholders registered in the Register Shareholders of the Company as of 18 May 2021 and will be paid on 28 May 2021. Subsequently give power and authority to the Board of Directors to regulate the procedures for the payment of such cash dividends.

- b. by IDR 755,454,548,814.30 (seven hundred fifty-five billion four hundred fifty-four million five hundred forty-eight thousand eight hundred and fourteen rupiah thirty cents) or 50.74% (fifty-point seventy four percent) stipulated as the General Reserves.

2) Furthermore, in accordance with the provisions of the applicable Financial Accounting Standards Regulation, it was approved the distribution of employee bonuses and profit bonuses for the Company's Management which are the Board of Directors and Board of Commissioners together with those who assist the duties of the Board of Commissioners including the Sharia Supervisory Board for Fiscal Year 2020 is reserved for IDR 372,823,445,650.69 (three hundred seventy-two billion eight hundred twenty-three million four hundred forty-five thousand six hundred and fifty rupiah sixty-nine cents) with the same percentage share as the previous year, are as follows:

- a. Employee bonus is 85% (eighty-five percent);
- b. Profit Bonuses of the Company's Management, which are the Board of Directors and the Board of Commissioners, together with those who assist the duties of the Board of Commissioners, including the Sharia Supervisory Board by 15% (fifteen percent). From such bonus amount, it will be paid in cash, and according to the provisions of POJK Number 45 / POJK.03 / 2015 specifically for the Directors there is a bonus that



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will be suspended in the form of cash and shares through the Long Term Incentive program.

3. To give authority and power to the Board of Commissioners to determine the remuneration of the company's management, which are the Board of Directors and the Board of Commissioners, together with those who assist the duties of the Board of Commissioners, including the Sharia Supervisory Board in 2021, by taking into account the proposals of the Remuneration and Nomination Committee and reporting on the Annual Report.

Third Agenda

To authorize the Board of Commissioners to Appoint a Public Accountant Office to Audit the Company's Financial Statements for Fiscal Year 2021.

Approved to authorize the Board of Commissioners to appoint a Public Accountant Office in auditing the Company's financial statements for fiscal year 2021.

Fourth Agenda

Amendment to Articles of Association.

1. Approved the amendments to the Company's articles of association, as follows:
 - a. Changes related to adjustments to:
 - Financial Services Authority Regulation Number 15 / POJK.04 / 2020 concerning Planning and Administration of General Meeting of Shareholders of Public Companies;



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- Financial Services Authority Regulation Number 16 / POJK.04 / 2020 concerning the Administration of the General Meeting of Shareholders of Public Companies electronically.

On:

1. Article 11 concerning General Meeting of Shareholders;
 2. Article 12 concerning Place, Announcement, Summons and Time of the GMS;
 3. Article 13 concerning Leadership and Minutes of General Meeting of Shareholders;
 4. Article 14 concerning Quorum, Voting Rights, GMS Resolutions and Rules of Procedure.
- b. Changes related to the tenure of the Board of Directors and the Board of Commissioners of the Company, at:
1. Article 15 paragraph (4) concerning term of office of the Board of Directors;
 2. Article 18 paragraph (6) concerning term of office of the Board of Commissioners.
- c. Changes related to the approval of the Organizational Structure, in article 16 paragraph (6) concerning the Duties and Authorities of the Board of Directors.
2. To grant the authority and power to the Board of Directors of the Company to make adjustments and codification of the articles of association of the Company;



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3. To authorize with substitution rights to the Board of Directors of the Company to take all necessary actions in the context of requesting approval, reporting and registering amendments to the intended articles of association to the relevant agencies.

Fifth Agenda

To perform Corporate Actions Related to Subsidiaries, namely the Establishment of Regional Securities Companies.

The fifth agenda still requires further study and adjusting the Company's priority scale in the future. Regarding this matter, it cannot be discussed and decided further at the meeting.

Sixth Agenda

Changes in Company Management Structure.

1. Respectfully dismissed the members of Board of Commissioners whose the term of office is end, as follows:

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

starting from the closing of the Meeting with big thanks to him.

2. Approved to reappoint the members of Board of Commissioners, as follows:



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Independent Commissioner : **CANDRA FAJRI ANANDA;**
starting from the closing of the Meeting with the term of office until the
closing of the 4th (Fourth) Annual General Meeting of Shareholders.

Thereby, the structure of Board of Commissioners to be as follows:

Independent Commissioner : **MUHAMMAD MAS'UD;**
Independent Commissioner : **CANDRA FAJRI ANANDA;**
Commissioner : **HERU TIAHJONO;**

3. Authorized the East Java Governor to perform the selection of the Members of Board of Commissioners and Members of Board of Directors Candidates whose the term of office is ended and upon the position vacancy.
4. Authorized the Board of Commissioners to give the approval and legalization of the update of internal provisions of System and Procedure on Selection and or Replacement of the Members of Board of Commissioners and Members of Board of Directors.
5. Granted the power and authority with the right of substitution to the Board of Directors of the Company to perform all necessary processes and actions including notification to the regulators as required by the prevailing laws and regulations.

Whereas the copy of the minutes of the Meeting Minutes is still being finalized at my office, the notary, when it is finished, I will immediately submit it to the Company's Board of Directors.



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In witness whereof this Certificate was made to be used as appropriate.

Notary in Surabaya,

[sealed & signed]

SITARESMI PUSPADEWI SUBIANTO, S.H, MKn

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SOESILO
Authorized and Sworn Translator
Decree of Governor of DKI Jakarta No. 527/1995

