

INFORMATION DISCLOSURE

To Comply with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions

The Company's Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.



PT WIJAYA KARYA (Persero) Tbk.

PERUSAHAAN PERSEROAN (PERSERO) PT WIJAYA KARYA TBK.

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

Domiciled in Jakarta, Indonesia

HEAD OFFICE

Jl. D.I. Panjaitan Kav. 10
Jakarta 13340, Indonesia

Telephone: (021) 8067 9200 Fax: (021) 2289 3830

www.wika.co.id

investor.relations@wika.co.id

Information Disclosure: Affiliated Transaction concerning Non-Cash Loan to PT Wijaya Karya Industri Energi by PT Wijaya Karya Rekayasa Konstruksi, a Controlled Entity of PT Wijaya Karya (Persero) Tbk.

This Information Disclosure is published in Jakarta on 13 July 2022

TABLE OF CONTENTS

I. INTRODUCTION 1

II. DESCRIPTION OF THE TRANSACTION 4

III. BENEFITS OF THE TRANSACTION 5

IV. DESCRIPTION OF THE AFFILIATION 5

V. INDEPENDENT PARTY AND SUMMARY OF ITS OPINION 5

VI. IMPACT OF THE TRANSACTION ON THE COMPANY’S FINANCIAL POSITION (PRO FORMA)..... 6

VII. STATEMENT OF THE COMPANY’S DIRECTORS AND COMMISSIONERS 9

VIII. ADDITIONAL INFORMATION..... 9

I. INTRODUCTION

A. Overview

The Company was formerly a Perusahaan Negara (State-owned Company) incorporated pursuant to the Government Regulation No. 64 Year 1961 dated 29 March 1961 on the Incorporation of Perusahaan Negara Widjaja Karja with the corporate name Perusahaan Negara Bangunan Widjaja Karja. Subsequently, pursuant to the Government Regulation No. 40 Year 1971 dated 22 July 1971, the Perusahaan Negara Bangunan Widjaja Karja was declared dissolved and its status was converted into a Perusahaan Perseroan (Persero) (Limited Liability Company), incorporated under the Laws of the Republic of Indonesia, as prescribed in the Deed of Limited Liability Company (*Akta Perseroan Terbatas*) No. 110 dated 20 December 1972, made before Dian Paramita Tamzil, delegate of Djojo Muljadi, S.H., a Notary in Jakarta, in conjunction with (*juncto*) the Deed of Amendment (*Akta Perubahan*) No. 106 dated 17 April 1973, made before Kartini Muljadi, S.H., a Notary in Jakarta, and has been approved by the Ministry of Justice of the Republic of Indonesia in its Decision Letter No. Y.A.5/165/14 dated 8 May 1973, and has been registered at the District Court of Jakarta, Number 1723 and Number 1724 dated 16 May 1973, and has been announced in Supplement No. 683 of the Official Gazette of the Republic of Indonesia No. 76 dated 21 September 1973 (“**Deed of Establishment**”).

Pursuant to the Government Regulation No. 53 Year 2007 on Change in Shareholding Structure of the State through Issuance and Offering of New Shares in Perusahaan Perseroan (Persero) PT Wijaya Karya, the Company has exercised an initial public offering and subsequently converted its status and changed its name to PT Wijaya Karya (Persero) Tbk. and was officially listed in the Indonesia Stock Exchange on 29 October 2007 (“**Initial Public Offering**”).

The Deed of the Articles of Association as stated in the Deed of the Annual General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 5 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta has received approval from the Minister of Law and Human Rights of the Republic of Indonesia in its Letter Number: AHU-0015012.AH.01.02 Year 2022 dated 2 March 2022 (“**Company’s Articles of Association**”).

B. Business Activities

Article 3 of the Company’s Article of Association states that the Company’s objectives and purpose are to engage in the construction industry; fabrication industry; leasing services; agency services; investments; agri-industry; energy, renewable energy and energy conversion industry; railway operations; port operations; airport operations; logistics; trading; engineering, procurement, and construction; estate development and management; provision of capacity building services in construction; information technology; engineering and planning services; investments and business management in basic infrastructure to produce high quality and competitive goods and/or services in order to generate profit and increase the Company’s value while observing the principles of Perseroan Terbatas (Limited Liability Company).

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

C. The Company's Capital and Shareholding Structure

Based on the Company's Articles of Association and Shareholder Register by Securities Administration Bureau as of 31 December 2021, the Company's capital structure is as follows:

Description	Number of Shares	Nominal Value (Rp100) per share	%
Authorised Capital	35,000,000,000	3,500,000,000,000	-
Issued and Paid-up Capital:			
1. Government of the Republic of Indonesia	5,834,850,001	583,485,000,100	65.05
2. Public with less than 5% holdings	3,135,101,371	313,510,137,100	34.95
Total Issued and Paid-up Capital	8,969,951,372	896,995,137,200	100.00
Total Unissued Shares	26,030,048,628	2,603,004,862,800	-

D. The Company's Board of Commissioners and Directors

1. Board of Commissioners

According to the latest Deed of Management Composition as stated in the Deed of the Extraordinary General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 4 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta, which has been recorded by the Ministry of Law and Human Rights of the Republic of Indonesia as stated in its Acknowledgement of Change in Corporate Data No. AHU-AH.01.03-0087714 dated 9 February 2022, the composition of the Company's Board of Commissioners at the date of this Information Disclosure is as follows:

President Commissioner	:	Jarot Widyoko
Commissioner	:	Firdaus Ali
Commissioner	:	Satya Bhakti Parikesit
Independent Commissioner	:	Adityawarman
Independent Commissioner	:	Harris Arthur Hedar
Independent Commissioner	:	Suryo Hapsoro Tri Utomo
Independent Commissioner	:	Rusmanto

2. Directors

According to the latest Deed of Management Composition as stated in the Deed of the Extraordinary General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 4 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta, which has been recorded by the Ministry of Law and Human Rights of the Republic of Indonesia as stated in its Acknowledgement of Change in Corporate Data No. No. AHU-AH.01.03-0087714 dated 9 February 2022, the composition of the Company's Directors as at the date of this Information Disclosure is as follows:

President Director	:	Agung Budi Waskito
Director of Human Capital and Development	:	Mursyid*
Director of Operations I	:	Hananto Aji
Director of Operations II	:	Harum Akhmad Zuhdi
Director of Operations III	:	Rudy Hartono

Director of Quality, Health, Safety
and Environment : Ayu Widya Kiswari
Director of Finance
and Risk Management : Adityo Kusumo

*resigned from his post as of 16 June 2022 following his appointment as Director of Human Capital and System Development at another state-owned enterprise

E. Audit Committee

According to the Decree of the Board of Commissioners No. 88/DK/WIKA/2021 dated 1 October 2021, the members of the Audit Committee as at the date of this Information Disclosure are as follows:

Chairman, concurrently Member : Suryo Hapsoro Tri Utomo
Deputy Chairman, concurrently
Member : Adityawarman
Member : Nirsihing Asmoro
Member : Nanda A. Wijayanti

F. Corporate Secretary

According to the Decision of the Directors No. SK.02.01/A.DIR.04640/2019 dated 28 May 2019, the Corporate Secretary as at the date of this Information Disclosure is as follows:

Name : Mahendra Vijaya
Office Address : Jl. D.I. Panjaitan Kav.10 Jakarta 13340, Indonesia
Phone Number : (021) 8067 9200
Fax Number : (021) 2289 3830
Email : investor.relations@wika.co.id

II. DESCRIPTION OF THE TRANSACTION

PT Wijaya Karya (Persero) Tbk ("**Company**") is a shareholder that holds 97.99% of the shares in PT Wijaya Karya Rekasaya Konstruksi ("**WRK**") and 40.00% of the shares in PT Wijaya Karya Industri Energi ("**WINNER**"). WRK holds the remaining 60% of the shares in WINNER. In order to support WINNER's operating activities, WRK proposes to provide WINNER a non-cash loan facility for a ceiling value of Rp36,000,000,000 (thirty-six billion rupiah), hereinafter referred to as "**Transaction**".

In accordance with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions ("**POJK 42/2020**") and the Regulation of the Financial Services Authority No. 17/POJK.04/2020 dated 20 April 2020 on Material Transactions and Changes in Business Activities ("**POJK 17/2020**"), the Company is in the opinion that the Transaction is:

1. an Affiliated Transaction as stated in the POJK 42/2020, because the Company holds 97.99% of the shares in WRK and 40.00% of the shares in WINNER. In terms of the affiliation by management, the Company's Director concurrently serves WRK's President Commissioner and WRK's Director concurrently serves as WINNER's President Commissioner.
2. not a Material Transaction as stated in the POJK 17/2020. The value of the Transaction was Rp36,000,000,000 (thirty-six billion rupiah). Based on the Company's consolidated financial statement for the period ended on 31 December 2021, which has been audited by Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar dan Rekan, the Company's total equity was Rp17,435,077,712,000 (seventeen trillion four hundred thirty-five billion seventy-seven million seven hundred twelve thousand rupiah). The Transaction constituted only 0.21% and was less than 20% of the Company's total equity. Accordingly, the Transaction is not a Material Transaction.

The Company's Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.

DESCRIPTION OF THE AFFILIATED TRANSACTION

In order to support its operating activities, WINNER requires a non-cash facility from WRK, one of its shareholders. The proposed non-cash loan facility by WRK to WINNER has a ceiling value of Rp36,000,000,000 (thirty-six billion rupiah) and has been approved, as stated in the WRK's Work Plan and Budget Year 2022 (*Rencana Kerja dan Anggaran Perusahaan*, "**RKAP**") and WINNER's RKAP Year 2022.

Pursuant to an agreement entered into between WRK and WINNER on Provision of Non-cash Facility by PT Wijaya Karya Rekasaya Konstruksi dated 11 July 2022, WRK provides WINNER a non-cash loan facility with a ceiling value of Rp36,000,000,000 (thirty-six billion rupiah).

The Transaction is a recurring transaction, where the value has been allocated and approved on a yearly basis as stated in the RKAP of each company. In addition, the transaction is not exercised all at once but exercised according to WINNER's needs and for the amount as stated in the RKAP of each company.

The effective date of the non-cash loan facility was the signing date of the Agreement of Provision of Non-cash Facility by PT Wijaya Karya Rekasaya Konstruksi between WRK and WINNER, i.e. 11 July 2022.

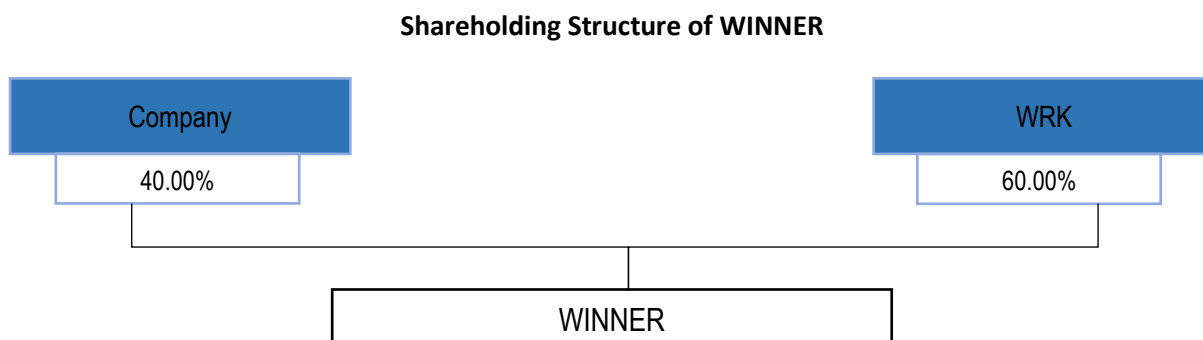
III. BENEFITS OF THE TRANSACTION

The rationale to enter into the Transaction is the Company's effort to support WINNER to secure funding for its operating activities. In addition, the Transaction will result in a compensation received by WRK, which in turn will increase the Company's revenues and provide a positive contribution for the Company's consolidated financial position.

IV. DESCRIPTION OF THE AFFILIATION

Affiliation by Shareholdings

WINNER is a subsidiary of WRK, the Company's controlled entity. The Company holds 40% of the shares in WINNER.



Source: Company

Affiliation by Management

The Company's Director concurrently serves as WRK's President Commissioner and WRK's Director concurrently serves as WINNER's President Commissioner. As such, the Company, WRK, and WINNER are affiliated by management.

V. INDEPENDENT PARTY AND SUMMARY OF ITS OPINION

The Company has appointed the Public Appraisal Firm Iskandar & Rekan ("KJPP IDR" or "Appraiser") as the independent appraiser to issue a fairness opinion on the Transaction. The Independent Appraiser has declared that it is not affiliated, both directly and indirectly, to the Company as defined by the Capital Market Law. In order to express the fairness opinion, KJPP IDR used the consolidated financial statement of PT Wijaya Karya (Persero) Tbk. for the period ended on 31 December 2021 that has been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan. The following is a summary of the Non-cash Loan Provision to WINNER by WRK, the Company's controlled entity, as stated in the Fairness Opinion Report No. 00276/2.0118-00/BS/03/0596/1/VI/2022 dated 30 June 2022:

1. Parties to the Transaction

- WRK is the provider of the Non-cash Loan Facility to WINNER;

- WINNER is the beneficiary of the Non-cash Loan Facility.

2. Object of the Appraisal

The object of the appraisal is the provision of the non-cash loan facility to WINNER by WRK with a ceiling value of Rp36,000,000,000 (thirty-six billion rupiah) with a 0.75% compensation per annum for each disbursement within 1 (one) year and will be used to support WINNER's operating activities.

3. Purpose and Objective of the Appraisal

The purpose of this Fairness Opinion Report is to examine the fairness of the Transaction in relation to POJK 42/2020.

4. Assumptions and Limiting Conditions

In expressing the opinion, the Appraiser uses several assumptions, as follows:

- This Appraisal Report is a non-disclaimer opinion.
- The Appraiser has examined the documents that are used in the appraisal process.
- All data and information are obtained from reliable sources.
- Financial projections, if used, are adjusted to reflect a reasonable financial projection prepared by the management based on its fiduciary duty.
- The Appraiser is responsible for the appraisal and the fairness of the financial projections.
- This Appraisal Report is publicly accessible, except for confidential information that can affect the Company's operations.
- The Appraiser is responsible for the Fairness Opinion and conclusion of its fair value.
- The Appraiser has obtained the information on the legal status of the Appraisal Object from the assignor.

5. Approaches and Procedures of the Fairness Opinion

The following analyses were performed to analyse the above:

- Analysis of the Proposed Transactions.
- Qualitative analysis of the Proposed Transactions.
- Quantitative analysis of the Proposed Transactions.
- Fairness analysis of the Proposed Transactions' value.
- Analysis of other relevant factors.

6. Analysis of the Fairness of the Proposed Transaction

The value of the non-cash loan facility by WRK to support WINNER's operating activities is fair. The compensation imposed for the Transaction is within the range of the compensation imposed for the previous transaction and therefore is fair. The analysis on the financial impact on the Transaction in relation to shareholders' interests found that the Transaction will generate an increase in the Company's revenues, profit, and liquidity, which is aligned with the shareholders' interests. Analysis on the management's business considerations on the Transaction in relation to shareholders' interests found that supporting WINNER's operating activities will generate an increase in the Company's consolidated revenues and profit. Accordingly, the Company's share value will increase, which is aligned with the shareholders' interests. Based on the Fairness Analysis above, the Appraiser is in the opinion that this Transaction is **Fair**.

VI. IMPACT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL POSITION (PRO FORMA)

PT WIJAYA KARYA (Persero) Tbk and Its Subsidiary
Proforma Statement of Financial Position

Description	Before the Transaction	Adjustment	After the Transaction
	31 Dec 2021		31 Dec 2021
ASSETS			
Current Assets			
Cash and Cash Equivalents	6,983,870	-	6,983,870
Trade Receivables	2,266,835	-	2,266,835
Retention Receivables	1,256,818	-	1,256,818
Gross Amount due from Customers	4,067,667	-	4,067,667
Inventories	10,934,221	-	
Unbilled Receivables	2,214,485	-	2,214,485
Other Receivables - Current Portion	1,083,748	-	1,083,748
Advance Payments - Current Portion	773,692	-	773,692
Business Guarantees	111,047	-	111,047
Financial Assets	-	-	-
Prepaid Taxes	1,724,203	-	1,724,203
Prepaid Expenses	929,061	-	929,061
Working in Progress	4,840,988	-	4,840,988
Total Current Assets	37,186,634	-	37,186,634
Non-Current Assets			
Fixed Assets	8,832,862	-	8,832,862
Trade Account Receivables - Non-current portion	-	-	-
Other Account Receivables - Non-current portion	-	-	-
Advances – Non-Current Portion	3,885,355	-	3,885,355
Real Estate Assets	2,033,627	-	2,033,627
Investment in Associates	1,864,824	-	1,864,824
Investment in Joint Ventures	6,371,991	-	6,371,991
Investment Property - Net	1,919,753	-	1,919,753
Assets of Joint Operation	422,499	-	422,499
Goodwill	4,847	-	4,847
Other Long-Term Investments	1,044,858	-	1,044,858
Intangible Assets	5,128,200	-	5,128,200
Deferred Tax Assets	599,463	-	599,463
Other Assets	90,880	-	90,880
Total Non-Current Assets	32,199,159	-	32,199,159
TOTAL ASSETS	69,385,794	-	69,385,794

PT WIJAYA KARYA (Persero) Tbk and Its Subsidiary
Proforma Statement of Financial Position

Description	Before the Transaction	Adjustment	After the Transaction
	31 Dec 2021		31 Dec 2021
LIABILITIES AND EQUITY			
Current Liabilities			
Short Term Loans	14,089,945	-	14,089,945
Trade Receivables	12,824,151	-	12,824,151
Other Receivables	1,221,329	-	1,221,329
Gross Amount Due From Customers	-	-	-
Tax Payables	409,939	-	409,939
Advance From Customers	645,718	-	645,718
Accrued Expenses	5,776,223	-	5,776,223
Unearned Revenue	93,115	-	93,115
Current portion of:			
Medium Term Loan	1,345,000	-	1,345,000
Long Term Loan	100,152	-	100,152
Lease Payables	463,998	-	463,998
Total Short-Term Liabilities	36,969,570	-	36,969,570
Non-Current Liabilities			
Employee Benefits Liabilities	219,811	-	219,811
Deferred Tax Liabilities	91,021	-	91,021
Advances From Customers	317,844	-	317,844
Advances for Long Term Projects	1,262,797	-	1,262,797
Other Payables	124,514	-	124,514
Current portion of Long Term Loan after net of current portion short Term:			
Medium Term Loan	545,000	-	545,000
Long Term Loan	248,981	-	248,981
Lease Payables	4,186,190	-	4,186,190
Joint Ventures Payable	528,702	-	528,702
Bond	5,706,287	-	5,706,287
Sukuk Mudharabah	1,750,000	-	1,750,000
Total Long-Term Liabilities	14,981,147	-	14,981,147
TOTAL LIABILITIES	51,950,717	-	51,950,717
Equity			
Share Capital	896,995	-	896,995
Treasury Shares	(110)	-	(110)
Additional Paid-in Capital	6,555,499	-	6,555,499
Changes in Equity of Subsidiary Company	1,137,690	-	1,137,690
Retained Earnings (deficit)	4,457,009	-	4,457,009
Perpetual Securities	-	-	-
Non-Controlling Interest	4,387,995	-	4,387,995

Total Equity	17,435,078	-	17,435,078
TOTAL LIABILITIES AND EQUITY	69,385,795	-	69,385,795
Liquidity and Solvency Ratio			
Current Ratio	100.59%		100.59%
Debt to Equity Ratio	297.97%		297.97%
Debt to Asset Ratio	74.87%		74.87%

Note: The Transaction had been eliminated when WINNER's financial statement was consolidated into WRK's. Accordingly, upon consolidation into WIKA's financial statement, the Transaction does not have any impact.

VII. STATEMENT OF THE COMPANY'S DIRECTORS AND COMMISSIONERS

1. This Information Disclosure, submitted to the Financial Services Authority on 13 July 2022, is complete and meets the requirements as prescribed in the POJK 42/2020;
2. Having held prudent and careful examination, we have reasonable belief that this Information Disclosure does not contain statements, or information, or facts that are false and/or misleading;
3. The Transaction has no Conflicts of Interest as referred to in the POJK 42/2020;

VIII. ADDITIONAL INFORMATION

For further information concerning this transaction, please contact the Company during business hours at the following address:

Corporate Secretary

PT Wijaya Karya (Persero) Tbk.

Jl. D.I. Panjaitan Kav. 10

Jakarta 13340, Indonesia

Tel. : (021) 8067 9200

Fax. : (021) 2289 3830

Email : investor.relations@wika.co.id

Website : www.wika.co.id

Sincerely Yours,
PT Wijaya Karya (Persero) Tbk.
 Corporate Secretary



PT WIJAYA KARYA (Persero) Tbk.

Mahendra Vijaya
 Corporate Secretary