



## INVITATION ANNUAL GENERAL MEETING OF SHAREHOLDERS PT WIJAYA KARYA (Persero) Tbk.

The Directors of PT Wijaya Karya (Persero) Tbk. (hereinafter referred to as "**Company**"), domiciled in Kota Administrasi Jakarta Timur, hereby invite the Company's Shareholders to attend the Annual General Meeting of Shareholders for the Financial Year 2020 (hereinafter referred to as "**Meeting**") that will be held on:

Day, Date : Thursday, 27 May 2021  
Venue : WIKA Tower 2  
Ruang Serbaguna Lt.17  
Jl. D.I Panjaitan Kav.9-10, Jakarta Timur, Indonesia  
Time : 16.00 Western Indonesia Time (WIB) onwards

In compliance with the regulations of the Government of the Republic of Indonesia and to prevent further global transmission of the COVID-19, as well as in compliance with the Government of the Republic of Indonesia's physical distancing advisory during the Public Activity Restrictions (*Pembatasan Kegiatan Masyarakat*, "**PPKM**") currently enforced in Jakarta, the Company hereby advises its Shareholders to delegate their attendance in the Meeting using the e-Proxy platform provided by the PT Kustodian Sentral Efek Indonesia ("**KSEI**") for holders of scripless shares placed under collective custody at the KSEI. Shareholders may also elect to fill in the Power of Attorney Form prepared by the Company, which can be downloaded from the Company's website at <https://investor.wika.co.id/>.

### The Meeting Agenda are as follows:

1. Approval of the Annual Report and Ratification of the Company's Consolidated Financial Statement, Approval of the Board of Commissioner's Supervisory Report, and Ratification of the Annual Report on Partnership and Community Development Programme (*Program Kermitraan dan Bina Lingkungan*) for the Financial Year ended on 31 December 2020;
2. Approval for Allocation of the Company's Net Profit for Financial Year 2020;
3. Approval to Appoint a Public Accounting Firm to audit the Company's Consolidated Financial Statement and the Company's Annual Report on Partnership and Community Development Programme for Financial Year 2021;
4. Approval of Bonus (*Tantiem*) for Financial Year 2020 and Confirmation of Salary/Honorarium, Allowances, and Other Facilities for the Company's Directors and Board of Commissioners for Financial Year 2021;
5. Report on the Use of Proceeds from the Increase in Capital Investment by the Government (*Tambahan Dana Penyertaan Modal Negara*) and the Report on the Use of Proceeds from the Company's Rights Issue for Capital Increase with Pre-emptive Rights I (*Penambahan Modal Dengan Memberikan Hak Memesan Efek Terlebih Dahulu I*) as of Financial Year 2020;
6. Approval to Amend the Use of Proceeds from the Increase in Capital Investment by the Government as part of the Company's Rights Issue for Capital Increase with Pre-emptive Rights I;
7. Report on the Use of Proceeds from the Public Offering of the Wijaya Karya Shelf Registration Bonds I Phase I Year 2020 and the Wijaya Karya Shelf Registration Sukuk Mudharabah I Phase I Year 2020;
8. Approval to Affirm the Regulations of the Minister of State-owned Enterprises of the Republic of Indonesia;
9. Approval to Amend the Company's Articles of Association;
10. Approval to Change of the Company's Management Composition.

### Agenda explanation:

1. The 1<sup>st</sup> to 4<sup>th</sup> Meeting Agenda are routine agendas that must be deliberated in the Company's Meeting. This is in accordance with the provisions in the Company's Articles of Association, Law No. 40 Year 2007 on Limited Liability Companies, and Law No. 19 Year 2003 on State-owned Enterprises.
2. The 5<sup>th</sup> Meeting Agenda, i.e. Report on the Use of Proceeds from the Increase in Capital Investment by the Government and the Report on the Use of Proceeds from the Company's Rights Issue for Capital Increase with Pre-emptive Rights I as of Financial Year 2020, is proposed in view of Article 6 section (1) and section (2) of the Regulation of the Indonesia Financial Services Authority No. 30/POJK.04/2015 on Report on the Use of Proceeds from Public Offering ("**POJK 30/2015**"). As a listed company, the Company is required to disclose the use of proceeds from Public Offering in every Annual General Meeting of Shareholders until such proceeds from Public Offering have been exhausted. Furthermore, under Article 5 of the Regulation of the Minister of State-owned Enterprises No. PER-1/MBU/03/2021 on the Proposal, Reporting, Monitoring, and Amendment of the Use of Proceeds from the Increase in Capital Investment by the Government in State-owned Enterprises and Limited Liability Companies ("**Permen BUMN 01/2021**"), the Company is required to report the use of proceeds from the Capital Investment by the Government (*Penyertaan Modal Negara*, "**PMN**") for the corresponding financial year in its General Meetings of Shareholders until such proceeds from PMN have been exhausted.
3. The 6<sup>th</sup> Meeting Agenda, i.e. Approval to Amend the Use of Proceeds from the Increase in Capital Investment by the Government as part of the Company's Rights Issue for Capital Increase with Pre-emptive Rights I, is proposed in view of Article 9 of the Permen BUMN 01/2021 following the

Company's plan to Amend the Use of Proceeds from the Increase in Capital Investment by the Government as part of the Company's Rights Issue for Capital Increase with Pre-emptive Rights I, which was stated in the Prospectus dated 16 November 2016 and amended pursuant to a Resolution of the Annual General Meeting of Shareholders for Financial Year 2017 on 24 April 2018 and further amended pursuant to a Resolution of the Annual General Meeting of Shareholders for Financial Year 2018 on 30 April 2019.

4. The 7<sup>th</sup> Meeting Agenda, i.e. Report on the Use of Proceeds from the Public Offering of the Wijaya Karya Shelf Registration Bonds I Phase I Year 2020 and the Wijaya Karya Shelf Registration Sukuk Mudharabah I Phase I Year 2020, is proposed in view of Article 6 section (1) and section (2) of the POJK No. 30/POJK.04/2015 on Report on the Use of Proceeds from Public Offering. As a listed company, the Company is required to disclose the use of proceeds from Public Offering in every Annual General Meeting of Shareholders until such proceeds from Public Offering have been exhausted.
5. The 8<sup>th</sup> Meeting Agenda, i.e. Approval to Affirm the Regulations of the Minister of State-owned Enterprises of the Republic of Indonesia, is proposed following the Company's plan to inaugurate in the General Meeting of Shareholders the following Regulations of the Minister of State-owned Enterprises of the Republic of Indonesia:
  - (i) No. PER-02/MBU/2010 on Procedures on Writing-off and Transferring of Fixed Assets of State-owned Enterprises and its amendments as stated in the Regulation No. PER-03/MBU/03/2021 on the Third Amendment to the Regulation of the Minister of State-owned Enterprises No. PER-02/MBU/2010 on Procedures on Writing-off and Transferring of Fixed Assets of State-owned Enterprises;
  - (ii) No. PER-11/MBU/11/2020 on Management Contracts and Annual Management Contracts for Directors of State-owned Enterprises;
  - (iii) No. PER-1/MBU/03/2021 on Guidelines on the Proposal, Reporting, Monitoring, and Amendment of the Use of Proceeds from the Increase in Capital Investment by the Government in State-owned Enterprises and Limited Liability Companies; and
  - (iv) No. PER-05/MBU/04/2021 on Corporate Social and Environmental Responsibility Programmes of State-owned Enterprises; and their future amendments.
6. The 9<sup>th</sup> Meeting Agenda, i.e. Approval to Amend the Company's Articles of Association, is proposed in view of the Company's plan to amend its Articles of Association in order to be harmonised with the Regulation of the Financial Services Authority Number 14/POJK.04/2019 on the Amendment to the Regulation of the Financial Services Authority Number 32/POJK.04/2015 on Capital Increase of Listed Companies with Pre-emptive Rights ("**POJK 14/2019**"); with the Regulation of the Financial Services Authority Number 15/POJK.04/2020 on General Meetings of Shareholders of Listed Companies ("**POJK 15/2020**"); and with the Regulation of the Financial Services Authority Number 16/POJK.04/2020 on Electronic General Meetings of Shareholders of Listed Companies ("**POJK 16/2020**"). Furthermore, the Company plans to amend the provisions on the duties, authorities, and responsibilities of the Directors and Board of Commissioners in its Articles of Association.
7. The 10<sup>th</sup> Meeting Agenda, i.e. Approval to Change of the Company's Management Composition, is proposed in response to the proposal from the Minister of State-owned Enterprises of the Republic of Indonesia in its Letter No. S-293/MBU/04/2021 dated 26 April 2021 on the Proposed Agenda of the Annual General Meeting of Shareholders of PT Wijaya Karya (Persero) Tbk. This Meeting Agenda is also proposed in view of the provisions of the Company's Articles of Association; the Law No. 40 Year 2007 on Limited Liability Companies; the Regulation of the Minister of State-owned Enterprises No. PER-02/MBU/02/2015 on Requirements and Procedures of Appointment and Dismissal of Members of the Board of Commissioners and Board of Trustees of State-owned Enterprises; and/or, the Regulation of the Minister of State-owned Enterprises No. PER-03/MBU/02/2015 on Requirements and Procedures of Appointment and Dismissal of Directors of State-owned Enterprises.

**Notes:**

1. The Company will not send a separate invitation to the Company's Shareholders as this Invitation is deemed an official invitation under Article 23 (7) of the Company's Articles of Association and POJK 15/2020.
2. In accordance with Article 25 (8) of the Company's Articles of Association, Shareholders who are entitled to attend the Meeting are Shareholders whose names are registered in the Company's Shareholder Register (*Daftar Pemegang Saham*, "**DPS**") at least 1 (one) business day before the invitation date, i.e. on Tuesday, 4 May 2021, and/or holders of the Company's shares in Securities Sub Account (*Sub Rekening Efek*) at the KSEI by the end of the Indonesia Stock Exchange's trading day on Tuesday, 4 May 2021 no later than 15:00 WIB.
3. In view of the COVID-19 Prevention and Control Guidelines issued by the Ministry of Health of the Republic of Indonesia and in view of Article 27 of the POJK 15/2020, the Company strongly advises its Shareholders to delegate their attendance in the Meeting through a Power of Attorney using the Electronic General Meeting System ("**eASY.KSEI**"). The procedure is as follows:
  - a. Shareholders must be first registered on the Acuan Kepemilikan Sekuritas KSEI ("**AKSes KSEI**"). If a Shareholder is not registered, the Company advises him/her to register on the AKSes KSEI through its website at <https://akses.ksei.co.id/>;
  - b. Shareholders who have registered as AKSes KSEI users may electronically grant a power of attorney through the eASY.KSEI platform on <https://easy.ksei.co.id/>;
  - c. The cut-off date for Shareholders to grant a power of attorney and cast votes, change appointed proxies and/or votes for the Meeting Agenda, and revoke his/her power of attorney is 1 (one) business day before the Meeting, i.e. Tuesday, 25 May 2021 at 12.00 WIB.
4. Shareholders who are intending to attend the Meeting in-person are kindly required meet the following terms and conditions:
  - a. Shareholders who are unable to attend the Meeting in-person may be represented by their proxies, as follows:
    1. The Shareholder may grant a Power of Attorney to independent parties, provided that the Directors, members of the Board of Commissioners, and Employees of the Company may act as Proxies, but the votes they casted as Proxies will not be counted during voting.
    2. The Power of Attorney form can be downloaded from the Company's website at <https://investor.wika.co.id/>. A hardcopy of the completed form must be delivered to the Company's Securities Administration Bureau ("**BAE**"), PT Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta 10120, Tel: (021) 3508077 and the softcopy of the completed form must be emailed to [DM@datindo.com](mailto:DM@datindo.com). The delivery deadline is no later than 20 May 2021 at 15.00 WIB.
  - b. Shareholders (or their proxies) who will attend in-person are required to submit to the Meeting registrar a copy of their valid Identity Card (KTP) or any other proof of identification before entering the Meeting venue.
  - c. Shareholders which are legal entities are required to bring a copy of their Articles of Association and the most recent deed of appointment of their Directors and Board of Commissioners.
  - d. Shareholders whose shares are deposited in Collective Custody are required to submit a Written Confirmation to Attend the Meeting (*Konfirmasi Tertulis untuk Rapat*, "**KTUR**"), which can be obtained during business hours from the Securities Company or from the Custodian Bank where the Shareholders opened their securities accounts.

5. As part of the Company's support for the Government's effort to prevent the spread of COVID-19 and to create a safe and healthy environment, the Company hereby reiterates its advice to Shareholders (or their proxies) to delegate their attendance in the Meeting through a Power of Attorney. However, this advice does not prohibit Shareholders from attending the Meeting in-person. Company will enforce procedures and requirements in accordance with prevailing health and safety protocols at the Meeting venue, which must be observed by Shareholders (or their proxies), as follows:
  - a. Holding a Non-reactive Rapid Antigen Test or Negative PCR Swab Test for COVID-19 issued by a doctor of a hospital, community health centre (*puskesmas*), or clinic. Samples used for such tests must be dated 1 (one) day before the Meeting, i.e. 26 May 2021.
  - b. Wearing a mask while at the Meeting venue and building.
  - c. Having a temperature of not exceeding 37.3°C based on on-site detection and monitoring.
  - d. Shareholders (or their proxies) exhibiting health disorders such as flu, coughs, fever, sore throat, and/or shortness of breath are not permitted to enter the Meeting venue.
  - e. Shareholders (or their proxies) who will attend the Meeting in-person must complete the Health Declaration Form, which can be downloaded from the Company's website at <https://investor.wika.co.id>. The completed form must be handed to the Meeting Registrar before entering the Meeting Venue. If a Shareholder (or his/her proxy) fails to meet the requirements stated in the Health Declaration Form, the Shareholder (or his/her proxy) is not permitted to enter the Meeting venue.
  - f. Shareholders (or their proxies) must observe physical distancing rules before, during, and after the Meeting. To meet physical distancing rules, the Meeting Organizers will restrict the capacity of the Meeting venue.Shareholders (or their proxies) who are unable to meet the requirements above are recommended to delegate proxy using the eASY.KSEI. Such delegation does not reduce their rights to raise questions, express opinions, and/or cast votes in the Meeting.
6. The Company will issue a notification to Shareholders in the event of a change or additional information concerning the Meeting procedures, subject to the latest COVID-19 situation and development.
7. In view of Article 18 of the POJK 15/2020, the Meeting materials are available from the date of the Invitation to the Meeting until the date of the Meeting. The Meeting materials can be downloaded from the Company's website at <https://investor.wika.co.id/>.
8. To facilitate an orderly Meeting, Shareholders or their valid proxies are kindly requested to be present at the Meeting venue at least 30 (thirty) minutes before the Meeting begins.

Jakarta, 5 May 2021

**PT Wijaya Karya (Persero) Tbk.**

**Directors**