



## **RULES OF PROCEDURE**

### **1. GENERAL**

This meeting is the Annual General Meeting of Shareholders of PT Wijaya Karya Beton Tbk (the "Company") for the Fiscal Year 2023 ("Meeting"). In accordance with the provisions of The Financial Services Authority Regulation Number 15/POJK.04/2020 regarding the Preparation and Conduct of the Annual General Meeting of Shareholders of a Publicly Listed Company ("POJK GMS") and The Financial Services Authority Regulation Number 16/POJK.04/2020 regarding the Conduct of Virtual Annual General Meetings of Shareholders ("POJK eRUPS"), The Meeting will take place virtually, utilizing the eRUPS platform provided by PT Kustodian Sentral Efek Indonesia. (KSEI), with the physical meeting mechanism to be attended by the Chairperson of the Meeting, Members of the Board of Commissioners and Members of the Board of Directors, Notary, and Institutions/Professionals supporting the implementation of the Meeting. The Company reserves the right, under specific conditions, to restrict the physical attendance of Shareholders partially or entirely during the Meeting.

### **2. TIME AND VENUE OF THE MEETING**

The Meeting will be held on:

Day/Date	: Friday, May 17 <sup>th</sup> , 2024
Time	: 14.00 WIB until completion
Meeting Venue	: WIKA Tower 2, 17 <sup>th</sup> Floor, Jl. D.I. Panjaitan Kav. 9-10, Jakarta Timur
Link to Join the Meeting	: Electronic General Meeting System KSEI "eASY.KSEI" ("eASY.KSEI system") in the link <a href="https://akses.ksei.co.id/login">https://akses.ksei.co.id/login</a> .

### **3. MEETING AGENDA, INVITATION, MATERIALS**

#### **a. Meeting Agenda**

1. Approval of the Annual Report of the Company including Supervisory Report of the Board of Commissioners for the 2023 Fiscal Year, and Ratification of Financial Statement of the Company ending on December 31, 2023, along with Granting of Full Settlement and Release of Responsibilities (volledig acquit et de charge) to the Board of Directors for the Company's Management Actions and to the Board of Commissioners for the Company's Oversight Actions Undertaken During the 2023 Fiscal Year;
2. Determination of the Allocation of the Company's Net Profit for the 2023 Fiscal Year;
3. Appointment of the Public Accounting Firm to Audit the Company's Financial Statement for the 2024 Fiscal Year;
4. Approval of Salaries/Honorariums, Allowances, and Other Facilities for the Year 2024 and Bonuses for the Performance of the Year 2023 for the Directors and Board of Commissioners of the Company;
5. Approval of the Confirmation/Ratification of the Integrated Governance Policy and Guidelines on the Principles of Subsidiary Management and Integrated Governance of PT Wijaya Karya (Persero) Tbk;
6. Approval of Amendments to the Articles of Association of the Company;
7. Changes in the Composition of the Board of Directors and Board of Commissioners.

#### **b. Meeting Invitation**

In compliance with Article 52 of the POJK GMS and Article 14 paragraph 16 of the Company's Articles of Association, the Company has issued an Invitation to the Meeting which was published through the eASY.KSEI system, the Indonesia Stock Exchange website, and the Company's website respectively on April 25<sup>th</sup>, 2024.

c. **Meeting Materials**

In compliance with Article 18 of the POJK GMS and Article 14 paragraph 10 of the Company's Articles of Association, the Company provides materials related to the agenda of the Meeting which are available and can be downloaded through the Company's website [https://investor.wika-beton.co.id/general\\_meeting.html](https://investor.wika-beton.co.id/general_meeting.html) since the date of the Invitation until the date of the Meeting.

**4. MEETING PARTICIPANTS**

- a. Based on Article 23 paragraph (1) POJK GMS, Shareholders have the right to attend the Meeting either in person or represented by proxies with a power of attorney. If not explicitly stated otherwise, references to "Shareholder" in these Rules of Procedure also include their legal proxies.
- b. Based on Article 23 paragraph (2) of the POJK GMS, Meeting participants are Shareholders whose names are registered in the Company's Register of Shareholders (*Daftar Pemegang Saham – DPS*) and/or owners of the Company's shares in the securities sub-account at KSEI at the close of trading on the Indonesia Stock Exchange on April 24<sup>th</sup>, 2024.
- c. Shareholders as referred to the point b above, may appoint their proxies to attend the Meeting, with the following conditions:
  - i. Granting power of attorney through the eASY.KSEI system facility at the <https://easy.ksei.co.id/> link provided by KSEI as an electronic authorization mechanism in the process of holding a Meeting ("e-Proxy") which is conducted no later than 1 (one) working day before holding the Meeting. Power of attorney via e-Proxy cannot be granted to members of the Board of Directors and members of the Board of Commissioners, as well as to the employees of the Company.
  - ii. If the Shareholders cannot access the eASY.KSEI system, the Shareholders can download the power of

attorney on the Company's website [https://investor.wika-beton.co.id/general\\_meeting.html](https://investor.wika-beton.co.id/general_meeting.html) to cast their power and vote at the Meeting. The power of attorney must be sent to the Bureau Securities Administration ("BAE") PT Datindo Entrycom, Jl. Hayam Wuruk No. 28, Jakarta 10120, Tel. (021) 3508077 and send a scan of the power of attorney via email address DM@datindo.com, **no later than 3 (three) days before the date of the Meeting, which is on May 14<sup>th</sup>, 2024 at 15.00 WIB.**

- d. Meeting participants have the right to voice opinions, pose questions, and cast votes during the Meeting..
- e. The Company urges all Shareholders or their Proxy of Shareholders to register their presence electronically through the eASY.KSEI system or to give the Power of Attorney to the Company's Registrar, namely PT Datindo Entrycom.

**5. INVITATION**

Invited guests, who are not shareholders of the Company but are present at the invitation of the Board of Directors, and do not have the right to give opinions and/or questions or to vote in the Meeting. However, without prejudice to the rights of the Shareholders, the Chairperson of the Meeting may request information and/or explanation from the Invitation regarding the Meeting Agenda being discussed at the Meeting. The invitations referred to include: Capital Market Supporting Institutions and/or Professionals related to the Implementation of the GMS.

**6. CHAIRPERSON OF THE MEETING**

- a. Based on Article 37 paragraph (1) POJK GMS and Article 15 paragraph 1 of the Company's Articles of Association, the Chairperson of the Meeting is a Member of the Board of Commissioners appointed by the Board of Commissioners in this case appointed based on the Decision of the Board of

Comissioner Outside the Meeting No. SK.03/DK-WB/IV/2024 dated April 30<sup>th</sup>, 2024 (“Chairperson of the Meeting”).

- b. The Chairperson of the is tasked with ensuring the Meeting proceeds smoothly and has the authority to determine procedures for aspects of the Meeting that are not explicitly or adequately addressed in these Rules of Procedure.

## 7. LANGUAGE

The meeting will be conducted in Indonesian language.

## 8. QUORUM

- a. For the 1st to 5th Meeting Agenda and 7th Meeting Agenda, based on the provisions of Article 16 paragraph 1 point a, paragraph 4 point a, and paragraph 10 of the Company's Articles of Association, the Meeting can be held if more than 1/2 (one half) of all shares with voting rights are present or represented in the Meeting;
- b. For the 6th Agenda, based on the provisions of Article 16 paragraph 5 point a and Article 27 paragraph 1 of the Company's Articles of Association, the Meeting can be held if more than 2/3 (two thirds) of all shares with voting rights are present in the Meeting.

## 9. REGISTRATION PROCESS

Shareholders or their proxies intending to attend the Meeting virtually via the eASY.KSEI system should register at the provided link: <https://access.ksei.co.id/>. Registration opens from the date of the Meeting Invitation and closes no later than 13:30 WIB before the Meeting.

- a. Local individual shareholders who have not provided a declaration of presence or power of attorney in the eASY.KSEI system until the specified time limit and wish to attend the Meeting electronically are required to register the attendance

in the eASY.KSEI system on the date of the Meeting until the electronic meeting registration period is closed by the Company;

- b. Local individual shareholders who have provided a declaration of attendance but have not voted on the agenda of the Meeting in the eASY.KSEI system until the specified time limit and wish to attend the Meeting electronically are required to register attendance in the eASY.KSEI system on the date of the Meeting until the electronic meeting registration period closed by the Company;
- c. Shareholders who have given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representatives but the Shareholders have not given their vote on the agenda of the Meeting in the eASY.KSEI system until the specified time limit, the proxy representing the Shareholders must register attendance in the eASY.KSEI system on the date of the Meeting until the registration period for the Meeting is electronically closed by the Company;
- d. Shareholders who have given power of attorney to the participant/Intermediary proxy (Custodian Bank or Securities Company) and have given their vote in the eASY.KSEI system until the specified time limit, then the representative of the proxy who has been registered in the eASY.KSEI system is required to register attendance in the eASY.KSEI system on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company;
- e. Shareholders who have given a declaration of attendance or given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative and have given their vote on the agenda of the Meeting in the eASY.KSEI system no later than the specified time limit, then there is no need to register the attendance in the eASY.KSEI system on the date of the Meeting. Share ownership is automatically calculated as the quorum of attendance and the votes that have been given are taken into account in the voting of the Meeting;

- f. Delay or failure in the electronic registration process as referred to in letters a to d above for any reason will result in the Shareholders or the Shareholders' Proxies not being able to attend the Meeting electronically, and their share ownership is not counted as a quorum for attendance at the Meeting.

## 10. QUESTION AND ANSWER

- a. Before deciding on the Meeting Agenda, the Chairperson will allow Shareholders or their proxies to ask questions or express their opinions during a Q&A session.
- b. Participants will have the opportunity to ask questions or express opinions, limited to a maximum of three participants. Questions or opinions should pertain only to matters related to the Meeting Agenda.
- c. The procedures for submitting questions and/or opinions for Shareholders or their proxies attending the Meeting virtually via the eASY.KSEI system are as follows:
  - 1) Questions and/or opinions are submitted through the chat feature in the 'Electronic Option' column available in the E-Meeting Hall screen at eASY.KSEI;
  - 2) Questions and/or opinions can be submitted as long as the 'General Meeting Flow Text' column has the status of "discussion started for agenda item number [1-7 (*one to seven*)]".
- d. Provisions for submitting questions and/or opinions for Shareholders or Shareholders' Proxy who are physically present at the Meeting are asked to raise their hands, state their names, the number of shares owned.
- e. Questions or opinions of the Shareholders or the Proxy of Shareholders, will be answered or responded by the Chairperson of the Meeting or the party appointed by the Chairperson of the Meeting.
- f. Any questions and/or opinions and/or proposals submitted by the Shareholders or their proxies will be recorded in the Minutes of Meeting prepared by a Notary.
- g. For time efficiency, the question and answer session the question and answer session is limited to a maximum of 5 (five) minutes.

## 11. DECISION MAKING

- a. Decisions during the Meeting are made through deliberation to reach a consensus.
- b. For the 1st Meeting Agenda to the 5th Meeting Agenda and 7th Meeting Agenda, based on the provisions of Article 16 paragraph 1 point c, paragraph 4 point c, and paragraph 10 of the Company's Articles of Association, the resolution of the Meeting is deemed valid if it is approved by more than half (1/2) of the total shares with voting rights present at the Meeting.
- c. For the 6th Meeting Agenda, based on the provisions of Article 16 paragraph 5 point a and b and Article 27 Paragraph 1 of the Company's Articles of Association, the resolution of the Meeting is considered valid if it is approved by more than two-thirds (2/3) of the total shares with voting rights present at the Meeting.

## 12. VOTING

- a. In the Meeting, each share gives the shareholder the right to give 1 (one) vote.
- b. In compliance with Article 48 of the POJK GMS and Article 16 paragraph 11 of the Company's Articles of Association, the votes given by the Shareholders are valid for all the shares they own. For this reason, Shareholders are not entitled to give power of attorney to more than one proxy for a portion of the number of shares they own with different votes. This provision does not apply to Custodian Banks or Securities Companies that represent Shareholders in a mutual fund.
- c. For Shareholders or Shareholders' Proxy who attend virtually:
  - 1) The voting process takes place in the eASY.KSEI system in the e-Meeting Hall menu, Live Broadcasting sub menu;
  - 2) Shareholders who attend or provide power of attorney electronically at the Meeting through the eASY.KSEI system, but have not yet voted, have the opportunity to

submit their vote during the voting period through the e-Meeting Hall screen in the eASY.KSEI system.

- 3) During the electronic voting process, the status "Voting for agenda has started" will appear in the 'General Meeting Flow Text' column.
  - 4) If the Shareholders or their proxy do not vote for a certain agenda of the Meeting until the status of the Meeting as shown in the 'General Meeting Flow Text' column changes to "Voting for agenda has ended", it will be considered as abstaining from voting on that agenda.
  - 5) The voting time during the electronic voting process is the standard time set in the eASY.KSEI system. The Company may set a policy of direct voting time electronically for the Meeting Agenda with a maximum time of 5 (five) minutes.
- d. Voting for Shareholders or the Proxy of Shareholders who are physically present shall be conducted verbally, namely:
- 1) For those who disagree are expected to raise their hand.
  - 2) Those who voted for abstention are expected to raise their hands.

Unless the Chairperson of the Meeting determines otherwise.

- e. In accordance with Article 47 POJK GMS and Article 16 paragraph 10 of the Company's Articles of Association, the Shareholders or the Proxy of Shareholders of shares with valid voting rights who are present at the Meeting, but abstain from voting, are deemed to have given the same vote as the majority vote of the Shareholders or their proxies. Shareholders who give votes.
- f. The Chairperson of the Meeting will ask the Notary to announce the results of the voting.

### 13. LIVE SHOW OF THE MEETING

- a. Shareholders who have been registered in the eASY.KSEI system at the latest until the specified time limit can watch the Meeting via Zoom Webinar by accessing the eASY.KSEI system menu, sub menu of 'Tayangan RUPS' located on the AKSes facility with the <https://akses.ksei.co.id/login>.
- b. The GMS broadcast has a capacity up to 500 (five hundred) participants with attendance determined based on a first come first served mechanism.
- c. Shareholders who do not get the opportunity to watch the Meeting through the GMS Broadcast are considered valid to attend electronically, along with share ownership and voting choices are counted at the Meeting, as long as they have declared their presence in the eASY.KSEI system.
- d. Shareholders who only watch the Meeting through the GMS Broadcast, but do not declare their presence on the eASY.KSEI system, then the person concerned will not be counted in the quorum of attendance of the Meeting.
- e. To get a good experience in using the eASY.KSEI system and/or GMS Broadcast, it is recommended that the Shareholders or their proxies use the Mozilla Firefox browser.

### 14. CLOSING

1. During the Meeting, the participants of the Meeting are required to maintain order in the Meeting. Meeting participants are requested not to make/receive phone calls and/or take other actions that may interfere with the meeting.
2. The Chairperson of the Meeting has the right to take all necessary actions to ensure the orderliness of the Meeting. In this case, such actions include but are not limited to asking the meeting participants who are deemed by the Chairperson of the meeting to be disturbing the order to leave the meeting room.

3. In the event that during the Meeting there are conditions that have not been regulated in these Rules, the Chairperson of the Meeting will determine policies by taking into account the Company's Articles of Association and/or applicable legal provisions.

Jakarta, April 25<sup>th</sup>, 2024  
PT Wijaya Karya Beton Tbk  
Directors