



RULES OF PROCEDURE

**ANNUAL GENERAL MEETING OF SHAREHOLDERS FISCAL YEAR 2021
PT WIJAYA KARYA BETON Tbk**

JAKARTA, APRIL 18TH, 2022



RULES OF PROCEDURE

1. GENERAL

This meeting is the Annual General Meeting of Shareholders for the Fiscal Year 2021 (“Meeting”) of PT Wijaya Karya Beton Tbk (the “Company”). In accordance with the provisions of the Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Organizing of the General Meeting of Shareholders of a Public Company (“POJK GMS”) and the Financial Services Authority Regulation Number 16/POJK.04/2020 concerning the Implementation of the General Meeting of Shareholders of the Company Open Electronically (“POJK eRUPS”), the Meeting will be held electronically using the eRUPS 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 under certain conditions may limit the physical presence of Shareholders either partially or completely in the implementation of the Meeting, in this case the Company limits 20 (twenty) Shareholders or the Proxy of Shareholders to the place where the Meeting is held.

2. TIME AND VENUE OF THE MEETING

The Meeting will be held on:

Day/Date	: Monday, April 18 th ,2022
Time	: 13.30 WIB until finished
Meeting Venue	: WIKA Tower 2, 17 th 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 https://akses.ksei.co.id/login .

3. MEETING AGENDA, INVITATION, MATERIALS

a. Meeting Agenda

1. Approval for the Annual Report of the company Year 2021 including Reports of the Company's Activities, Supervision Report of Board of Commissioner, and Ratification of Financial Statement of the Company ended as on December 31, 2021.
2. Approval for Allocation of the Company's Net Profit including dividend distribution for the Fiscal Year 2021.
3. Appointment of the Public Accounting Firm to audit the Company's Consolidated Financial Statement for the Fiscal Year 2022.
4. Approval of Bonus (Tantiem) for the Fiscal Year 2021, determination of Salary/Honorarium and other Allowances for the Company's Board of Commissioners and Directors for Fiscal Year 2022.
5. Amendment to the Articles of Association of the Company.
6. Amendment to the Management of the Company.

b. Meeting Invitation

In accordance 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 March 25th, 2022.

c. Meeting Materials

In accordance 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/> 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 either alone or represented by their proxies based on a power of attorney are entitled to attend the Meeting. If it is

not specifically stated, the mention of Shareholder in this Rules of Procedure includes 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 March 24th, 2022.
- 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/> 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 April 12, 2022 at 15.00 WIB.**
- d. Meeting participants have the rights to express opinions or ask questions and vote in 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

Invitations are other parties who are not shareholders of the Company who are also 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 Commissioner Outside the Meeting No. SK.06/DK-WB/IV/2022 dated April 5th, 2022 ("Chairperson of the Meeting")
- b. The Chairperson of the Meeting is responsible for the smooth running of the Meeting and has the right to decide on the Meeting procedures that have not been regulated or have not been sufficiently regulated in these Rules of Procedure.

7. LANGUAGE

The meeting will be held in Indonesian.

8. QUORUM

- a. For the 1st to 4th Meeting Agenda and 6th 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 there are more than $1/2$ (one half) of the total number of shares issued by the Company in the Meeting;
- b. For the 5th 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 there are more than $2/3$ (two thirds) of all shares with voting rights are present in the Meeting.

9. REGISTRATION PROCESS

Registration process for Shareholders or proxy of Shareholders who will attend the Meeting electronically through the eASY.KSEI system at the <https://access.ksei.co.id/> link provided by KSEI. The electronic registration is opened from the date of the Meeting Invitation and will be closed at the latest before the Meeting at 13.00 WIB.

- 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. Prior to making a decision on the Meeting Agenda, the Chairperson of the Meeting will provide an opportunity for the Shareholders or the Proxy of the Shareholders to ask questions or their opinions in a Q&A.
- b. Given the opportunity to ask questions or express opinions for a maximum of 3 (three) participants. Questions or opinions that can be submitted only on matters relating to the Meeting Agenda.
- c. The processes of submitting questions and/or opinions for Shareholders or Shareholders' Proxies who are present electronically at the Meeting through 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 (one)]".
- 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, a question and answer session is allocated a maximum of 10 (ten) minutes.

11. DECISION MAKING

- a. Meeting decisions are taken based on deliberation for consensus.
- b. For the 1st Meeting Agenda to the 4th Meeting Agenda and 6th 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, that the resolution of the Meeting is valid if approved by more than 1/2 (one half) of the total shares with voting rights present at the Meeting.

- c. For the 5th Meeting Agenda, based on the provisions of Article 16 paragraph 5 point d and Article 27 Paragraph 1 of the Company's Articles of Association, that the resolution of the Meeting is valid if it is approved by more than 2/3 (two thirds) 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 accordance 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 electronically:
 - 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 made their vote, 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 deemed to have voted Abstain for the agenda of the Meeting.
 - 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.
 - 6) 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.
- d. 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.
 - e. 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. PREVENTING THE SPREAD OF CORONA VIRUS DISEASE 2019 (COVID-19)

In the context of the Company supporting the Government's efforts to prevent the spread of COVID-19 and also to create a safe and healthy environment, the Company urges Shareholders to attend the Meeting by granting a Power of Attorney. Without intending to impede Shareholders who wish to attend the Meeting in person by taking into account the restrictions applied in accordance with the Government Protocol, as follows:

- a. Shareholders and/or Proxy who attended the Meeting have a Certificate of Antigen Swab Test (with a Negative result) or a PCR Swab Test (with a Negative result) COVID-19 obtained from a hospital, healthcare center (Puskesmas) or clinic with a maximum sampling date 1 (one) day before the meeting, which is April 17th, 2022 and show a vaccine certificate printed from/through the PeduliLindungi application for at least 2 (two) vaccines.

- b. Shareholders and/or Proxy who come to the location of the Meeting are required to wear masks while in the building area where the Meeting is being held and during the Meeting.
- c. Shareholders and/or Proxy are requested to wash their hands and Thermal Check at the location provided by the Building Management before entering the Meeting room. If they do not comply with the Building Manager's health protocol, they are not allowed to enter the Meeting room.
- d. Shareholders and/or Proxy with health problems such as flu/cough/fever/sore throat/shortness of breath are not allowed to enter the Meeting room.
- e. Shareholders and/or Proxy who will attend the Meeting must register through the WTON VISITOR application with the following steps:
 - 1) Open a browser (Chrome/Safari) on the cellphone;
 - 2) Download and install WTON Visitor at <https://wika-beton.co.id/visitor>, select "Daftar Visit" and "Personal";
 - 3) Fill in your personal data, then select the destination of the "RUPST" unit and upload your ID card and the results of the Antigen Swab Test (with negative results)/PCR Swab Test (with negative results) COVID-19 1x24 hours, then "Submit" and select "Izin Visit", waiting for the Officer to approve;
 - 4) Once approved, a QR Code will appear;
 - 5) The QR Code will then be scanned by the Officer at the time of registration to enter the meeting room.
- f. The implementation of this meeting applies Physical Distancing with a distance of at least 1 (one) meter. Meeting participants are advised not to shake hands or in other ways come into direct contact.

As an effort to prevent COVID-19, the Meeting will be held efficiently to shorten the time for the Meeting.

15. 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 5th, 2022
PT Wijaya Karya Beton Tbk
Directors