



**SUMMARY OF MINUTES
ANNUAL GENERAL MEETING OF SHAREHOLDERS FINANCIAL YEAR 2018
PT WIJAYA KARYA BANGUNAN GEDUNG TBK**

The Directors of PT Wijaya Karya Bangunan Gedung Tbk., short name PT Wika Gedung Tbk., (hereinafter referred to as “**Company**”), hereby announce to the Company’s Shareholders that the Company has convened the Annual General Meeting of Shareholders for Financial Year 2018 (hereinafter referred to as “**Meeting**”):

A. On:

Day/Date : Thursday, 21 March 2019
Time : 14.39 WIB (Western Indonesia Time) onwards
Venue : Mainhall Gedung Bursa Efek Indonesia
Jl. Jend. Sudirman Kavling 52-53, Jakarta Selatan

The Meeting Agenda was as follows:

1. Approval of the Annual Report, which includes the Company’s Activity Report, Board of Commissioners’ Supervisory Report for Financial Year 2018, and Ratification of the Company’s Financial Statement for the period ended on 31 December 2018;
2. Approval for Allocation of the Company’s Net Profit for Financial Year 2018;
3. Appointment of a Public Accounting Firm to audit the Company’s Financial Statement for Financial Year 2019;
4. Approval of Salary/Honorarium, Remuneration, and Allowances for Directors and Board of Commissioners for Financial Year 2019, as well as Bonus (*Tantiem*) for the Directors and members of Board of Commissioners for Financial Year 2018;
5. Report on the Use of Proceeds from Public Offering;
6. Amendment to the Company’s Articles of Association;
7. Change in the Company’s Management.

B. The Company’s Directors and Members of the Board of Commissioners attending the Meeting were as follows:

Directors:

1. President Director : **NARIMAN PRASETYO**
2. Director : **ABIPRAYADI (ABIPRAYADI RIYANTO)**
3. Director : **NUR AL FATA**
4. Director : **WIDHI PUDJIYONO**
5. Director : **DJAKA NUGRAHA**

Board of Commissioners:

1. President Commissioner : **DESTIAWAN (DESTIAWAN SOEWARDJONO)**
2. Independent Commissioner : **DINI YULIANTI**
3. Independent Commissioner : **ADJI FIRMANTORO**
4. Commissioner : **MUDJIADI**
5. Commissioner : **GANDIRA GUTAWA SUMAPRAJA**

- C. The Meeting was attended and represented by **7,820,118,797** shares with valid voting rights or approximately equal to **81.698%** of the total shares with valid voting rights issued by the Company.
- D. Shareholders were given the opportunity to raise questions and/or express opinions for each Meeting Agenda.
- E. There were 2 (two) shareholders who raised questions and/or expressed opinions for the 7th (seventh) Meeting Agenda. There were no questions raised and/or opinions expressed for the other Meeting Agenda.
- F. The mechanism to adopt resolutions in the Meeting was as follows:

Resolutions were passed through deliberation for consensus. In the event consensus cannot be reached by deliberation, resolutions were passed by means of voting.

- G. Resolutions were passed by means of voting, except for the 1st and 2nd Meeting Agenda where consensus was reached by deliberation.

The total votes in absolute and percentage terms from all shares with valid voting rights attending the Meeting are as follows:

Meeting Agenda	Affirmative	Negative	Abstention
First	7,820,118,797 votes or 100%	-	-
Second	7,820,118,797 votes or 100%	-	-
Third	7,570,943,997 votes or approximately 96.814%	294,174,800 votes or approximately 3.186%	-
Fourth	7,818,502,997 votes or approximately 99.979%	-	1,615,800 votes or approximately 0.021%
Sixth	7,522,726,997 votes or approximately 99.197%	295,776,000 votes or approximately 3.782%	1,615,800 votes or approximately 0.021%
Seventh	7,522,726,997 votes or approximately 99.197%	295,776,000 votes or approximately 3.782%	1,615,800 votes or approximately 0.021%

The 5th Meeting Agenda was a Report, and no resolutions were passed.

- H. The Meeting Resolutions are as follows:

1st Meeting Agenda:

1. Approved the Company's Annual Report, of which the Directors has presented the summary of the Company's condition and activities in the Financial Year ended on 31-12-2018 (thirty first of December two thousand and eighteen), including the Board of Commissioners' Supervisory Report for Financial Year ended on 31-12-2018 (thirty first of December two thousand and eighteen).

2. Ratified the Company's Consolidated Financial Statement for Financial Year 2018 (two thousand and eighteen) that has been audited by Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar dan Rekan as stated in its report Number 00052/2.1030/AU.1/03/0572-1/1/II/2019 dated 22-02-2019 (twenty second of February two thousand and nineteen), expressing an "**Unqualified Opinion.**" Accordingly, the Meeting granted a full release and discharge of liability (*volledig acquit et de charge*) to all members of the Company's Directors and Board of Commissioners for their management and oversight duties carried out in the Financial Year ended on 31-12-2018 (thirty first of December two thousand and eighteen), provided that such actions were reflected in the Company's books and reports and provided that such actions were not deemed as fraud, embezzlement, or other unlawful acts.

2nd Meeting Agenda

1. Approved to allocate the Net Profit for the Financial Year ended on 31-12-2018 (thirty first of December two thousand and eighteen) of Rp444,249,373,293 (four hundred forty-four billion two hundred forty-nine million three hundred seventy-three thousand two hundred ninety-three Rupiah) for the following purposes:
 - a. Allocated approximately 30% (thirty percent) or Rp133,280,528,000 (one hundred thirty-three billion two hundred eighty million five hundred twenty-eight thousand Rupiah) of the of the Net Profit as Cash Dividend for Financial Year 2018 (two thousand and eighteen);
 - b. Allocated approximately 5% (five percent) or Rp20,000,000,000 (twenty billion Rupiah) of the Net Profit as Mandatory Reserves to meet the requirements as stated in Article 70 of the Law on Limited Liability Companies;
 - c. Allocated approximately 65% (sixty-five percent) or Rp290,968,845,293 (two hundred ninety billion nine hundred sixty-eight million eight hundred forty-five thousand two hundred ninety-three Rupiah) of the Net Profit as Unappropriated Retained Earnings.
2. Granted power to the Company's Directors to further govern the procedures and distribution of the Cash Dividend, including rounding up the amount of the dividend paid per share, in accordance with Article 34 Section 1 Subsection I in conjunction with Article 36 of the Regulation of the Financial Services Authority No. 32/2014

3rd Meeting Agenda:

Granted power and authority to the Board of Commissioners, upon recommendations from the Audit and Risk Committee and with prior approval from the Majority Shareholder, to carry out the following:

1. Select and appoint a Public Accounting Firm to audit the Company's Financial Statement for Financial Year 2019 (two thousand and nineteen).
2. Set fees for auditing services, Out of Pocket Expenses (OPE), and other requirements for the appointment, with due consideration to the fairness and scope of audit work.
3. Appoint a substitute Public Accounting Firm and set the terms and conditions of its appointment in the event the appointed Public Accounting Firm, for whatever reason, was unable to perform its duty to audit the Company's Financial Statement under prevailing rules and regulations, including in the event no agreement was reached on the auditing fees and *Out of Pocket Expenses (OPE)*.

4th Meeting Agenda:

1. Granted authority and power to the Majority Shareholder to set the amount of bonus (*tantiem*) for Financial Year 2018 (two thousand and eighteen) as well as to set honorarium, allowances, and facilities for the Board of Commissioners for Financial Year 2019 (two thousand and nineteen);
2. Granted authority and power to the Board of Commissioners, with prior written approval from the Majority Shareholder, to set the amount of bonus (*tantiem*) for Financial Year 2018 (two thousand and eighteen) as well as to set salaries, allowances, facilities, and other incentives for the Directors for Financial Year 2019 (two thousand and nineteen).

6th Meeting Agenda:

1. Approved to Amend the Company's Articles of Association, which includes amending Article 3 on the Company's Objectives and Purpose to be harmonised with the Indonesia Standard Industrial Classification 2017 (*Klasifikasi Baku Lapangan Usaha Indonesia 2017, "KBLI 2017"*) without amending the Company's primary business activities; and including amending Article 4 Subsections (3), (4), (5), (6), (7), and (8); amending Article 8; amending Article 10; amending Article 11; amending Article 13; amending Article 14; amending Article 16; amending Article 19; amending Article 22; amending Article 23; and amending Article 25.
2. Approved to re-draft all provisions of the Company's Articles of Association.
3. Granted power and/or authority with right of substitution to the Company's President Director to harmonise/amend the Company's Articles of Association with prevailing laws and regulations, and/or to cause the Articles of Association to be supplemented if so required, including but not limited to re-drafting and re-stating the Articles of Association in full in a Deed of Notary, and notifying the competent institutions to obtain approvals and/or receipts of notice of amendments to the Company's Articles of Association, and to take all measures deemed necessary and essential for such purposes without any exceptions.

7th Meeting Agenda:

1. Honourably released the following names from the Company's management:
 - a. Mr **MUDJIADI** as Commissioner
 - b. Mr **GANDIRA GUTAWA** as Commissioner
 - c. Mr **WIDHI PUDJIYONO** as Director of Operations 1
 - d. Mr **ABIPRAYADI RIYANTO** as Director of Finance

with effect from the adjournment of this Meeting. The Company expresses its gratitude and appreciation for their contribution during their tenure as members of the Company's Board of Commissioners and Directors.

2. Appointed the following names to the Company's management:
 - a. Mr **YULIANTO** as Commissioner
 - b. Mr **RIDWAN ABDUL MUTHALIB** as Commissioner
 - c. Mr **RUDI HARTONO** as Director of Operations 1
 - d. Mr **SYAILENDRA OGAN** as Director of Finance

with effect from the adjournment of this Annual General Meeting of Shareholders for a term of office until the adjournment of the 5th (fifth) Annual General Meeting of Shareholders since their appointment, and for a maximum term of 5 (five) years, with due consideration to Capital Market regulations and without reducing the rights of the General Meeting of Shareholders to release the Members of the Board of Commissioners and Directors at any time.

3. Following the release and appointment of the Board of Commissioners and Directors, accordingly the composition of the Company's Management is as follows:

BOARD OF COMMISSIONERS

- a. Mr **DESTIAWAN SOEWARDJONO** as President Commissioner;
 b. Mr **ADJI FIRMANTORO** as Independent Commissioner;
 c. Mdm. **DINI YULIANTI** as Independent Commissioner;
 d. Mr **RIDWAN ABDUL MUTHALIB** as Commissioner;
 e. Mr **YULIANTO** as Commissioner;

DIRECTORS:

- a. Mr **NARIMAN PRASETYO** as President Director;
 b. Mr **NUR AL FATA** as Director of Human Capital, Investments, and Development;
 c. Mr **RUDI HARTONO** as Director of Operations 1;
 d. Mr **DJAKA NUGRAHA** as Director of Operations 2;
 e. Mr **SYAILENDRA OGAN** as Director of Finance;

4. Granted power and authority with right of substitution to the Company's Directors to take all necessary measures in relation to the resolutions of this Meeting Agenda in accordance with prevailing legislation, including stating the resolutions adopted in this Meeting Agenda in a separate Deed of Notary, and notifying the composition of the Company's Management to the Ministry of Law and Human Rights in accordance with prevailing legislation.

In relation to the resolutions of the 2nd Meeting Agenda as stated above, the Meeting has resolved to pay a dividend of Rp133,280,528,000 or Rp13.924 per share from the Company's net profit that will be distributed to holders of 9,572,000,000 shares issued by the Company. Notice is hereby given that the Cash Dividend Distribution Schedule and Procedures for Financial Year 2018 are as follows:

Cash Dividend Distribution Schedule

NO	DESCRIPTION	DATE
1	Last Day of Trading with Entitlements to Dividend (Cum Dividend) <ul style="list-style-type: none"> • Regular and Negotiated Market • Cash Market 	29 March 2019 2 April 2019
2	First Day of Trading without Entitlements to Dividend (Ex Dividend) <ul style="list-style-type: none"> • Regular and Negotiated Market • Cash Market 	1 April 2019 4 April 2019
3	Cut-off Date for Shareholders Entitled to Dividends (Recording Date)	2 April 2019
4	Date of Cash Dividend Distribution for Financial Year 2020	23 April 2019

Cash Dividend Distribution Procedures:

1. The Cash Dividend will be distributed to Shareholders whose names are recorded in the Company's Shareholder Register (*Daftar Pemegang Saham*, "**DPS**") on the recording date on 2 April 2019 and/or holders of the Company's shares in a securities subaccount at the PT Kustodian Sentral Efek Indonesia ("**KSEI**") at the end of the trading day on 2 April 2019.
2. For Shareholders whose shares are deposited in collective custody in KSEI, the cash dividend payments will be made by the KSEI and will be distributed on 23 April 2019 to their Securities Company and/or Custodian Bank where such Shareholders opened their securities account. For Shareholders whose shares are not deposited in collective custody in KSEI, the cash dividend shall be transferred to their bank accounts. The proof of cash dividend distribution will be submitted by the KSEI to Shareholders via their Securities Company and/or Custodian Bank where such Shareholders opened their securities account. Shareholders whose shares are not in collective custody at the KSEI will receive the cash dividend entitlements via transfer to their accounts.
3. The Cash Dividend is subject to taxes in accordance with prevailing tax regulations. Any taxes levied will be borne by the Shareholder and deducted from the total cash dividend entitlement of that Shareholder.
4. A Shareholder who is a Resident Taxpayer (*Wajib Pajak Dalam Negeri*) that is a legal entity that has not disclosed its Tax Identification Number (*Nomor Pokok Wajib Pajak*, "**NPWP**") is requested to submit their NPWP to the KSEI or Securities Administration Bureau (*Biro Administrasi Efek*) PT Datindo Entrycom ("**BAE**") located on Jl. Hayam Wuruk No. 28 – lantai 2, Jakarta 10120, no later than 2 April 2019 at 16.00 WIB. If the Resident Taxpayer fails to disclose its NPWP, its cash dividend entitlements will be subjected to an income tax (*Pajak Penghasilan*, "**PPH**") of 100% higher than the prevailing rate.
5. Shareholders who are Non-resident Taxpayers (*Wajib Pajak Luar Negeri*) who are subject to the tax rate based on the Agreement on Avoidance of Double Taxation (*Persetujuan Penghindaran Pajak Berganda*, "**P3B**") are required to meet the requirements as prescribed in the Director General of Taxes Regulation No. PER-25/PJ/2018 on Procedures on the Application of Avoidance of Double Taxation as well as to submit their DGT form that has been certified by the Tax Office for Listed Companies (*Kantor Pelayanan Pajak Perusahaan Masuk Bursa*) to the KSEI or BAE, in accordance with the KSEI's rules and regulations. If the Non-resident Taxpayers failed to submit the required documents, their Cash Dividend entitlements will be subjected to Article 26 of the Tax Law that applies a tax rate of 20%.

Jakarta, 25 March 2019

Directors

PT Wijaya Karya Bangunan Gedung Tbk.