

Number : SE.01.01/A.SEKPER.WG.06435/2024

Jakarta, 5 April 2024

Attachments : -

To:

**Executive Head of Capital Market (Kepala Eksekutif Pengawas Pasar Modal)
Financial Services Authority of the Republic of Indonesia (Otoritas Jasa Keuangan
Republik Indonesia, "OJK RI")**

Gedung Sumitro Djojohadikusumo
Jl. Lapangan Banteng Timur No. 2-4
Jakarta Pusat 10710

Subject : **Affiliated Transaction: Increase in Capital Placement in Associated Entity**

Dear Sir/Madam,

In compliance with article 6 section 2 of Regulation of the OJK RI No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions ("**POJK 42/2020**"), we wish to inform you of an Affiliated Transaction concerning the Increase in Capital Placement in PT Wijaya Karya Bitumen ("**WIKA Bitumen**") by PT Wijaya Karya Bangunan Gedung (Persero) Tbk. ("**Company**").

1. Object of Transaction

Increase in issued and paid-up capital placement in WIKA Bitumen as accepted in the Resolution of Shareholders in lieu of General Meeting Number: MJ.01.00/A.DIR.WBit.0028/2024 dated 3 April 2024.

2. Value of the Transaction

The transaction value is Rp1,010,101,010 (one billion ten million one hundred one thousand ten Rupiah). This represents the value of shares offered to the Company in proportion to its shareholdings of 1% in WIKA Bitumen for the latter's increase in capital placement.

3. Date of Transaction

The transaction was entered into on 3 April 2024 upon signing of the Resolution of Shareholders in lieu of General Meeting between PT Wijaya Karya (Persero) Tbk ("**WIKA**") and PT Wijaya Karya Bangunan Gedung Tbk as the shareholders in WIKA Bitumen.

4. Parties to the Transaction

Parties to the transaction are shareholders/founders of PT JAP, as follows:

- a. **The Company**, where 69.30% of its shares are held by PT Wijaya Karya (Persero) Tbk.
- b. **WIKA**, where 65.05% of its shares are held by the Government of the Republic of Indonesia, and one of the companies exercising the capital placement in WIKA Bitumen;
- c. **WIKA Bitumen**, where 99.00% of its shares before the transaction are held by PT Wijaya Karya (Persero) Tbk and 1.00% are held by PT Wijaya Karya Bangunan Gedung Tbk.

5. Description of the Affiliation of the Parties to the Transaction

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The transaction is an Affiliated Transaction between the Company, WIK Bitumen, and WIK, in which the Company and WIK Bitumen are controlled by a common majority shareholder, namely WIK. Therefore, the Company and WIK Bitumen are directly affiliated and controlled by the same majority shareholder, namely WIK.

6. Explanation, Rationale, and Reasons to Enter into the Transaction

In accordance with Resolution of Shareholders in lieu of General Meeting on issuance of unissued shares, shareholders have agreed to approve the capital increase in WIK Bitumen by issuing a maximum of 101,010 (one hundred one thousand ten) shares or Rp1,010,101,010 (one billion ten million one hundred one thousand ten Rupiah) with a par value of Rp1,000,000 (one million Rupiah). Of the newly issued shares, WIK was offered 100,000 (one hundred thousand) shares and the Company was offered 1,010 (one thousand ten) shares.

WIK, as the majority shareholder, holding 157,862 (one hundred fifty-seven thousand eight hundred sixty-two) shares or 99.00% of the shares, has agreed to subscribe to 100,000 (one hundred thousand) unissued shares. However, the Company, holding 1,594 (one thousand five hundred ninety-four) shares or 1.00% of the shares, has waived its pre-emptive rights to 1,010 (one thousand ten) unissued shares. Thus, proceeds raised from the increase in issued and paid-up capital is Rp100,000,000,000 (one hundred billion Rupiah).

As a result, the issued and paid-up capital placement has increased from 159,456 (one hundred fifty-nine thousand four hundred fifty-six) shares or Rp159,456,000,000 (one hundred fifty-nine billion four hundred fifty-six million Rupiah) to 259,456 (two hundred fifty-nine thousand four hundred fifty-six) shares or Rp259,456,000,000 (two hundred fifty-nine billion four hundred fifty-six million Rupiah). WIK's shareholdings is 257,862 (two hundred fifty-seven thousand eight hundred sixty-two) shares or Rp257,862,000,000 (two hundred fifty-seven thousand eight hundred sixty-two million Rupiah) or representing 99.39% of WIK Bitumen's issued shares. The Company's shareholdings remained at 1,594 (one thousand five hundred ninety-four) shares or equivalent to Rp1,594,000,000 (one thousand five hundred ninety-four million Rupiah) shares and is diluted to 0.61% of the total shares issued by WIK Bitumen.

This transaction is an exempted transaction and has caused a dilution in the Company's shareholdings. Hence, the Company is required to only report the Transaction to OJK on the second working day after the date of the Transaction.

7. Statement of Board of Commissioners and Directors

- a. 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;
- b. This Transaction has no Conflicts of Interest as referred in the POJK 42/2020;

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- c. This Transaction is not a Material Transaction as referred in Regulation of the OJK RI No. 17/POJK.04/2020

We thank you for your kind attention.

Sincerely Yours,
PT Wijaya Karya Bangunan Gedung Tbk.
Corporate Secretariat

[signed]

Purba Yudha Tama
Corporate Secretary

Copies made to:

1. Director of Issuers and Listed Companies Supervision 2;
 - Direktur Pengawasan Emiten dan Perusahaan Publik 2
2. Department Head of Issuers and Listed Companies Supervision;
 - Kepala Departemen Pengawasan Emiten dan Perusahaan Publik
3. Director of Company Listings, Indonesia Stock Exchange;
 - Direktur Penilaian Perusahaan PT Bursa Efek Indonesia
4. Head of Listings for Services Sector Companies, Indonesia Stock Exchange;
 - Kepala Divisi Penilaian Sektor Jasa PT Bursa Efek Indonesia

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