



MINUTES OF MEETING
THE GENERAL MEETING OF SHAREHOLDERS' YEARBOOK OF 2022
PT WASKITA KARYA (PERSERO) Tbk

The Board of Directors of PT Waskita Karya (Persero) Tbk (hereinafter referred to as the "**Company**") hereby notify the shareholders of the Company that the Company has held The General Meeting of Shareholders' Yearbook of 2022 (hereinafter referred to as "**Meeting**") as follows:

- A. On:
- Day/Date : Thursday, May 25th, 2023
 - Time : From 02:45 P.M until 04:27 P.M Western Indonesia Time
 - Venue : Waskita Heritage Building, 11th floor Jl MT Haryono No. 10 RT 11 RW 11 Cipinang Cempedak, Jatinegara, East Jakarta, Jakarta 13340.

With the following agendas:

1. Approval of the Company's Annual Report including the Supervisory Report from the Board of Commissioners for the 2022 Fiscal Year and Ratification of the Consolidated Financial Statements for the 2022 Fiscal Year as well as Ratification of the Financial Statements and Implementation of the Company's Micro and Small Business Funding Program (PUMK) for the 2022 Fiscal Year.
 2. Appointment of Public Accounting Firm to audit the Company's Consolidated Financial Statements and Report on the Micro and Small Business Funding Program (PUMK) for the 2023 Fiscal Year.
 3. Determination of the Board of Directors Salaries amount and Board of Commissioners Honorarium for the year of 2023, as well as the Company's Board of Directors and Board of Commissioners Tantiem for the Fiscal Year 2022.
 4. Affirmation of the Enforcement of Minister of State-Owned Enterprises Regulations.
 5. Approval of the Government's Special Assignment for the Company based on Presidential Regulation number 116 of 2015.
 6. Realisation Report on the Use of Proceeds from Increase of Capital for Public Companies with Right Issue Year 2021.
 7. Realisation Report on the Use of Proceeds from Waskita Karya Bonds IV and Sukuk I 2022.
 8. Approval for changes in the Use of Proceeds from the Increase of Capital with Pre-emptive Rights ("PMHMETD") Year 2021 which is part of State Capital Investment ("PMN").
 9. Changes of the Compositions of the Company's Management.
- B. The Company's members of the Board of Commissioners and the Board of Directors, who are present at the Meeting are as follows:

Board of Commissioners:

- a. President/Independent Commissioner : Heru Winarko
- b. Independent Commissioner : Muhammad Salim*
- c. Commissioner : T. Iskandar*
- d. Commissioner : I Gde Made Kartika Jaya
- e. Commissioner : Dedi Syarif Usman

Board of Directors:

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|----|--|---|------------------------------|
| a. | Director of Human Capital Management, System Development & Legal and President Director (Ad interim) | : | Mursyid |
| b. | Director of Finance & Risk Management | : | Wiwi Suprihatno |
| c. | Director of Business Development | : | Rudi Purnomo |
| d. | Director of Operation I & Quality, Safety, Health and Environment | : | I Ketut Pasek Senjaya Putra* |
| e. | Director of Operation II | : | Dhetik Ariyanto* |
| f. | Director of Operation III | : | Warjo* |

*attended via video teleconference

- C. The Meeting was attended by 23.032.039.418 shareholders including Series A Dwiwarna share, which have valid voting rights or equal to approximately 79,9534617% of total shares with valid voting rights issued by the Company.
- D. In the Meeting, the opportunity is given to ask questions and/or give opinions related to each Meeting's agenda.
- E. There was one response for the 1st Agenda from the shareholder of Series A Dwiwarna and one question from the shareholder of Series B which was relevant.
- F. The mechanism of resolution-making during the Meeting was as follows:
- According to Article 25 paragraph (15) of the Company's Articles of Association, resolution-making during the Meeting was made by deliberation to reach a consensus under Article 28 of Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the planning and implementation of the public company shareholder general meeting, an electronic proxy can be given through eASY.KSEI, therefore resolution-making during the Meeting was made through voting.
 - If the shareholders with valid voting rights wish to abstain (not giving any vote) during the Meeting, thus said shareholder is considered to vote the same with the majority of shareholders' vote.
- G. Voting and percentage of Meeting resolutions from all shares with voting rights who present at the Meeting are:

Agenda	Approve	Against	Abstain	Total Approve Votes
1 st Agenda	22.986.162.163 votes or approximately 99,80%	37.890.301 votes or approximately 0,16%	7.986.954 votes or approximately 0,03%	22.994.149.117 votes or approximately 99,84%
2 nd Agenda	22.953.778.918 votes or approximately 99,66%	78.253.200 votes or approximately 0,34%	7.300 votes or approximately 0,00%	22.953.786.218 votes or approximately 99,66%
3 rd Agenda	22.993.573.421 votes or approximately 99,83%	38.254.097 votes or approximately 0,17%	211.900 votes or approximately 0,00%	22.993.785.321 votes or approximately 99,83%
4 th Agenda	22.994.141.817 votes or approximately 99,84%	37.890.301 votes or approximately 0,16%	7.300 votes or approximately 0,00%	22.994.149.117 votes or approximately 99,84%
5 th Agenda	21.754.444.464 votes or approximately 94,45%	1.277.416.654 votes or approximately 5,55%	178.300 votes or approximately 0,00%	21.754.622.764 votes or approximately 94,45%
6 th Agenda	The 6 th Agenda is considered as Reporting. Therefore, no decision is made. The Meeting received a report on the Realization of the Use of Proceeds from Capital Increase with Pre-emptive Rights through Limited Public Offering II 2021 as of March 31 st , 2023.			
7 th Agenda	The 7 th Agenda is considered as Reporting. Therefore, no decision is made. The Meeting received a report on the Realization of the Use of Proceeds from the Public Offering of Waskita Karya Bonds IV and Sukuk Mudharabah I 2022 as of March 31 st , 2023.			
8 th Agenda	21.754.672.599 votes or approximately 94,45%	1.277.182.919 votes or approximately 5,72%	183.900 votes or approximately 0,00%	21.754.856.499 votes or approximately 94,45%
9 th Agenda	21.715.024.352 votes or approximately 94,28%	1.316.836.766 votes or approximately 5,72%	178.300 votes or approximately 0,00%	21.715.202.652 votes or approximately 94,28%

H. The Meeting resolutions are as follows:

The First Agenda:

1. Approved the Company's Annual Report including the Board of Commissioners' Supervision Report for the 2022 Fiscal Year and the Report on the Implementation of the Social and Environmental Responsibility Program, as well as ratified the Company's Consolidated Financial Statements for the 2022 Fiscal Year, which have been audited by the Public Accounting Firm (KAP) Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners (members of Crowe Global) according to Report No. 00388/2.1051/AU.1/10/0561-2/1/IV/2023 dated April 6th, 2023 with the opinion "fair, in all material respects, the consolidated financial position of PT Waskita Karya (Persero) Tbk and its subsidiaries on December 31st, 2022, as well as the consolidated financial performance and cash flows for the year ended on that



date, in accordance with Indonesian Financial Accounting Standards, and provide full release and discharge (volledig acquit et de charge) to the Board of Directors and Board of Commissioners of the Company for their management actions and company supervision that has been carried out in the Financial Year ending on December 31th, 2022 as long as the action is not a crime and is reflected in the Company's report books.

2. Ratify the Financial Report of the Micro and Small Business Funding Program for the 2022 Fiscal Year which ends on December 31st, 2022 which is part of the Social and Environmental Responsibility Report as audited by the Public Accounting Firm (KAP) Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners (members of Crowe Global) according to Report No. 00758/2.1051/AU.2/03/0561-2/1/V/2023 dated May 2nd, 2023 with the opinion "Reasonable, in all material respects, the financial position of the Micro and Small Business Funding Program in the Social and Environmental Responsibility Program BUMN PT Waskita Karya (Persero) Tbk dated December 31st, 2022, as well as its activity and cash flow reports for the year ended on that date, in accordance with the Financial Accounting Standards for Entities Without Public Accountability in Indonesia, as well as providing full release and discharge of responsibility (volledig acquit et de charge) to the Board of Directors and the Board of Commissioners of the Company for their actions in managing and supervising the Micro and Small Business Funding Program which have been carried out in the Financial Year ending December 31st, 2022 as long as the action is not a crime and is reflected in the report books Company.

The Second Agenda:

1. Appointed Hertanto, Grace, Karunawan Public Accounting Firm (KAP) to perform audit services on the Company's Consolidated Financial Statements for the 2023 Fiscal Year and other periods in the 2023 Fiscal Year, Audit of Performance Evaluation Reports and Compliance Audits (PSA 62) and Program Financial Reports Micro and Small Business Funding and other reports for the Financial Year ending December 31, 2023.
2. Grant authority and power to the Company's Board of Commissioners to determine the amount of fees for audit services, the additional scope of work required, and other reasonable requirements for the Public Accounting Firm.
3. Grant authority and power to the Board of Commissioners by first obtaining written approval from the Series A Dwiwarna Shareholder to determine a replacement Public Accounting Firm if Hertanto, Grace, Karunawan (TIAG) Public Accountant Firm for any reason is unable to complete the audit of the Financial Statements Consolidation of the Company for the 2023 Fiscal Year and other periods in the 2023 Fiscal Year, Audit of the Performance Evaluation Report and Compliance Audit (PSA 62) as well as the Financial Report of the Micro and Small Business Funding Program and other reports for the Fiscal Year ending December 31, 2023, including determining compensation for audit services, the additional scope of work required and other requirements for the replacement Public Accounting Firm.

The Third Agenda:

1. Grant authority and power to the Series A Dwiwarna Shareholders to determine the amount of bonuses/performance incentives/special incentives for the performance of the 2022 Fiscal Year, as well as determine the honorarium, benefits, and facilities for members of the Board of Commissioners for 2023.
2. Grant authority and power to the Board of Commissioners by first obtaining written approval from the Series A Dwiwarna shareholder to determine the amount of bonuses/performance incentives/special incentives for the performance of the 2022 Fiscal Year, as well as determine the salaries, benefits, and facilities for the Directors for 2023.



The Fourth Agenda:

Confirm the implementation of the Regulation of the Minister of State-Owned Enterprises as follows:

1. Per-01/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs for State-Owned Enterprises;
 2. Per-02/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises;
 3. Per-03/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises;
- and its changes later.

The Fifth Agenda:

Confirmed the assignment of the Government of the Republic of Indonesia to the Company for the construction of Light Rail Transit infrastructure, which the implementation based on Presidential Regulation No. 116 of 2015 concerning the Acceleration of the Implementation of Light Rail Transit in South Sumatra Province with due observance of the applicable provisions.

The Sixth Agenda:

The 6th Agenda is considered as Reporting. Therefore, no decision is made. The Meeting received a report on the Realization of the Use of Proceeds from Capital Increase with Pre-emptive Rights through Limited Public Offering II 2021 as of March 31st, 2023.

The Seventh Agenda:

The 7th Agenda is considered as Reporting. Therefore, no decision is made. The Meeting received a report on the Realization of the Use of Proceeds from Waskita Karya Bonds IV and Sukuk Mudharabah I 2022 as of March 31st, 2023.

The Eighth Agenda:

Approved the reallocation of State Capital Injection obtained by Waskita of IDR 7.9 trillion in 2021, taking into account the Minister of Finance's decision regarding the approval of the PMN Main Performance Indicator reallocation. The details of the reallocation approval are as follows:

No	Toll Road Company	First Allocation	Allocation Plan	Changes
1.	PT Kresna Kusuma Dyandra Marga	1.130.208	1.130.208	-
2.	PT Trans Jabar Tol	636.509	792.505	155.996
3.	PT Waskita Bumi Wira	1.056.267	822.949	(233.318)
4.	PT Transjawa Paspro Jalan Tol	1.219.162	1.286.612	67.450
5.	PT Waskita Sriwijaya Tol	3.030.851	3.040.724	9.873
6.	PT Cimanggis Cibitung Tollways	622.527	622.527	-
7.	PT Pejagan Pemalang Toll Road	204.475	204.475	-
	Total	7.900.000	7.900.000	-

*in IDR million

The Ninth Agenda:

Due to Changes in Management of PT Waskita Karya (Persero) Tbk and regarding to the provisions of the Articles of Association of PT Waskita Karya (Persero), Tbk "Company", as holders of Series A Dwiwarna Share, we hereby suggest to the Company's GMS to make changes to the Company's Management as follows:



1. Dismiss Mr. Destiawan Soewardjono as the President Director of the Company who was appointed based on the Decision of the Annual General Meeting of Shareholders for the 2019 Financial Year dated 5 June 2020, starting from 29 April 2023.
2. Confirmed the dismissal of the following names as members of the Company's Board of Commissioners:
 - 1) Mr. Muradi – as Independent Commissioner;
 - 2) Mr. Ahmad Erani Yustika – As Commissioner;appointed based on the Decision of the Annual General Meeting of Shareholders for the 2017 Fiscal Year April 6th, 2018 and the Decision of the Annual General Meeting of Shareholders for the Financial Year 2020 dated April 16th, 2021, effective on April 6th, 2023 and March 21st, 2023 respectively, with thanks for the contribution of labor and thoughts given while serving as a member of the Company's Board of Commissioners.
3. Divert the assignment of Mr. Mursyid who was appointed based on the Annual GMS for the 2021 Fiscal Year on 16th June 2022 jo. Extraordinary General Meeting of Shareholders of 2023 dated 14th February 2023, originally as Director of Human Capital Management, System Development and Legal became President Director of the Company with a term of office continuing the remaining term of office based on the Resolution of the GMS.
4. Appoint the names below as members of the Board of Directors and Board of Commissioners of the Company:
 - 1) Mrs. Ratna Ningrum – as Director of Human Capital Management, System Development & Legal
 - 2) Mr. Addin Jauharudin – as Independent Commissioner
 - 3) Mr. Muradi – as Independent Commissioner
5. The term of office of the appointed members of the Board of Directors and Board of Commissioners as referred to in number 4, in accordance with the provisions of the Company's Articles of Association, taking into account the laws and regulations in the Capital Market sector and without prejudice to the right of the GMS to dismiss them at any time.
6. With the confirmation of dismissal, transfer of duties, and appointment of members of the Board of Directors and Board of Commissioners as referred to in number 1, number 2, number 3 and number 4, the membership composition of the Company's Board of Directors and Board of Commissioners is as follows:

Board of Directors:

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|--|-------------------------------|
| 1) President Director | : Mursyid |
| 2) Director of Human Capital Management, System Development & Legal | : Ratna Ningrum |
| 3) Director of Finance & Risk Management | : Wiwi Suprihatno |
| 4) Director of Business Development | : Rudi Purnomo |
| 5) Director of Operation I & Quality, Safety, Health and Environment | : I Ketut Pasek Senjaya Putra |
| 6) Director of Operation II | : Dhetik Ariyanto |
| 7) Director of Operation III | : Warjo |



Board of Commissioners:

- | | | |
|---|---|------------------------|
| a. President Commissioner serving as Independent Commissioner | : | Heru Winarko |
| b. Commissioner | : | I Gde Made Kartikajaya |
| c. Commissioner | : | T. Iskandar |
| d. Commissioner | : | Dedi Syarif Usman |
| e. Independent Commissioner | : | Addin Jauharudin |
| f. Independent Commissioner | : | Muhammad Salim |
| g. Independent Commissioner | : | Muradi |

7. Board of Directors and Board of Commissioners who appointed based on point 4 who are still serving in other positions which prohibited by laws and regulations from concurrently serving as members of the Board of Directors or Board of Commissioners of a State-Owned Enterprise, then the person concerned must resign or be dismissed from his/her position.
8. To granted power of attorney with substitution rights to the Board of Directors of the Company to declare what was decided by this GMS in the form of a notarial deed and to appear before the Notary or the authorized official, and make necessary adjustments or improvements if required by the competent authorities for the purposes of implementing the contents of the meeting decisions.

Jakarta, May 25th, 2023

The Board of Directors

PT Waskita Karya (Persero) Tbk