

INFORMATION DISCLOSURE

To Comply with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions

The Company's Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.



PT WIJAYA KARYA (Persero) Tbk.

PERUSAHAAN PERSEROAN (PERSERO) PT WIJAYA KARYA TBK.

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

Domiciled in Jakarta, Indonesia

HEAD OFFICE

Jl. D.I. Panjaitan Kav. 10
Jakarta 13340, Indonesia
Telephone: (021) 8067 9200 Fax: (021) 2289 3830
www.wika.co.id
investor.relations@wika.co.id

Information Disclosure: Affiliated Transaction concerning Non-Cash Loan Facility to PT Wijaya Karya Industri Energi by PT Wijaya Karya (Persero) Tbk.

This Information Disclosure is published in Jakarta on 11 October 2022

TABLE OF CONTENTS

I. INTRODUCTION 1

II. DESCRIPTION OF THE TRANSACTION 4

III. EXPLANATION, RATIONALE, AND REASONS TO ENTER INTO THE TRANSACTION 5

IV. DESCRIPTION OF THE AFFILIATION 5

V. INDEPENDENT PARTY AND SUMMARY OF ITS OPINION 5

VI. IMPACT OF THE TRANSACTION ON THE COMPANY’S FINANCIAL POSITION (PRO FORMA)..... 7

VII. STATEMENT OF THE COMPANY’S DIRECTORS AND COMMISSIONERS 10

VIII. ADDITIONAL INFORMATION..... 10

I. INTRODUCTION

A. Overview

The Company was formerly a Perusahaan Negara (State-owned Company) incorporated pursuant to the Government Regulation No. 64 Year 1961 dated 29 March 1961 on the Incorporation of Perusahaan Negara Widjaja Karja with the corporate name Perusahaan Negara Bangunan Widjaja Karja. Subsequently, pursuant to the Government Regulation No. 40 Year 1971 dated 22 July 1971, the Perusahaan Negara Bangunan Widjaja Karja was declared dissolved and its status was converted into a Perusahaan Perseroan (Persero) (Limited Liability Company), incorporated under the Laws of the Republic of Indonesia, as prescribed in the Deed of Limited Liability Company (*Akta Perseroan Terbatas*) No. 110 dated 20 December 1972, made before Dian Paramita Tamzil, delegate of Djojo Muljadi, S.H., a Notary in Jakarta, in conjunction with (*juncto*) the Deed of Amendment (*Akta Perubahan*) No. 106 dated 17 April 1973, made before Kartini Muljadi, S.H., a Notary in Jakarta, and has been approved by the Ministry of Justice of the Republic of Indonesia in its Decision Letter No. Y.A.5/165/14 dated 8 May 1973, and has been registered at the District Court of Jakarta, Number 1723 and Number 1724 dated 16 May 1973, and has been announced in Supplement No. 683 of the Official Gazette of the Republic of Indonesia No. 76 dated 21 September 1973 ("**Deed of Establishment**").

Pursuant to the Government Regulation No. 53 Year 2007 on Change in Shareholding Structure of the State through Issuance and Offering of New Shares in Perusahaan Perseroan (Persero) PT Wijaya Karya, the Company has exercised an initial public offering and subsequently converted its status and changed its name to PT Wijaya Karya (Persero) Tbk. and was officially listed in the Indonesia Stock Exchange on 29 October 2007 ("**Initial Public Offering**").

The Deed of the Articles of Association as stated in the Deed of the Annual General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 5 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta has received approval from the Minister of Law and Human Rights of the Republic of Indonesia in its Letter Number: AHU-0015012.AH.01.02 Year 2022 dated 2 March 2022 ("**Company's Articles of Association**").

B. Business Activities

Article 3 of the Company's Article of Association states that the Company's objectives and purpose are to engage in the construction industry; fabrication industry; leasing services; agency services; investments; agri-industry; energy, renewable energy and energy conversion industry; railway operations; port operations; airport operations; logistics; trading; engineering, procurement, and construction; estate development and management; provision of capacity building services in construction; information technology; engineering and planning services; investments and business management in basic infrastructure to produce high quality and competitive goods and/or services in order to generate profit and increase the Company's value while observing the principles of Perseroan Terbatas (Limited Liability Company).

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

C. The Company's Capital and Shareholding Structure

Based on the Company's Articles of Association and Shareholder Register by Securities Administration Bureau as of 31 December 2021, the Company's capital structure is as follows:

Description	Number of Shares	Nominal Value (Rp100) per share	%
Authorised Capital	35,000,000,000	3,500,000,000,000	-
Issued and Paid-up Capital:			
1. Government of the Republic of Indonesia	5,834,850,001	583,485,000,100	65.05
2. Public with less than 5% holdings	3,135,101,371	583,485,000,100	34.95
Total Issued and Paid-up Capital	8,969,951,372	896,995,137,200	100.00
Total Unissued Shares	26,030,048,628	2,603,004,862,800	-

D. The Company's Board of Commissioners and Directors

1. Board of Commissioners

According to the latest Deed of Management Composition as stated in the Deed of the Extraordinary General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 4 dated 5 August 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta, which has been recorded by the Ministry of Law and Human Rights of the Republic of Indonesia as stated in its Acknowledgement of Change in Corporate Data No. AHU-AH.01.09-0042229 dated 9 August 2022, the composition of the Company's Board of Commissioners at the date of this Information Disclosure is as follows:

President Commissioner	:	Jarot Widyoko
Commissioner	:	Firdaus Ali
Commissioner	:	Satya Bhakti Parikesit
Independent Commissioner	:	Adityawarman
Independent Commissioner	:	Harris Arthur Hedar
Independent Commissioner	:	Suryo Hapsoro Tri Utomo
Independent Commissioner	:	Rusmanto

2. Directors

According to the latest Deed of Management Composition as stated in the Deed of the Extraordinary General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 4 dated 5 August 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta, which has been recorded by the Ministry of Law and Human Rights of the Republic of Indonesia as stated in its Acknowledgement of Change in Corporate Data No. No. AHU-AH.01.09-0042229 dated 9 August 2022, the composition of the Company's Directors as at the date of this Information Disclosure is as follows:

President Director	:	Agung Budi Waskito
Director of Human Capital and Development	:	Hadjar Seti Adji
Director of Operations I	:	Hananto Aji
Director of Operations II	:	Harum Akhmad Zuhdi
Director of Operations III	:	Rudy Hartono

Director of Quality, Health, Safety
and Environment : Ayu Widya Kiswari
Director of Finance
and Risk Management : Adityo Kusumo

E. Audit Committee

According to the Decree of the Board of Commissioners No. 88/DK/WIKA/2021 dated 1 October 2021, the members of the Audit Committee as at the date of this Information Disclosure are as follows:

Chairman, concurrently Member : Suryo Hapsoro Tri Utomo
Deputy Chairman, concurrently
Member : Adityawarman
Member : Nirsihing Asmoro
Member : Nanda A. Wijayanti

F. Corporate Secretary

According to the Decision of the Directors No. SK.02.01/A.DIR.04640/2019 dated 28 May 2019, the Corporate Secretary as at the date of this Information Disclosure is as follows:

Name : Mahendra Vijaya
Office Address : Jl. D.I. Panjaitan Kav.10 Jakarta 13340, Indonesia
Phone Number : (021) 8067 9200
Fax Number : (021) 2289 3830
Email : investor.relations@wika.co.id

II. DESCRIPTION OF THE TRANSACTION

PT Wijaya Karya Tbk (“**Company**”) and PT Wijaya Karya Rekayasa Konstruksi (“**WRK**”) are shareholders that hold respectively 40% and 60% of the shares in PT Wijaya Karya Industri Energi (“**WINNER**”). The Company is also the controlling shareholder of WRK with a 97.99% holding. WINNER requires financing via non-cash loan facility to support the installation of Solar-powered Street Lights (*Proyek Pembangunan Penerangan Jalan Umum Tenaga Surya*, “**PJUTS**”) Region 2, procurement of imported and local materials for the PJUTS Region 2 and water heater for retail sales. To that end, the Company, through its bank partner, provides a loan facility for a project in renewable energy. The Company proposes to provide a non-cash loan with a ceiling value of Rp100,000,000,000 (one hundred billion rupiah) to WINNER, with a 0.75% compensation per annum for each disbursement, hereinafter referred to as “**Transaction**”.

In accordance with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions (“**POJK 42/2020**”) and the Regulation of the Financial Services Authority No. 17/POJK.04/2020 dated 20 April 2020 on Material Transactions and Changes in Business Activities (“**POJK 17/2020**”), the Company is in the opinion that the Transaction is:

1. an Affiliated Transaction as stated in the POJK 42/2020, because the Company holds 40.00% of the shares in WINNER. In terms of the affiliation by management, WINNER’s Director and President Commissioner concurrently serve as the Company’s employees.
2. not a Material Transaction as stated in the POJK 17/2020. The value of the Transaction was Rp100,000,000,000 (one hundred billion rupiah). Based on the Company’s consolidated financial statement for the period ended on 31 March 2022, which has been audited by Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar dan Rekan, the Company’s total equity was Rp17,447,139,029,000 (seventeen trillion four hundred forty-seven billion one hundred thirty-nine million twenty-nine thousand rupiah). The Transaction constituted only 0.57% and was less than 20% of the Company’s total equity. Accordingly, the Transaction is not a Material Transaction.

The Company’s Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.

DESCRIPTION OF THE AFFILIATED TRANSACTION

In order to support the installation of PJUTS Region 2 and procurement of water heater for retail sales, WINNER requires a non-cash loan facility from the Company. The proposed non-cash loan facility by the Company to WINNER has a ceiling value of Rp100,000,000,000 (one hundred billion rupiah). WINNER has sought approval from its shareholders in connection with the non-cash loan facility from the Company as stated in Letter No. MJ.01.01/WIE-A.DIR.028/2022 dated 1 July 2022 concerning Request of Approval for Amendment in WINNER’s Work Plan and Budget (*Rencana Kerja dan Anggaran Perusahaan*, “**RKAP**”) Year 2022.

Pursuant to an agreement entered into between the Company and WINNER on Provision of Non-cash Loan Facility by the Company dated 7 October 2022, the Company provides WINNER a non-cash loan facility with a ceiling value of Rp100,000,000,000 (one hundred billion rupiah).

The Transaction is a recurring transaction, where the value has been allocated and approved on a yearly basis as stated in the RKAP of each company. In addition, the transaction is not exercised all at once but exercised according to WINNER’s needs and for the amount as stated in the RKAP of each company.

The effective date of the Non-cash Loan Facility was the signing date of the Provision of Non-cash Loan Facility Agreement between the Company and WINNER, i.e. 7 October 2022.

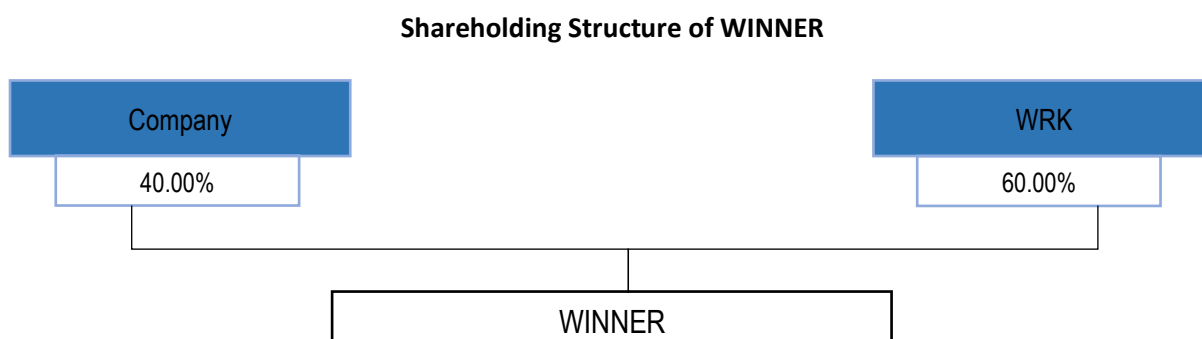
III. EXPLANATION, RATIONALE, AND REASONS TO ENTER INTO THE TRANSACTION

The rationale to enter into the Transaction is the Company’s effort to support WINNER’s operating activities, as a subsidiary engaged in renewable energy, through the non-cash loan facility. Accordingly, the Company will receive the compensation, which in turn will increase the Company’s revenues and provide a positive contribution for its consolidated financial position.

IV. DESCRIPTION OF THE AFFILIATION

Affiliation by Shareholding

WINNER is a subsidiary of WRK, the Company’s controlled entity. The Company holds 40% of the shares in WINNER.



Affiliation by Management

WINNER’s Director and President Commissioner concurrently serve as the Company’s employees. As such, the Company and WINNER are affiliated by management.

V. INDEPENDENT PARTY AND SUMMARY OF ITS OPINION

The Company has appointed the Public Appraisal Firm Iskandar & Rekan (“KJPP IDR” or “Appraiser”) as the independent appraiser to issue a fairness opinion on the Transaction. The Independent Appraiser has declared that it is not affiliated, both directly and indirectly, to the Company as defined by the Capital Market Law. In order to express the fairness opinion, KJPP IDR used the consolidated financial statement of PT Wijaya Karya (Persero) Tbk. for the period ended on 31 March 2022 that has been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan. The following is summary of the Fairness Opinion Report on Non-cash Loan Provision to WINNER by the Company, as stated in the Fairness Opinion Report No. 00330/2.0118-00/BS/03/0596/1/IX/2022 dated 6 September 2022:

1. Parties to the Transaction

- Company is the provider of the Non-cash Loan Facility to WINNER;
- WINNER is the beneficiary of the Non-cash Loan Facility.

2. Object of the Appraisal

The object of the appraisal is the provision of the non-cash loan facility to WINNER by the Company with a ceiling value of Rp100,000,000,000 (one hundred billion rupiah) and a 0.75% compensation per annum for each disbursement within 1 (one) year and will be used to support WINNER's operating activities.

3. Purpose and Objective of the Appraisal

The purpose of this Fairness Opinion Report is to examine the fairness of the Transaction in relation to POJK 42/2020.

4. Assumptions and Limiting Conditions

In expressing the opinion, the Appraiser uses several assumptions, as follows:

- This Appraisal Report is a non-disclaimer opinion.
- The Appraiser has examined the documents that are used in the appraisal process.
- All data and information are obtained from reliable sources.
- Financial projections, if used, are adjusted to reflect a reasonable financial projection prepared by the management based on its fiduciary duty.
- The Appraiser is responsible for the appraisal and the fairness of the financial projections.
- This Appraisal Report is publicly accessible, except for confidential information that can affect the Company's operations.
- The Appraiser is responsible for the Fairness Opinion and conclusion of its fair value.
- The Appraiser has obtained the information on the legal status of the Appraisal Object from the assignor.

5. Approaches and Procedures of the Fairness Opinion

The following analyses were performed to analyse the above:

- Analysis of the Transaction.
- Qualitative analysis of the Proposed Transaction.
- Quantitative analysis of the Proposed Transaction.
- Fairness analysis of the Transaction's value.
- Analysis of other relevant factors.

6. Analysis of the Fairness of the Transaction

The value of the non-cash loan facility by the Company to support WINNER's operating activities is fair. The compensation imposed for the Transaction is within the range of the compensation imposed for the previous transaction and therefore is fair.

The analysis on the financial impact on the Transaction in relation to shareholders' interests found that the Transaction will generate an increase in the Company's revenues, profit, and liquidity, and solvency, which is aligned with the shareholders' interests.

Analysis on the management's business considerations on the Transaction in relation to shareholders' interests found that supporting WINNER's operating activities will generate an increase in the Company's consolidated revenues and profit. Accordingly, the Company's share value will increase, which is aligned with the shareholders' interests. Based on the Fairness Analysis above, the Appraiser is in the opinion that this Transaction is **Fair**.

VI. IMPACT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL POSITION (PRO FORMA)

PT WIJAYA KARYA (Persero) Tbk and Its Subsidiary			
Proforma Statement of Financial Position (in million rupiah)			
Description	Before the Transaction	Adjustment	After the Transaction
	31 Mar 2022		31 Mar 2022
ASSETS			
Current Assets			
Cash and Cash Equivalents	4,339,823	-	4,339,823
Trade Receivables	2,202,350	-	2,202,350
Retention Receivables	1,373,184	-	1,373,184
Gross Amount due from Customers	4,608,347	-	4,608,347
Inventories	11,396,383	-	11,396,383
Unbilled Receivables	1,012,995	-	1,012,995
Other Receivables - Current Portion	1,153,214	-	1,153,214
Advance Payments - Current Portion	710,253	-	710,253
Business Guarantees	148,051	-	148,051
Financial Assets	-	-	-
Prepaid Taxes	1,650,294	-	1,650,294
Prepaid Expenses	1,351,705	-	1,351,705
Working in Progress	5,853,219	-	5,853,219
Total Current Assets	35,799,816	-	35,799,816
Non-Current Assets			
Fixed Assets	8,796,854		8,796,854
Trade Account Receivables - Non-current portion	-	-	-
Other Account Receivables - Non-current portion	-	-	-
Unbilled Receivables - Non-current portion	-	-	-
Advances – Non-Current Portion	5,352,948	-	5,352,948
Real Estate Assets	2,066,013	-	2,066,013
Investment in Associates	1,919,807	-	1,919,807
Investment in Joint Ventures	5,376,818	-	5,376,818
Investment Property - Net	2,320,747	-	2,320,747
Assets of Joint Operation	397,597	-	397,597
Goodwill	4,847	-	4,847
Other Long-Term Investments	1,092,158	-	1,092,158
Intangible Assets	5,370,990	-	5,370,990
Deferred Tax Assets	87,010	-	87,010
Other Assets	585,604	-	585,604
Total Non-Current Assets	33,371,393	-	33,371,393
TOTAL ASSETS	69,171,209	-	69,171,209

Description	Before the Transaction	Adjustment	After the Transaction
	31 Mar 2022		31 Mar 2022
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Short Term Loans	12,730,935	-	12,730,935
Trade Receivables	11,404,478	-	11,404,478
Other Receivables	807,295	-	807,295
Gross Amount Due From Customers	-	-	-
Tax Payables	302,650	-	302,650
Advance From Customers - Current Portion	612,067	-	612,067
Accrued Expenses	5,403,460	-	5,403,460
Unearned Revenue	165,008	-	165,008
Current portion of:		-	
Medium Term Loan	1,345,000	-	1,345,000
Long Term Loan	127,817	-	127,817
Lease Payables	853,969	-	853,969
Total Short Term Liabilities	33,752,678	-	33,752,678
NON-CURRENT LIABILITIES			
Employee Benefits Liabilities	218,321	-	218,321
Deferred Tax Liabilities	92,731	-	92,731
Advances From Customers - Non-current Portion	287,727	-	287,727
Advances for Long Term Projects	1,839,260	-	1,839,260
Other Payables	579,099	-	579,099
Current portion of Long Term Loan after net of current portion:			
Medium Term Loan	545,000	-	545,000
Lease Payables	204,649	-	204,649
Long Term Loan	3,889,565	-	3,889,565
Joint Ventures Payable	357,268	-	357,268
Bond	7,457,773	-	7,457,773
Sukuk Mudharabah	2,500,000	-	2,500,000
Total Long Term Liabilities	17,971,392	-	17,971,392
TOTAL LIABILITIES	51,724,070	-	51,724,070
Equity			
Share Capital	896,995	-	896,995
Treasury Shares	(110)	-	(110)
Additional Paid-in Capital	6,555,499	-	6,555,499
Changes in Equity of Subsidiary Company	1,137,690	-	1,137,690
Retained Earnings (deficit)	4,458,700	-	4,458,700
Perpetual Securities	-	-	-
Non-Controlling Interest	4,398,365	-	4,398,365
Total Equity	17,447,139	-	17,447,139
TOTAL LIABILITIES AND EQUITY	69,171,209	-	69,171,209

Liquidity and Solvency Ratios			
Current Ratio	106.07%		106.07%
Debt to Equity Ratio	296.46%		296.46%
Debt to Asset Ratio	74.78%		74.78%

Note: The Transaction had been eliminated when WINNER's financial statement was consolidated into WIKA's financial statement. Accordingly, upon the consolidation, the Transaction does not have any impact.

The abridged analysis on impact of the Transaction on the Company's proforma financial position as of 31 March 2022 is as follows:

- Projected current assets remains unchanged.
- Projected non-current assets remains unchanged.
- In general, the Company's projected assets after the Transaction remains identical with before the Transaction.
- Projected current liabilities remains unchanged.
- Projected non-current liabilities remains unchanged.
- In general, the Company's projected liabilities remains unchanged.
- Projected equity after the Transaction remains unchanged.
- Projected current ratio after the Transaction remains unchanged.
- Projected Debt to Equity Ratio and Debt to Asset Ratio remains unchanged.

An increase in current ratio will result in an increase in higher liquidity. A decrease in debt-to-equity ratio and debt to asset ratio will result in lower solvency. Based on the description above, the Appraiser has concluded that the Transaction does not affect the Company's liquidity and solvency.

VII. STATEMENT OF THE COMPANY'S DIRECTORS AND COMMISSIONERS

1. This Information Disclosure, submitted to the Financial Services Authority on 11 October 2022, is complete and meets the requirements as prescribed in the POJK 42/2020;
2. 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;
3. The Transaction has no Conflicts of Interest as referred to in the POJK 42/2020;

VIII. ADDITIONAL INFORMATION

For further information concerning this transaction, please contact the Company during business hours at the following address:

Corporate Secretary

PT Wijaya Karya (Persero) Tbk.

Jl. D.I. Panjaitan Kav. 10

Jakarta 13340, Indonesia

Tel. : (021) 8067 9200

Fax. : (021) 2289 3830

Email : investor.relations@wika.co.id

Website : www.wika.co.id

Sincerely Yours,
PT Wijaya Karya (Persero) Tbk.
Corporate Secretary



PT WIJAYA KARYA (Persero) Tbk.

Mahendra Vijaya
Corporate Secretary