



Number : SE.01.00/A.CORSEC.00125/2025
Attachments : 2 (two) files

23 April 2025

To:

Head of Listings 2 (*Kepala Divisi Penilai Perusahaan 2*)

PT Bursa Efek Indonesia

Gedung Bursa Efek Indonesia Tower I Lantai 6

Jl. Jend. Sudirman Kav. 52-53

Jakarta Selatan 12190, Indonesia

Subject : **Report on the General Meeting of Bondholders of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022**

Dear Sir/Madam,

In compliance with the Regulation of the OJK RI No. 45/POJK.04/2024 on Development and Strengthening of Issuers or Listed Companies ("**POJK 45/2024**") in conjunction with No.31/POJK.04/2015 on Disclosure of Information or Material Facts by Issuers or Listed Companies ("**POJK 31/2015**"), for and behalf of PT Wijaya Karya (Persero) Tbk. ("**Company**"), we wish to inform you as follows:

1. Type of Information or Material Facts

General Meeting of Bondholders ("**RUPO**") of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022.

2. Description of Information or Material Facts

The Company has convened the General Meeting of Bondholders of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022 as stated in the Trustee Agreement for the Wijaya Karya Shelf Registration Bond II Phase II Year 2022, Deed No. 48 dated 21 January 2022, made before Ir. Nanette Cahyanie Handari Adi Warsito, S.H., a Notary in Jakarta, and its amendments ("**Trustee Agreement**").

The General Meeting (RUPO) was held with the following agenda:

- I. Clarification from PT Wijaya Karya (Persero) Tbk as the Issuer regarding its failure to fulfil the Principal Payment as stated in the Trustee Agreement, and proposal of the Issuer in relation to its failure to fulfil the Principal Payment of Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A, including the amendments and/or supplements to the Trustee Agreement, as well as other agreements related to the Trustee Agreement, and to waive the financial covenants of PT Wijaya Karya (Persero) Tbk as stipulated in Article 6 section 6.3 subsection m of the Trustee



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Agreement for the audited annual consolidated financial statement for the period ended on 31 December 2024.

- II. Determining the stance/decisions of the Bondholders regarding the clarification and proposals made by PT Wijaya Karya (Persero) Tbk in connection with the failure to fulfil the Principal Payment of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A, and/or proposals of the Bondholders of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022 in relation to the inability to fulfil the Principal Payment of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A.

3. Date of Event

The RUPO was held on 21 April 2025. The details of the resolutions were recorded in the Cover Note made by Notary Humberg Lie, S.H., S.E., M.Kn, No: 007/Ket-N/IV/2025 dated 21 April 2025, which was received by PT Wijaya Karya (Persero) Tbk on 23 April 2025 ("**Notary Cover Note**").

4. Impact(s) of the Event, Information, or Material Facts

- a. The resolution of the RUPO was adopted by means of voting, as follows:
 - The total valid votes presented at the RUPO were 1,395,500,000,000 (one trillion three hundred ninety-five billion five hundred million) votes, representing Bondholders holding an aggregated sum of Rp1,395,500,000,000 (one trillion three hundred ninety-five billion five hundred million Rupiah);
- b. The resolutions to the proposals of PT Wijaya Karya (Persero) Tbk as the Issuer to the Bondholders are as follows:
 - The number of invalid votes were 6,000,000,000 (six billion) votes, representing Bondholders holding an aggregated sum of Rp6,000,000,000 (six billion Rupiah). According to the Trustee Agreement, invalid votes are considered not to have been issued, resulting in a total of 1,389,500,000 (one trillion three hundred eighty-nine billion five hundred million) valid votes, holding an aggregated sum of Rp1,389,500,000 (one trillion three hundred eighty-nine billion five hundred million Rupiah);
 - The total negative votes were 261,000,000,000 (two hundred sixty-one billion) votes, or representing Bondholders holding an aggregated sum of Rp261,000,000,000 (two hundred sixty-one billion Rupiah);
 - The total affirmative votes were 1,128,500,000,000 (one trillion one hundred twenty-eight billion five hundred million), or representing Bondholders holding an aggregated sum of Rp1,128,500,000,000 (one trillion one hundred twenty-eight billion five hundred million Rupiah) or 81.22% (eighty-one point two two per cent).

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Consequently, pursuant to the decision-making quorum in the RUPO, Bondholders in the RUPO have resolved the following matters:

- I. To approve the clarification provided by PT Wijaya Karya (Persero) Tbk as the Issuer in relation to the failure to fulfil the Principal Payment of Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A as stipulated in Article 5 section 5.3 and Article 6 section 6.3 subsection b in the Trustee Agreement.
- II. To approve the proposal of PT Wijaya Karya (Persero) Tbk as the Issuer, as presented and explained during the RUPO, concerning the following matters:
 - a. Approval to amend the principal payment date of the Series A Bond from initially maturing on the 3rd anniversary of the Issue Date on 18-02-2025 to the 5th anniversary of the Issue Date on 18-02-2027 and to change the schedule for Coupon payment of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022. Continuously, the interest will be calculated from the date of the RUPO on 21 April 2025 until its maturity date with amendments and/or additions to the term of the Trustee Agreement, as stated in the Notary Cover Note.
 - b. Approval to supplement the provisions of Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A through a Call Option by amendments to the Deed of Acknowledgement of Debt of Wijaya Karya Shelf Registration Bond II Phase II Year 2022 No. 49, dated 21 January 2022, made before Ir. Nanette Cahyanie Handari Adi Warsito, S.H., a Notary in Jakarta. ("The Deed of Acknowledgement of Debt") as stated in the Notary Cover Note.
 - c. Approval to waive the provisions to pay penalties, including cancelling any penalties from the failure to fulfil the Principal Payment of the Wijaya Karya Shelf Registration Bond II Phase II Year 2022 Series A, effective from its maturity date.
 - d. Approval to waive the financial covenants of PT Wijaya Karya (Persero) Tbk for the audited annual consolidation financial statement for the period ended on 31 December 2024.
- III. To approve grant of power and authority to PT Bank Mega Tbk as the Trustee to amend and/or supplement the provisions of the Trustee Agreement and the Deed of Acknowledgement of Debt for the Wijaya Karya Shelf Registration Bond II Phase II Year 2022, as well as to perform actions including appearing before a Notary and signing amendments/addenda to such agreements to implement the resolutions of the RUPO dated 21 April 2025.
- IV. 1. To approve PT Wijaya Karya (Persero) Tbk, as the Issuer to exercise the Call Option for Series A, Series B, and Series C Bonds in the total amount of

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Rp30,000,000,000 (thirty billion Rupiah), to be paid on a pro rata basis across all Wijaya Karya Shelf Registration Bonds II Phase II Year 2022 through the Paying Agent on 9 May 2025, subject to the provisions of the Trustee Agreement and the Paying Agency Agreement between PT Wijaya Karya (Persero) Tbk as the Issuer and PT Kustodian Sentral Efek Indonesia as the Paying Agent.

2. In connection with the Bond Call Option as resolved in Item IV point 1 of the RUPO Resolution dated 21 April 2025, to be carried out on 9 May 2025, the Bondholders approved the waiver of Article 5, Section 5.17 points 4 and 5 (to be reflected in an addendum to the Trustee Agreement), as stated in Item II of the RUPO Resolution regarding provision through a Call Option.

V. In accordance with the Trustee Agreement, all costs relating to convene the RUPO, including notary fees from the RUPO Resolution dated 21 April 2025 will be borne by PT Wijaya Karya (Persero) Tbk as the Issuer.

The detail of the RUPO Resolutions is included in the Notary Cover Note attached, received by PT Wijaya Karya (Persero) Tbk on 23 April 2025.

This report is made to meet the provisions as prescribed in the POJK 45/2024, in conjunction with POJK 31/2015. We thank you for your kind attention.

Corporate Secretariat

Mahendra Vijaya
Corporate Secretary

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