



PT WISMILAK INTI MAKMUR Tbk

PENJELASAN AGENDA RAPAT UMUM PEMEGANG SAHAM TAHUNAN PT WISMILAK INTI MAKMUR Tbk Surabaya, 27 Juli 2020

WAKTU DAN TEMPAT PELAKSANAAN

Rencana Rapat Umum Pemegang Saham Tahunan (“**RUPST**”) PT Wismilak Inti Makmur Tbk (“**Perseroan**”) akan diselenggarakan pada:

Hari, Tanggal: Senin, 27 Juli 2020

Waktu : Pukul 10.00 WIB - Selesai

Tempat : GRHA Wismilak

Jl. Dr. Soetomo 27, Surabaya 60242
Jawa Timur – Indonesia

MATA ACARA I

Persetujuan atas Laporan Tahunan Perseroan tahun buku 2019 dan Pengesahan Laporan Keuangan Perseroan tahun buku 2019

Penjelasan:

-Sesuai dengan ketentuan pasal 21 ayat 3 Anggaran Dasar Perseroan dan pasal 69 ayat (1) Undang-Undang No 40 tahun 2007 tentang Perseroan Terbatas, Laporan Tahunan dan Pengesahan Laporan Keuangan Perseroan untuk tahun buku 2019 harus diajukan untuk mendapatkan persetujuan dan/atau pengesahan Rapat.

-Dengan diberikan persetujuan atas Laporan Tahunan Perseroan

AGENDA DESCRIPTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS PT WISMILAK INTI MAKMUR Tbk Surabaya, 27 July 2020

TIME AND PLACE

Annual General Meeting of Shareholders (“**AGMS**”) OF pt Wismilak Inti Makmur Tbk (“**Company**”) will be convened on:

Day, Date: Monday, July 27th 2020

Time : 10.00 (West Indonesia Time) – Finished

Place : GRHA Wismilak

Jl. Dr. Soetomo 27, Surabaya 60242
Jawa Timur – Indonesia

FIRST AGENDA

Approval of the Company's Annual Report for the fiscal year 2019 and Legalization of the Company's Financial Statements for the fiscal year 2019

Explanation:

-In accordance with the provisions of article 21 paragraph 3 of the Company's Articles of Association and article 69 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, the Annual Report and Legalization of the Company's Financial Statements for the fiscal year 2019 shall be submitted for approval and / or legalization of the Meeting.

-By the approval of the Company's Annual Report

serta pengesahan Laporan Keuangan Konsolidasian Perseroan oleh Rapat, maka diberikan pembebasan tanggung jawab sepenuhnya (acquitt et decharge) kepada semua anggota Direksi dan Dewan Komisaris Perseroan atas tindakan pengurusan dan tindakan pengawasan yang telah mereka lakukan selama tahun buku 2019, sejauh tindakan-tindakan tersebut tercermin dalam Laporan Keuangan Konsolidasian Perseroan, kecuali untuk perbuatan penggelapan, penipuan dan tindak pidana lainnya.

-Laporan Keuangan Konsolidasian Perseroan posisi 31 Desember 2019 telah diumumkan dalam surat kabar harian Bisnis Indonesia pada tanggal 12 Mei 2020.

-Laporan Keuangan Konsolidasian Perseroan dan Laporan Tahunan Perseroan tahun buku 2019 sudah tersedia dan dapat diunduh dalam situs web Perseroan (www.wismilak.com)

-Link untuk mengunduh Laporan Keuangan Konsolidasian posisi 31 Desember 2019 dan Laporan Tahunan 2019 sebagai berikut :

- Link untuk mengunduh Laporan Keuangan Konsolidasian :
<https://www.wismilak.com/files/1589872675-laporan-keuangan-tahunan-2019.pdf>
- Link untuk mengunduh Laporan Tahunan 2019 :
<https://www.wismilak.com/files/1593420950-laporan-tahunan-2019.pdf>

MATA ACARA II

Penetapan Penggunaan Laba Bersih Perseroan tahun buku 2019

Penjelasan:

Berdasarkan ketentuan pasal 11 ayat 5 (b) *juncto* pasal 22 ayat 1 Anggaran Dasar Perseroan serta pasal 71 ayat (1) Undang Undang No 40 tahun 2007 tentang Perseroan Terbatas, keuntungan bersih Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2019 ditentukan penggunaannya oleh Rapat.

and the legalization of the Company's Consolidated Financial Statements by the Meeting, then a full receipt and discharge (acquitt et decharge) was given to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervision during fiscal year 2019, provided that these actions are reflected in the Company's Consolidated Financial Statements, except for embezzlement, fraud and other criminal acts.

-The Company's Consolidated Financial Statements as of December 31, 2019 were announced in Bisnis Indonesia daily newspaper on May 12, 2020.

-The Company's Consolidated Financial Statements and the Company's Annual Report for fiscal year 2019 are available and can be downloaded on the Company's website (www.wismilak.com)

-The link to download the Consolidated Financial Statements as of December 31, 2019 and Annual Report of 2019 are as follows:

- The link to download the Consolidated Financial Statements:
<https://www.wismilak.com/files/1589872675-laporan-keuangan-tahunan-2019.pdf>
- The link to download the Annual Report of 2019:
<https://www.wismilak.com/files/1593420950-laporan-tahunan-2019.pdf>

SECOND AGENDA

Stipulation of the Use of the Company's Net Profit for the fiscal year 2019

Explanation:

Based on the provisions of article 11 paragraph 5 (b) *juncto* article 22 paragraph 1 of the Company's Articles of Association and article 71 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, the use of Company's net profit for the year ended December 31, 2019 is stipulated by the Meeting.

MATA ACARA III

Penunjukan Akuntan Publik Perseroan untuk tahun buku 2020

Penjelasan:

Berdasarkan ketentuan pasal 11 ayat 5 (c) Anggaran Dasar Perseroan, pasal 36A Peraturan Otoritas Jasa Keuangan (POJK) nomor 10/POJK.04/2017 tentang Perubahan atas Peraturan Otoritas Jasa Keuangan nomor 32/POJK.04/2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka serta pasal 13 POJK 13/POJK.03/2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik dalam Kegiatan Jasa Keuangan, Kantor Akuntan Publik yang akan mengaudit buku Perseroan untuk tahun buku yang akan berakhir 31 Desember 2020 wajib diputuskan oleh Rapat dengan memperhatikan usulan Dewan Komisaris dan rekomendasi Komite Audit.

MATA ACARA IV

Penetapan Remunerasi Anggota Direksi dan Honorarium Anggota Dewan Komisaris Perseroan

Penjelasan:

Sesuai dengan pasal 15 ayat 16 dan pasal 18 ayat 19 Anggaran Dasar Perseroan, besar dan jenis remunerasi dan fasilitas lain bagi anggota Direksi dan anggota Dewan Komisaris ditetapkan oleh Rapat, dengan memperhatikan ketentuan peraturan perundang-undangan yang berlaku.

MATA ACARA V

Persetujuan atas perubahan Pasal 3 Anggaran Dasar Perseroan dalam rangka penyesuaian dengan Peraturan Kepala Badan Pusat Statistik Nomor 19 Tahun 2017 tentang Perubahan atas Peraturan Kepala Badan Pusat Statistik Nomor 95

THIRD AGENDA

Appointment of the Company's Public Accountants for fiscal year 2020

Explanation:

Based on the provisions of article 11 paragraph 5 (c) of the Company's Articles of Association, article 36A of the Financial Services Authority Regulation (POJK) number 10 / POJK.04 / 2017 concerning Amendments to the Financial Services Authority Regulation number 32 / POJK.04 / 2014 concerning Plans and Organization of General Meetings of Shareholders of Public Company and article 13 POJK 13 / POJK.03 / 2017 concerning the Use of Public Accountant Services and Public Accountant Offices in Financial Services Activities, Public Accountant Office that will audit the Company's books for the fiscal year ended 31 December 2020 shall be decided by a Meeting with regard to the Board of Commissioners' advices and recommendations of the Audit Committee.

FOURTH AGENDA

Stipulation of the Remuneration of the Members of the Board of Directors and Honorarium of the Board of Commissioners of the Company

Explanation:

In accordance with article 15 paragraph 16 and article 18 paragraph 19 of the Company's Articles of Association, the amount and type of remuneration and other facilities for members of the Board of Directors and members of the Board of Commissioners are stipulated by the Meeting, by taking into consideration the provisions of the prevailing laws and regulations.

FIFTH AGENDA

Approval of the amendments to Article 3 of the Company's Articles of Association in the context of adjustments to the Regulation of the Head of the Central Statistics Agency Number 19 of 2017 concerning Amendments to the Regulation of the Head of the Central Statistics Agency Number 95

Tahun 2015 tentang Klasifikasi Baku Lapangan Usaha Indonesia

Penjelasan:

Sesuai dengan pasal 11 ayat 5 Anggaran Dasar Perseroan, dimana mata agenda lain dapat dibahas sepanjang peraturan perundang-undangan mengatur. Penyesuaian KBLI dibutuhkan sesuai dengan Peraturan Kepala Badan Pusat Statistik No. 19 Tahun 2017 guna pengurusan Izin Nomor Induk Berusaha Perusahaan dengan sistem Online Single Submission (OSS).

of 2015 concerning the Indonesian Standard Industrial Classification

Explanation:

In accordance with article 11 paragraph 5 of the Company's Articles of Association, where other agenda items may be discussed as long as the laws and regulations govern it. Adjustment of Indonesian Standard Industrial Classification is required in accordance with Regulation of the Head of the Central Statistics Agency No. 19 of 2017 for the maintenance of a Company Business License Register Number by an Online Single Submission (OSS) system.