



**Penjelasan Agenda
Rapat Umum Pemegang Saham Tahunan
PT Wismilak Inti Makmur Tbk
Senin, 26 Mei 2025**

**Agenda Description of
The Annual General Meeting of Shareholders
PT Wismilak Inti Makmur Tbk
Monday, 26 May 2025**

Waktu Dan Tempat Pelaksanaan

Rencana Rapat Umum Pemegang Saham Tahunan (“RUPST”) PT Wismilak Inti Makmur Tbk (“Perseroan”) akan diselenggarakan secara fisik dan elektronik dengan menggunakan eASY.KSEI yang disediakan oleh PT. Kustodian Sentral Efek Indonesia yang berkedudukan di Jakarta, yaitu pada:

Hari, Tanggal : Senin, 26 Mei 2025
Waktu : Pukul 10.00 WIB - Selesai
Tempat : Grha Wismilak
Jl. Dr. Soetomo 27, Surabaya 60242
Jawa Timur – Indonesia

RUPST diadakan secara fisik dengan Kehadiran Terbatas dan secara elektronik, melalui General Meeting System KSEI (“eASY.KSEI”)

MATA ACARA I :

Persetujuan dan pengesahan atas Laporan Tahunan Perseroan tahun buku 2024, termasuk di dalamnya Laporan Kegiatan Perseroan, Laporan Tugas Pengawasan Dewan Komisaris dan Laporan Keuangan Perseroan tahun buku 2024, serta pemberian pelunasan dan pembebasan tanggung jawab sepenuhnya (*acquit et de charge*) kepada Direksi dan Dewan Komisaris Perseroan atas tindakan pengurusan dan pengawasan yang telah dijalankan dalam tahun buku 2024;

Time and Place

The Annual General Meeting of Shareholders (“AGMS”) of PT Wismilak Inti Makmur, Tbk will be held electronically using eASY.KSEI provided by PT. Kustodian Sentral Efek Indonesia domiciled in Jakarta, as follows:

Day, Date : Monday, 26 May 2025
Time : 10.00 WIB (West Indonesia Time) – Finished
Place : Grha Wismilak
Jl. Dr. Soetomo 27, Surabaya 60242
Jawa Timur – Indonesia

AGMS is held through physical meeting with Limited Attendance and via electronic meeting through KSEI Electronic General Meeting System (“eASY.KSEI”) platform

FIRST AGENDA I :

*Approval and ratification of the Annual Report of the Company for the financial year 2024, including the Company’s activity report, the supervisory report of the Board of Commissioners, and the Consolidated Financial Statements of the Company for the financial year 2024, along with the granting of full release and discharge of responsibilities (*acquit et de charge*) to the Board of Commissioners and the Board of Directors of the Company for their supervision and actions during the financial year 2024;*



Penjelasan :

Sesuai dengan ketentuan pasal 21 ayat (3) 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 2024 harus diajukan untuk mendapatkan persetujuan dan/atau pengesahan Rapat.

Dengan diberikan persetujuan atas Laporan Tahunan Perseroan serta pengesahan Laporan Keuangan Konsolidasian Perseroan oleh Rapat, maka diberikan pembebasan tanggung jawab sepenuhnya (*acquit et de charge*) kepada semua anggota Direksi dan Dewan Komisaris Perseroan atas tindakan pengurusan dan tindakan pengawasan yang telah mereka lakukan selama tahun buku 2024, sejauh tindakan-tindakan tersebut tercermin dalam Laporan Keuangan Konsolidasian Perseroan, kecuali untuk perbuatan penggelapan, penipuan dan tindak pidana lainnya.

Laporan Keuangan Konsolidasian Perseroan untuk Tahun- tahun yang Berakhir 31 Desember 2024 dan 2023 (Laporan Keuangan Konsolidasian) telah disubmit melalui Surat Pelaporan Elektronik Emiten (SPE) pada tanggal 25 April 2025 dan sudah tersedia dan dapat diunduh dalam situs Perseroan.

Link untuk mengunduh Laporan Keuangan Konsolidasian tersebut, sebagai berikut :

<https://www.wismilak.com/informasi-investor/laporan-informasi>

Explanation :

In accordance with Article 21 paragraph (3) of the Company's Article of Association and Article 69 paragraph (1) of the Law No. 40 of 2007 about the Limited Liability Companies, the Annual Report and Legalization of the Company's Financial Statement for the fiscal year 2024 shall be submitted for approval and/or legalization of the Meeting.

*When the Company's Annual Report approved and the Company's Consolidated Financial Statements legalized by the meeting, then a full receipt and discharge (*acquit et de charge*) will give to all members of the Board of Directors and the Board of Commissioners of the Company for their management and supervision during fiscal year 2024, provided by all these actions reflected in the Company's Consolidated Financial Statements except for embezzlement, fraud, and other criminal acts.*

The Company's Consolidated Financial Statements for the Years Ended December 31, 2024 and 2023 (Consolidated Financial Statements) have been submitted through the Issuer Electronic Reporting Letter (SPE) on April 25, 2025 and are available for download on the Company's website.

The download link for the Consolidated Financial Statements is as follows:

<https://www.wismilak.com/informasi-investor/laporan-informasi>



MATA ACARA II :

Penetapan penggunaan Laba Bersih Perseroan tahun buku 2024;

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 2024 ditentukan penggunaannya oleh Rapat.

MATA ACARA III :

Penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Perseroan untuk melakukan audit Laporan Keuangan Perseroan Tahun buku 2025, dan pemberian wewenang untuk menetapkan honorarium Akuntan Publik dan/atau Kantor Akuntan Publik serta persyaratan lainnya;

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 2025 wajib diputuskan oleh Rapat dengan memperhatikan usulan Dewan Komisaris dan rekomendasi Komite Audit.

SECOND AGENDA :

Determination of the Use of the Company's Profit for the fiscal year 2024;

Explanation :

Based on Article 11 paragraph 5 (b) juncto Article 22 paragraph (1) of The Company's Article of Association, and Article 71 paragraph (1) of The Law no. 44 of 2007 about the Limited Liability Companies, the use of The Company's Net Profit for the year ended in December, 31st 2023 is stipulated by the Meeting.

THIRD AGENDA :

Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company Financial Statement for the Financial Year 2025 and give authorization to determine audit fee for Public Accountant and/or Public Accounting Firm and other terms and conditions;

Explanation :

Based on Article 11 paragraph 5 (c) of The Company's Article of Association, and Article 36A of The Financial Service Authority Regulations (POJK) number 10/POJK.04/2017 about the Amendments to the Financial Services Authority Regulation number 32/POJK.04/2014 about the General Meeting of Shareholders of Public Company Plan and Implementation and Article 13 of the POJK 13/POJK.03/2017 about the use of Public Accountant Service and Public Accountant Office in Financial Service Activities, the Public Accountant Office who will audit the Company's book for the fiscal year ended in December, 31st 2025 shall be decided by the Meeting regard to the Board of Commissioners advice and Audit Committee recommendation.



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 :

Perubahan Susunan Pengurus Perseroan.

Penjelasan :

Rencana Rapat ini akan dilaksanakan untuk melakukan perubahan Susunan Direksi dan atau Dewan Komisaris sesuai dengan Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 Tentang Direksi Dan Dewan Komisaris Emiten Atau Perusahaan Publik.

FOURTH AGENDA :

Determination of the Remuneration of the Members of the Board of Directors and Honorarium of the Board of Commissioners of the Company;

Explanation :

Based on Article 15 paragraph 16 and Article 18 paragraph 19 of The Company's Article of Association, the amounts and types of the Board of Directors Remunerations and other facilities for members of the Board of Directors and members of the Board of Commissioners are stipulated by the Meeting, with consideration of the provisions of the applicable laws and regulations.

FIFTH AGENDA :

Changes to The Management of Company.

Explanation :

This Meeting will be held to make changes to the Structure of the Board of Directors and/or the Board of Commissioners following Financial Services Authority Regulation Number 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of Issuers or Public Companies.



Berdasarkan Pasal 15 ayat (2) jo Pasal 15 ayat (14) Akta Pernyataan Keputusan Rapat Umum Tahunan No. 80 Tanggal 19 Juni 2015 tentang Anggaran Dasar Perseroan, yang mengatur tentang susunan Direksi dan RUPS dapat mengangkat anggota Direksi untuk mengangkat seseorang sebagai anggota Direksi dan menambah jumlah anggota Direksi baru, maka perlu dilakukan perubahan susunan pengurus perseroan, sehingga Emiten atau Perusahaan Publik wajib menyelenggarakan RUPS untuk melakukan perubahan susunan pengurus Perseroan.

Daftar riwayat calon Direktur Perseroan dapat dilihat di lampiran pada halaman ini.

Surabaya, 2 Mei 2025
Direksi Perseroan

Based on Article 15 paragraph (2) in conjunction with Article 15 paragraph (14) of the Deed of Statement of Decisions of the Annual General Meeting No. 80 dated 19 June 2015 concerning the Company's Articles of Association, which regulates the composition of the Board of Directors and the AGMS can appoint members of the Board of Directors to appoint someone as a member of the Board of Directors and increase the number of new members of the Board of Directors, it is necessary to make changes to the composition of the company's management, so that the Issuer or Public Company is required to hold AGMS to make changes to the composition of the Company's management.

The resumes of the Company's Director candidates can be seen on the attachment on this page.

Surabaya, 2 May 2025
Board of Directors



**RIWAYAT HIDUP
 CALON DIREKTUR**

PT WISMILAK INTI MAKMUR Tbk

**RIWAYAT HIDUP CALON ANGGOTA DIREKSI YANG AKAN DIANGKAT
 PADA RAPAT UMUM PEMEGANG SAHAM TAHUNAN
 PT WISMILAK INTI MAKMUR Tbk
 TANGGAL 26 MEI 2025**



I. DATA PRIBADI

Nama : Erni Lisawati
 Usia : 75 Tahun
 Kewarganegaraan : Indonesia

II. DATA PENDIDIKAN

Sarjana Ekonomi
 Universitas Widya Mandala Surabaya, Indonesia

III. PENGALAMAN KERJA

2025 - Sekarang Direktur PT Gelora Djaja & PT Gawih Jaya
 2001 - 2024 Kepala Divisi Accounting, Finance & Tax PT Gelora Djaja, PT Gawih Jaya dan PT Wismilak Inti Makmur
 1997 - 2001 Tax Manager PT Gelora Djaja, PT Gawih Jaya dan PT Wismilak Inti Makmur
 1994 - 1997 Accounting & Tax Manager PT Gelora Djaja, PT Gawih Jaya dan PT Wismilak Inti Makmur
 1987 - 1994 Accounting & Tax Manager PT Gelora Djaja dan PT Gawih Jaya

IV. RANGKAP JABATAN

2025 - Sekarang Direktur PT Gelora Djaja
 2025 - Sekarang Direktur PT Gawih Jaya

V. HUBUNGAN AFILIASI

Tidak memiliki hubungan afiliasi dengan anggota Dewan Komisaris, anggota Direksi atau dengan Pemegang Saham. Memiliki hubungan afiliasi sebagai anggota Direksi PT Gelora Djaja dan Direksi PT Gawih Jaya.

**RIWAYAT HIDUP CALON ANGGOTA DIREKSI YANG AKAN DIANGKAT
 PADA RAPAT UMUM PEMEGANG SAHAM TAHUNAN
 PT WISMILAK INTI MAKMUR Tbk
 TANGGAL 26 MEI 2025**



I. DATA PRIBADI

Nama : Surjanto Yasaputera
 Usia : 55 Tahun
 Kewarganegaraan : Indonesia

II. DATA PENDIDIKAN

Sarjana Teknik Sipil
 Universitas Brawijaya Malang, Indonesia

III. PENGALAMAN KERJA

2011 - 2025 Direktur PT Gawih Jaya
 2004 - 2011 Marketing Manager PT Gelora Djaja
 2003 - 2004 Product Group Manager PT Gelora Djaja

IV. RANGKAP JABATAN

2025 - Sekarang Direktur PT Gelora Djaja
 2012 - Sekarang Corporate Secretary PT Wismilak Inti Makmur Tbk
 2020 - Sekarang Ketua Komite Keberlanjutan PT Wismilak Inti Makmur Tbk

V. HUBUNGAN AFILIASI

Tidak memiliki hubungan afiliasi dengan anggota Dewan Komisaris, anggota Direksi atau dengan Pemegang Saham. Memiliki hubungan afiliasi sebagai anggota Direksi PT Gelora Djaja.



CURRICULUM VITAE OF THE DIRECTOR CANDIDATE

PT WISMILAK INTI MAKMUR Tbk

CURRICULUM VITAE OF CANDIDATES FOR BOARD OF DIRECTORS TO BE APPOINTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS PT WISMILAK INTI MAKMUR Tbk ON MAY 26, 2025



I. PERSONAL DATA

Name : Erni Lisawati
 Age : 75 years old
 Citizenship : Indonesia

II. EDUCATION HISTORY

Bachelor of Economics
 Widya Mandala University Surabaya, Indonesia

III. WORK HISTORY

2025 - Now Director of PT Gelora Djaja & PT Gawih Jaya
 2001 - 2024 Head of Accounting, Finance & Tax Division PT Gelora Djaja, PT Gawih Jaya and PT Wismilak Inti Makmur
 1997 - 2001 Tax Manager PT Gelora Djaja, PT Gawih Jaya and PT Wismilak Inti Makmur
 1994 - 1997 Accounting & Tax Manager PT Gelora Djaja, PT Gawih Jaya and PT Wismilak Inti Makmur
 1987 - 1994 Accounting & Tax Manager PT Gelora Djaja and PT Gawih Jaya

IV. CONCURRENT POSITION

2025 - Now Director of PT Gelora Djaja
 2025 - Now Director of Gawih Jaya

V. AFFILIATION

Has no affiliation with members of the Board of Commissioners, Board of Directors, or Shareholders. Holds an affiliated relationship as a member of the Board of Directors of PT Gelora Djaja and PT Gawih Jaya.

CURRICULUM VITAE OF CANDIDATES FOR BOARD OF DIRECTORS TO BE APPOINTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS PT WISMILAK INTI MAKMUR Tbk ON MAY 26, 2025



I. PERSONAL DATA

Name : Surjanto Yasaputera
 Age : 55 years old
 Citizenship : Indonesia

II. EDUCATION HISTORY

Bachelor of Civil Engineering
 Brawijaya University Malang, Indonesia

III. WORK HISTORY

2011 - 2025 Director of PT Gawih Jaya
 2004 - 2011 Marketing Manager PT Gelora Djaja
 2003 - 2004 Product Group Manager PT Gelora Djaja

IV. CONCURRENT POSITION

2025 - Now Director of PT Gelora Djaja
 2012 - Now Corporate Secretary PT Wismilak Inti Makmur Tbk
 2020 - Now Chairman of the Sustainability Committee PT Wismilak Inti Makmur Tbk

V. AFFILIATION

Has no affiliation with members of the Board of Commissioners, Board of Directors, or Shareholders. Holds an affiliated relationship as a member of the Board of Directors of PT Gelora Djaja.