



**INVITATION TO
ANNUAL GENERAL MEETING OF SHAREHOLDERS
PT WINNER NUSANTARA JAYA Tbk (“COMPANY”)**

The Board of Directors of the Company hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the “Meeting”) which will be held on:

Day/Date : Thursday, 27 June, 2024
Waktu : 10.00 Western Indonesian Time - finish
Place : Ibis Hotel Jakarta Harmoni
(Room : Batavia)
Jl. Hayam Wuruk No. 35, Jakarta Pusat 10120

Agenda of the Meeting:

1. Approval of the Annual Report including the Company's Financial Statements and the Board of Commissioners' Report on its Supervisory Duties for the financial year ended December 31, 2023 and granting release and discharge of liability (*acquies et decharge*) to all members of the Board of Directors for their management actions and to all members of the Board of Commissioners of the Company for their supervisory actions during the financial year ended December 31, 2023.

Explanation:

According to Article 19, paragraph 2, section a of the Company's Articles of Association *juncto* Article 69 of Law Number 40 of 2007 concerning Limited Liability Companies (“the Company Law”), the Company's Financial Statements and the Board of Commissioners' Report on its Supervisory Duties need approval from the General Meeting of Shareholders (GMS). In this agenda, the Company's Board of Directors suggests to: (a) approve the Company's Annual Report for the financial year ended December 31, 2023; (b) ratify the Supervisory Duties Report of the Company's Board of Commissioners for the fiscal year ending December 31, 2023; (c) ratify the Company's Financial Statements for the financial year ended December 31, 2023; (d) grant release and discharge to all members of the Board of Directors for their management actions and to the members of the Company's Board of Commissioners for their supervisory actions taken during the financial year ended December 31, 2023, as long as these actions are recorded in the Company's Annual Report and Financial Statements for the financial year ended December 31, 2023, along with their supporting documents.

2. Approval of the Company's Net Profit for the financial year ended December 31, 2023.

Explanation:

In accordance with the provisions of Article 25 paragraph 1 of the Company's Articles of Association *juncto* Article 71 of the Company Law, the utilization of the Company's Net Profit is determined in the General Meeting of Shareholders (GMS). In this agenda item, the Board of Directors plans to propose the utilization of the Company's Net Profit for the 2023 Financial Year for dividends and Retained Earnings.

3. Determination of salaries or honorarium and allowances for the 2024 financial year for the members of the Company's Board of Directors and Board of Commissioners.

Explanation:

Pursuant to Article 11 paragraph 6 *juncto* Article 14 paragraph 6 of the Company's Articles of Association, the amount of remuneration for members of the Board of Directors and Board of Commissioners is determined by the GMS.

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4. Appointment of Registered Public Accounting Firm (including Registered Public Accountant that is a member of a Registered Public Accounting Firm) to audit/examine the Company's books for financial year ended December 31, 2024

Explanation:

In accordance with Article 19 paragraph 2 letter c of the Company's Articles of Association *juncto* Article 59 of the Financial Services Authority Regulation Number 15/POJK.04/2020 of 2020 regarding the Plan and Conduct of General Meetings of Shareholders of Public Companies ("POJK 15/2020"), the appointment and dismissal of public accountants and/or public accounting firms to audit the annual historical financial information must be decided in GMS considering the proposal from the Board of Commissioners. In this agenda item, the appointment of a Public Accounting Firm registered with the Financial Services Authority will be proposed to audit the Company's Financial Statements for the current year, including internal control audits on financial reporting as required by applicable regulations.

General provisions:

1. This meeting invitation is an official invitation in accordance with the provisions of Article 52 paragraph 1 of POJK 15/2020 *juncto* Article 21 paragraph 11 a (i) of the Company's Articles of Association, hence, separate invitations to the Company's Shareholders are no longer required.
2. Shareholders of the Company who are entitled to attend or be represented in the GMS are the Shareholders whose names are recorded in the Shareholder Register on Tuesday, June 4, 2024, at 16:00 PM WIB.
3. The Meeting will be conducted electronically using the eASY.KSEI application, provided by PT Kustodian Sentral Efek Indonesia ("KSEI"), in accordance with the Financial Services Authority Regulation No. 16/POJK.04/2020 regarding the Implementation of Electronic General Meetings of Shareholders of Public Companies ("POJK 16/2020") *juncto* Article 24 of the Company's Articles of Association.
4. In relation to the organization of the Meeting through the eASY.KSEI application as mentioned above, Shareholders' participation in the Meeting can be carried out through the following mechanisms:
 - a. Participating electronically in the Meeting or granting electronic proxy through the eASY.KSEI application;
 - b. Physically attending the Meeting; or
 - c. Granting proxy using the written proxy form as referred to in number 10 letter (b) of these General Provisions.
5. Shareholders who participate electronically or provide electronic proxies (e-Proxy) through the eASY.KSEI application as referred to in number 4 letter a of these General Provisions must observe the following:
 - a. Shareholders of the Company eligible to use the eASY.KSEI application are shareholders whose shares are held in collective custody by KSEI;
 - b. Shareholders of the Company must first be registered in the KSEI Securities Ownership Reference Facility ("AKSes KSEI"). For Shareholders who are not yet registered, please first register through the website (<https://akses.ksei.co.id/>);
 - c. To use the eASY.KSEI application, Shareholders can access the eASY.KSEI menu, submenu Login eASY.KSEI located in the AKSes KSEI facility (<https://akses.ksei.co.id/>).



6. Shareholders of the Company or their proxies who will attend electronically through the eASY.KSEI application as referred to in number 4 letter a of these General Provisions, please pay attention to the following:
 - a. Shareholders of the Company can declare their attendance electronically until June 26, 2024, at 12:00 PM WIB ("Attendance Declaration Deadline"), and cast their votes through eASY.KSEI from the date of this invitation until the Attendance Declaration Deadline.
 - b. For:
 - i. Shareholders of the Company who have not declared their attendance electronically by the deadline as referred to in number 6 letter a of these General Provisions;
 - ii. Shareholders of the Company who have declared their attendance electronically but have not cast their votes until the Attendance Declaration Deadline;
 - iii. Representatives of Shareholders and independent parties appointed by the Company (PT Bima Registra as the Company's Securities Administration Bureau ("BAE")) who have received proxies from Shareholders, but the relevant Shareholders have not determined their voting preferences until the Attendance Declaration Deadline;
 - iv. Participants of KSEI/Intermediaries (Custodian Banks or Securities Companies) who have received proxies from Shareholders of the Company who have determined their voting preferences in the eASY.KSEI application; are required to register through the eASY.KSEI application on the Meeting date from 07.00 WIB to 09.45 WIB.
 - c. Delay or failure in the electronic registration process for any reason will result in Shareholders or their proxies being unable to attend the Meeting electronically, and their share ownership will not be counted in the quorum of attendance.
7. For Shareholders of the Company in the form of certificates/scripts, you can provide proxies using the available written proxy form format provided on the Company's website (www.winnernusantarajaya.id)
8. For Shareholders of the Company or their proxies who intend to attend the Meeting physically as referred to in number 4 letter b of these General Provisions, the Shareholders of the Company or their proxies must submit to the registration officer the original Written Confirmation for the Meeting (hereinafter referred to as "KTUR") and the original Identity Card (hereinafter referred to as "KTP") or other identification before entering the Meeting room. For proxies of Shareholders of the Company in the form of legal entities, in addition to submitting the original KTUR and a photocopy of the KTP or other identification, they must also submit a photocopy of the latest Articles of Association and the latest appointment deed of the Board of Directors of the legal entity they represent.
9. In the event that a Shareholder or their proxy has declared or registered their attendance electronically, but subsequently attends the Meeting physically, the Company will cancel the Shareholder's or proxy's electronic attendance as registered in the eASY.KSEI application.
10. Shareholders of the Company may be represented by their proxies in the following ways:
 - a. By providing electronic proxy (e-Proxy) through the eASY.KSEI application as referred to in number 4 letter a of these General Provisions, with the condition that

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Shareholders must submit proxies and/or its votes, make changes to the appointment of proxy recipients and/or voting choices for Meeting agenda items,

or revoke proxies electronically through the eASY.KSEI application from the date of this invitation until the Attendance Declaration Deadline;



- b. By using the available written proxy form format provided on the Company's website (www.winnernusantarajaya.id), with the following conditions:
 - i. Shareholders of the Company are not allowed to grant proxies to more than one proxy for a portion of their shareholding with different votes;
 - ii. In case the proxy form referred to in number 10 letter b of these General Provisions is signed outside the territory of the Republic of Indonesia, the proxy form must be apostilled by authorized institution;
 - iii. The proxy form format can be downloaded from the Company's website and when completed, it must be submitted to the Company's Securities Administration Bureau (BAE) at the following address:

BAE : PT BIMA REGISTRA
Alamat : Blok C4, Satrio Tower, Jl. Prof. DR. Satrio 9th floor, Kota Jakarta Selatan, Daerah Khusus Ibukota Jakarta 12950.

on any business day from the date of the Meeting invitation until the latest by Monday, June 24, 2024, at 16:00 PM WIB.
 - c. If members of the Board of Directors, Board of Commissioners, and employees of the Company act as proxies in the Meeting, the votes they cast will not be counted in the voting process.
11. The materials related to the Meeting are available and accessible through the Company's website (www.winnernusantarajaya.id) from the date of this Meeting invitation until the day of the Meeting.
12. Shareholders of the Company or their proxies can observe the ongoing Meeting via Zoom webinar by accessing the eASY.KSEI menu, "GMS Broadcast" submenu, available in the AKSes KSEI facility (<https://akses.ksei.co.id/>) or through the "GMS Broadcast" menu on the mobile AKSes KSEI application, with the following conditions:
- a. Shareholders of the Company or their proxies must be registered in the eASY.KSEI application no later than June 26, 2024, at 12:00 PM WIB.
 - b. The GMS broadcast has a capacity of up to 500 participants, where the attendance of each participant will be determined on a first-come-first-served basis. Shareholders of the Company or their proxies who do not have the opportunity to observe the Meeting via GMS Impressions will still be considered validly present electronically, and their share ownership and voting preferences will be counted in the Meeting, as long as they have registered in the eASY.KSEI application.
 - c. Shareholders of the Company or their proxies who only observe the Meeting via GMS broadcast but are not registered as present electronically in the eASY.KSEI application will be considered invalidly present and will not be included in the calculation of the Meeting's quorum.
13. To have the best experience using the eASY.KSEI application and/or GMS broadcast, shareholders or their proxies are advised to use the Mozilla Firefox web browser.
14. If there are any technical operational changes to the eASY.KSEI application or changes to regulations, guidelines, and/or explanations from KSEI related to the conduct of electronic Meetings through the eASY.KSEI application after the date of this invitation, then such changes will apply to the conduct of the Meeting, and all

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provisions in these General Provisions related to the conduct of electronic Meetings through the eASY.KSEI application are considered adjusted accordingly to those changes.

Notes:



Shareholders or their proxies can attend the Meeting electronically or physically. Shareholders or their proxies who physically attend the Meeting are required to adhere to the protocols at the Meeting venue established by the Company, including the following:

- 1) Shareholders of the Company or their proxies are respectfully requested to be at the Meeting venue by 09.30 WIB so that the Meeting can start on time. Registration will be closed at 09.45 WIB. Shareholders or proxies of Shareholders who arrive after registration is closed will be considered absent, therefore unable to propose motions and/or questions, and will not be able to vote in the Meeting.
- 2) The Company does not provide souvenirs, food, and drinks.
- 3) If there are any changes and/or additions to the information regarding the Meeting procedures, it will be announced on the Company's website (www.winnernusantarajaya.id).
- 4) In case of an emergency situation that prevents the Company from holding the Meeting physically, the Company will conduct the Meeting electronically without Shareholder attendance, with prior notification provided to the Shareholders of the Company.

Batam, June 05, 2024
PT WINNER NUSANTARA JAYA Tbk
Board of Directors

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