



PENJELASAN MENGENAI AGENDA RAPAT UMUM PEMEGANG SAHAM TAHUNAN

PT WIR ASIA TBK (“Perseroan”)

Sehubungan dengan rencana pelaksanaan Rapat Umum Pemegang Saham Tahunan PT WIR ASIA Tbk (“Perseroan”) pada hari Jumat, 9 Juni 2023 (“Rapat”), Perseroan telah mengumumkan melalui antara lain:

- Situs web PT Kustodian Sentral Efek Indonesia (“KSEI”) (<https://www.ksei.co.id/publications/corporate-action-schedules/meeting-announcement>) dan/atau eASY.KSEI (<https://akses.ksei.co.id>)
- Situs web PT Bursa Efek Indonesia (“BEI”) (<https://idx.co.id/>)
- Situs web Perseroan (<https://wir.group/id/rups-2023/>)

Selanjutnya dengan memperhatikan, antara lain:

- Anggaran Dasar Perseroan;
- Peraturan Otoritas Jasa Keuangan (“POJK”) No. 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka (“POJK No. 15/2020”); dan
- POJK No. 16/POJK.04/2020 tentang Pelaksanaan Rapat Umum Pemegang Saham Perusahaan Terbuka Secara Elektronik (“POJK No. 16/2020”).

Dengan ini Perseroan menyampaikan penjelasan untuk agenda Rapat sebagai berikut:

MATA ACARA PERTAMA

Persetujuan atas laporan tahunan Perseroan tahun buku 2022 yang telah ditelaah oleh Dewan Komisaris, termasuk pengesahan laporan keuangan konsolidasian Perseroan dan entitas anak untuk tahun buku yang berakhir pada tanggal 31 Desember 2022 yang telah diaudit oleh Kosasih,

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In connection to the Annual General Meeting of Shareholders of PT WIR ASIA Tbk (the “Company”) event that is planned to be held on Friday, June 9, 2023 (the “Meeting”), the Company has announced through among others:

- PT Kustodian Sentral Efek Indonesia (“KSEI”) website (<https://www.ksei.co.id/publications/corporate-action-schedules/meeting-announcement>) and/or platform eASY.KSEI (<https://akses.ksei.co.id>)
- PT Bursa Efek Indonesia (“IDX”) website (<https://idx.co.id/>)
- Company’s website (<https://wir.group/en/rups-2023/>)

Furthermore, considering the following matters:

- Articles of Association of the Company;
- The Financial Services Authority Regulation (“POJK”) No. 15/POJK.04/2020 on the Plan and Implementation of General Meeting of Shareholders of Public Companies (“POJK No. 15/2020”); and
- POJK No. 16/POJK.04/2020 on the Implementation of the Electronic General Meeting of Shareholders (“POJK No. 16/2020”).

The Company hereby would like to convey the Agenda of the Meeting as follows:

FIRST AGENDA

Approval on the Company’s annual report for the fiscal year of 2022 which has been reviewed by the Board of Commissioners, including ratification of the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended on December 31, 2022 which has been



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Nurdiyaman, Mulyadi, Tjahjo & Rekan (“**Crowe Indonesia**”) sebagai kantor akuntan publik dan telah ditandatangani pada tanggal 30 Maret 2023, pengesahan laporan tugas pengawasan Dewan Komisaris untuk tahun buku 2022 serta pemberian pelunasan dan pembebasan tanggung jawab sepenuhnya (*acquitt et de charge*) kepada seluruh anggota Direksi dan Dewan Komisaris Perseroan atas tindakan pengurusan dan pengawasan yang dilakukan dalam tahun buku yang berakhir pada tanggal 31 Desember 2022, sejauh tercermin dalam laporan tahunan Perseroan tahun buku 2022 dan laporan keuangan konsolidasian Perseroan dan entitas anak untuk tahun buku yang berakhir pada tanggal 31 Desember 2022.

1. Latar Belakang

- Laporan tahunan dan laporan keuangan Perseroan untuk setiap tahun buku wajib disetujui dan disahkan oleh Rapat Umum Pemegang Saham Tahunan (“RUPST”).
- Memperhatikan ketentuan Pasal 69 ayat (1) Undang-Undang Nomor 40 tahun 2007 tentang Perseroan terbatas sebagaimana diubah berdasarkan Undang-Undang Nomor 2 Tahun 2022 tentang Cipta Kerja (“UUPT”) dan ketentuan Pasal 24 ayat (5) Anggaran Dasar Perseroan.

2. Penjelasan

Perseroan akan memberikan penjelasan kepada para Pemegang Saham atau kuasanya mengenai pelaksanaan kegiatan usaha Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2022 dan keadaan keuangan Perseroan sebagaimana tercantum dalam Laporan Keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2022 sesuai dengan Pasal 69 ayat (1) Undang-Undang Nomor 40 tahun 2007

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*audited by Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Rekan (“**Crowe Indonesia**”) as the public accounting firm and signed on March 30, 2023, ratification of the supervisory duty report of the Board of Commissioners for the fiscal year of 2022 as well as the granting of the full discharge and release of responsibility (*acquitt et de charge*) to all members of the Company’s Board of Directors and Board of Commissioners for their management and supervisory actions carried out within the fiscal year ended on December 31, 2022, to the extent reflected in the Company’s annual report for the fiscal year of 2022 and the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended on December 31, 2022.*

1. Background

- *The Company’s annual report and financial statements for each financial year must be approved and ratified by the Annual General Meeting of Shareholders (“AGMS”).*
- *Taking into consideration the provisions of Article 69 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies as amended based on Government Regulation in Lieu of Law No. 2 of 2022 on Job Creation (“**Company Law**”) and the provisions of Article 24 paragraph (5) of the Company’s Articles of Association.*

2. Explanation

The Company will provide an explanation to the Shareholders or their proxies regarding the implementation of the Company’s business activities within the fiscal year ended on December 31, 2022, and the financial condition of the Company as stated in the Company’s Financial Statements for the fiscal year ended on December 31, 2022 in accordance with the provisions of Article 69 paragraph (1) of Law Number 40 of 2007 on Limited Liability



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tentang Perseroan terbatas sebagaimana diubah berdasarkan Undang-Undang Nomor 2 Tahun 2022 tentang Cipta Kerja ("UUPT") dan ketentuan Pasal 24 ayat (5) Anggaran Dasar Perseroan. Lebih lanjut, persetujuan laporan tahunan dan pengesahan laporan keuangan oleh Rapat berarti memberikan pelunasan dan pembebasan tanggung jawab sepenuhnya (*acquit et de charge*) kepada para anggota Direksi dan Dewan Komisaris Perseroan atas pengelolaan dan pengawasan yang telah dijalankan dalam tahun buku 2022, sejauh tindakan tersebut tercermin jelas dalam laporan tahunan dan laporan keuangan.

MATA ACARA KEDUA

Persetujuan atas penetapan penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2022.

1. Latar Belakang

- Laba yang dicatatkan oleh Perseroan setiap tahun harus ditetapkan penggunaannya dan disetujui RUPST. Laba yang akan ditetapkan oleh Rapat adalah laba sebagaimana tercatat dalam Laporan Keuangan Perseroan yang telah disahkan pada mata acara pertama Rapat.
- Memperhatikan ketentuan Pasal 70 dan 71 UUPT tentang penggunaan laba serta Pasal 24 ayat (5) Anggaran Dasar Perseroan.

2. Penjelasan

- Mata acara rapat ini dilakukan dalam rangka memenuhi ketentuan Pasal 70 dan 71 UUPT tentang penggunaan laba serta Pasal 24 ayat (5) Anggaran Dasar

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*Companies as amended by Government Regulation in Lieu of Law No. 2 of 2022 on Job Creation (the "Company Law") and the provision of Article 24 paragraph (5) of the Company's Articles of Association. Furthermore, the approval of the annual report and the ratification of the financial statement by the Meeting means the granting of full discharge and release of responsibility (*acquit et de charge*) to the members of the Company's Board of Directors and the Board of Commissioners for the management and supervision that have been carried out within the fiscal year of 2022, to the extent that such actions are clearly reflected in the annual reports and financial statements.*

SECOND AGENDA

Approval on the determination of the use of the Company's net profit for the fiscal year ended on December 31, 2022.

1. Background

- *The profit recorded by the Company every year must be determined for its use and approved by the AGMS. The profit to be determined by the Meeting is the profit as recorded in the Company's Financial Statements which have been ratified in the first agenda of the Meeting.*
- *Taking into consideration the provisions of Articles 70 and 71 of the Company Law on the use of profit and Article 24 paragraph (5) of the Company's Articles of Association.*

2. Explanation

- *This meeting agenda is carried out in order to comply with the provisions of Articles 70 and 71 of the Company Law on the use of profit as well as Article 24 paragraph (5) of*



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Perseroan terkait persetujuan atas penetapan penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2022.

MATA ACARA KETIGA

Persetujuan atas penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Independen yang akan mengaudit laporan keuangan konsolidasian Perseroan dan entitas anak untuk tahun buku yang berakhir pada 31 Desember 2023 dan untuk menentukan honorarium Akuntan Publik dan/atau Kantor Akuntan Publik tersebut.

1. Latar Belakang

- Laporan Keuangan Perseroan setiap tahun wajib diaudit oleh Akuntan Publik dan pada Rapat akan diusulkan penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Independen untuk mengaudit Laporan Keuangan Perseroan untuk tahun buku yang akan berakhir pada tanggal 31 Desember 2023.
- Memperhatikan ketentuan Pasal 59 ayat (3) POJK No. 15/2020 dan Pasal 11 ayat (5) poin d Anggaran Dasar Perseroan.

2. Penjelasan

Mata acara rapat ini dilakukan dalam rangka memenuhi ketentuan Pasal 59 ayat (3) POJK No. 15/2020 dan Pasal 11 ayat (5) poin d Anggaran Dasar Perseroan.

MATA ACARA KEEMPAT

Penetapan gaji/honorarium, tunjangan, dan fasilitas lainnya bagi anggota Direksi dan Dewan Komisaris Perseroan untuk tahun 2023.

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the Company's Articles of Association concerning the approval for the determination of the use of the Company's net profit for the fiscal year ended on December 31, 2022.

THIRD AGENDA

Approval on the appointment of an Independent Public Accountant and/or Public Accounting Firm to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended on December 31, 2023, and to determine the honorarium of such Public Accountant and/or Public Accounting Firm.

1. Background

- *The Company's Financial Statements must be audited annually by the Public Accountant and at the Meeting it will be proposed to appoint an Independent Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements for the financial year to end on December 31, 2023.*
- *Taking into consideration the provisions of Article 59 paragraph (3) of POJK No. 15/2020 and Article 11 paragraph (5) point d of the Company's Articles of Association.*

2. Explanation

This meeting agenda is carried out in order to comply with Article 59 paragraph (3) of POJK No. 15/2020 and Article 11 paragraph (5) point d of the Company's Articles of Association.

FOURTH AGENDA

Determination of the salary/honorarium, allowances, and other facilities for members of the Company's Board of Directors and Board of Commissioners for the year of 2023.



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1. Latar Belakang

- Besarnya gaji/honorarium, tunjangan, dan fasilitas lainnya untuk anggota Direksi dan Dewan Komisaris Perseroan untuk periode tahun buku yang berakhir pada tanggal 31 Desember 2023 perlu ditetapkan berdasarkan keputusan Rapat.
- Memperhatikan Pasal 96 dan 113 UUPA serta Pasal 18 ayat (22) dan Pasal 21 ayat (12) Anggaran Dasar Perseroan.

2. Penjelasan

Mata acara rapat ini dilakukan dalam rangka memenuhi ketentuan Pasal 96 dan 113 UUPA terkait penentuan remunerasi untuk Direksi dan Dewan Komisaris tahun buku 2023, serta Pasal 18 ayat (22) Anggaran Dasar Perseroan tentang Direksi dan Pasal 21 ayat (12) Anggaran Dasar Perseroan tentang Dewan Komisaris terkait penetapan gaji/honorarium, tunjangan, dan fasilitas lain untuk anggota Direksi dan Dewan Komisaris tahun buku 2023.

MATA ACARA KELIMA

Persetujuan penegasan, perubahan dan pernyataan kembali Anggaran Dasar Perseroan.

1. Latar Belakang

- Pasal 24 ayat (6) Anggaran Dasar Perseroan yang berlaku sesuai dengan

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1. Background

- The amount of salary/honorarium, allowances, and other facilities for members of the Board of Directors and Board of Commissioners of the Company for the for the fiscal year ended on December 31, 2023, needs to be determined based on the decision of the Meeting.
- Taking into consideration the provisions of Articles 96 and 113 of the Company Law as well as Article 18 paragraph (22) and Article 21 paragraph (12) of the Company's Articles of Association.

2. Explanation

The agenda for this meeting is carried out in order to comply with the provisions of Articles 96 and 113 of the Company Law concerning the determination of remuneration for the Board of Directors and Board of Commissioners for the fiscal year of 2023, and Article 18 paragraph (22) of the Company's Articles of Association concerning the Board of Directors and Article 21 paragraph (12) of the Company's Articles of Association concerning the Board of Commissioners related to the determination of salary/honorarium, allowances, and other facilities for members of the Board of Directors and Board of Commissioners for the fiscal year of 2023.

FIFTH AGENDA

Approval of the confirmation, amendment, and restatement of the Company's Articles of Association.

1. Background

- Article 24 paragraph (6) of the Company's Articles of Association which applies in



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Pasal 20 ayat (1) POJK No. 14/POJK.04/2022 tentang Penyampaian Laporan Keuangan Berkala Emiten atau Perusahaan Publik (“POJK No. 14/2022”).

- Pasal 4 ayat (1) POJK No. 31/POJK.04/2015 tentang Keterbukaan atas Informasi atau Fakta Material oleh Emiten atau Perusahaan Publik (“POJK No. 31/2015”).

2. Penjelasan

- Mata acara rapat ini dilakukan dalam rangka menyesuaikan ketentuan Anggaran Dasar Perseroan sesuai dengan Pasal 20 ayat (1) POJK No. 14/2022 dan Pasal 4 ayat (1) POJK No. 31/2015 serta peraturan-peraturan lain yang berlaku.

MATA ACARA KEENAM

Persetujuan penegasan susunan Pemegang Saham Perseroan.

1. Latar Belakang

Akta Pernyataan Keputusan Pemegang Saham Perubahan Anggaran Dasar Nomor 170 tanggal 26 Oktober 2022, yang dibuat di hadapan Jose Dima Satria S.H., M.Kn, Notaris di Jakarta Selatan, terkait dengan realisasi atau pelaksanaan pengeluaran atau penerbitan saham dalam rangka IPO Perseroan, termasuk ESA atau program lainnya.

2. Penjelasan

- Mata acara rapat ini dilakukan dalam rangka penegasan kembali susunan Pemegang Saham Perseroan berdasarkan surat yang dikeluarkan oleh Biro Administrasi Efek, PT Ficomindo Buana Registrar, pada tanggal 16 Mei 2023.

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accordance with Article 20 paragraph (1) POJK No. 14/POJK.04/2022 concerning Submission of Periodic Financial Statements of Issuers or Public Companies (“POJK No. 14/2022”).

- Article 4 paragraph (1) POJK No. 31/POJK.04/2015 concerning Disclosure of Material Information or Facts by Issuers or Public Companies (“POJK No. 31/2015”).

2. Explanation

- This meeting agenda is carried out in order to adjust the applicable provisions of Article of the Company’s Articles of Association in accordance with Article 20 paragraph (1) of the POJK No. 14/2022 and Article 4 paragraph (1) of the POJK No. 31/2015, and other relevant regulations.

SIXTH AGENDA

Approval of the affirmation of the Company’s Shareholders composition.

1. Background

Deed of Statement of Shareholders’ Decision on Amendments to the Articles of Association Number 170 dated 26 October 2022, made before Jose Dima Satria S.H., M.Kn, Notary in South Jakarta, related to the realization or implementation of the release or issuance of shares in the framework of the Company’s IPO, including ESA or other programs.

2. Explanation

- This meeting agenda is carried out in order to reaffirm the composition of the Company’s Shareholders based on a letter issued by the Securities Administration Bureau, PT Ficomindo Buana Registrar, on May 16, 2023.



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MATA ACARA KETUJUH

Penyampaian laporan realisasi penggunaan dana hasil Penawaran Umum Perdana.

1. Latar Belakang

- Memenuhi ketentuan Pasal 6 ayat (1) dan ayat (2) POJK No. 30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum (“POJK No. 30/2015”).

2. Penjelasan

Mata acara rapat ini dilaksanakan dalam rangka memenuhi ketentuan Pasal 6 ayat (1) dan ayat (2) POJK No. 30/2015, Perseroan berencana untuk menyampaikan realisasi penggunaan dana hasil Penawaran Umum pada Rapat. Mata acara ini hanya merupakan laporan, sehingga tidak memerlukan persetujuan Pemegang Saham.

KETERANGAN LAIN-LAIN:

Sebagai tambahan penjelasan dan data terkait dengan paparan sebagaimana tersebut di atas, silakan merujuk pada data-data dan dokumen-dokumen yang telah kami sediakan sebagai berikut:

SEVENTH AGENDA

Submission of reports on the realization of the use of proceeds resulting from the Initial Public Offering.

1. Background

- *Comply with the provisions of Article 6 paragraphs (1) and (2) of POJK No. 30/POJK.04/2015 concerning Report on the Realization of the Use of Funds from Public Offering (“POJK No. 30/2015”).*

2. Explanation

This meeting agenda is conducted in order to comply with the provisions of Article 6 paragraphs (1) and (2) of POJK No. 30/2015, the Company plans to report the realization of the use of proceeds from the Initial Public Offering in the Meeting. This agenda is a report only and hence, it does not need to be approved by the Shareholders.

ADDITIONAL INFORMATION:

In addition to the explanations and data related to the above matters, please refer to the data and documents that we have provided as follows:

Daftar Tautan Penting / Important Link	
Laporan Tahunan <i>Annual Report</i>	(https://wir.group/id/laporan-tahunan/)
Laporan Keuangan <i>Financial Statements</i>	(https://wir.group/id/laporan-keuangan/)
Surat Kuasa Menghadiri Rapat <i>Power of Attorney to Attend the Meeting</i>	(https://wir.group/id/rups-2023/)
Tata Tertib Rapat <i>Code of Conducts of the Meeting</i>	



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Perseroan sangat menghimbau kepada Pemegang Saham dan kuasanya untuk hadir secara elektronik dengan cara:

- (i) hadir dan memberikan suara secara elektronik melalui fasilitas *Electronic General Meeting System KSEI* (“eASY.KSEI”) yang disediakan oleh KSEI; atau
- (ii) memberikan kuasa, baik secara elektronik (e-proxy) melalui fasilitas eASY.KSEI maupun konvensional (formulir dapat di unduh pada link berikut: <https://wir.group/id/rups-2023/>) kepada pihak independen yang ditunjuk oleh Perseroan, yaitu perwakilan Biro Administrasi Efek Perseroan, PT Ficomindo Buana Registrar.

Dalam hal kuasa diberikan secara konvensional, Surat Kuasa asli yang telah dilengkapi disertai fotokopi KTP atau tanda pengenal lain dari pemberi kuasa harap dikirimkan kepada Perseroan yang beralamat kantor di Sequis Tower, 9th Floor, Sudirman Central Business District (SCBD), Jl. Jenderal Sudirman Kav. 71 Jakarta 12190, Telp. 021-50808151 e-mail: corsec@wirglobal.com, paling lambat 1 (satu) hari kerja sebelum Rapat diadakan pada hari **Kamis, 8 Juni 2023**, selambatnya pukul 16.00 WIB.

Pemegang Saham dan kuasanya, kami persilakan untuk dapat melihat kembali Pemanggilan Rapat dan Tata Tertib Rapat untuk informasi lebih lanjut mengenai ketentuan kehadiran dalam Rapat dan pemberian surat kuasa (baik secara fisik maupun elektronik).

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The Company strongly urges Shareholders and their proxies to attend electronically by:

- (i) attend and vote electronically via KSEI's Electronic General Meeting System facility (“eASY.KSEI”) provided by KSEI; or*
- (ii) submit a power of attorney, whether electronically (e-proxy) through eASY.KSEI facility or conventionally (forms can be downloaded at the following link: <https://wir.group/id/rups-2023/>) to the independent party appointed by the Company, namely the Company's Securities Administration Bureau, PT Ficomindo Buana Registrar.*

*In case a power of attorney is given conventionally, the original Letter of Power of Attorney that has been completed with a photocopy of the ID card or other ID from the authorizer should be sent to the Company which is located at Sequis Tower, 9th Floor, Sudirman Central Business District (SCBD), Jl. Jenderal Sudirman Kav. 71 Jakarta 12190, Telp. 021-50808151 e-mail: corsec@wirglobal.com, no later than 1 (one) business day before the Meeting is held on **Thursday, June 8, 2023**, at the latest at 16.00 Western Indonesia Time.*

Shareholders and their proxies, we invite you to review the Invitation to the Meeting and the Code of Conducts of the Meeting for further information regarding the provisions for attending the Meeting and granting a letter of power of attorney (both physically and electronically).