

DISCLOSURE OF INFORMATION TO SHAREHOLDERS PT INDIKA ENERGY TBK. (THE "COMPANY")

THIS DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS IS PROVIDED BY THE COMPANY IN COMPLIANCE WITH THE FINANCIAL SERVICE AUTHORITY (OJK) REGULATION NO. 17/POJK.04/2020 ON MATERIAL TRANSACTION AND CHANGE OF BUSINESS ACTIVITY AND THE FINANCIAL SERVICE AUTHORITY (OJK) REGULATION NO. 42/POJK.04/2020 ON AFFILIATE TRANSACTIONS AND CONFLICTS OF INTEREST TRANSACTIONS.

BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS STATED THAT THE PROPOSED TRANSACTION IS CONSIDERED TO BE A MATERIAL TRANSACTION IN THE AMOUNT OF MORE THAN 20% BUT LESS THAN 50% OF THE EQUITY OF THE COMPANY UNDER OJK REGULATION 17/2020.

THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION IS IMPORTANT TO BE READ AND CONSIDERED BY THE SHAREHOLDERS OF THE COMPANY.

IF YOU FIND ANY DIFFICULTY TO UNDERSTAND THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION PLEASE CONSULT TO YOUR LEGAL ADVISOR, PUBLIC ACCOUNTANT, FINANCIAL ADVISOR OR OTHER PROFESSIONALS.

THE COMPANY'S BOARD OF DIRECTORS STATED THAT THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION IS FOR THE PURPOSE OF PROVIDING INFORMATION AND COMPLETE DESCRIPTION TO THE COMPANY'S SHAREHOLDERS REGARDING THE TRANSACTION AS PART OF THE COMPLIANCE OF THE COMPANY TO OJK REGULATION 17/2020.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS, SEVERALLY AND JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY AND THE COMPLETENESS OF THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION. THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS DECLARE THAT THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION IS COMPLETE AND AFTER GIVING DUE AND CAREFUL EXAMINATION, EMPHASIZE THAT THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION IS CORRECT AND THAT THERE ARE NO RELEVANT AND MATERIAL FACTS OMITTED WHICH CAN CAUSE THE INFORMATION STATED HEREIN TO BE UNTRUE AND/OR MISLEADING.

THE NOTES ARE NOT OFFERED OR SOLD IN INDONESIA OR TO THE INDONESIAN OR TO THE INDONESIAN CITIZEN, IN THE MANNER OF THE PUBLIC OFFERING OR DEBT SECURITIES OFFERING PERFORMED WITHOUT GOING THROUGH THE PUBLIC OFFERING AS STIPULATED IN LAW NO. 8 OF 1995 ON CAPITAL MARKETS AS AMENDED BY LAW NO. 4 OF 2023 ON FINANCIAL SECTOR DEVELOPMENT AND STRENGTHENING, AND ITS IMPLEMENTING REGULATION (INCLUDING BUT NOT LIMITED TO THE FINANCIAL SERVICE AUTHORITY (OJK) REGULATION NO. 30/POJK.04/2019 ON ISSUANCE OF DEBT SECURITIES AND/OR SUKUK WITHOUT PUBLIC OFFERING). THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION IS NOT INTENDED FOR A PUBLIC OFFERING OR A RECOMMENDATION TO PURCHASE, DIRECTLY OR INDIRECTLY, OF THE COMPANY'S SECURITIES IN ANY JURISDICTION INCLUDING IN INDONESIA.

THE NOTES ARE NOT REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED ("SECURITIES ACT") AND SHALL NOT BE OFFERED OR SOLD IN THE TERRITORY OF THE UNITED STATES OF AMERICA (AS DEFINED IN RULE 144A AND REGULATION S OF THE SECURITIES ACT), EXCEPT BASED ON THE EXEMPTION FROM, OR IN THE TRANSACTION NOT IN COMPLIANCE WITH, REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT. THERE ARE NO PUBLIC OFFERING CONDUCTED IN THE UNITED STATES OF AMERICA OR OTHER JURISDICTIONS IN WHICH SUCH TRANSACTION IS RESTRICTED, PROHIBITED, OR DEEMED AS ILLEGAL.



PT INDIKA ENERGY TBK.

Business Activities

Trading, Construction, Mining, Transportation and Services

Domiciled in South Jakarta, DKI Jakarta, Indonesia

Office

Graha Mitra 11th Floor
Jl. Jenderal Gatot Subroto Kav.21
Jakarta 12930, Indonesia
Phone. +6221 25579888 Fax. +6221 25579800
www.indikaenergy.co.id

This Disclosure of Information is issued in Jakarta on 13 May 2024

DEFINITION AND ABBREVIATION

Affiliation means:

- a. familial relationships, due to marriage and lineage up to the second degree, both horizontally and vertically, namely a person's relationship with:
 1. husband or Wife;
 2. parents of the husband or wife and husband or wife of the child;
 3. grandparents of the husband or wife and husband or wife of the grandchildren;
 4. a relative of the husband or wife and the husband or wife of the relative; or
 5. husband or wife and relative of the person concerned.
- b. familial relationships by descent up to the second degree, both horizontally and vertically, namely a person's relationship with:
 1. parents and children;
 2. grandparents and grandchildren; or
 3. siblings of the person concerned.
- c. relationships between a party with employees, directors, or commissioners of the party;
- d. relationships between 2 (two) companies where there is 1 (one) or more same members of the board of directors or board of commissioners;
- e. relationship between the company and a party, either directly or indirectly, in any way, controlling or controlled by the company or the party in determining the management and/or policy of the company or the party;
- f. relationship between 2 (two) or more companies that are controlled, either directly or indirectly, in any way, in determining the management and/or policies of the company by the same party;
- g. relationship between the company and the major shareholder, namely the party that directly or indirectly owns at least 20% (twenty percent) of the voting shares of the company.

Accounting Firm means Accounting Firm Imelda & Rekan, as the independent auditor who audited the Company's Consolidated Financial Statements.

Subsidiary Guarantors means IIC, TPE, TIME, TPEC, and TRIS (any of which as defined below), each of them is the controlled subsidiary of the Company, which is fully owned by the Company, either directly or indirectly, which provides the guarantee to ensure the payment obligation of the Company based on the Notes (as defined below).

Restricted Subsidiary means subsidiary of the Company owned directly or indirectly by the Company as stipulated under the Indenture of the Notes 2022, Notes 2023, Notes 2024 and the Notes.

IIC means PT Indika Inti Corpindo, domiciled in South Jakarta, a limited liability company duly established and organized under the law of the Republic of Indonesia.

Indenture means Indenture in relation to the issuance of the Notes entered into by the the Company, Subsidiary Guarantors and Trustee dated 7 May 2024.

MOLHR means Ministry of Law and Human Rights of the Republic of Indonesia.

Disclosure of Information means this Disclosure of Information provided to the Company's Shareholders in order to fulfil OJK Regulation 17/2020.

Company's Consolidated Financial Statements means Consolidated Financial Statements of the Company as of 31 December 2023, which has been audited by Accounting Firm.

Minister means Minister of Law and Human Rights of the Republic of Indonesia.

Financial Service Authority or **OJK** means Financial Service Authority, an independent institution, whose duties and authorities covers regulatory, supervisory, inspection, and investigation within the sector of Capital Markets, Insurance, Pension Funds, Financial Institution and other Financial Service Bodies as stipulated in Act No. 21 of 2011 dated 22 November 2011 (on Financial Service Authority as the substitute body of Bapepam-LK effective since 31 December 2012), as amended by Law 4/2023.

Shareholders means the Company's shareholders whose names are registered in the shareholders register issued by the Share Register.

Company means PT Indika Energy Tbk., domiciled in South Jakarta, a publicly limited liability company whose shares are listed on Indonesian Stock Exchange, duly established and organized under the law of the Republic of Indonesia.

Controlled Company means any company which is directly or indirectly controlled by the Company as defined in OJK Regulation 17/2020 and OJK Regulation No. 42/2020.

OJK Regulation 30/2019 means OJK Regulation No. 30/POJK.04/2019, stipulated on 1 Juni 2020 on the Issuance of Debt Securities and/or Sukuk without a Public Offering.

OJK Regulation 15/2020 means OJK Regulation No. 15/POJK.04/2020, stipulated on 20 April 2020 on the Preparation and Implementation of the General Meeting of Shareholders by the Public Company.

OJK Regulation 17/2020 means OJK Regulation No. 17/POJK.04/2020, stipulated on 20 April 2020 on Material Transactions and Changes in Business Activities.

OJK Regulation 42/2020 means OJK Regulation No. 42/POJK.04/2020, stipulated on 1 July 2020 on Affiliated Transaction and Conflict of Interest Transactions.

SGX-ST means Singapore Exchange Securities Trading Limited, a Stock Exchange in Singapore.

Notes means the senior notes with amount of USD 350,000,000 (three hundred and fifty million United States of America Dollar) with the fixed rate of 8.75% (eight point seven five percent) per annum and

due in 2029, which issued by the Company with unconditionally and irrevocably guaranteed by the Subsidiary Guarantors.

2025 Notes means Senior Notes with amount of USD 675,000,000 (six hundred seventy five million United States of America Dollar) with the fixed rate of 8.25% (eight point two five percent) per annum and due in 2025, which is issued by Indika Energy Capital II Pte. Ltd. with unconditionally and irrevocably guaranteed by the Subsidiary Guarantors.

TIME means PT Tripatra Multi Energi, domiciled in South Tangerang City, a limited liability company duly established and organized under the law of the Republic of Indonesia.

TPE means PT Tripatra Engineering, domiciled in South Tangerang City, a limited liability company duly established and organized under the law of the Republic of Indonesia.

TPEC means PT Tripatra Engineers and Constructors, domiciled in South Tangerang City, a limited liability company duly established and organized under the law of the Republic of Indonesia.

Transaction means Notes issuance transactions.

TRIS means Tripatra (Singapore) Pte. Ltd., domiciled in Singapore, a company duly established and organized under the law of the Republic of Singapore.

Trustee means Bank of New York Mellon.

Securities Act means U.S. Securities Act of 1933 (as amended from time to time).

USD means United States of America Dollar, which is a legal currency of the United States of America.

Law 4/2023 means Law No. 4 of 2023 on the Financial Sector Development and Strengthening.

Capital Market Law means Law No. 8 of 1995, stipulated on January 1, 1995 on the Capital Market, as last amended by Law 4/2023.

RECITALS

In compliance with the provisions under OJK Regulation 17/2020, the Board of Directors of the Company announces Disclosure of Information to provide information to the Shareholders of the Company that the Company has completed the issuance and offering of USD 350,000,000 Notes on 7 May 2024 to foreign investors outside the territory of the Republic of Indonesia subject to Rule 144A and Regulation S under the United States Securities Act 1933 (as amended).

The transaction is not a public offering as referred to in the Capital Market Law and any implementing regulations and is not an issuance of debt securities without going through a public offering as referred to in OJK Regulation 30/2019.

The Notes are guaranteed by a corporate guarantee provided by the Subsidiary Guarantors and a pledge of shares provided by the Company and Subsidiary Guarantors.

Transaction and granting of corporate guarantee of the Notes which constitute as one transaction under the series of Transaction and shall not constitute a separate and an independent transaction.

Based on the aforementioned, the provision of corporate guarantees by Subsidiary Guarantors and the provision of pledges of shares by Subsidiary Guarantors for the issuance of Notes carried out by the Company is an affiliated transaction which is only needs to be reported to OJK no later than 2 (two) business days after the Transaction based on OJK Regulation 42/2020 because the transaction is carried out between the Company and a Controlled Company whose shares are owned by at least 99% (ninety-nine percent) of the paid-up capital of the Controlled Company. However, we can convey that the Transaction is not a conflict of interest as stipulated in OJK Regulation 42/2020.

Furthermore, the Transaction shall constitute a Material Transaction under OJK Regulation 17/2020 in which the principal amount the Transaction meets the material transaction limit which shall be equal to or more than 20% (twenty percent) of the Company's equity value, which in this case is equivalent to 25.42% (twenty five point four two percent) of the Company's total Consolidated equity as of 31 December 2023, but is not a material transaction requiring the approval of the General Meeting of Shareholders considering its value is not more than 50% (fifty percent) of the Company's equity based on the Company's Consolidated Financial Statements.

Based on matters mentioned above and in accordance with the applicable law and regulation specifically OJK Regulation 17/2020, the Board of Directors of the Company hereby announce this Disclosure of Information in accordance with the guidelines and procedures of the implementation of material transaction which value of the transaction is more than 20% (twenty percent) but less than 50% (fifty percent) of the Company's equity as stipulated in Article 6 paragraph (1) provision (a) to (c) *jo*. Article 17 of OJK Regulation 17/2020 with the purpose of providing information to the Company's Shareholders with regards to the Transaction and as a fulfilment of obligations to the provisions of the applicable laws and regulations.

PROPOSED NOTES ISSUANCE

1. TRANSACTION OBJECT

(i) Issuance of Notes:

The Company.

(ii) The Notes Value:

USD 350,000,000

(iii) Maturity of the Principal Debt Payment:

The principal of the Notes shall be paid in full on the maturity date of the Notes on 7 May 2029.

(iv) Coupon and Payment Terms of the Coupon:

The maximum interest rate is 8.75% (eight point seven five percent) per annum.

Interest will be paid every 6 (six) months (semi-annual).

(vi) Covenants:

The limitations based on Indenture are as follows:

- Limitation on Indebtedness and Preferred Stock;
- Limitation on Restricted Payments;
- Limitation on Liens;
- Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries;
- Limitation on Sales and Issuances of Capital Stock in PT Kideco Jaya Agung (“**Kideco**”) and Restricted Subsidiaries;
- Limitation on Issuances of Guarantees by Restricted Subsidiaries;
- Limitation on Sale and Leaseback Transactions;
- Limitation on Asset Sales;
- Limitation on Transactions with Shareholders and Affiliates; and
- Limitation on the Company’s Business Activities.

Under the Indenture, there is a limitation on dividend and other payments restrictions that may affect Restricted Subsidiaries and restrictions on making other payments. This provision is a generally accepted provision and is applied globally in the transaction scheme for the issuance of global notes with the high yield category, including the Notes issued by the Company. This provision does not mean that the Company is prohibited from distributing dividends to the Company's Shareholders (including to public Shareholders). In the event that the Company is in a healthy financial condition, obtains profits in the current year and can maintain its credit quality and fulfill its financial obligations, the Company may distribute dividends to the Company's Shareholders (including to public shareholders) without requiring prior approval or notification to the holders of the Note. This is also in line with the principle of dividend distribution as stipulated in Law No. 40 of 2007 concerning Limited Liability Companies, as amended by Law No. 6 of 2023 concerning the enactment of Government Regulation in lieu of Law No. 2 of 2022 on Job Creation Law.

(vii) Security

The issuance of Notes are guaranteed unconditionally and irrevocably with (i) a corporate guarantee by the Company and the Subsidiary Guarantors based on the terms and conditions set out in the Indenture; (ii) secured by IIC shares owned by the Company, TPE and TPEC shares owned by the Company, IIC, and TIME, Kideco shares owned by IIC and the Company, and TRIS shares owned by TPEC, where these securities are common security based on the Intercreditor Agreement dated 8 January 2013 as last amended on 17 April 2024 between PT Bank CIMB Niaga Tbk as common security agent, Citicorp International Limited as trustee of the 2025 Notes, the Company and the guaranteed parties and Subsidiary Guarantor, as supplemented under Supplement to Intercreditor Agreement dated May 2024 between PT CIMB Niaga Tbk. as the common security agent and The Bank of New York Mellon as trustee.

(viii) Value of the Security

USD 1,375,113,654 (one billion three hundred seventy-five million one hundred and thirteen thousand six hundred fifty four) with the following details:

Pledged Shares	Owned by	Number of Shares	Ownership (%)	Market Value (in USD)
IIC ^{*)}	Company	468,288	99.997	653,055,870
Kideco	Company	100,139	40.00	475,354,069
TPEC	Company & TIME	1,092,553	99.999	212,421,273
TPE	Company & TIME	1,384,999	99.999	18,565,471

TRIS	TPEC	39,000,000	100	15,716,971
Total				1,375,113,654

*) In determining the value of the IIC shares, valuation was also conducted over the subsidiaries and associated entities of IIC, including IIC shares in Kideco, TPE, and TPEC.

(ix) The Proposed Use of Proceeds from the Transaction:

The Company will use the proceeds from the issuance of Notes, after deducting the fees, commissions and other expenses associated with the issuance of Notes, among others, to (i) the repurchase the maximum outstanding principal amount in respect of the 2025 Notes ; (ii) the repayment of the remaining outstanding amount of the 2025 Notes through open market repurchase, tender offer and/or redemption as provided in the indenture of the 2025 Notes; and (iii) the funding of the Company's capital expenditures in connection with the development and expansion of non-coal business activities.

2. THE PARTIES INVOLVED IN THE TRANSACTION OF THE ISSUANCE OF THE NOTES

(a) The Company as the issuer

Brief Summary

The Company is duly established by virtue of Deed of Establishment No. 31 dated 19 October 2000, drawn up before Hasanali Ali Amin, S.H., Notary in Jakarta, the said deed has been ratified by the MOLHR by virtue of its Decree No. C-13115 HT.01.01.Th.2001 dated 18 October 2001. The Articles of Association of the Company has been amended several times and lastly amended by the Deed No. 8 dated 22 April 2022, drawn up before Aryanti Artisari, S.H., M.Kn., Notary in South Jakarta Administrative City, such amendment has been approved by the MOLHR by virtue of its Decree No. AHU-0034135.AH.01.02.Tahun 2022 dated 20 May 2022 and has been registered in the Company Registry No. AHU-0093799.AH.01.11.Tahun 2022 dated 20 May 2022 and the latest composition of Board of Directors and Board of Commissioners by the virtue of Deed No. 11 dated 19 April 2023, drawn up before Aryanti Artisari, S.H., M.Kn., Notary in South Jakarta Administrative City, which has been notified by the MOLHR by virtue of Letter of Notification Receipt of Amendment of Company Data No. AHU-AH-01.09-0118385 dated 15 May 2023 and has been registered in the Company Registry No. AHU-0091075.AH.01.11.Tahun 2023 dated 15 May 2023.

The Company is currently domiciled in South Jakarta with registered office at Graha Mitra, 11th Floor, Jl. Jenderal Gatot Subroto Kav. 21, South Jakarta 12930, Indonesia.

Purposes and Objectives

The purposes and objectives of the Company is to carry out businesses in sector of trading, construction, mining, transportation, and services.

Capitalization and Shareholding

The current capital structure of the Company are as follows:

Authorized Capital	:	Rp	1,700,000,000,000
Issued/Paid Up Capital	:	Rp	521,019,200,000
Nominal Value per share	:	Rp	100

The composition of the Shareholders of the Company based on the Shareholders Register as of 31 March 2024 issued by PT Datindo Entrycom as the Company's Securities Administration Bureau are as follows:

Name of Shareholders	Number of Shares	Total Nominal Value (Rp)	%
PT Indika Inti Investindo	1.968.882.699	196.888.269.900	37,789
PT Teladan Resources	1.463.155.591	146.315.559.100	28,083
Public	1.778.153.710	177.815.371.000	34,128
Total	5,210,192,000	521,019,200,000	100.00

Management and Supervision

The current composition of the Company's Board of Directors and the Board of Commissioners are as follows:

Board of Directors

President Director	:	M. Arsjad Rasjid P.M.
Vice President Director	:	Azis Armand
Director	:	Retina Rosabai
Director	:	Purbaja Pantja
Director	:	Kamen Kamenov Palatov

Board of Commissioners

President Commissioner	:	Agus Lasmono
Vice President Commissioner	:	Richard Bruce Ness
Commissioner	:	Indracahya Basuki
Independent Commissioner	:	Farid Harianto
Independent Commissioner	:	Eko Putro Sandjojo

(b) IIC as the Subsidiary Guarantor

Brief Summary

IIC is a limited liability company duly established under the laws of the Republic of Indonesia by virtue of Deed of Establishment No. 18 dated 20 April 1998, drawn up before Miranti Tresnaning Timur, S.H., Notary in Regency Level II Bogor in Ciawi, the said deed has been ratified by the MOLHR by virtue of its Decree No. C2-10019HT.01.01.Th.98 dated 30 July 1998. The Articles of Association of IIC has been amended several times and lastly amended by Deed of Amendment of the Article of Association and the Composition of the Board of Directors and Board of Commissioners No. 10 dated 24 June 2020, drawn up before Ungke Mulawanti, S.H., M.Kn., Notary in Bekasi Regency, which has been approved by the MOLHR by virtue of its Decree No. AHU-0052495.AH.01.02.Tahun 2020 dated 30 July 2020 and has been registered in the Company Registry No. AHU-0124354.AH.01.11 Tahun 2020 dated 30 July 2020 and the latest composition of the Board of Directors and Board of Commissioners based on the Deed of Shareholder Resolution No. 89 dated 26 October 2023, drawn up before Ungke Mulawati, S.H., M.Kn., Notary in Bekasi Regency, which has been ratified by the MOLHR based on the Letter of Acceptance of Notification of Amendment of Company Data No. AHU-AH-01.09-0179286 dated 30 October 2023 and has been registered in the Company Register No. AHU-0216837.AH.01.11.Tahun 2023 dated 30 October 2023.

IIC is currently domiciled in Jakarta having its registered office at Graha Mitra, 4th Floor, Jl. Jenderal Gatot Subroto Kav. 21, South Jakarta 12930, Indonesia.

Purposes and Objectives

Purposes and objectives of IIC is to carry out business in the sector of wholesale and retail trade, and scientific and technical professional activities.

Capital and Share Ownership

The current capital structure of IIC are as follows:

Authorized Capital	:	Rp	500,000,000,000
Issued/Paid-up Capital	:	Rp	468,300,000,000
Amount per each share	:	Rp	1,000,000

The current shareholder composition of IIC are as follows:

Shareholder	Number of Shares	Nominal Value (Rp)	%
PT Indika Mitra Holdiko	12	12,000,000	0.00256
Company	468,288	468,288,000,000	99.99744
Total	468,300	468,300,000,000	100.00

Management and Supervision

The current composition of IIC's Board of Directors and Board of Commissioners are as follows:

Board of Directors

President Director : Retina Rosabai
Director : Lucas Djunaidi

Board of Commissioners

President Commissioner : Agus Lasmono
Commissioner : M. Arsjad Rasjid P.M.
Commissioner : Azis Armand

(c) TIME as the Subsidiary GuarantorBrief Summary

TIME is a limited liability company duly established under the laws of the Republic of Indonesia by virtue of Deed Establishment No. 169 dated 29 October 2012, drawn up before Mellyani Noor Shandra, S.H., Notary in Jakarta. The said deed has been ratified by the MOLHR (currently) by the virtue of its Decree No. AHU-60338.AH.01.01.Tahun 2012 dated 27 November 2012 and has been registered in the Company Registry No. AHU-0102294.AH.01.09.Tahun 2012 dated 27 November 2012. The Articles of Association of TIME has been amended several times and lastly amended by the Deed No. 44 dated 8 September 2021, drawn up before Elizabeth Karina Leonita, S.H., M.Kn, Notary in Bogor, which has been ratified by the MOLHR by virtue of its Decree No. AHU-0049060.AH.01.02.TAHUN 2021 dated 10 September 2021 and has been registered in the Company Register No. AHU-0155223.AH.01.11.Tahun 2021 dated 10 September 2021 and the latest composition of the Board of Directors and Board of Commissioners based on Deed No. 88 dated 21 April 2022, drawn up before Elizabeth Karina Leonita, S.H., M.Kn., Notary in Bogor City, which has been ratified by the MOLHR based on Letter of Acceptance of Notification of Amendment of Company Data No. AHU-AH.01.09-0010512 dated 28 April 2022 and has been registered in the Company Register No. AHU- 0086117.AH.01.11.Tahun 2022 dated 28 April 2022.

TIME is currently domiciled at Indy Bintaro Office Park, Building A, Jl. Boulevard Bintaro Jaya Blok B7/A6 Sektor VII, CBD Bintaro Jaya, Subdistrict Pondok Jaya, Pondok Aren District, South Tangerang City 15424.

Purposes and Objectives

Purposes and objectives of TIME is to carry out businesses in the sectors of wholesale on fee or contract basis, other special wholesale, wholesale of various goods, building construction, road and rail track construction, supporting activities in oil and gas mining, supporting activities in other mining and excavation activities, electricity, water management, waste disposal and management, supporting activities in transportation, personally own or leased real estate and tourism area, main office activities, and management consultation activities, installation of electrical systems, water (pipes) and other construction installations, and leasing activities without option rights of machinery, equipment and other tangible goods.

Capital and Share Ownership

The current capital structure of TIME are as follows:

Authorized Capital	:	Rp	2,500,000,000,000
Issued/Paid-up Capital	:	Rp	631,207,000,000
Amount per each share	:	Rp	1,000,000

The current shareholder composition of TIME are as follows:

Shareholder	Number of Shares	Nominal Value (Rp)	%
Company	631,167	631,167,000,000	99.994
PT Indika Energy Infrastructure	40	40,000,000	0.006
Total	631,207	631,207,000,000	100.00

Management and Supervision

The current composition of TIME Board of Directors and Board of Commissioners are as follows:

Board of Directors

Director : Joseph Pangalila

Board of Commissioners

Commissioner : Kamen Kamenov Palatov

(d) TPE as the Subsidiary Guarantor

Brief Summary

TPE is a limited liability company duly established under the laws of the Republic of Indonesia by virtue of Deed of Establishment No. 42 dated 10 October 1973, drawn up before Haji Zawir Simon, S.H., Notary di Jakarta, the said deed has been ratified by the MOLHR by the virtue of its Decree No. C2-694.HT.01.01.TH84 dated 30 January 1984. The Articles of Association of TPE has been amended several times and lastly amended by the Deed of Amendment of the Article of Association No.80 dated 27 March 2023, made before Elizabeth Karina Leonita, S.H., M.Kn., Notary in the Administrative City of South Jakarta, which has been ratified by the MOLHR based on Letter of Acceptance of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0046462 dated 27 March 2023 and registered in the Company Register No. AHU-0062194.AH.01. .11.Tahun 2023 dated 27 March 2023 and the latest composition of the Board of Directors and Board of Commissioners based on Deed No. 22 dated 6 July 2023, made before Elizabeth Karina Leonita, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has been ratified by MOLHR based on Letter of

Acceptance of Notification of Amendment of Company Data No. AHU-AH.01.09-0142744 dated 13 July 2023 and has been registered in the Company Register No. AHU-0138397.AH.01.11.Tahun 2023 dated 13 July 2023.,.

TPE is currently domiciled at Indy Bintaro Office Park, Building A, Sector VII CBD Bintaro Jaya, Jl. Boulevard Bintaro Jaya Blok B-7 No. A-6, Subdistrict Pondok Jaya, Pondok Aren District, South Tangerang City, Banten.

Purposes and Objectives

Purposes and objectives of TPE is to carry out business in the sector of consultation and construction services.

Capital and Share Ownership

The current capital structure of TPE are as follows:

Authorized Capital	:	Rp	5,540,000,000
Issued/Paid-up Capital	:	Rp	1,385,000,000
Amount per each share	:	Rp	1,000

The current shareholder composition of TPE are as follows:

Shareholder	Number of Shares	Nominal Value (Rp)	%
TIME	1,360,000	1,360,000,000	98.19495
Company	24,999	24,999,000	1.80498
IIC	1	1,000	0.00007
Total	1,385,000	1,385,000,000	100.00

Management and Supervision

The current composition of TPE's Board of Directors and Board of Commissioners are as follows:

Board of Directors

President Director	:	Raymond Naldi Rasfuldi
Director	:	Benny Julius Joesoep
Director	:	Suraji Nugroho
Director	:	Rizki Amelia
Director	:	Ananto Wardono

Board of Commissioners

President Commissioner	:	Kamen Kamenov Palatov
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Commissioner : Dhira Nandana
 Commissioner : Retina Rosabai
 Commissioner : Hasnul Suhaimi
 Commissioner : Farid Harianto

(e) TPEC as the Subsidiary Guarantor

Brief Summary

TPEC is a limited liability company duly established under the laws of the Republic of Indonesia by virtue of Deed of Establishment No. 121 dated 26 August 1988, drawn up before Kartini Muljadi, S.H., Notary di Jakarta, the said deed has been ratified by the MOLHR (currently) by the virtue of its Decree No. C2-4485.HT.01.01-TH.89 dated 18 May 1989. The Articles of Association of TPEC has been amended several times and lastly amended by the Deed of Amendment of the Article of Association No. 81 dated 27 March 2023, drawn up before Elizabeth Karina Leonita, S.H., M.Kn., Notary in the Administrative City of South Jakarta, which has been ratified by MOLHR based on Decree No. AHU-AH.01.03-0046463 dated 27 March 2023 and registered in the Company Register No. AHU-0062199.AH.01.11.Tahun 2023 dated 27 March 2023 and the latest composition of the Board of Directors and Board of Commissioners based on Deed No. 23 dated 6 July 2023, made before Elizabeth Karina Leonita, S.H., M.Kn., Notary in South Jakarta Administrative City, which has been accepted by MOLHR based on Letter of Acceptance of Notification of Changes in Company Data No. AHU-AH.01.09-0142746 dated 12 July 2023 and has been registered in the Company Register No. AHU-0138399.01.11.Tahun 2023 dated 12 July 2023.

TPEC is currently domiciled at Indy Bintaro Office Park, Building A, Sector VII CBD Bintaro Jaya, Jl. Boulevard Bintaro Jaya Blok B-7 No. A-6, Subdistrict Pondok Jaya, Pondok Aren District, South Tangerang City, Banten.

Purposes and Objectives

Purposes and objectives of TPEC is to carry out businesses in the sectors of construction, industry, wholesale, consultation and information and communication.

Capital and Share Ownership

The current capital structure of TPEC are as follows:

Authorized Capital : Rp 2,120,000,000,000
 Issued/Paid-up Capital : Rp 1,092,554,000,000
 Amount per each share : Rp 1,000,000

The current shareholder composition of TPEC are as follows:

Shareholder	Number of Shares	Nominal Value (Rp)	%

TIME	560,154	560,154,000,000	51.27014
Company	532,399	532,399,000,000	48.72977
IIC	1	1,000,000	0.00009
Total	1,092,554	1,092,554,000,000	100.00

Management and Supervision

The current composition of TPEC's Board of Directors and Board of Commissioners are as follows:

Board of Directors

President Director	:	Raymond Naldi Rasfuldi	
Director	:	Benny Julius Joesoep	
Director	:	Suraji Nugroho	Director
		Rizki Amelia	:
Director	:	Ananto Wardono	

Board of Commissioners

President Commissioner	:	Kamen Kamenov Palatov	Commissioner
	:	Dhira Nandana	
Commissioner	:	Retina Rosabai	
Commissioner	:	Farid Harianto	
Commissioner	:	Hasnul Suhaimi	

(f) TRIS as the Subsidiary Guarantor

Brief Summary

TRIS is a company duly established under the laws of Singapore and registered under registration number 200602391C on 22 February 2006. TRIS is domiciled at 7 Temasek Boulevard, #08-01, Suntec Tower One, Singapore 038987.

Purposes and Objectives

Purposes and objectives of TRIS is to carry out businesses in the sectors of general trading and investment in other holding company (investment holding).

Capital and Share Ownership

The current shareholder composition of TRIS are as follows:

Shareholder	Number of Shares	Nominal Value (USD)	%
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TPEC	39,000,000	39,000,000	100.00
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Management and Supervision

The current composition of TRIS's Board of Directors are as follows:

Board of Directors

Director	:	Joseph Pangalila
Director	:	Mohammad Mangkuningrat
Director	:	Charles Cai
Director	:	Azis Armand

(g) Initial Purchaser

Initial purchasers ("**Initial Purchasers**") are parties who have submitted the number of Notes to be purchased and the desired interest rate with the aim of obtaining an indication of the number of Notes to be issued. The Initial Purchaser is the party that has the role of purchasing the Notes to be issued by the Company and subsequently resold to general investors. The following are the Initial Purchasers of the Notes based on the Purchase Agreement dated 24 April 2024 entered into by the Company, the Subsidiary Guarantors and the Initial Purchasers:

- (i) Standard Chartered Bank (Singapore) Limited
Address: Marina Bay Financial Centre, Tower 1, 8 Marina Boulevard, *Level 20*
Singapore 018981
- (ii) Deutsche Bank AG, Singapore Branch
Address: One Raffles Quay, #18-00 South Tower, Singapore 048583
- (iii) Mandiri Securities Pte. Ltd.
Address: 12 Marina View, #19-06, Asia Square Tower 2, Singapore 018961

3. CLARIFICATION, CONSIDERATION, AND BACKGROUND OF THE PROPOSED TRANSACTION AND THE EFFECT OF THE PROPOSED TRANSACTION TOWARDS THE COMPANY'S FINANCIAL CONDITION

Clarification, Consideration and Background of the Proposed Transaction

The issuance of Notes will maintain the Company's liquidity and cash position and also extend the maturity period of the Company's debt with the Notes payment scheme at the end of maturity (bullet payment).

By considering the uncertainty of the development of coal prices in the future, the Company expects that by extending the maturity of the Company's liabilities, then the Company, or indirectly through its subsidiaries, can diversify its business into the non-coal sector.

Effect of the Proposed Transaction towards the Company's Financial Condition

Issuance of the Notes, in one side, will increase interest expense of the Company, therefore, on the other hand the issuance of Notes will extend maturity date of the Company's debt. With a longer maturity period, the Transaction is expected to maintain liquidity and cash balance of the Company in the upcoming years. The proceeds of the Notes may be used by the Company, or indirectly through its subsidiaries, to diversify its business into the non-coal sector.

SUMMARY OF FAIRNESS OPINION

As stipulated under the OJK Regulation 17/2020, to ensure the Fairness of Transactions to be carried out by the Company, the Company has appointed a Public Appraisal Service Office (*Kantor Jasa Penilai Publik*) Stefanus Tonny Hardi & Rekan ("KJPP"), to provide a Fairness Opinion on the Transaction, as presented in the Fairness Opinion for Transaction No. 00034/2.0007-00/BS/02/0490/1/V/2024 dated 7 May 2024, with the following summary:

1. Parties of the Transactions

The parties involved in the Transaction are:

- a. The Company, as the issuer of the Notes;
- b. IIC, TIME, TPE, TPEC, and TRIS, as the Subsidiary Guarantors.

2. Material Transaction

The issuance of the Notes amounting to USD 350,000,000 (three hundred and fifty million United States Dollars). Based on the Company's Consolidated Financial Statements, the Company's total consolidated equity as of 31 December 2023 is USD 1,377,137,450 (one billion three hundred seventy-seven million one hundred thirty-seven thousand and four hundred fifty United States Dollars), therefore the issuance of USD 350,000,000 (three hundred and fifty million United States Dollars) Notes is equivalent to 25.42% (twenty-five point four two percent) of the Company's total consolidated equity as of 31 December 2023.

3. Object of the Fairness Opinion

In accordance with the assignment given by the Company, the scope of assessment of the KJPP is to provide fairness opinion through fairness analysis, qualitative analysis and quantitative analysis of the Transaction.

4. Purpose and Objectives of the Fairness Opinion

Based on the results of the Public Accountant's review of the Company's consolidated financial information based on the Company's Consolidated Financial Statement, the Company's total consolidated equity was USD 1,377,137,450 (one billion three hundred seventy-seven million one hundred thirty-seven thousand and four hundred fifty United States Dollars), therefore the issuance of Notes amounting to USD 350,000,000 (three hundred and fifty million United States Dollars) is equivalent to 25.42% (twenty-five point four two percent) of the Company's total consolidated equity as of 31 December 2023. Therefore, since the transaction value is more than 20% (twenty percent) of the Company's equity, the Transaction shall constitute a material transaction as defined under OJK Regulation 17/2020.

Thus, this fairness opinion is required to comply with applicable regulations, namely OJK Regulation 17/2020.

5. Assessment Date

The fairness opinion is conducted as of 31 December 2023.

6. Appraiser Independence

In preparing the fairness opinion on the Transaction, KJPP has acted independently without any conflict of interest and is not affiliated with the Company or other affiliated parties.

KJPP also does not have any personal interests or benefits related to this assignment. Furthermore, this fairness opinion is not made to provide an advantage or disadvantage to any party. The fees received by KJPP are not at all influenced by the fairness resulting from this fairness analysis process.

7. Benefit of the Transaction

The Notes will increase the liquidity and cash position of the Company and prolong profile of the maturity date of the Company's indebtedness and with the Notes principal payment scheme's by bullet payment.

Considering the uncertainty regarding the future development of coal prices, the Company believes that by extending the debt maturity period, the Company, either directly or indirectly through its subsidiaries, can diversify its business into non-coal sectors.

The following describes the benefits of issuing the Notes for the Company:

- a. By carrying out the Transaction, the Company's financial obligations that must be repaid in 205 or when the Notes 205 becomes due and payable can be converted into financing with a longer term;
- b. With the bullet payment scheme for the Notes, the Company is able to maintain its liquidity, especially when the 2025 Notes are due and payable;
- c. Through the Transaction, the Company, or indirectly through its subsidiary, can expand their business or diversify its business to the non-coal related sector;
- d. Funds that were originally used by the Company to repay the 2025 Notes can be reused in the future, so that the funds can be focused on financing the non-coal related business activities of the Company and its subsidiaries; and
- e. Funding through the issuance of the Notes is an alternative financing for the Company considering the limited channeling of financing by banks which is influenced by the coal business climate which has not fully recovered.

8. Assumptions and Limitation of Conditions

In preparing the fairness opinion on the Transaction, KJPP relies on several assumptions, among others :

1. The fairness opinion produced by the KJPP is a non-disclaimer opinion.
2. KJPP has conducted a review of the documents used in the appraisal process.

3. Data and information obtained by KJPP come from sources that can be trusted for their accuracy.
4. KJPP implemented adjustments to financial projections prepared by management, reflect the fairness and capability to achieve such projections (*fiduciary duty*).
5. KJPP is responsible for the fairness of opinion and the fairness of adjustment to financial projections.
6. KJPP issues a Fairness Opinion Report that is open to the public, unless there is confidential information which may affect the company's operation.
7. KJPP is responsible for the Fairness Opinion Report and the Fairness Opinion Conclusion.
8. KJPP has obtained information on the legal status of the assessment object from the Assignor.

KJPP also adheres to the management representation letter that management has submitted all important and relevant information to the Transaction Plan and to the best of the Company's management knowledge there are no material factors that have not been disclosed and could be misleading.

9. Methodology of Fairness Assessment of Transactions

Fairness Assessment of this Transaction is carried out by **transaction analysis**, **qualitative analysis** and **quantitative analysis** in the form of performance analysis and incremental analysis so that the fairness of the Transaction can be determined in terms of the financial impact on the Company's shareholders.

10. Analysis of Fairness of the Transaction

On the basis of transaction analysis, qualitative and quantitative analysis that KJPP conducted on the Transaction, KJPP provides the following conclusions:

1. The Company will issue the Notes. Considering that there is uncertainty over the development of coal prices in the future, the Company hopes that the issuance of the Notes can maintain the liquidity and cash position of the Company. This is based on the consideration that in general the issuance of Notes will, among other things, be utilised to repay a portion of the 2025 Notes and to expand non-coal business activities.
2. Transactions are material transactions as defined under the OJK Regulation 17/2020. Based on the Company's Consolidated Financial Statements as of Assessment Date, the Company's total consolidated equity is USD 1,377,137,450 (one billion three hundred seventy-seven million one hundred thirty-seven thousand and four hundred fifty United States Dollars), so that the issuance of the Notes amounting to USD 350,000,000 (three hundred and fifty million United States Dollars) is equivalent to 25.42% (twenty five point four two percent) of the Company's total consolidated equity as of Assessment Date. Therefore, since the transaction value is more than 20% (twenty percent) of the Company's equity, the Transaction shall constitute as a material transaction as defined under the OJK Regulation 17/2020. Referring to OJK Regulation 17/2020, to conduct Transactions, the Company is required to use an appraiser to determine the fairness of the Transaction, announce disclosure of information related to Transactions in no later than 2 (two) working days after the Transaction date, and submit evidence of such disclosure of information along with supporting documents to OJK which includes the appraiser's report and other supporting documents. The period between the Assessment Date and the Transaction

shall be no longer than 6 (six) months. Therefore, the Company has requested KJPP to prepare a fairness assessment to comply with the provisions of OJK Regulation 17/2020.

3. In accordance with the Offering Memorandum of the Notes, the proceeds from the issuance of the Notes after deducting the issuance fee, commission, and other transaction related fee will be used to: (i) repay the maximum principal amount related to the 2025 Notes; (ii) to repay the remaining amount of the 2025 Notes through buyback in the market, tender offer, and/or repayment as governed in the indenture of the 2025 Notes; (iii) financing for Company's expenditure in relation to the development and expansion of non-coal business activity.
4. The benefits that the Company will gain are as follows:
 - a. By carrying out the Transaction, the Company's financial obligations that must be repaid in 2025 or when the 2025 Notes becomes due and payable can be converted into financing with a longer maturity;
 - b. With the bullet payment scheme for the Notes, the Company is able to maintain its liquidity, especially when the 2025 Notes are due and payable;
 - c. Through the Transaction, the Company, or indirectly through its subsidiary, can expand their business or diversify its business to the non-coal related sector;
 - d. Funds that were originally used by the Company to repay the 2025 Notes can be reused in the future, so that the funds can be focused on financing the non-coal related business activities of the Company and its subsidiaries; and
 - e. Funding through the issuance of the Notes is an alternative financing for the Company considering the limited distribution of financing by banks which is influenced by the coal business climate which has not fully recovered.
5. The issuance of Notes is guaranteed with (i) corporate guarantee by the Subsidiary Guarantors; (ii) guarantee in the form of a share pledge provided by the Company and the Subsidiary Guarantors, where these securities are common security with 2025 Notes. Provision of a corporate guarantee by the Subsidiary Guarantor and pledging shares by the Subsidiary Guarantor for the issuance of Notes carried out by the Company constitutes an affiliate transaction as defined in OJK Regulation 42/2020, which only needs to be reported to the OJK no later than 2 (two) working days after the Transaction because the transaction is carried out between the Company and a Controlled Company whose shares are owned by at least 99% (ninety nine percent) of the paid-up capital of the Controlled Company. Based on the explanation from the Company's management, the Transaction is not a transaction that contains a conflict of interest.

The total market value of the shares on a consolidated basis as one of the security for the issuance of Notes is USD 1,375,113,654 (one billion three hundred seventy-five million one hundred thirteen thousand six hundred fifty four United States Dollars), with the following details:

Secured Shares	Ownership	Shares	Ownership Percentage (%)	Market Value (in USD)
IIC ^{*)}	The Company	468,288	99.997	653,055,870
Kideco	The Company	100,139	40.00	475,354,069
TPEC	The Company & TIME	1,092,553	99.999	212,421,273
TPE	The Company & TIME	1,384,999	99.999	18,565,471
TRIS	TPEC	39,000,000	100	15,716,971
Total				1,375,113,654

*) In assessing IIC's shares, an assessment of IIC's subsidiaries and associated entities is also carried out, including IIC's shares in Kideco, TPE, and TPEC.

6. Based on the projection of the Company's cash flow in the next 5 (five) years (2024 - 2029), by carrying out the Transaction, the Company's financial position provides a healthier picture, where in the conditions of conducting the Transaction, the present value of the Company's net cash flows is higher by USD 2,967,960 (two billion nine hundred sixty-seven thousand and nine hundred sixty United States Dollars) compared to the condition whereby the Company not conducting the Transaction, as can be seen in the current value table of net cash flows below:

Conditions	Current Value Net Cash Flow
Conducting Transactions - in USD	1,401,499,582
Not Conducting Transactions - in USD	1,398,531,623
Margin	2,967,960

11. Conclusion

Based on transaction analysis, qualitative analysis, quantitative analysis and fairness analysis of the Transaction, KJPP is of the opinion that the Transaction is **fair**.

COMPANY'S BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS' STATEMENTS

1. This Disclosure of Information is complete and in accordance with the requirements under OJK Regulation 17/2020.
2. The Transaction is a material transaction as referred to in OJK Regulation 17/2020 and the transaction of granting Company guarantee by Subsidiary Guarantors is an affiliated transaction as referred to in OJK Regulation 42/2020. Given the value of the Transaction does not reach more than 50% (fifty per cent) of the Company's equity, the Company does not require GMS approval to conduct the Transaction.
3. Corporate guarantee and pledge of shares by Subsidiary Guarantors for the issuance of Notes by the Company are affiliated transactions that only need to be reported to OJK based on OJK Regulation 42/2020 because the transaction is conducted between the Company and a Controlled Company whose shares are owned by at least 99% (ninety-nine per cent) of the paid-up capital of the Controlled Company.
4. Transactions do not contain conflicts of interest as referred to in OJK Regulation 42/2020.
5. The statement in the Information Disclosure submitted does not contain statements or information or facts that are untrue or misleading, and has contained all material information or facts necessary for investors to make decisions in connection with the Transaction.

AFFILIATED TRANSACTION

1. Relationship and Nature of Affiliation of the Parties Conducting Material Transactions

The transaction of providing corporate guarantee and pledge of shares for the issuance of Notes by the Company is provided by the Subsidiary Guarantor which is a fully owned subsidiary directly or indirectly by the Company. Therefore, this is an affiliated transaction as referred to in OJK Regulation 42/2020. Considering that the affiliated transaction is carried out

between the Company and a Controlled Company whose shares are owned by at least 99% (ninety nine percent) of the paid-up capital of the Controlled Company, this affiliated transaction must only be reported to OJK no later than 2 (two) working days after the issuance of the Notes.

2. Explanation, Consideration, and Reasons for Conducting Such Transaction, Compared to Other Similar Transactions Not Conducted with Affiliated Parties

Considering that the affiliated transaction referred to in the Transaction is the provision of corporate guarantees and pledge of shares by the Subsidiary Guarantors for the issuance of Notes by the Company, such guarantees in general can only be provided by Affiliates of the Company.

ADDITIONAL INFORMATION

For any additional information required please contact the Company on the following address:

PT Indika Energy Tbk.
Graha Mitra 11th Floor
Jl. Jenderal Gatot Subroto Kav.21
Jakarta 12930, Indonesia
Tel. +6221 25579888 Fax. +6221 25579800
E-Mail: corporate.secretary@indikaenergy.co.id
www.indikaenergy.co.id