

**DISCLOSURE OF INFORMATION
IN RELATION TO AFFILIATED TRANSACTIONS**

PT MEDCO ENERGI INTERNASIONAL TBK

(THE "COMPANY")

This Disclosure of Information is made and prepared in order to comply with Bapepam and LK Regulation No. IX.E.1 on Affiliated Transactions and Conflicts of Interest of Certain Transactions ("**Rule No. IX.E.1**") and Financial Services Authority Regulation No. 31/POJK.04/2015 dated 16 December 2015 on the Disclosure of Material Information or Facts by Issuers or Public Companies ("**OJK Regulation No. 31/2015**").



PT MEDCO ENERGI INTERNASIONAL TBK ("COMPANY")

Main Business Activity:

Exploration, mining and production of oil, natural gas and power generation
Located in South Jakarta, Indonesia.

Head Office:

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This Disclosure of Information is important to be read and considered by the Company's Shareholders regarding Affiliated Transactions.

If You experience any difficulty in understanding the information contained herein, you should consult with a stockbroker, investment manager, legal counsel, public accountant or other professional advisors.

The Company's Board of Directors and Board of Commissioners, whether severally or jointly, are fully responsible for the completeness and accuracy of all the information or material facts contained herein, and hereby state that the information stated herein is correct and that there are no material facts omitted which may cause the material information stated herein to be untrue and/or misleading.

**Jakarta, 2 April 2019
Board of Directors**

DEFINITIONS

AMG	: PT Api Merta Graha, a limited liability company incorporated under laws of Republic of Indonesia, domiciled in Jakarta.
Bapepam-LK	: The Capital Market and Financial Institution Supervisory Agency (<i>Badan Pengawas Pasar Modal dan Lembaga Keuangan</i>) as referred to in Decree of the Minister of Finance of the Republic of Indonesia No. 184/PMK.01/2010 dated 11 October 2010 concerning Organization and Working Procedures of the Capital Market and Financial Institution Supervisory Agency, formerly known as the Capital Market Supervisory Agency as referred to in Article 3 paragraph (1) of the Capital Market Law (as defined below), which has currently been taken over by OJK (as defined below).
MOLHR	: The Ministry of Law and Human Rights of the Republic of Indonesia.
Disclosure of Information	: The Company's Disclosure of Information issued on 3 July 2018 in relation to Shares Sales and Purchase Agreement conducted between Company and MDAL, MEN and BDM.
MDAL	: PT Medco Daya Abadi Lestari, a limited liability company incorporated under the laws of the Republic of Indonesia, domiciled in Jakarta.
MOLHR	: The Minister of Law and Human Rights of the Republic of Indonesia.
OJK	: The Financial Services Authority (<i>Otoritas Jasa Keuangan</i>), which has effectively taken over the functions, duties and authority of regulating and supervising financial services activities in the capital market sector from Bapepam-LK since 31 December 2012 under the provisions of Law No. 21 of 2011 on the Financial Services Authority.
Rule No. IX.E.1	: Rule No. IX.E.1 on Affiliated Transactions and Conflicts of Interest on Certain Transactions, Attachment to the Decree of the Head of the Capital Market and Financial Institution Supervisory Agency No. Kep-412/BL/2009 dated 25 November 2009.
Company	: PT Medco Energi Internasional Tbk, a limited liability company incorporated under the laws of the Republic of Indonesia, domiciled in Jakarta.
POJK No. 31/2015	: Financial Services Authority Regulation No. 31/POJK.04/2015 dated 16 December 2015 on the Disclosure of Information or Material Facts by Issuers or Public Companies.s
Transaction	: Transaction on the transfer of 116,280 shares, representing 51.0% share ownership in AMG owned by the Company to MDAL.

I. INTRODUCTION

This Disclosure of Information is made in connection with the transaction the sale of: 116,280 shares, representing 51.0% share ownership in AMG owned by the Company to MDAL ("**Transaction**").

The transaction on the transfer of shares above is an Affiliated Transaction pursuant to Rule No. IX.E.1.

The Company's Board of Directors and Board of Commissioners, severally or jointly, hereby states that this Transaction does not contain a Conflict of Interest as contemplated under Rule No. IX.E.1.

In connection with the matters referred to above, consistent with the provisions of Rule No. IX.E.1, the Board of Directors of the Company shall announce this Disclosure of Information with the objective to provide complete information and a full description to the shareholders of the Company regarding the Transaction that has been entered into between the Company and MDAL.

There are no negative covenants that requires the Company to obtain prior consent/approval from third parties in connection with the Transaction.

II. TRANSACTION

A. BACKGROUND, REASONS AND BENEFITS OF THE TRANSACTION

We believe that the sales of shares in AMG provide benefit and bring the positive impact to the Company, the stakeholders and the shareholders of the Company with the consideration that the agreed purchase value is a fair value and good for AMG's condition.

Upon completion of the transaction, the Company may focus on its core business which oil and gas, power plant, and mining, and the Company obtain the additional funds which can be used to strength is cash flow and the capital of the Company.

B. DESCRIPTION OF THE TRANSACTION

1. Parties to the Transaction

a. The Company

The Company was incorporated as a Domestic Investment by virtue of Law No. 6 of 1968 as amended by Law No. 12 of 1970 and lastly amended by Law No. 25 of 2007 regarding Capital Markets, incorporated based on Deed of Establishment No. 19 dated 9 June 1980, as amended by Deed of Amendment No. 29 dated 25 August 1980 and Deed of Amendment No. 2 dated 2 March 1981, whereby all three deeds were drawn up before Imas Fatimah, S.H., Notary in Jakarta, which has been ratified by the Minister of Justice of the Republic of Indonesia by virtue of Decree No. Y.A.5/192/4, dated 7 April 1981 and registered at the District Court of Jakarta, respectively under No. 1348, No. 1349 and No. 1350, dated 16 April 1981 and announced under the State Gazette No. 102 dated 22 December 1981, Supplement No. 1020/1981. The articles of association of the Company has undergone several amendments, last of which is based on Deed of Shareholder Resolution No. 51 dated 21 February 2018 drawn up before Leolin Jayayanti, S.H., a Notary in Jakarta, which was notified to MOLHR as evidenced under Letter of Receipt of Notice of Amendment to Articles of Association No. AHU-AH.01.03-0080040 dated 23

February 2018 and has been registered in the Company Register maintained by the MOLHR under No. AHU-0026074.AH.01.11.Tahun 2018 dated 23 February 2018 (“**Deed No. 51/2018**”).

Pursuant to Deed No. 51/2018, the Board of Commissioners of the Company has agreed to increase the paid-up capital and issued capital which previously 13,329,805,800 to become 17,728,923,467 shares as the implementation of the shares issued from the Limited Public Offering of Medco Energi Internasional II of 2017.

Based on Article 3 of the Company's articles of association, the purposes and objectives of the Company are to engage in the business of exploration, mining and production, industry, general trading, agency and/or representation, and contractor business.

To achieve the purposes and objectives stated above, the Company may conduct the following businesses:

1. Conducting the business of mining support services and production of oil and gas and other mining and energy industries;
2. Conducting the business of oil and gas and other sources of energy drilling;
3. Conducting the business of construction, infrastructure maintenance and distribution or any other business needed for the mining of oil and gas and other sources of energy;
4. Carry out general trading, including importing, exporting, and local trade, and inter-island trade (*interinsulair*) whether for its own calculation or by commission on the calculation of other parties, as well as trading businesses as supplier, grocer and distributor;
5. Act as an agent and representative of other companies, either domestically or abroad, save for acting as a travel agent;
6. Contract, plan and carry out construction works, in particular the construction of buildings, roads, bridges, setting up of water installations, electricity and gas installations and carry out technical labour related to the said works; and
7. Conducting business in the field of management and renting of office buildings.

When this Disclosure of Information is published, the composition of the Company's Boards of Commissioners and Board of Directors is as follows:

Board of Commissioners

President Commissioner	: Muhammad Lutfi
Independent Commissioner	: Marsilam Simandjuntak
Independent Commissioner	: Bambang Subianto
Commissioner	: Yani Yuhani Panigoro
Commissioner	: Yaser Raimi A. Panigoro

Board of Directors

President Director	: Hilmi Panigoro
Director	: Roberto Lorato
Director	: Ronald Gunawan
Director	: Amri Siahaan
Independent Director	: Anthony R. Mathias

b. MDAL

MDAL is a limited liability company incorporated under the Laws of the Republic of Indonesia based on the Deed of Establishment No. 12 dated 30 September 30 2016 drawn up before Siti Rumondang Bulan Lubis, S.H., M.Kn., Notary in Tangerang, which has been ratified by MOLHR by virtue of Decree No. AHU-0044467.AH.01.01.Tahun 2016 dated 7 October 2016 and has been registered in the Company Register maintained by the MOLHR under No. AHU-0118107.AH.01.11.Tahun 2016. The registered office of MDAL is located at The Energy Building, 53rd floor of SCBD Lot. 11-A, Jl. Jendral Sudirman Kav. 52-53, Senayan, Kebayoran Baru, South Jakarta.

Since its establishment, MDAL has amended its articles of association pursuant to Deed of Circular Resolution of Shareholders No. 180 dated 23 May 2018 drawn up before Siti Rumondang Bulan Lubis, S.H., M.Kn., Notary in Tangerang, which has been ratified by the MOLHR by virtue of his Decree No. AHU-0011629.AH.01.02.Tahun 2018 dated 25 May 2018 and have been registered in the Company Register maintained by the MOLHR under No. AHU-0073417.AH.01.11.Tahun 2018 dated 25 May 2018 (“**Deed No. 180/2018**”). Pursuant to Deed No. 180/2018, the shareholders of MDAL agreed to amend the Article 4 of its articles of association.

Based on Article 3 of the articles of association of MDAL, the purpose and objectives of MDAL are to engage in the business of trading, contractor, transportation, industry, printing, engineering, services, electricity, mining and energy as well as business related to mining and energy, industry, transportation, and services.

The composition of the Board of Commissioners and the Board of Directors of MDAL as to the date of this Disclosure of Information is stipulated as follows:

Board of Commissioners

President Commissioner	: Arifin Panigoro
Commissioner	: Yaser Raimi A. Panigoro
Commissioner	: Arief Widyawan Sidarto

Board of Directors

President Director	: Hilmi Panigoro
Director	: Hannibal S. Anwar
Director	: R. Hario Soeprono

2. Summary of Agreements

- a. **Conditional Sales and Purchase of Shares Agreement dated 28 December 2018 made between the Company and MDAL in connection with the sale and purchase of AMG Shares**

Scope:

The Company has agreed to transfer 116,280 of its owned shares in AMG to MDAL.

Purchase Price:

The price of the shares sales and purchase is USD 163,000,000, which will be paid through the following stages:

- Down payment with amount of USD 10,000,000, paid at the date of this agreement;
- Any amount will be paid based on the Debt Novation Agreement between the Company, MDAL and AMG pursuant to the outstanding amount stated in the notification letter from the Company to MDAL on the Closing Date (as defined below);
- The remaining amount from the sale price deducted from the down payment and the outstanding debt of the Company novated to MDAL will be paid through the promissory notes which mature for 6 months from the Closing Date.

Termination:

The agreement may be terminated, by the latest, before 31 March 2019 ("**Closing Date**") if any of the following events have occurred:

- a. if the appraisal report and fairness opinion prepared by the independent appraiser not mention this transaction is fair;
- b. has been agreed by both Parties to be terminated;
- b. one of the Party, in the event that the Closing Date is not on 31 March 2019 (or any other time agreed in writing by the Parties), as a result of such party's default; and
- c. one of the Party, does not breach the agreement, however the other Party breaches the agreement materially.

Applicable law:

Laws of the Republic of Indonesia.

Dispute resolution:

Badan Arbitrase Nasional Indonesia (BANI).

b. Debt Novation Agreement dated 22 March 2019 between the Company, MDAL and AMG

Scope:

The Company has novated its debt in AMG to MDAL with the consent from AMG pursuant to the Loan Agreement between the Company and AMG dated 9 June 2017.

Amount of Debt:

USD 73,100,000

Termination:

In the event of transfer of shares pursuant to the Conditional Share Purchase Agreement become not effective, then:

- a. The debt novation of MEI become null from the date of Conditional Share Purchase Agreement become not effective; and
- b. MDAL agree to receive the repayment (which has been conducted) in full to AMG without any interest.

Applicable law:

Laws of the Republic of Indonesia.

Dispute resolution:

Based on the mutual agreement between parties.

c. Promissory Notes dated 22 March 2019 between the Company and MDAL

Scope:

MDAL has issued the promissory notes as one of the form payment of the Transaction.

Amount:

IDR 79,900,000

Interest Rate:

5.85% per annum

Maturity Date:

6 months from the Closing Date

Applicable law:

Laws of the Republic of Indonesia.

d. Deed of Shares Sale and Purchase No. 24 dated 29 March 2019, drawn up before Siti Rumondang Bulan Lubis, Notary in Tangerang

Parties:

- a. The Company as the First Party; and
- b. MDAL as the Second Party.

Scope:

The First Party intends to sell and deliver of 116,280 (one hundred sixteen thousand two hundred eighty) shares owned by the First Party to the Second Party and the Second Party intends to purchase and receive such delivery of shares pursuant to the Conditional Share Sale and Purchase Agreement dated 28 December 2018 (the "**Transfer Shares**").

Such transfer of shares will become effective after the signing of this deed, subject to the future obligations to register or report the delivery of shares, therefore, since the date of this Deed, the Second Party will own the rights, the ownership, and the interest of the Transfer Shares and to use such ownership to conduct the obligations and take risk of the such Transfer Shares on or after the date of this Deed.

Applicable law:

Laws of the Republic of Indonesia.

D. AFFILIATED TRANSACTION

The transaction on the transfer of 116,280 shares of AMG which representing 51.0% ownership of the Company to MDAL, constitutes as an affiliated transaction as contemplated under Rule No. IX.E.1, whereby the transaction represents the disposal of securities in the form of shares with MDAL who is a shareholder of the Company and have the same director between the Company and MDAL, which Hilmi Panigoro as the President Director of the Company also serve as the President Director of MDAL. Therefore, the Transaction must obtain a fairness opinion from an independent appraiser and must be announced to the public.

The Transaction is not a transaction that contains a conflict of interest as contemplated under Rule IX.E.1.

The Transaction has been conducted between an affiliated party of the Company by using the same terms and conditions as it would be when performed with a third party, therefore the terms and conditions of the Transaction may be generally accepted.

E. OBJECT OF THE AFFILIATED TRANSACTION

AMG

AMG was incorporated based on Deed of Establishment No. 19 dated January 31, 2005, drawn up before Lolani Kurniati Irdham-Idroes, S.H, LL.M, Notary in Jakarta, which has been approved by the MOLHR No. C-07462 HT.01.01.TH.2006 dated 15 March 2006, and registered in the Company Register at the South Jakarta Company Registry Office under No. 2086/BH.09.03/VIII/2006 dated August 31, 2006 and announced under the State Gazette No. 95 dated November 28, 2006, Supplement to the State Gazette No.12427 ("**Deed of Establishment**"). The articles of association of AMG has undergone several amendments, last of which is based on Deed of Circular Resolution of Shareholders No. 22 dated 17 December 2015, drawn up before Siti Rumondang Bulan Lubis, S.H., M.Kn., Notary in Tangerang, which has been approved by the MOLHR by virtue of Decree No. AHU-0948621.AH.01.02.Tahun 2015 dated December 22, 2015 has been notified to the MOLHR based on its Acknowledgement Letter No. AHU-AH.01.03-0990442 dated December 22, 201 and both has been registered in the Company Register maintained by the MOLHR under No. AHU-3596983.AH.01.11.Tahun 2015 dated December 22, 2015 ("**Deed No. 22/2015**") and Deed of Circular Resolution of Shareholders No. 02 dated September 6, 2018, drawn up before Siti Rumondang Bulan Lubis, S.H., M.Kn., Notary in Tangerang, which has been approved by the MOLHR by virtue of Decree No. AHU-0018632.AH.01.02.Tahun 2018 dated September 10, 2018 and has been registered in the Company Register maintained by the MOLHR under No. AHU-0119142.AH.01.11.Tahun 2018 dated September 10, 2018 ("**Deed No. 02/2018**")

Pursuant to Deed No 22/2015, the shareholders of AMG agreed the following:

- a. Change of the company's status from PMA company to non-facility domestic investment company;
- b. Amendment and restatement of its articles of associations.

Pursuant to Deed No. 02/2018, the shareholders of AMG agreed to the amend the Article 3 of its articles of association.

Based on Article 3 of the articles of association, AMG's purpose and objectives are to conduct business activities in the fields of development, trading which relates to the property and services.

To implement the meaning and purpose of the abovementioned, AMG may conduct the following business:

- a. Development:
Act as a developer;
- b. Trading:
Trading which relates to the real estate and property business, such as sale and purchase, either immovable asset or shares ownership of the office building, office space, apartment unit, hotel condominium (condotel), and other supporting facilities.
- c. Services:
 - (a) The management and rental of building, office, parking management and other relating business;
 - (b) Rental and management of property such us management and rental, maintenance, and procurement of supporting facilities for apartment,

condominium, hotel, condominium hotel (condotel), flat and *rumah susun* and other relating business.

The composition of the Board of Directors and the Board of Commissioners of AMG as to the date of this Disclosure of Information is stipulated as follows:

Board of Commissioners:

President Commissioner	: Yani Yuhani Panigoro
Commissioner	: Bambang Triwibagyo

Board of Directors

President Director	: Meidi Lazuardi
Director	: David Gamal Nasser Akilie

F. IMPACT OF THE TRANSACTION TO THE COMPANY'S FINANCIAL POSITION

Until the date of issuance of this Disclosure of Information, Transaction has no significant and material effect on the Company's financial position.

III. SUMMARY OF APPRAISAL REPORT

The Public Appraisal Service Office (*Kantor Jasa Penilai Publik*) ("KJPP") Felix Sutandar & Rekan ("FSR") has been appointed as an independent appraiser in accordance with offer letter No. 1025/FSR/Spn/FS/2012/2018 dated 20 December 2018 which has been required to provide an appraisal of the 51.0% of AMG's shares.

Appraisal Report of 51.0% AMG Shares

Hereby the summary of FSR's KJPP shares appraisal report on 51.0%% shares of AMG as set forth in report No. 00487/2.0072-00/BS/02/0022/1/III/2019 dated 22 March 2019, which is as follows:

a. Parties involved in the Transaction

The parties involved in the Transaction are the Company, MDAL and AMG.

b. Object of the Appraisal

The Object of the Appraisal is the fair market value of 51.0% of AMG shares.

c. Purpose of the Appraisal

The purpose of the appraisal is to obtain an independent opinion of the fair market value of the Object of the Appraisal which is denominated in USD and/or its equivalent as of 30 September 2018.

d. Primary Assumptions and Qualifications

1. This Appraisal Report is non-disclaimer opinion;
2. The Appraiser has been reviewed the documents relating to the Transaction;
3. Information and data have been provided from the trusted sources;
4. Financial projections used has been adjusted and projecting the fairness of the financial projections made by the management with its achievement ability;
5. The Appraiser is responsible to the implementation of this appraisal and the fairness of the financial projections;

6. This Appraisal Report is public document unless contain confidentiality information, which will be affected the Company's operational;
 7. The Appraisal is responsible to the Appraisal Report and the Conclusion of Final Appraisal;
 8. The Appraisal have obtained on the legal status of the Object of Valuation from the Assignor;
- e. The Approach Used in the Appraisal
- In the assessment of Appraisal of 51.0% AMG Shares, the appraisal assessment used is the Income Approach and the Asset Approach.
- f. Appraisal Method
- The appraisal methods used in the assessment of the Object of the Appraisal are the Discounted Cash Flow method for the Income Approach and the Asset Accumulation for the Asset Approach.
- g. Appraisal Conclusion
- Based on the analysis has been conducted, including any relevant factors which may be affected, the Appraiser have the view that the Fair Market Value of 51.0% AMG Shares as per 30 September 2018 amounted to **Rp 2,325,191,750,000 (two trillion three hundred twenty five billion one hundred ninety one million seventy hundred fifty thousand Rupiah)** or equal to **USD 155,750,000 (one hundred million seventy hundred fifty thousand United States Dollar)**.

Fairness Opinion of The Transaction

The Public Appraisal Service Office (*Kantor Jasa Penilai Publik*) ("**KJPP**") Jennywati, Kusnanto & Rekan ("**JKR**") has been appointed as an independent appraiser in accordance with offer letter No. JK/180907-001 dated September 7, 2018 which has been required to provide a fairness opinion of the Transaction.

Below is a summary of JKR's KJPP fairness opinion report in relation to the Transaction as outlined in its report No. 00033/2.0022-00/BS/02/0382/1/III/2019 date March 29, 2018 with the following summary:

- a. Parties related to the Transaction

The parties involved in the Transaction is the Company, MDAL and AMG.

- b. Object of the Fairness Opinion of the Transaction

The Object of Transaction in the Fairness Opinion of the Transaction is as follows:

The Transaction where the Company has divest of 116,280 shares or equivalent to 51.0% of AMG shares undertaken by the Company to MDAL with all transaction value of USD 163.00 million.

- c. Purpose of the Fairness Opinion

The purpose and objective of the preparation of Fairness Opinion report on the Transaction is to provide an overview to the Board of Directors of the Company on the

Fairness Opinion of the Transaction and to comply with the applicable provisions of Rule IX.E.1.

d. Primary Assumptions and Qualifications

The analysis of Fairness Opinion on the Transaction is prepared using the data and information as disclosed above, which data and information has been reviewed by JKR. In carrying out the analysis, JKR relies on the accuracy, reliability and completeness of all financial information, information on the legal status of the Company and other information provided to JKR by the Company or generally available and JKR is not responsible for the accuracy of such information. Any changes to such data and information may affect the outcome of JKR's opinion in a material manner. JKR also relies on representation of the management of the Company that they are not aware of the facts that cause the information provided to JKR to be incomplete or misleading. Therefore, JKR is not responsible for the change of conclusion on JKR's Fairness Opinion due to the change of data and information.

The projected consolidated financial statements of the Company before and after the Transaction are prepared by the management of the Company. JKR has reviewed the projected financial statements and such projected financial statements have reflected the Company's operating and performance conditions. Broadly speaking, there are no significant adjustments that JKR needs to take in relation to the Company's performance targets.

JKR did not undertake inspections in relation to fixed assets or facilities of the Company. In addition, JKR did not provide an opinion on the tax effects of the Transaction. The services that JKR provides to the Company in connection with the Transaction is limited to the Fairness Opinion on Transaction and not those services related to accounting, audit or taxation services. JKR does not conduct research on the validity of the Transaction from any legal aspects and implications of any aspects of taxation. The Fairness Opinion on the Transaction was merely assessed from an economic and financial standpoint. The Fairness Opinion on the Transaction is a non-disclaimer opinion and is a report open to the public unless there is confidential information that may affect the Company's operations. Furthermore, JKR has also obtained information on the legal status of the Company based on the Company's articles of association.

JKR's work relating to the Transaction is not and cannot be construed to constitute in any form, a review or audit or the exercise of certain procedures for financial information. The work also cannot be intended to reveal weaknesses in internal control, errors or deviation in financial statements or violations of law. In addition, JKR does not have the authority and is not in a position to obtain and analyse any other forms of transactions other than the existing Transaction that may be available to the Company and the effect of such transactions in relation to the Transaction.

This Fairness Opinion is prepared based on market and economic conditions, general business and financial conditions and Government regulations related to Transaction on the issuance date of this Fairness Opinion.

In preparation of this Fairness Opinion, JKR uses several assumptions, such as the fulfilment of all conditions and obligations of the Company and all parties involved in the Transaction. The Transaction will be executed as described in accordance with the stipulated period and the accuracy of information on the Transaction disclosed by the management of the Company.

This Fairness Opinion shall be deemed as a unity and the use of part of the analysis and information without entirely considering other information and analysis can lead to misleading views and conclusions on the process underlying Fairness Opinion. Forming this Fairness Opinion is a difficult process and may not be possible through incomplete analysis.

JKR also assumes that from the issuance date of the Fairness Opinion until the date of the occurrence of this Transaction there are no changes that materially affects the assumptions used in the preparation of this Fairness Opinion. JKR is not responsible for reaffirming or completing, updating JKR's opinion because of changes in assumptions and conditions and events occurring after the date of this letter. Calculation and analysis in order to provide Fairness Opinion has been correctly done and JKR is responsible for Fairness Opinion report.

Conclusion on this Fairness Opinion applies if there are no changes that have material effect on the Transaction. These changes include, but not limited to, changes in conditions internally or externally to the Company, which is market and economic conditions, general conditions of business, trade and finance and Indonesian government regulations and other relevant regulations after the date of this Fairness Opinion report is issued. If there are changes mentioned above after the date of this Fairness Opinion report is issued, then the Fairness Opinion of the Transaction may be different.

e. Procedure and Approach of Appraisal

In the evaluation of Fairness Opinion on this Transaction, JKR has conducted an analysis through approach and procedure. Fairness Opinion on Transaction is as follows:

- I. Transaction Analysis;
- II. Qualitative and Quantitative Transaction Analysis; and
- III. Fair Transaction Analysis.

f. Conclusion

Based on the scope of work, assumptions, data and information obtained from the Company's management used in preparing this fairness report, reviewing the financial effects of the Transaction as disclosed in this fairness report, JKR believes that the Transaction is fair.

IV. INDEPENDENT PARTY APPOINTED BY THE COMPANY

Independent parties which have role in the Transaction and have been appointed by the Company are KJPP FSR and KJPP JKR, as independent appraisers registered in the OJK appointed by the Company to provide fairness opinion of Transaction.

V. ADDITIONAL INFORMATION

To the shareholders of the Company that needs a more detailed information on this Disclosure of Information, please contact us during the business days and business hours of the Company at:

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