

**DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF PT MEDCO ENERGI
INTERNASIONAL TBK.
("COMPANY")**

This Disclosure of Information is prepared in compliance with Financial Services Authority (formerly Bapepam and LK) Regulation No. IX.E.2 on Material Transactions and Change of Main Business Activities and Financial Services Authority Regulation No. 31/POJK.04/2015 on Disclosure of Information or Material Fact by Issuer or Public Company.



PT MEDCO ENERGI INTERNASIONAL TBK.

Line of Business:

Exploration, mining and production of oil, gas and other energy
Located in South Jakarta, Indonesia.

Located in South Jakarta, Indonesia

Head Office:

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INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION IS IMPORTANT FOR THE SHAREHOLDERS OF PT MEDCO ENERGI INTERNASIONAL TBK TO READ AND CONSIDER.

THE NOTES IS NOT OFFERED OR SOLD IN INDONESIA OR TO THE INDONESIAN OR TO THE INDONESIAN CITIZEN, IN THE WAY OF THE PUBLIC OFFERING AS REFERRED TO IN LAW NO. 8 OF 1995 ON CAPITAL MARKETS.

THE COMPANY'S BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS, SEVERALLY OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY OF DISCLOSURE OF INFORMATION OF THE COMPANY, COMPLETENESS OF INFORMATION AS DISCLOSED IN THIS DISCLOSURE OF INFORMATION AND AFTER DUE AND CAREFUL EXAMINATION, EMPHASIZE THAT THE INFORMATION STATED HEREIN 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.

This Disclosure of Information is published on 16 May 2019

DEFINITION

Ophir's Acquisition: Proposed acquisition of all of the outstanding shares in the capital of Ophir Energy plc by the Company and/or its affiliates by way of acquisition scheme which is subject to the provisions of laws of England.

Public Accountant: Purwantono, Sungkoro & Surja, as an independent auditor, who audited the financial statements of the Company.

Subsidiary Guarantors: The Subsidiary of the Company which will be determined later.

Share Registrar: PT Sinartama Gunita, as Share Registrar of the Company.

Director: Member of Board of Directors serving in the Company as of the date of this Disclosure of Information is made.

Business Day: Days (except Saturday or Sunday or holidays set forth by the Government) where the bank is open for business in Indonesia.

Corporate Guarantee: The corporate guarantee which will be granted by the Guarantors for the benefit of Notes holders.

Ministry of Law and Human Rights: Ministry of Law and Human Rights in the Republic of Indonesia.

Disclosure of Information: This Disclosure of Information provided by the Company related to the Transaction (as defined herein) in order to meet the requirements set forth in the Regulation No. IX.E.2 and Regulation No. 31/2015 and any additional information provided in the Disclosure of Information.

Commissioner: Member of Board of Commissioners serving in the Company as of the date of this Disclosure of Information is made.

MEG: Medco Energy Global Pte. Ltd.

Minister of Law and Human Rights: Minister of Law and Human Rights in the Republic of Indonesia.

Ophir: means Ophir Energy Plc.

Financial Services Authority or OJK: means an independent institution as referred in Act No. 21 of 2011 on Financial Services Authority ("UU OJK"), whose duties and authorities covers the regulatory and supervisory of financial services activities in banking, capital markets, insurance, pension funds, financing institution and other financial institution where as of December 31, 2012, OJK is an institution that supersedes and accepts the right and obligation to perform regulatory and supervisory functions of Bapepam and / or Bapepam and LK in accordance with Article 55 of UU OJK.

Initial Purchasers: DBS Bank Ltd., Standard Chartered Bank, Australia and New Zealand Banking Group Limited, ING Bank N.V, Singapore Branch and Mandiri Securities Pte. Ltd.

Guarantors: The Company and Subsidiary Guarantors.

Shareholders: The Company's shareholders whose names are registered in the shareholders register issued by the Share Registrar.

Issuer: Medco Oak Tree Pte. Ltd., a company incorporated under the laws of Singapore.

Independent Appraiser: Public Appraisal Office Jennywati, Kusnanto & Rekan, independent appraisal which has a business license from the Ministry of Finance No. 2.09.0022 dated 24 March 2009 and has been registered as a capital market support profession based on a letter from the Capital Market Supervisory Board and Financial Institution or Bapepam and LK (now registered as OJK) No.

05/BL/STTD-P/B/2010 (business appraisal) which has been appointed by the Company to provide fairness opinion to the Transaction

Regulation No. IX.E.1: Bapepam and LK Regulation No. IX.E.1 Attachment to the Decision of the Chairman of Bapepam and LK No. Kep-412/BL/2009 dated 25 November 2009 on Affiliated Transactions and Conflict of Interest of Certain Transactions.

Regulation No. IX.E.2: Bapepam and LK Regulation No. IX.E.2 Attachment to the Decision of the Chairman of Bapepam and LK No. Kep-614/BL/2011 dated 28 November 2011 on Material Transactions and Change of Main Business Activities.

Regulation No. 31/2015: Financial Services Authority Regulation No. 31/POJK.04/2015 on the Disclosure of Material Information or Facts by Issuers and Public Companies.

Issuer – MEG Intercompany Loan Agreement: Intercompany loan agreement between MEG and Issuer which dated 14 May 2019 with the principal amount of USD 588,000,000.

Company: PT Medco Energi Internasional Tbk., a limited liability company established pursuant to and subject to the laws of the Republic of Indonesia and domiciled in South Jakarta, Indonesia

SGX-ST : Singapore Exchange Securities Trading Limited, the stock exchange in Singapore.

Notes: Senior Notes issued by the Issuer in an aggregate principal amount of USD 650,000,000 bearing an interest of 7.375% and due on 2026, which will be guaranteed by the Guarantors.

Issuance Date of the Notes: issuance date of the notes based on the execution date of the Indenture, which is 14 May 2019.

Transaction: Issuance of Notes by the Issuer, which will be guaranteed later with the Corporate Guarantee granted by the Company and its Subsidiary Guarantors, whereby the net proceeds of the offering, together with the Company's cash, will be used to (i) pay the consideration of, and fees and expenses relating to, the Ophir's Acquisition, (ii) to fund the Interest Reserve Account with an amount equal to one (1) semi-annual interest payment under the Notes, (iii) fund an escrow account with remaining net proceeds to be released from time to time to refinance Indebtedness of the Company and its subsidiaries outstanding on the date the Notes are issued or, if later, outstanding on the date the proceeds to pay the consideration of the Ophir's Acquisition are released from escrow, which this transaction constitutes a material transaction as referred in Regulation no. IX.E.2.

USD: United States of America Dollars, which is the currency of the United States of America.

U.S Securities Act : U.S. Securities Act tahun 1933 (as amended from time to time).

I. RECITALS

In order to comply with Regulation No. IX.E.2, the Board of Directors of the Company announces this Disclosure of Information to provide information to the Shareholders of the Company, that the Company through the Issuer has issued and offered notes in the amounts USD 650,000,000 in cash dated 14 May 2019 to investors outside the territory of Indonesia in reliance of Rule 144A and Regulation S under the United States Securities Act 1933 (as amended) (the “**Issuance of the Notes**”).

The information as contained in the Disclosure of Information is delivered to the the Company's shareholders in connection to the Transactions which has been implemented by the Company.

Transaction conducted by the Company is a Material Transaction as referred in Regulation No. IX.E.2 where the transaction value of USD 650,000,000 constitutes between 20% and 50% or equivalent to 46.85% of the Company's equity value based on the audited Company's Consolidated Financial Statement as of December 31, 2018.

In compliance with the prevailing laws and regulations, in particular the provisions of Regulation No. IX.E.2, the Board of Directors of the Company intends that this Disclosure of Information provide information to the Shareholders of the Company regarding the results of the Transaction.

After the Ophir's Acquisition becomes effective, the Issuance of the Notes will be guaranteed by the Corporate Guarantee. Funds from the Notes, other than being contributed to MEG through the Issuer – MEG Intercompany Loan Agreement, are planned to be contributed from the Issuer to the Company and/or other subsidiaries through intercompany loan agreements, where the amount of loans between companies will be determined later (“**the Issuer – the Company and/or the Company's Subsidiaries Intercompany Loan Facility**”).

Based on Rule No. IX.E.2, the Issuer – MEG Intercompany Loan Agreement is exempted from material transaction rule due to the intercompany loan is executed among controlled companies whose shares or capital are owned at least 99% by the Company.

Based on Rule No. IX.E.1, the Issuer – MEG Intercompany Loan Agreement is an affiliated transaction that shall only be reported to OJK no later than 2 (two) business days after the execution of the Issuer – MEG Intercompany Loan Agreement due to the transaction is conducted with and among controlled companies whose shares or capital are owned at least 99% by the Company.

The Company will comply with the provision of Rule No. IX.E.1 in no later than 2 (two) business days after the Issuer – the Company and/or the Company's Subsidiaries Intercompany Loan Facility has been signed.

II. BRIEF SUMMARY OF TRANSACTION

A. Object

Object of the Transaction is the issuance of Notes which will be guaranteed later by the Corporate Guarantee from the Company and its Subsidiary Guarantors to guarantee the Issuer's financial liabilities, in the amount of USD 650,000,000. The Notes are listed and traded in SGX-ST on 15 May 2019.

The following is a brief summary regarding the Notes being issued:

(i) Issuer:

Medco Oak Tree Pte. Ltd., a company incorporated under the laws of Singapore on 4 January 2019, registered under registration number 201900554R and domiciled

Singapore. The management composition of the Issuer at the date of this Disclosure of Information shall be as follows:

Director : Roberto Lorato
Director : Hilmi Panigoro
Director : Yoo Loo Ping
Director : Ronald Gunawan Gan
Secretary : Peck Jen Jen

(ii) Value:

USD 650,000,000 (six hunder fifty million United States Dollar).

(iii) Payment due of Principal Debt:

14 May 2026.

(iv) Coupon:

Fixed coupon rate of 7.375% per year.

(v) Interest Payment Date:

Interest will be paid every 6 (six) months, which will commence on 14 May and 14 November, which will begin on 14 November 2019 and ends on 14 May 2026.

(vi) Corporate Guarantee:

Each of the Subsidiary Guarantors will later provide a corporate guarantee pursuant to Indenture dated 14 May 2019. On the date of this Information Disclosure, the Guarantor has not signed documents related to the Corporate Guarantee.

(vii) Security:

- a. Charge by Medco Strait Services Pte. Ltd. ("**MSS**") of all the capital stock of Issuer;
- b. a charge over all of the Issuer's rights in the Interest Reserve Account;
- c. An assignment by the Issuer of all its interest in and rights under the Intercompany Loan Facility (if any);
- d. A charge by the Issuer over the funds in the Escrow Account.

(viii) Restrictions:

General restriction on similar notes, customary restrictions will also be imposed in the Notes towards the Company, whereby such restrictions are customary on similar transaction in order to protect the interest of the creditors and shareholders, including among others:

1. Incur additional indebtedness and issue preferres stock.
2. Make investments or other specified restricted payments.
3. Enter into agreements that restrict the restricted subsidiaries' ability to pay dividends and transfer assets or make intercompany loans.
4. Issue or sell capital stock of restricted subsidiaries.
5. Issue guarantees by restricted subsidiaries.

6. Enter into transactions with equity holders or affiliates
7. Creating any lien.
8. Enter into sale and leaseback transactions.
9. Sell assets.
10. Engage in different business activities; and
11. Effect a consolidation or merger.

The Company is permitted to incur the foregoing provided that the fixed charge coverage ratio would be not less than 3.00 to 1.0, the net leverage ratio would not be greater than 5.00 to 1.00, as well as other exceptions as stated in Offering Circular. The Company in the determination of the terms will ensure that no restrictions will impede the Transaction and have an adverse effect to public shareholders' rights (including in the limitation of dividend payments).

B. Transaction Value

The amount of Notes which has been issued by the Issuer is USD 650,000,000 (six hundred fifty million United States Dollar).

C. Use of Proceeds

The proceeds of the Transaction is USD 650,000,000 and will be used (after deducting underwriting fees and commissions and other expenses related to the Transaction) along with the Company's cash, to repay (i) pay the consideration of, and fees and expenses relating to, the Ophir's Acquisition, (ii) to fund the Interest Reserve Account with an amount equal to one (1) semi-annual interest payment under the Notes, (iii) fund an escrow account with remaining net proceeds to be released from time to time to refinance Indebtedness of the Company and its subsidiaries outstanding on the date the Notes are issued or, if later, outstanding on the date the proceeds to pay the consideration of the Ophir's Acquisition are released from escrow.

D. Parties Involved in the Transactions

- i. Issuer;
- ii. The Company;
- iii. MEG;
- iv. Initial Purchasers, are DBS Bank Ltd., Standard Chartered Bank, Australia and New Zealand Banking Group Limited, ING Bank N.V, Singapore Branch and Mandiri Securities Pte. Ltd;
- v. Subsidiary Guarantors (at the time the Subsidiary Guarantors sign the corporate guarantee);
- vi. Trustee; and
- vii. Collateral Agent.

The following is a brief description on the parties involved in the Transaction:

Brief Description

(a) Issuer

Medco Oak Tree Pte. Ltd., a company incorporated under the laws of Singapore on 4 January 2019, registered under registration number 201900554R and domiciled Singapore. The management composition of the Issuer at the date of this Disclosure of Information shall be as follows:

Director : Roberto Lorato
Director : Hilmi Panigoro
Director : Yoo Loo Ping
Director : Ronald Gunawan Gan
Secretary : Peck Jen Jen

(b) Company

The Company was established as Domestic Investment Company based on Law No. 6 of 1968 as amended by Act no. 12 of 1970 and most recently amended by Law No.25 Year 2007 on Capital Investment, established by Deed of Establishment No. 19 dated June 9, 1980, as amended by Deed of Amendment No.29 dated 25 August 1980 and Deed of Amendment No. 2 dated March 2, 1981, the three of which were made before Imas Fatimah, S.H., Notary in Jakarta, which deeds have been approved by the Minister of Justice of the Republic of Indonesia in his Decree No.YA5 / 192/4 dated 7 April 1981 Registered in the Jakarta District Court under No. 1348, No. 1349 and No. 1350 consecutively, all dated 16 April 1981 and was announced in State Gazette of Republic of Indonesia No.102 dated December 22, 1981, Supplement No.1020 / 1981.

The Company's articles of association have been amended several times, most recently pursuant to Notarial Deed No. 30 dated July 14, 2017 made before Leolin Jayayanti, S.H., Notary in Jakarta, which has been notified to MOLHR as evident in the Letter of Acceptance of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0153495 dated July 18, 2017 and has been registered in the Company Register under Ministry of Law and Human Rights under No. AHU-0087144.AH.01.11.Tahun 2017 dated July 18, 2017 ("**Deed No. 30/2017**").

At the time of this Disclosure of Information is issued, 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

(c) MEG

MEG, a company incorporated under the laws of Singapore on 5 May 2006, registered under registration number 200606494N and domiciled Singapore. The management composition of the Issuer at the date of this Disclosure of Information shall be as follows:

Director : Yoo Loo Ping
Director : Amri Siahaan
Director : Sanjeev Bansal

Director : Roberto Lorato
Secretary : Yvonne Ang Ruey Shya

(d) Initial Purchasers

DBS Bank Ltd

DBS Bank Ltd., having its address at Marina Bay Financial Centre Tower 3, 12 Marina Boulevard Level 42, Singapore_018982.

Mandiri Securities Pte. Ltd

Mandiri Securities Pte. Ltd, having its address at 12 Marina View #19-06, Asia Square Tower 2, Singapore 018961.

Standard Chartered Bank

Standard Chartered Bank, having its address at 8 Marina Boulevard, Level 20, Marina Bay Financial Centre Tower 1, Singapore 018981.

Australia and New Zealand Banking Group Limited

Australia and New Zealand Banking Group Limited, beralamat di 10 Collyer Quay, #21-00 Ocean Financial Centre, Singapore 049315.

ING Bank N.V, Singapore Branch

ING Bank N.V, Singapore Branch, beralamat di 1 Wallich Street, #12-01 Guoco Tower, Singapore 018982.

There is no affiliation between the Initial Purchasers and the Issuer, MEG, MSS, the Company, and the Subsidiary Guarantors, either from the members of the Board of Directors, the Board of Commissioners and the principal shareholder of the Issuer, MEG, MSS, the Company, and the Subsidiary Guarantors.

(e) Trustee

The Bank of New York Mellon

Addressed at 101 Barclay Street, Floor 4-East, New York, New York 10286, United States of America.

(e) Collateral Agent

The Bank of New York Mellon, Singapore Branch

Addressed at One Temasek Avenue #03-01 Millenia Tower, Singapura 039192.

E. Material Transaction

Transaction is categorized as material transaction as defined under Rule No. IX.E.2, if the value of the Transaction exceeds 20% (twenty percent) but less than 50% (fifty percent) of the Company's equity calculated based on the audited Financial Statements of the Company as of 31 December 2018. Accordingly, based on Rule No. IX.E.2, the Company shall disclose information regarding Transactions to the public in at least 1 (one) Indonesian language daily newspaper with national circulation and submit evidence of the announcement to OJK together with supporting documents no later than 2 (two) business days after the signing of agreements related to the Transaction.

Furthermore, taking into consideration that Notes will not be offered to any of the Company's affiliates, the offering and issuance transaction of Notes by Issuer is not an affiliate transaction and does not

result in a conflict of interest as referred to in Rule No. IX.E.1.

F. Summary of Appraiser Report

As stipulated in Rule IX.E.2, to ensure the Fairness of Transactions which will be conducted by the Company, therefore the Company has appointed an Independent Appraiser, a namely, Registered Public Appraisers/*Kantor Jasa Penilai Publik* (“**KJPP**”), Jennywati, Kusnanto & Rekan (“**JKR**”) to provide an Appraiser’s Opinion on the Transaction, pursuant to Letter of Bid No. JK/190308-002 dated 8 March 2019, which has been approved.

Below is a summary of the appraiser’s opinion as presented in the Appraiser’s Opinion Report on Transaction No. 0000482/2.0022-00/BS/02/0382/1/V/2019 dated 14 May 2019, with the following summary:

1. Parties involved in the Transaction

The parties involved in the Transaction are the Issuer and Trustee.

2. Transaction as Object of Fairness Opinion

Transaction on issuance of Notes by Issuer in the amounts of USD 650,000,000 with which bear interest at a fixed rate of 7.375% per annum and mature on 14 May 2026.

3. The Purpose of Fairness Opinion

The purpose and objective of preparing the opinion on the Transaction is to provide an overview to the Company’s Board of Directors regarding the fairness of the Transaction and to comply with the applicable provisions of IX.E.2.

4. Primary Assumptions and Qualifications

The Analysis of Fairness Opinion on 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 our Fairness Opinion due to the change of data and information.

The Company’s financial projections before and after the Notes Issuance Transaction was prepared by the Company’s management. We have reviewed such financial projections and those financial projections have described the operating conditions and performance of the Company. Overall, there were not any significant adjustments to be made to the performance targets of the Company.

JKR does not conduct any inspection of the Company’s fixed assets or facilities. In addition, JKR also does not provide an opinion on the tax effects of the Transaction. The services that JKR provides to the Company in connection with the Transaction are merely the provision of Appraisers Opinion on the Transaction and not the accounting, audit or taxation services. JKR does not conduct research on the validity of the Transaction from legal aspects and taxation aspect implications. The Appraisers Opinion on the Transaction is only in terms of economic and financial terms. The Appraisers Opinion Report on Transaction is 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 was not and could not be interpreted in any form, a review or audit or implementation of certain procedures for financial information. The work also can not be intended to reveal weaknesses in internal control, errors or deviation in financial statements or violations of law. In addition, JKR has no authority and is not in a position to acquire and analyze any other forms of transactions other than the Transaction that may exist and may be available to the Company and the effect of such transactions on the Transaction.

This Fairness Opinion was prepared based on the market and economic conditions, general business and financial conditions as well as government regulations related to the Notes Issuance Transaction on the issuance date of this Fairness Opinion.

In preparing the Fairness Opinion, we applied several assumptions, such as the fulfillment of all conditions and obligations of the Company as well as all parties involved in the Notes Issuance Transaction. The Notes Issuance Transaction would be executed as described accordingly to a predetermined time period and the accuracy of the information regarding the Notes Issuance Transaction which was disclosed by the Company's management.

This Fairness Opinion should be viewed as a unity and the use of part of the analysis and information without considering other information and analysis as a whole can lead to misleading views and conclusions on the process underlying Fairness Opinion. Preparing this Fairness Opinion is a complicated process and may not be possible through incomplete analysis.

JKR also assumes that from the date of issuance of Fairness Opinion up to the date of the occurrence of this Transaction there is no any change that materially affects the assumptions used in the preparation of this Fairness Opinion. JKR is not responsible for reaffirming or supplementing, 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 giving the Fairness Opinion has been done correctly and JKR is responsible for fairness opinion report.

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

5. Approach and Procedure of Fairness Opinion on Transaction

In the evaluation of Fairness Opinion on this Transaction, JKR has performed an analysis through the approach and procedure of Fairness Opinion on Transaction of the following matters:

- I. Analysis of Transaction;
- II. Qualitative and quantitative analysis of Transaction; and
- III. Analysis of fairness Transaction.

6. Conclusion

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

E. Transaction Document

In the consummation of the Transaction, the parties involved in the Transaction have executed the following documents, among others:

- i. Preliminary Offering Circular dated 23 April 2019;
- ii. Final Offering Circular dated 2 May 2019;
- iii. Pricing Supplement dated 2 May 2019;
- iv. Purchase Agreement dated 2 May 2019 made by and between the Issuer and the Initial Purchasers;
- v. Indenture dated 14 May 2019 executed by and between the Issuer, Trustee and Collateral Agent;
- vi. The Issuer – MEG Intercompany Loan Agreement dated 14 ay 2019 executed by and between the Issuer and MEG.

For Shareholders of the Company requiring further information on the Transaction please contact:

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Jakarta, 16 May 2019
The Company's Board of Directors