

**DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF
PT MERDEKA COPPER GOLD TBK
IN CONNECTION WITH THE PROPOSED BUYBACK OF
THE ISSUED SHARES**

This Disclosure of Information is made and addressed to the shareholders of PT Merdeka Copper Gold Tbk in order to comply with the Financial Services Authority ("OJK") Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies dated 21 June 2017.



PT Merdeka Copper Gold Tbk
(the "Company")

Business Activities:

Mining of Gold, Silver, Copper
and Other Associated Mineral, as well as Mining Services through its Subsidiaries

Domiciled in South Jakarta, DKI Jakarta, Indonesia

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The information as stipulated in this Disclosure of Information shall be read carefully and duly observed by the shareholders of the Company to make decisions about the Company's plan to conduct Buyback of the Issued Shares.

If you are having any difficulties in understanding the information contained in this Disclosure of Information or are in doubt in making a decision, it is advisable to consult with a securities broker, investment manager, legal counsel, public accountant, or other professional advisors.

The Board of Commissioners and Board of Directors of the Company shall be fully responsible both jointly and severally for the completeness and accuracy of all information or material facts contained herein and emphasize that the information disclosed in this Disclosure of Information is true and there is no omission of material facts which may cause the material information in this Disclosure of Information to be inaccurate and/or misleading.

This Disclosure of Information is issued on 4 May 2022

**INDICATIVE TIMETABLE FOR THE BUYBACK OF THE COMPANY'S SHARES
IMPLEMENTATION**

1	Announcement of the Extraordinary General Meeting of Shareholders ("EGMS") through Indonesia Stock Exchange ("IDX") website, eASY KSEI website, and the Company's website www.merdekaoppergold.com	4 May 2022
2	Announcement of Disclosure of Information regarding the proposed Buyback of Shares through IDX website, [eASY KSEI website], and the Company's website www.merdekaoppergold.com	4 May 2022
3	EGMS Notification to the Shareholders of the Company through IDX website, eASY KSEI website, and the Company's website www.merdekaoppergold.com	19 May 2022
4	EGMS that approves the Buyback of Shares of the Company	10 June 2022
5	Submission of the EGMS Resolution to OJK	11 July 2022
6	Period of Buyback of Shares	After the Company obtains approval on EGMS (10 June 2022) for a maximum period of 18 (eighteen) months since the EGMS approving the Buyback of Shares

INFORMATION REGARDING THE BUYBACK OF THE COMPANY'S SHARES

A. DESCRIPTION OF THE PROPOSED BUYBACK OF THE COMPANY'S SHARES AND ESTIMATED BUYBACK COST AND TOTAL NOMINAL VALUE OF ALL SHARES TO BE PURCHASED

The Company hereby informs to the Company's shareholders that the Company is planning to buy back the shares which have been issued at a maximum of 0.5% (zero point five percent) of the total Company's issued and paid capital on the date of the Company's EGMS ("**Buyback of Shares**") with a fund allocation at a maximum value of IDR600,000,000,000 (six hundred billion Rupiah) (including the brokerage cost and other fees), and shall be carried out in stages for a maximum period of 18 (eighteen) months since the EGMS approving the Buyback of Shares in compliance with the Company's Articles of Association, Law No. 40 of 2007 on Limited Liability Companies as amended by Law No. 11 of 2020 on Job Creation ("**Companies Law**"), OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies dated 21 June 2017 ("**OJK Regulation 30/2017**") and OJK Regulation No. 15/POJK.04/2020 on Plan and Implementation for General Meeting of Shareholders of Public Companies dated 21 April 2020 ("**OJK Regulation 15/2020**"), including other prevailing laws.

This Disclosure of Information is made for the interest of the Company's shareholders in order to obtain information as well as a clear description of the Buyback of Shares so that the shareholders can make decisions related to the Buyback of Shares.

B. EXPLANATION, CONSIDERATION AND REASON OF THE IMPLEMENTATION OF BUYBACK OF SHARES

The considerations of the Company to undergo the Buyback of Shares are: (a) to allow the Company to have the flexibility that enables the Company to implement a mechanism to maintain the stability of the Company's share price if the Company's share price does not reflect the actual value/performance of the Company; and (b) in order to implement the Long-Term Incentive ("LTI") plan for the employees and/or Board of Directors and/or Board of Commissioners of the Company (except the Independent Commissioner of the Company) and/or the Company's subsidiaries which can promote the performance of the Company and/or the Company's subsidiaries.

Furthermore, in line with the prevailing laws, the treasury shares from the Buyback of Shares may be transferred by way of, among others:

1. The implementation of employee and/or the board of directors and board of commissioners' stock options program;
2. Resale of the shares either through IDX or outside IDX;
3. Withdrawal through reduction of capital;
4. The conversion of equity securities (*efek bersifat ekuitas*); and/or
5. Other means with OJK approval.

C. LIMITATION OF PERIOD FOR THE BUYBACK OF SHARES

The Buyback of Shares is planned to be implemented after the Company has obtained the approval from the Company's shareholders through the EGMS and within the period of up to 18 (eighteen) months or at the latest until 10 December 2023 or any other dates when (i) the Buyback of Shares reaches 0.5% (zero point five percent); or (ii) the funds allocated by the Company to conduct the Buyback of Shares has been fully exhausted by the Company; or (iii) the Company decides and announces that the Buyback of Shares has been completed.

D. LIMITATION OF THE SHARE PRICE IN ORDER TO BUYBACK THE COMPANY'S SHARES

The offer price of the Buyback of Shares shall refer to Article 10 and 11 of OJK Regulation 30/2017.

E. METHODS TO BE USED TO BUY BACK THE SHARES

The Buyback of Shares will be conducted through IDX as well as outside the IDX. The Company will appoint PT Indo Premier Sekuritas, as a member of IDX, to exercise the Buyback of Shares through IDX.

MANAGEMENT ANALYSIS AND DISCUSSION

A. ESTIMATION OF THE DECREASE OF THE COMPANY'S INCOME AS A RESULT FROM THE IMPLEMENTATION OF BUYBACK OF SHARES AND IMPACT UPON THE FINANCING COST OF THE COMPANY

The Company has estimated that the implementation of the Buyback of Shares will not have any negative impact to the Company's revenue.

B. PRO FORMA OF PROFIT PER COMPANY'S SHARE UPON THE IMPLEMENTATION OF BUYBACK OF SHARES BY TAKING INTO ACCOUNT THE DECREASE OF INCOME

Since there is no decrease of income as a result of the Buyback of Shares, there will not be any change in the Company's pro forma of profit.

C. MANAGEMENT DISCUSSION AND ANALYSIS ON THE IMPACT OF THE BUYBACK OF SHARES ON THE BUSINESS ACTIVITIES AND GROWTH OF THE COMPANY IN THE FUTURE

The implementation of Buyback of Shares is expected would not affect the business and operational activities of the Company. The Buyback of Shares is expected to make the share price to be more stable in the future and will have a positive impact for the shareholders and the Company.

GENERAL MEETING OF SHAREHOLDERS

In relation to the Buyback of Shares as stipulated in this Disclosure of Information, the Company intends to obtain approval from the shareholders of the Company through the EGMS which will be held on Friday, 10 June 2022.

Based on Article 38 paragraph (2) of the Companies Law, Article 13 paragraph (1) of the Company's Articles of Association, and OJK Regulation No. 16/POJK.04/2020 on the Implementation of Electronic General Meeting of Shareholders by Public Companies, the Buyback of Shares shall obtain the Shareholders approval through EGMS which shall be attended by shareholders representing at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights and decisions approved by more than 2/3 (two-thirds) of all shares with voting rights present in the EGMS.

STATEMENT AND RECOMMENDATION OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

- The information disclosed in this Disclosure of Information has been approved by the Board of Commissioners and Board of Directors, which are responsible for the validity of the information both jointly and severally. The Board of Commissioners and Board of Directors hereby declare that all material information and opinions expressed herein is true and accountable and no other information that has not been disclosed which may cause the material information in this Disclosure of Information to be inaccurate or misleading.
- The Board of Commissioners and Board of Directors of the Company have reviewed the Company's Buyback of Shares plan including assessing the risks and benefits for the Company and all shareholders, and believe that the Buyback of Shares is the right choice for the Company and all of its shareholders. Therefore, based on the assurance and belief that the Buyback of Shares is the right choice to achieve the aforementioned benefits, the Board of Commissioners and Board of Directors recommend the shareholders to approve the Buyback of Shares as set forth in this Disclosure of Information.

ADDITIONAL INFORMATION

For shareholders that require additional information regarding the Buyback of Shares may contact the Company during the office hours at the following address:

PT Merdeka Copper Gold Tbk

Corporate Secretary

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