

INFORMATION DISCLOSURE TO SHAREHOLDERS RELATED TO AFFILIATED TRANSACTION PT MERDEKA COPPER GOLD TBK (the “COMPANY”)

This information disclosure to the shareholders (as defined below) is made to provide an explanation to the public in connection with the execution of (i) a novation and amendment and restatement of loan agreement made by and between the Company, Mr. Garibaldi Thohir, and PT Prima Puncak Mulia, which are Affiliates of the Company; along with (ii) amendment and restatement of undertaking and indemnity agreement as well as the amendment and restatement of the pledge of shares agreement made by and between the Company with PT Prima Ultima Investama which is an Affiliate of the Company.

The transaction is an affiliated transaction as stipulated in the Regulation of the Financial Services Authority of the Republic of Indonesia No. 42/POJK.04/2020 on Affiliated Transactions and Conflict of Interest Transactions.

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

IF YOU HAVE DIFFICULTIES TO UNDERSTAND THE INFORMATION AS SET FORTH IN THIS INFORMATION DISCLOSURE YOU SHOULD CONSULT WITH A LEGAL COUNSEL, A PUBLIC ACCOUNTANT, A FINANCIAL ADVISOR OR ANY OTHER PROFESSIONAL.

THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY, EITHER SEVERALLY OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS INFORMATION DISCLOSURE. THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY REPRESENT THE COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS INFORMATION DISCLOSURE AND AFTER GIVING DUE AND CAREFUL EXAMINATION, EMPHASIZE THAT THE INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE ARE TRUE AND THERE ARE NO IMPORTANT MATERIAL AND RELEVANT FACTS THAT HAVE NOT BEEN DISCLOSED OR REMOVED IN THIS INFORMATION DISCLOSURE CAUSING THE INFORMATION PROVIDED ON THIS INFORMATION DISCLOSURE TO BE UNTRUE AND/OR MISLEADING.

THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY DECLARE THAT THIS AFFILIATED TRANSACTION DOES NOT CONTAIN ANY CONFLICT OF INTEREST.



PT MERDEKA COPPER GOLD TBK

Business Activities

Mining of gold, silver, copper, nickel, and other associated minerals, industries, and other related business activities through subsidiaries of the Company

Domiciled in South Jakarta, DKI Jakarta, Indonesia

Headquarter Office

Treasury Tower, 67-68th Floor, District 8 SCBD Lot. 28
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This information disclosure is issued in Jakarta on 3 March 2023

DEFINITIONS

- “Affiliate”** : the parties as referred to in Article 1 paragraph (1) Capital Market Law, namely:
- a. family relationship by marriage and descent to the second degree, both horizontally and vertically which is the relationship of a person with:
 1. husband or wife;
 2. mother- or father-in-law, and a son- or daughter-in-law;
 3. grandfather- or grandmother-in-law, and a grandson- or granddaughter-in-law;
 4. brother- or sister-in-law from the relevant relatives; or
 5. husband or wife of a brother- or sister-in-law from the relevant relatives.
 - b. family relationship by descent up to the second degree, either horizontally or vertically, which is the relationship of a person with:
 1. parents or children;
 2. grandparents and grandchildren; or
 3. siblings.
 - c. the relationship between the party and its employees, directors or commissioners of the aforesaid party;
 - d. relationship between 2 (two) companies in which there are 1 (one) or more members board of directors, management, board of commissioners or supervisors who are the same;
 - e. the relationship between the company and the party, either directly or indirectly, in any way, controls or is controlled by the company or the aforesaid party in determining the management and/or policies of the company or the aforesaid party;
 - f. relationship between 2 (two) or more controlled companies, either directly or indirectly, in any way, in determining the management and/or company's policies by the same party; or
 - g. relationship between the company and the main shareholder, which is the party that directly or indirectly owns at least 20% (twenty percent) of the shares with voting rights from the company.
- “Conflict of Interest”** : The difference between the economic interest of a public company and the personal economic interest of members of the board of directors, members of the board of commissioners, principal shareholders, or Controllers that may be harmful to the public company concerned.
- “Indonesia Stock Exchange”** : Stock exchange as defined in Article 1 point 4 Capital Market Law, in this case, held by PT Bursa Efek Indonesia, domiciled in Jakarta.
- “MOLHR”** : Minister of Law and Human Rights of the Republic of Indonesia.
- “Financial Services Authority or OJK”** : The independent institution, as referred to in Law No. 21 of 2011 on Financial Services Authority as amended by Law Number 4 Year

2023 regarding Development and Strengthening Financial Sector (“**OJK Law**”), whose duties and authorities include the regulation and supervision of financial service activities in the sectors of banking, capital market, insurance, pension funds, financial institution, and other financial institutions, whereby since 31 December 2012, OJK is an institution that replaces and accepts the rights and obligations to carry out regulatory and supervisory functions from the Capital Market and Financial Institutions Supervisory Agency with following the provisions of Article 55 OJK Law.

“Shareholders”	:	Parties who have the benefit of the Company’s shares, both in the form of scripts and in collective custody which are kept and administered in the securities account at Indonesia Central Securities Depository, registered in the Shareholder Register of the Company which is administered by the Securities Administration Bureau appointed by the Company.
“Independent Appraiser or KJPP”	:	Public Appraisal Office of Iskandar and Partners, independent appraisers registered with the OJK who have been appointed by the Company to conduct an assessment of the fair value and/or fairness of the Transaction.
“Novation and Amendment and Restatement of Loan Agreement”	:	Novation and Amendment and Restatement of Loan Agreement signed by and between the Company, Mr. Garibaldi Thohir, and PPM effective on 1 March 2023, including but not limited to any amendments, novations, additions, and substitutes, which may be subsequently made.
“Amendment and Restatement of Undertaking and Indemnity Agreement”	:	Amendment and Restatement of Undertaking and Indemnity Agreement signed by and between the Company and PUI on 27 February 2023, including but not limited to any amendments, novations, additions and substitutes, which may be subsequently made.
“Amendment and Restatement of the Pledge of Shares Agreement”	:	Amendment and Restatement of the Pledge of Shares Agreement signed by and between the Company and PUI on 27 February 2023, including but not limited to any amendments, novations, additions and substitutes, which may be subsequently made.
“Agreement”	:	PPM Loan Agreement - Merdeka signed by and between the Company and PPM on 18 May 2022, including but not limited to any amendments, additions and substitutes, which currently exists or may be subsequently made.
“Company”	:	PT Merdeka Copper Gold Tbk, domiciled in South Jakarta, is a public limited company whose shares are listed on the Indonesia Stock Exchange, which is established and operated under the laws of the Republic of Indonesia.
“POJK 17/2020”	:	OJK Regulation No. 17/POJK.04/2020, enacted on 20 April 2020 regarding Material Transaction and Changes in Business Activities.
“POJK 35/2020”	:	OJK Regulation No. 35/POJK.04/2020, enacted on 25 May 2020 regarding the Appraisal and Presentation of Business Appraisal Report in the Capital Market.

“POJK 42/2020”	:	OJK Regulation No. 42/POJK.04/2020, enacted on 1 July 2020 regarding Affiliated Transaction and Conflict of Interest Transaction.
“PPM”	:	PT Prima Puncak Mulia, domiciled in South Jakarta, a limited liability company established and operated under the laws of the Republic of Indonesia.
“PUI	:	PT Prima Ultima Investama, domiciled in South Jakarta, a limited liability company established and operated under the laws of the Republic of Indonesia.
“Affiliated Transaction”	:	Any activity and/or transaction conducted by a public company or a controlled company with an Affiliate of a public company or an Affiliate of a member of the board of directors, a member of the board of commissioners, the principal shareholders, or the Controller, including any activity and/or transaction conducted by a public company or controlled company for the benefit of an Affiliate of a public company or an Affiliate of a member of the board of directors, member of the board of commissioners, principal shareholders or the Controller.
“Conflict of Interest Transaction”	:	Transactions that are carried out by public companies or controlled entities with any party, both with Affiliates and parties other than Affiliates that contain a Conflict of Interest.
“Capital Market Law”	:	Law No. 8 of 1995 dated 10 November 1995 on Capital Market, State Gazette of the Republic of Indonesia No. 64 Year 1995 as amended by Law Number 4 Year 2023 regarding Development and Strengthening Financial Sector along with and all of its implementing regulations.
“Rupiah or Rp or IDR”	:	A reference to Rupiah, Rp, or IDR is a reference to the lawful currency of the Republic of Indonesia.

INTRODUCTION

In order to comply with the provisions of POJK 42/2020, the Board of Directors of the Company announces information disclosure to provide information to the Shareholders of the Company that effective on 1 March 2023, the Company, Mr. Garibaldi Thohir, and PPM have signed the Novation and Amendment and Restatement of Loan Agreement in connection with the Agreement in which the disclosure of information has been published on 19 May 2022 and 3 January 2023. Moreover, there are several encumbrances provided by PUI for this Transaction, with detail as stipulated in the Summary of Transaction below (“**Transaction**”).

The Transaction carried out is an Affiliated Transaction as referred to in POJK 42/2020, in which Mr. Garibaldi Thohir, PUI, and PPM are Affiliates of the Company. However, this Affiliated Transaction is not a Transaction with a Conflict of Interest as set forth in POJK 42/2020.

The Affiliated Transaction carried out by the Company has complied with the procedures as set forth in Article 3 of POJK 42/2020 and has been executed in accordance with generally accepted business practices.

In accordance with the provisions of Article 4 paragraph 1 of POJK 42/2020, this Transaction is an Affiliated Transaction that is required to use an Appraiser in determining the fairness of the Affiliated Transaction in which the fairness of the transaction needs to be announced to the public. The Company has received the fairness value for this Transaction based on the Appraisal Report from KJPP No. 00090/2.0118-00/BS/02/0596/1/II/2023 dated 27 February 2023 on Fairness Opinion Report of the Proposed Transaction of Partial Receivables Transfer Owned by PT Merdeka Copper Gold Tbk (Financier) on Receivables of PT Prima Puncak Mulia (Original Lender) to Garibaldi Thohir (New Lender) ("**Appraiser's Report**").

Moreover, the Company is obliged to announce information disclosure to the public and submit the appraisal report along with other supporting documents to OJK no later than the end of the 2nd (second) business days after the date of the Transaction as referred to Article 4 of POJK 42/2020.

DESCRIPTION OF THE TRANSACTION

Information Regarding the Parties Involved

1. The Company

The Company, established under the name of PT Merdeka Serasi Jaya, pursuant to Deed of Establishment of Limited Liability Company No. 02 dated 5 September 2012, made before Ivan Gelium Lantu, S.H., M.Kn., Notary in Depok City, which has been ratified by MOLHR by virtue of its Decree No. AHU-48205.AH.01.01.Tahun 2012 dated 11 September 2012, and has been announced in the State Gazette of the Republic of Indonesia No. 47 dated 11 June 2013, Supplement No. 73263.

The Company's Articles of Association have been amended several times as lastly amended by Deed of Statement of Meeting Resolution on Amendment to Articles of Association No. 9 dated 12 May 2022, drawn up before Jose Dima Satria, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has been notified to the MOLHR by virtue of the Receipt of Notification of the Amendment of the Articles of Association No. AHU-AH.01.03-0237201 dated 13 May 2022 ("**Deed 9/2022**").

The Company is headquartered at Treasury Tower, 67th – 68th Floor, District 8 SCBD Lot. 28, Jl. Jend. Sudirman Kav. 52-53, Senayan, Kebayoran Baru, South Jakarta 12190, DKI Jakarta, Indonesia.

According to Article 3 of the Company's Articles of Association, the purposes and objectives of the Company are as follows:

1. carrying out activities of holding companies where the main activity is ownership and/or control of assets of a group of subsidiary companies both domestic and overseas which, among others including but not limited to, engaged in the mining sector; and
2. conducting other management consulting activities, i.e. to provide advice, guidance and business operations for various management functions, strategy and organizational scheming, human resources planning, practices and policies, management consulting of agronomist processing and agricultural economist including but not limited to mining, agriculture, and the like, design of accounting methods and procedures, cost accounting programs, budget control supervision procedures, providing advice and assistance to businesses and community services in planning, organizing, efficiency and control, management information, processing and tabulating all types of data covering all stages of processing and writing reports from data provided by customers, or only part of the processing stages and others.

To carry out the main business activities above, the Company may carry out business activities as follows:

1. providing funding and/or financing required by the companies in which the Company participates its equity, both directly and indirectly; and
2. providing funding and/or financing required by other companies in order to carry out the equity participation in such company or group companies or the investment framework of any other assets in such company or group companies.

Capital Structure and Shareholders' Composition of the Company

Pursuant to Deed of Statement of Meeting Resolution of the Amendment of Articles of Association No. 69 dated 25 September 2019 made before Liestiani Wang, S.H., M.Kn., Notary in South Jakarta which has been notified to the MOLHR based on Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0339775 dated 2 October 2019 *juncto* Deed 9/2022, the Company's capital structure and shareholding composition as of the date of this information disclosure is as follows:

Authorized Capital	:	IDR1,400,000,000,000
Issued Capital	:	IDR482,217,015,420
Paid-up Capital	:	IDR482,217,015,420

The Company's authorized capital is divided into 70,000,000,000 (seventy billion) shares each with a par value of Rp20 (twenty Rupiah).

According to the Shareholders Register of the Company dated 31 January 2023 issued by PT Datindo Entrycom as Share Registrar of the Company, the shareholders of the Company are as follows:

Description	Nominal Value of Rp20 per Share		
	Number of Shares	Nominal Value (Rp)	(%)
A. Authorized Capital	70,000,000,000	1,400,000,000,000	
B. Issued and Paid up Capital			
1) PT Saratoga Investama Sedaya Tbk	4,423,174,297	88,463,485,940	18.345
2) PT Mitra Daya Mustika	2,907,302,421	58,146,048,420	12.058
3) Garibaldi Thohir	1,774,021,214	35,480,424,280	7.358
4) PT Suwarna Arta Mandiri	1,347,254,738	26,945,094,760	5.588
5) Hongkong Bruns & Catl Co., Limited	1,205,542,539	24,110,850,780	5.000
6) Gavin Arnold Caudle	80,066,431	1,601,328,620	0.332
7) Hardi Wijaya Liong	69,596,728	1,391,934,560	0.289
8) Andrew Phillip Starkey	527,000	10,540,000	0.002
9) Albert Saputro	177,800	3,556,000	0.001
10) Simon James Milroy	521,403	10,428,060	0.002
11) Titien Supeno	176,400	3,528,000	0.001
12) Public (respectively under 5%)	12,234,193,000	244,683,860,000	50.741

Description	Nominal Value of Rp20 per Share		
	Number of Shares	Nominal Value (Rp)	(%)
Treasury Stock	68,296,800	1,365,936,000	0.283 ⁽¹⁾
Total of Issued and Fully Paid up Shares	24,110,850,771	482,217,015,420	100.000
C. Portofolio Shares	45,889,149,229	917,782,984,580	

Note:

(1) *treasury shares cannot be utilized to cast votes in the General Meeting of Shareholders and cannot be calculated to determine the quorum to be reached in the General Meeting of Shareholders as well as not being entitled to obtain dividend distribution.*

Composition of the Board of Commissioners and Board of Directors of the Company

Pursuant to Deed of Statement of Meeting Resolution No. 57 dated 10 June 2022, drawn up before Jose Dima Satria, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has been notified to the MOLHR as reflected in the Receipt of Notification of Change of the Company's Data No. AHU-AH.01.09.0022717 dated 16 June 2022, the composition of the Company's Board of Directors and Board of Commissioners on the issuance date of this information disclosure is as follows:

Board of Commissioners

President Commissioner : Edwin Soeryadjaya
 Commissioner : Garibaldi Thohir⁽²⁾
 Commissioner : Tang Honghui
 Commissioner : Yoke Candra
 Independent Commissioner : Muhamad Munir
 Independent Commissioner : Budi Bowoleksono

Board of Directors

President Director : Albert Saputro
 Vice President Director : Simon James Milroy⁽³⁾
 Director : Gavin Arnold Caudle
 Director : Hardi Wijaya Liong
 Director : Andrew Phillip Starkey
 Director : David Thomas Fowler
 Director : Titien Supeno
 Director : Chrisanthus Supriyo

Notes:

⁽²⁾ *has submitted his resignation from his position as Commissioner of the Company based on a letter dated 17 February 2023, as announced in the Company's information disclosure through Letter No. 043/MDKA-JKT/CORSEC/II/2023 on 17 February 2023. The resignation of Mr. Garibaldi Thohir will be effective once the shareholders approval has been obtained at the GMS.*

⁽³⁾ *has submitted his resignation from his position as Vice President Director of the Company based on a letter dated January 31, 2023, as announced in the Company's information disclosure through Letter No. 032/MDKA-JKT/CORSEC/II/2023 on 31 January 2023. The resignation of Mr. Simon James Milroy will be effective once the shareholders approval has been obtained at the GMS.*

2. PPM

PPM is a limited liability company established based on Deed of Establishment No. 43 dated 15 December 2021, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been

approved by the MOLHR by virtue of Decree No. AHU-0080235.AH.01.01.TAHUN 2021 dated 15 December 2021 ("**Deed of Establishment of PPM**").

PPM is domiciled in South Jakarta, with address at Mayapada Tower, 11th Floor, Jl. Jend. Sudirman Kav. 28, Karet, Setiabudi, South Jakarta 12920, Indonesia.

Based on the provisions of Article 3 of the Deed of Establishment of PPM, the purpose and objective of PPM are to carry out the activities of holding companies.

To achieve the above-mentioned purpose and objective, PPM may carry out activities of holding companies in which the main activity is ownership and/or control of assets of a group of subsidiary companies and its main activity is ownership of the aforesaid group. "Holding companies" do not engage in the business of its subsidiaries. Holding companies' activities include counsellors' and negotiators' services in planning mergers and acquisitions of a company.

Capital Structure and Shareholders Composition of PPM

PPM's capital structure and composition of shareholders is as stated in the Deed of Establishment of PPM *jo.* Deed of Statement of Shareholders' Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 43 dated 15 June 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta which has been notified to the MOLHR as evidenced by the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09.0022213 dated 15 June 2022 ("**Deed 43/2022**") as of the date of this information disclosure is as follows:

Authorized Capital	:	IDR300,000,000
Issued Capital	:	IDR150,000,000
Paid-up Capital	:	IDR150,000,000

PPM's Authorized Capital is divided into 30,000 (thirty thousand) shares, each having a nominal value of IDR10,000 per share.

As such, the shareholding composition of PPM stood as follows:

Description	Total Shares	Nominal Value per Share (Rp)	Total Value of Share (Rp)	%
Authorized Capital				
	30,000	10,000	300,000,000	
Issued and Paid-up Capital				
PT Prima Ultima Investama	14,999	10,000	149,990,000	99.993
Hardi Wijaya Liong	1	10,000	10,000	0.007
Total	15,000		150,000,000	100.000
Portfolio Shares	15,000		150,000,000	

Composition of the Board of Commissioners and Board of Directors of PPM

Based on Deed 43/2022, the composition of the Board of Directors and the Board of Commissioners of PPM on the date of this information disclosure are as follows:

Board of Commissioner

Commissioner : Honny Kandany

Board of Director

Director : Hardi Wijaya Liong

3. PUI

PUI is a limited liability company established based on Deed of Establishment No. 77 dated 30 November 2021, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by MOLHR by virtue of Decree No. AHU-0076465.AH.01.01.TAHUN 2021 dated 30 November 2021 ("**Deed of Establishment of PUI**").

PUI is domiciled in South Jakarta, with address at Mayapada Tower, 11th Floor, Jl. Jend. Sudirman Kav. 28, Kel. Karet, Kec. Setiabudi, South Jakarta 12920 – Indonesia.

Based on the provisions of Article 3 of the Deed of Establishment of PUI, the purpose and objective of PUI is to carry out activities of holding companies.

To achieve the above-mentioned purpose and objective, PUI may carry out activities of holding companies in which the main activity is ownership and/or control of assets of a group of subsidiary companies and its main activity is ownership of the aforesaid group. "Holding companies" do not engage in the business of its subsidiaries. Holding companies' activities include counsellors and negotiators services in planning merger and acquisition of a company.

Capital Structure and Shareholders Composition of PUI

PUI's capital structure and composition of shareholders is as stated in the Deed of Establishment of PUI *jo*. Deed of Statement of Shareholders' Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 49 dated 16 June 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta which has been notified to the MOLHR as evidenced by the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09. 0022477 dated 16 June 2022 as of the date of this information disclosure is as follows:

Authorised Capital	:	IDR300,000,000
Issued Capital	:	IDR150,000,000
Paid-up Capital	:	IDR150,000,000

PUI's Authorised Capital is divided into 30,000 shares, each having nominal value of Rp10,000 (ten thousand Rupiah) per shares.

The shareholding composition of PUI stood as follows:

Description	Total Shares	Nominal Value per Share (Rp)	Total Value of Share (Rp)	%
Authorized Capital				
	30,000	10,000	300,000,000	
Issued and Paid-up Capital				
PT Provident Indonesia	14,999	10,000	149,990,000	99.993
Eko Widodo	1	10,000	10,000	0.007
Total	15,000		150,000,000	100.000
Portfolio Shares	15,000		150,000,000	

Composition of the Board of Commissioners and Board of Directors of PUI

Based on Deed of Statement of Shareholders' Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 30 dated 10 November 2022, drawn up before Darmawan Tjoa, S.H., S.E., Notary in Jakarta which has been notified to the MOLHR as evidenced by the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09.0074810 dated 10 November

2022, the composition of the Board of Directors and the Board of Commissioners of PUI on the date of this information disclosure is as follows:

Board of Commissioners

Commissioner : Hardi Wijaya Liong

Board of Directors

Director : Eko Widodo

4. Garibaldi Thohir

Mr. Garibaldi Thohir is an individual with Indonesian citizenship who is domiciled in South Jakarta, acting as the Commissioner of the Company.

However, for information, Mr. Garibaldi Thohir has submitted his resignation from his position as Commissioner of the Company based on a letter dated 17 February 2023, as announced in the Company's disclosure of information through Letter No. 043/MDKA-JKT/CORSEC/II/2023 on 17 February 2023. His aforesaid resignation will become effective after obtaining approval from shareholders in the General Meeting of Shareholders.

Transaction Value

Pursuant to the Novation and Amendment and Restatement of Loan Agreement, the value of the Transaction is IDR268,343,000,000.00 (two hundred sixty-eight billion three hundred forty-three million Rupiah). Therefore, the Transaction is not a material transaction as referred to POJK 17/2020 considering that the value of the Transaction does not reach 20% (twenty percent) of the Company's equity value in accordance with the Company and its subsidiaries' Interim Consolidated Financial Statements for the period ended on 30 September 2022 which was limitedly reviewed by Tanubrata Sutanto Fahmi Bambang & Rekan as Public Accountant Firm.

Nature and Affiliated Relations of the Parties with the Company

The natures of the affiliation relationship between PPM, Mr. Garibaldi Thohir, and PUI with the Company are as follows:

- a. PPM and PUI is is an affiliate of the Company based on the following:
 - i. there is a member of the Board of Directors of PPM who also serves as a member of the Board of Directors of the Company; and
 - ii. there is a member of the Board of Commissioners of PUI who also serves as a member of the Board of Directors of the Company;
- b. Mr. Garibaldi Thohir is the Commissioner of the Company.

Summary of Transaction

Amendment and Restatement of Loan Agreement effective on 1 March 2023

Parties:

- 1. PPM;
- 2. Mr. Garibaldi Thohir;
- 3. PUI; and
- 4. The Company.

Hereinafter shall be collectively referred to as the "**Parties**" and each as "**Party**".

Scope of the Agreement:

The Company, PPM, and Mr. Garibaldi Thohir has signed the Novation and Amendment and Restatement of Loan Agreement which is made in relation to the Agreement. Based on the Agreement, the Company agrees to provide loan facility to PPM and Mr. Garibaldi Thohir which will be used for, among others, general corporate purposes and to subscribe or invest into a company which has main business in mineral mining ("**Facility**").

Under the Novation and Amendment and Restatement of Loan Agreement, the Company, PPM, and Mr. Garibaldi Thohir agree that PPM will transfer and assign towards Mr. Garibaldi Thohir by way of novation parts of its obligations and responsibilities towards the Company under the Agreement for the portion of the Facility in the amount of DR268,343,000,000.00 (two hundred sixty eight billion three hundred forty-three million Rupiah) and the interest amount is calculated daily since the date of drawdown by PPM ("**Transferred Obligations**"), in accordance with the terms and conditions of the Novation and Amendment and Restatement of Loan Agreement.

By entering into the Novation and Amendment and Restatement of Loan Agreement, the Company has also amended and restated the following:

(i) **Undertaking and Indemnity Agreement**

Pursuant to the Amendment and Restatement of Undertaking and Indemnity Agreement dated 27 Februari 2023, PUI has agreed to provide encumbrance to the Company in the form of irrevocable and unconditional indemnity for the due and punctual performance of obligation by PPM and Mr. Garibaldi Thohir in accordance with the Novation and Amendment and Restatement of Loan Agreement. If PPM and/or Mr. Garibaldi Thohir fails to perform its obligation when due, PUI will pay the amount of the secured liabilities to the Company upon the Company's first written demand.

(ii) **Pledge of Shares Agreement**

Pursuant to the Amendment and Restatement of Pledge of Shares Agreement dated 27 Februari 2023, in relation to securing payment and implementation of the obligations of PPM and Mr. Garibaldi Thohir under the Novation and Amendment and Restatement of Loan Agreement, PUI has agreed to pledge its shares in PPM to the Company, whether the existing shares of PPM or any additional shares which will be issued by PPM to PUI.

Transaction Value:

value of the Transaction is IDR268,343,000,000.00 (two hundred sixty-eight billion three hundred forty-three million Rupiah).

Applicable Law:

Laws of the Republic of Indonesia

Dispute Resolution:

Indonesian National Arbitration Board (BANI)

SUMMARY OF APPRAISER'S REPORT

KJPP Iskandar and Partners who has been appointed by the Company's Board of Directors as independent appraisers in accordance with the proposal letter/contract work agreement No. No. 023.4/IDR/DO.2/Pr-BFO/II/2023 dated 6 February 2023, has been requested to provide an assessment of and provide an opinion of the Transaction's fairness.

Fairness Assessment Report on Transaction

The following is a summary of the KJPP's fairness assessment on the Transaction as stated in its report No. 00090/2.0118-00/BS/02/0596/1/II/2023 dated 27 February 2023 as follows:

a. Transacting Parties

The transacting parties are the Company, PPM, and Mr. Garibaldi Thohir, where the Company as the financier (financier) who has receivables from PPM (original lender) and the Company will partially transfer the receivables to Mr. Garibaldi Thohir (new lender), PPM as the initial company that received funds in the form of debts from the Company and Mr. Garibaldi Thohir as the new recipient of loan obtained from the transfer of parts of PPM's debt to the Company.

b. Appraisal Object

The appraisal object is the proposed transaction of partial transfer of the Company's (financier) receivables from PPM (original lender) to Mr. Garibaldi Thohir (new lender).

c. Purpose and Objective of Appraisal

The purpose of the assignment is to provide an independent appraisal of the fairness opinion on the proposed Transaction for the purpose of the Transaction's implementation.

d. Assumptions and Main Limit Conditions

1. This Appraisal report is a non-disclaimer opinion.
2. The appraiser reviews the legal status of the documents used in the appraisal process.
3. The data and information come from trustworthy sources.
4. The financial projection used is an adjusted financial projection that reflects the fairness of the financial projections made by management with the ability to achieve (fiduciary duty), if the appraisal uses financial projections.
5. The appraiser is responsible for the implementation of appraisal and fairness of the financial projections.
6. This appraisal report is disclosed to the public, except for confidential information, which may affect the Company's operations.
7. The appraiser is responsible upon this Appraisal Report and the conclusion of the final score.
8. The appraiser obtains information on the legal status of the appraisal object from the assignor.
9. This opinion should be viewed as a whole and that the use of any part of analysis and information without considering the entirety of the information and analysis may cause a misleading view of the process where the opinion is based. The arrangement of this opinion is a complex process and may not be possible through incomplete analysis.
10. The fairness opinion is arranged by considering the market and economic conditions, general business and financial conditions, as well as government regulations on the issued date of this opinion. This fairness opinion is only conducted upon the Transaction as described above.
11. The fairness opinion is prepared in accordance with the principle of information and data integrity. In arranging this fairness opinion, KJPP bases and is based on information and data as provided by the Company's management according to the nature of fairness is true, complete, reliable, and not misleading. KJPP does not carry out audits and compliance test in details upon the explanations and data provided by the Company's management, both verbally and in writing, and thus KJPP can not provide guarantees or be responsible for the correctness and completeness of the informations or explanations.
12. This fairness opinion is only arranged by considering the perspective of the Company's Shareholders and does not consider the viewpoints of other stakeholders and other aspects.

e. Approach and Methods

In accordance with the scope of appraisal, the approach and methods used are as follows:

1. conduct Transaction analysis;

2. conduct a qualitative analysis of the proposed Transaction;
3. conduct a quantitative analysis of the proposed Transaction;
4. conduct an analysis of the guarantee related to the Transaction;
5. conduct an analysis of the fairness of the Transaction value; and
6. conduct an analysis of other relevant factors.

f. Conclusion

The amount of the object of Transaction in the form of the transfer of receivables owned by the Company from PPM to Mr. Garibaldi Thohir can be repaid on the maturity date, therefore it can be concluded that the amount of the proposed Transaction is **fair**.

The analysis result on the interest rate from the Company, as the lender, which imposed to Mr. Garibaldi Thohir on the transfer of receivables owned by the Company from PPM to Mr. Garibaldi Thohir is still within the range of interest rate in the market of similar loan(s). Therefore, it can be concluded that the interest rate imposed by the Company to Mr. Garibaldi Thohir is **fair**.

The analysis result of the financial impact from the Transaction that will be conducted for the Shareholders' interest is to decrease the risk from the provided credit since the loan is indebted by more than one party with the same terms and conditions hence it increases the certainty for prepayment to the Company is aligned with the Shareholders' interest.

The analysis result of the business consideration applied by the Company's management related to the proposed Transaction which will be conducted on behalf of the Shareholders is to allocate the credit to several parties hence it decreases the risk of payment default aligned with the Shareholders' interest.

In accordance with the conclusion of the analysis result above, KJPP is of the opinion that the Transaction is **fair** for the Company.

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THE EFFECT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

The Effect of the Transaction on the Company's Financial Condition

The table below shows an overview of the financial condition of the Company and its subsidiaries as of 30 September 2022 before and after carrying out the Affiliated Transaction:

Description	Before Transaction Execution	Adjustment	After Transaction Execution
ASSETS			
Current Assets			
Cash or cash equivalents	364,877,965	-	364,877,965
Trade receivables:			
- third parties	61,006,771	-	61,006,771
- related parties	609,217	-	609,217
Other receivables - third parties	11,601,557	-	11,601,557
Inventories - current portion	244,325,563	-	244,325,563
Claims for tax refund	30,585,532	-	30,585,532
Advances and prepayments - current portion	34,483,675	-	34,483,675
Investment in equity instrument and other securities	48,549,410	-	48,549,410
Derivative financial instrument - current portion	2,764,985	-	2,764,985
Total Current Assets	798,804,675	-	798,804,675
Non-Current Assets			
Advances and prepayments - non-current portion	141,178,914	-	141,178,914
Advance of investment	1,486,086	-	1,486,086
Investment in shares and associate entity	1,087,207	-	1,087,207
Loan to related party	64,791,931	-	64,791,931
Inventories - non-current portion	52,156,551	-	52,156,551
Prepaid taxes	80,564,256	-	80,564,256
Property, plant and equipments	1,098,278,559	-	1,098,278,559
Right-of-use assets	16,114,556	-	16,114,556
Mining properties	596,968,247	-	596,968,247
Exploration and evaluation assets	446,405,625	-	446,405,625
Goodwill	232,321,203	-	232,321,203
Deferred tax assets	27,082,535	-	27,082,535
Other non-current assets	15,783,946	-	15,783,946
Total Non-Current Assets	2,774,219,616	-	2,774,219,616
TOTAL ASSETS	3,573,024,291	-	3,573,024,291

LIABILITIES AND EQUITY			
Current Liabilities			
Trade payables:			
- third parties	122,137,686	-	122,137,686
- related parties	41,024	-	41,024
Accrued expenses	53,755,861	-	53,755,861
Unearned revenue	2,132,340	-	2,132,340
Taxes payable	38,665,338	-	38,665,338
Other payables	50,657,544	-	50,657,544
Borrowings - current portion:			
Bank loans and credit facility	35,464,063	-	35,464,063
Bonds payable	282,133,001	-	282,133,001
Lease liabilities	22,241,005	-	22,241,005
Derivative financial instrument - current portion	12,342,516	-	12,342,516
Provision for mining rehabilitation - current portion	100,643	-	100,643
Total Current Liabilities	619,671,021	-	619,671,021
Non-Current Liabilities			
Borrowings - non-current portion:			
Bank loans and credit facility	231,899,732	-	231,899,732
Bonds payable	534,242,268	-	534,242,268
Lease liabilities	16,995,771	-	16,995,771
Loan from third parties	74,600,500	-	74,600,500
Derivative financial instrument - non-current portion	17,856,200	-	17,856,200
Deferred tax liabilities	338,214	-	338,214
Post-employment benefits liability	21,635,512	-	21,635,512
Provision for mining rehabilitation - non-current portion	40,052,661	-	40,052,661
Total Non-Current Liabilities	937,620,858	-	937,620,858
TOTAL LIABILITIES	1,557,291,879	-	1,557,291,879
Equity			
Share capital	37,792,783	-	37,792,783
Additional paid-in capital	690,575,911	-	690,575,911
Treasury stock	(17,859,134)	-	(17,859,134)
Cash flows hedging reserve	2,154,389	-	2,154,389
Other equity components	9,715,716	-	9,715,716
Retained earnings	293,553,101	-	293,553,101
Non-controlling interests	999,799,646	-	999,799,646
Total Equity	2,015,732,412	-	2,015,732,412
TOTAL LIABILITIES AND EQUITY	3,573,024,291	-	3,573,024,291

*) US Dollar, please refer to the Consolidated Financial Statements of the Company dated 30 September 2022

**DESCRIPTION, CONSIDERATIONS AND REASONS FOR THE TRANSACTION
COMPARED WITH OTHER SIMILAR TRANSACTIONS WHICH ARE NOT PERFORMED
WITH AFFILIATED PARTIES**

By conducting the Transaction, the Company can provide a funding facility that will be utilized by PPM and Mr. Garibaldi Thohir for the purpose of, among others, general corporate purpose and subscribe or invest in a company engaging in mineral mining with the hope of improving the Company's financial performance, hence, in turn, can create an added value for the Company's Shareholders.

The Transaction has also been assessed by internal procedures using similar terms and conditions if the Transaction is conducted with an unaffiliated party, hence the terms and conditions of the Transaction are carried out by generally accepted business practices. Furthermore, the Transaction is also more effective and efficient if it is carried out by affiliated parties of the Company.

**STATEMENT OF THE BOARD OF COMMISSIONERS
AND BOARD OF DIRECTORS OF THE COMPANY**

The Board of Commissioners and Board of Directors of the Company, either individually or jointly, state that all material information related to the Transaction has been disclosed and the information is not misleading and the Transaction is not considered a Conflict of Interest Transaction as referred to POJK 42/2020 and is not a material transaction as referred to POJK 17/2020 considering that the Transaction value does not reach 20% (twenty percent) of the Company's equity value in accordance with the Company and its subsidiaries' Interim Consolidated Financial Statements for the period ended on 30 September 2022 which was limitedly reviewed by Tanubrata Sutanto Fahmi Bambang & Rekan as Public Accountant Firm.

The Board of Directors of the Company stated that the Transaction was carried out in accordance with the procedures owned by the Company as required in POJK 42/2020 to ensure that Affiliated Transactions have been carried out in accordance with prevailing regulations and generally accepted business practices.

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ADDITIONAL INFORMATION

For further information, you can contact the Company at the following address:

PT Merdeka Copper Gold Tbk
Corporate Secretary

Treasury Tower, 67-68th Floor, District 8 SCBD Lot. 28
Jl. Jend. Sudirman Kav. 52-53, South Jakarta 12190, DKI Jakarta, Indonesia
Telephone: +62 21 3952 5580 Facsimile: +62 21 3952 5589
Email: corporate.secretary@merdekacoppergold.com
Website: www.merdekacoppergold.com

Initial:

