

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 conditional share subscription and purchase agreement, made and executed by the Company, PT Pani Bersama Jaya, and PT Mentari Alam Persada, in which PT Pani Bersama Jaya and PT Mentari Alam Persada are the controlled companies of the Company (“**Transaction**”).

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 Transaction and Conflict of Interest Transactions.

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

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 COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY DECLARE THAT ALL INFORMATION OR MATERIAL FACTS CONTAINED IN THIS INFORMATION DISCLOSURE ARE COMPLETE AND TRUE AND NOT MISLEADING.

THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS 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
Jl. Jend. Sudirman Kav. 52-53, Senayan, Kebayoran Baru, 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

This Information Disclosure
is issued in Jakarta on 18 December 2023

DEFINITIONS

- “Affiliation”** : means the parties referred to UUP2SK, namely:
- a. family relationship due to marriage up to the second degree, both horizontally and vertically, namely the relationship of a person with:
 1. husband or wife;
 2. parents of the husband or wife and the husband or wife of the children;
 3. grandparents of the husband or wife and the husband or wife of the grandchildren;
 4. siblings of the husband or wife along with their respective spouse; or
 5. the husband or wife of the sibling of the person concerned.
 - b. family relationship due to descent up to the second degree, both horizontally or vertically, namely the relationship of a person with:
 1. parents and children;
 2. grandparents and grandchildren; or
 3. siblings of the person concerned.
 - c. relationship between a party and employees, directors or commissioners of the party;
 - d. relationship between 2 (two) or more companies which there is 1 (one) or more members of the board of directors, management, board of commissioners, or supervisors who are the same;
 - e. relationship between a company and a party, whether direct or indirect, by any means, controlling or controlled by the company or that party in determining the management and/or policies of the company or the concerned party;
 - f. relationship between 2 (two) or more companies controlled, whether direct or indirect, by any means, in determining the management and/or policies of the company by the same party; or
 - g. relationship between a company and a major shareholder, that is a party that directly or indirectly owns at least 20% (twenty percent) of the shares with voting rights of 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, major shareholders, or controllers that may be harmful to the public company concerned.
- “Indonesia Stock Exchange”** : The regulator in the capital market for stock exchange transactions, which in this case is conducted by PT Bursa Efek Indonesia, domiciled in South Jakarta.
- “MOLHR”** : Minister of Law and Human Rights of the Republic of Indonesia.

“MAP”	:	PT Mentari Alam Persada, domiciled in Pohuwato Regency, Gorontalo Province, a limited liability company established and operating under the laws of the Republic of Indonesia.
“Financial Services Authority or OJK”	:	An independent state institution, which has the functions, duties, and authority of regulation, supervision, examination, and investigation as referred to in Law No. 21 of 2011 on the Financial Services Authority, as amended by UUP2SK.
“PBJ”	:	PT Pani Bersama Jaya, domiciled in South Jakarta, a limited liability company established and operating under the laws of the Republic of Indonesia.
“Shareholders”	:	Parties who have the benefit of the Company’s shares, both in the form of scripts and in collective custody which is kept and administered in the securities account at Indonesia Central Securities Depository, registered in the Shareholders Register of the Company which is administered by the Securities Administration Bureau appointed by the Company.
“Independent Appraiser or KJPP”	:	Public Appraisal Services Office of Iskandar and Rekan, 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.
“Agreement”	:	Conditional Shares Subscription and Purchase Agreement, executed and signed by and between the Company, MAP, and PBJ which became effective on 15 December 2023 together with any amendments, additions, and substitutes, which may be subsequently made.
“Company”	:	PT Merdeka Copper Gold Tbk, domiciled in South Jakarta, a publicly listed 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 42/2020”	:	OJK Regulation No. 42/POJK.04/2020, enacted on 1 July 2020 regarding Affiliated Transaction and Conflict of Interest Transaction.
“Rupiah or Rp”	:	Reference to Rupiah which is the legal currency of the Republic of Indonesia.
“Affiliated Transaction”	:	Any activity and/or transaction conducted by a public company or a controlled company with an Affiliation of a public company or an Affiliation of a member of the board of directors, a member of the board of commissioners, major of shareholders, or the controller, including any activity and/or transaction conducted by a public company or controlled company for the benefit of an Affiliation of a public company

or an Affiliation of a member of the board of directors, member of the board of commissioners, major of shareholders or the controller.

- “Conflict of Interest Transaction”** : Transactions that are carried out by public companies or controlled entities with any party, both with Affiliations and parties other than Affiliations that contain a conflict of interest.
- “USD”** : Reference to United States Dollars which is the legal currency of the United States.
- “UUP2SK”** : Law No. 4 of 2023 dated 12 January 2023 on Financial Sector Development and Strengthening, State Gazette of the Republic of Indonesia No. 4 of 2023, along with all of its implementing regulations.

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 15 December 2023, the Company, PBJ, and MAP have signed an Agreement with details as described in the Transaction summary below.

The Transaction carried out is an Affiliated Transaction as referred to in POJK 42/2020, in which PBJ and MAP are the controlled companies of the Company. However, this Transaction is not a Transaction with a Conflict of Interest as set forth in POJK 42/2020.

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

In accordance with the provision of Article 4 Paragraph 1 of POJK 42/2020, this Transaction is an Affiliated Transaction that is required to use an Independent Appraiser in determining the fairness of the Affiliated Transaction 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 Iskandar and Rekan No. 00448/2.0118-00/BS/02/0596/1/XII/2023 dated 14 December 2023 on the Fairness Opinion Report on the Proposed Conditional Shares Subscription and Purchase of PT Mentari Alam Persada by PT Pani Bersama Jaya (Controlled Company of the Company) (“**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 the Articles of Association No. 59 dated 12 April 2023, drawn up before Jose Dima Satria, S.H., M.Kn., Notary in Administrative City of South Jakarta, which has been approved by the MOLHR by virtue of the Decree No. AHU-0023036.AH.01.02.TAHUN 2023 dated 17 April 2023 and has been notified to the MOLHR based on Receipt of Notification of the Change of the Company's Data No. AHU-AH.01.09-0111358 dated 17 April 2023 ("**Deed 59/2023**").

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 to conduct business in the field of holding company activities and other management consulting activities.

To achieve the abovementioned purposes and objectives, the Company shall perform the main business activities as follows:

- a. holding company's activities, including the ownership and/or control of its group of subsidiaries; and
- b. activities of other management consultation, of which the main activities (as relevant) are to give assistance of business advice, guidance and operation and other organization and management issues, such as strategic and organizational planning, decisions related to finance, marketing objective and policy, planning, practice, and policy of human resources, planning of production scheduling and control.

To achieve the abovementioned main business activities of the Company, the Company shall perform the supporting business activities as follows:

- a. services provided as a counselor and negotiator in planning companies' merger and acquisition; and
- b. providing services covering assistance in advice, guidance and operation of business, and other organizational and management issues, such as strategic and organizational planning; decisions related to finance; marketing objective and policy; planning, practice and policy of human resources; planning of production scheduling and control. This providing of business services may cover assistance in finance, advice, guidance and operation of various management functions, management consultancy in agronomy and economy in agriculture and the like, design of accounting methods and procedures, cost accounting program, budget monitoring procedures, provision of funding, advice and assistance to business and community service in planning, organizing, efficiency and supervision, management information, etc., including but not limited to services in infrastructure investment study.

Capital Structure and Shareholders' Composition of the Company

Pursuant to Deed of Statement of Meeting Resolution of the Amendment of the Articles of Association No. 69 dated 25 September 2019 made before Liestiani Wang, S.H., M.Kn., Notary in Administrative City of South Jakarta which has been notified to the MOLHR based on the Receipt of Notification of the

Amendment of the Articles of Association No. AHU-AH.01.03-0339775 dated 2 October 2019 *juncto* Deed of Statement of Meeting Resolutions of the Amendment of the Articles of Association No. 9 dated 12 May 2022, made before Jose Dima Satria, S.H., M.Kn., Notary in the Administrative City of South Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of Amendment to of the Articles of Association No. AHU-AH.01.03-0237201 dated 13 May 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, with a nominal value of IDR20 (twenty Rupiah) per share.

According to the Shareholders Register of the Company dated 30 November 2023 issued by PT Datindo Entrycom as Share Registrar of the Company, the shareholders of the Company are as follows:

Description	Nominal Value of IDR20 per share		
	Number of Shares	Nominal Value (IDR)	(%)
A. Authorized Capital	70,000,000,000	1,400,000,000,000	
B. Issued and Paid-up Capital			
1) PT Saratoga Investama Sedaya Tbk	4,494,361,397	89,887,227,940	18.640
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 Brunp & Catl Co., Limited	1,205,542,539	24,110,850,780	5.000
6) Gavin Arnold Caudle	80,966,431	1,619,328,620	0.336
7) Hardi Wijaya Liong	69,596,728	1,391,934,560	0.289
8) Andrew Phillip Starkey	700,000	14,000,000	0.003
9) Albert Saputro	355,600	7,112,000	0.001
10) Titien Supeno	567,400	11,348,000	0.002
11) Public (respectively under 5%)	12,163,987,603	243,279,752,060	50.450
Treasury Shares	66,194,700	1,323,894,000	0.275 ⁽¹⁾
Total of Issued and Fully Paid-up Shares	24,110,850,771	482,217,015,420	100.000
C. Portfolio 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 Directors and Board of Commissioners of the Company

Based on Deed 59/2023, 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	: Yoke Candra
Commissioner	: Tang Honghui
Independent Commissioner	: Budi Bowoleksono
Independent Commissioner	: Muhamad Munir

Board of Directors

President Director	: Albert Saputro
Vice President Director	: Jason Laurence Greive
Director	: Andrew Phillip Starkey
Director	: Gavin Arnold Caudle
Director	: Hardi Wijaya Liong
Director	: David Thomas Fowler
Director	: Titien Supeno
Director	: Chrisanthus Supriyo

2. MAP

MAP, established under the name of PT Batutua Tambang Energi, pursuant to Deed of Establishment of Limited Liability Company No. 145 dated 20 December 2019, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by MOLHR by virtue of its Decree No. AHU-0068142.AH.01.01.TAHUN 2019 dated 21 December 2019.

MAP's Articles of Association have been amended several times, in which prior to the Transaction became effective, MAP's Articles of Association was lastly amended by the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 167 dated 23 December 2022 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR by virtue of the Decree No. AHU-0093356.AH.01.02.TAHUN 2022 dated 23 December 2022 and has been notified to the MOLHR based on Receipt of Notification of the Amendment to the Articles of Association No. AHU-AH.01.03-0331347 dated 23 December 2022 ("**Deed 167/2022**").

Based on Article 3 of the Articles of Association of MAP, the purpose and objective of MAP is to engage in large-scale trading activities based on fee or contract, other transportation support activities YTDL (*yang tidak termasuk dalam lainnya* or which are not included in others), and other business support service activities YTDL (*yang tidak termasuk dalam lainnya* or which are not included in others).

To achieve the abovementioned purposes and objectives, MAP may carry out business activities as follows:

- a. Large-Scale Trading based on Fee or Contract (KBLI 46100)
Carrying out business activities of an agency receiving commissions, brokers, auctions, and other large-scale who trade commodities domestically, internationally on behalf of other parties. The activities include the commission agents, commodity brokers, and all other large-scale who sell

on behalf and at the risk of other parties; activities involved in joint sales and purchases or conducting transactions on behalf of the company, including through the internet; and agents involved in trade such as agricultural raw materials, live animals; textile raw materials and semi-finished commodity; fuels, ores, metals and chemical industries, including fertilizers; food, beverages, and tobacco; textiles, clothing, furs, footwear, and leather goods; timber and building materials; machinery, including office machines and computers, industrial equipment, ships, aircraft; furniture, household goods, and hardware; wholesale trading activities of auction houses; commission agents for radioactive substances and ionizing radiation generators. Includes commodity auction market organizers;

- b. Other Transportation Support Activities YTTDL (KBLI 52299)
Carrying out business activities of shipping and/or packing of goods in other large volumes, other than those included in the KBLI groups 52291 to 52298, such as shipping and/or packing services for valuables item from sunken ship cargo and other cultural objects; and
- c. Other Business Support Service Activities YTDL (KBLI 82990)
Carrying out business activities of providing other support services that cannot be classified elsewhere, such as court reporting services and stenotype records and stenography services for the public, live television broadcast services for meetings and conferences, bar code addressing services, bar code printing services, fundraising organization services based on fees or contracts, mail sorting services, storage services, parking fees using meter coins, independent auction activities, loyalty program administration, and other supporting activities provided for businesses that are not classified elsewhere. Including the activities of the warehouse receipt system registration center.

Capital Structure and Shareholder's Composition of MAP

Based on Deed 167/2022, the capital structure and shares ownership composition of MAP prior to the Transaction became effective were as follows:

Authorized Capital	:	IDR175,000,000,000
Issued Capital	:	IDR60,050,000,000
Paid-up Capital	:	IDR60,050,000,000

The Authorized Capital of MAP is divided into 700,000 (seven hundred thousand) shares, with a nominal value of IDR250,000 (two hundred and fifty thousand Rupiah).

Therefore, the composition of MAP's share ownership is as follows:

No.	Shareholders' Name	Nominal Value of IDR250,000 per share		
		Number of Shares	Nominal Value (IDR)	%
1.	PT Batutua Abadi Jaya	1	250,000	0.01
2.	The Company	240,199	60,049,750,000	99.99
Total		240,200	60,050,000,000	100.00
Portfolio Shares		459,800	114,950,000,000	-

Composition of the Board of Directors and Board of Commissioners of MAP

According to the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 96 dated 24 February 2022, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR by virtue of the Decree No. AHU-0013784.AH.01.02.TAHUN 2022 dated 24 February 2022, and has been notified to the MOLHR based on the Receipt of Notification of the Change of the Company's Data No. AHU-AH.01.03-0123252 dated 24 February 2022, the composition of the Board of Directors and Board of Commissioner of MAP is as follows:

Board of Commissioner

Commissioner : Albert Saputro

Board of Directors

President Director : Boyke Poerbaya Abidin

Director : Cahyono Seto

3. PBJ

PBJ, domiciled in South Jakarta, is a limited liability company established based on the Deed of Establishment of Limited Liability Company No. 87 dated 20 November 2015, made before Humberg Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been ratified by the MOLHR by virtue of its Decree No. AHU-2467705.AH.01.01.TAHUN 2015 dated 20 November 2015.

PBJ's Articles of Association have been amended several times, as lastly amended by the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 141 dated 19 December 2022 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR based on (i) the Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.03-0328481; (ii) the Receipt of Notification of the Change of the Company's Data No. AHU-AH.01.03-0328485; and (iii) the Receipt of Notification of the Company's Merger No. AHU-AH.01.09-0088367, all dated 19 December 2022 ("**Deed 141/2022**").

Based on Article 3 of the Articles of Association of PBJ, the purpose and objective of PBJ is to conduct business in the field of holding company activities.

To achieve the abovementioned purposes and objectives, PBJ may carry out business activities, namely holding company activities (KBLI 64200), which is conducting activities as a holding company, namely a company that controls the assets of a group of subsidiary companies and the main activity is the ownership of the group.

Capital Structure and Shareholder's Composition of PBJ

Based on the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 85 dated 30 May 2022, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR by virtue of the Decree No. AHU-0036220.AH.01.02.TAHUN 2022 and has been notified to the MOLHR based on the Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.03-0243208, both dated 30 May 2022 *juncto* Deed 141/2022, the capital

structure and share ownership composition of PBJ are as follows:

Authorized Capital	:	IDR200,000,000,000
Issued Capital	:	IDR100,183,000,000
Paid-up Capital	:	IDR100,183,000,000

The Authorized Capital of PBJ is divided into 200,000 (two hundred thousand) shares, with a nominal value of IDR1,000,000 (one million Rupiah) per share.

Therefore, the composition of PBJ's share ownership is as follows:

No.	Shareholders' Name	Nominal Value of IDR1,000,000 per share		
		Number of Shares	Nominal Value (IDR)	%
3.	The Company	70,181	70,181,000,000	70.05
4.	Garibaldi Thohir	6,953	6,953,000,000	6.94
5.	PT Unitras Kapital Indonesia	2,204	2,204,000,000	2.20
6.	PT Elias Aldana Manajemen	1,002	1,002,000,000	1.00
7.	PT Nugraha Eka Kencana	1,501	1,501,000,000	1.50
8.	Winato Kartono	10,389	10,389,000,000	10.37
9.	Hardi Wijaya Liong	4,448	4,448,000,000	4.44
10.	Santoso Kartono	1,403	1,403,000,000	1.40
11.	Sakti Wahyu Trenggono	601	601,000,000	0.60
12.	Edi Permadi	1,501	1,501,000,000	1.50
Total		100,183	100,183,000,000	100.00
Portfolio Shares		99,817	99,817,000,000	-

Composition of the Board of Directors and Board of Commissioners of PBJ

According to the Deed of Statement of Circular Resolutions of Shareholders in Lieu of Extraordinary General Meeting of Shareholders No. 55 dated 28 April 2023, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of the Amendment to the Company's Data No. AHU-AH.01.09-0121405 dated 27 May 2023, the composition of the Company's Board of Directors and Board of Commissioners of PBJ is as follows:

Board of Commissioners

President Commissioner	:	Albert Saputro
Commissioner	:	Januarus Felix Lumban Gaol

Board of Directors

President Director	:	Syamsul Bahri Ilyas
Director	:	Cahyono Seto
Director	:	David Thomas Fowler
Director	:	Boyke Poerbaya Abidin

Transaction Value

The total value of the Transaction is a maximum of IDR229,500,000,000 (two hundred twenty-nine billion five hundred million Rupiah).

Furthermore, the Transaction is not a material transaction as referred to in 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 Interim Consolidated Financial Statements of the Company and its subsidiaries for the period ended on 30 September 2023 which was audited by Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan.

PBJ will become the controller of MAP after the Transaction becomes effective, in which to become effective, PBJ and the Company are required to fulfil the requirements as stipulated in the Agreement.

Nature and Affiliation Relationship between PBJ and MAP with the Company

The nature of the Affiliation relationship of PBJ and MAP with the Company is as follows:

- a. PBJ is a Controlled Company of the Company, with shares owned directly by the Company in the amount of 70.05% (seventy-point zero five percent);
- b. MAP is a Controlled Company of the Company, with shares owned both directly and indirectly by the Company in the amount of 99.99% (ninety-nine-point nine nine percent);
- c. there are members of the Board of Directors and/or members of the Board of Commissioners of PBJ who also serve as members of the Board of Directors of the Company; and
- d. there is a member of the Board of Commissioner of MAP who also serve as member of the Board of Directors of the Company.

SUMMARY OF APPRAISER'S REPORT

KJPP who has been appointed by the Company's Board of Directors as the independent appraiser in accordance with the proposal letter/contract work agreement No. 186.1/IDR/DO.2/Pr-BFO/X/2023 dated 19 October 2023, has been requested to provide an assessment of and provide an opinion of the Transaction's fairness.

Fairness Opinion Report on Transaction

The following is a summary of the KJPP's fairness opinion of the Transaction as stated in its report No. 00448/2.0118-00/BS/02/0596/1/XII/2023 dated 14 December 2023:

a. Transacting Parties

Proposed Transaction 1:

The transacting parties are PBJ and MAP, where PBJ is the shares subscription party and MAP is the shares issuing party.

Proposed Transaction 2:

The transacting parties are PBJ and the Company, where PBJ as a buyer and the Company as a seller that sells its shares in MAP.

b. Appraisal Object

The object of the assessment is the proposed Transaction of the Conditional Shares Subscription and Purchase in MAP by PBJ (Controlled Company of the Company), which constitutes an integrated series of Transactions that cannot be separated.

Based on this proposed Transaction, the series of Transaction can be divided into 2 (two) inseparable Transaction plans, as follows:

Proposed Transaction 1:

Proposed Transaction of shares subscription on MAP by PBJ.

Proposed Transaction 2:

Proposed Transaction of a conditional share purchase of the Company in MAP by PBJ.

c. Purpose and Objective of Appraisal

The purpose of the appraisal is to provide an independent appraisal of the fairness opinion on the proposed Transaction for the purpose of implementing the Transaction.

d. Principal Limiting Assumptions and Conditions

1. This appraisal report is a *non-disclaimer* opinion.
2. The appraiser reviewed the legal status of 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 for this appraisal report and the conclusion of the final score.
8. The appraiser obtained information on the legal status of the appraisal object from the assignor.
9. The assumptions and other limiting conditions are disclosed in the KJPP report.

e. Approach and Method

In accordance with the scope of the appraisal, the approaches and methods used are:

1. conducting Transaction analysis;
2. conducting a qualitative analysis of the proposed Transaction;
3. conducting a quantitative analysis of the proposed Transaction;
4. conducting an analysis of the fairness of the transaction value; and
5. conducting an analysis of other relevant factors.

f. Conclusion

The analysis results of the Transaction value of the new shares subscription of MAP by PBJ is lower than its market value, but still within the range of its market value, which gives a conclusion that the Transaction value is **fair**.

The analysis results of the Transaction value of the share purchase of the Company in MAP by PBJ is higher than its market value but still within the range of its market value, which gives a conclusion that the Transaction value is **fair**.

The analysis results of the financial impact of the Transaction that will be conducted for the Shareholders' interest which gives a conclusion that conducting the Transaction will increase the Company's revenue and profit which can provide added value to the Company in line with the Shareholders' interest.

The analysis results of the business considerations from the Company's management related to the Transaction involving the Shareholders' interests of the Company will control MAP through PBJ for the development of business in leasing infrastructure supporting the mining business such as MAP's mining roads, which give a conclusion that the business considerations from the Company's management are in line with the Shareholders' interests.

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

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 June 2023 before and after carrying out the Affiliated Transaction:

Description	Before Transaction Execution	Adjustment	After Transaction Execution
ASSETS			
Current Assets			
Cash or cash equivalents	496.347.175	0	496.347.175
Trade receivables			
- third parties	131.306.502	0	131.306.502
- related parties	824.570	0	824.570
Other receivables - third parties	7.877.454	0	7.877.454
Inventories - current portion	447.497.973	0	447.497.973
Claims for tax refund	59.123.021	0	59.123.021
Advances and prepayments - current portion	29.548.521	0	29.548.521
Investment in equity instrument and other securities	41.331.265	0	41.331.265
Total Current Assets	1.213.856.481	0	1.213.856.481
Non-Current Assets			
Advances and prepayments - non-current portion	113.607.979	0	113.607.979
Advance of investment	6.113.705	0	6.113.705
Investment in shares and associate entity	730.393	0	730.393
Loan from third party	38.617.353	0	38.617.353
Inventories - non-current portion	59.335.480	0	59.335.480
Prepaid taxes	109.655.768	0	109.655.768
Property, plant and equipments	1.536.749.775	0	1.536.749.775
Right-of-use assets	19.672.952	0	19.672.952
Mining properties	604.817.947	0	604.817.947
Exploration and evaluation assets	492.534.522	0	492.534.522
Goodwill	358.694.582	0	358.694.582
Deferred tax assets	30.109.854	0	30.109.854
Derivative financial instrument	2.670.807	0	2.670.807
Other non-current assets	11.200.944	0	11.200.944
Total Non-Current Assets	3.384.512.061	0	3.384.512.061
TOTAL CURRENT ASSETS	4.598.368.542	0	4.598.368.542

LIABILITIES AND EQUITY			
Current Liabilities			
Trade payables			
- third parties	305.933.200	0	305.933.200
- related parties	180.741	0	180.741
Accrued expenses	74.970.009	0	74.970.009
Unearned revenue	19.809.504	0	19.809.504
Taxes payable	12.690.288	0	12.690.288
Other payables	5.866.808	0	5.866.808
Borrowings - current portion:			
Bank loans and credit facility	3.231.405	0	3.231.405
Bonds payable	323.102.062	0	323.102.062
Lease liabilities	18.057.133	0	18.057.133
Derivative financial instrument - current portion	1.988.232	0	1.988.232
Provision for mining rehabilitation - current portion	62.848	0	62.848
Total Current Liabilities	765.892.230	0	765.892.230
Non-Current Liabilities			
Borrowings - net of current portion:			
Bank loans and credit facility	283.318.140	0	283.318.140
Bonds payable	703.036.528	0	703.036.528
Lease liabilities	21.577.370	0	21.577.370
Loan from associate entity	104.540.500	0	104.540.500
Deferred tax liabilities	94.019.871	0	94.019.871
Post-employment benefits liability - non-current portion	22.046.768	0	22.046.768
Provision for mining rehabilitation - non-current portion	39.657.387	0	39.657.387
Total Non-Current Liabilities	1.268.196.564	0	1.268.196.564
TOTAL LIABILITIES	2.034.088.794	0	2.034.088.794
Equity			
Share capital:			
Authorized capital	37.792.783	0	37.792.783
Additional paid-in capital - net	690.575.911	0	690.575.911
Treasury stock	-17.309.450	0	-17.309.450
Other equity components	-31.353.643	0	-31.353.643
Retained earnings:			
Appropriated	1.400.000	0	1.400.000
Unappropriated	232.170.131	0	232.170.131
Non-controlling interests	1.651.004.016	0	1.651.004.016
Total Equity	2.564.279.748	0	2.564.279.748
TOTAL LIABILITIES AND EQUITY	4.598.368.542	0	4.598.368.542

(* Expressed in US Dollar and refer to the Interim Consolidated Financial Statements of the Company and its subsidiaries for the period ended 30 June 2023.

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

By implementing this Affiliated Transaction, it is expected that there will be an increase in efficiency and development including but not limited to the pani gold project and business activities supporting services from MAP. This step is expected to provide a positive impact to the Company's revenue and profits on a consolidated basis which ultimately creates an indirect added value for the Company's shareholders indirectly Shareholders.

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

STATEMENT OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS 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 Interim Consolidated Financial Statements of the Company and its subsidiaries for the period ended on 30 September 2023 which was audited 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 Transaction 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, Senayan, Kebayoran Baru, South Jakarta 12190, DKI Jakarta, Indonesia
Telephone: +62 21 3952 5580; Facsimile: +62 21 3952 5589
E-mail: corporate.secretary@merdekacoppergold.com
Website: www.merdekacoppergold.com

Initial: 