

## **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 services provision agreement between PT Merdeka Mining Servis and PT Pani Bersama Tambang, both of which are the Controlled Company 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, 67-68<sup>th</sup> floor, District 8 SCBD Lot. 28  
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This Information Disclosure  
is issued in Jakarta on 2 April 2024

## 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 the husband or wife from their siblings; 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) 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 held by PT Bursa Efek Indonesia, domiciled in South Jakarta.
- “MOLHR”** : Minister of Law and Human Rights of the Republic of Indonesia.
- “MMS”** : PT Merdeka Mining Servis, domiciled in South Jakarta, DKI Jakarta, a limited liability company which 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 authorities to regulate, supervise, examine, and investigate as referred to the Law No. 21 Year 2011 on the Financial Services Authority, as amended by UUP2SK.

<b>“PBT”</b>	:	PT Pani Bersama Tambang, domiciled in Pohuwato, Gorontalo, a limited liability company established and operating under the laws of the Republic of Indonesia.
<b>“Shareholders”</b>	:	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, which registered in the Shareholders Register of the Company which is administered by the Securities Administration Bureau appointed by the Company.
<b>“Independent Appraiser” or “KJPP”</b>	:	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.
<b>“Agreement”</b>	:	Services Provision Agreement made by and between MMS and PBT.
<b>“Company”</b>	:	PT Merdeka Copper Gold Tbk, domiciled in South Jakarta, is 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.
<b>“POJK 17/2020”</b>	:	OJK Regulation No. 17/POJK.04/2020, enacted on 20 April 2020 regarding Material Transaction and Changes in Business Activities.
<b>“POJK 42/2020”</b>	:	OJK Regulation No. 42/POJK.04/2020, enacted on 1 July 2020 regarding Affiliated Transaction and Conflict of Interest Transaction.
<b>“Rupiah” or “Rp”</b>	:	Reference to Rupiah which is the legal currency of the Republic of Indonesia.
<b>“Affiliated Transaction”</b>	:	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, member of the board of commissioners, the major shareholders, or the controller, including any activity and/or transaction conducted by a public company or controlled companies 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 shareholders or the controller.
<b>“Conflict of Interest Transaction”</b>	:	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.
<b>“USD”</b>	:	Reference to United States Dollars which is the legal currency of the United States.
<b>“UUP2SK”</b>	:	Law No. 4 of Year 2023 dated 12 January 2023 on Financial Sector Development and Strengthening, State Gazette of the Republic of Indonesia No. 4 Year 2023, along with all 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 on 28 March 2024, the Agreement which was entered into by MMS and PBT became effective, with detail as described in the Transaction summary below.

The Transaction carried out is an Affiliated Transaction as referred to POJK 42/2020, in which MMS and PBT are the Controlled Company of the Company. However, this Transaction is not a Conflict of Interest Transaction 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 accordingly 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. Furthermore, the Company has received the fairness value for this Transaction based on the Appraisal Report from KJPP Iskandar and Rekan No. 00113/2.0118-00/BS/02/0520/1/III/2024 dated 28 March 2024 on the Fairness Opinion Report on the Proposed Transaction for the Provision of Construction and/or Mining Services to PT Pani Bersama Tambang by PT Merdeka Mining Servis (the Company's Controlled Company) ("**Appraisal 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 2<sup>nd</sup> (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. MMS

MMS, domiciled in South Jakarta, DKI Jakarta, is a limited liability company established under the Deed of Establishment No. 114 dated 21 December 2017, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by MOLHR by virtue of its Decree No. AHU-0058435.AH.01.01.TAHUN 2017 dated 22 December 2017.

The MMS' Article of Association has been amended several times, as lastly amended by Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 60 dated 18 December 2023 made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR based on its Decree No. AHU-0079150.AH.01.02.TAHUN 2023 and has been notified to the MOLHR based on Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.03-0157689 both dated 18 December 2023 ("**Deed 60/2023**").

Based on Article 3 of the MMS' Articles of Association, the purpose and objective of MMS are to engage in mining support services, architectural and engineering activities, building construction, construction, specialized construction, and civil building construction.

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

- a. Other Mining and Quarrying Support Activities (KBLI 09900)  
performing support services activities on a fee basis or contract basis that are required in mining activities, such as exploration services, for example by traditional methods such as

taking ore samples and making geological observations, pumping and distribution services for mining products and trial excavation and drilling services for mining fields or wells;

- b. **Engineering and Technical Consulting Activities Related (KBLI 71102)**  
carrying out engineering design and consulting activities such as machinery, plants, and industrial processes. Projects involving civil, hydraulics, traffic engineering; engineering advisory and consulting services, construction engineering services for residential and non-residential buildings, engineering services for water resources civil engineering works, engineering services for mechanical works in buildings, engineering services for sports facilities, environmental engineering consulting services, construction-related consulting services for traffic control systems, engineering services for the construction of power transmission, substation, and distribution networks and engineering services for industrial processes, production and production facilities, other engineering services, expansion and realization of projects related to electrical and electrical engineering, mining engineering, chemical engineering, mechanical engineering, industrial engineering and systems engineering and security engineering; water management projects; and project management activities and field investigation services related to construction; project expansion activities using air conditioning, refrigeration, hygiene and pollution control techniques, acoustic techniques and others; geophysical survey activities, geology and seismic or earthquake surveys including prospectus creation services and geological and geophysical interpretation services in the construction sector; geodetic survey activities including boundary and land survey activities, hydrological surveys, surveys of conditions above and below the ground surface and spatial information and cartographic activities including mapping activities and map making services. Including engineering services for transportation civil engineering works, technical facilitation services for public infrastructure and facilities in the construction sector;
- c. **Industrial Building Construction (KBLI 41013)**  
carrying out business activities of construction, maintenance, and/or rebuilding of buildings used for industry, such as industrial/factory buildings, workshop/workshop buildings, factory buildings for the management and processing of nuclear materials. Including industrial building alteration and renovation activities;
- d. **Civil Road Building Construction (KBLI 42101)**  
carrying out business activities of construction, maintenance, and/or rebuilding of road buildings (high, medium, and small), expressways/toll roads, and airstrip roads (runway, taxi, and parking), and container yards. Includes supporting activities for the construction, improvement, and maintenance of fence/retaining wall construction;
- e. **Civil Building Construction of Bridges, Overpasses, Flyovers, and Underpasses (KBLI 42102)**  
carrying out business activities in the construction, maintenance, and/or rebuilding of bridges (including rail bridges), overpasses, underpasses, and flyovers. Including construction, improvement, maintenance of supporting, complementary and equipment of bridges and flyovers, such as fences/retaining walls, road drainage, road markings, and signs;
- f. **Mining Civil Building Construction (KBLI 42916)**  
carrying out business activities of construction, maintenance, and/or redevelopment of mining exploration and production operation facilities, including environmental impact control;
- g. **Civil Building Prefabricated Construction Work Services (KBLI 42930)**  
carrying out business activities of installing factory-produced materials such as precast concrete, steel, plastic, rubber, and other factory-produced products with fabrication, erection, and/or assembly methods for civil buildings;

- h. Mechanical Installation (KBLI 43291)  
carrying out business activities of installation and maintenance of mechanical installation of conveyance and lifting equipment in residential and non-residential buildings and other civil buildings, such as elevators, escalators, conveyor belts, travelators, gondolas, and automatic doors including fire safety ladder equipment work;
- i. Land Preparation (KBLI 43120)  
carrying out land preparation business activities for subsequent construction activities, such as the clearing and maturation of construction land, clearing shrubs; land clearing/soil stabilization, (excavation, sloping, backfilling, leveling of construction land, digging trenches, moving, crushing or blasting rocks and so on); execution of earthworks and/or rocky soil, excavation, grading, land leveling by excavation and embankment for construction of roads (high, medium, and small), expressways, railways, and airstrips (runways, taxiways, and parking lots), factories, power generation, transmission, substations, and distribution, production facilities, as well as buildings and other civil structures; installation, removal, and protection of utilities, tests/tests with sondirs and drills, boring, material extraction, and field investigation/sample taking for construction, geophysical, geological or similar purposes; and land preparation for nuclear facilities. Supporting activities for land preparation such as installation of construction equipment facilities (installation of sheet piles, project signboards, and culverts for cable installation, construction of offices, basecamps, directors' kits, warehouses, project workshops), re-measurement, construction/diversion of temporary roads, repair and maintenance of public roads, dewatering/drying, mobilization and demobilization, and other similar works;
- j. Other Construction Installation Non-Related (KBLI 43299)  
carrying out other building installation business activities and other civil building installation, maintenance and repair activities. Including installation and maintenance of mining and manufacturing facilities such as loading and discharging stations, winding shafts, chemical plants, iron foundaries, blast furnaces and coke ovens; installation of treatment systems and equipment for purifying sea water, brackish water, fresh water into pure water at power plants.

### **Capital Structure and Shareholders' Composition of MMS**

Based on the Deed 60/2023, the capital structure and shares ownership composition of MMS is as follows:

Authorized Capital	:	IDR200,000,000,000
Issued Capital	:	IDR169,372,000,000
Paid-up Capital	:	IDR169,372,000,000

MMS' Authorized Capital 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 MMS' shares ownership is as follows:

No.	Shareholders' Name	Nominal Value IDR1,000,000 per share		
		Number of Shares	Nominal Value (IDR)	(%)
1.	The Company	169,369	169,369,000,000	99.99
2.	PT Mitra Daya Mustika	3	3,000,000	0.01
<b>Total</b>		169,372	169,372,000,000	<b>100.00</b>
<b>Portfolio Shares</b>		<b>30,628</b>	<b>30,628,000,000</b>	-

## **Composition of the Board of Commissioner and Board of Directors of MMS**

Based on the Deed of Statement of Circular Resolution in Lieu of Extraordinary General Meeting of Shareholders No. 58 dated 28 April 2023, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to MOLHR based on the Receipt of Notification of Change of the Company's Data No. AHU-AH.01.09-0120740 dated 25 May 2023, the composition of the Board of Directors and Board of Commissioner of MMS is as follows:

### **Board of Commissioner**

Commissioner : Adi Adriansyah Sjoekri

### **Board of Directors**

President Director : Priyadi  
Director : Cahyono Seto

## **2. PBT**

PBT, domiciled in Pohuwato, Gorontalo, is a limited liability company established pursuant to Deed of Establishment of Limited Liability Company No. 88 dated 20 November 2015, made before Humberg Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been ratified by MOLHR by virtue of its Decree No. AHU-2467718.AH.01.01.TAHUN 2015 dated 20 November 2015.

The Articles of Association of PBT has been amended several times, as lastly amended by the Deed of Statement of Circular Resolution in Lieu of Extraordinary General Meeting of Shareholders No. 59 dated 18 December 2023 made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by MOLHR based on its Decree No. AHU-0079180.AH.01.02.TAHUN 2023 dated 18 December 2023 and has been notified to MOLHR based on the Receipt of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0157761 dated 18 December 2023 ("**Deed 59/2023**").

Based on Article 3 of the Articles of Association of PBT, the purpose and objective of PBT is to engage in the precious base metal manufacturing industry.

To achieve the abovementioned purposes and objectives, PBT may carry out business activities in the precious base metal manufacturing industry (KBLI 24201), which carries out the business of refining, smelting, alloying and pouring precious metals in basic forms (ingots, billets, slabs, rods, pellets, blocks, sheets, pigs, alloys and powders) such as silver ingots, gold ingots, platinum pellets and so on, including trading activities for the processing results.

### **Capital Structure and Shareholders' Composition of PBT**

Based on the Deed 59/2023, the capital structure and shares ownership composition of PBT is as follows:

Authorized Capital	:	IDR1,100,000,000,000
Issued Capital	:	IDR869,528,000,000
Paid-up Capital	:	IDR869,528,000,000

PBT's Authorized Capital is divided into 1,100,000 (one million one hundred thousand) shares, with a nominal value of IDR1,000,000 (one million Rupiah) per share.

Therefore, the composition of PBT's shares ownership is as follows:

No.	Shareholders' Name	Nominal Value IDR1,000,000 per share		
		Number of Shares	Nominal Value (IDR)	(%)
1.	PT Pani Bersama Jaya	869,527	869,527,000,000	99.99
2.	Januarius Felix Lumban Gaol	1	1,000,000	0.01
<b>Total</b>		<b>869,528</b>	<b>869,528,000,000</b>	<b>100.00</b>
<b>Portfolio Shares</b>		<b>230,472</b>	<b>230,472,000,000</b>	<b>-</b>

#### **Composition of the Board of Commissioner and Board of Directors of PBT**

Based on the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 44 dated 14 March 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 Change of the Company's Data No. AHU-AH.01.09-0100462 dated 14 March 2023, the composition of the Board of Directors and Board of Commissioner of PBT is as follows:

##### **Board of Commissioner**

Commissioner : Januarius Felix Lumban Gaol

##### **Board of Directors**

President Director : Syamsul Bahri Ilyas

Director : Cahyono Seto

#### **Transaction Value and Scope of the Agreement**

Pursuant to the Agreement, MMS as the construction and/or mining services provider agrees to provide construction and/or mining services to PBT with a total value of IDR216,785,180,383 (two hundred sixteen billion seven hundred eighty-five million one hundred eighty thousand three hundred eighty-three Rupiah) which is valid for 2 (two) years from 28 March 2024 and automatically extended with the same period until the termination is made.

The scope of work for the provision of construction and/or mining services to PBT by MMS includes but is not limited to:

1. project development;
2. construction;
3. health, safety, environmental and sustainability;
4. geoscience; and
5. technical service;
6. operational readiness; and
7. others consulting, planning and/or implementation activities of mining and/or construction services.

Furthermore, the Transaction is not a material transaction as referred to in POJK 17/2020 considering that the value of 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.



## **Nature and Affiliation Relationship with the Company**

The nature of the Affiliation relationship between MMS and PBT with the Company is as follow:

- a. MMS is a controlled company of the Company, the shares of which are directly owned by the Company in the amount of 99.99% (ninety-nine point nine nine percent); and
- b. PBT is a controlled company of the Company, the shares of which are indirectly owned by the Company in the amount of 70.04% (seventy point zero four percent).

## **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. 030.14/IDR/DO.2/Pr-FO/II/2024 dated 16 February 2024 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 report of the Transaction as stated in its report No. 00113/2.0118-00/BS/02/0520/1/III/2024 dated 28 March 2024:

a. Transacting Parties

The transacting parties are MMS with PBT in which MMS as the construction and/or mining services provider and PBT as the recipient or user of construction and/or mining services.

b. Appraisal Object

The object of the appraisal is the proposed Transaction of construction services to PBT by MMS (both controlled company of the Company).

c. Purpose and Objective of Appraisal

The purpose of the appraisal is to provide an independent assessment of 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 Company.
9. The assumptions and limiting conditions are an integral part of the Appraisal 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 object of the Transaction is the provision of construction and/or mining services to PBT by MMS at a cost of IDR216,785,180,383 or equivalent to USD13,962,719 (BI middle rate as of 29 September 2023 USD 1 = 15,526, source: www.bi.go.id) for a period of 2 years. The provision of construction and/or mining services to PBT by MMS is carried out to provide project development services, construction, health, safety, environment and sustainability, geoscience, technical services, operational readiness, and others consulting, planning and/or implementation activities of mining and/or construction services. The fairness of the Transaction object value is calculated based on PBT's investment feasibility analysis. Based on the feasibility analysis, the IRR is greater than the cost of equity level and the NPV is greater than zero, the PBT project is feasible to run so that the provision of services by MMS to PBT is profitable for the Company. Therefore, it is concluded that the proposed value Transaction is **fair**.

The analysis results of the financial impact of the Transaction to be carried out on the interests of Shareholders concluded that the Transaction would increase the Company's revenue and profit which can provide added value to the Company in line with the interests of Shareholders.

The analysis results of business considerations used by the management related to the proposed Transaction that will be carried out on the interests of Shareholders are to support the business development of PBT require construction and/or mining services support in the development of mining processing projects, which the services are provided by the experienced MMS and is able to provide certainty of completion of construction and/or mining services so that PBT's can immediately operate commercially giving conclusions that the management's business judgment is in line with Shareholders'.

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

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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 2023 before and after carrying out the Affiliated Transaction:

Description	Before Transaction Execution	Adjustment	After Transaction Execution
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash or cash equivalents	430,828,204	0	430,828,204
Trade receivables			
- third parties	165,445,139	0	165,445,139
- related parties	516,402	0	516,402
Other receivables - third parties	7,837,159	0	7,837,159
Inventories - current portion	453,679,261	0	453,679,261
Claims for tax refund	45,188,444	0	45,188,444
Advances and prepayments - current portion	34,326,652	0	34,326,652
Investment in equity instrument and other securities	41,741,837	0	41,741,837
Derivative financial instrument	795,631	0	795,631
<b>Total Current Assets</b>	<b>1,180,358,729</b>	<b>0</b>	<b>1,180,358,729</b>
<b>Non-Current Assets</b>			
Advances and prepayments - non-current portion	71,650,336	0	71,650,336
Advance of investment	7,985,706	0	7,985,706
Investment in shares and associate entity	957,407	0	957,407
Loan from third party	46,545,477	0	46,545,477
Inventories - non-current portion	59,765,739	0	59,765,739
Prepaid taxes	124,503,551	0	124,503,551
Property, plant and equipments	1,667,959,733	0	1,667,959,733
Right-of-use assets	18,825,377	0	18,825,377
Mining properties	603,716,465	0	603,716,465
Exploration and evaluation assets	505,789,189	0	505,789,189
Goodwill	358,694,582	0	358,694,582
Deferred tax assets	32,659,875	0	32,659,875
Other non-current assets	11,118,568	0	11,118,568
<b>Total Non-Current Assets</b>	<b>3,510,172,005</b>	<b>0</b>	<b>3,510,172,005</b>
<b>TOTAL CURRENT ASSETS</b>	<b>4,690,530,734</b>	<b>0</b>	<b>4,690,530,734</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Trade payables			
- third parties	338,213,987	0	338,213,987
- related parties	241,024	0	241,024
Accrued expenses	71,901,372	0	71,901,372
Unearned revenue	19,721,710	0	19,721,710
Taxes payable	8,351,208	0	8,351,208
Other payables	5,873,404	0	5,873,404
Borrowings - current portion:			
Bonds payable	293,558,302	0	293,558,302
Lease liabilities	17,831,546	0	17,831,546
Derivative financial instrument - current portion	2,964,709	0	2,964,709
Provision for mining rehabilitation - current portion	49,811	0	49,811
<b>Total Current Liabilities</b>	<b>758,707,073</b>	<b>0</b>	<b>758,707,073</b>
<b>Non-Current Liabilities</b>			
Borrowings - net of current portion:			
Bank loans and credit facility	282,759,989	0	282,759,989
Bonds payable	718,704,576	0	718,704,576
Lease liabilities	29,132,425	0	29,132,425
Loan from shareholder of subsidiary	121,107,300	0	121,107,300
Derivative financial instrument - non-current portion	4,592,843	0	4,592,843
Deferred tax liabilities	94,085,017	0	94,085,017
Post-employment benefits liability - non-current portion	22,976,467	0	22,976,467
Provision for mining rehabilitation - non-current portion	39,568,955	0	39,568,955
<b>Total Non-Current Liabilities</b>	<b>1,312,927,572</b>	<b>0</b>	<b>1,312,927,572</b>
<b>TOTAL LIABILITIES</b>	<b>2,071,634,645</b>	<b>0</b>	<b>2,071,634,645</b>
<b>Equity</b>			
Share 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
Cash flows hedging reserve	619,959	0	619,959
Other equity components	-42,383,448	0	-42,383,448
Retained earnings:			
Appropriated	1,400,000	0	1,400,000
Unappropriated	257,611,248	0	257,611,248
Non-controlling interests	1,690,589,086	0	1,690,589,086
<b>Total Equity</b>	<b>2,618,896,089</b>	<b>0</b>	<b>2,618,896,089</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>4,690,530,734</b>	<b>0</b>	<b>4,690,530,734</b>

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

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

By implementing the Transaction, PBT can utilize MMS' services which already have a good and long track record in providing similar services as described in the Transaction Value and Scope of the Agreement to other subsidiaries of the Company. Furthermore, it is expected that the Transaction can provide support and assistance to PBT in the successful development of the Pani gold mine, which ultimately creates added value for the Company's Shareholders.

The Transaction has also been assessed by internal procedures with 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 Consolidated Financial Statements of the Company and its subsidiaries for the period ended on 31 December 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](mailto:corporate.secretary@merdekacoppergold.com)

Website: [www.merdekacoppergold.com](http://www.merdekacoppergold.com)

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