

KETERBUKAAN INFORMASI KEPADA PEMEGANG SAHAM TERKAIT TRANSAKSI AFILIASI PT MERDEKA COPPER GOLD TBK (“PERSEROAN”)

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

Keterbukaan Informasi kepada Pemegang Saham (sebagaimana didefinisikan di bawah) dibuat untuk memberikan penjelasan kepada publik sehubungan dengan Kontrak Jasa atas Pekerjaan Perpipaan Mekanis Struktur Sipil OPP (*Ore Processing Plant*) dan ADR (*Adsorption Description Reagent*) untuk Proyek Emas Pani yang dibuat oleh dan antara PT Pani Bersama Tambang dan PT Merdeka Mining Servis, yang keduanya merupakan Perusahaan Terkendali Perseroan (“**Transaksi**”).

*This Information Disclosure to the Shareholders (as defined below) is made to provide an explanation to the public in connection with the Services Contract of Civil Structure Mechanical Piping Work of OPP (Ore Processing Plant) and ADR (Adsorption Description Reagent) for Pani Gold Project made by and between PT Pani Bersama Tambang and PT Merdeka Mining Servis, both of which are the Controlled Company of the Company (“**Transaction**”).*

Transaksi tersebut merupakan Transaksi Afiliasi sebagaimana diatur dalam Peraturan Otoritas Jasa Keuangan Republik Indonesia Nomor 42/POJK.04/2020 tentang Transaksi Afiliasi dan Transaksi Benturan Kepentingan.

The Transaction is an Affiliated Transaction as stipulated in the Regulation of the Financial Services Authority of the Republic of Indonesia Number 42/POJK.04/2020 on Affiliated Transactions and Conflict of Interest Transactions.

INFORMASI SEBAGAIMANA TERCANTUM DALAM KETERBUKAAN INFORMASI INI PENTING UNTUK DIBACA DAN DIPERHATIKAN OLEH PEMEGANG SAHAM PERSEROAN. JIKA ANDA MENGALAMI KESULITAN UNTUK MEMAHAMI INFORMASI SEBAGAIMANA TERCANTUM DALAM KETERBUKAAN INFORMASI INI SEBAIKNYA ANDA BERKONSULTASI DENGAN PENASIHAT HUKUM, AKUNTAN PUBLIK, PENASIHAT KEUANGAN ATAU PROFESIONAL LAINNYA. DEWAN KOMISARIS DAN DIREKSI PERSEROAN MENYATAKAN BAHWA SELURUH INFORMASI ATAU FAKTA MATERIAL YANG DIMUAT DALAM KETERBUKAAN INFORMASI INI ADALAH LENGKAP DAN BENAR SERTA TIDAK MENYESATKAN. DEWAN KOMISARIS DAN DIREKSI PERSEROAN MENYATAKAN BAHWA TRANSAKSI AFILIASI INI TIDAK MENGANDUNG BENTURAN KEPENTINGAN.

THE INFORMATION AS STATED IN THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE COMPANY'S SHAREHOLDERS. IF YOU HAVE DIFFICULTY UNDERSTANDING THE INFORMATION AS SET FORTH IN THIS INFORMATION DISCLOSURE, YOU ARE ADVISED TO CONSULT WITH A LEGAL COUNSEL, PUBLIC ACCOUNTANT, FINANCIAL ADVISOR, OR OTHER PROFESSIONALS. THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF THE COMPANY DECLARE THAT ALL INFORMATION OR MATERIAL FACTS CONTAINED IN THIS INFORMATION DISCLOSURE ARE COMPLETE AND ACCURATE AND ARE NOT MISLEADING. THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF THE COMPANY DECLARE THAT THIS AFFILIATED TRANSACTION DOES NOT CONTAIN ANY CONFLICT OF INTEREST.



PT MERDEKA COPPER GOLD TBK

Kegiatan Usaha

Pertambangan emas, perak, tembaga, nikel, dan mineral ikutan lainnya, industri, dan kegiatan usaha terkait lainnya melalui perusahaan anak Perseroan

Business Activities

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

**Berkedudukan di Jakarta Selatan, DKI Jakarta, Indonesia/
Domiciled in South Jakarta, DKI Jakarta, Indonesia**

Kantor Pusat/ Headquarter Office

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Situs Web/ Website: www.merdekacoppergold.com

Keterbukaan Informasi ini diterbitkan di Jakarta pada tanggal 24 Desember 2024

This Information Disclosure is issued in Jakarta on 24 December 2024

DEFINISI DAN SINGKATAN**DEFINITIONS**

"Afiliasi": berarti pihak-pihak sebagaimana dimaksud dalam UUP2SK, yaitu:

- a. hubungan keluarga karena perkawinan sampai dengan derajat kedua, baik secara horizontal maupun vertikal, yaitu hubungan seseorang dengan:
 1. suami atau istri;
 2. orang tua dari suami atau istri dan suami atau istri dari anak;
 3. kakek dan nenek dari suami atau istri dan suami atau istri dari cucu;
 4. saudara dari suami atau istri beserta suami atau istrinya dari saudara yang bersangkutan; atau
 5. suami atau istri dari saudara orang yang bersangkutan.
- b. hubungan keluarga karena keturunan sampai dengan derajat kedua, baik secara horizontal maupun vertikal, yaitu hubungan seseorang dengan:
 1. orang tua dan anak;
 2. kakek dan nenek serta cucu; atau
 3. saudara dari orang yang bersangkutan.
- c. hubungan antara pihak dengan karyawan, direktur, atau komisaris dari pihak tersebut;
- d. hubungan antara 2 (dua) atau lebih perusahaan di mana terdapat 1 (satu) atau lebih anggota direksi, pengurus, dewan komisaris, atau pengawas yang sama;
- e. hubungan antara perusahaan dan pihak, baik langsung maupun tidak langsung, dengan cara apa pun, mengendalikan atau dikendalikan oleh perusahaan atau pihak tersebut dalam menentukan pengelolaan dan/atau kebijakan perusahaan atau pihak dimaksud;
- f. hubungan antara 2 (dua) atau lebih perusahaan yang dikendalikan, baik langsung maupun tidak langsung, dengan cara apa pun, dalam menentukan pengelolaan dan/atau kebijakan perusahaan oleh pihak yang sama; atau
- g. hubungan antara perusahaan dan pemegang saham utama, yaitu pihak yang secara langsung maupun tidak langsung memiliki paling kurang 20% (dua puluh persen) saham yang mempunyai hak suara dari perusahaan tersebut.

"Benturan Kepentingan": Perbedaan antara kepentingan ekonomis perusahaan terbuka dengan kepentingan ekonomis pribadi anggota direksi, anggota dewan komisaris, pemegang saham utama, atau

"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 in which there are 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

pengendali yang dapat merugikan perusahaan terbuka dimaksud.

"Bursa Efek Indonesia": Penyelenggara di pasar modal untuk transaksi bursa, yang dalam hal ini diselenggarakan oleh PT Bursa Efek Indonesia, berkedudukan di Jakarta Selatan.

"Menkumham": Menteri Hukum dan Hak Asasi Manusia Republik Indonesia.

"MMS": PT Merdeka Mining Servis, berkedudukan di Jakarta Selatan, DKI Jakarta, suatu perseroan terbatas yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

"Otoritas Jasa Keuangan atau OJK": Lembaga negara yang independen, yang mempunyai fungsi, tugas, dan wewenang pengaturan, pengawasan, pemeriksaan, dan penyidikan sebagaimana dimaksud dalam Undang-Undang No. 21 Tahun 2011 tentang Otoritas Jasa Keuangan, sebagaimana diubah dengan UUP2SK.

"PBT": PT Pani Bersama Tambang, berkedudukan di Pohuwato, Gorontalo, suatu perseroan terbatas yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

"Pemegang Saham": Pihak-pihak yang memiliki manfaat atas saham Perseroan baik dalam bentuk warkat maupun dalam penitipan kolektif yang disimpan dan diadministrasikan dalam rekening efek pada Kustodian Sentral Efek Indonesia, yang tercatat dalam Daftar Pemegang Saham Perseroan yang diadministrasikan oleh Biro Administrasi Efek yang ditunjuk Perseroan.

"Penilai Independen" atau "KJPP": Kantor Jasa Penilai Publik Iskandar dan Rekan, penilai independen yang terdaftar di OJK yang telah ditunjuk Perseroan untuk melakukan penilaian atas nilai wajar dan/atau kewajaran terhadap Transaksi.

"Perjanjian": Kontrak Jasa atas Pekerjaan Perpipaan Mekanis Struktur Sipil OPP (*Ore Processing Plant*) dan ADR (*Adsorption Description Reagent*) untuk Proyek Emas Pani yang dibuat oleh dan antara PBT dan MMS.

"Perseroan": PT Merdeka Copper Gold Tbk, berkedudukan di Jakarta Selatan, suatu perseroan terbuka yang sahamnya tercatat pada Bursa Efek Indonesia, yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

"Perusahaan Terkendali": berarti suatu perusahaan yang dikendalikan baik secara langsung maupun tidak langsung oleh Perseroan.

"POJK 17/2020": Peraturan OJK No. 17/POJK.04/2020, ditetapkan tanggal 20 April 2020 tentang Transaksi Material dan Perubahan Kegiatan Usaha.

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 established and operating under the laws of the Republik 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 in Law No. 21/2011 on the Financial Services Authority, as amended by UUP2SK.*

"PBT": *PT Pani Bersama Tambang, domiciled in Pohuwato, Gorontalo, 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": *Services Contract of Civil Structure Mechanical Piping Work of OPP (Ore Processing Plant) and ADR (Adsorption Description Reagent) for Pani Gold Project made by and between PBT and MMS.*

"Company": *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.*

"Controlled Company": *means a company that is controlled either directly or indirectly by the Company*

"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": Peraturan OJK No. 42/POJK.04/2020, ditetapkan tanggal 1 Juli 2020 tentang Transaksi Afiliasi dan Transaksi Benturan Kepentingan.

"Rupiah atau Rp": Rujukan ke Rupiah yang merupakan mata uang yang sah dari Negara Republik Indonesia.

"Transaksi Afiliasi": Setiap aktivitas dan/atau transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali dengan Afiliasi dari perusahaan terbuka atau Afiliasi dari anggota direksi, anggota dewan komisaris, pemegang saham utama, atau pengendali, termasuk setiap aktivitas dan/atau transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali untuk kepentingan Afiliasi dari perusahaan terbuka atau Afiliasi dari anggota direksi, anggota dewan komisaris, pemegang saham utama, atau pengendali.

"Transaksi Benturan Kepentingan": Transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali dengan setiap pihak, baik dengan Afiliasi maupun pihak selain Afiliasi yang mengandung benturan kepentingan.

"USD": Rujukan ke Dolar Amerika Serikat yang mana merupakan mata uang sah dari Amerika Serikat.

"UUP2SK": Undang-Undang No. 4 Tahun 2023 tanggal 12 Januari 2023 tentang Pengembangan dan Penguatan Sektor Keuangan, Lembaran Negara Republik Indonesia No. 4 Tahun 2023, beserta peraturan-peraturan pelaksanaannya.

"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" or "IDR": 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, 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.

"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 its implementing regulations.

PENDAHULUAN

Dalam rangka memenuhi ketentuan-ketentuan POJK 42/2020, Direksi Perseroan mengumumkan Keterbukaan Informasi untuk memberikan informasi kepada para Pemegang Saham Perseroan bahwa pada tanggal 20 Desember 2024, Perjanjian yang ditandatangani oleh PBT dan MMS telah berlaku efektif, dengan rincian sebagaimana diuraikan dalam ringkasan Transaksi di bawah ini.

Transaksi yang dilakukan tersebut merupakan suatu Transaksi Afiliasi sebagaimana dimaksud dalam POJK 42/2020, di mana PBT dan MMS merupakan Perusahaan Terkendali Perseroan. Namun, Transaksi ini bukan merupakan Transaksi Benturan Kepentingan sebagaimana diatur dalam POJK 42/2020.

Transaksi yang dilakukan oleh Perseroan ini telah melalui prosedur sebagaimana diatur dalam Pasal 3 POJK 42/2020 dan telah dilaksanakan sesuai dengan praktik bisnis yang berlaku umum.

Sesuai dengan ketentuan Pasal 4 ayat 1 POJK 42/2020, Transaksi ini merupakan Transaksi Afiliasi yang wajib menggunakan Penilai Independen dalam menentukan kewajaran Transaksi Afiliasi yang mana kewajaran Transaksi tersebut perlu diumumkan kepada masyarakat. Adapun Perseroan telah mendapatkan nilai wajar terhadap Transaksi ini berdasarkan Laporan

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 20 December 2024, the Agreement which was entered into by PBT and MMS became effective, with detail as described in the Transaction summary below.

The Transaction carried out is an Affiliated Transaction as referred to in POJK 42/2020, in which PBT and MMS are Controlled Companies 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 per commonly 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 appraisal value for this Transaction based on the Appraisal

Penilai dari KJPP Iskandar dan Rekan No. 00307/2.0118-00/BS/02/0520/1/XII/2024 tertanggal 18 Desember 2024 perihal Laporan Pendapat Kewajaran Rencana Transaksi Pemberian Jasa Konstruksi dan/atau Jasa Pertambangan kepada PT Pani Bersama Tambang oleh PT Merdeka Mining Servis (Perusahaan Terkendali PT Merdeka Copper Gold Tbk) ("**Laporan Penilai**").

Selanjutnya, Perseroan juga wajib mengumumkan Keterbukaan Informasi kepada masyarakat dan menyampaikan Laporan Penilai serta dokumen-dokumen pendukung lainnya kepada OJK paling lambat 2 (dua) hari kerja setelah tanggal Transaksi sebagaimana dimaksud dalam Pasal 4 POJK 42/2020.

*Report from KJPP Iskandar dan Rekan No. 00307/2.0118-00/BS/02/0520/1/XII/2024 dated 18 December 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 PT Merdeka Copper Gold's Controlled 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.

| URAIAN MENGENAI TRANSAKSI | DESCRIPTION OF THE TRANSACTION |
|----------------------------------|---------------------------------------|
|----------------------------------|---------------------------------------|

Keterangan Mengenai Pihak-Pihak Yang Terlibat

1. PBT

PBT, yang berdomisili di Pohuwato, Gorontalo, adalah perseroan terbatas yang didirikan berdasarkan Akta Pendirian Perseroan Terbatas No. 88 tanggal 20 November 2015, yang dibuat di hadapan Humberg Lie, S.H., S.E., M.Kn., Notaris di Jakarta Utara, yang telah memperoleh pengesahan dari Menkumham berdasarkan Surat Keputusannya No. AHU-2467718.AH.01.01.TAHUN 2015 tanggal 20 November 2015.

Anggaran Dasar PBT telah mengalami beberapa kali perubahan, sebagaimana diubah terakhir kali berdasarkan Akta Pernyataan Keputusan Sirkuler Pemegang Saham sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 45 tanggal 23 Agustus 2024 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah mendapat persetujuan dari Menkumham berdasarkan Surat Keputusannya No. AHU-0067548.AH.01.02.TAHUN 2024 tanggal 23 Oktober 2024 ("**Akta 45/2024**").

Berdasarkan Pasal 3 Anggaran Dasar PBT, maksud dan tujuan PBT adalah bergerak dalam bidang industri pembuatan logam dasar mulia.

Untuk mencapai maksud dan tujuan tersebut di atas, PBT dapat melaksanakan kegiatan usaha dalam industri pembuatan logam dasar mulia (KBLI 24201), yaitu menjalankan kegiatan usaha pemurnian, peleburan, pepaduan dan penuangan logam mulia dalam bentuk dasar (ingot, billet, slab, batang, pellet, block, sheet, pig, paduan dan bubuk) seperti ingot perak, ingot emas, pellet platina dan sebagainya termasuk kegiatan usaha perdagangan atas hasil pengolahan tersebut.

Information Regarding the Parties Involved

1. 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 Shareholders' Circular Resolution in Lieu of Extraordinary General Meeting of Shareholders No. 45 dated 23 August 2024 made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by MOLHR based on its Decree No. AHU-0067548.AH.01.02.TAHUN 2024 dated 23 October 2024 ("**Deed 45/2024**").*

Based on Article 3 of the Articles of Association of PBT, the purpose and objective of PBT are to operate in the industry of precious basic metal manufacturing.

To achieve the abovementioned purpose and objective, PBT may carry out business activities in the industry of precious basic metal manufacturing (KBLI 24201), which are to carry out the business activities of refining, smelting, alloying and casting precious metals in basic forms (ingot, billet, slab, rod, pellet, block, sheet, pig, alloy and powder) such as silver ingot, gold ingot, pellet, platinum, etc, including activities of trading business on the results of treatment.

Struktur Permodalan dan Susunan Pemegang Saham PBT

Berdasarkan Akta 45/2024, struktur permodalan dan susunan kepemilikan saham PBT adalah sebagai berikut:

Modal Dasar : Rp486.200.000.000
Modal Ditempatkan : Rp384.331.376.000
Modal Disetor : Rp384.331.376.000

Modal Dasar PBT tersebut terbagi atas 1.100.000 (satu juta seratus ribu) lembar saham, dengan nilai nominal per lembar saham sebesar Rp442.000 (empat ratus empat puluh dua ribu Rupiah).

Sehingga susunan kepemilikan saham PBT adalah sebagai berikut:

Capital Structure and Shareholders' Composition of PBT

Based on the Deed 45/2024, the capital structure and shares ownership composition of PBT are as follows:

Authorized Capital : IDR486,200,000,000
Issued Capital : IDR384,331,376,000
Paid-up Capital : IDR384,331,376,000

PBT's Authorized Capital is divided into 1,100,000 (one million one hundred thousand) shares, with a nominal value of IDR442,000 (four hundred forty-two thousand Rupiah) per share.

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

| No. | Nama Pemegang Saham/ Shareholders' Name | Nilai Nominal Rp442.000 per saham/ Nominal Value of IDR442,000 per share | | |
|---|--|---|--|---------------|
| | | Jumlah Saham/ Number of Shares | Nilai Nominal (Rp)/ Nominal Value (IDR) | % |
| 1. | PT Pani Bersama Jaya | 869,527 | 384,330,934,000 | 99.99 |
| 2. | Januarius Felix Lumban Gaol | 1 | 442,000 | 0.01 |
| Jumlah/ Total | | 869,528 | 384,331,376,000 | 100.00 |
| Saham dalam Portepel/ Portfolio Shares | | 230,472 | 101,868,624,000 | - |

Susunan Dewan Komisaris dan Direksi PBT

Berdasarkan Akta Pernyataan Keputusan Sirkuler Pemegang Saham sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 44 tanggal 14 Maret 2023, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0100462 tanggal 14 Maret 2023, susunan Direksi dan Dewan Komisaris PBT adalah sebagai berikut:

Dewan Komisaris/ Board of Commissioners Komisaris/ Commissioner

Composition of the Board of Commissioners and Board of Directors of PBT

Based on the Deed of Statement of Shareholders' 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 are as follows:

Direksi/ Board of Directors

Direktur Utama/ President Director
Direktur/ Director

: Januarius Felix Lumban Gaol

: Syamsul Bahri Ilyas
: Cahyono Seto

2. MMS

MMS, yang berdomisili di Jakarta Selatan, DKI Jakarta, adalah perseroan terbatas yang didirikan berdasarkan Akta Pendirian No. 114 tanggal 21 Desember 2017, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah memperoleh pengesahan dari Menkumham berdasarkan Surat Keputusannya No. AHU-0058435.AH.01.01.TAHUN 2017 tanggal 22 Desember 2017.

2. MMS

MMS, domiciled in South Jakarta, DKI Jakarta, is a limited liability company established based on 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.

Anggaran Dasar MMS telah mengalami beberapa kali perubahan sebagaimana diubah terakhir kali berdasarkan Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar

MMS' 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.

Biasa No. 36 tanggal 15 Juli 2024, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, sebagaimana telah memperoleh persetujuan dari Menkumham berdasarkan Surat Keputusannya No. AHU-0042482.AH.01.02.TAHUN 2024 tanggal 15 Juli 2024.

Berdasarkan ketentuan Pasal 3 Anggaran Dasar MMS, maksud dan tujuan Perseroan ialah berusaha dalam aktivitas jasa penunjang pertambangan, aktivitas arsitektur dan keinsinyuran, konstruksi gedung, konstruksi, konstruksi khusus, dan konstruksi bangunan sipil dan aktivitas konsultasi manajemen lainnya.

- a. **Aktivitas Penunjang Pertambangan dan Penggalian lainnya (KBLI 09900)**
Kelompok ini mencakup jasa penunjang atas dasar balas jasa atau kontrak yang dibutuhkan dalam kegiatan pertambangan, seperti jasa eksplorasi misalnya dengan cara tradisional seperti mengambil contoh bijih dan membuat observasi geologi, jasa pemompaan dan penyaluran hasil tambang dan jasa percobaan penggalian dan pengeboran ladang atau sumur tambang;
- b. **Aktivitas Keinsinyuran dan Konsultasi Teknis YBDI (KBLI 71102)**
Kelompok ini mencakup kegiatan perancangan teknik dan konsultasi seperti permesinan, pabrik, dan proses industri. Proyek yang melibatkan teknik sipil, hidrolis, teknik lalu lintas; jasa nasihat dan konsultasi rekayasa teknis, jasa rekayasa konstruksi bangunan gedung hunian dan nonhunian, jasa rekayasa pekerjaan teknik sipil sumber daya air, jasa rekayasa untuk pekerjaan mekanikal dalam bangunan, jasa rekayasa bangunan fasilitas olahraga, jasa konsultasi teknik lingkungan, jasa konsultasi terkait konstruksi pekerjaan sistem kendali lalu lintas, jasa rekayasa konstruksi pembangkit jaringan transmisi, gardu induk, dan distribusi tenaga listrik serta jasa rekayasa untuk proses industrial, produksi dan fasilitas produksi, jasa rekayasa lainnya, perluasan dan realisasi proyek yang berhubungan dengan teknik listrik dan elektro, teknik pertambangan, teknik kimia, mekanik, teknik industri dan teknik sistem dan teknik keamanan; proyek manajemen air; dan kegiatan manajemen proyek dan jasa penyelidikan lapangan yang berkaitan dengan konstruksi; kegiatan perluasan proyek yang menggunakan AC, pendingin, kebersihan dan teknik pengontrolan polusi, teknik akustik dan lain-lain; kegiatan survei geofisika, geologi dan survei seismik atau gempa bumi termasuk jasa pembuatan prospektus dan jasa interpretasi geologi dan geofisika sektor konstruksi; kegiatan survei geodetik meliputi kegiatan survei batas dan tanah, survei hidrologi, survei keadaan di atas dan di bawah permukaan tanah

36 dated 15 July 2024 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by MOLHR by virtue of its Decree No. AHU-0042482.AH.01.02.TAHUN 2024 dated 15 July 2024.

According to Article 3 of the MMS' Articles of Association, the purpose and objective of the Company are to conduct business in the mining supporting services activities, architectural and engineering activities, building construction, construction, special construction, and civil building construction and other management consulting activities.

- a. **Other Mining and Quarrying Support Activities (KBLI 09900)**
This group includes support services based on fees or contracts that are required in mining activities, such as exploration services for example through 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 Related Consulting Activities (KBLI 71102)**
This group includes 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,

- dan kegiatan informasi spasial dan kartografi termasuk kegiatan pemetaan dan jasa pembuatan peta. Termasuk jasa rekayasa pekerjaan teknik sipil transportasi, jasa fasilitasi teknis prasarana dan sarana umum sektor konstruksi;
- c. **Konstruksi Gedung Industri (KBLI 41013)**
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan yang dipakai untuk industri, seperti gedung perindustrian/pabrik, gedung *workshop*/bengkel kerja, bangunan pabrik untuk pengelolaan dan pemrosesan bahan nuklir. Termasuk kegiatan perubahan dan renovasi gedung industri;
- d. **Konstruksi Bangunan Sipil Jalan (KBLI 42101)**
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan jalan (raya, sedang, dan kecil), jalan bebas hambatan/jalan tol, dan jalan landasan terbang (pacu, taksi, dan parkir), dan lapangan penyimpanan peti kemas (*containers yard*). Termasuk kegiatan penunjang pembangunan, peningkatan, pemeliharaan konstruksi pagar/tembok penahan jalan. Tidak termasuk jalan layang;
- e. **Konstruksi Bangunan Sipil Jembatan, Jalan Layang, Fly Over, dan Underpass (KBLI 42102)**
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan jembatan (termasuk jembatan rel), jalan layang, *underpass*, dan *fly over*. Termasuk kegiatan pembangunan, peningkatan, pemeliharaan penunjang, pelengkap dan perlengkapan jembatan dan jalan layang, seperti pagar/tembok penahan, drainase jalan, marka jalan, dan rambu-rambu;
- f. **Konstruksi Bangunan Sipil Pertambangan (KBLI 42916)**
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali fasilitas eksplorasi dan operasi produksi pertambangan, termasuk pengendalian dampak lingkungan;
- g. **Jasa Pekerjaan Konstruksi Prapabrikasi Bangunan Sipil (KBLI 42930)**
Kelompok ini mencakup kegiatan pemasangan bahan hasil produksi pabrik seperti beton pracetak, baja, plastik, karet, dan hasil produksi pabrik lainnya dengan metode pabrikasi, *erection*, dan/ atau perakitan untuk bangunan sipil;
- h. **Instalasi Mekanikal (KBLI 43291)**
Kelompok ini mencakup kegiatan pemasangan dan pemeliharaan instalasi mekanikal alat angkut dan alat angkat pada bangunan gedung
- 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)**
This group includes the 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)**
This group includes the 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. Excludes overpasses;
- e. **Civil Building Construction for Bridge, Overpass, Flyover, and Underpass (KBLI 42102)**
This group includes the 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)**
This group includes the business of construction, maintenance, and/or reconstruction of facilities for mining exploration and production operations, including environmental impact control;
- g. **Prefabricated Civil Building Construction Services (KBLI 42930)**
This group includes activities involving the 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)**
This group includes activities related to the installation and maintenance of mechanical installation of conveyance and lifting equipment

- hunian dan non hunian serta bangunan sipil lainnya, seperti lift, tangga berjalan (*eskalator*), ban berjalan (*conveyor*), jalan-tapak bergerak (*travellator*), gondola, dan pintu otomatis termasuk pekerjaan perlengkapan tangga keselamatan dari kebakaran;
- 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. **Penyiapan Lahan (KBLI 43120)**
Kelompok ini mencakup kegiatan penyiapan lahan untuk kegiatan konstruksi yang berikutnya, seperti pelaksanaan pembersihan dan pematangan lahan konstruksi, pembersihan semak belukar; pembukaan lahan/stabilisasi tanah, (penggalan membuat kemiringan, pengurukan, perataan lahan konstruksi, penggalan parit, pemindahan, penghancuran atau peledakan batu dan sebagainya); pelaksanaan pekerjaan tanah dan/atau tanah berbatu, penggalan, membuat kemiringan, perataan tanah dengan galian dan timbunan untuk konstruksi jalan (raya, sedang, dan kecil), jalan bebas hambatan, jalan rel kereta api, dan jalan landasan terbang (pacu, taksi, dan parkir), pabrik, pembangkit, transmisi, gardu induk, dan distribusi tenaga listrik, fasilitas produksi, serta bangunan gedung dan bangunan sipil lainnya; pemasangan, pemindahan, dan perlindungan utilitas, tes/uji dengan galian dan bor, pemboran, ekstraksi material, dan penyelidikan lapangan/pengambilan contoh untuk keperluan konstruksi, geofisika, geologi atau keperluan sejenis; dan penyiapan lahan untuk fasilitas ketenaganukliran. Kegiatan penunjang penyiapan lahan seperti pemasangan fasilitas alat bantu konstruksi (pemasangan *sheet pile*, papan nama proyek, dan gorong-gorong untuk pemasangan kabel, pekerjaan pembuatan kantor, *basecamp*, direksi kit, gudang, bengkel proyek), pengukuran kembali, pembuatan/pengalihan jalan sementara, perbaikan dan pemeliharaan jalan umum, *dewatering*/pengeringan, mobilisasi dan demobilisasi, dan pekerjaan sejenis lainnya;
- This group includes activities related to preparing land 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. **Instalasi Konstruksi Lainnya YTDL (KBLI 43299)**
Kelompok ini mencakup kegiatan pemasangan instalasi gedung lainnya dan kegiatan pemasangan, pemeliharaan dan perbaikan instalasi bangunan sipil lainnya. Termasuk pemasangan dan pemeliharaan instalasi fasilitas pertambangan dan manufaktur seperti *loading and discharging stations, winding shafts, chemical plants, iron foundaries, blast furnaces dan coke oven*; pemasangan instalasi sistem pengolahan dan peralatan pemurnian air laut, air payau, air tawar menjadi air murni pada pembangkit listrik;
- This group includes activities related to the 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 seawater, brackish water, fresh water into pure water at power plants;*
- k. **Aktivitas Konsultasi Manajemen Lainnya (KBLI 70209)**
Kelompok ini mencakup ketentuan bantuan nasihat, bimbingan dan operasional usaha dan permasalahan organisasi dan manajemen lainnya, seperti perencanaan strategi dan
- This group includes the provision of advisory assistance, guidance, and operational issues related to businesses and other organisational and management problems, such as strategic*

organisasi; keputusan berkaitan dengan keuangan; tujuan dan kebijakan pemasaran; perencanaan, praktik dan kebijakan sumber daya manusia; perencanaan penjadwalan dan pengontrolan produksi. Penyediaan jasa usaha ini dapat mencakup bantuan nasihat, bimbingan dan operasional berbagai fungsi manajemen, konsultasi manajemen oleh *agronomist* dan *agricultural economis* pada bidang pertanian dan sejenisnya, rancangan dari metode dan prosedur akuntansi, program akuntansi biaya, prosedur pengawasan anggaran belanja, pemberian nasihat dan bantuan untuk usaha dan pelayanan masyarakat dalam perencanaan, pengorganisasian, efisiensi dan pengawasan, informasi manajemen dan lain-lain. Termasuk jasa pelayanan studi investasi infrastruktur.

planning and organisation; financial decisions; marketing goals and policies; human resource planning, practices, and policies; scheduling and production control planning. The provision of these business services may include advisory assistance, guidance, and operations for various management functions, management consulting from agronomists and agricultural economists in the fields of agriculture and similar areas, the design of accounting methods and procedures, cost accounting programs, budget expenditure control procedures, and advisory and assistance services for businesses and community services in planning, organizing, efficiency, and supervision, management information, and more. This also includes services related to infrastructure investment studies.

Struktur Permodalan dan Susunan Pemegang Saham MMS

Berdasarkan Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 60 tanggal 18 Desember 2023 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah memperoleh persetujuan dari Menkumham berdasarkan Surat Keputusannya No. AHU-0079150.AH.01.02.TAHUN 2023 tanggal 18 Desember 2023 serta telah diberitahukan kepada Menkumham berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0157689 tanggal 18 Desember 2023, struktur permodalan dan susunan pemegang saham dalam MMS adalah sebagai berikut:

Modal Dasar : Rp200.000.000.000
 Modal Ditempatkan : Rp169.372.000.000
 Modal Disetor : Rp169.372.000.000

Modal Dasar MMS terbagi atas 200.000 (dua ratus ribu) lembar saham dengan nilai nominal per lembar saham sebesar Rp1.000.000 (satu juta Rupiah).

Sehingga susunan kepemilikan saham MMS adalah sebagai berikut:

Capital Structure and Shareholders' Composition of MMS

Based on the 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 by virtue of its Decree No. AHU-0079150.AH.01.02.TAHUN 2023 dated 18 December 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 dated 18 December 2023, the MMS' capital structure and shareholding composition are 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. | Nama Pemegang Saham/ Shareholders' Name | Nilai Nominal Rp1.000.000 per saham/ Nominal Value of IDR1,000,000 per share | | |
|---|--|---|--|---------------|
| | | Jumlah Saham/ Number of Shares | Nilai Nominal (Rp)/ Nominal Value (IDR) | % |
| 1. | Perseroan / the Company | 169,369 | 169,369,000,000 | 99.99 |
| 2. | PT Mitra Daya Mustika | 3 | 3,000,000 | 0.01 |
| Jumlah/ Total | | 169,372 | 169,372,000,000 | 100.00 |
| Saham dalam Portepel/ Portfolio Shares | | 30,628 | 30,628,000,000 | - |

Susunan Dewan Komisaris dan Direksi MMS

Berdasarkan Akta Pernyataan Keputusan Sirkuler Pemegang Saham sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 58 tanggal 28 April 2023, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada

Composition of the Board of Commissioners and Board of Directors of MMS

Based on the Deed of Statement of Shareholders' Circular Resolutions 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 by MOLHR based on Receipt of Notification

Menkumham berdasarkan Surat Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0120740 tanggal 25 Mei 2023, susunan Direksi dan Dewan Komisaris MMS adalah sebagai berikut:

Dewan Komisaris / Board of Commissioners

Komisaris/ Commissioner

of Change of the Company's Data No. AHU-AH.01.09-0120740 dated 25 May 2023, the composition of MMS' Board of Directors and Board of Commissioners are as follows:

: Adi Adriansyah Sjoekri

Direksi/ Board of Directors

Presiden Direktur/ President Director

Direktur/ Director

: Priyadi

: Cahyono Seto

Nilai Transaksi dan Ruang Lingkup Perjanjian

Berdasarkan Perjanjian, MMS, sebagai pemberi/penyedia jasa konstruksi dan/atau jasa pertambangan, sepakat untuk menyediakan jasa kepada PBT sebesar Rp193.736.379.679 (seratus sembilan puluh tiga miliar tujuh ratus tiga puluh enam juta tiga ratus tujuh puluh sembilan ribu enam ratus tujuh puluh sembilan Rupiah). Jasa yang diberikan oleh MMS kepada PBT adalah pekerjaan perpipaan mekanis struktur sipil OPP (Ore Processing Plant) dan ADR (Adsorption Description Reagent) sebagaimana yang ditetapkan pada Perjanjian.

Transaction Value and Scope of the Agreement

Pursuant to the Agreement, MMS, as the provider of construction services and/or mining services, agreed to provide services to PBT in the amount of Rp193,736,379,679 (one hundred ninety-three billion seven hundred thirty-six million three hundred seventy-nine thousand six hundred seventy-nine Rupiah). The services provided by MMS to PBT are civil structures mechanical piping work of OPP (Ore Processing Plant) and ADR (Adsorption Description Reagent) as specified in the Agreement.

Adapun MMS akan melaksanakan jasa sesuai atau memenuhi segala kewajibannya berdasarkan Perjanjian selambat-lambatnya hingga tanggal 31 Januari 2026.

MMS will perform services in accordance with or fulfill all its obligations under the Agreement no later than 31 January 2026.

Selanjutnya, Transaksi bukan merupakan transaksi material sebagaimana dimaksud dalam POJK 17/2020 karena nilai Transaksi tidak mencapai 20% (dua puluh persen) dari nilai ekuitas Perseroan berdasarkan Laporan Keuangan Konsolidasian Interim Perseroan dan entitas anak untuk periode yang berakhir pada tanggal 30 Juni 2024 yang diaudit oleh Kantor Akuntan Publik Tanubrata Sutanto Fahmi Bambang & Rekan.

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 June 2024 which was audited by Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan.

Sifat dan Hubungan Afiliasi dengan Perseroan

Adapun sifat hubungan Afiliasi antara PBT dan MMS dengan Perseroan adalah sebagai berikut:

Nature and Affiliation Relationship with the Company

The nature of the Affiliation relationship between PBT dan MMS with the Company are as follows:

- a. PBT merupakan Perusahaan Terkendali Perseroan, yang sahamnya dimiliki oleh Perseroan secara tidak langsung sebesar 62,72% (enam puluh dua koma tujuh dua persen); dan
- b. MMS merupakan Perusahaan Terkendali Perseroan, yang sahamnya dimiliki oleh Perseroan secara langsung sebesar 99,99% (sembilan puluh sembilan koma sembilan persen).

- a. PBT is a Controlled Company of the Company, with shares owned indirectly by the Company in the amount of 62.72% (sixty-two point seven two percent); and
- b. MMS is a Controlled Company of the Company, with shares owned directly by the Company in the amount of 99.99% (ninety-nine point nine nine percent).

RINGKASAN LAPORAN PENILAI

KJPP yang telah ditunjuk oleh Direksi Perseroan sebagai penilai independen sesuai dengan surat proposal/kontrak perjanjian kerja No. 198.3/IDR/DO.2/Pr-FO/XI/2024 tanggal 6 November 2024, telah diminta untuk memberikan penilaian atas dan memberikan pendapat atas kewajaran Transaksi.

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. 198.3/IDR/DO.2/Pr-FO/XI/2024 dated 6 November 2024 has been requested to provide an assessment of and provide an opinion of the Transaction's fairness.

Laporan Pendapat Kewajaran atas Transaksi

Berikut adalah ringkasan laporan pendapat kewajaran KJPP atas Transaksi sebagaimana dituangkan dalam laporannya No. 00307/2.0118-00/BS/02/0520/1/XII/2024 tertanggal 18 Desember 2024:

a. Pihak-pihak yang Bertransaksi

Pihak-pihak yang bertransaksi adalah MMS sebagai pemberi/penyedia jasa konstruksi dan/atau jasa pertambangan dan PBT sebagai penerima/pengguna jasa.

b. Objek Penilaian

Objek penilaian adalah rencana transaksi pemberian jasa konstruksi dan/atau jasa pertambangan kepada PBT oleh MMS (keduanya merupakan Perusahaan Terkendali Perseroan).

c. Maksud dan Tujuan Penilaian

Maksud penilaian adalah memberikan penilaian independen atas pendapat kewajaran atas rencana Transaksi dengan tujuan pelaksanaan Transaksi.

d. Asumsi dan Kondisi Pembatas

1. Laporan penilaian ini bersifat *non-disclaimer opinion*.
2. Penilai melakukan penelaahan atas status hukum dokumen-dokumen yang digunakan dalam proses penilaian.
3. Data dan informasi berasal dari sumber yang dapat dipercaya keakuratannya.
4. Proyeksi keuangan yang digunakan adalah proyeksi keuangan yang telah disesuaikan yang mencerminkan kewajaran proyeksi keuangan yang dibuat oleh manajemen dengan kemampuan pencapaiannya (*fiduciary duty*), jika penilaian menggunakan proyeksi keuangan.
5. Penilai bertanggung jawab atas pelaksanaan penilaian dan kewajaran proyeksi keuangan.
6. Laporan penilaian ini terbuka untuk publik, kecuali informasi yang bersifat rahasia, yang dapat mempengaruhi operasional Perseroan.
7. Penilai bertanggung jawab atas laporan penilaian dan kesimpulan nilai akhir.
8. Penilai memperoleh informasi atas status hukum objek penilaian dari Perseroan.
9. Asumsi-asumsi dan kondisi pembatas lainnya diungkapkan dalam laporan KJPP.

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. 00307/2.0118-00/BS/02/0520/1/XII/2024 dated 18 December 2024:

a. Transacting Parties

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

b. Appraisal Object

The object of the appraisal is the proposed transaction for the provision of construction services and/or mining services to PBT by MMS (both are Controlled Company of the Company).

c. Purpose and Objective of Appraisal

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

d. Principal Limiting Assumptions and 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 for the 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 other limiting conditions are disclosed in the KJPP report.*

e. Pendekatan dan Metode

Sesuai dengan ruang lingkup penilaian, pendekatan dan metode yang digunakan adalah:

1. melakukan analisis Transaksi;
2. melakukan analisis kualitatif atas rencana Transaksi;
3. melakukan analisis kuantitatif atas rencana Transaksi;
4. melakukan analisis kewajaran nilai Transaksi; dan
5. melakukan analisis atas faktor lain yang relevan.

f. Kesimpulan

Objek transaksi adalah pemberian jasa konstruksi dan/atau jasa pertambangan kepada PBT oleh MMS. Pemberian jasa konstruksi dan/atau jasa pertambangan kepada PBT oleh MMS berupa jasa pekerjaan perpipaan mekanis struktur sipil OPP (*Ore Processing Plant*) dan ADR (*Adsorption Desorption Reagent*) untuk Proyek Emas Pani. Kewajaran nilai objek transaksi dihitung berdasarkan analisis kelayakan dari penghematan arus kas bersih PBT. Berdasarkan analisis kelayakan dari penghematan arus kas bersih PBT menghasilkan NPV lebih besar dari nol, maka pemberian jasa konstruksi oleh MMS kepada PBT menguntungkan bagi Perseroan. Dengan demikian memberikan kesimpulan bahwa rencana nilai transaksi adalah wajar.

Hasil analisis atas dampak keuangan dari Transaksi yang akan dilakukan terhadap kepentingan Pemegang Saham memberikan kesimpulan bahwa dengan dilakukannya Transaksi dampak keuangan Perseroan akan meningkatkan laba, profitabilitas, likuiditas, dan solvabilitas Perseroan secara konsolidasi yang dapat memberikan nilai tambah bagi Perseroan sejalan dengan kepentingan Pemegang Saham.

Hasil analisis atas pertimbangan bisnis dari manajemen terkait dengan transaksi terhadap kepentingan Pemegang Saham adalah pengembangan usaha PBT memerlukan bantuan jasa konstruksi dan/atau jasa pertambangan dalam pekerjaan perpipaan mekanis struktur sipil OPP (*Ore Processing Plant*) dan ADR (*Adsorption Desorption Reagent*), di mana jasa tersebut dapat disediakan oleh MMS yang telah berpengalaman dan MMS mampu memberikan kepastian penyelesaian jasa konstruksi dan/atau jasa pertambangan sehingga PBT dapat mengembangkan usahanya sejalan dengan kepentingan Pemegang Saham.

Berdasarkan kesimpulan dari hasil analisis tersebut di atas, maka KJPP berpendapat bahwa rencana Transaksi adalah wajar.

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 services and/or mining services to PBT by MMS. The provision of construction services and/or mining services to PBT by MMS is in the form of civil structures mechanical piping construction services work of OPP (Ore Processing Plant) and ADR (Adsorption Desorption Reagent) for the Pani Gold Project. The fairness of the transaction object value is calculated based on the feasibility analysis of PBT's net cash flow savings. Based on the feasibility analysis of PBT's net cash flow savings resulting in NPV greater than zero, the provision of construction services by MMS to PBT is profitable for the Company. Thus, providing a conclusion that the proposed transaction value is reasonable.

The results of the analysis of the financial impact of the Transaction to be carried out on the interests of Shareholders provide a conclusion that by carrying out the Transaction, the Company's financial impact will increase profits, profitability, liquidity and solvency of the Company on a consolidated basis which can provide added value to the Company in line with the interests of Shareholders.

The results of the analysis of the business considerations of the management related to the transaction against the interests of Shareholders are the development of PBT's business requires the assistance of construction services and/or mining services in the construction of civil structures mechanical piping work of OPP (Ore Processing Plant) and ADR (Adsorption Desorption Reagent), where these services can be provided by MMS which has experience and MMS is able to provide certainty of completion of construction services and/or mining services so that PBT can develop its business in line with the interests of Shareholders.

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

**DAMPAK TRANSAKSI TERHADAP KEADAAN
KONDISI KEUANGAN PERSEROAN**

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

**Pengaruh Transaksi Pada Kondisi Keuangan
Perseroan**

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

Tabel di bawah ini menunjukkan ikhtisar mengenai kondisi keuangan Perseroan dan entitas anak Perseroan per tanggal 30 Juni 2024 sebelum dan sesudah melaksanakan Transaksi/ *The table below shows an overview of the financial condition of the Company and its subsidiaries as of 30 June 2024 before and after carrying out the Affiliated Transaction:*

| Deskripsi | Sebelum Transaksi | Penyesuaian | Sesudah Transaksi |
|---|----------------------|-------------|----------------------|
| ASET | | | |
| Aset Lancar | | | |
| Kas dan setara kas | 347.359.160 | 0 | 347.359.160 |
| Piutang usaha: | | | |
| - pihak ketiga | 178.101.797 | 0 | 178.101.797 |
| - pihak berelasi | 53.236 | 0 | 53.236 |
| Piutang lain-lain - pihak ketiga | 1.760.428 | 0 | 1.760.428 |
| Persediaan - bagian lancar | 371.451.128 | 0 | 371.451.128 |
| Taksiran pengembalian pajak | 101.284.751 | 0 | 101.284.751 |
| Uang muka dan biaya dibayar di muka - bagian lancar | 48.010.435 | 0 | 48.010.435 |
| Investasi pada instrumen ekuitas dan efek lainnya | 20.507.234 | 0 | 20.507.234 |
| Instrumen keuangan derivatif - bagian lancar | 2.263.107 | 0 | 2.263.107 |
| Jumlah Aset Lancar | 1.070.791.276 | 0 | 1.070.791.276 |
| Aset Tidak Lancar | | | |
| Uang muka dan biaya dibayar di muka - bagian tidak lancar | 51.931.983 | 0 | 51.931.983 |
| Uang muka investasi | 11.267.306 | 0 | 11.267.306 |
| Investasi pada saham dan entitas asosiasi | 52.890.352 | 0 | 52.890.352 |
| Persediaan - bagian tidak lancar | 121.055.989 | 0 | 121.055.989 |
| Pajak dibayar di muka | 126.193.758 | 0 | 126.193.758 |
| Aset tetap | 1.863.068.892 | 0 | 1.863.068.892 |
| Aset hak-guna | 10.519.464 | 0 | 10.519.464 |
| Properti pertambangan | 583.189.276 | 0 | 583.189.276 |
| Aset eksplorasi dan evaluasi | 615.506.387 | 0 | 615.506.387 |
| Goodwill | 358.694.581 | 0 | 358.694.581 |
| Aset pajak langguhan | 44.232.839 | 0 | 44.232.839 |
| Aset tidak lancar lainnya | 16.979.620 | 0 | 16.979.620 |
| Jumlah Aset Tidak Lancar | 3.855.520.447 | 0 | 3.855.520.447 |
| JUMLAH ASET | 4.926.311.723 | 0 | 4.926.311.723 |
| LIABILITAS DAN EKUITAS | | | |
| Liabilitas Jangka Pendek | | | |
| Utang usaha | | | |
| - pihak ketiga | 268.070.521 | 0 | 268.070.521 |
| - pihak berelasi | 311.749 | 0 | 311.749 |
| Beban yang masih harus dibayar | 70.826.290 | 0 | 70.826.290 |
| Pendapatan diterima di muka | 21.913.905 | 0 | 21.913.905 |
| Utang dividen | 7.804.902 | 0 | 7.804.902 |
| Utang pajak | 8.513.422 | 0 | 8.513.422 |
| Pinjaman bagian lancar: | | | |
| Pinjaman dan fasilitas kredit bank | 151.113.270 | 0 | 151.113.270 |
| Utang obligasi | 336.526.353 | 0 | 336.526.353 |
| Liabilitas sewa | 18.911.348 | 0 | 18.911.348 |
| Instrumen keuangan derivatif - bagian lancar | 8.485.684 | 0 | 8.485.684 |
| Provisi rehabilitasi tambang - bagian lancar | 20.042 | 0 | 20.042 |
| Jumlah Liabilitas Jangka Pendek | 892.497.486 | 0 | 892.497.486 |
| Liabilitas Jangka Panjang | | | |
| Pinjaman - setelah dikurangi bagian yang jatuh tempo dalam setahun: | | | |
| Pinjaman dan fasilitas kredit bank | 256.003.093 | 0 | 256.003.093 |
| Utang obligasi | 718.196.565 | 0 | 718.196.565 |
| Liabilitas sewa | 28.906.430 | 0 | 28.906.430 |
| Pinjaman dari pemegang saham entitas anak | 24.681.300 | 0 | 24.681.300 |
| Instrumen keuangan derivatif - bagian tidak lancar | 31.457.913 | 0 | 31.457.913 |
| Liabilitas pajak langguhan | 97.771.333 | 0 | 97.771.333 |
| Liabilitas imbalan pasca-kerja | 27.131.733 | 0 | 27.131.733 |
| Provisi rehabilitasi tambang - bagian tidak lancar | 39.358.870 | 0 | 39.358.870 |
| Jumlah Liabilitas Jangka Panjang | 1.223.507.237 | 0 | 1.223.507.237 |
| JUMLAH LIABILITAS | 2.116.004.723 | 0 | 2.116.004.723 |
| Ekuitas | | | |
| Modal saham | 38.257.235 | 0 | 38.257.235 |
| Tambahan modal diselor - bersih | 740.053.548 | 0 | 740.053.548 |
| Saham treasury | (16.662.165) | 0 | (16.662.165) |
| Cadangan lindung nilai arus kas | (1.204.731) | 0 | (1.204.731) |
| Komponen ekuitas lainnya | (45.569.850) | 0 | (45.569.850) |
| Saldo laba: | | | |
| Dicadangkan | 1.500.000 | 0 | 1.500.000 |
| Belum dicadangkan | 248.125.206 | 0 | 248.125.206 |
| Keuntungan non pengendali | 1.845.807.757 | 0 | 1.845.807.757 |
| Jumlah Ekuitas | 2.810.307.000 | 0 | 2.810.307.000 |
| JUMLAH LIABILITAS DAN EKUITAS | 4.926.311.723 | 0 | 4.926.311.723 |

| Description | Before Transaction Execution | Adjustment | After Transaction Execution |
|---|------------------------------|------------|-----------------------------|
| ASSETS | | | |
| Current Assets | | | |
| Cash or cash equivalents | 347,359,160 | 0 | 347,359,160 |
| Trade receivables | | | |
| - third parties | 178,101,797 | 0 | 178,101,797 |
| - related parties | 53,236 | 0 | 53,236 |
| Other receivables - third parties | 1,760,428 | 0 | 1,760,428 |
| Inventories - current portion | 371,451,128 | 0 | 371,451,128 |
| Claims for tax refund | 101,284,751 | 0 | 101,284,751 |
| Advances and prepayments - current portion | 48,010,435 | 0 | 48,010,435 |
| Investment in equity instrument and other securities | 20,507,234 | 0 | 20,507,234 |
| Derivative financial instrument - current portion | 2,263,107 | 0 | 2,263,107 |
| Total Current Assets | 1,070,791,276 | 0 | 1,070,791,276 |
| Non-Current Assets | | | |
| Advances and prepayments - non-current portion | 51,931,983 | 0 | 51,931,983 |
| Advance of investment | 11,267,306 | 0 | 11,267,306 |
| Investment in shares and associate entity | 52,880,352 | 0 | 52,880,352 |
| Inventories - non-current portion | 121,055,989 | 0 | 121,055,989 |
| Prepaid taxes | 126,193,758 | 0 | 126,193,758 |
| Property, plant and equipments | 1,863,068,892 | 0 | 1,863,068,892 |
| Right-of-use assets | 10,519,464 | 0 | 10,519,464 |
| Mining properties | 583,189,276 | 0 | 583,189,276 |
| Exploration and evaluation assets | 615,506,387 | 0 | 615,506,387 |
| Goodwill | 358,694,581 | 0 | 358,694,581 |
| Deferred tax assets | 44,232,839 | 0 | 44,232,839 |
| Other non-current assets | 16,979,620 | 0 | 16,979,620 |
| Total Non-Current Assets | 3,855,520,447 | 0 | 3,855,520,447 |
| TOTAL CURRENT ASSETS | 4,926,311,723 | 0 | 4,926,311,723 |
| LIABILITIES AND EQUITY | | | |
| Current Liabilities | | | |
| Trade payables | | | |
| - third parties | 268,070,521 | 0 | 268,070,521 |
| - related parties | 311,749 | 0 | 311,749 |
| Accrued expenses | 70,826,290 | 0 | 70,826,290 |
| Unearned revenue | 21,913,905 | 0 | 21,913,905 |
| Dividend payable | 7,804,902 | 0 | 7,804,902 |
| Taxes payable | 8,513,422 | 0 | 8,513,422 |
| Borrowings - current portion: | | | |
| Bank loans and credit facility | 151,113,270 | 0 | 151,113,270 |
| Bonds payable | 336,526,353 | 0 | 336,526,353 |
| Lease liabilities | 18,911,348 | 0 | 18,911,348 |
| Derivative financial instrument - current portion | 8,485,684 | 0 | 8,485,684 |
| Provision for mining rehabilitation - current portion | 20,042 | 0 | 20,042 |
| Total Current Liabilities | 892,497,486 | 0 | 892,497,486 |
| Non-Current Liabilities | | | |
| Borrowings - net of current portion: | | | |
| Bank loans and credit facility | 256,003,093 | 0 | 256,003,093 |
| Bonds payable | 718,196,565 | 0 | 718,196,565 |
| Lease liabilities | 28,906,430 | 0 | 28,906,430 |
| Loan from shareholder of subsidiary | 24,681,300 | 0 | 24,681,300 |
| Derivative financial instrument - non-current portion | 31,457,913 | 0 | 31,457,913 |
| Deferred tax liabilities | 97,771,333 | 0 | 97,771,333 |
| Post-employment benefits liability - non-current portion | 27,131,733 | 0 | 27,131,733 |
| Provision for mining rehabilitation - non-current portion | 39,358,870 | 0 | 39,358,870 |
| Total Non-Current Liabilities | 1,223,507,237 | 0 | 1,223,507,237 |
| TOTAL LIABILITIES | 2,116,004,723 | 0 | 2,116,004,723 |
| Equity | | | |
| Share capital | 38,257,235 | 0 | 38,257,235 |
| Additional paid-in capital - net | 740,053,548 | 0 | 740,053,548 |
| Treasury stock | (16,662,165) | 0 | (16,662,165) |
| Cash flows hedging reserve | (1,204,731) | 0 | (1,204,731) |
| Other equity components | (45,569,850) | 0 | (45,569,850) |
| Retained earnings: | | | |
| Appropriated | 1,500,000 | 0 | 1,500,000 |
| Unappropriated | 248,125,206 | 0 | 248,125,206 |
| Non-controlling interests | 1,845,807,757 | 0 | 1,845,807,757 |
| Total Equity | 2,810,307,000 | 0 | 2,810,307,000 |
| TOTAL LIABILITIES AND EQUITY | 4,926,311,723 | 0 | 4,926,311,723 |

(* Disajikan dalam Dolar AS dan mengacu pada Laporan Keuangan Konsolidasian Interim Perseroan dan entitas anak untuk periode yang berakhir pada tanggal 30 Juni 2024 / Expressed in US Dollar and refer to the Interim Consolidated Financial Statements of the Company and its subsidiaries for the period ended 30 June 2024.

**PENJELASAN, PERTIMBANGAN, DAN ALASAN
DILAKUKANNYA TRANSAKSI AFILIASI
DIBANDINGKAN DENGAN APABILA DILAKUKAN
TRANSAKSI LAIN SEJENIS YANG TIDAK
DILAKUKAN DENGAN PIHAK TERAFILIASI**

Dengan terlaksananya Transaksi antara MMS dan PBT, Perseroan melalui MMS dapat melakukan penghematan biaya pembangunan infrastruktur pertambangan. Hal ini akan meningkatkan likuiditas Perseroan secara konsolidasi, sehingga memberikan nilai tambah dan keuntungan bagi Perseroan. Selain itu, MMS memiliki pengalaman yang memadai dan mampu memberikan kepastian dalam penyelesaian jasa konstruksi dan/atau jasa pertambangan. Hal ini mendukung PBT dalam mengembangkan usahanya dengan lebih optimal.

Oleh karena itu, pelaksanaan Transaksi dengan MMS sebagai Perusahaan Terkendali Perseroan menjadi lebih efisien dibandingkan dengan apabila dilakukan dengan pihak lain yang tidak terafiliasi. Selanjutnya, diharapkan Transaksi ini dapat memberikan dampak positif bagi Perseroan secara keseluruhan, yang pada akhirnya akan menciptakan nilai tambah bagi Pemegang Saham Perseroan secara tidak langsung.

Transaksi juga telah melalui penilaian menggunakan prosedur internal yang memastikan bahwa syarat dan ketentuannya sama dengan apabila Transaksi dilakukan dengan pihak yang tidak terafiliasi. Dengan demikian, syarat dan ketentuan atas Transaksi ini telah sesuai dengan praktik bisnis yang berlaku umum. Lebih lanjut, pelaksanaan Transaksi antara pihak-pihak terafiliasi Perseroan terbukti lebih efektif dan efisien, sehingga menjadi pilihan yang tepat untuk mendukung kepentingan dan kelangsungan usaha Perseroan.

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

With the execution of the Transaction between MMS and PBT, the Company through MMS can achieve cost savings in the development of mining infrastructure. This will increase the Company's consolidated liquidity, thereby providing added value and benefits for the Company. Furthermore, MMS has adequate experience and is capable of ensuring the completion of construction and/or mining services. This supports PBT in developing its business more optimally.

Therefore, carrying out the Transaction with MMS as the Controlled Company of the Company is more efficient compared to conducting it with other non-affiliated parties. Furthermore, it is expected that this Transaction will positively impact the Company as a whole, ultimately creating added value for the Company's Shareholders indirectly.

The Transaction has also undergone evaluation using internal procedures to ensure that its terms and conditions are equivalent to those that would apply if the Transaction were conducted with non-affiliated parties. As such, the terms and conditions of this Transaction comply with generally accepted business practices. Furthermore, the Transaction between the Company's affiliated parties has proven to be more effective and efficient, making it the appropriate choice to support the Company's interests and business continuity.

**PERNYATAAN DEWAN KOMISARIS DAN DIREKSI
PERSEROAN**

Dewan Komisaris dan Direksi Perseroan baik secara sendiri-sendiri maupun bersama-sama menyatakan seluruh informasi material sehubungan dengan Transaksi telah diungkapkan dan informasi tersebut tidak menyesatkan dan Transaksi bukan merupakan Transaksi Benturan Kepentingan sebagaimana dimaksud dalam POJK 42/2020 serta bukan merupakan transaksi material sebagaimana dimaksud dalam POJK 17/2020 karena nilai Transaksi tidak mencapai 20% (dua puluh persen) dari nilai ekuitas Perseroan berdasarkan Laporan Keuangan Konsolidasian Interim Perseroan dan entitas anak untuk periode yang berakhir pada tanggal 30 Juni 2024 yang diaudit oleh Kantor Akuntan Publik Tanubrata Sutanto Fahmi Bambang & Rekan.

Direksi Perseroan menyatakan bahwa Transaksi telah melalui prosedur yang dimiliki oleh Perseroan sebagaimana diwajibkan dalam POJK 42/2020 guna memastikan bahwa Transaksi Afiliasi telah dilaksanakan sesuai dengan ketentuan peraturan yang berlaku dan praktik bisnis yang berlaku umum.

**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 Interim Consolidated Financial Statements of the Company and its subsidiaries for the period ended on 30 Juni 2024 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 commonly accepted business practices.

INFORMASI TAMBAHAN**ADDITIONAL INFORMATION**

Apabila memerlukan informasi lebih lanjut dapat menghubungi Perseroan dengan alamat:

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

PT Merdeka Copper Gold Tbk
Corporate Secretary

Treasury Tower, Lantai/ Floor 67-68, District 8 SCBD Lot. 28
Jl. Jend. Sudirman Kav. 52-53, Senayan, Kebayoran Baru, Jakarta Selatan 12190, DKI Jakarta, Indonesia
Telepon/ Phone: +62 21 3952 5580
Faksimile/ Facsimile: +62 21 3952 5589
E-mail: corporate.secretary@merdekacoppergold.com
Situs Web/ Website: www.merdekacoppergold.com

Paraf/ Initial:

