

**DISCLOSURE OF INFORMATION
TO SHAREHOLDERS OF
PT TBS ENERGI UTAMA TBK ("THE COMPANY")**

- 1) THE IMPLEMENTATION PLAN CAPITAL INCREASE BY PROVIDING PRE-EMPTIVE RIGHTS ("HMETD")**
- 2) THE IMPLEMENTATION PLAN CAPITAL INCREASE WITHOUT PRE EMPTIVE-RIGHTS RELATED TO SHARE OWNERSHIP PROGRAM**

INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE IS IMPORTANT FOR THE COMPANY'S SHAREHOLDERS IN CONNECTION WITH THE PLAN TO INCREASE CAPITAL BY PROVIDING PRE-EMPTIVE RIGHTS AND WITHOUT PRE EMPTIVE-RIGHTS.

THIS DISCLOSURE OF INFORMATION TO SHAREHOLDERS ARE SUBMITTED BY THE COMPANY IN ORDER TO COMPLY WITH THE PROVISIONS OF THE FINANCIAL SERVICES AUTHORITY REGULATION ("OJK") NO.32/POJK.04/2015 CONCERNING CAPITAL INCREASE OF PUBLIC COMPANIES BY PROVIDING PRE-EMPTIVE RIGHTS AS AMENDED BY OJK REGULATION NO.14/POJK.04/2019 CONCERNING CAPITAL INCREASE OF PUBLIC COMPANIES BY PROVIDING PRE-EMPTIVE RIGHTS ("POJK NO. 32/2015").

IF YOU HAVE DIFFICULTY UNDERSTANDING THE INFORMATION AS SET OUT IN THIS DISCLOSURE OR ARE UNDECIDED IN MAKING A DECISION, YOU SHOULD CONSULT A SECURITIES BROKER, INVESTMENT MANAGER, LEGAL ADVISOR, PUBLIC ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.



**PT TBS ENERGI UTAMA Tbk
("PERSEROAN")**

Domiciled in South Jakarta

Business Activities:

Investment in coal mining and trading, oil palm plantation, independent power producer, and currently developing businesses in renewable energy, wholesale trading and vehicle retail through Subsidiaries.

Head Office:

Treasury Tower Level 33, SCBD Lot.28, Jl. Jend. Sudirman Kav.52-53, Jakarta Selatan 12190, Indonesia

Phone: (62-21) 5020 0353, Facsimile: (62-21) 5020 0352

Email : corsec@tbsenergi.com , Website: www.tbsenergi.com

THE BOARD OF DIRECTORS OF THE COMPANY IS JOINTLY RESPONSIBLE FOR THE CORRECTNESS OF THE INFORMATION CONTAINED IN THE INFORMATION TO THESE SHAREHOLDERS AND CONFIRMS THAT TO THE FULLEST EXTENT OF THEIR KNOWLEDGE THERE ARE NO IMPORTANT AND RELEVANT FACTS THAT ARE NOT DISCLOSED, WHICH MAY CAUSE THE INFORMATION TO THESE SHAREHOLDERS TO BE UNTRUE AND/OR MISLEADING.

This Disclosure Information
published in Jakarta on 2 May 2023

BACKGROUND AND OBJECTIVES OF CAPITAL INCREASE

In line with the Company's vision to become an integrated and sustainable energy company, the Company is committed to develop its business to energy sector focusing on renewable energy and electric vehicle. To support its business development, the Company needs to strengthen the capital structure. The strengthening of the capital structure will be primarily used to financing the Company's investments as well as for the Company's activities in general. In relation to that, the Company intends to plan to capital increase by providing HMETD.

In addition, the Company believes that commitment and smart work from management and employees can lead to an increase in the Company's performance from year to year. Therefore, as a form of appreciation and the Company's strategy to continuously optimize performance and maintain sustainable growth for the Company, the Company plans to implement the **MESOP Program**. In addition, the MESOP Program also aims to increase the sense of ownership of the management and employees of the Group Company, both towards the Company and towards the Group Company. Through this MESOP Program, the Company hopes to improve the performance of MESOP Program Participants which will ultimately improve the performance of the Group Company.

I. INFORMATION OF THE PLAN TO INCREASE CAPITAL BY PROVIDING HMETD

A. Maximum Amount of Capital Increase Plan

The number of shares planned to be issued by the Company in order to increase the capital by providing the HMETD is up to 1,399,828,075 (one billion three hundred ninety nine million eight hundred twenty eight million seventy five) shares with a nominal value Rp.50,- (fifty Rupiah) per share ("**Limited Public Offering/PUT**").

The shares to be offered to the shareholders in the Limited Public Offering are all new shares issued from the Company's portepel and will have the same rights as shares the company's other that have been issued by the Company before PUT. The shares to be issued will be listed on the Indonesia Stock Exchange

In addition to obtaining the approval of the General Meeting of Shareholders in accordance with POJK No.32/2015, the PUT will be implemented and offered with terms and prices in accordance with the provisions of the applicable laws and regulations including provisions in the capital market.

B. Estimation of Capital Increase Plan Period

The implementation of capital increase will be carried out in accordance with POJK No.32/2015, where the period between the date of approval of the General Meeting of Shareholders until the effectiveness of the registration statement is no later than 12 (twelve) months.

C. Analysis on the Effect of Capital Increase on the Company's Financial Condition and Shareholders

The capital increase from result of the HMETD will strengthen the Company's capital structure and support the Company's business development and expansion. The Company's capital increase in the long term is expected to improve business competitiveness and increase investment value returns for the Company's shareholders.

In the event that the capital increase plan with HMETD is conducted before the Company undertake the capital increase without Pre-emptive rights in relation to the stock option to purchase shares for the management and employee of the Company, which will be approved by the Company's Shareholders in the Extraordinary General Meeting of Shareholders dated June 8th 2023, the capital increase with HMETD will increase the issued and paid-up capital approximately 17,3% of the current issued and paid-up capital. Whereas if the capital increase with HMETD is conducted after the Company has implemented the capital increase without HMETD in relation to the Program MESOP then the Company's capital will increase maximum up to 21,1%.

Furthermore, the shareholders who do not exercise their HMETD will be subject to a share ownership dilution for a maximum of up to 17,4% of the percentage of the Company's share ownership (for capital increase with HMETD, which conducted after the capital increase without HMETD in relation to the MESOP Program) and

for maximum up to 14,8% of the percentage of the Company's share ownership (for capital increase with HMETD only).

D. Estimation of the Use of Proceeds

All proceed obtained from the Capital Increase plan with HMETD, after deducting with the emissions costs that become the Company's obligations, will be used to strengthen the Company's capital structure and will be used entirely to finance the Company's investments as well as for the Company's general corporate purposes.

II. INFORMATION OF THE IMPLEMENTATION OF CAPITAL INCREASE WITHOUT PRE EMPTIVE-RIGHTS ("PMTHMETD") RELATED TO STOCK OWNERSHIP OF PUBLIC COMPANIES ("MANAGEMENT AND EMPLOYEE STOCK OPTIONS PLAN PROGRAM / "PROGRAM MESOP")

A. Background and Objectives of Increase Capital

In order to carry out the Company's commitment to develop business in the energy sector, especially in the renewable energy and electric vehicle sectors, it is required the human resources who have commitment, loyalty and high performance. To support this, the Company intends to continue the MESOP Program which will be provided to management and employees who have excellent performance as a form of appreciation and the Company's strategy to continue to optimize performance and maintain sustainable growth for the Company.

The objective of carrying out the MESOP Program is to provide motivation and appreciation as well as to increase the loyalty of the Company's management and employees who have demonstrated the ability and willingness to participate according to their respective fields of duty in improving and achieving the Company's business objectives. With the MESOP Program, it is expected that the alignment of the Company's interests and the interests of the Company's management and employees will be achieved in accordance with best practices.

This MESOP program is a continuation of the MESOP Program which was previously approved by the Extraordinary General Meeting of Shareholders on 17 June 2021 ("**EGMS 17 June 2021**").

B. Information Regarding capital Increase Without Pre Emptive-Rights Related to MESOP Program

The Company intends to execute Capital Increase without Pre-Emptive Rights (PMTHMETD) for MESOP Program through issue the Company's authorized shares from portepel after the approval from General Meeting of Shareholders in accordance with the applicable regulations.

The number of shares planned to be issued through PMTHMETD for the MESOP Program is a maximum of 161,365,421 (one hundred sixty one million three hundred sixty five thousand four hundred twenty one) shares with a nominal value of each share of IDR50 (fifty Rupiah) per share which constitutes 2% (two percent) of the issued and fully paid-up capital of the Company as of the date of this Disclosure of Information. The number of shares does not take into account the number of shares to increase the Company's capital capital increase without pre emptive-rights related to MESOP Program which has been previously approved by independent shareholders at the EGMS on 17 June 2021 ("**MESOP Program 2021**") where the timeframe has not expired.

New shares that will be issued in connection with the exercise of option rights in the MESOP Program have the same rights and obligations as other Company shares and will be listed on the Indonesia Stock Exchange where the Company's shares have been listed.

The MESOP program will be implemented with the following restrictions:

1. Implementation Period of the MESOP Program

PMTHMETD for MESOP Program will be implemented within 5 (five) years from the approval date of the Company's General Meeting Shareholders (GMS) which approved this PMTHMETD for MESOP Program.

PMTHMETD for MESOP Program is disclosed on this Disclosure Information is not a replacement for the 2021 MESOP Program, but is an addition to and a continuation of the 2021 MESOP Program. If the MESOP Program plan is approved by the Company's Extraordinary General Meetings of Shareholders (EGMS) which will be held on 8 June 2023, then the MESOP 2021 Program which was previously approved by independent shareholders on EGMS on 17 June 2021 will remain valid according to the time period until 2025.

2. Distribution Period of MESOP Program.

The shares will be distributed in several stages to be determined later by the Company, with consideration to MESOP Program time period.

3. Estimation of the Use of Proceeds

All proceed obtained from PMTHMETD related to MESOP Program after deducting with the emissions costs that become the Company's obligations, will be used to strengthen the Company's capital structure and will be used entirely to finance the Company's investments as well as for the Company's general corporate purposes.

4. Determination of Share Exercise Price

The determination of the share execution price of MESOP Program will be determined by the Board of Directors with the approval from the Company's Board of Commissioners by referring to the provisions of Point V Appendix II of Rule I-A, that set out the execution price at least 90% (ninety percent) of the average of Company's closing price within 25 (twenty five) consecutive Exchange Days in Regular Market prior to the date of application for an additional share listing resulted from PMTHMETD or conducted pursuant to the Company Law, laws and regulations in Capital Market sector, and prevailing accounting standards.

The funding source to be used by the Company for the MESOP Program comes from internal cash and/or other funding sources determined by the Company. The Company will also comply with tax aspects in accordance with the provisions of the laws and regulations in force at the time this MESOP Program is implemented.

5. Share Status of the MESOP Program

The shares to be issued in regard to the capital increase without pre-emptive-rights for MESOP Program shall have the same rights, position, and degree in all aspects with the fully paid-up shares in the Company, including the right to dividend and may issue voting rights in GMS and other corporate actions that will be conducted by the Company. All issued shares are new shares issued from Company's portfolio and shall be registered in IDX pursuant to the prevailing laws.

6. Participants of the MESOP Program

MESOP Program Participants will be determined by the Company's Board of Directors. For MESOP Program Participants who are the Company's Board of Directors, the determination of MESOP Program Participants and the number of shares is executed with the approval of the Company's Board of Commissioners by considering the recommendation from the Company's Nomination and Remuneration Committee.

7. Requirements of the Execution of MESOP Program

- a. The Company has obtained the General Meeting of Shareholders approval in accordance with applicable regulations.
- b. The application for pre-listing of additional shares for MESOP Program has been approved by the IDX.
- c. Other requirements determined by the Board of Directors with the approval from the Company's Nomination and Remuneration Committee have been fulfilled.

C. Analysis and Discussion of the Management on the Financial Condition of the Listed Company Prior to and after Capital Increase

Since the issuance regarding the capital increase without pre-emptive rights related to MESOP Program will be carried out in the future, the share price has not yet been determined. The issuance price will refer to the provisions of IDX Regulation No. I-A Article V.1.1 and Article V.2.2.1, which is at least 90% (ninety percent) of the average closing price of the Company's shares for a period of 25 (twenty-five) consecutive trading days in the Regular Market before the date of application for the listing of additional shares resulting from the capital increase.

In general, the implementation of this capital increase has a positive impact on the Company because it will directly strengthen the capital structure, increase working capital, increase cash funds and increase the liquidity of the Company's stock trading, where the use of funds from the implementation of the capital increase will be adjusted to the needs of the Company in the future. The increase in the Company's capital in the long term is expected to increase business competitiveness and increase the return on investment value for the Company's shareholders.

D. Impact of Capital Increase of PMTHEMT to Shareholders

The implementation of PMTHEMTD for this MESOP Program will have an impact on dilution of share ownership of the shareholders. In the event that the PMTHEMTD for this MESOP Program is conducted without the capital increase by providing HMETD by the Company as referred to in part I above, the Company's shareholders will be affected by a dilution of ownership of around 3.6% (three-point six percent). If the implementation of the PMTHEMTD for the MESOP Program is conducted with the additional capital increase by providing pre-emptive rights as referred to in part I above, then the Company's shareholders will be affected by a dilution of ownership of approximately 17.4% (seventeen-point four percent) after PMTHEMTD implementation for the MESOP Program.

The information on dilution of ownership is conducted with the assumption that: (i) all PMTHEMTD for the MESOP Program are carried out in the maximum amount as disclose in section II.B of this Disclosure of Information; (ii) all shares related to PMTHEMTD to Company's capital increase for MESOP Program 2021 are implemented entirely in the approved amount and all become shares of the Company, and (iii) all shares for the MESOP Program referred to in this Disclosure of Information are implemented entirely into shares Company.

E. Share Capital Structure Prior to and After Capital Increase

If the implementation of the PMTHEMTD plan for the MESOP Program is conducted before capital increase by providing HMETD (as stated in part I above), the Company's capital structure is as follows:

	Prior to Issuance of MESOP Program's Shares		After Issuance of MESOP Program's Shares	
	Number of Shares	Total Nominal Value of Share (IDR)	Number of Shares	Total Nominal Value of Share (IDR)
Authorized Capital Nominal Value Rp 50.-	24.000.000.000	1.200.000.000.000	24.000.000.000	1.200.000.000.000
Issued and Paid-up Capital Nominal Value Rp 50.-	8.068.271.058	403.413.552.900	8.068.271.058	403.413.552.900
Outstanding MESOP Program 2021	142.692.222	7.134.611.100	142.692.222	7.134.611.100
Capital increase without pre-emptive-rights related to MESOP Program 2023			161.365.421	8.068.271.050
Amount of Issued and fully paid share capital After PMTHEMTD			8.372.328.701	418.616.435.050
Shares in Portfolio			15.627.671.299	781.383.564.950

However, if the implementation of the PMTHMETD plan for the MESOP Program is conducted after the capital increase by providing HMETD (as stated in part I above), the Company's capital structure is as follows:

	Prior to Issuance of MESOP Program's Shares		After Issuance of MESOP Program's Shares	
	Number of Shares	Total Nominal Value of Share (IDR)	Number of Shares	Total Nominal Value of Share (IDR)
Authorized Capital Nominal Value Rp 50.-	24.000.000.000	1.200.000.000.000	24.000.000.000	1.200.000.000.000
Issued and Paid-up Capital Nominal Value Rp 50.-	9.468.099.133	473.404.956.650	9.468.099.133	473.404.956.650
Outstanding MESOP Program 2021	142.692.222	7.134.611.100	142.692.222	7.134.611.100
Capital increase without pre emptive-rights related to MESOP Program 2023			161.365.421	8.068.271.050
Amount of Issued and fully paid share capital After PMTHMETD			9.772.156.776	488.607.838.800
Shares in Portfolio			14.227.843.224	711.392.161.200

The information on capital structure is conducted with the assumption that: (i) all PMTHMETD for the MESOP Program are conducted in the maximum amount as disclose in section II.B of this Disclosure of Information; (ii) all shares related to PMTHMETD to Company's capital increase for MESOP Program 2021 are implemented entirety in the approved amount and all become shares of the Company, and (iii) all shares for the MESOP Program referred to in this Disclosure of Information are implemented entirely into shares Company.

F. SHAREHOLDERS COMPOSITION

If all shares issued in the PMTHMETD related to MESOP Program are implemented entirely as the Company's shares, proforma composition of shareholders for all of the Company's issued and fully paid shares is as follows:

Shareholders	Prior to Issuance of MESOP Program's Shares			After Issuance of MESOP Program's Shares		
	Number of Shares	Total Nominal Value of Share (IDR)	%	Number of Shares	Total Nominal Value of Share (IDR)	%
PT Bara Makmur Abadi	446.963.700	25.151.000.000	5,54	446.963.700	25.151.000.000	5,34
Bintang Bara, B.V.	604.440.000	40.250.000.000	7,49	604.440.000	40.250.000.000	7,22
Highland Strategic Holdings Pte Ltd	4.983.799.956	249.189.997.800	61,77	4.983.799.956	249.189.997.800	59,53
PT Toba Sejahtra	804.927.244	40.246.362.200	9,98	804.927.244	40.246.362.200	9,61
Dicky Yordan	7.633.600	381.680.000	0,09	7.633.600	381.680.000	0,09
Pandu Patria Sjahrir	7.633.600	381.680.000	0,09	7.633.600	381.680.000	0,09
Alvin Firman Sunanda	330.860	16.543.000	0,00	330.860	16.543.000	0,00
Teguh Alamsyah	281.250	14.062.500	0,00	281.250	14.062.500	0,00
Juli Oktarina	295.313	14.765.650	0,00	295.313	14.765.650	0,00
Public (below 5%)	1.069.273.313	53.463.665.650	13,25	1.069.273.313	53.463.665.650	12,77
Outstanding for MESOP 2021	142.692.222	7.134.611.100	1,77	142.692.222	7.134.611.100	1,70
MESOP Program 2023				161.365.421	8.068.271.050	1,93
Total	8.068.271.058	403.413.552.900	100,00	8.372.328.701	418.616.435.050	100,00

If the PMTHMETD for the MESOP Program is conducted after the Company conducted capital increase by providing HMETD, the shareholder composition will be adjusted to the shareholder composition after the HMETD.

The composition of the shareholders disclosed in this Disclosure of Information is based on the Shareholders Registered as of 28 April 2023.

II. GENERAL MEETING OF SHAREHOLDERS

Pursuant to the prevailing laws, the implementation capital increase by providing pre-emptive rights and capital increase without pre-emptive-rights for MESOP Program will be requested for approval in the Company's Extraordinary General Meeting of Shareholders that will be held on Thursday, 8 June 2023 ("**EGMS**"). The announcement of the EGMS will be made on Tuesday, 2 May 2023 and the EGMS Invitation will be made on Wednesday, 17 May 2023, and will be conducted through the Indonesia Stock Exchange website, the Company's website, and the website of electronic general meeting system facility provider PT Kustodian Sentral Efek Indonesia ("KSEI") (eASY.KSEI).

The quorum requirements for approval of capital increase by providing pre-emptive rights and capital increase without pre-emptive-rights related to MESOP Program will be carried out in accordance with the Company's Articles of Association and applicable rules and regulations, including capital market regulations and provisions.

III. ADDITIONAL INFORMATION

To receive additional information related to the Limited Public Offering, the shareholders of the Company may contact the Company's Corporate Secretary during the working days and working hours of the Company at the head office.

This Disclosure Information is made and addressed to the shareholders of the Company in order to comply with the OJK Regulation.

Jakarta, 2 May 2023
PT TBS Energi Utama Tbk
Board of Directors of the Company