

**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.

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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.

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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 portfolio 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. The payment of all new shares is made by cash.

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 plan will be carried out and effective at the latest May 2023 and will be executed in accordance with POJK No.32/2015, where pursuant to Article 8 paragraph (3) POJK 32/2015 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.

With the following assumptions:

- The Company will implement MESOP Program in 2023 and HMETD for each 38.429.564 (thirty-eight million four hundred twenty-nine thousand five hundred sixty four) shares and 1.399.828.075 (one billion three hundred ninety nine million eight hundred twenty eight thousand seventy five) shares, each shares with the nominal value of Rp50,- (fifty Rupiah) per shares; and
- The plan will be implemented by issuing new shares on price Rp400,- (four hundred Rupiah) per shares;

Thus, Consolidated Financial Statement of the Company before and after MESOP Program and HMETD implementation shall be as follows:

- Total cash and cash equivalents will increase by 14,4% from USD263,1 Million to USD300,9% Million, as the result of HMETD implementation in the amount of USD37,8 Million;

- Total asset will increase by 4,2% from USD902,1 Million to USD939,9 Million, as the result of HMETD implementation in the amount of USD37,8 Million;
- Total equity will increase by 8,8% from USD431,8 Million to USD469,6 Million as the result of share capital and additional paid up capital increase from the implementation of HMETD in the amount of USD38,9 Million and the profit balance decrease which has not been reserved as the result of MESOP Program implementation in the amount of USD1,1 Million.

The impact of transaction plan towards important financial ratio for the Company is as follows:

Ratio		Before HMETD Implementation	After HMETD Implementation
Gross profit margin	%	16,86	16,86
Operating profit margin	%	20,40	19,60
Profit for the year margin	%	11,28	10,48
Return on sales	x	0,11	0,10
Return on assets	x	0,02	0,01
Return on equity	x	0,03	0,03
Current ratio	x	1,97	2,25
Total liabilities to total equity	x	1,09	1,00
Total liabilities to total assets	x	0,52	0,50

Pursuant to Deed No. 9 dated 3 March 2023 made before Aulia Taufani, S.H., Notary in South Jakarta, that the receipt of notification acceptance has been accepted by Minister of Law and Human Rights of Republic of Indonesia by virtue of decree no. AHU-AH.01.03-0035155 dated 6 March 2023 (“**Deed No. 9/2023**”), the Company’s capital structure shall be:

Notes	Total Shares	Shares Nominal (Rp)
Authorized capital Nominal value of Rp.50,-	24.000.000.000	1.200.000.000.000
Issued Capital Nominal value of Rp.50,-	8.068.271.058	403.413.552.900
Fully Paid-up Capital	8.068.271.058	403.413.552.900
• PT Bara Makmur Abadi	446.963.700	22.348.185.000
• Bintang Bara B.V.	603.850.000	30.192.500.000
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800
• PT Toba Sejahtra	804.927.244	40.246.362.200
• The Company’s Director	16.174.623	808.731.150
- Dicky Yordan	7.633.600	381.680.000
- Pandu Patria Sjahrir	7.633.600	381.680.000
- Alvin Firman Sunanda	330.860	16.543.000
- Teguh Alamsyah	281.250	14.062.500
- Juli Oktarina	295.313	14.765.650
- Bacelius Ruru	-	-
- Djamal Attamimi	-	-
- Dr. Fuad A. Rahmany	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-
• Public ownership under 5%	1.212.555.535	60.627.776.750

Subsequently, based on Letter of Securities Administration Bureau (*Biro Administrasi Efek*), PT Datindo Entrycom, dated 2 June 2023 No. DE/VI/2023-4043 concerning Monthly Report (“BAE Monthly Report dated 2 June 2023”), the Company’s capital structure shall be:

Notes	Total Shares	Nominal Value (Rp)
Authorized capital Nominal value of Rp.50,-	24.000.000.000	1.200.000.000.000
Issued capital Nominal value of Rp.50,-	8.106.700.622	405.335.031.100
Fully paid-up capital	8.106.700.622	405.335.031.100
• PT Bara Makmur Abadi	446.963.700	22.348.185.000
• Bintang Bara B.V.	599.712.000	29.985.600.000
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800
• PT Toba Sejahtra	804.927.244	40.246.362.200
• The Company's Directors	50.559.248	2.527.962.400
- Dicky Yordan	23.822.200	1.191.110.000
- Pandu Patria Sjahir	23.822.200	1.191.110.000
- Alvin Firman Sunanda	1.045.054	52.252.700
- Teguh Alamsyah	945.834	47.291.700
- Juli Oktarina	923.960	46.198.000
- Bacelius Ruru	-	-
- Djamal Attamimi	-	-
- Dr. Fuad A. Rahmany	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-
• Public ownership under 5%	1.220.738.474	61.036.923.700

Notes:

*) Company's capital structure has also calculated the new issued shares on the MESOP Program implementation period on 15-22 May 2023, in relation to the MESOP Program implementation Phase I 2023 Period 2 and MESOP Program Phase II 2024 Period 1, as follows:

1) MESOP Program Phase I 2023 Period 2 in total of 18.307.058 shares; and

2) MESOP Program Phase II 2024 Period 1 in total of 20.122.506 shares.

All shares will be issued on 19 May 2023.

Based on the explanation above, the capital increase with HMETD will increase issued and fully paid-up capital approximately for 17,3% of the Company's issued and fully paid-up capital pursuant to Deed No. 9/2023. For the shareholders who did not exercise HMETD, the dilution of shares will take up maximum of 14,8% from the ownership percentage on the Company.

Therefore, the Company's capital structure proforma after PMHMETD implementation is as follows:

Notes	Total Shares	Nominal Value (Rp)
Authorized Capital Nominal value of Rp.50,-	24.000.000.000	1.200.000.000.000
Issued Capital Nominal value of Rp.50,-	9.506.528.697	475.326.434.850
Fully paid-up capital	9.506.528.697	475.326.434.850
• PT Bara Makmur Abadi	524.143.352	26.207.167.600
• Bintang Bara B.V.	703.409.660	35.170.483.000
• Highland Strategic Holdings Pte. Ltd.	5.844.379.793	292.218.989.650
• PT Toba Sejahtra	943.918.408	47.195.920.400
• Company's Directors and Board of Commissioners	59.289.588	2.964.479.400

- Dicky Yordan	27.935.709	1.396.785.450
- Pandu Patria Sjahrir	27.935.709	1.396.785.450
- Alvin Firman Sunanda	1.225.509	61.275.450
- Teguh Alamsyah	1.109.156	55.457.800
- Juli Oktarina	1.083.505	54.175.250
- Bacelius Ruru	-	-
- Djamal Attamimi	-	-
- Dr. Fuad A. Rahmany	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-
• Public ownership under 5%	1.431.387.896	71.569.394.800

Notes:

*) Company's capital structure proforma has also calculated the new issued shares on the MESOP Program implementation period on 15-22 May 2023, in relation to the MESOP Program implementation Phase I 2023 Period 2 and MESOP Program Phase II 2024 Period 1, as follows:

- 1) MESOP Program Phase I 2023 Period 2 of 18.307.058 shares; and
- 2) MESOP Program Phase II 2024 Period 1 of 20.122.506 shares.

All shares will be issued on 19 May 2023.

In the meantime, Company's shareholding structure before and after PMHMETD implementation is as follows:

Notes	Before PMHMETD*)		After PMHMETD**)	
	Total Shares	Nominal Value (Rp)	Total Shares	Nominal Value (Rp)
• PT Bara Makmur Abadi	446.963.700	22.348.185.000	524.143.352	26.207.167.600
• Bintang Bara B.V.	599.712.000	29.985.600.000	703.409.660	35.170.483.000
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800	5.844.379.793	292.218.989.650
• PT Toba Sejahtera	804.927.244	40.246.362.200	943.918.408	47.195.920.400
• The Company's Directors and Board of Commissioners	50.559.248	2.527.962.400	59.289.588	2.964.479.400
- Dicky Yordan	23.822.200	1.191.110.000	27.935.709	1.396.785.450
- Pandu Patria Sjahrir	23.822.200	1.191.110.000	27.935.709	1.396.785.450
- Alvin Firman Sunanda	1.045.054	52.252.700	1.225.509	61.275.450
- Teguh Alamsyah	945.834	47.291.700	1.109.156	55.457.800
- Juli Oktarina	923.960	46.198.000	1.083.505	54.175.250
- Bacelius Ruru	-	-	-	-
- Djamal Attamimi	-	-	-	-
- Dr. Fuad A. Rahmany	-	-	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-	-	-
• Public ownership under 5%	1.220.738.474	61.036.923.700	1.431.387.896	71.569.394.800
Total	8.106.700.622	405.335.031.100	9.506.528.697	475.326.434.850

Notes:

**) Shareholders structure based on Issued Capital and Paid-up Capital based on BAE Monthly Report on 2 June 2023.*

****) (i) Company's capital structure proforma is conveyed with assumption that all Company's Shareholder implement HMETD. Until now, the Company has not received any confirmation from principal shareholder whether or not they will implement HMETD.*

ii) shareholders structure proforma has also calculated the new issued shares on the MESOP Program implementation period on 15-22 May 2023, in relation to the MESOP Program implementation Phase I 2023 Period 2 and MESOP Program Phase II 2024 Period 1, as follows:

1) MESOP Program Phase I 2023 Period 2 of 18.307.058 shares; and

2) MESOP Program Phase II 2024 Period 1 of 20.122.506 shares.

All shares will be issued on 19 May 2023.

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, to finance:

1. The Company's investment activity related to Company's current business development in renewable energy field (among others wind power, solar panel, water, biomass), electric vehicle and other business activity related to sustainability which currently in the development.
2. Company's general corporate purpose related to Company's operational financing and short-term Company's liabilities.

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 / "MESOP PROGRAM")

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 portfolio after the approval from General Meeting of Shareholders in accordance with the applicable regulations.

Based on Deed No. 9 dated 3 March 2023 made before Aulia Taufani, S.H., Notary in South Jakarta, which receipt of notification has been accepted by Minister of Law and Human Rights of Republic of Indonesia by virtue of decree no. AHU-AH.01.03-0035155 dated 6 March 2023 ("**Deed No. 9/2023**"), total of issued and paid-up capital in total of Rp403.413.552.900.- with detail information as stipulated on part III.E. below.

Based on explanation above, according to Article 8C paragraph (4) POJK No.14/POJK.04/2019 concerning Capital Increases in Public Companies with Pre-emptive Rights (POJK 14/2019), PMTHMETD for MESOP Program in the total of 3,77% of Company's issued and paid-up capital based on Deed No. 9/2023.

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. With due observance Article 8C paragraph (4) POJK No.14/POJK.04/2019 concerning Amendment of OJK Regulation on Capital Increases in Public Companies with Pre-emptive Rights ("**POJK 14/2019**"), total of new shares that will be issued through PMTHMETD of MESOP Program that adds to the remaining of stock option that have not been implemented on MESOP Program 2021 is 3,77% (three point seventy seven percent) of issued capital and fully paid up capital in the Company set on articles of association amendment that has been notified and accepted by Minister of Law and Human Rights on the date of RUPSLB announcement on 8 June 2023, as set out in Deed No. 9/2023,

Total amount of capital increase that is approved on MESOP Program 2021 is for 160.990.280 shares, which 2% (two percent) of issued capital and fully paid-up capital on the Company on the date of RUPSLB announcement 17 June 2021. On the date of RUPSLB announcement 8 June 2023, MESOP Program 2021 has been implemented in partial, is for 18.307.058 (eighteen million three hundred seven thousand fifty eight) shares and there are still remaining stock option that has not been implemented, and MESOP Program 2021 will be implemented until it is completed on 2026, with nominal value of 142.692.222 (one hundred forty two million six hundred ninety two thousand two hundred twenty two) shares or 1,77% (one point seventy seven percent) of issued capital and fully paid-up capital on the Company on the date of RUPSLB announcement on 8 June 2023. For the number of shares of MESOP Program 2021 that has been issued on RUPSLB Announcement Date on 8 June 2023, there has been an increase in the Company's issued and paid-up capital has been made as set out in Deed No.9/2023.

During the implementation of MESOP Program 2021 on Phase I and Phase II that will be implemented on 15-22 May 2023, the Company issued 38.429.564 (thirty eight million four hundred twenty nine thousand five hundred sixty four) new shares ("Additional Capital After Announcement Date"), and there is still remaining stock option that has not been implemented, and MESOP Program 2021 will be implemented until it is completed in 2026, with nominal value of 104.262.658 stock option, or 1,29% (one point twenty nine percent) of issued capital and fully paid up capital on the Company on RUPSLB Announcement Date on 8 June 2023. In relation to Additional Capital After Announcement Date, and based on BAE Monthly Report on 2 June 2023, total issued capital and fully paid up capital is 8.106.700.622 shares with total of nominal value of Rp. 405.335.031.100.-, with detail information as set out on part III.E. below.

On the date of this Disclosure Information is submitted, the remaining shares that has been issued and has not been issued by the Company on each phase of MESOP Program 2021 is as follows:

Notes	Total Value	Until the Announcement Date		Until 22 May 2023	
		Implemented	Remaining	Implemente d	Remaining
MESOP Program 2021					
Phase I 2022	80.499.640	18.307.058	62.192.582	36.614.116	43.885.524
Phase II 2023	80.499.640	-	80.499.640	20.122.506	60.377.134
Total	160.999.280	18.307.058	142.692.222	56.736.622	104.262.658
Company's Issued Capital and Fully Paid Up Capital on RUPSLB Announcement Date (nominal value of Rp50,-)	8.068.271.058				
% of issued capital and fully paid up capital on Announcement Date			1,77		1,29

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.

MESOP Program	Implementation Period Plan
MESOP Program Phase III 2024	May 2024 s/d May 2027
MESOP Program Phase IV 2025	May 2025 s/d May 2028

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:

1. The Company's investment activity related to Company's current business development in renewable energy field (among others wind power, solar panel, water, biomass), electric vehicle and other business activity related to sustainability which currently in the development.
2. Company's general corporate purpose related to Company's operational financing and short term Company's liabilities.

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 execute 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.

With the following assumptions:

- The Company will implement MESOP Program in 2023 and HMETD for each 38.429.564 (thirty-eight million four hundred twenty-nine thousand five hundred sixty four) shares and 1.399.828.075 (one billion three hundred ninety nine million eight hundred twenty eight thousand seventy five) shares, each shares with the nominal value of Rp50,- (fifty Rupiah) per shares; and
- The plan will be implemented by issuing new shares on price Rp400,- (four hundred Rupiah) per shares;

Consolidated Financial Statement of the Company before and after MESOP Program 2021 on 2023, the remaining MESOP Program 2021 that has not been implemented and new MESOP Program will not be changed since all changes will be affected to equity post, as follows:

- Total share equity will increase by 2,3% from USD44,1 Million to USD45,2 Million;
- Total additional paid-up capital will increase by 5,5% from USD130,8 Million to USD138,0 Million;
- Total profit balance that has not been reserved will decrease by 3,2% from USD260,2 Million to USD252,0 Million.

The impact of transaction plan towards important financial ratio for the Company is as follows:

Ratio		Before HMETD Implementat ion	After HMETD Implementati on
Gross profit margin	%	16,86	16,86
Operating profit margin	%	20,40	14,06
Profit for the year margin	%	11,28	4,94
Return on sales	x	0,11	0,05
Return on assets	x	0,02	0,01
Return on equity	x	0,03	0,01
Current ratio	x	1,97	1,97
Total liabilities to total equity	x	1,09	1,09
Total liabilities to total assets	x	0,52	0,52

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). The dilution calculation is carried out by considering the remaining amount of MESOP Program 2021 that has not been implemented at RUPSLB Announcement Date on 8 June 2023.

E. Share Capital Structure Prior to and After Capital Increase

The Company's Capital Structure before and after the implementation of the PMTHEMTD plan for the MESOP Program are as follows:

Based on Deed No.9/2023, the Company's capital structure is as follows:

Notes	Number of Shares	Nominal Value (IDR)
Authorized Capital Nominal Value Rp.50,-	24.000.000.000	1.200.000.000.000
Issued Capital Nominal Value Rp.50,-	8.068.271.058	403.413.552.900
Fully Paid-up Capital	8.068.271.058	403.413.552.900
• PT Bara Makmur Abadi	446.963.700	22.348.185.000
• Bintang Bara B.V.	603.850.000	30.192.500.000
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800
• PT Toba Sejahtra	804.927.244	40.246.362.200
• Company's Directors	16.174.623	808.731.150
- Dicky Yordan	7.633.600	381.680.000
- Pandu Patria Sjahrir	7.633.600	381.680.000
- Alvin Firman Sunanda	330.860	16.543.000
- Teguh Alamsyah	281.250	14.062.500
- Juli Oktarina	295.313	14.765.650
- Bacelius Ruru	-	-
- Djamal Attamimi	-	-
- Dr. Fuad A. Rahmany	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-
• Public (below 5%)	1.212.555.535	60.627.776.750

Furthermore, based on BAE's Monthly Report Letter dated 2 June 2023, the Company's capital structure is as follows:

Notes	Number of Shares	Nominal Value (IDR)
Authorized Capital Nominal Value Rp.50,-	24.000.000.000	1.200.000.000.000
Issued Capital Nominal Value Rp.50,-	8.106.700.622	405.335.031.100
Fully Paid-up Capital	8.106.700.622	405.335.031.100
• PT Bara Makmur Abadi	446.963.700	22.348.185.000
• Bintang Bara B.V.	599.712.000	29.985.600.000
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800
• PT Toba Sejahtra	804.927.244	40.246.362.200
• Company's Directors		
- Dicky Yordan	23.822.200	1.191.110.000

- Pandu Patria Sjahrir	23.822.200	1.191.110.000
- Alvin Firman Sunanda	1.045.054	52.252.700
- Teguh Alamsyah	945.834	47.291.700
- Juli Oktarina	923.960	46.198.000
- Bacelius Ruru	-	-
- Djamal Attamimi	-	-
- Dr. Fuad A. Rahmany	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-
• Public (below 5%)	1.220.738.474	61.036.923.700

Notes:

*) The Company's capital structure has also calculated the new shares issued during the implementation period of the MESOP Program on 15-22 May 2023, related to the implementation of the MESOP Program Phase I 2023 Program Period 2 and the MESOP Phase II 2024 Program Period 1, as follows:

1) MESOP Program Phase I 2023 Period 2 of 18,307,058 shares; And

2) MESOP Phase II 2024 Program Period 1 of 20,122,506 shares.

All of these shares were issued on May 19, 2023.

Furthermore, the proforma of the Company's capital structure before and after the implementation of the PMTHMETD plan is as follows:

Notes	Prior to PMTHMETD*)		After PMTHMETD**)	
	Number of Shares	Nominal Value (IDR)	Number of Shares	Nominal Value (IDR)
• PT Bara Makmur Abadi	446.963.700	22.348.185.000	524.143.352	26.207.167.600
• Bintang Bara B.V.	599.712.000	29.985.600.000	703.267.532	35.163.376.600
• Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800	5.844.379.793	292.218.989.650
• PT Toba Sejahtra	804.927.244	40.246.362.200	943.918.408	47.195.920.400
• Board of Directors and Board of Commissioners of the Company	50.559.248	2.527.962.400	59.289.588	2.964.479.400
- Dicky Yordan	23.822.200	1.191.110.000	27.935.709	1.396.785.450
- Pandu Patria Sjahrir	23.822.200	1.191.110.000	27.935.709	1.396.785.450
- Alvin Firman Sunanda	1.045.054	52.252.700	1.225.509	61.275.450
- Teguh Alamsyah	945.834	47.291.700	1.109.156	55.457.800
- Juli Oktarina	923.960	46.198.000	1.083.505	54.175.250
- Bacelius Ruru	-	-	-	-
- Djamal Attamimi	-	-	-	-
- Dr. Fuad A. Rahmany	-	-	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-	-	-
• Public (below 5%)	1.220.738.474	61.036.923.700	1.697.158.103	84.857.905.150
Total	8.106.700.622	405.335.031.100	9.772.156.776	488.607.838.800

Notes:

*) The Company's capital structure prior to PMTHMETD is in accordance with BAE Monthly Report Letter dated 2 June 2023

**) The capital structure has calculated:

(i) new shares issued during the MESOP Program implementation period on 15-22 May 2023, related to the implementation of the MESOP Program Phase I 2023 Program Period 2 and the MESOP Program Phase II 2024 Program Period 1, as follows:

1) MESOP Program Phase I 2023 Period 2 of 18,307,058 shares; and

2) MESOP Program Phase II 2024 Program Period 1 of 20,122,506 shares.

All of these shares were issued on May 19, 2023; And

(ii) The exercise of HMETD as referred to in this Disclosure Information, with the assumption that all shareholders exercise HMETD.

(iii) The remaining 104,262,658 shares of the MESOP Program that have not been implemented, consisting of:

1) MESOP Program Phase I 2023 totaling 43,885,524 shares; And

2) MESOP Program Phase II Program totaling 60,377,134 shares.

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:

Notes	Prior to PMTHMETD*)		After PMTHMETD**)	
	Number of Shares	Nominal Value (IDR)	Number of Shares	Nominal Value (IDR)
PT Bara Makmur Abadi	446.963.700	22.348.185.000	524.143.352	26.207.167.600
Bintang Bara B.V.	599.712.000	29.985.600.000	703.267.532	35.163.376.600
Highland Strategic Holdings Pte. Ltd.	4.983.799.956	249.189.997.800	5.844.379.793	292.218.989.650
PT Toba Sejahtra	804.927.244	40.246.362.200	943.918.408	47.195.920.400
Board of Directors and Board of Commissioners of the Company	50.559.248	2.527.962.400	27.935.709	1.396.785.450
- Dicky Yordan	23.822.200	1.191.110.000	27.935.709	1.396.785.450
- Pandu Patria Sjahrir	23.822.200	1.191.110.000	1.225.509	61.275.450
- Alvin Firman Sunanda	1.045.054	52.252.700	1.109.156	55.457.800
- Teguh Alamsyah	945.834	47.291.700	1.083.505	54.175.250
- Juli Oktarina	923.960	46.198.000	524.143.352	26.207.167.600
- Bacelius Ruru	-	-	-	-
- Djamal Attamimi	-	-	-	-
- Dr. Fuad A. Rahmany	-	-	-	-
- Prof. Dr. Bambang Permadi Soemantri Brodjonegoro M.U.P., Ph.D.	-	-	-	-
Public (below 5%)	1.220.738.474	61.036.923.700	1.535.792.682	76.789.634.100
MESOP Program Implementation Phase III and Phase IV	-	-	161.365.421	8.068.271.050
Total	8.106.700.622	405.335.031.100	9.772.156.776	488.607.838.800

*) The composition of the Company's shareholders prior to PMTHMETD is in accordance with BAE Monthly Report Letter dated 2 June 2023.

**) The composition of shareholders has calculated: (i) new shares issued during the implementation period of the MESOP Program on 15-22 May 2023, related to the implementation of the MESOP Phase I 2023 Program Period 2 and the MESOP Program Phase II 2024 Program Period 1, as follows:

1) MESOP Program Phase I 2023 Period 2 of 18,307,058 shares; And

2) MESOP Program Phase II 2024 Program Period 1 of 20,122,506 shares.

All of these shares were issued on 19 May 2023; And

(ii) The exercise of HMETD as referred to in this Disclosure of Information, with the assumption that all shareholders exercise HMETD.

(iii) The remaining 104,262,658 shares of the MESOP Program that have not been implemented, consisting of:

1) MESOP Program Phase I 2023 totaling 43,885,524 shares; And

2) MESOP Program Phase II Program totaling 60,377,134 shares.

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 EGMS agenda items are as follows:

1. a. Approval of the plan to increase the Company's capital through the issuance of new shares without giving Pre-emptive Rights (HMETD) in the context of (i) the Share Ownership Program, and (ii) other than the Share Ownership Program based on the provisions of the Financial Services Authority Regulation (POJK) No. 32/POJK.04/2015 concerning Additional Capital for Public Companies with Pre-emptive Rights as amended by OJK Regulation No.14/POJK.04/2019.
- b. Approval of amendment to Article 4 of the Company's Articles of Association in connection with the plan in point a above, accompanied by the delegation of authority to the Board of Directors with the approval of the Board of Commissioners for the implementation of adjustments to issued and paid-up capital in the Company.
- c. Approval of granting power of attorney to the Board of Directors of the Company to take all necessary actions for the implementation of the plan in point a above.
2. Explanation of the implementation of the increase in capital through the Pre-emptive Rights ("HMETD") mechanism which was decided at the Extraordinary General Meeting of Shareholders (EGMS) on 8 June 2022.
3. a. Approval of the Company's plan to increase the Company's capital by granting Preemptive Rights ("HMETD") to the Company's shareholders through a Limited Public Offering mechanism with HMETD based on the provisions of the Financial Services Authority Regulation (POJK) No.32/POJK.04/2015 regarding Capital Increase of Public Companies with Pre-emptive Rights as amended by OJK Regulation No.14/POJK.04/2019 ("Limited Public Offering").
- b. Approval of amendments to Article 4 of the Company's Articles of Association in connection with the plan in point a above, accompanied by the delegation of authority to the Board of Directors with the approval of the Board of Commissioners for the implementation of adjustments to issued and paid-up capital in the Company through a Limited Public Offering.
- c. Approval of granting power of attorney to the Board of Directors of the Company to take all necessary actions for the implementation of the plan in point a above.

The attendance quorum and EGMS decision quorum will apply as follows:

1. *For the First Agenda, the attendance quorum provisions as stipulated in Article 14 paragraph 7 letter a of the Company's Articles of Association, Article 44 letter POJK 15, Article 8A POJK No.14/POJK.04/2019 concerning Amendments to the Financial Services Authority Regulation No. 32/POJK.04/2015 concerning Capital Increase for Public Companies by Providing Pre-emptive Rights, that a meeting can be held if attended by more than 1/2 (one half) of the total number of shares with valid voting rights owned by the shareholders independent shareholders and shareholders who are not affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, major shareholders or controllers (hereinafter referred to as "**Independent Shareholders**"). The resolution of the EGMS for this first agenda item is valid if it is approved by more than 1/2 (one half) of the total number of shares with valid voting rights owned by Independent Shareholders.*
*In the event that the quorum is not reached, a second EGMS can be held if it is attended by more than 1/2 (one-half) of the total number of shares with valid voting rights owned by Independent Shareholders ("**Second Independent EGMS**"). The decision of the Second Independent EGMS is valid if it is approved by more than 1/2 (one half) of the total number of shares with valid voting rights owned by the Independent Shareholders present at the Second Independent EGMS.*
In the event that the attendance quorum at the Second Independent EGMS as referred to above is not reached, the third EGMS can be held provided that the third EGMS is valid and has the right to make decisions if it is attended by shareholders of shares with valid voting rights within the quorum of attendance and quorum of decisions determined by the Authority Financial Services at the request of the Company.
 2. *For the second agenda of the EGMS, the attendance quorum provisions as stipulated in Article 14 paragraph (2) and paragraph (3) of the Company's Articles of Association, Article 41 paragraph (1) POJK 15 and/or Article 86 paragraph (1) of the Law apply -Law Number 40 of 2007 concerning Limited Liability Companies, that a Meeting can be held if it is attended and/or represented by the Company's shareholders or their legal proxies representing more than (1/2) one-half of the total shares with valid voting rights issued by the Company.*
In the event that the quorum referred to above is not reached, the second EGMS for the second agenda item can be held provided that the second EGMS is valid and has the right to make decisions if at least 1/3 (one third) of the total shares with voting rights are present at the EGMS or represented ("Second EGMS Second Agenda"). The decision of the Second Agenda EGMS as referred to is valid if it is approved
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by more than $\frac{1}{2}$ (one half) of the total shares with voting rights present at the Second EGMS Second Agenda.

In the event that the quorum of attendance at the Second EGMS for the Second Agenda is not reached, the third EGMS can be held provided that the third EGMS is valid and has the right to make decisions if it is attended by shareholders of shares with valid voting rights in the quorum of attendance and quorum of decisions determined by the Service Authority Finance at the request of the Company.

Because the agenda for the second EGMS is a report in nature and does not require shareholder approval, voting is not required, either in the first, second or third EGMS.

3. *For the third agenda of the EGMS, the quorum provisions as stipulated in Article 14 paragraph (2) and paragraph (3) of the Company's Articles of Association, Article 41 paragraph (1) POJK 15 and/or Article 86 paragraph (1) of the Company Law apply Law Number 40 of 2007 concerning Limited Liability Companies, that a Meeting can be held if it is attended and/or represented by the Company's shareholders or their lawful proxies representing more than $(\frac{1}{2})$ one-half of the total shares with valid voting rights. has been issued by the Company. The resolution of the EGMS for this third agenda item is valid if it is approved by more than $\frac{1}{2}$ (one half) of the total number of shares with valid voting rights owned by the Shareholders.*

In the event that the third quorum referred to above is not reached, the second EGMS for the third agenda item can be held provided that the second EGMS is valid and has the right to make decisions if at the EGMS at least $\frac{1}{3}$ (one third) of the total number of shares with voting rights attend or be represented ("Second EGMS on the Third Agenda"). The decision of the Second EGMS on the Third Agenda referred to is valid if it is approved by more than $\frac{1}{2}$ (one half) of the total shares with voting rights present at the Second EGMS on the Third Agenda.

In the event that the quorum of attendance at the Second EGMS for the Third Agenda is not reached, the third EGMS can be held provided that the third EGMS is valid and has the right to make decisions if it is attended by shareholders of shares with valid voting rights in the quorum of attendance and quorum of decisions determined by the Service Authority Finance at the request of the Company.

III. ADDITIONAL INFORMATION

For the capital increase of the Company, beside on OJK Regulation, the capital increase of the Company is required to be executed pursuant to Law No. 40 of 2007 on Limited Liability Company as amended by Government Regulations in lieu of Laws No. 2 of 2022 on Job Creation ("UUPT"), specially Article 21 paragraph (3) and (4) related to articles of association amendment on issued capital and paid-up capital amendment, and applicable capital market regulations for public company. No approval from any government or authority of other institution required for Company's capital increase, except required by UUPT, OJK Regulation and applicable capital market regulation for public company.

In relation to PMTHMETD plan for MESOP Program, if the MESOP Program implementation fulfils requirements on POJK No. 29/POJK.04/2021 on Offerings Classified as Non-Public Offerings ("POJK 29/2021") and SEOJK No. 33/SEOJK.04/2022 on Guidelines of Offerings Classified as Non-Public Offerings Implementation ("SEOJK 33/2022"), the Company will refer to the fulfilment of requirements on POJK 29/2021 and SEOJK 33/2022.

Until the date of this Disclosure Information, the Company does not accept any objections from any certain party including but not limited to Company's creditor on the capital increase plan as stated in this Disclosure 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, 6 June 2023
PT TBS Energi Utama Tbk
Board of Directors of the Company