

## DISCLOSURE OF INFORMATION



Member of Indika Energy Group

### **PT PETROSEA Tbk (Company)**

Business Activities:

Construction: Mining and quarrying services; transportation and warehousing; employment.

Domiciled in South Tangerang, Indonesia

### **PT PETROSEA Tbk**

Indy Bintaro Office Park, Building B  
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South Tangerang -15424, Indonesia  
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## DISCLOSURE OF INFORMATION WITH RESPECT TO AFFILIATED TRANSACTION

This disclosure of information was created in connection with the acquisition of all shares owned by the Company by PT Interport Mandiri Utama (**IMU**) at PT Pusat Sarana Baruna (**PSB**) based on the Deed of Sale and Purchase Shares No. 19 dated 29 June 2020, which was created before Ungke Mulawanti, SH, M.Kn., Notary in Bekasi Regency (hereinafter referred to as **Transaction**). The transaction was an effort carried out by the Company to maintain stable financial performance growth and focus on the Company's positioning in the contract mining sector.

The transaction is categorized as an Affiliated Transaction due to the Company and IMU being controlled companies of PT Indika Energy Tbk (**Indika**) (both directly and indirectly, as well as similarities between the management members of the Company and IMU).

This disclosure of information was created in order to comply with the provisions under Regulation No.IX.E.1, Attachment of the Decree of the Chairman of Bapepam and LK No. Kep-412/BL/2009 dated 25 November 2009 concerning Affiliated Transactions and Certain Conflicts of Interest Transactions (**Regulation IX.E.1**).

**This Disclosure of Information was published in  
South Tangerang on 1 July 2020**

## FOREWORD

The information referred to in this announcement was made in connection with the Transaction that was carried out by the Company along with IMU, in which the Company has transferred all its shares in PSB.

IMU is a affiliated party of the Company since both IMU and the Company are companies controlled by the same company, namely Indika, also because of similarities of the management composition. Therefore, the Transaction is an Affiliate Transaction that must be announced to the public in accordance with the provisions of Regulation IX.E.1.

In conducting the Transaction, the Company appointed KJPP Budi, Edy, Saptono and Partners (**KJPP BEST**) as an independent appraiser listed under the Financial Service Authority in charge of evaluating and providing fairness opinion regarding the Transaction.

## I. BRIEF DESCRIPTION ON THE COMPANY

### A. Brief History of the Company

The Company is a limited liability company established under Deed No. 75 on 21 February 1972, made before Djojo Muljadi, SH., Notary in Jakarta. The Deed was approved by the Minister of Justice of the Republic of Indonesia with Decree No. Y.A.5/51/17 dated 30 November 1972 and registered in the register book at the Central Jakarta District Court Office No. 3236 dated 7 December 1972 and published in State Gazette No. 12, 9 February 1973 and Supplement to State Gazette No. 96.

The Articles of Association of the Company has been amended several times as stipulated in Deed No. 1 dated 1 March, 2019, made before Aulia Taufani, SH, Notary in South Jakarta, which notification has been approved by the Minister of Law and Human Rights as stated in the Letter of Acceptance of Notification of the Amendment to the Articles of Association of the Company Number AHU-AH.01.03-0138376 on 11 March 2019 and has been recorded in the Company Register Number. AHU-0039518.AH.01.11.of 2019 on 11 March 2019.

The latest shareholder structure of the Company as stipulated in the Deed No. 1 dated 1 March, 2019, made before Aulia Taufani, S.H., Notary in the Administrative District of South Jakarta, which notification has been approved by the Minister of Law and Human Rights as stated in the Letter of Acceptance of Notification of the Amendment to the Articles of Association of the Company Number AHU-AH.01.03-0138376 on 11 March 2019 and has been recorded in the Company Register Number AHU-0039518.AH.01.11.Tahun 2019 on 11 March 2019.

The composition of the Board of Directors and Board of Commissioners of the Company is as stipulated in Deed No. 2 dated 13 April 2020, made before Shanti Indah Lestari, SH, M.Kn., Notary in Tangerang Regency, which notification has been approved by the Minister of Law and Human Rights as stated in the Letter of Acceptance of Notification of Amendments of Company Data on 28 April 2020 Number AHU-AH.01.03-0201911 (**Deed 2/2020**).

In 1990, the Company conducted an initial public offering to the public and listed its shares on the Indonesian Stock Exchange.

### B. Capital Structure and Shareholder Composition of the Company

The capital structure of the Company are as follows:

Authorized Capital	: Rp 201,721,000,000.00 consisting of 4,034,420,000 shares
Issued Capital	: Rp 50,430,250,000.00 consisting of 1,008,605,000 shares
Paid-up Capital	: Rp 50,430,250,000.00 consisting of 1,008,605,000 shares

(with a nominal value of Rp 50.00 per share)

Pursuant to the Shareholders Register prepared by the Securities Administration Bureau, PT Datindo Entrycom, the composition of the shareholders of the Company as of 31 May 2020 is as follows:

Shareholder	Number of Shares	Share Value	%
PT Indika Energy Tbk.	704,014,200	Rp 35,200,710,000	69.80%
Public	304,590,800	Rp 15,229,540,000	30.20%
<b>Total</b>	<b>1,008,605,000</b>	<b>Rp 50,430,250,000</b>	<b>100%</b>

**C. Management and Supervision of the Company**

The compositions of Board of Directors dan Board of Commissioners of the Company pursuant to Deed No. 2/2020 are as follows:

**Board of Commissioners**

President Commissioner : Richard Bruce Ness  
 Commissioner : Purbaja Pantja  
 Commissioner : Kamen Kamenov Palatov  
 Independent Commissioner : Osman Sitorus  
 Independent Commissioner : Hasnul Suhaimi

**Board of Directors**

President Director : Hanifa Indradjaya  
 Director : Romi Novan Indrawan  
 Director : Meinar Kusumastuti

**D. Business Activities**

The Company's business activities revolve around the construction sector; mining and quarrying services; transportation and warehousing; and employment.

**II. BRIEF DESCRIPTION ON IMU**

**A. Brief History of IMU**

IMU is a limited liability company established under the Deed No. 02 dated 16 November 2018, made before Ungke Mulawanti, SH., M.Kn., Notary in Bekasi Regency. The deed has been approved by the Minister of Law and Human Rights as stated in the decree No. AHU-0055664.AH.01.01. of 2018 on 22 November 2018 with a Company Register No. AHU-0157102.AH.01.11. of 2018 on 22 November 2018.

The latest Board of Directors and Board of Commissioners composition of the Company as stipulated in the Deed No. 1, 1 May 2019, made before Ungke Mulawanti, SH., M.Kn., Notary in Bekasi Regency, which notification has been approved by the Minister of Law and Human Rights as stated in the Letter of Acceptance of Notification of the Amendment to the Company Data No. AHU-AH.01.03-0234979 on 8 May 2019 and has been recorded on Company List No. AHU-0073131.AH.01.11. of 2019 on 8 May 2019 (**Deed 1/2019**).

**B. Capital Structure and Shareholder Structure**

Authorized Capital : Rp 500,000,000.00 consisting of 5,000 shares  
 Issued Capital : Rp 125,000,000.00 consisting of 1,250 shares  
 Paid-up Capital : Rp 125,000,000.00 consisting of 1,250 shares  
 (with a nominal value of Rp 100,000.00 per share)

Shareholder	Number of Shares	Share Value	%
PT Indika Energy Infrastructure	1,249	Rp 124,900,000	99.992%
PT Indika Mineral Investindo	1	Rp 100,000	0.008%
<b>Total</b>	<b>1,250</b>	<b>Rp 125,000,000</b>	<b>100%</b>

### C. Management and Supervision of IMU

The compositions of Board of Directors dan Board of Commissioners of IMU pursuant to Notarial Deed No. 1/2019 are as follows:

#### **Board of Commissioners**

President Commissioner	: Eddy Junaedy Danu
Commissioner	: Kamen Kamenov Palatov
Commissioner	: Richard Bruce Ness
Commissioner	: Purbaja Pantja
Commissioner	: Bob Kamandanu

#### **Board of Directors**

President Director	: Widjaja Surjatna Sumarjadi
Director	: Alif Sasetyo
Director	: David Edward Adams

### D. Business Activities

The business activities of IMU revolve around professional, scientific and technical activities; financial and insurance activities; wholesale and retail trade, car and motorcycle repair and maintenance; real estate.

## III. BRIEF DESCRIPTION OF PSB

### A. Brief History of PSB

PSB is a limited liability company established under Deed No, 13 dated 13 October 2018, made before Liestiani Wang, S.H., M.Kn., Notary in South Jakarta which notification has been approved by the Minister of Law and Human Rights as stated in the Letter of Acceptance No. AHU-0050326.AH.01.01. of 2018 on 23 October 2018 (**Deed 13/2018**) and has the address on Indy Bintaro Office Park, Gedung B, Jl. Boulevard Bintaro Jaya Blok B7/A6 Sektor VII, CBD Bintaro Jaya, Kel. Pondok Jaya, Kec. Pondok Aren, South Tangerang City15424.

The Articles of Association of PSB has been amended several times and the latest list of shareholders are as stipulated on the Deed No. 02, dated 6 May 2020, made before Ungke Mulawanti, SH., M.Kn., Notary in Bekasi Regency, which notification has been accepted by the Minister of Law and Human Rights as stated in the Letter of Acceptance of Notification of the Amendment to the Company Data No. AHU-AH.01.03-0214645 on 11 May 2020, and recorded under Company Register No. AHU-0079656.AH.01.11. of 2020 on 11 May 2020.

The latest composition of the Board of Directors and Board of Commissioners of PSB is as stipulated in the Deed 13/2018.

### B. Capital Structure and Shareholder Structure

Authorized Capital	: Rp 369,460,000,000 consisting of 1,847,300 shares
Issued Capital	: Rp 92,365,000,000 terbagi atas 461,825 shares
Paid-up Capital	: Rp 92,365,000,000 terbagi atas 461,825 shares
(with a nominal value of Rp 200,000 per share)	

Shareholder	Number of Shares	Share Value	%
PT Petrosea Tbk.	461,820	Rp 92,364,000,000	99.999%
PT POSB Infrastructure Indonesia	5	Rp 1,000,000	0.001%
<b>Total</b>	<b>461,825</b>	<b>Rp 92,365,000,000</b>	<b>100%</b>

**C. Management and Supervision of PSB**

The latest compositions of the Board of Directors and Board of Commissioners of PSB based on the Deed 13/2018 are as follows:

**Board of Commissioner**

President Commissioner : Hanifa Indradjaya  
Commissioner : Romi Novan Indrawan

**Board of Directors**

President Director : Alif Sasetyo  
Director : Meinar Kusumastuti

**D. Business Activities**

The business activities of PSB revolve around warehousing and storage services, land transportation for goods, supporting activities of water transportation, cargo handling (loading and unloading of goods), other supporting transportation activities, providing of human resources services and management of human resource, and analysis and technical testing.

**IV. BRIEF DESCRIPTION ON AFFILIATED TRANSACTION**

**A. GENERAL PROVISION**

The Company is a company which is engaged in the field of construction, contract mining and quarrying services, transportation and warehousing as well as employment. PSB is a company which is engaged in warehousing and storage, transportation support, management consultants and human resource providers. In order to focus its business activities in the contract mining sector, the Company plans to sell 461,820 (99.999%) of PSB shares owned by the Company to IMU.

**B. OBJECT OF TRANSACTION**

The object of the Transaction is 461,820 shares owned by the Company in PSB with a nominal value of Rp. 92,364,000,000 which is 99,999% of the shares issued and fully paid in PSB.

**C. DESCRIPTION OF TRANSACTION VALUE**

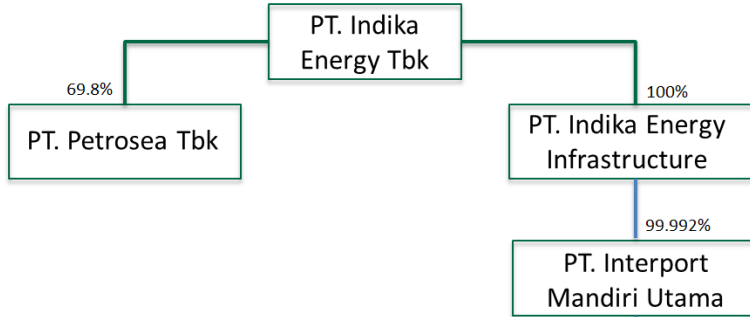
The Transaction value is Rp. 66,999,274,617.

**D. DESCRIPTION OF THE NATURE OF AFFILIATED RELATIONSHIP OF THE PARTIES CONDUCTING THE TRANSACTION**

The nature of the affiliation of the Company is as follows:

1. Share Ownership

There is a relationship between 2 (two) companies that are controlled, directly or indirectly, by the same party, in this case Indika, which has control of both companies directly and indirectly, Indika also determines the policies and management arrangements in the Company and IMU, with Indika's share ownership of 69.80% (sixty nine point eighty percent) in the Company and 99.992% in IMU through Indika's subsidiary, PT Indika Energy Infrastructure. As illustrated in the chart below:



## 2. Management

There is a relationship between 2 (two) companies in which there are one or more members of the same Board of Directors or Board of Commissioners, in this case there are similarities of the Company's Commissioners who also serve as Commissioners at IMU, as follows:

Name	Position in the Company	Position in IMU
Kamen Kamenov Palatov	Commissioner	Commissioner
Richard Bruce Ness	President Commissioner	Commissioner
Purbaja Pantja	Commissioner	Commissioner

## E. EXPLANATION, CONSIDERATIONS AND REASONS FOR THE AFFILIATION TRANSACTION

The Company consistently continues to develop strategies to sustain its continuing financial profile, while strengthening the Company's positioning as one of the main players in the contract mining sector. To maintain stable performance growth, the Company focuses on cost effectiveness, and runs responsive operational strategies by optimizing the potential of its human resources..

The benefits expected by the Company by conducting this transaction is that there is potential for a more stable and improved financial profile on a consolidated basis. In addition, with the sale of PSB shares, the Company can obtain capital to be used to acquire companies or other assets that are more in line with the Company's objectives, namely to focus on lite assets and to advance the goal of becoming a technology-based company in coal mining services and engineering.

Meanwhile, other consequences for the Company regarding the PSB share sale transaction plan is the loss of potential revenue contribution that could be received from PSB in the coming period.

By considering that the Company has the best offer in terms of current sale price, scheme and sale timing. In addition, the risk that is likely to arise is that there will be a slight decrease in revenue in future financial statements, but the amount will not have a significant impact on the Company.

The Company used these considerations in selling shares to IMU as a party who can better understand the purpose and benefits of selling PSB for the financial profile of the Company, in which the best offer would be more difficult to obtain if the Company sold its shares to another party that is not affiliated with the Company.

## V. INDEPENDENT PARTY

In relation to the above Transaction, the Company has appointed an independent party, which is KJPP BEST, an independent public appraiser to evaluate the fairness of the Transaction, prepare a Summary Report that summarizes the indicative analysis and results, as well as provide an opinion on the fairness of the Transaction value.

Address : Wisma Bayuadji 4th Floor.C01, Jl. Gandaria Tengah III no.44, Kebayoran Baru, South Jakarta, 12130  
Telephone : (021) – 739.7645  
Facsimile : (021) – 739.7637

## VI. SUMMARY OF REPORT AND OPINION OF INDEPENDENT CONSULTANTS

Pursuant to the Fairness Report given by KJPP BEST Number 0041/2.0033-00/BS/02/0440/1/VI/2020 dated 30 June 2020 in order to support the fairness of the Transaction conducted by the Company, the following important information can be concluded:

### **Purpose of Fairness Report**

To provide a fairness opinion regarding the proposed Affiliated Transaction plan, namely the transfer of all shares owned by the Company in PSB.

### **Object of Fairness Report**

In this valuation report, the object of appraisal is 461,820 shares owned by the Company in PSB or 99.999% of the Company's shares, which constitutes the majority ownership and has full control over PSB. The object of valuation is a closed company, so it requires time, cost and effort to conduct sales in the market.

### **Asumptions and Limiting Conditions**

- The business valuation report is a non-disclaimer opinion.
- This fairness opinion report was prepared by KJPP Best to meet the requirements, specifically in supporting the Company to obtain a reasonable view of the independent opinion regarding the PSB share sale transaction plan, where this fairness report will be addressed to shareholders, but not intended for anything else. If there are other parties who misuse this report, KJPP Best will state that this report cannot be used, including as a reference or shown to other parties, except if it is ordered by the court or the authorities, without written permission from KJPP Best. KJPP BEST is not responsible for the use of the contents of this report by other parties outside the Company.
- In carrying out professional assignments, appraisers have carried out assessments independently.
- Appraisers have reviewed the documents used in the valuation process.
- Data and information obtained comes from sources with accuracy that can be trusted.
- The business appraiser is responsible for carrying out the appraisal and fairness of the financial projections.
- Business valuation reports are open to the public unless there is confidential information that can affect company operations.
- The business appraiser is responsible for the fairness opinion report.
- Appraisers have obtained information that there are no legal issues with the object of valuation.

- The fairness opinion report which states the results of the analysis, opinions and conclusions, was created based on the Indonesian Assessment Standard (*Standar Penilaian Indonesia* or SPI) Edition VII-2018 and Regulation No. VIII.C.3 concerning Guidelines for Valuation and Presentation of Business Valuation Reports on the Capital Market.
- The PSB stock valuation report was prepared by KJPP BEST, constitutes valuation as of 31 December, 2019.
- The performance financial statements as of 31 December, 2019 used were compiled by PSB Management.
- Using adjusted financial projections that reflect the fairness of the financial projections made by management with their ability to achieve (fiduciary duty).
- Appraisers obtained the projection of financial statement data before and after the transaction as well as the financial impact of the transaction plan from the management of the Company.

### **Fairness Approach and Analysis**

The method used for preparing this report was by combining quantitative and qualitative information based on data obtained from the Company's management and other relevant and competent external parties. The conducted studies focused on very substantial aspects as well the most possible approach is applied, without reducing the validity of study results.

### **Summary of Fairness Analysis**

1. The transaction value is below the fair market value of PSB shares. The difference between the fair market value which was calculated by the value in this transaction is IDR 2,597,925,383, or 3.88% of the fair market value. This figure does not exceed the upper and lower limit of 7.5% of the fair market value of the PSB as of December 31, 2019.
2. The plan of selling 99.999% of PSB shares owned by the Company did not have a negative impact on the Company's financial statements.
3. The business considerations used by the Company in relations to the transaction, are to maintain stable financial performance growth and focus on the Company's positioning in the contract mining sector.

### **Conclusion**

Based on the transaction analysis, qualitative analysis, quantitative analysis and fairness analysis, in the opinion of KJPP BEST, the Transaction plan is fair.

## **VII. STATEMENT FROM BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY**

The Company's Board of Commissioners and Board of Directors further state:

- a. The Board of Commissioners and Board of Director of the Company are fully responsible for the accuracy of all information contained in this announcement and confirms that after conducting sufficient checks, and as long as it is known and believed, all information contained in this announcement is true and there is no other important and relevant information which has not been disclosed, causing information provided in this announcement to be untrue and/or misleading.
- b. Furthermore, the Company's Board of Directors states that the Transaction conducted by the Company:
  - (i) Does not meet the Material Transaction criteria as regulated in Financial Services Authority Regulation No. 17/POJK.04/2020 dated 21 April, 2020 concerning Material Transactions and Changes in Business Activities;
  - (ii) Does not contain Conflicts of Interest as referred to in Regulation IX.E.1; and
  - (iii) Is an Affiliated Transaction pursuant to Regulation IX.E.1.



## VIII. ADDITIONAL INFORMATION

Should Shareholders require additional information, please contact the Company's at the following information:

**PT PETROSEA TBK**

Indy Bintaro Office Park, Building B  
Jl. Boulevard Bintaro Jaya Blok B7/A6, Sektor VII, CBD Bintaro Jaya, South Tangerang-15424,  
Indonesia

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Email: [corporate.secretary@petrosea.com](mailto:corporate.secretary@petrosea.com)

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

South Tangerang, 1 July 2020

Regards,  
The Board of Directors of the Company