

**DISCLOSURE OF INFORMATION TO SHAREHOLDERS
IN RELATION TO THE MATERIAL TRANSACTION**



PT Indointernet Tbk
Domiciled in South Tangerang

Business Activities
Engaged in telecommunications, information services activity, programming and computer consultation

Head Office
Jl. Rempoa Raya No. 11
Rempoa, East Ciputat, South Tangerang 15412
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THIS DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS IS PROVIDED BY THE COMPANY IN COMPLIANCE WITH THE FINANCIAL SERVICE AUTHORITY (OJK) REGULATION NO. 17/POJK.04/2020 ON MATERIAL TRANSACTION AND CHANGE OF BUSINESS ACTIVITY ("OJK REGULATION 17/2020") IN CONNECTION WITH A LOAN RECEIVED BY PT EKAGRATA DATA GEMILANG CONSTITUTES A CONTROLLED COMPANY AND THE PROVISION OF CORPORATE GUARANTEE BY THE COMPANY. IN ACCORDANCE WITH ARTICLE 11 OF POJK 17/2020, THIS MATERIAL TRANSACTION IS NOT REQUIRED TO USE AN APPRAISER AND OBTAIN APPROVAL FROM THE GENERAL MEETING OF SHAREHOLDERS AS IT IS A LOAN TRANSACTION RECEIVED DIRECTLY FROM THE BANK AND THE PROVISION OF SECURITY TO THE BANK.

THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION IS IMPORTANT TO BE READ AND CONSIDERED BY THE SHAREHOLDERS OF THE COMPANY. IF YOU FIND ANY DIFFICULTIES TO UNDERSTAND THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION PLEASE CONSULT WITH YOUR LEGAL ADVISOR, PUBLIC ACCOUNTANT, FINANCIAL ADVISOR, OR OTHER PROFESSIONALS.

THE COMPANY'S BOARD OF DIRECTORS STATES THAT THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION IS TO PROVIDE INFORMATION AND COMPLETE DESCRIPTION TO THE COMPANY'S SHAREHOLDERS REGARDING THE MATERIAL TRANSACTION AS PART OF THE COMPLIANCE OF THE COMPANY TO OJK REGULATION 17/2020.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, SEVERALLY AND JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY AND THE COMPLETENESS OF THE INFORMATION AS STATED IN THIS DISCLOSURE OF INFORMATION AND AFTER GIVING DUE AND CAREFUL EXAMINATION, EMPHASIZE THAT THE INFORMATION STATED IN THIS DISCLOSURE OF INFORMATION IS CORRECT AND THAT THERE ARE NO RELEVANT AND MATERIAL FACTS THAT HAVE NOT BEEN DISCLOSED AND OMITTED WHICH CAN CAUSE THE INFORMATION STATED HEREIN TO BE UNTRUE AND/OR MISLEADING.

DEFINITION

Deed of Corporate Guarantee	:	Deed of Guarantee No. 125, dated 28 March 2022, drawn up before Sri Buena Brahmana, S.H., M.Kn., Notary in South Jakarta, executed by the Company
Deed No. 39/2021	:	Deed of Minutes of the Company's Extraordinary GMS No. 39, dated 28 June 2021, drawn up before Siti Femira Finarti Arifin Abidin, S.H., M.Kn., Notary in South Tangerang City
Bank	:	PT Bank Central Asia Tbk, a limited liability company established under and subject to the laws of the Republic of Indonesia and domiciled in Central Jakarta, as a creditor under the Loan Agreement
DPS	:	The Shareholders' Registry.
EDG	:	PT Ekagrata Data Gemilang, a limited liability company duly established under and subject to the laws of the Republic of Indonesia and domiciled in South Jakarta, as a Company's Controlled Company.
EDGE 1	:	EDGE 1 data center building, owned by EDG, located in Mampang Prapatan, South Jakarta, DKI Jakarta
EDGE 2	:	EDGE 2 data center building, owned by EDG, located in Setiabudi, South Jakarta, DKI Jakarta
Loan Facility	:	Loan facility obtained by EDG from the Bank, in accordance with the terms and conditions stated in the Loan Agreement, with a maximum total loan amount of Rp2,813,385,000,000 (two trillion eight hundred thirteen billion three hundred and eighty-five million Rupiah)
Circular Resolutions of EDG Shareholders	:	Circular Resolutions in Lieu of EDG Extraordinary GMS, dated 22 February 2022
Company's Financial Statement	:	Company's Consolidated Financial Statements as of 31 December 2021, audited by the Public Accountant Office, Purwantono, Sungkoro & Surja
OJK Regulation 17/2020	:	Financial Services Authority Regulation No. 17/POJK.04/2020 on Material Transaction and Change of Business Activity, dated 20 April 2020.
OJK Regulation 42/2020	:	Financial Services Authority Regulation No. 42/POJK.04/2020 on Affiliate Transactions and Conflict of Interest Transaction, dated 1 July 2020
Company's Shareholders	:	Company's shareholders whose names are registered in the Company's shareholder register which issued by the Securities Administration Bureau
Loan Agreement	:	Deed of Loan Agreement No. 124, dated 28 March 2022, drawn up before Sri Buena Brahmana, S.H., M.Kn., Notary in South Jakarta, executed by and between EDG and the Bank

Company	:	PT Indointernet Tbk, a limited liability company duly established under and subject to the laws of the Republic Indonesia and domiciled in South Tangerang City
Controlled Company	:	A company controlled either directly or indirectly by the Company
Transaction	:	The Loan Facility received by EDG from the Bank which is secured by EDG's assets and a corporate guarantee from the Company
GMS	:	General Meeting of Shareholders

INTRODUCTION

The information as stated in this Disclosure of Information is submitted to the Company's Shareholders in connection with the Loan Facility received by EDG from the Bank that is secured by EDG assets and the corporate guarantee of the Company.

Based on the Company's Financial Statement, the total value of the Company's equity is Rp. 1,032,046,905,606 (one trillion thirty-two billion forty-six million nine hundred five thousand six hundred and six Rupiah), thus the Transaction value reflects more than 50% (fifty percent) of the Company's equity value. Therefore, the Transaction is a material transaction as referred to in Article 3 of POJK 17/2020. In accordance with Article 11 letters (b) and (c) of OJK Regulation 17/2020, the contemplated Transaction is not required to use an appraiser and obtain approval from the GMS because the transaction is a loan transaction received directly from the Bank and a provision of corporate guarantee to the Bank. However, the Company is still required to announce this Disclosure of Information to the public and submit the disclosure of information and supporting documents to OJK in accordance with Article 6 paragraph (1) letter (b) and (c) of OJK Regulation 17/2020.

In relation to the Transaction, the provision of a corporate guarantee based on the Deed of Corporate Guarantee by the Company for a loan obtained by EDG as a Controlled Company whose shares are owned by the Company amounting to 99.83% is an affiliated transaction as referred to in OJK Regulation 42/2020. However, this transaction does not constitute a conflict of interest as regulated in OJK Regulation 42/2020. By referring to Article 33 of OJK Regulation 17/2020, in the event that the affiliated transaction is a material transaction, the Company shall comply with the provisions of material transactions in accordance with the provisions of OJK Regulation 17/2020.

Furthermore, in accordance with the provisions of Article 102 paragraph (1) of Law No. 40 of 2007 on Limited Liability Companies, in the event that the Board of Directors provides a security against the company's assets which is more than 50% (fifty percent) of the total net assets, the company shall be required to provide an approval of the GMS. In connection with the fulfilment of these provisions, each of the Company and EDG have obtained the approval of the shareholders as stated in the Deed No. 39/2021 and the Circular Resolutions of EDG Shareholders.

BRIEF DESCRIPTION OF THE TRANSACTION

Following is the brief description of the Transaction:

A. Transaction Object

The Loan Facility received by EDG from the Bank which is secured by EDG assets and the corporate guarantee of the Company.

B. Transaction Value

Loan Facility received by EDG from the Bank with a maximum amount of Rp.2,813,385,000,000 that is secured by: (i) EDG assets with a security value as described in section D regarding "Explanation of the Transaction and Key Terms in the Agreement; and (ii) the corporate

guarantee by the Company, with the value of the security in accordance with the EDG debt arising under the Loan Agreement.

C. Parties of the Transaction

1. PT Ekagrata Data Gemilang ("EDG")		
Address	:	Gedung Menara Tendean 22 nd Floor Unit D & E, Jl. Kapten Tendean No. 20C, Kuningan Barat Subdistrict, Mampang Prapatan District, South Jakarta 12710
Telephone/Facsimille	:	(021) 30003676
E-mail	:	oscar.s@edge.id
Business Activities	:	Based on Article 3 of EDG's Articles of Association, the purposes and objectives of EDG are to carry out hosting activities (data storage on servers), and related activities thereto.

Management and Supervision

The latest composition of EDG's Board of Directors and Board of Commissioners is as follows:

Board of Directors

President Director : Stephanus Oscar
 Director : Den Tossi Ishak

Board of Commissioners

Commissioner : Otto Toto Sugiri

Shareholder's Composition

No.	Shareholder's Name	Number of Shares	Percentage
1.	PT Indointernet Tbk	883,198	99.83%
2.	Otto Toto Sugiri	1,469	0.17%
Jumlah		884,667	100%

2. PT Indointernet Tbk (Company)		
Address	:	Jl. Rempoa Raya No. 11, Rempoa, East Ciputat, South Tangerang 15412
Telephone/Facsimille	:	(021) 7388 2525 / Facsimile: (021) 7388 2626
E-mail	:	corporate.secretary@indonet.id
Business Activities	:	Based on the provisions on Article 3 of the Company's Articles of Association, the purposes and objectives of the Company are to carry out in telecommunications, information services activity, programming and computer consultation and related activities thereto.

Management and Supervision

The current composition of Company's Board of Directors and Board of Commissioners is as follows:

Board of Directors

President Director : Karla Winata
 Director : David Tandianus
 Director : Den Tossi Ishak
 Director : Donaully Elena Situmorang

Board of Commissioners

President Commissioner : Otto Toto Sugiri
 Commissioner : Djarot Subianto
 Independent Commissioner : Indri Koesindrijastoeti Hidayat

The shareholders' composition based on the DPS as of 25 February 2022 issued by PT Adimitra Jasa Korpora is as follows:

No.	Shareholders' Name	Number of Shares	Percentage
1.	Digital Edge (Hong Kong)	238,793,800	59.1%
2.	Otto Toto Sugiri	66,898,100	16.56%
3.	UOB Kay Hian (Hong Kong)	30,303,800	7.5%
4.	Han Arming Hanafia	30,094,000	7.45%
5.	Bing Moniaga	26,040,600	6.44%
6.	Marina Budiman	6,625,100	1.64%
7.	Sanjaya	3,678,700	0.91%
8.	Masyarakat	1,615,900	0.4%
TOTAL		404,050,000	100%

3. PT Bank Central Asia Tbk (Bank)		
Address	:	Jl. MH Thamrin No. 1, Central Jakarta 10310
Telephone/Facsimile	:	021 - 23588000
E-mail	:	corcom_bca@bca.co.id
Business Activities	:	Banking

Management and Supervision

The current composition of Company's Board of Directors and Board of Commissioners is as follows:

Board of Directors

President Director	:	Jahja Setiaatmadja
Vice Director	:	Suwignyo Budiman
Vice Director	:	Armand Wahyudi Hartono
Director	:	Tan Ho Hien / Subur or called Subur Tan
Director	:	Rudy Susanto
Director	:	Lianawaty Suwono
Director	:	Santoso
Director	:	Vera Eve Lim
Director	:	Gregory Hendra Lembong
Director	:	Haryanto Tiara Budiman
(concurrently as Director of Compliance)		
Director	:	Frengky Chandra Kusuma
Director	:	John Kosasih

Board of Commissioners

President Commissioner	:	Djohan Emir Setijoso
Commissioner	:	Tonny Kusnadi
Independent Commissioner	:	Cyrillus Harinowo
Independent Commissioner	:	Raden Pardede
Independent Commissioner	:	Sumantri Slamet

The shareholders' composition based on the DPS as of 28 February 2022 issued by PT Raya Saham Registra is as follows:

No.	Shareholders' Name	Number of Shares	Percentage
1.	PT Dwimuria Investama	67.729.950.000	54,94%
2.	Masyarakat	55.545.100.000	45,06%
TOTAL		123.275.050.000	100%

D. Explanation of the Transaction and Key Terms in the Agreement

On 28 March 2022, EDG and the Bank have executed the Loan Agreement with a maximum value of IDR 2,813,385,000,000 (two trillion eight hundred thirteen billion three hundred and eighty-five million Rupiah). Debts arising under the Loan Facility are secured by assets owned by EDG and corporate guarantee provided by the Company (as stated in the Deed of Corporate Guarantee). Details regarding the Transaction are as follows:

The Parties

Debtor	:	PT Ekagrata Data Gemilang
Creditor	:	PT Bank Central Asia Tbk
Guarantors	:	PT Ekagrata Data Gemilang and PT Indointernet Tbk

Details of Loan Facility

1. Multi Credit Facility:

Total Amount	:	maximum value of IDR 100,000,000,000, divided into (i) Local Credit facility (Checking Account) with a maximum amount of IDR 50,000,000,000; and Time Loan Revolving facility with a maximum amount of IDR 100,000,000,000
Interest Rate	:	floating interest rate
Period	:	1 year from the availability period
Use of Proceed	:	Working capital

2. Investment Credit Facility 1 – 15:

Total Amount	:	maximum value of IDR 2,713,385,000,000
Interest Rate	:	floating interest rate
Period	:	9 year from the availability period
Use of Proceed	:	Refinancing the construction of the EDGE 1 data centre, financing the expansion of the EDGE 1 data centre, and financing the construction and expansion of the EDGE 2 data centre

3. Security and Terms of Security	:	<ol style="list-style-type: none">1. Mortgage rights on land and buildings of EDGE 1 Security value: 100%-110% of the results of the assessment made by the Office of Public Appraisal Services ("KJPP").2. Mortgage rights on land and buildings of EDGE 2 Security value: 100% - 110% of the results of the assessment made by the KJPP.3. Fiduciary security against EDG's trade receivables Security value: up to IDR 50,000,000,0004. Fiduciary security against EDG's machinery and equipment Security value: 100% from the amount of machinery and equipment invoices financed by the Investment Credit facility.5. Corporate guarantee provided by the Company Security value: the maximum amount of debt that arises based on the Loan Facility provided by the Bank to EDG.
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On the execution date of the Loan Agreement, the Company has executed the Deed of Corporate Guarantee. The granting and executing of the security documents as referred to in Point 1-4 will be made as conditions to the disbursement of the Investment Credit Facility 1 – Investment Credit Facility 15 (as applicable).

4. EDG'S Covenants

- Negative :**
- a. obtain new loans from other parties (other than shareholders), except (i) leasing with the maximum amount of IDR 5,000,000,000; and (ii) loans obtained from the shareholders in which subordinated;
 - b. bind itself as a guarantor and/or pledge EDG's assets to other parties;
 - c. lend money, except in the context of carrying out its day-to-day business;
 - d. conduct transactions not in line with the ordinary course of business;
 - e. invest, participate in, take over, or open a new business other than the existing business, including establishing a new company with other parties, with a value of more than Rp. 10,000,000,000;
 - f. sell or dispose immovable assets or main assets in carrying out the business, except to carry out day-to-day business;
 - g. carry out consolidation, merger, or dissolution accompanied by liquidation;
 - h. change the company's status and/or articles of associations;
 - i. cancel or return the advanced capital payment, both paid and to be paid at a later date by EDG shareholders in the context of increasing of the paid-up capital.

The risk in the event that EDG fails to pay the amount that exceeds the maturity date, EDG and the Company are required to pay the amount in accordance with the terms and conditions of the security.

CONSIDERATIONS AND REASONS FOR THE TRANSACTION AND THE IMPACT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

A. Consideration and Reasons of the Transaction

EDG is a company engaged in hosting activities where one of the focuses of EDG's business activities is the construction of a data center. The development of EDG's business is realized by constructing a data center that aims to meet the increasing demands and needs of customers. Because EDG has only started operating in 2021, EDG still requires loans from third parties, especially banks, to build and develop data centers and EDG's working capital needs.

B. The Impact of the Transaction on the Company's Financial

Obtaining the Loan Facility from the Bank will increase the Company's liabilities. However, on the other hand, considering that the Loan Facility is used for refinancing the construction of the EDGE 1 data centre and financing the construction of EDGE 2, which is expected to rapidly increase the development and construction of the EDG data centre in the future, it can also increase the flexibility and financial liquidity and EDG's cash flow in the short, medium and long-term.

STATEMENTS FROM THE COMPANY'S BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

The Company's Board of Directors and Board of Commissioners stated the following:

1. This Disclosure of Information is complete and in accordance with the requirements as set forth under POJK 17/2020;
2. This transaction has no conflict of interest as stipulated under POJK 42/2020; and

3. The statement in the Disclosure of Information that is conveyed has no statements or information or facts that are not true or misleading and includes all material information or facts required for investors to make decisions in connection with the Transaction.

ADDITIONAL INFORMATION

For any additional information regarding the Transaction, the Company's Shareholder may submit to the Company's Corporate Secretary, every day and at business hours on the following address:

PT Indointernet Tbk

Head Office

Jl. Rempoa Raya No. 11
Rempoa, East Ciputat, South Tangerang 15412
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