

**DISCLOSURE OF INFORMATION PT BARITO PACIFIC TBK.  
IN RELATION TO THE DISTRIBUTION OF BONUS SHARES**

*This Disclosure of Information is prepared and aimed to comply with the Regulation of the Financial Services Authority (“OJK”) Number 27/POJK.04/2020 dated 23 April 2020 regarding Bonus Shares (“POJK No. 27/2020”).*



**PT BARITO PACIFIC Tbk.**  
**(“the “Company”)**

**Business Activities**

*Industry, Renewables Energy, Property, Trading, Mining, Forestry, Plantation, Transportation, and Activity of Holding Company*

**Domiciled in**

Banjarmasin, Kalimantan Selatan, Indonesia

**OFFICE**

Wisma Barito Pacific Tower B Lantai 8  
Jl. Let. Jend. S. Parman Kav. 62 – 63  
Jakarta 11410

Telepon : (021) 5306711 Faksimile : (021) 5306680

Website : [www.barito-pacific.com](http://www.barito-pacific.com)

Email : [corpsec@barito.co.id](mailto:corpsec@barito.co.id)

*This Disclosure of Information is provided to the shareholders of the Company in relation to the Distribution of Bonus Shares (as defined below) which will be taken from the Company’s Treasury Shares (as defined below).*

*The Extraordinary General Meeting of Shareholders (“EGMS”) will be held on 9 December 2022 at 10am Western Indonesian Time, at Wisma Barito Pacific II, Mezzanine Floor, Jalan Let. Jend. S. Parman Kav. 60, Jakarta 11410. Notice and Summon for the EGMS will be published through the website of PT Bursa Efek Indonesia (“BEI”) and the Company on 2 November 2022 and 17 November 2022.*

**THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, ARE FULLY RESPONSIBLE FOR THE TRUENESS AND COMPLETENESS OF THE INFORMATION AS SET OUT IN THIS DISCLOSURE, AND AFTER CAREFUL REVIEW, HEREBY CONFIRM THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE IS NO MATERIAL INFORMATION THAT IS NOT DISCLOSED IN OR OMITTED FROM THIS DISCLOSURE WHICH MAY CAUSE THIS DISCLOSURE TO BE INCORRECT AND/OR MISLEADING.**

*This Disclosure of Information issued in Jakarta on 2 November 2022*

## I. FOREWORD

With reference to OJK Regulation No. 2/POJK.04/2013 regarding Buyback of Shares Issued by Issuers or Public Company in Significantly Fluctuating Market Conditions dated 23 August 2013 (“**POJK No. 2/2013**”) jo. Circular Letter of OJK No. 22/SEOJK.014/2015 regarding Other Conditions as Market Conditions that Fluctuated Significantly in the Implementation of Shares Buyback Issued by Issuers or Public Company dated 21 August 2015, the Company bought back **392,506,000** of the Company’s shares during the buyback period of 27 September 2016 to 27 December 2016 (the “**Treasury Shares**”).

For the shares obtained under such buyback, the Company is obliged to transfer the buyback shares, with the method and term as specified in POJK No. 2/2013.

Under Article 9 letter e of POJK No. 2/2013 jo. Article 17 of OJK Regulation No. 30/POJK.04/2017 regarding Buyback of Shares Issued Public Company dated 22 June 2017 (“**POJK No. 30/2017**”), one of the alternatives for transferring the buyback shares is by **other methods as approved by OJK**.

Perseroan intends to conduct a transfer of Treasury Shares by way of distribution of bonus shares to shareholders of the Company pursuant to POJK No. 27/2020 (the “**Distribution of Bonus Shares**”).

Considering that distribution of Bonus Shares as a method to transfer the buyback shares is not included in POJK No. 2/2013, therefore to enable the utilization of Treasury Shares as Bonus Shares, the Company requires prior approval from OJK under the mechanism of **other methods** as stipulated in Article 9 item e of POJK No. 2/2013 jo. Article 17 jo. POJK No. 30/2017 as explained above. For this purpose, the Company has submitted a request to OJK which includes a detailed explanation of the Company’s plan to transfer the Treasury Shares by way of distributing them as Bonus Shares.

Pertaining to the request, under its letter No. S-209/D.04/2022 dated 24 October 2022, OJK approves the Company’s request to transfer the buyback shares by way of distributing them to all shareholders in proportion to their shareholding, provided that the Company must comply with the following:

- a. Obtain the approval from shareholders adopted in a general meeting of shareholders on the method for the transfer of the buyback shares in accordance with the procedures for conducting the EGMS as stipulated in OJK Regulation No. 15/POJK.04/2020 regarding Planning and Organizing of General Meeting of Shareholders of Public Company on 21 April 2020; and
- b. The transfer of buyback shares shall be made in accordance with the requirements under POJK No. 27/2020.

Under Article 3 of POJK No. 27/2020, Bonus Shares which are not Shares Dividend, shall be

originated from: (a) Additional Paid-in Capital; and/or (b) other equity components. Each of these terms has the same meaning as defined in POJK No. 27/2020.

Implementation of the Bonus Shares is subject to the requirements under POJK No. 27/2020 and will be made upon the obtaining of approval from the Company's shareholders through EGMS in accordance with the quorum requirements as stipulated in the Company Law No. 40 of 2007 on 16 August 2007, the relevant capital market regulations, and the Company's articles of association.

In line with Article 4 of POJK No. 27/2020, the Board of Directors of the Company announces this Disclosure of Information for the purposes of providing detailed information and description of the proposed Bonus Shares distribution by the Company.

## **II. DESCRIPTION ON THE DISTRIBUTION OF BONUS SHARES**

### **A. BACKGROUND, REASON AND BENEFIT OF DISTRIBUTION OF BONUS SHARES**

Distribution of Bonus Shares will be made in compliance with the Company's obligation to transfer the Treasury Shares. In addition to this, the transfer of Treasury Shares using this method, will extend benefit to the shareholders and the Company as will be described herein.

#### **Benefit of the Plan to Distribute Bonus Shares**

Upon completion of Distribution of Bonus Shares to all shareholders of the Company, it is expected that the Company's share liquidity will be increased and eventually will improve the performance of the Company's shares trading in BEI.

In line with Article 3 of POJK No. 27/2020, the Bonus Shares which are not constituted as Shares Dividend, originated from: (a) Additional Paid-in Capital; and/or (b) other equity components.

The Treasury Shares is one of the equity components in the consolidated financial report ended on 30 June 2022 which has been audited by Kantor Akuntan Publik Imelda and Partners dated 28 Oktober 2022 (the "**Financial Report**"), therefore it categorized as other equity components. The distribution of Bonus Shares using the Treasury Shares will be booked as a deduction of treasury shares and a deduction of Additional Paid-in Capital in the Financial Report.

### **B. DESCRIPTION ON THE PROPOSED DISTRIBUTION OF BONUS SHARES**

As explained above, the Bonus Shares that will be distributed in the implementation of the Distribution of Bonus Shares sourced entirely from Treasury Shares and will be distributed to all shareholders on a pro-rata basis to their shareholding. If there are still a remaining number of Treasury Shares after the Distribution of Bonus Shares, they will be distributed as part of the implementation of the share ownership program by management and employees as

approved in the EGMS dated 8 June 2018.

The detail of Bonus Shares that will be distributed is as follow:

Jumlah Saham Treasuri		Shares to be Distributed		Nominal Value per Share
Number of Shares	Total Value	Number of Shares	Total Value	
392.506.000	39.250.600.000	392.352.302	39.235.230.200	Rp 100

### C. RATIO OF BONUS SHARES

Taking into account the number of Treasury Shares to be distributed, the Company proposes the distribution of Bonus Shares in a ratio of 475 (four hundred and seventy-five) existing shares to receive 2 (two) Bonus Shares. The Distribution of Bonus Shares will be rounded down, and the Company will not distribute shares with share ownership less than the predetermined distribution ratio.

If the proposed distribution of Bonus Shares originating from Treasury Shares obtains approval from the EGMS, then for each 475 (four hundred seventy-five) Company's registered shares on the Determining Date of the List of Shareholders Entitled to Bonus Shares on the date of distribution of Bonus Shares (Recording Date) will receive 2 (two) Bonus Shares.

### D. REFERENCE OF PRICE DETERMINATION IN DISTRIBUTION OF BONUS SHARES

Pertaining to the determination of the pricing of the Bonus Shares to be distributed, the Company refers to Article 9 POJK No. 27/2020, which stipulates that Bonus Shares to be distributed which is not Shares Dividend, so the price determination refers to the nominal value of the Company's shares, which is Rp. 100 (one hundred Rupiah) per share.

### E. TAXES ON BONUS SHARES

Tax on Bonus Shares will be treated in accordance with the applicable tax provisions in Indonesia.

### F. PROCEDURE AND MECHANISM FOR DISTRIBUTION OF BONUS SHARES

Upon obtaining the approval of EGMS on the proposed Distribution of Bonus Shares, the Distribution of Bonus Shares shall be carried out with the following procedures and mechanisms:

#### **Eligible shareholders**

A shareholder who is eligible to receive Bonus Shares is the shareholder registered in Company's register of shareholders on 21 December 2022 (Recording Date) by taking into

account their number of shares obtained by such shareholders on the shares trading via BEI at the latest on 21 December 2022 (cum bonus).

**Rounding**

If the shareholders receive bonus shares in the form of fractions or do not reach the units of shares, then rounding down will be made for the fraction of more or less than a half (>0.5 or <0.5).

**Bonus Share Distribution**

The Company proposes the distribution of bonus shares as follows:

- a) For shareholders whose shares are under the collective custody of PT Kustodian Sentral Efek Indonesia, the bonus shares to which they are entitled will be distributed through a securities account in the securities sub-account in the name of the shareholder on 12 January 2023 (Distribution of Bonus Shares).
- b) For shareholders whose shares are still in scrip form, shareholders can obtain bonus shares from the date 12 January 2023 (Distribution of Bonus Shares) by submitting the existing share certificate to the Company's Securities Administration Bureau, namely:

**PT Raya Saham Registra**  
Gedung Plaza Central Lt.2  
Jl. Jend. Sudirman Kav 47 – 48 Jakarta 12930  
Telp (021) 2525666 ; Fax : (021) 2525028  
Email: rsrbae@registra.co.id

By bringing the following documents:

**As to Individual Shareholders:**

1. Original and valid proof of identity (KTP/SIM/Passport).
2. If represented by a proxy, that proxy must submit the original power of attorney signed on stamp duty and attach a photocopy of a valid proof of identity card belonging to the shareholders who grant the authorisation to such proxy and the original valid proof of identity of such proxy.

**As to Legal Entity Shareholders:**

1. Photocopy of the articles of association together with the latest changes to the composition of the board.
2. If represented by a proxy, that proxy must submit the original power of attorney signed on stamp duty and attach a photocopy of a valid proof of identity card belonging to the shareholders (authorised personnel) who grant the authorisation to such proxy and the original valid proof of identity of such proxy.

<b>III. DESCRIPTION IMPORTANT DATES</b>		
1	Notification of EGMS's Agenda to OJK	: 26 October 2022
2	Announcement of EGMS on eASY.KSEI, BEI's website, and Company's website	: 2 November 2022
3	Disclosure of Information regarding the proposed Distribution of Bonus Shares through BEI's website and Company's website	: 2 November 2022
4	Recording date for shareholders who entitled to attend EGMS	: 16 November 2022
5	Invitation of EGMS on eASY.KSEI, BEI's website, and Company's website	: 17 November 2022
6	EGMS	: 9 December 2022
7	Submission of the summary of the minutes of EGMS together with the announcement of the procedural Distribution of Bonus Shares on BEI and Company's website.	: At the latest by 13 December 2022
8	Cum Date for Bonus Shares Regular and Negotiated Market	: 19 December 2022
9	Ex Date for Bonus Shares at Regular and Negotiated Market	: 20 December 2022
10	Cum Date for Bonus Shares at Cash Market	: 21 December 2022
11	Recording Date on Shareholder Register to determine the shareholder who is entitled to receive Bonus Shares	: 21 December 2022
12	Ex Date for Bonus Shares at Cash Market	: 22 December 2022
13	Request for a listing of Distribution of Bonus Shares to BEI	: 4 January 2023
14	Distribution of Bonus Shares	: 12 January 2023
15	Report on the Distribution of Bonus Shares	: 26 January 2023

#### **IV. ADDITIONAL INFORMATION**

Any shareholders of the Company who require any information on this Disclosure of Information in more detail, may contact us every day during the Company's business hours at:

**PT BARITO PACIFIC TBK.**  
Wisma Barito Pacific, Tower B, 8<sup>th</sup> Floor  
Jl. Let. Jend. S. Parman Kav. 62-63  
Jakarta 11410, Indonesia  
Telepon: +62-21-530 6711, Faksimili: +62-21-530 6680  
Website: [www.barito-pacific.com](http://www.barito-pacific.com)  
Email: [corpsec@barito.co.id](mailto:corpsec@barito.co.id)