

INFORMATION DISCLOSURE TO THE SHAREHOLDERS OF PT ELANG MAHKOTA TEKNOLOGI TBK

In order to comply with the Financial Services Authority Regulation Number 14/POJK.04/2019 concerning Amendments to the Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Capital Increases with Pre-Emptive Rights for Public Companies (“**POJK No. 14/2019**”)



PT Elang Mahkota Teknologi Tbk (the “Company”)

Line of Business:

Engage in Service (professional activities, media, solution, information technology, connectivity, healthcare services) and Trade through Subsidiaries.

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The Board of Directors and the Board of Commissioners, severally or collectively, are fully held responsible for the completeness and accuracy of whole information and material facts contained herein and hereby confirm that information disclosed in this Information Disclosure is accurate and none of unstated material fact can cause material information in this Information Disclosure become inaccurate and/or misleading.

For any difficulty in grasping information contained herein or any doubt in taking decision, don't hesitate to consult with legal counsel, public accountant or other professional advisers.

The Extraordinary General Meeting of Shareholders of the Company (“**EGMS**”) related to the agenda of approval of the Company's plan to implement Capital Increases without Pre-emptive Rights (“**PMTHMETD**”), as disclosed in this Information Disclosure will be held on Thursday, 18 February 2021, according to the Advertisement Announcement of the EGMS on the Indonesia Stock Exchange (“**IDX**”)’s website, the Indonesian Central Securities Depository (“**KSEI**”)’s website, and the Company's website on 12 January 2021 and Advertisements Invitation of the EGMS published on the IDX's website, KSEI's website, and the Company's website on 27 January 2021. Meanwhile, Information Disclosure has been announced on the IDX's website and the Company's website on 12 January 2021.

This Information Disclosure is issued in Jakarta dated 12 January 2021

DEFINITIONS AND ABBREVIATION

- “BAE”** : Security Administration Bureau, in which party that carries out the administration of the Company’s shares appointed by the Company, PT Raya Saham Registra, with domicile in Jakarta.
- “IDX”** : Stands for Indonesia Stock Exchange, Limited Liability Company incorporated under the laws of the Republic of Indonesia as well as domicile in Jakarta, and which this Company’s shares are listed at.
- “DPS”** : Shareholder Register is a list containing the names of the shareholders.
- “Trading Day”** : The Day when Indonesia Stock Exchange (IDX) or the substituting legal body organize stock exchange activities pursuant to the applicable laws and regulations and other provisions applied by stock exchange in question and when the banks process the clearance.
- “Calendar Day”** : Any day in 1 (one) year according to Gregorian calendar system without any exception, including Sundays and national holidays as decided at any time by the Government of Republic of Indonesia and normal working days, which due to certain conditions have been set by the Government of Indonesia as not normal working days.
- “Working Days”** : The days of Monday through Friday, except national holidays or other holidays as decided by the Government of Republic of Indonesia.
- “KSEI”** : Stands for PT Kustodian Sentral Efek Indonesia, having domicile in Jakarta in the capacity of Securities Depository and Settlement Institute as prescribed in UUPM.
- “MOLHR”** : The Minister of Laws and Human Rights of Republic of Indonesia.
- “MESOP”** : Management and Employee Stock Ownership Program.
- “Financial Service Authority or OJK”** : An independent institute as referred to in Law No. 21 of 2011 concerning Financial Service Authority (“**OJK Law**”) with duties and responsibilities inclusive of regulating and overseeing financial service activities in banking sector, capital market, insurance, pension fund, financing institutes and other finance institutes, which as from 31 December 2012, OJK has been assigned as institute to replace and as such receive the rights and obligations necessary to perform the regulatory and supervisory functions of Bapepam and/or Bapepam and LK pursuant to provisions of Article 55 OJK Law.
- “Shareholders”** : The parties that shall reserve the right to reap benefits from Company’s shares kept and administered in security accounts of KSEI, registered in Company’s Shareholder Register administered by Security Administration Bureau of PT Raya Saham Registra.
- “Independent Shareholders”** : The parties that shall reserve the right to reap benefits from Company’s shares kept and administered in security accounts of KSEI, registered in Company’s Shareholder Register administered by Security Administration Bureau of PT Raya Saham Registra, that was not affiliated with the Company as regulated in POJK No.14/2019, UUPM as well as the implementation regulations.
- “Regulation No. I-A”** : IDX Regulation No. I-A concerning the Listing of Shares and Equity Securities Other Than Stocks issued by Listed Companies, Annex to Decision of Board of Directors Indonesia Stock Exchange No. Kep-

- 00183/BEI/12-2018 dated 26 December 2018 that replace the Decision of Board of Directors Indonesia Stock Exchange No. Kep-00001/BEI/01-2014, dated 20 January 2014.
- “POJK No. 15/2020”** : Financial Services Authority Regulation No. 15/POJK.04/2020 dated 20 April 2020 concerning the Plan and Implementation of General Meeting of Shareholders of Public Companies.
- “POJK No. 14/2019”** : Financial Services Authority Regulation Number 14/POJK.04/2019 dated 29 April 2019 concerning Amendment to the Financial Services Authority Regulation Number 32/POJK.04/2015 concerning Capital Increases with Pre-emptive Rights for Public Companies.
- “EGMS”** : Extraordinary General Meeting of Shareholders of the Company to be convened on 18 February 2021 (or any other dates) pursuant to the Company’s Articles of Association, UUPT, and UUPM and the associated implementation regulations.
- “Shares”** : All shares that have been issued and paid-up in the Company.
- “New Shares”** : A maximum 5,502,957,342 (five billion five hundred two million nine hundred fifty seven thousand three hundred forty two) new shares to be issued from the Company’s portfolio with nominal value of Rp20 per share or maximum 9.75% (nine point seven five percent) of the total issued and paid-up capitals that reach 56,439,573,420 (fifty six billion four hundred thirty nine million five hundred seventy three thousand four hundred twenty) shares, for the implementation of the planned PMTHMETD by the Company.
- “UUPM”** : Law No. 8 of 1995 dated 10 November 1995 concerning Capital Market, State Gazette of Republic of Indonesia No. 64 of 1995 Supplement No. 3608 and the implementation regulations, thereof.
- “UUPT”** : Law No. 40 of 2007 dated 16 August 2007 concerning Limited Liability Companies, State Gazette of Republic of Indonesia No. 106 of 2007. Supplement No. 4746.

I. INTRODUCTION

With reference to the provisions stipulated in the POJK No.14/2019, the Company plan to implement PMTHMETD for a maximum of 5,502,957,342 (five billion five hundred two million nine hundred fifty seven thousand three hundred forty two) shares of the Company or 9.75% (nine point seven five percent) of the total shares that have been issued and paid-up in the Company with a calculation of 10% (ten percent) Capital Increase is equivalent to 5,643,957,342 (five billion six hundred forty three million nine hundred fifty seven thousand three hundred forty two) shares minus the number of 141,000,000 (one hundred forty one million) MESOP shares.

Shares to be issued by the Company are registered shares with nominal value equal to the nominal value of the Company's shares that have been issued, which is Rp20,- (twenty Rupiah) per share. The issuance of the Company's shares through PMTHMETD will be implemented in accordance with the terms and exercise price, in accordance with the provisions of the prevailing laws and regulations in the Capital Market.

The PMTHMETD plan requires prior approval from the Independent Shareholders through Company's EGMS which will be held on Thursday, 18 February 2021 (or any other date in accordance with the applicable laws and regulations) at Studio SCTV 8th Floor, SCTV Tower - Senayan City, Jl. Asia Afrika Lot 19, Central Jakarta, 10270, Indonesia.

II. INFORMATION CONCERNING CAPITAL INCREASES WITHOUT PRE-EMPTIVE RIGHTS PLAN

1. Background, Reasons and Objectives

In order to provide added value for all of the Company's stakeholders and in the context of carrying out the business activities of the Company and its subsidiaries, the Company always strives to anticipate all existing and future business opportunities. The Board of Directors of the Company considers it necessary to strengthen the Company's capital structure for the development of the Company's business activities.

In this regard, the Company plans to implement PMTHMETD with the terms and conditions as disclosed in this information Disclosure, after obtaining approval from the Company's EGMS. Through PMTHMETD, the Company is expected to receive alternative funding sources for the implementation and development of the Company's business activities.

2. Benefits of the Implementation of PMTHMETD

Referring to the abovementioned background, reasons and objectives, the Board of Directors of the Company concludes that the PMTHMETD as disclosed in this Information Disclosure will provide the following benefits:

- a. The Company will receive additional funds for investment and working capital needs to develop the business activities of the Company.
- b. The capital and financial structure of the Company will increase positively.
- c. The number of outstanding shares of the Company will increase, so that it is expected to increase the liquidity of the Company's shares trading.
- d. The Company can invite strategic investors who are interested in investing their capital in the Company and can provide added value to the Company's performance.

3. Issuance of New Shares

In connection with the Capital Increase in this Information Disclosure, the Company intends to issue a maximum of 5,502,957,342 (five billion five hundred two million nine hundred fifty seven thousand three hundred forty two) shares with a nominal value of Rp20,- (twenty Rupiah) or 9.75% (nine point seven five percent) of the total shares that have been issued and paid-up in the Company.

In the implementation of PMTHMETD, the Company refers to the provisions as stipulated in the laws and regulations in the capital market, especially POJK No.14/2019 and the exercise price of PMTHMETD will be determined later with reference to the provisions of Regulation No. I-A.

4. Implementation Period

The PMTHMETD plan will be implemented after being approved by the Company's EGMS dated 18 February 2021 (or any other date in accordance with the applicable laws and regulations) and not exceeding the period of 2 (two) years from time the Company held an EGMS which approved the plan to implement the PMTHMETD. The Company will implement the PMTHMETD plan in accordance with the Company's articles of association and applicable laws and regulations, including POJK No.14/2019 and Regulation No.I-A.

5. Plan Used of Funds

With due regard to the provisions of the prevailing laws and regulations, the funds received by the Company from the implementation of PMTHMETD, after deducting costs related to PMTHMETD, will be used by the Company entirely for investment, strengthening working capital and business development of the Company.

6. Capital Structures

The capital structure of the Company before PMTHMETD and capital structure performance of the Company after PMTHMETD are as follows:

REMARKS	Before PMTHMETD			After PMTHMETD		
	Number of Shares	Nominal Rp 20,-/ Shares (Rp)	%	Number of Shares	Nominal Rp 20,-/ Shares (Rp)	%
Authorized Capital	125,670.180.000	2,513.403.600.000	-	125,670.180.000	2,513.403.600.000	-
Issued and Paid-up Capital						
1 Eddy K. Sariaatmadja	14.051.564.970	281.031.299.400	24,90%	14.051.564.970	281.031.299.400	22,68%
2 PT Adikarsa Sarana	6.505.983.960	130.119.679.200	11,53%	6.505.983.960	130.119.679.200	10,50%
3 Ir. Susanto Suwanto	7.117.889.090	142.357.781.800	12,61%	7.117.889.090	142.357.781.800	11,49%
4 Piet Yaury	4.989.564.500	99.791.290.000	8,84%	4.989.564.500	99.791.290.000	8,06%
5 The Northern Trust Company S/A Archipelago Investment Pte Ltd	4.550.000.000	91.000.000.000	8,06%	4.550.000.000	91.000.000.000	7,35%
6 PT Prima Visualindo	4.594.049.980	91.880.999.600	8,14%	4.594.049.980	91.880.999.600	7,42%
7 Fofa Sariaatmadja	3.036.830.440	60.736.608.800	5,38%	3.036.830.440	60.736.608.800	4,90%
8 Public	10.187.039.830	203.740.796.600	18,05%	15.689.997.172	313.799.943.440	25,33%
9 Treasury Stock	1.406.650.650	28.133.013.000	2,49%	1.406.650.650	28.133.013.000	2,27%
Total Issued and Paid-up Capital	56.439.573.420	1.128.791.468.400	100,00%	61.942.530.762	1.238.850.615.240	100,00%
Shares in Portfolio	69.230.606.580	1.384.612.131.600	-	63.727.649.238	1.274.552.984.760	-

The number of Company's shares held by the Board of Commissioners and the Board of Directors according to Company's Shareholders Register per 31 December 2020 is as follows:

No	Name	Position	Total Shares
1	Eddy K. Sariaatmadja	President Commissioner	1,405,156,497
2	Ir. Susanto Suwanto	Commissioner	711,788,909
3	Fofa Sariaatmadja	Commissioner	303,683,044
4	Alvin W. Sariaatmadja	President Director	1,400,000
5	Sutanto Hartono	Vice President Director	840,000
6	Yuslinda Nasution	Director	1,144,900
7	Sutiana Ali	Director	210,000
8	Jay Geoffrey Wachter	Director	840,000
9	Titi Maria Rusli	Independent Director	210,000

7. Highlights of the Company's Important Finance Data

The table below is the Company's Financial Highlight based on financial statements for the period of 9 (nine) months that ended on 30 September 2020 and 2019 unaudited and financial statement for the years ended on 31 December 2019 and 2018 audited by the Public Accounting Firm Purwantono, Sungkoro & Surja (member of Ernst & Young Global) with fair opinion in all material respects.

Consolidated Statement of Financial Position

(in million Rupiah)

Remarks	30 September*		31 December	
	2020	2019	2019	2018
Current Assets	9.471.388	8.606.558		9.818.544
Non-Current Assets	8.164.508	8.934.080		9.706.868
Total Assets	17.635.896	17.540.638		19.525.412
Current Liabilities	2.812.765	2.689.303		2.273.025
Non-Current Liabilities	3.519.097	2.586.055		1.788.054
Total Liabilities	6.331.862	5.275.358		4.061.079
Total Equity	11.304.034	12.265.280		15.464.333
Total Liabilities dan Total Equity	17.635.896	17.540.638		19.525.412

* Statement dated 30 September 2020 unaudited

Consolidated Statement of Comprehensive Profit Loss

(in million Rupiah)

Remarks	Period of 9 (nine) months that ended on 30 September *		Year ended on 31 December	
	2020	2019	2019	2018
Revenues - Net	8.518.515	8.116.003	11.100.065	8.959.711
Gross Profit	2.049.849	2.122.814	2.627.585	2.834.590
Profit (Loss) Before Income Tax	511.069	(1.136.835)	(2.071.947)	(1.937.721)
Profit (Loss) For the Period/ Year Current	176.894	(1.399.666)	(2.343.106)	(2.305.537)
Comprehensive Profit (Loss)	179.264	(1.560.227)	(2.717.992)	(2.170.444)

* Statement dated 30 September 2020 unaudited

8. Company's Financial Performance Analysis and Discussion

PMTHMETD will bring about positive benefits to the Company from which Total Equity, Cash and Cash Equivalents and Total Assets will increase.

Consolidated financial performance before and after PMTHMETD is assessed based on assumptions that follow:

- PMTHMETD has been approved in Company's EGMS;
- Number of New Shares to be issued is maximum 5,502,957,342 (five billion five hundred two million nine hundred fifty seven thousand three hundred forty two) shares.
- Total issued and paid-up capital of the Company before PMTHMETD 56,439,573,420 (fifty six billion four hundred thirty nine million five hundred seventy three thousand four hundred twenty) shares;
- Number of issued and paid-up capital of the Company after PMTHMETD will increase to 61,942,530,762 (sixty one billion nine hundred forty two million five hundred thirty thousand seven hundred sixty two) shares.

9. Risk and Impact

With the existence of a number of new shares issued in the context of PMTHMETD, for the Company's shareholders will experience a decrease (dilution) of share ownership proportionally according to the number of new shares issued, namely as much as 8.88% (eight point eight eight percent).

The dilution that shareholders will currently experience is relatively small and exercise price has determined in accordance with the provisions of the prevailing laws and regulations in the Capital Market, so hopefully it will not harm the existing shareholders. On the other hand, the Company capital structure becomes stronger and at the end it will increase the value for the shareholders of the Company.

III. INFORMATION CONCERNING THE COMPANY

1. Brief History

The Company was established under the name PT Elang Mahkota Komputer based on Deed No. 7 dated 3 August 1983 and Deed No. 27 dated 11 February 1984, both drawn up before Soetomo Ramelan, S.H. Notary in Jakarta, already obtaining ratification from the Minister of Justice of the Republic of Indonesia according to the Decree No. C2-1773.HT.01.01.TH84 dated 15 March 1984. Based on Deed No. 45 dated 10 March 1997, drawn up before Agus Madjid S.H., Notary in Jakarta which was approved by the Minister of Justice of the Republic of Indonesia with his Decree No. C2-2694 HT.01.04.Th.97 dated 15 April 1997, PT Elang Mahkota Komputer officially changed its name to PT Elang Mahkota Teknologi. The Company then listed its shares or went public on 30 December 2009. As a consequence of the limited liability company and capital market regulations, the name PT Elang Mahkota Teknologi changed to PT Elang Mahkota Teknologi Tbk. All shares that were issued by the Company were listed on the IDX on 12 January 2010.

The shareholders of the Company have approved the amendments to all of the Company's articles of association to conform with the applicable OJK regulations based on Deed No. 69 dated 12 August 2020, drawn up before Aulia Taufani S.H., Notary in South Jakarta, which has been notified to the Minister of Law and Human Rights of the Republic of Indonesia (“**MOLHR**”) based on the Decree No. AHU-0067383.AH.01.02.Tahun 2020 dated 30 September 2020 and notified to and received by the MOLHR based on Acceptance Letter of Notification of Amendment to Articles of Association No. AHU-AH.01.03-0392736 dated 30 September 2020.

The Articles of Association of the Company have been amended several times as lastly amended based on Deed No. 10 dated 14 December 2020, drawn up before Aulia Taufani S.H., Notary in South Jakarta, which has been notified to and received by the MOLHR based on Acceptance Letter of Notification of Amendment to Articles of Association No. AHU-AH.01.03-0423632 dated 24 December 2020 (“**Deed No. 10/2020**”). Articles 3 of the articles of association of the Company has been adjust with the Government Regulation No. 24 of 2018 concerning Electronically Integrated Business Licensing Services and the articles of association of the Company also has been adjust with the OJK Regulation No. 15/POJK.04/2020 regarding the Plan and Implementation of General Meeting of Shareholders of Public Companies (“**POJK No. 15/2020**”). On Deed No. 10/2020, Article 4 of the articles of association of the Company has been adjust in relation to the change of the nominal value of the Company's shares (Stock Split) from nominal value of Rp200,- (two hundred Rupiah) per share to become Rp20,- (twenty Rupiah) per share or with a ratio of 1:10 (one existing share for ten new shares).

The Company has domicile in Central Jakarta, with an office address at SCTV Tower – Senayan City, 18 Floor, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia.

2. Lines of Business

In accordance with Article 3 of the Company's Articles of Association, the main business activities of the Company are in engage in Service (professional activities, media, solution, information technology, connectivity, healthcare services) and Trade through subsidiaries.

3. Capital and Composition of Shareholders of the Company

In accordance with the Company's Shareholder Register prepared by Security Administration Bureau of PT Raya Saham Registra, the shareholder composition of the Company per 31 December 2020 is as follows:

Remarks	Nominal Value per share Rp200		
	Number of Shares	Nominal Value (Rp)	%
Authorized Capital	12.567.018.000	2.513.403.600.000	
Issued and Paid-up Capital			
Shareholder:			
1. Eddy K. Sariaatmadja	1.405.156.497	281.031.299.400	24,90%
2. Ir. Susanto Suwanto	711.788.909	142.357.781.800	12,61%
3. PT Adikarsa Sarana	650.598.396	130.119.679.200	11,53%
4. Piet Yaury	498.956.450	99.791.290.000	8,84%
5. PT Prima Visualindo	459.404.998	91.880.999.600	8,14%
6. The Northern Trust Company S/A Archipelago Investment Pte Ltd	455.000.000	91.000.000.000	8,06%
7. Fofu Sariaatmadja	303.683.044	60.736.608.800	5,38%
8. Public	1.018.703.983	203.740.796.600	18,05%
9. Treasury Stock	140.665.065	28.133.013.000	2,49%
Total Issued and Paid-up Capital	5.643.957.342	1.128.791.468.400	100,00%
Shares in Portfolio	6.923.060.658	1.384.612.131.600	-

4. Management and Supervision

Based on Deed of General Meeting of Shareholder Resolution No. 68 dated 12 August 2020 drawn up before Aulia Taufani, S.H., Notary in South Jakarta, which has been notified to the MOLHR based on Letter of Acceptance of Notification on Changes to Company Data No. AHU-AH.01.03-0385224 dated 11 September 2020 the composition of the Board of Commissioners and the Board of Directors of the Company as of the date of this Information Disclosure is as follows:

Board of Commissioners

President Commissioner	: Eddy K. Sariaatmadja
Commissioner	: Ir. Susanto Suwanto
Commissioner	: Amit Kunal
Commissioner	: Fofu Sariaatmadja
Independent Commissioner	: Stan Maringka
Independent Commissioner	: Pandu Patria Sjahrir

Board of Directors

President Director	: Alvin W. Sariaatmadja
Vice President Director	: Sutanto Hartono
Director	: Yuslinda Nasution
Director	: Sutiana Ali
Director	: Jay Geoffrey Wachter
Independent Director	: Titi Maria Rusli

IV. STATEMENT BY THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Information described in this Information Disclosure has been approved by the Board of Commissioners and the Board of Directors, who are also responsible for the validity of information. The Board of Commissioners and the Board of Directors hereby declare that any and all material

information and opinions disclosed herein are accurate and can be accounted for and none of other information not yet disclosed that can lead the information herein become inaccurate or misleading. The Board of Commissioners and the Board of Directors have reviewed PMTHMETD, including conducting risk and benefit assessment to the Company and all the Shareholders, and thereafter believe that PMTHMETD is the best option for the Company and the Shareholders. Since, PMTHMETD has been trusted and believed as the best option to pursue the previously noted benefits, the Company's Board of Directors and Board of Commissioners hereby recommend all the Shareholders to approve PMTHMETD as depicted in this Information Disclosure.

V. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Pursuant to the applicable laws and regulations, this PMTHMETD is subject to prior consent of Company's EGMS to be held on:

Date & Date : Thursday, 18 February 2021
Time : 10:00 WIB - end
Place : Studio SCTV, 8th Floor, SCTV Tower - Senayan City
Jl. Asia Afrika Lot 19, Central Jakarta, 10270, Indonesia

Agendas:

1. Approval of the Company's plan to implement Capital Increases without Pre-emptive Rights for a maximum of 5,502,957,342 shares or 9.75% of the Company's total issued and paid-up capital ("PMTHMETD");
2. Approval of the amendment to the Company's Articles of Association.

The Announcement and Invitation for the EGMS are published on IDX's website, KSEI's website and the Company's website dated 12 January 2021 and 27 January 2021.

The quorum provisions as required in Article 8A paragraph 2 POJK No. 14/2019, is as follows:

1. EGMS can be held if the EGMS is attended by more than 1/2 (half) portion of the total amount of shares with valid voting rights owned by independent shareholders and shareholders that are not part of the parties affiliated with Public Companies, members of the Board of Directors, members of the Board of Commissioners, major shareholders, or Controllers.
2. The EGMS' decision are valid if approved by more than 1/2 (half) portion of the total amount of shares with valid voting rights owned by independent shareholders and shareholders that are not part of the parties affiliated with Public Companies, members of the Board of Directors, members of the Board of Commissioners, major shareholders, or Controllers.

VI. ADDITIONAL INFORMATION

For shareholders of the Company who require further information in connection with the Information Disclosure of the above mentioned, please contact the Company during working days and hours at the address below:

Corporate Secretary
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