

DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF PT INDOSAT TBK

This Disclosure of Information is made and submitted by PT Indosat Tbk in compliance with Bapepam - LK Regulation No. IX.E.1 on Affiliated Party Transaction and Conflict of Interest on Certain Transaction, attachment to Decision of the Chairman of Bapepam - LK No. Kep-412/BL/2009 dated 25 November 2009 concerning the Second Amendment to the Shareholders' Loan Agreement dated 25 August 2020 between PT Indosat Tbk and PT Indosat Mega Media. This transaction is deemed as an Affiliated Transaction in accordance with Bapepam - LK Regulation No. IX.E.1 which is required to be published to the public.

If you have difficulties in understanding the information contained in this Disclosure of Information, we suggest that you consult with your legal advisor, public accountant, financial advisor or any other relevant professional advisors.



PT Indosat Tbk

Residing in Central Jakarta, Indonesia

Business Activities:

Information and Communication Sector;
Wholesale Trading; Manpower Activities
and Other Supporting Business Sector;
and/or Financial Activity

Head Office

Jl. Medan Merdeka Barat No. 21, Gambir, Central Jakarta
10110.

Website: www.indosatooredoo.com

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY SHALL JOINTLY AND SEVERALLY BE RESPONSIBLE FOR THE TRUTHFULNESS AND COMPLETENESS OF THE WHOLE INFORMATION OR MATERIAL FACTS CONTAINED IN THIS DISCLOSURE OF INFORMATION AND HEREBY DECLARE, AFTER HAVING CONDUCTED A THOROUGH EXAMINATION AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THAT THE INFORMATION CONTAINED IN THIS DISCLOSURE OF INFORMATION IS TRUE AND THAT NO OTHER MATERIAL FACTS ARE BEING UNDISCLOSED OR OMITTED WHICH WILL CAUSE THE INFORMATION GIVEN IN THIS DISCLOSURE OF INFORMATION TO BE UNTRUE, INCOMPLETE AND/OR MISLEADING.

This Disclosure of Information is issued on 26 August 2020

DEFINITION

Affiliate	:	Affiliate has the same meaning as defined in Article 1 paragraph 1 of the Capital Market Law.
Subsidiaries	:	Companies whose financial statements are consolidated with the Company in accordance with applicable financial accounting standards in Indonesia.
Bapepam - LK	:	Capital Market and Financial Institutions Supervisory Agency which was previously known as the Capital Market Supervisory Agency.
Director	:	Member of the Board of Directors of the Company who is in charge when this Disclosure of Information is announced.
Ooredoo Group	:	Ooredoo and include Ooredoo Q.P.S.C and all entities controlled directly or indirectly by Ooredoo Q.P.S.C.
JIBOR	:	In relation to each loan and each interest period related with such loan as mentioned in the Agreement, determination of the average rate which applicable for IDR currency in the related interest period, is available on “Bloomberg screen/Bank Indonesia’s website” within 2 (two) Business Days before the interest period started.
Disclosure of Information	:	Disclosure of information which is published by the Company in relation to the Affiliated Transaction in compliance to Bapepam - LK Regulation No. IX.E.1.
Commissioner	:	Member of the Board of Commissioners of the Company who is in charge when this Disclosure of Information is announced.
MOLHR	:	Minister of Law and Human Rights of the Republic of Indonesia.
OJK	:	Financial Services Authority or <i>Otoritas Jasa Keuangan</i> .
Ooredoo	:	Ooredoo Asia Pte, Ltd. previously Qatar Telecom (Qtel Asia) Pte., Ltd.
Shareholders	:	Shareholders of the Company whose name listed on Company’s Shareholders’ Registry issued by Shares Administration Bureau.
Bapepam - LK Regulation No. IX.E.1	:	Bapepam - LK Regulation No. IX.E.1, attachment to the Decision of the Chairman of Bapepam - LK No. Kep-412/BL/2009 dated 25 November 2009, on Affiliated Party Transactions and Conflicts of Interest in Certain Transaction.
Agreement	:	Shareholders’ Loan Agreement between the Company and PT Indosat Mega Media (“ IM2 ”) No.168/EOZ-E0ZA/FIN/18, dated 3 April 2018 which has been amended based on First Amendment to the Shareholders’ Loan Agreement No, 360/EOZ-EOZA/FIN/19, dated 6 November 2019.
Company	:	PT Indosat Tbk, a public limited liability company duly established and existing under the law of Republic of Indonesia, having its address at Jl. Medan Merdeka Barat No. 21, Gambir, Central Jakarta 10110.
Second Amendment to the Agreement	:	Second Amendment to the Shareholders’ Loan Agreement between the Company and IM2 No. 194/EOZ-EOZA/FIN/20 dated 25 August 2020.

Affiliated Transaction : Transaction conducted by the Company or a Controlled Company with an Affiliate of the Company or an Affiliate of the members of the Board of Directors, Board of Commissioners or major shareholder of the Company as stipulated in point 1 letter d of Bapepam - LK Regulation No. IX.E.1, in this case the signing of the Agreement between the Company and IM2, which is an affiliated party of the Company.

Capital Market Law : Law No. 8 of 1995 on Capital Market.

A. PREFACE

This Disclosure of Information is made to comply with Bapepam - LK Regulation No. IX.E.1 point 2 letter b, which obliges the Company to make a Disclosure of Information regarding the Affiliated Transaction conducted by the Company, where the Company is obliged to announce this Affiliated Transaction to the public by no later than the second business days after the occurrence of the transaction.

Through this Disclosure of Information, the Company will provide explanation, consideration and reason of conducting the transaction to the public. In this Disclosure of Information, the object of the Affiliated Transaction will be elaborated including the value of the Affiliated Transaction, the parties of the Affiliated Transaction and the nature of the affiliation with respect to the Affiliated Transaction.

Further explanation regarding the Affiliate relationship between the Company and IM2 as one of the Company's Subsidiaries which will be described in section B of this Disclosure of Information.

B. INFORMATION ON THE AFFILIATED TRANSACTION

1. Reason and Background

The Company is one of the largest telecommunication operators in Indonesia. The Company has run its business in Indonesia since 1967 and since 2008 has been part of Ooredoo Group, a telecommunication company located in Doha - Qatar.

To support the operation and to assist the needs on working capital, capital expenditure, and other general purposes of one of its Subsidiaries, namely IM2, the Company and IM2 has signed the Agreement, and currently the Company and IM2 have agreed to sign the Second Amendment to the Agreement to amend several provisions in the Agreement.

In compliance with Bapepam-LK Regulation No. IX.E.1, the Company has made disclosure of information in relation with the Agreement on 5 April 2018 and 8 November 2019.

2. The Purpose and Benefit for the Company

The purpose and benefit that could be obtained by the Company from the implementation of the Affiliated Transaction is providing standby liquidity to support IM2's operational that will positively contribute to the Company.

Considering the benefit that will be gained by the Company as explained above, then the Company proceeds this Affiliated Transaction.

3. Obyek dan Nilai

The object of the Affiliated Transaction between the Company and IM2 is the signing of the Second Amendment to the Agreement, whereas the Company acts as lender and IM2 as borrower.

Based on the Second Amendment to the Agreement, the amended terms in the Agreement are as follows:

- (a). **Approved Purpose:** For working capital and to support Borrower's funding in carrying out its day-to-day or main business activities as well as related supporting business activities thereto or other general corporate purposes.
- (b). **Interest per Annum:** 1 Month JIBOR + 9.54% (nine-point fifty four percent) per annum is that is applicable effective as of 3 April 2020.

Under the Agreement, the Company and IM2 will engage in shareholder loan activities under the following criteria:

- (a) The Company provides uncommitted standby liquidity for IM2 in the amount of up to Rp 300,000,000,000,- (three hundred billion Rupiah) during the term of the Agreement.
- (b) IM2 periodically drawdown the loan as needed based on its working capital purposes.

4. Parties

A. The Company

(i) General Information

The Company, domiciled in Central Jakarta, is established pursuant to Deed of

Establishment No. 55 dated 10 November 1967 made before Mohamad Said Tadjoeidin, SH, Notary in Jakarta, announced in State Gazette No. 26 dated 29 March 1968, Supplement No. 24.

The Articles of Association of the Company have been amended several times lastly pursuant to Deed No. 30 dated 10 June 2015 made before Aryanti Artisari, SH, Notary in Jakarta, which has been notified to the MOLHR based on the confirmation receipt from MOLHR No. AHU-AH.01.03-0946504 dated 29 June 2015 and Deed No. 3 dated 2 May 2019 made before Aulia Taufani, SH, Notary in South Jakarta, which has been approved by MOLHR based on MOLHR decree No. AHU-0028544.AH.01.02.TAHUN 2019 dated 24 May 2019.

The Company is domiciled in Central Jakarta with an address at Jl. Medan Merdeka Barat No. 21, Gambir, Central Jakarta 10110. The Company's shares are listed in Indonesia Stock Exchange with "ISAT" as the ticker symbol.

Pursuant to the Articles of Association of the Company, the purposes and objectives of the Company are to carry out business in Information and Communication; Wholesale Trading; Manpower and Other Supporting Business Activities; and/or Financial Activity.

(ii) Capital Structure and Shareholders Composition of the Company

As of the date of this Disclosure of Information, the capital structure, shareholders composition and share ownership of the Company based on the Shareholders Register of the Company as of 31 July 2020 issued by PT EDI Indonesia, as the Shares Administration Bureau of the Company, are as follows:

Shareholders	Percentage (%)
1. Ooredoo Asia Pte Ltd	65,00
2. Republic of Indonesia	14,29
3. Public (below 5%)	20,71
Total	100,00

(iii) Management and Supervision of the Company

As of the date of this Disclosure of Information, members of the Board of Commissioners and the Board of Directors of the Company are as follows:

Board of Commissioners

President Commissioner	: Sheikh Mohammed bin Abdulla bin Mohammed Al Thani
Commissioner	: George Bowring Challenor
Commissioner	: Nigel Thomas Byrne
Commissioner	: Heru Pambudi
Commissioner	: Prof. Dr. Sri Adiningsih
Commissioner	: Andrew Tor Oddvar Kvålseth
Commissioner	: Afini Boer
Independent Commissioner	: Syed Maqbul Quader
Independent Commissioner	: Wijayanto Samirin
Independent Commissioner	: Elisa Lumbantoruan

Board of Directors

President Director	: Ahmad Abdulaziz A A Al-Neama
Director	: Eyas Naif Saleh Assaf
Director	: Vikram Sinha
Director	: Arief Musta'in
Independent Director	: Irsyad Sahroni

B. PT Indosat Mega Media

(i) General Information

IM2 was established in Jakarta, pursuant to Deed No.58 dated 25 September 1996 made before Pahala Sutrisno Amijoyo Tampubolon, SH, Notary in Jakarta, which has been ratified by the Minister of Justice of the Republic of Indonesia in his Decree No.C2-10.411.HT. 01.01.TH.96, dated 19 November 1996, registered at the Central Jakarta Municipal Company Registration Office No.27 / BH09.05 / XI / 1996 dated 20 December 1996 and was published in State Gazette of the Republic of Indonesia No.9556 dated 6 December 1996, Supplement No.98.

The Articles of Association of IM2 have been amended several times and the latest amendment is set forth in the Deed of Meeting Resolution No.107 dated 18 September 2019, made before before Jose Dima Satria, SH., M.Kn, Notary in South Jakarta, which has been approved by MOLHR based on MOLHR Decree No. AHU-0178728.AH.01.11.TAHUN 2019 dated 25 September 2019.

IM2 domiciled in South Jakarta with address at Jl. Kebagusan Raya No. 36, Pasar Minggu, Jakarta 12550.

Based on the Articles of Association, IM2's business activities are to provide network and/or telecommunication services, informatics, multimedia, and subscription-based television broadcasting.

(ii) Capital Structure and Shareholders Composition of IM2

On the date of this Disclosure of Information, the capital structure and shareholders of IM2 based on the Deed of Statement of Meeting of Amendment of Articles of Association No.44 dated 14 January 2004, made before Aulia Taufani, SH, M.Kn, Notary in South Jakarta, substitute of Sutjipto, SH, Notary in Jakarta, which has been notified to MOLHR based on Notification Letter No. C-02800 HT.01.04.TH.2004 dated 6 February 2004, are as follows:

Shareholders	Percentage (%)
1. Company	99,85
2. Kopindosat	0,15
Total	100,00

(iii) Management and Supervision of IM2

As of the date of this Disclosure of Information, members of the Board of Commissioners and the Board of Directors of IM2 are as follows:

Board of Commissioners

President Commissioner : Arief Musta'in
Commissioner : Gilang Hermawan

Board of Directors

President Director : Hari Sukmono*
Director : Yune Marketatmo

**) Has resigned since August 1, 2019. However, there is no GMS resolution regarding this matter.*

5. Nature of Affiliation of the Parties

The implementation of the Affiliated Transaction as disclosed in this Disclosure of Information involves parties that have an affiliated relationship, which is as follow:

Affiliation Based On Share Ownership

IM2 is a directly owned subsidiary by the Company, as follows:

Subsidiary	Ownership (%)
IM2	99,85

This Affiliated Transaction is not a conflict of interest transaction mentioned in the Bapepam - LK regulation No. IX.E.1 as there is no difference between the economic interest of the Company and the personal economic interest of the members of the Board of Directors, the members of the Board of Commissioners or the major shareholder which may cause loss to the Company.

For the Company's Shareholders who need further information regarding the Transaction which has been stated in this Disclosure, please contact:



PT Indosat Tbk

Head Office

Jl. Medan Merdeka Barat No. 21, Gambir Central Jakarta, 10110

Jakarta, 26 August 2020

Up. *Corporate Secretary*

Email: corporate.secretary@indosatooredoo.com

