

**AMENDMENT AND/OR ADDENDUM OF
DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF
PT MERDEKA COPPER GOLD TBK
IN CONNECTION WITH THE PROPOSED BUYBACK OF
THE ISSUED SHARES**

This Disclosure of Information is made and addressed to the Shareholders in order to comply with the Financial Services Authority ("OJK") Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies on 21 June 2017. This Disclosure of Information is an amendment and/or addendum of information to and becomes an integral part of the Disclosure of Information that has been issued by PT Merdeka Copper Gold Tbk on 22 June 2020.



**PT Merdeka Copper Gold Tbk
(the "Company")**

Business Activities:

Mining of Gold, Silver, Copper
and Other Associated Mineral, including Mining Services

Domiciled in South Jakarta, DKI Jakarta, Indonesia.

Head Office:

The Convergence Indonesia, 20th floor
Rasuna Epicentrum Boulevard
Jl. HR Rasuna Said
Jakarta 12940
Indonesian

Phone: + 62 21 – 2988 0393

Facsimile: + 62 21 – 2988 0392

Email: corporate.secretary@merdekacoppergold.com

Website: www.merdekacoppergold.com

The information as stipulated in this disclosure of information shall be read carefully and duly observed by the shareholders of the Company to make decisions about the Company's plan to conduct Buyback of the Issued Shares.

If you are having any difficulties in understanding the information contained in this Disclosure of Information or are in doubt in making a decision, it is advisable to consult with a securities broker, investment manager, legal counsel, public accountant, or other professional advisors.

The Board of Commissioners and Directors of the Company, shall be fully responsible both individually and collectively for the completeness and accuracy of all information or material facts contained herein and emphasize that the information disclosed in this Disclosure of Information is true and there is no omission of material facts which may cause the material information in this Disclosure of Information to be inaccurate and/or misleading.

This Disclosure of Information is issued on 7 July 2020

**INDICATIVE TIMETABLE FOR THE BUYBACK OF THE COMPANY'S SHARES
IMPLEMENTATION**

1	Announcement of the Extraordinary General Meeting of Shareholders ("GMS" or "EGMS") EGMS through a newspaper, Indonesia Stock Exchange ("IDX") website, eASY KSEI website, and the Company's website www.merdekakoppergold.com .	22 June 2020
2	Announcement of Disclosure of Information regarding the Buyback of Shares through newspapers, IDX website, eASY KSEI website, and the Company's website www.merdekakoppergold.com .	22 June 2020
3	EGMS Notification to the Shareholders of the Company and Announcement Amendment and/or Addendum of Disclosure of Information concerning the Proposed Buyback of the Company's Shares through newspapers, IDX website, eASY KSEI website, and the Company's website www.merdekakoppergold.com .	7 July 2020
4	EGMS that approves the Buyback of Shares.	29 July 2020
5	Announcement of the EGMS Resolution.	3 August 2020
6	Period of Buyback of Shares.	At the latest 18 (eighteen) months after the EGMS

INFORMATION REGARDING THE BUYBACK OF THE COMPANY'S SHARES

A. DESCRIPTION OF THE PROPOSED BUYBACK OF THE COMPANY'S SHARES AND ESTIMATED COST AND TOTAL NOMINAL VALUE OF ALL SHARES TO BE PURCHASED

The Company hereby inform to the Company's shareholders that the Company is planning to buyback the shares which have been issued at the maximum of 2% (two percent) of the total Company's issued and paid capital ("**Buyback of Shares**") with a fund allocation at the maximum value of IDR 568,000,000,000 (five hundred and sixty eight billion Rupiah) (including the brokerage cost and other fees), and shall be carried out in stages for the maximum period of 18 (eighteen) months since the EGMS approving the Buyback of Shares in compliance with the Company's Articles of Association, Law No. 40 of 2007 on Limited Liability Company ("**Company Law**"), OJK Regulation No. 30/POJK.04/2017 on the Buyback of Shares Issued by Public Companies ("**OJK Regulation 30/2017**"), and OJK Regulation No. 15/POJK. 04/2020 on Plan and Procedures for General Meeting of Shareholders of Public Companies ("**OJK Regulation 15/2020**"), including other prevailing laws.

The Disclosure of Information as contained in this announcement shall be made in favour of the Company's shareholder in order to obtain information as well as a clear picture of the Buyback of Shares so that the shareholders can make decisions related to the Buyback of Shares.

B. EXPLANATION, CONSIDERATION AND REASON OF THE IMPLEMENTATION OF BUYBACK OF SHARES

The main consideration for the Company to undergo the Buyback of Shares is to allow the Company to have the flexibility that enables the Company to implement a mechanism to maintain the stability of the Company's share price if the Company's share price does not reflect the actual value/performance.

In addition, in line with the prevailing laws, the Company can use the shares resulting from the Buyback of Shares for the following objectives, among others:

1. The implementation of employee and/or Directors and Commissioners stock option program;
2. Resale of the shares either through IDX or outside IDX;
3. Reduction of capital;
4. The conversion of equity Securities (*Efek bersifat ekuitas*); and/or
5. Other purposes which are in accordance with the prevailing laws.

If the Company decides to transfer back the shares resulting from the Buyback of Shares through the implementation of share ownership program by employees and/or Directors and Commissioners, the Company expects that such program will increase the sense of ownership of the Company, which will ultimately intensify performance and productivity from each of the employees and/or Directors and Commissioners of the Company who participate in the program.

C. LIMITATION OF PERIOD FOR THE BUYBACK OF SHARES

The Buyback of Shares is planned to be implemented after the Company has obtained the approval from the Company's shareholders through EGMS and at the latest 18 (eighteen) months or until 19 January 2022 or any other dates when (i) the Buyback of Shares reaches 2%; or (ii) the funds allocated by the Company to conduct the Buyback of Shares has been wholly used by the Company; or (iii) the Company decides that the Buyback of Shares has been conducted completely.

D. LIMITATION OF THE SHARE PRICE IN ORDER TO BUYBACK THE COMPANY'S SHARES

The offer price of the Buyback of Shares shall consider and refer to the provisions set out in Article 10 and 11 of OJK Regulation 30/2017.

E. METHODS TO BE USED TO BUY BACK THE SHARES

The Buyback of Shares will be conducted through IDX or outside the IDX. The Company will appoint PT Indo Premier Sekuritas, as a member of IDX, to exercise the Buyback of Shares through IDX.

MANAGEMENT ANALYSIS AND DISCUSSION

A. ESTIMATION OF THE DECREASE OF THE COMPANY'S INCOME AS A RESULT FROM THE IMPLEMENTATION OF BUYBACK OF SHARES AND IMPACT UPON THE FINANCING COST OF THE COMPANY

The Company will use the Company's internal cash as a source of funding to carry out the Buyback of Shares. Therefore, the implementation of the Buyback of Shares will result in a decrease of the Company's internal cash, with a maximum reduction of IDR 568,000,000,000 (five hundred and sixty-eight billion Rupiah). In addition, the Company has estimated that the implementation of the Buyback of Shares will not have any negative impact to the decrease in the Company's revenue.

B. PRO FORMA OF PROFIT PER COMPANY'S SHARE UPON THE IMPLEMENTATION OF BUYBACK OF SHARES BY TAKING INTO ACCOUNT THE DECREASE OF INCOME

Since there is no impact on the decreasing income as a result of the Buyback of Shares, there shall be no change in the Company's pro forma or profit.

C. MANAGEMENT DISCUSSION AND ANALYSIS ON THE IMPACT OF THE BUYBACK OF SHARES ON THE BUSINESS ACTIVITIES AND GROWTH OF THE COMPANY IN THE FUTURE

The Company believes that the decrease of internal cash that will be used as a source of funding for the implementation of Buyback of Shares will not affect the business and operational activities of the Company. The Buyback of Shares is expected to make the share price to be more stable in the future and will have a positive impact for the shareholders and the Company.

GENERAL MEETING OF SHAREHOLDERS

In relation to the Buyback of Shares as stipulated in this Disclosure of Information, the Company intends to obtain approval from the shareholders of the Company through the EGMS which will be held on Wednesday, 29 July 2020.

Based on Article 38 paragraph (2) of the Company Law, Article 12 of the Company's Articles of Association, and OJK Regulation No. 16/POJK.04/2020 on the Implementation of Electronic General Meeting of Shareholders by Public Companies, the Buyback of Shares shall obtain the Shareholders approval through the EGMS which shall be attended by shareholders representing at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights and decisions approved by more than 2/3 (two-thirds) of all shares with voting rights present in the EGMS.

Furthermore, the Company will also request for shareholders' approval in the EGMS for the proposed implementation of share ownership program by employees and/or Directors and Commissioners as one of the forms to transfer back the shares which were obtained through the Buyback of Shares. In the EGMS, it will also resolve on the granting of authority to the Directors of the Company to determine further on the terms and conditions over such share ownership program by employees and/or Directors and Commissioners, including the criteria to participate the program, the number of shares that will be received by the participants of the program, implementation price, and the implementation time of the program.

STATEMENT AND RECOMMENDATION OF THE BOARD OF COMMISSIONERS AND DIRECTORS

- The information disclosed in this Disclosure of Information has been approved by the Board of Commissioners and Directors, which are responsible for the validity of the information both individually and collectively. The Board of Commissioner and Directors hereby declare that all material information and opinions expressed herein is true and accountable and no other information that has not been disclosed which may cause material information in this Disclosure of Information to be inaccurate or misleading.
- The Board of Commissioners and Directors of the Company have reviewed the Company's Buyback of Shares including assessing the risks and benefits for the Company and all shareholders, and believes that the Buyback of the Company's Shares is the right choice for the Company and its Shareholders. Therefore, based on the assurance and belief that the Buyback of Shares is the right choice to achieve the aforementioned benefits, the Board of Commissioners and Directors recommend the shareholders to approve the Buyback of Shares as set forth in this Disclosure of Information.

ADDITIONAL INFORMATION

For shareholders that require additional information regarding the Buyback of Shares may contact the Company during the office hours at the following address:

PT Merdeka Copper Gold Tbk
Corporate Secretary
Head Office:
The Convergence Indonesia, Level 20
Area of Epicentrum
Jl. Epicentrum Boulevard Raya, Jakarta 12960
Phone: (62-21) 29880393 Facsimile: (62-21) 29880392
Website: www.merdekacoppergold.com
Email: corporate.secretary@merdekacoppergold.com

Jakarta, 7 July 2020
PT Merdeka Copper Gold Tbk



Adi Adriansyah Sjoekri
Corporate Secretary