

KETERBUKAAN INFORMASI KEPADA PEMEGANG SAHAM TERKAIT TRANSAKSI AFILIASI PT MERDEKA BATTERY MATERIALS TBK (“PERSEROAN”)

INFORMATION DISCLOSURE TO SHAREHOLDERS RELATED TO AFFILIATED TRANSACTION PT MERDEKA BATTERY MATERIALS TBK (the “COMPANY”)

Keterbukaan Informasi kepada Pemegang Saham (sebagaimana didefinisikan di bawah) dibuat untuk memberikan penjelasan kepada publik sehubungan dengan Perjanjian Penyediaan Jasa yang dibuat oleh dan antara PT Merdeka Mining Servis dengan, masing-masing, PT Sulawesi Cahaya Mineral dan PT Merdeka Tsingshan Indonesia yang merupakan Perusahaan Terkendali Perseroan (“**Transaksi-Transaksi**”).

*This Information Disclosure to the Shareholders (as defined below) is made to provide an explanation to the public in connection with the Services Provision Agreement made by and between PT Merdeka Mining Servis and, respectively, PT Sulawesi Cahaya Mineral and PT Merdeka Tsingshan Indonesia which are Controlled Companies of the Company (“**Transactions**”).*

Transaksi-Transaksi tersebut merupakan Transaksi Afiliasi sebagaimana diatur dalam Peraturan Otoritas Jasa Keuangan Republik Indonesia Nomor 42/POJK.04/2020 tentang Transaksi Afiliasi dan Transaksi Benturan Kepentingan.

The Transactions are Affiliated Transaction as stipulated in the Regulation of the Financial Services Authority of the Republic of Indonesia No. 42/POJK.04/2020 on Affiliated Transaction and Conflict of Interest Transaction.

INFORMASI SEBAGAIMANA TERCANTUM DALAM KETERBUKAAN INFORMASI INI PENTING UNTUK DIBACA DAN DIPERHATIKAN OLEH PEMEGANG SAHAM PERSEROAN. JIKA ANDA MENGALAMI KESULITAN UNTUK MEMAHAMI INFORMASI SEBAGAIMANA TERCANTUM DALAM KETERBUKAAN INFORMASI INI SEBAIKNYA ANDA BERKONSULTASI DENGAN PENASIHAT HUKUM, AKUNTAN PUBLIK, PENASIHAT KEUANGAN ATAU PROFESIONAL LAINNYA. DEWAN KOMISARIS DAN DIREKSI PERSEROAN MENYATAKAN BAHWA SELURUH INFORMASI ATAU FAKTA MATERIAL YANG DIMUAT DALAM KETERBUKAAN INFORMASI INI ADALAH LENGKAP DAN BENAR SERTA TIDAK MENYESATKAN. DEWAN KOMISARIS DAN DIREKSI PERSEROAN MENYATAKAN BAHWA TRANSAKSI AFILIASI INI TIDAK MENGANDUNG BENTURAN KEPENTINGAN.

INFORMATION AS STATED IN THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE COMPANY'S SHAREHOLDERS. IF YOU HAVE DIFFICULTIES TO UNDERSTAND THE INFORMATION AS SET FORTH IN THIS INFORMATION DISCLOSURE YOU SHOULD CONSULT WITH A LEGAL COUNSEL, A PUBLIC ACCOUNTANT, A FINANCIAL ADVISOR OR ANY OTHER PROFESSIONAL. THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY DECLARE THAT ALL INFORMATION OR MATERIAL FACTS CONTAINED IN THIS INFORMATION DISCLOSURE ARE COMPLETE AND TRUE AND NOT MISLEADING. THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY DECLARE THAT THIS AFFILIATED TRANSACTION DOES NOT CONTAIN ANY CONFLICT OF INTEREST.



PT MERDEKA BATTERY MATERIALS TBK

Kegiatan Usaha

Perusahaan induk atas grup usaha yang bergerak di bidang pertambangan nikel dan mineral lainnya, pengolahan, dan kegiatan usaha terkait lainnya yang terintegrasi secara vertikal

Business Activities

Holding company of a business group engaged in nickel and other mineral mining, processing, and other related business activities that are vertically integrated

**Berkedudukan di Jakarta Selatan, DKI Jakarta, Indonesia/
Domiciled in South Jakarta, DKI Jakarta, Indonesia**

Kantor Pusat/ Headquarter Office

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Keterbukaan Informasi ini diterbitkan di Jakarta pada tanggal 2 April 2026

This Information Disclosure is issued in Jakarta on 2 April 2026

DEFINISI DAN SINGKATAN**DEFINITIONS**

"Afiliasi": berarti pihak-pihak sebagaimana dimaksud dalam UUP2SK, yaitu:

- a. hubungan keluarga karena perkawinan sampai dengan derajat kedua, baik secara horizontal maupun vertikal, yaitu hubungan seseorang dengan:
 1. suami atau istri;
 2. orang tua dari suami atau istri dan suami atau istri dari anak;
 3. kakek dan nenek dari suami atau istri dan suami atau istri dari cucu;
 4. saudara dari suami atau istri beserta suami atau istrinya dari saudara yang bersangkutan; atau
 5. suami atau istri dari saudara orang yang bersangkutan.
- b. hubungan keluarga karena keturunan sampai dengan derajat kedua, baik secara horizontal maupun vertikal, yaitu hubungan seseorang dengan:
 1. orang tua dan anak;
 2. kakek dan nenek serta cucu; atau
 3. saudara dari orang yang bersangkutan.
- c. hubungan antara pihak dengan karyawan, direktur, atau komisaris dari pihak tersebut;
- d. hubungan antara 2 (dua) atau lebih perusahaan di mana terdapat 1 (satu) atau lebih anggota direksi, pengurus, dewan komisaris, atau pengawas yang sama;
- e. hubungan antara perusahaan dan pihak, baik langsung maupun tidak langsung, dengan cara apa pun, mengendalikan atau dikendalikan oleh perusahaan atau pihak tersebut dalam menentukan pengelolaan dan/atau kebijakan perusahaan atau pihak dimaksud;
- f. hubungan antara 2 (dua) atau lebih perusahaan yang dikendalikan, baik langsung maupun tidak langsung, dengan cara apa pun, dalam menentukan pengelolaan dan/atau kebijakan perusahaan oleh pihak yang sama; atau
- g. hubungan antara perusahaan dan pemegang saham utama, yaitu pihak yang secara langsung maupun tidak langsung memiliki paling kurang 20% (dua puluh persen) saham yang mempunyai hak suara dari perusahaan tersebut.

"Benturan Kepentingan": Perbedaan antara kepentingan ekonomis perusahaan terbuka dengan kepentingan ekonomis pribadi anggota direksi, anggota dewan komisaris, pemegang saham utama, atau

"Affiliation": means the parties referred to UUP2SK, namely:

- a. family relationship due to marriage up to the second degree, both horizontally and vertically, namely the relationship of a person with:
 1. husband or wife;
 2. parents of the husband or wife and the husband or wife of the children;
 3. grandparents of the husband or wife and the husband or wife of the grandchildren;
 4. siblings of the husband or wife along with their respective spouse; or
 5. the husband or wife of the sibling of the person concerned.
- b. family relationship due to descent up to the second degree, both horizontally or vertically, namely the relationship of a person with:
 1. parents and children;
 2. grandparents and grandchildren; or
 3. siblings of the person concerned.
- c. relationship between a party and employees, directors, or commissioners of the party;
- d. relationship between 2 (two) or more companies in which there are 1 (one) or more members of the board of directors, management, board of commissioners, or supervisors who are the same;
- e. relationship between a company and a party, whether direct or indirect, by any means, controlling or controlled by the company or that party in determining the management and/or policies of the company or the concerned party;
- f. relationship between 2 (two) or more companies controlled, whether direct or indirect, by any means, in determining the management and/or policies of the company by the same party; or
- g. relationship between a company and a major shareholder, that is a party that directly or indirectly owns at least 20% (twenty percent) of the shares with voting rights of the company.

"Conflict of Interest": The difference between the economic interest of a public company and the personal economic interest of members of the board of directors, members of the board of commissioners, major

pengendali yang dapat merugikan perusahaan terbuka dimaksud.

“Bursa Efek Indonesia”: Penyelenggara di pasar modal untuk transaksi bursa, yang dalam hal ini diselenggarakan oleh PT Bursa Efek Indonesia, berkedudukan di Jakarta Selatan.

“KBLI” : Klasifikasi Baku-Lapangan Usaha Indonesia.

“Menkumham”: Menteri Hukum dan Hak Asasi Manusia Republik Indonesia.

“Menkum”: Menteri Hukum Republik Indonesia, yang sebelumnya dikenal sebagai Menkumham.

“MMS”: PT Merdeka Mining Servis, berkedudukan di Jakarta Selatan, suatu perseroan terbatas yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

“MTI”: PT Merdeka Tsingshan Indonesia, berkedudukan di Jakarta Selatan, suatu perseroan terbatas yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

“Otoritas Jasa Keuangan atau OJK”: Lembaga negara yang independen, yang mempunyai fungsi, tugas, dan wewenang pengaturan, pengawasan, pemeriksaan, dan penyidikan sebagaimana dimaksud dalam Undang-Undang No. 21 Tahun 2011 tentang Otoritas Jasa Keuangan, sebagaimana diubah dengan UUP2SK.

“Pemegang Saham”: Pihak-pihak yang memiliki manfaat atas saham Perseroan baik dalam bentuk warkat maupun dalam penitipan kolektif yang disimpan dan diadministrasikan dalam rekening efek pada Kustodian Sentral Efek Indonesia, yang tercatat dalam Daftar Pemegang Saham Perseroan yang diadministrasikan oleh Biro Administrasi Efek yang ditunjuk Perseroan.

“Penilai Independen” atau “KJPP”: Kantor Jasa Penilai Publik Iskandar dan Rekan, penilai independen yang terdaftar di OJK yang telah ditunjuk Perseroan untuk melakukan penilaian atas nilai wajar dan/atau kewajaran terhadap Transaksi.

“Perjanjian”: Perjanjian Penyediaan Jasa yang dibuat oleh dan antara MMS dengan masing-masing SCM dan MTI yang berlaku efektif tanggal 31 Maret 2026 beserta setiap perubahan-perubahan, tambahan-tambahan, dan pengganti-pengganti, yang mungkin akan dibuat kemudian.

“Perseroan”: PT Merdeka Battery Materials Tbk, berkedudukan di Jakarta Selatan, suatu perseroan terbuka yang sahamnya tercatat pada Bursa Efek Indonesia, yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

“Perusahaan Terkendali”: Suatu perusahaan yang dikendalikan baik secara langsung maupun tidak langsung oleh Perseroan.

shareholders, or controllers that may be harmful to the public company concerned.

“Indonesia Stock Exchange”: *The regulator in the capital market for stock exchange transactions, which in this case is held by PT Bursa Efek Indonesia, domiciled in South Jakarta.*

“KBLI”: *Indonesian Standard Business Field Classification.*

“MOLHR”: *Minister of Law and Human Rights of the Republic of Indonesia.*

“MOL”: *Minister of Law of the Republic of Indonesia, previously known as MOLHR.*

“MMS”: *PT Merdeka Mining Servis, domiciled in South Jakarta, a limited liability company established and operating under the laws of the Republic of Indonesia.*

“MTI”: *PT Merdeka Tsingshan Indonesia, domiciled in South Jakarta, a limited liability company established and operating under the laws of the Republic of Indonesia.*

“Financial Services Authority or OJK”: *An independent state institution, which has the functions, duties, and authorities to regulate, supervise, examine, and investigate as referred to in Law No. 21/2011 on the Financial Services Authority, as amended by UUP2SK.*

“Shareholders”: *Parties who have the benefit of the Company's shares, both in the form of scripts and in collective custody which is kept and administered in the securities account at Indonesia Central Securities Depository, registered in the Shareholders Register of the Company which is administered by the Share Registrar appointed by the Company.*

“Independent Appraiser” or “KJPP”: *Public Appraisal Services Office of Iskandar dan Rekan, independent appraisers registered with the OJK who have been appointed by the Company to conduct an assessment of the fair value and/or fairness of the Transaction.*

“Agreement”: *Services Provision Agreement made by and between MMS and each of SCM and MTI which is effective on 31 March 2026 together with any amendments, additions, and substitutes, which may be subsequently made.*

“the Company”: *PT Merdeka Battery Materials Tbk, domiciled in South Jakarta, a publicly listed company whose shares are listed on the Indonesia Stock Exchange, which is established and operated under the laws of the Republic of Indonesia.*

“Controlled Company”: *a company that is controlled either directly or indirectly by the Company.*

"POJK 17/2020": Peraturan OJK No. 17/POJK.04/2020, ditetapkan tanggal 20 April 2020 tentang Transaksi Material dan Perubahan Kegiatan Usaha.

"POJK 17/2020": OJK Regulation No. 17/POJK.04/2020, enacted on 20 April 2020 regarding Material Transaction and Changes in Business Activities.

"POJK 42/2020": Peraturan OJK No. 42/POJK.04/2020, ditetapkan tanggal 1 Juli 2020 tentang Transaksi Afiliasi dan Transaksi Benturan Kepentingan.

"POJK 42/2020": OJK Regulation No. 42/POJK.04/2020, enacted on 1 July 2020 regarding Affiliated Transaction and Conflict of Interest Transaction.

"Rupiah atau Rp": Rujukan ke Rupiah yang merupakan mata uang yang sah dari Negara Republik Indonesia.

"Rupiah" or "Rp" or "IDR": Reference to Rupiah which is the legal currency of the Republic of Indonesia.

"SCM": PT Sulawesi Cahaya Mineral, berkedudukan di Jakarta Selatan, suatu perseroan terbatas yang didirikan dan dijalankan berdasarkan hukum negara Republik Indonesia.

"SCM": PT Sulawesi Cahaya Mineral, domiciled in South Jakarta, a limited liability company established and operating under the laws of the Republic of Indonesia.

"Transaksi Afiliasi": Setiap aktivitas dan/atau transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali dengan Afiliasi dari perusahaan terbuka atau Afiliasi dari anggota direksi, anggota dewan komisaris, pemegang saham utama, atau pengendali, termasuk setiap aktivitas dan/atau transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali untuk kepentingan Afiliasi dari perusahaan terbuka atau Afiliasi dari anggota direksi, anggota dewan komisaris, pemegang saham utama, atau pengendali.

"Affiliated Transaction": Any activity and/or transaction conducted by a public company or a controlled company with an Affiliation of a public company or an Affiliation of a member of the board of directors, a member of the board of commissioners, the major shareholders, or the controller, including any activity and/or transaction conducted by a public company or controlled companies for the benefit of an Affiliation of a public company or an Affiliation of a member of the board of directors, member of the board of commissioners, major shareholders or the controller.

"Transaksi Benturan Kepentingan": Transaksi yang dilakukan oleh perusahaan terbuka atau perusahaan terkendali dengan setiap pihak, baik dengan Afiliasi maupun pihak selain Afiliasi yang mengandung Benturan Kepentingan.

"Conflict of Interest Transaction": Transactions that are carried out by public company or controlled company with any party, both with Affiliations and parties other than Affiliations that contain a Conflict of Interest.

"USD": Rujukan ke Dolar Amerika Serikat yang mana merupakan mata uang sah dari Amerika Serikat.

"USD": Reference to United States Dollars which is the legal currency of the United States.

"UUP2SK": Undang-Undang No. 4 Tahun 2023 tanggal 12 Januari 2023 tentang Pengembangan dan Penguatan Sektor Keuangan, Lembaran Negara Republik Indonesia No. 4 Tahun 2023, beserta peraturan-peraturan pelaksanaannya.

"UUP2SK": Law No. 4 of 2023 dated 12 January 2023 on Financial Sector Development and Strengthening, State Gazette of the Republic of Indonesia No. 4 of 2023, along with all its implementing regulations.

PENDAHULUAN

Dalam rangka memenuhi ketentuan-ketentuan POJK 42/2020, Direksi Perseroan mengumumkan Keterbukaan Informasi untuk memberikan informasi kepada para Pemegang Saham Perseroan bahwa pada tanggal 2 April 2026, Perjanjian yang ditandatangani oleh MMS bersama dengan masing-masing SCM dan MTI telah berlaku efektif, dengan rincian sebagaimana diuraikan dalam ringkasan Transaksi-Transaksi di bawah ini.

Transaksi-Transaksi yang dilakukan tersebut merupakan suatu Transaksi Afiliasi sebagaimana dimaksud dalam POJK 42/2020, di mana SCM dan MTI merupakan Perusahaan Terkendali Perseroan dan MMS memiliki hubungan Afiliasi dengan Perseroan. Namun, Transaksi-Transaksi ini bukan merupakan Transaksi

INTRODUCTION

In order to comply with the provisions of POJK 42/2020, the Board of Directors of the Company announces Information Disclosure to provide information to the Shareholders of the Company that on 2 April 2026, the Agreement signed by MMS together with each of SCM and MTI has become effective, with detail as described in the Transactions summary below.

The Transactions carried out are Affiliated Transaction as referred to in POJK 42/2020, in which SCM and MTI are Controlled Companies of the Company, and MMS has an Affiliation relationship with the Company. However, these Transactions are not a Conflict of Interest Transactions as set forth in POJK 42/2020.

Benturan Kepentingan sebagaimana diatur dalam POJK 42/2020.

Transaksi-Transaksi yang dilakukan oleh Perseroan ini telah melalui prosedur sebagaimana diatur dalam Pasal 3 POJK 42/2020 dan telah dilaksanakan sesuai dengan praktik bisnis yang berlaku umum.

Sesuai dengan ketentuan Pasal 4 ayat 1 POJK 42/2020, Transaksi-Transaksi ini merupakan Transaksi Afiliasi yang wajib menggunakan Penilai Independen dalam menentukan kewajaran Transaksi Afiliasi yang mana kewajaran Transaksi-Transaksi tersebut perlu diumumkan kepada masyarakat. Adapun Perseroan telah mendapatkan nilai wajar terhadap Transaksi-Transaksi ini berdasarkan Laporan Penilai dari KJPP Iskandar dan Rekan No. 00064/2.0118-00/BS/02/0596/1/III/2026 tertanggal 31 Maret 2026 perihal Laporan Pendapat Kewajaran Rencana Transaksi Penggunaan Jasa Konstruksi dari MMS oleh SCM dan MTI (Perusahaan Terkendali Perseroan) ("**Laporan Penilai**").

Selanjutnya, Perseroan juga wajib mengumumkan Keterbukaan Informasi kepada masyarakat dan menyampaikan Laporan Penilai serta dokumen-dokumen pendukung lainnya kepada OJK paling lambat 2 (dua) hari kerja setelah tanggal Transaksi-Transaksi sebagaimana dimaksud dalam Pasal 4 POJK 42/2020.

The Transactions carried out by the Company has complied with the procedures set forth in Article 3 of POJK 42/2020 and has been executed per commonly accepted business practices.

*In accordance with the provision of Article 4 Paragraph 1 of POJK 42/2020, these Transactions are Affiliated Transaction that is required to use an Independent Appraiser in determining the fairness of the Affiliated Transaction which the fairness of the transactions needs to be announced to the public. The Company has received the fairness value for this Transactions based on the Appraisal Report from KJPP Iskandar and Rekan No. 00064/2.0118-00/BS/02/0596/1/III/2026 dated 31 March 2026 on the Fairness Opinion Report on the Transaction Plan on the Utilization of Construction Services Provided by MMS to SCM and MTI (Controlled Companies of the Company) ("**Appraiser's Report**").*

Moreover, the Company is obliged to announce Information Disclosure to the public and submit the Appraisal Report along with other supporting documents to OJK no later than 2 (two) business days after the date of the Transactions as referred to Article 4 of POJK 42/2020.

URAIAN MENGENAI TRANSAKSI-TRANSAKSI

DESCRIPTION OF THE TRANSACTIONS

Keterangan Mengenai Pihak-Pihak yang Terlibat

Information Regarding the Parties Involved

1. SCM

SCM, yang berdomisili di Jakarta Selatan, adalah perseroan terbatas yang didirikan berdasarkan Akta Anggaran Dasar No. 12 tanggal 27 Januari 2010, yang dibuat di hadapan Ny. Ety Roswitha Moelia, S.H., Notaris di Jakarta, yang telah memperoleh pengesahan dari Menkumham berdasarkan Surat Keputusan No. AHU-08010.AH.01.01.TAHUN 2010 tanggal 15 Februari 2010.

1. SCM

SCM, domiciled in South Jakarta, is a limited liability company established based on the Deed of Articles of Association No. 12 dated 27 January 2010, made before Ny. Ety Roswitha Moelia, S.H., Notary in Jakarta, which has been ratified by the MOLHR by virtue of its Decree No. AHU-08010.AH.01.01.TAHUN 2010 dated 15 February 2010.

Anggaran Dasar SCM telah mengalami beberapa kali perubahan, sebagaimana diubah terakhir kali berdasarkan Akta Pernyataan Keputusan Sirkuler Pemegang Saham Sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 16 tanggal 5 April 2023 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, sebagaimana telah diberitahukan kepada Menkumham berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0049562 tanggal 5 April 2023.

SCM's Articles of Association have been amended several times, as lastly amended by the Deed of Statement of Shareholders Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 16 dated 5 April 2023 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of the Amendment to the Articles of Association No. AHU-AH.01.03-0049562 dated 5 April 2023.

Berdasarkan Pasal 3 Anggaran Dasar SCM, maksud dan tujuan SCM ialah bergerak di bidang Pertambangan Bijih Nikel (07295) dan Aktivitas Telekomunikasi Khusus untuk Keperluan Sendiri (61992).

Based on Article 3 of the Articles of Association of SCM, the purpose and objective of SCM are to engage in the field of Nickel Ore Mining (07295) and Special Telecommunications Activities for Own Use (61992).

Untuk mencapai maksud dan tujuan tersebut di atas, SCM dapat melaksanakan usaha sebagai berikut:

To achieve the above-mentioned purpose and objective, SCM can perform the activities as follows:

- a. pertambangan bijih nikel; dan
- b. penyelenggaraan telekomunikasi yang khusus digunakan untuk keperluan sendiri dalam hal pengembangan hobi dan latihan diri.

- a. nickel ore mining; and
- b. the provision of telecommunications specifically for its own use in the development of hobbies and self-training.

Struktur Permodalan dan Susunan Pemegang Saham SCM

Berdasarkan Akta Pernyataan Keputusan Pemegang Saham No. 102 tanggal 26 Oktober 2018 yang dibuat di hadapan Humberg Lie, S.H., S.E., M.Kn., Notaris di Jakarta Utara, yang telah (i) memperoleh persetujuan dari Menkumham berdasarkan Keputusan No. AHU-0024766.AH.01.02.Tahun 2018; (ii) diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-01261994; dan (iii) diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.03-0261995, seluruhnya tanggal 8 November 2018 *juncto* Akta Pernyataan Keputusan Pemegang Saham No. 100 tanggal 26 Maret 2019, yang dibuat di hadapan Humberg Lie, S.H., S.E., M.Kn., Notaris di Jakarta Utara, yang telah diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0184503 dan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.03-0184506, keduanya tertanggal 2 April 2019 *juncto* Akta Pernyataan Keputusan Sirkuler Pemegang Saham Sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 53 tanggal 20 Maret 2023 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0042850 dan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0102415, keduanya tertanggal 20 Maret 2023, struktur permodalan dan susunan pemegang saham SCM adalah sebagai berikut:

Capital Structure and Shareholders' Composition of SCM

Based on the Deed of Statement of Shareholders' Resolution No. 102 dated 26 October 2018 made before Humberg Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has (i) obtained the approval from the MOLHR under Decree No. AHU-0024766.AH.01.02.Tahun 2018; (ii) been notified to the MOLHR based on the Receipt of Notification on Amendment of Articles of Association No. AHU-AH.01.03-01261994; and (iii) been notified to the MOLHR based on the Receipt of Notification on Change of Company's Data, all dated 8 November 2018 juncto the Deed of Statement of Shareholders Resolutions No. 100 dated 26 March 2019, made before Humberg Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0184503 and the Receipt of Notification of the Change of Company's Data AHU-AH.01.03-0184506, both dated 2 April 2019 juncto the Deed of Statement of Shareholders Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 53 dated 20 March 2023, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOLHR based on the Receipt of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0042850 and the Receipt of Notification of the Change of Company's Data No. AHU-AH.01.09-0102415, both dated 20 March 2023, the capital structure and share ownership composition of SCM are as follows:

No.	Nama Pemegang Saham / Shareholders' Name	Nilai Nominal per saham (Rp) / Nominal Value per share (IDR)		
		Seri A / Series A		922,500
		Seri B / Series B		1,158,500
		Jumlah Saham / Number of Shares	Nilai Nominal (Rp) / Nominal Value (IDR)	%
A.	Modal Dasar / Authorized Capital	1,000,000	1,124,752,000,000	
	- Seri A / Series A	143,000	131,917,500,000	
	- Seri B / Series B	857,000	992,834,500,000	
B.	Modal Ditempatkan dan Disetor / Issued and Paid-up Capital			
1.	PT Merdeka Industri Mineral ("MIN")			51.00
	Seri A / Series A	72,930	67,277,925,000	
	Seri B / Series B	168,300	194,975,550,000	
2.	HT Asia Industry Limited			49.00
	Seri A / Series A	70,070	64,639,575,000	
	Seri B / Series B	161,700	187,329,450,000	
Jumlah Modal Ditempatkan dan Disetor Penuh / Total of Issued and Fully Paid-up Capital		473,000	514,222,500,000	100.00

Saham dalam Portepel/ <i>Portfolio Shares</i>	527,000	610,529,500,000	-
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Susunan Dewan Komisaris dan Direksi SCM

Berdasarkan Akta Pernyataan Keputusan Sirkuler Sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 56 tanggal 22 November 2024, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada Menkum berdasarkan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0279153 tanggal 22 November 2024, susunan Dewan Komisaris dan Direksi SCM adalah sebagai berikut:

Dewan Komisaris/ Board of Commissioners

Presiden Komisaris / *President Commissioner*
 Komisaris/ *Commissioner*
 Komisaris/ *Commissioner*
 Komisaris/ *Commissioner*
 Komisaris/ *Commissioner*

Composition of the Board of Commissioners and the Board of Directors of SCM

According to the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 56 dated 22 November 2024, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified to the MOL based on the Receipt of Notification of Change of the Company's Data No. AHU-AH.01.09-0279153 dated 22 November 2024, the composition of the Board of Commissioners and Board of Directors of SCM are as follows:

: Xiang, Jinyu
 : I Ketut Pradipta Wirabudi
 : Lin, Jiqun
 : Wang, Renhui
 : Santoso Kartono

Direksi/ Board of Directors

Presiden Direktur / *President Director*
 Direktur/ *Director*
 Direktur/ *Director*
 Direktur/ *Director*
 Direktur/ *Director*

: Adi Adriansyah Sjoekri
 : Boyke Poerbaya Abidin
 : Shi, Hongchao
 : Wu, Huadi
 : Zhang, Fan

2. MTI

MTI, yang berdomisili di Jakarta Selatan, adalah perseroan terbatas yang didirikan berdasarkan Akta Pendirian No. 40 tanggal 18 Maret 2021, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, di mana akta tersebut telah memperoleh pengesahan dari Menkumham berdasarkan Surat Keputusan No. AHU-0019293.AH.01.01.TAHUN 2021 tertanggal 18 Maret 2021.

Anggaran Dasar MTI telah mengalami beberapa kali perubahan, sebagaimana diubah terakhir kali berdasarkan Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 50 tanggal 21 November 2024 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada Menkum berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0212930 dan Surat Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0278399, yang keduanya tertanggal 21 November 2024 ("**Akta 50/2024**").

Berdasarkan Pasal 3 Anggaran Dasar MTI, maksud dan tujuan MTI adalah bergerak dalam bidang industri kimia dasar anorganik lainnya; industri besi dan baja dasar (*iron and steel making*); industri pembuatan logam dasar mulia; industri pembuatan logam dasar bukan besi, dan penyelenggaraan telekomunikasi khusus untuk keperluan sendiri.

2. MTI

MTI, domiciled in South Jakarta, is a limited liability company established based on the Deed of Establishment No. 40 dated 18 March 2021, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by the MOLHR based on its Decree No. AHU-0019293.AH.01.01.TAHUN 2021 dated 18 March 2021.

*MTI's Articles of Association have been amended several times, as lastly amended by the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 50 dated 21 November 2024 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified by the MOL based on the Receipt of Notification of the Amendment to the Articles of Association No. AHU-AH.01.03-0212930 and Receipt of Notification of Change of the Company's Data No. AHU-AH.01.09-0278399, both dated 21 November 2024 ("**Deed 50/2024**").*

Based on Article 3 of the Articles of Association of MTI, the purpose and objective of MTI are to engage in inorganic basic chemical industry; the iron and steel making industry; the base metal making industry; the non-ferrous base metal making industry, and the provision of telecommunications specifically for its own use.

Untuk mencapai maksud dan tujuan tersebut di atas, MTI dapat melaksanakan kegiatan usaha sebagai berikut:

- a. Industri Kimia Dasar Anorganik Lainnya (KBLI 20114)
Menjalankan usaha industri kimia dasar anorganik lainnya yang menghasilkan bahan kimia seperti fosfor dengan turunannya, belerang dengan turunannya, nitrogen dengan turunannya, dan industri kimia dasar yang menghasilkan senyawa halogen dengan turunannya, logam kecuali alkali, senyawa oksida kecuali pigmen. Termasuk industri bahan baku untuk bahan peledak, termasuk menjalankan usaha industri kimia dasar anorganik yang menghasilkan bahan kimia melalui pembangunan dan pengoperasian proyek (Proyek) yang meliputi pabrik *sulphide roast*, pabrik penghancur, penggiling dan pengapung (CGF), pabrik *chloridising roast*, pabrik penyaring asam bertekanan tinggi (HPAL), dan pabrik ekstraksi atau penyaring metal (secara keseluruhan, Pabrik-Pabrik) dan infrastruktur yang diperlukan lainnya;
- b. Industri Besi dan Baja Dasar (*Iron and Steel Making*) (KBLI 24101)
Menjalankan usaha pembuatan besi dan baja dalam bentuk dasar, seperti pellet bijih besi, besi spons, besi kasar (*pig iron*) dan pembuatan besi dan baja dalam bentuk baja kasar seperti *ingot* baja, *billet* baja, baja *bloom*, dan baja *slab*. Termasuk juga pembuatan besi dan baja paduan. Termasuk kegiatan tungku pembakar, *steel converter*, pabrik penggulungan dan *finishing*; produksi besi kasar dalam bentuk dasar seperti balok; produksi besi campuran; produksi produk besi yang direduksi langsung dari bijih besi dan produk besi berongga lainnya; produksi besi dari hasil pemurnian dengan proses elektrolisis dan proses kimia lainnya; produksi butir besi dan bubuk besi; produksi baja batangan (*ingot*) atau bentuk dasar lainnya; peleburan kembali ingot sisaan besi atau baja; dan produksi baja setengah jadi;
- c. Industri Pembuatan Logam Dasar Mulia (KBLI 24201)
Menjalankan usaha pemurnian, peleburan, pepaduan dan penuangan logam mulia dalam bentuk dasar (*ingot, billet, slab, batang, pellet, block, sheet, pig*, paduan dan bubuk) seperti ingot perak, ingot emas, pellet platina, dan sebagainya;
- d. Industri Pembuatan Logam Dasar Bukan Besi (KBLI 24202)
Menjalankan usaha pemurnian, peleburan, pepaduan dan penuangan logam-logam bukan besi dalam bentuk dasar (*ingot, billet, slab, batang, pellet, block, sheet, pig*, paduan dan bubuk) seperti *ingot* kuningan, *ingot* aluminium, *ingot* seng, ingot tembaga, *ingot* timah, *billet* kuningan, *billet* aluminium, *slab* kuningan, *slab* aluminium, batang (*rod*) kuningan, batang aluminium, *pellet* kuningan,

To achieve the above-mentioned purpose and objective, MTI may conduct business activities as follows:

- a. *Other Basic Inorganic Chemical Industries (KBLI 20114)*
Running the business of other basic inorganic chemical industries that produce chemicals such as phosphorus with its derivatives, sulfur with its derivatives, nitrogen with its derivatives, and basic chemical industries that produce halogen compound and their derivatives, metal except alkali metal, oxide compounds except pigments. Including the raw material industry for explosives, including carrying out the business of the inorganic basic chemical industry that produces chemicals through the construction and operation of projects which include sulphide roast plants, crushing, grinding, and flotation plants (CGF), chloridising roast plant, high pressure acid filter plants (HPAL), and metal extraction or filter plants (collectively, Plants) and other necessary infrastructure;
- b. *Iron and Steel Making Industry (KBLI 24101)*
Running the business of iron and steel manufacturing in basic forms, such as iron ore pellets, sponge iron, pig iron, and iron and steel manufacturing in the form of rough steel such as steel ingots, steel billets, bloom steel, and slab steel. Also includes the manufacture of iron and steel alloys. Includes furnace activities, steel converters, rolling and finishing plants; production of pig iron in basic forms such as blocks; production of mixed iron; production of iron products reduced directly from iron ore and other hollow iron products; production of iron refined by electrolysis and other chemical processes; production of iron grains and iron powder; production of steel ingots or other basic forms; remelting of iron or steel scrap ingots; and production of semi-finished steel;
- c. *Precious Base Metal Manufacturing Industry (KBLI 24201)*
Running the business of refining, smelting, alloying, and pouring precious metals in basic forms (ingot, billet, slab, bar, pellet, block, sheet, pig, alloy, and powder) such as silver ingot, gold ingot, platinum pellet, and others;
- d. *Non-ferrous Base Metal Manufacturing Industry (KBLI 24202)*
Running the business of refining, smelting, alloying, and pouring non-ferrous metals in basic forms (ingot, billet, slab, rod, pellet, block, sheet, pig, alloy, and powder) such as brass ingots, aluminium ingots, zinc ingots, copper ingots, tin ingots, brass billets, aluminium billets, brass slabs, aluminium slabs, brass rods, aluminium rods, brass pellets, aluminium pellets, bronze alloys, nickel alloys, and bearing metals as well as rare

pellet aluminium, paduan perunggu, paduan nikel dan logam anti gesekan (*bearing metal*) serta logam tanah jarang dan paduan logam tanah jarang (15 unsur lantanida ditambah unsur *scandium* dan *yttrium*); dan

- e. *Special Telecommunication Activities for Own Use (KBLI 61992)*
Menjalankan usaha penyelenggaraan telekomunikasi yang khusus digunakan untuk keperluan sendiri dalam hal pengembangan hobi dan latihan diri.

earth metal and rare earth alloys (15 lanthanide elements plus scandium and yttrium elements); and

- e. *Special Telecommunication Activities for Own Use (KBLI 61992)*
Running a telecommunications business that is specifically used for personal use in terms of hobby development and self-training.

Struktur Permodalan dan Susunan Pemegang Saham MTI

Berdasarkan Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 42 tanggal 10 Mei 2021 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah mendapat persetujuan dari Menkumham berdasarkan Surat Keputusan No. AHU-0028507.AH.01.02.TAHUN 2021 serta telah diberitahukan kepada Menkumham berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0301259 keduanya tertanggal 10 Mei 2021 *juncto* Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 33 tanggal 9 Maret 2022 yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah mendapat persetujuan dari Menkumham berdasarkan Surat Keputusan No. AHU-0016812.AH.01.02.TAHUN 2022 dan telah diberitahukan kepada Menkumham berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0154821 keduanya tertanggal 9 Maret 2022, struktur permodalan dan susunan kepemilikan saham MTI adalah sebagai berikut:

Capital Structure and Shareholders' Composition of MTI

Based on the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 42 dated 10 May 2021 made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR based on the Decree No. AHU-0028507.AH.01.02.TAHUN 2021 and has been notified to the MOLHR based on the Receipt of Notification of the Amendment to the Articles of Association No. AHU-AH.01.03-0301259 both dated 10 May 2021 juncto Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 33 dated 9 March 2022 made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOLHR based on the Decree No. AHU-0016812.AH.01.02.TAHUN 2022 and has been notified to the MOLHR based on the Receipt of Notification of the Amendment to the Articles of Association No. AHU-AH.01.03-0154821 both dated 9 March 2022, the capital structure and share ownership composition of MTI are as follows:

No.	Nama Pemegang Saham/ <i>Shareholders' Name</i>	Nilai Nominal Rp1.000.000 per saham/ <i>Nominal Value IDR1,000,000 per share</i>		
		Jumlah Saham/ <i>Number of Shares</i>	Nilai Nominal (Rp)/ <i>Nominal Value (IDR)</i>	%
A.	Modal Dasar/ Authorized Capital	1,260,000	1,260,000,000,000	
B.	Modal Ditempatkan dan Disetor / <i>Issued and Paid-up Capital</i>			
1.	PT Batutua Pelita Investama ("BPI")	1,008,000	1,008,000,000,000	80.00
2.	Wealthy Source Holding Limited	252,000	252,000,000,000	20.00
Jumlah Modal Ditempatkan dan Disetor Penuh / <i>Total of Issued and Fully Paid-up Capital</i>		1,260,000	1,260,000,000,000	100.00
Saham dalam Portepel/ <i>Portfolio Shares</i>		-	-	-

Susunan Dewan Komisaris dan Direksi MTI

Berdasarkan Akta 50/2024, susunan Dewan Komisaris dan Direksi MTI adalah sebagai berikut:

Dewan Komisaris / Board of Commissioners

Komisaris Utama / *President Commissioner*

Composition of the Board of Commissioners and the Board of Directors of MTI

According to the Deed 50/2024, the composition of MTI's Board of Commissioners and Board of Directors are as follows:

: Boyke Poerbaya Abidin

Komisaris / *Commissioner*
Komisaris / *Commissioner*
Komisaris / *Commissioner*

: Gavin Arnold Caudle
: Xin Zhi
: Renhui Wang

Direksi / Board of Directors

Direktur Utama / *President Director*
Direktur / *Director*
Direktur / *Director*
Direktur / *Director*
Direktur / *Director*

: Diaz Vatriando
: David Thomas Fowler
: Yinglin Wu
: Fan Zhang
: Cheng Li

3. MMS

MMS, yang berdomisili di Jakarta Selatan, adalah perseroan terbatas yang didirikan berdasarkan Akta Pendirian No. 114 tanggal 21 Desember 2017, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah memperoleh pengesahan dari Menkumham berdasarkan Surat Keputusan No. AHU-0058435.AH.01.01.TAHUN 2017 tanggal 22 Desember 2017.

Anggaran Dasar MMS telah mengalami beberapa kali perubahan sebagaimana diubah terakhir kali berdasarkan Akta Pernyataan Keputusan Sirkuler Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 38 tanggal 19 Desember 2025, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, sebagaimana telah disetujui oleh Menkum berdasarkan Keputusan No. AHU-0083918.AH.01.02.TAHUN 2025 dan telah diberitahukan kepada Menkum berdasarkan Penerimaan Pemberitahuan Perubahan Anggaran Dasar No. AHU-AH.01.03-0256016, keduanya tertanggal 19 Desember 2025 ("**Akta No. 38/2025**").

Berdasarkan ketentuan Pasal 3 Anggaran Dasar MMS, maksud dan tujuan Perseroan ialah berusaha dalam aktivitas jasa penunjang pertambangan aktivitas arsitektur dan keinsinyuran, konstruksi gedung, konstruksi, konstruksi khusus, konstruksi bangunan sipil, aktivitas konsultasi manajemen lainnya, instalasi mekanikal, konstruksi dan minyak dan gas, dan penyiapan lahan.

Untuk mencapai maksud dan tujuan tersebut di atas, MMS dapat melaksanakan kegiatan usaha sebagai berikut:

- a. Aktivitas Penunjang Pertambangan dan Penggalian lainnya (KBLI 09900)
Kelompok ini mencakup jasa penunjang atas dasar balas jasa atau kontrak yang dibutuhkan dalam kegiatan pertambangan, seperti jasa eksplorasi misalnya dengan cara tradisional seperti mengambil contoh bijih dan membuat observasi geologi, jasa pemompaan dan penyaluran hasil tambang dan jasa percobaan penggalian dan pengeboran ladang atau sumur tambang;
- b. Aktivitas Keinsinyuran dan Konsultasi Teknis YBDI (KBLI 71102)

3. MMS

MMS, domiciled in South Jakarta, is a limited liability company established based on the Deed of Establishment No. 114 dated 21 December 2017, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been ratified by MOLHR by virtue of its Decree No. AHU-0058435.AH.01.01.TAHUN 2017 dated 22 December 2017.

*MMS' Articles of Association have been amended several times, as lastly amended by the Deed of Statement of Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 38 dated 19 December 2025 which was made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been approved by the MOL based on its Decree No. AHU-0083918.AH.01.02.TAHUN 2025 and has been notified to the MOL based on the Receipt of Notification of Change of the Company's Articles of Association No. AHU-AH.01.03-0256016, both dated 19 December 2025 ("**Deed No. 38/2025**").*

According to Article 3 of the MMS' Articles of Association, the purposes and objectives of the Company are to conduct business in the mining support services activities, architectural and engineering activities, building construction, construction, special construction, civil building construction, other management consulting activities, mechanical installation, construction and oil and gas, and land preparation.

To achieve the abovementioned purposes and objectives, MMS can perform the main business activities as follows:

- a. *Other Mining and Quarrying Support Activities (KBLI 09900)*
This group includes support services based on fees or contracts that are required in mining activities, such as exploration services for example through traditional methods such as taking ore samples and making geological observations, pumping and distribution services for mining products and trial excavation and drilling services for mining fields or wells;
- b. *Engineering and Technical Consulting Activities Related (KBLI 71102)*

Kelompok ini mencakup kegiatan perancangan teknik dan konsultasi seperti permesinan, pabrik, dan proses industri. Proyek yang melibatkan teknik sipil, hidrolis, teknik lalu lintas; jasa nasihat dan konsultasi rekayasa teknis, jasa rekayasa konstruksi bangunan gedung hunian dan nonhunian, jasa rekayasa pekerjaan teknik sipil sumber daya air, jasa rekayasa untuk pekerjaan mekanikal dalam bangunan, jasa rekayasa bangunan fasilitas olahraga, jasa konsultasi teknik lingkungan, jasa konsultasi terkait konstruksi pekerjaan sistem kendali lalu lintas, jasa rekayasa konstruksi pembangkit jaringan transmisi, gardu induk, dan distribusi tenaga listrik serta jasa rekayasa untuk proses industrial, produksi dan fasilitas produksi, jasa rekayasa lainnya, perluasan dan realisasi proyek yang berhubungan dengan teknik listrik dan elektro, teknik pertambangan, teknik kimia, mekanik, teknik industri dan teknik sistem dan teknik keamanan; proyek manajemen air; dan kegiatan manajemen proyek dan jasa penyelidikan lapangan yang berkaitan dengan konstruksi; kegiatan perluasan proyek yang menggunakan AC, pendingin, kebersihan dan teknik pengontrolan polusi, teknik akustik dan lain-lain; kegiatan survei geofisika, geologi dan survei seismik atau gempa bumi termasuk jasa pembuatan prospektus dan jasa interpretasi geologi dan geofisika sektor konstruksi; kegiatan survei geodetik meliputi kegiatan survei batas dan tanah, survei hidrologi, survei keadaan di atas dan di bawah permukaan tanah dan kegiatan informasi spasial dan kartografi termasuk kegiatan pemetaan dan jasa pembuatan peta. Termasuk jasa rekayasa pekerjaan teknik sipil transportasi, jasa fasilitasi teknis prasarana dan sarana umum sektor konstruksi;

- c. Konstruksi Gedung Industri (KBLI 41013)
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan yang dipakai untuk industri, seperti gedung perindustrian/pabrik, gedung *workshop*/bengkel kerja, bangunan pabrik untuk pengelolaan dan pemrosesan bahan nuklir. Termasuk kegiatan perubahan dan renovasi gedung industri;
- d. Konstruksi Bangunan Sipil Jalan (KBLI 42101)
Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan jalan (raya, sedang, dan kecil), jalan bebas hambatan/jalan tol, dan jalan landasan terbang (pacu, taksi, dan parkir), dan lapangan penyimpanan peti kemas (*containers yard*). Termasuk kegiatan penunjang pembangunan, peningkatan, pemeliharaan konstruksi pagar/tembok penahan jalan. Tidak termasuk jalan layang;
- e. Konstruksi Bangunan Sipil Jembatan, Jalan Layang, *Fly Over*, dan *Underpass* (KBLI 42102)

This group includes engineering design and consulting activities such as machinery, plants, and industrial processes. Projects involving civil, hydraulics, traffic engineering; engineering advisory and consulting services, construction engineering services for residential and non-residential buildings, engineering services for water resources civil engineering works, engineering services for mechanical works in buildings, engineering services for sports facilities, environmental engineering consulting services, construction-related consulting services for traffic control systems, engineering services for the construction of power transmission, substation, and distribution networks and engineering services for industrial processes, production and production facilities, other engineering services, expansion and realization of projects related to electrical and electrical engineering, mining engineering, chemical engineering, mechanical engineering, industrial engineering and systems engineering and security engineering; water management projects; and project management activities and field investigation services related to construction; project expansion activities using air conditioning, refrigeration, hygiene and pollution control techniques, acoustic techniques and others; geophysical survey activities, geology and seismic or earthquake surveys including prospectus creation services and geological and geophysical interpretation services in the construction sector; geodetic survey activities including boundary and land survey activities, hydrological surveys, surveys of conditions above and below the ground surface and spatial information and cartographic activities including mapping activities and map making services. Including engineering services for transportation civil engineering works, technical facilitation services for public infrastructure and facilities in the construction sector;

- c. *Industrial Building Construction (KBLI 41013)*
This group includes the business activities of construction, maintenance, and/or rebuilding of buildings used for industry, such as industrial/factory buildings, workshop/workshop buildings, factory buildings for the management and processing of nuclear materials. Including industrial building alteration and renovation activities;
- d. *Civil Road Building Construction (KBLI 42101)*
This group includes the business activities of construction, maintenance, and/or rebuilding of road buildings (high, medium, and small), expressways/toll roads, and airstrip roads (runway, taxi, and parking), and container yards. Includes supporting activities for the construction, improvement, and maintenance of fence/retaining wall construction. Excludes overpasses;
- e. *Civil Bridge, Overpass, Flyover, and Underpass Building Construction (KBLI 42102)*

Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan jembatan (termasuk jembatan rel), jalan layang, *underpass*, dan *fly over*. Termasuk kegiatan pembangunan, peningkatan, pemeliharaan penunjang, pelengkap dan perlengkapan jembatan dan jalan layang, seperti pagar/tembok penahan, drainase jalan, marka jalan, dan rambu-rambu;

f. Konstruksi Bangunan Sipil Pertambangan (KBLI 42916)

Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali fasilitas eksplorasi dan operasi produksi pertambangan, termasuk pengendalian dampak lingkungan;

g. Jasa Pekerjaan Konstruksi Prapabrikasi Bangunan Sipil (KBLI 42930)

Kelompok ini mencakup kegiatan pemasangan bahan hasil produksi pabrik seperti beton pracetak, baja, plastik, karet, dan hasil produksi pabrik lainnya dengan metode pabrikasi, *erection*, dan/ atau perakitan untuk bangunan sipil;

h. Instalasi Mekanikal (KBLI 43291)

Kelompok ini mencakup kegiatan pemasangan dan pemeliharaan instalasi mekanikal alat angkut dan alat angkat pada bangunan gedung hunian dan non hunian serta bangunan sipil lainnya, seperti lift, tangga berjalan (*escalator*), ban berjalan (*conveyor*), jalan-tapak bergerak (*travellator*), gondola, dan pintu otomatis termasuk pekerjaan perlengkapan tangga keselamatan dari kebakaran;

i. Penyiapan Lahan (KBLI 43120)

Kelompok ini mencakup kegiatan penyiapan lahan untuk kegiatan konstruksi yang berikutnya, seperti pelaksanaan pembersihan dan pematangan lahan konstruksi, pembersihan semak belukar; pembukaan lahan/stabilisasi tanah, (penggalan membuat kemiringan, pengurukan, perataan lahan konstruksi, penggalan parit, pemindahan, penghancuran atau peledakan batu dan sebagainya); pelaksanaan pekerjaan tanah dan/atau tanah berbatu, penggalian, membuat kemiringan, perataan tanah dengan galian dan timbunan untuk konstruksi jalan (raya, sedang, dan kecil), jalan bebas hambatan, jalan rel kereta api, dan jalan landasan terbang (pacu, taksi, dan parkir), pabrik, pembangkit, transmisi, gardu induk, dan distribusi tenaga listrik, fasilitas produksi, serta bangunan gedung dan bangunan sipil lainnya; pemasangan, pemindahan, dan perlindungan utilitas, tes/uji dengan sondir dan bor, pemboran, ekstraksi material, dan penyelidikan lapangan/pengambilan contoh untuk keperluan konstruksi, geofisika, geologi atau keperluan sejenis; dan penyiapan lahan untuk fasilitas ketenaganukliran. Kegiatan penunjang penyiapan lahan seperti pemasangan fasilitas alat bantu konstruksi (pemasangan *sheet pile*, papan nama proyek,

This group includes the business activities in the construction, maintenance, and/or rebuilding of bridges (including rail bridges), overpasses, underpasses, and flyovers. Including construction, improvement, maintenance of supporting, complementary and equipment of bridges and flyovers, such as fences/retaining walls, road drainage, road markings, and signs;

f. *Civil Mining Building Construction (KBLI 42916)*

This group includes the business of construction, maintenance, and/or reconstruction of facilities for mining exploration and production operations, including environmental impact control;

g. *Prefabricated Civil Building Construction Services (KBLI 42930)*

This group includes activities involving the installing factory-produced materials such as precast concrete, steel, plastic, rubber, and other factory-produced products with fabrication, erection, and/or assembly methods for civil buildings;

h. *Mechanical Installation (KBLI 43291)*

This group includes activities related to the installation and maintenance of mechanical installation of conveyance and lifting equipment in residential and non-residential buildings and other civil buildings, such as elevators, escalators, conveyor belts, traveletors, gondolas, and automatic doors including fire safety ladder equipment work;

i. *Land Preparation (KBLI 43120)*

This group includes activities related to preparing land land preparation business activities for subsequent construction activities, such as the clearing and maturation of construction land, clearing shrubs; land clearing/soil stabilization, (excavation, sloping, backfilling, leveling of construction land, digging trenches, moving, crushing or blasting rocks and so on); execution of earthworks and/or rocky soil, excavation, grading, land leveling by excavation and embankment for construction of roads (high, medium, and small), expressways, railways, and airstrips (runways, taxiways, and parking lots), factories, power generation, transmission, substations, and distribution, production facilities, as well as buildings and other civil structures; installation, removal, and protection of utilities, tests/tests with sondirs and drills, boring, material extraction, and field investigation/sample taking for construction, geophysical, geological or similar purposes; and land preparation for nuclear facilities. Supporting activities for land preparation such as installation of construction equipment facilities (installation of sheet piles, project signboards, and culverts for cable installation, construction of offices, basecamps, directors' kits, warehouses, project workshops), re-measurement, construction/diversion of temporary roads, repair and maintenance of

dan gorong-gorong untuk pemasangan kabel, pekerjaan pembuatan kantor, *basecamp*, direksi kit, gudang, bengkel proyek), pengukuran kembali, pembuatan/pengalihan jalan sementara, perbaikan dan pemeliharaan jalan umum, *dewatering*/pengeringan, mobilisasi dan demobilisasi, dan pekerjaan sejenis lainnya;

- j. Instalasi Konstruksi Lainnya YTDL (KBLI 43299)

Kelompok ini mencakup kegiatan pemasangan instalasi gedung lainnya dan kegiatan pemasangan, pemeliharaan dan perbaikan instalasi bangunan sipil lainnya. Termasuk pemasangan dan pemeliharaan instalasi fasilitas pertambangan dan manufaktur seperti *loading and discharging stations, winding shafts, chemical plants, iron foundaries, blast furnaces dan coke oven*; pemasangan instalasi sistem pengolahan dan peralatan pemurnian air laut, air payau, air tawar menjadi air murni pada pembangkit listrik;

- k. Aktivitas Konsultasi Manajemen Lainnya (KBLI 70209)

Kelompok ini mencakup ketentuan bantuan nasihat, bimbingan dan operasional usaha dan permasalahan organisasi dan manajemen lainnya, seperti perencanaan strategi dan organisasi; keputusan berkaitan dengan keuangan; tujuan dan kebijakan pemasaran; perencanaan, praktik dan kebijakan sumber daya manusia; perencanaan penjadwalan dan pengontrolan produksi. Penyediaan jasa usaha ini dapat mencakup bantuan nasihat, bimbingan dan operasional berbagai fungsi manajemen, konsultasi manajemen oleh *agronomist* dan *agricultural economis* pada bidang pertanian dan sejenisnya, rancangan dari metode dan prosedur akuntansi, program akuntansi biaya, prosedur pengawasan anggaran belanja, pemberian nasihat dan bantuan untuk usaha dan pelayanan masyarakat dalam perencanaan, pengorganisasian, efisiensi dan pengawasan, informasi manajemen dan lain-lain. Termasuk jasa pelayanan studi investasi infrastruktur;

- l. Konstruksi Gedung Hunian (KBLI 41011)

Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan yang dipakai untuk hunian, seperti rumah tinggal, rumah tinggal sementara, rumah susun, apartemen dan kondominium. Termasuk pembangunan gedung untuk hunian yang dikerjakan oleh perusahaan real estat dengan tujuan untuk dijual dan kegiatan perubahan dan renovasi gedung hunian;

- m. Konstruksi Gedung Perkantoran (KBLI 41012)

Kelompok ini mencakup usaha pembangunan, pemeliharaan, dan/atau pembangunan kembali bangunan yang dipakai untuk gedung perkantoran, seperti kantor dan rumah kantor (*rukan*). Termasuk pembangunan gedung untuk perkantoran yang dikerjakan oleh

public roads, dewatering/drying, mobilization and demobilization, and other similar works;

- j. *Other Construction Installations N.E.C. (KBLI 43299)*

This group includes activities related to the building installation business activities and other civil building installation, maintenance and repair activities. Including installation and maintenance of mining and manufacturing facilities such as loading and discharging stations, winding shafts, chemical plants, iron foundaries, blast furnaces and coke ovens; installation of treatment systems and equipment for purifying seawater, brackish water, fresh water into pure water at power plants;

- k. *Other Management Consulting Activities (KBLI 70209)*

This group includes the provision of advisory assistance, guidance, and operational issues related to businesses and other organisational and management problems, such as strategic planning and organisation; financial decisions; marketing goals and policies; human resource planning, practices, and policies; scheduling and production control planning. The provision of these business services may include advisory assistance, guidance, and operations for various management functions, management consulting from agronomists and agricultural economists in the fields of agriculture and similar areas, the design of accounting methods and procedures, cost accounting programs, budget expenditure control procedures, and advisory and assistance services for businesses and community services in planning, organizing, efficiency, and supervision, management information, and more. This also includes services related to infrastructure investment studies;

- l. *Residential Building Construction (KBLI 41011)*

This group includes businesses engaged in the construction, maintenance, and/or reconstruction of buildings used for residential purposes, such as houses, temporary houses, flats, apartments, and condominiums. This includes the construction of residential buildings by real estate companies for sale and the alteration and renovation of residential buildings;

- m. *Office Building Construction (KBLI 41012)*

This group includes businesses engaged in the construction, maintenance, and/or reconstruction of buildings used for office buildings, such as offices and office houses (rukan). This includes the construction of office buildings by real estate

- perusahaan real estat dengan tujuan untuk dijual dan kegiatan perubahan dan renovasi gedung perkantoran; dan
- n. Instalasi Minyak dan Gas (KBLI 43223)
Kelompok ini mencakup kegiatan pemasangan dan pemeliharaan instalasi minyak dan gas pada bangunan gedung hunian dan non hunian serta bangunan sipil lainnya, pekerjaan inspeksi, dan perawatan fasilitas produksi minyak, gas, petrokimia dan panas bumi termasuk pekerjaan instalasi perpipaannya di darat maupun di bawah laut. Termasuk instalasi fasilitas produksi dan penyimpanan di darat dan di laut untuk minyak, gas, petrokimia dan panas bumi termasuk anjungan lepas pantai dan bawah laut.

companies for the purpose of sale and the alteration and renovation of office buildings; and

- n. *Oil and Gas Installation (KBLI 43223)*
This group includes the installation and maintenance of oil and gas installations in residential and non-residential buildings and other civil structures, inspection and maintenance of oil, gas, petrochemical and geothermal production facilities, including the installation of onshore and offshore pipelines. This includes the installation of onshore and offshore production and storage facilities for oil, gas, petrochemicals, and geothermal energy, including offshore platforms and subsea installations.

Struktur Permodalan dan Susunan Pemegang Saham MMS

Capital Structure and Shareholders Composition of MMS

Berdasarkan Akta No. 38/2025, struktur permodalan dan susunan pemegang saham MMS adalah sebagai berikut:

Based on the Deed No. 38/2025, the MMS' capital structure and shareholding composition are as follows:

No.	Nama Pemegang Saham/ Shareholders Name	Nilai Nominal Rp1.000.000 per saham/ Nominal Value of IDR1,000,000 per share		
		Jumlah Saham/ Number of Shares	Nilai Nominal (Rp)/ Nominal Value (IDR)	%
A.	Modal Dasar/ <i>Authorized Capital</i>	1,700,000	1,700,000,000,000	
B.	Modal Ditempatkan dan Disetor / <i>Issued and Paid-up Capital</i>			
1.	PT Merdeka Copper Gold Tbk ("MDKA")	475,947	475,947,000,000	99.99
2.	PT Mitra Daya Mustika	3	3,000,000	0.01
Jumlah Modal Ditempatkan dan Disetor Penuh/ <i>Total of Issued and Fully Paid-up Capital</i>		475,950	475,950,000,000	100.00
Saham dalam Portepel/ <i>Portfolio Shares</i>		1,224,050	1,224,050,000,000	-

Susunan Dewan Komisaris dan Direksi MMS

Composition of the Board of Commissioners and the Board of Directors of MMS

Berdasarkan Akta Pernyataan Keputusan Sirkuler Pemegang Saham sebagai Pengganti Rapat Umum Pemegang Saham Luar Biasa No. 58 tanggal 28 April 2023, yang dibuat di hadapan Darmawan Tjoa, S.H., S.E., Notaris di Jakarta, yang telah diberitahukan kepada Menkumham berdasarkan Penerimaan Pemberitahuan Perubahan Data Perseroan No. AHU-AH.01.09-0120740 tanggal 25 Mei 2023, susunan Dewan Komisaris dan Direksi MMS adalah sebagai berikut:

Based on the Deed of Statement of Shareholders Circular Resolutions in Lieu of Extraordinary General Meeting of Shareholders No. 58 dated 28 April 2023, made before Darmawan Tjoa, S.H., S.E., Notary in Jakarta, which has been notified by MOLHR based on Receipt of Notification of Change of the Company's Data No. AHU-AH.01.09-0120740 dated 25 May 2023, the composition of the Board of Commissioner and Board of Directors of MMS are as follows:

Dewan Komisaris/ *Board of Commissioner*

Komisaris/ *Commissioner*

: Adi Adriansyah Sjoekri

Direksi/ *Board of Directors*

Presiden Direktur / *President Director*
Direktur/ *Director*

: Priyadi

: Cahyono Seto

Nilai Transaksi-Transaksi dan Ruang Lingkup Perjanjian

Berdasarkan Perjanjian, MMS sepakat untuk memberikan kegiatan jasa konstruksi dan/atau pelaksanaan jasa yang relevan lainnya, dengan jangka waktu sejak tanggal berlakunya Perjanjian sampai dengan 2 (dua) tahun dan secara otomatis diperpanjang secara otomatis dengan periode 2 (dua) tahun sampai dengan dilakukan pengakhiran.

Perusahaan / Company	Nilai Perjanjian / Agreement Value (Rupiah/IDR)
SCM	2.817.830.734.586
MTI	510.720.462.150

Selanjutnya, Transaksi-Transaksi bukan merupakan transaksi material sebagaimana dimaksud dalam POJK 17/2020 karena nilai Transaksi-Transaksi tidak mencapai 20% (dua puluh persen) dari nilai ekuitas Perseroan berdasarkan Laporan Keuangan Konsolidasian Interim Perseroan dan entitas anak untuk periode sembilan bulan yang berakhir pada tanggal 30 September 2025 yang diaudit oleh Kantor Akuntan Publik Tanubrata Sutanto Fahmi Bambang & Rekan.

Sifat dan Hubungan Afiliasi dengan Perseroan

Adapun sifat hubungan Afiliasi antara SCM, MTI, dan MMS dengan Perseroan adalah sebagai berikut:

- SCM merupakan Perusahaan Terkendali Perseroan, yang sahamnya dimiliki oleh Perseroan secara tidak langsung melalui MIN sebesar 51,00% (lima puluh satu koma nol nol persen);
- MTI merupakan Perusahaan Terkendali Perseroan, yang sahamnya dimiliki oleh Perseroan secara tidak langsung melalui BPI sebesar 80,00% (delapan puluh koma nol nol persen); dan
- MMS dan Perseroan dikendalikan oleh MDKA dimana saham MMS dimiliki oleh MDKA secara langsung sebesar 99,99% (sembilan puluh sembilan koma sembilan sembilan persen) dan saham Perseroan dimiliki oleh MDKA secara tidak langsung melalui PT Merdeka Energi Nusantara sebesar 50,04% (lima puluh koma nol empat persen).

Transactions Value and Scope of the Agreement

Pursuant to the Agreement, MMS agreed to provide construction services and/or the implementation of other relevant services, with a term from the effective date of the Agreement for a period of 2 (two) years and automatically extended for 2 (two) years period until termination is made.

Furthermore, the Transactions is not considered a material transaction as referred to in POJK 17/2020 because the value of the Transactions does not reach 20% (twenty percent) of the Company's equity based on the Interim Consolidated Financial Statements of the Company and its subsidiaries for the nine-month period ended 30 September 2025 which were audited by Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan.

Nature and Affiliation Relationship with the Company

The nature of the Affiliation relationship between SCM, MTI, and MMS with the Company are as follows:

- SCM is a Controlled Company of the Company, with shares owned indirectly by the Company through MIN in the amount of 51.00% (fifty-one point zero zero percent);*
- MTI is a Controlled Company of the Company, with shares owned indirectly by the Company through BPI in the amount of 80.00% (eighty point zero zero percent); and*
- MMS and the Company are controlled by MDKA, in which MMS's shares are directly owned by MDKA in the amount of 99.99% (ninety-nine point nine nine percent) and the Company's shares are indirectly owned by MDKA through PT Merdeka Energi Nusantara in the amount of 50.04% (fifty-point zero four percent).*

RINGKASAN LAPORAN PENILAI

KJPP yang telah ditunjuk oleh Direksi Perseroan sebagai penilai independen sesuai dengan surat proposal No. 024.1/IDR/DO.2/Pr-FO/II/2026 tanggal 10 Februari 2026, telah diminta untuk memberikan penilaian atas dan memberikan pendapat atas kewajaran Transaksi-Transaksi.

Laporan Pendapat Kewajaran atas Transaksi-Transaksi

Berikut adalah ringkasan laporan pendapat kewajaran KJPP atas Transaksi-Transaksi sebagaimana dituangkan

SUMMARY OF APPRAISER'S REPORT

KJPP who has been appointed by the Company's Board of Directors as the independent appraiser in accordance with the proposal letter No. 024.1/IDR/DO.2/Pr-FO/II/2026 dated 10 February 2026 has been requested to provide an assessment of and provide an opinion of the Transactions' fairness.

Fairness Opinion Report on Transactions

The following is a summary of the KJPP's fairness opinion report of the Transactions as stated in its report No.

dalam laporannya No. 00064/2.0118-00/BS/02/0596/1/III/2026 tertanggal 31 Maret 2026:

00064/2.0118-00/BS/02/0596/1/III/2026 dated 31 March 2026:

a. Pihak-pihak yang Bertransaksi

Pihak-pihak yang bertransaksi adalah MMS sebagai pemberi jasa dan masing-masing SCM dan MTI sebagai pengguna jasa konstruksi.

a. Transacting Parties

The transacting parties are MMS as the service provider and each SCM and MTI as the construction service users.

b. Objek Penilaian

Objek penilaian adalah rencana transaksi penggunaan jasa konstruksi dari MMS oleh masing-masing SCM dan MTI.

b. Appraisal Object

Appraisal object is the transaction plan for the utilization of construction services provided by MMS to each SCM and MTI.

c. Maksud dan Tujuan Penilaian

Maksud penilaian adalah memberikan pendapat kewajaran atas rencana Transaksi-Transaksi untuk tujuan pelaksanaan rencana Transaksi-Transaksi.

c. Purpose and Objective of Appraisal

The purpose of the appraisal is to provide a fairness opinion on the Transactions plan for the purpose of implementing the Transactions plan.

d. Asumsi dan Kondisi Pembatas

1. Laporan Pendapat Kewajaran bersifat *non-disclaimer opinion*.
2. KJPP telah melakukan penelaahan atas dokumen-dokumen yang digunakan dalam proses penilaian.
3. Data dan informasi berasal dari sumber yang dapat dipercaya keakuratannya.
4. Proyeksi keuangan yang digunakan adalah proyeksi keuangan yang telah disesuaikan yang mencerminkan kewajaran proyeksi keuangan yang dibuat oleh manajemen dengan kemampuan pencapaiannya (*fiduciary duty*), jika penilaian menggunakan proyeksi keuangan.
5. KJPP bertanggung jawab atas pelaksanaan penilaian dan kewajaran proyeksi keuangan.
6. Laporan Penilai terbuka untuk publik kecuali informasi yang bersifat rahasia, yang dapat mempengaruhi operasional Perseroan.
7. KJPP bertanggung jawab atas Laporan Penilai dan kesimpulan nilai akhir.
8. KJPP memperoleh informasi atas status hukum Objek Penilaian dari Perseroan.
9. Asumsi-asumsi dan kondisi pembatas lainnya diungkapkan dalam Laporan Penilai.

d. Principal Limiting Assumptions and Conditions

1. *Appraisal report is a non-disclaimer opinion.*
2. *KJPP has reviewed the legal status of the documents used in the assessment process.*
3. *Data and information come from sources whose accuracy can be trusted.*
4. *The financial projections used are financial projections that have been adjusted to reflect the fairness of the financial projections made by management with their ability to achieve (fiduciary duty), if the assessment uses financial projections.*
5. *KJPP is responsible for the implementation of assessments and the fairness of financial projections.*
6. *The Appraiser's Report is publicly available save for any confidential information, which may affect the operation of the Company.*
7. *KJPP is responsible for the Appraiser's Report and final appraisal conclusion.*
8. *KJPP has obtained information on the legal status of the Appraisal Object from the Company.*
9. *Assumptions and other limiting conditions are disclosed in the Appraiser's Report.*

e. Pendekatan dan Metode

1. Melakukan analisis Transaksi-Transaksi.
2. Melakukan analisis kualitatif atas rencana Transaksi-Transaksi.
3. Melakukan analisis kuantitatif atas rencana Transaksi-Transaksi.
4. Melakukan analisis atas jaminan yang terkait dengan Transaksi-Transaksi.
5. Melakukan analisis kewajaran nilai Transaksi-Transaksi.
6. Melakukan analisis atas faktor lain yang relevan.

e. Approach and Method

1. *Conduct Transactions analysis.*
2. *Conduct qualitative analysis of the Transactions.*
3. *Conduct quantitative analysis of the Transactions.*
4. *Conduct collateral analysis related to the Transactions.*
5. *Conduct a fairness analysis of the Transactions value.*
6. *Conduct analysis of other relevant factors.*

f. Kesimpulan

Objek Transaksi-Transaksi adalah penggunaan jasa konstruksi dari MMS oleh masing-masing SCM dan MTI. Penggunaan jasa konstruksi dari MMS oleh masing-masing SCM dan MTI dilakukan untuk ruang lingkup umum, komersial, operasional, konstruksi, standar kualitas jasa, durasi pelaksanaan jasa, desain dan gambar, kegiatan jasa konstruksi dan/atau pelaksanaan jasa yang relevan lainnya.

Kewajaran nilai objek Transaksi-Transaksi dihitung berdasarkan analisis kelayakan dari penghematan arus kas bersih Perseroan dan entitas anak. Berdasarkan analisis kelayakan dari penghematan arus kas bersih Perseroan dan entitas anak menghasilkan NPV lebih besar dari nol, maka penggunaan jasa konstruksi dari MMS oleh masing-masing SCM dan MTI akan menguntungkan bagi Perseroan. Dengan demikian memberikan kesimpulan bahwa rencana nilai transaksi adalah wajar.

Hasil analisis atas dampak keuangan dari Transaksi-Transaksi yang akan dilakukan terhadap kepentingan pemegang saham memberikan kesimpulan bahwa dengan dilakukannya Transaksi-Transaksi akan meningkatkan laba yang dapat memberikan nilai tambah bagi Perseroan sejalan dengan kepentingan pemegang saham.

Hasil analisis atas pertimbangan bisnis dari manajemen terkait dengan Transaksi-Transaksi terhadap kepentingan pemegang saham adalah perencanaan proyek SCM dan MTI memerlukan bantuan jasa konstruksi MMS, dimana jasa tersebut dapat disediakan oleh MMS dan MMS memiliki komitmen jangka panjang terhadap keberhasilan operasional SCM dan MTI karena berada dalam satu grup sejalan dengan kepentingan pemegang saham.

Berdasarkan kesimpulan dari hasil analisis tersebut di atas, maka KJPP berpendapat bahwa transaksi adalah wajar.

f. Conclusion

The object of the Transactions is the utilization of construction services provided by MMS to each SCM and MTI. The utilization of these construction services by SCM and MTI covers general, commercial, and operational scopes, including construction activities, service quality standards, service execution duration, design and drawings, construction service activities, and/or the implementation of other relevant services.

The fairness of the Transactions value is determined based on a feasibility analysis of the net cash flow savings of the Company and its subsidiaries. Based on the feasibility analysis, the net cash flow savings of the Company and its subsidiaries generate a Net Present Value (NPV) greater than zero, therefore, the utilization of construction services provided by MMS to each SCM and MTI will be beneficial to the Company. Accordingly, it can be concluded that the proposed transaction value is fair.

The results of the analysis of the financial impact of the proposed Transactions on the interests of shareholders conclude that the Transactions will increase profits, thereby creating value for the Company in line with the interests of shareholders.

The result of the analysis of management's business considerations regarding the transactions in relation to the interests of the shareholders indicates that the project planning of SCM and MTI requires the support of construction services from MMS. Such services can be provided by MMS, and MMS has a long-term commitment to the operational success of SCM and MTI, as it operates within the same group and is therefore aligned with the interests of the shareholders.

Based on the conclusions from the results of the analysis above, we are of the opinion that the transaction is fair.

DAMPAK TRANSAKSI-TRANSAKSI TERHADAP KEADAAN KONDISI KEUANGAN PERSEROAN

THE EFFECT OF THE TRANSACTIONS ON THE COMPANY'S FINANCIAL CONDITION

Pengaruh Transaksi-Transaksi Pada Kondisi Keuangan Perseroan

The Effect of the Transactions on the Company's Financial Condition

Tabel di bawah ini menunjukkan ikhtisar mengenai kondisi keuangan Perseroan dan entitas anak Perseroan per tanggal 30 September 2025 sebelum dan sesudah melaksanakan Transaksi-Transaksi/ *The table below shows an overview of the financial condition of the Company and its subsidiaries as of 30 September 2025 before and after carrying out the Transactions:*

DESCRIPTION	UNIT	AUDITED 30 SEPTEMBER 2025	PROFORMA ADJUSTMENTS	PROFORMA 30 SEPTEMBER 2025
ASSETS				
CURRENT ASSETS				
Cash and cash in banks	USD	176,319,960	-	176,319,960
Trade receivables - third parties	USD	223,076,240	-	223,076,240
Trade receivables - related parties	USD	15,731,514	-	15,731,514
Other receivables - third parties	USD	4,559,726	-	4,559,726
Other receivables - related parties	USD	511,183	-	511,183
Inventories	USD	214,896,479	-	214,896,479
Advances and prepayments - current portion	USD	20,061,537	-	20,061,537
Derivative assets - current portion	USD	333,019	-	333,019
Loan to a related party	USD	11,458,333	-	11,458,333
Prepaid taxes - current portion	USD	23,728,636	-	23,728,636
Estimated claims for tax refund	USD	111,002,294	-	111,002,294
Total current assets	USD	801,678,921	-	801,678,921
NON-CURRENT ASSETS				
Advances and prepayments - non-current portion	USD	48,433,960	-	48,433,960
Advances of investments	USD	12,855,865	-	12,855,865
Investment in associates	USD	133,808,370	-	133,808,370
Right-of-use assets	USD	5,164,500	-	5,164,500
Property, plant and equipment	USD	1,754,649,704	199,553,429	1,954,203,133
Mining properties	USD	477,614,333	-	477,614,333
Goodwill	USD	358,694,581	-	358,694,581
Deferred tax assets	USD	1,538,466	-	1,538,466
Derivative assets - non-current portion	USD	508,334	-	508,334
Intangible assets	USD	1,401,101	-	1,401,101
Other non-current assets	USD	3,187,901	-	3,187,901
Total non-current assets	USD	2,797,857,115	199,553,429	2,997,410,544
TOTAL ASSETS	USD	3,599,536,036	199,553,429	3,799,089,465
LIABILITIES AND EQUITY				
LIABILITIES				
CURRENT LIABILITIES				
Trade payables				
- third parties	USD	101,928,218	-	101,928,218
- related parties	USD	12,248,102	199,553,429	211,801,531
Accrued expenses - current portion	USD	88,176,840	-	88,176,840
Taxes payable	USD	4,841,010	-	4,841,010
Dividends payables	USD	-	-	-
Contract liabilities	USD	2,515,546	-	2,515,546
Derivative liabilities - current portion	USD	1,955,159	-	1,955,159
Borrowings - current portion:				
- Bank loans and credit facility	USD	99,386,548	-	99,386,548
- Bonds payable	USD	192,715,493	-	192,715,493
- Sukuk	USD	52,348,170	-	52,348,170
- Lease liabilities	USD	1,719,998	-	1,719,998
Total current liabilities	USD	557,835,084	199,553,429	757,388,513
NON-CURRENT LIABILITIES				
Accrued expenses - non-current portion	USD	10,776,768	-	10,776,768
Borrowings - net of current portion:				
- Bank loans and credit facility	USD	-	-	-
- Loans from shareholder	USD	130,000,000	-	130,000,000
- Loans from shareholder of subsidiary	USD	24,681,300	-	24,681,300
- Lease liabilities	USD	971,976	-	971,976
- Bonds payable	USD	317,010,422	-	317,010,422
- Sukuk	USD	91,306,180	-	91,306,180
Deferred tax liabilities	USD	82,976,248	-	82,976,248
Post-employment benefits liability	USD	3,184,973	-	3,184,973
Provision for rehabilitation, reclamation and mine closure	USD	6,089,951	-	6,089,951
Derivative liabilities - non-current portion	USD	4,254,333	-	4,254,333
Total non-current liabilities	USD	671,252,151	-	671,252,151
TOTAL LIABILITIES	USD	1,229,087,235	199,553,429	1,428,640,664
EQUITY				
Equity attributable to owners of the parent entity				
Share capital	USD	739,792,644	-	739,792,644
Additional paid-in capital - net	USD	765,651,739	-	765,651,739
Difference in value from transactions with non-controlling interests	USD	(365,412)	-	(365,412)
Other comprehensive loss	USD	(799,045)	-	(799,045)
Retained earnings				
- Appropriated	USD	4,000	-	4,000
- Unappropriated	USD	75,312,763	-	75,312,763
Total equity attributable to owners of the parent entity	USD	1,579,596,689	-	1,579,596,689
Non-controlling interests	USD	790,852,112	-	790,852,112
TOTAL EQUITY	USD	2,370,448,801	-	2,370,448,801
TOTAL LIABILITIES AND EQUITY	USD	3,599,536,036	199,553,429	3,799,089,465

(*) Kurs yang digunakan adalah kurs tengah Bank Indonesia per tanggal 30 September 2025 sebesar Rp16.680/Dolar AS/*The exchange rate used is the middle rate of Bank Indonesia as of 30 September 2025 of Rp16,680/US Dollar.*

PENJELASAN, PERTIMBANGAN, DAN ALASAN DILAKUKANNYA TRANSAKSI AFILIASI DIBANDINGKAN DENGAN APABILA DILAKUKAN TRANSAKSI LAIN SEJENIS YANG TIDAK DILAKUKAN DENGAN PIHAK TERAFILIASI	DESCRIPTION, CONSIDERATIONS, AND REASONS FOR THE AFFILIATED TRANSACTION COMPARED WITH OTHER SIMILAR TRANSACTIONS WHICH ARE NOT PERFORMED WITH AFFILIATED PARTIES
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Dengan dilaksanakannya Transaksi-Transaksi, SCM dan MTI selaku Perusahaan Terkendali Perseroan dapat menjalankan kegiatan usahanya secara lebih efisien baik dari sisi biaya maupun operasional. MMS memiliki pengalaman serta kapabilitas yang relevan dalam penyediaan jasa konstruksi dan/atau pelaksanaan jasa terkait lainnya yang dibutuhkan oleh SCM dan MTI.

With the implementation of the Transactions, SCM and MTI as a Controlled Companies of the Company, is expected to conduct its business activities more efficiently, both in terms of cost and operations. MMS has the relevant experience and capabilities in providing construction services and/or other related provision services required by SCM and MTI.

Dengan mempertimbangkan aspek efisiensi, kesesuaian kompetensi, serta kebutuhan operasional SCM dan MTI, pelaksanaan Transaksi-Transaksi dengan MMS sebagai pihak terafiliasi dinilai lebih optimal dibandingkan dengan apabila Transaksi-Transaksi dilakukan dengan pihak tidak terafiliasi. Transaksi-Transaksi ini diharapkan dapat memberi dukungan dan bantuan kepada SCM dan MTI dalam kelangsungan kegiatan usahanya, sehingga menciptakan dampak positif bagi Perseroan, yang pada akhirnya menciptakan nilai tambah bagi para Pemegang Saham.

Taking into account efficiency aspects, suitability of expertise, and SCM's and MTI's operational needs, the implementation of the Transactions with MMS as the Company's affiliated party are considered more optimal compared to if similar Transactions were conducted with a non-affiliated party. These Transactions is expected to provide support and assistance to SCM and MTI in the continuity of its business activities, thereby creating a positive impact for the Company, which in turn will create added value for shareholders.

Transaksi-Transaksi juga telah melalui penilaian menggunakan prosedur internal dengan syarat dan ketentuan yang sama apabila Transaksi-Transaksi dilakukan dengan pihak yang tidak terafiliasi, sehingga syarat dan ketentuan atas Transaksi-Transaksi tersebut dilakukan sesuai dengan praktik bisnis yang berlaku umum. Lebih lanjut, Transaksi-Transaksi juga lebih efektif dan efisien apabila dilakukan antara pihak-pihak terafiliasi Perseroan.

The Transactions has also been assessed by internal procedures with using similar terms and conditions if the Transactions were conducted with a non-affiliated party, hence the terms and conditions of the Transactions are carried out by commonly accepted business practices. Furthermore, the Transactions is also more effective and efficient if it is carried out by the affiliated parties of the Company.

PERNYATAAN DEWAN KOMISARIS DAN DIREKSI PERSEROAN	STATEMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY
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Dewan Komisaris dan Direksi Perseroan baik secara sendiri-sendiri maupun bersama-sama menyatakan seluruh informasi material sehubungan dengan Transaksi-Transaksi telah diungkapkan dan informasi tersebut tidak menyesatkan dan Transaksi-Transaksi bukan merupakan Transaksi Benturan Kepentingan sebagaimana dimaksud dalam POJK 42/2020 serta bukan merupakan transaksi material sebagaimana dimaksud dalam POJK 17/2020 karena nilai Transaksi-Transaksi tidak mencapai 20% (dua puluh persen) dari nilai ekuitas Perseroan berdasarkan Laporan Keuangan Konsolidasian Perseroan dan entitas anak untuk periode sembilan bulan yang berakhir pada tanggal 30 September 2025 yang diaudit oleh Kantor Akuntan Publik Tanubrata Sutanto Fahmi Bambang & Rekan.

The Board of Commissioners and Board of Directors of the Company, either individually or jointly, state that all material information related to the Transactions has been disclosed and the information is not misleading and the Transactions is not considered a Conflict of Interest Transactions as referred to POJK 42/2020 and is not a material transaction as referred to POJK 17/2020 considering that the Transactions value does not reach 20% (twenty percent) of the Company's equity value in accordance with the Consolidated Financial Statements of the Company and its subsidiaries for the nine-month period ended 30 September 2025 which was audited by Tanubrata Sutanto Fahmi Bambang & Rekan as Public Accountant Firm.

Direksi Perseroan menyatakan bahwa Transaksi-Transaksi telah melalui prosedur yang dimiliki oleh Perseroan sebagaimana diwajibkan dalam POJK 42/2020 guna memastikan bahwa Transaksi Afiliasi setelah dilaksanakan sesuai dengan ketentuan

The Board of Directors of the Company stated that the Transactions was carried out in accordance with the procedures owned by the Company as required in POJK 42/2020 to ensure that Affiliated Transaction have been

peraturan yang berlaku dan praktik bisnis yang berlaku umum.

carried out in accordance with prevailing regulations and commonly accepted business practices.

INFORMASI TAMBAHAN**ADDITIONAL INFORMATION**

Apabila memerlukan informasi lebih lanjut dapat menghubungi Perseroan dengan alamat:

For further information, you can contact the Company at the following address:

PT Merdeka Battery Materials Tbk
Corporate Secretary

Treasury Tower, Lantai/ Floor 69th, District 8 SCBD Lot. 28
Jl. Jend. Sudirman Kav. 52-53, Senayan, Kebayoran Baru, Jakarta Selatan 12190, DKI Jakarta, Indonesia
Telepon/ Phone: (021) 39525581
Faksimile/ Facsimile: (021) 39525582
E-mail: corsec@merdekabattery.com
Situs Web/ Website: www.merdekabattery.com

Paraf/ Initial:

