

UNOFFICIAL TRANSLATION

1.	Date of Event	22 January 2021
2.	Type of Material Information or Fact	<ul style="list-style-type: none"> • PT Delta Dunia Makmur Tbk (“Company”) through its controlled subsidiary, PT Bukit Makmur Mandiri Utama (“BUMA”), intends to issue notes outside of the territory of the Republic of Indonesia and the United States with reference to the provisions of Rule 144A and Regulation S of US Securities Act of 1933 (“Rule 144A and Regulation S”), as amended, denominated in USD with a maximum amount of USD750,000,000 (seven hundred and fifty million United States Dollars) and the notes are planned to be listed on the Singapore Exchange Securities Trading Limited (“New Notes”) • Consent solicitation for 2022 Notes (as defined below) by BUMA, to the noteholders in the amount of USD350,000,000 (three hundred and fifty million United States Dollars) (“2022 Noteholders”) with a fixed interest of 7.75% per annum that will mature in 2022 (“2022 Notes”) (“Consent Solicitation”). • Cash tender offer for repurchase of the outstanding amount based on the 2022 Notes at the purchase price as detailed in the offering document for purchase (“Tender Offer”). • In relation with the Consent Solicitation and Tender Offer proposal, execution of the Dealer Manager Agreement dated 22 January 2021 by and between BUMA and J.P. Morgan (S.E.A.) Limited (“JP Morgan”) and UBS AG, Singapore Branch¹ (“UBS Singapore Branch”) as dealer managers.
3.	Description of Material Information or Facts	<ul style="list-style-type: none"> • The plan to issue the New Notes: <ol style="list-style-type: none"> i. BUMA will conduct a virtual roadshow on 22 January 2021 until 25 January 2021 or any other time as may be determined later on (“Roadshow”). ii. The exact terms on the principal amount, interest and other provisions of the New Notes will be determined after getting the Roadshow results and pricing, in accordance with the provisions of Rule 144A and Regulation S. iii. In relation with the issuance of New Notes, the Company has appointed JP Morgan and UBS Singapore Branch as joint bookrunners (“JBR”).

¹ UBS AG established under Swiss law with limited liability. UBS AG has a registered branch in Singapore (UEN S9-8FC5560C)

		<p>iv. Based on the Company's Consolidated Financial Statements as of December 31, 2019 which has been audited by the Public Accountant Firm Aria Kanaka & Rekan (an affiliate of Mazars) in report No. 00014/2.1011/AU.1/10/0101-2/1/II/2020 dated 18 February 2020 with an unmodified fairness opinion, in all material respects, the Company's total equity is USD280,570,979, hence the percentage of issuance of the New Notes to the Company's total equity is 267%. Therefore, the total value of the issuance of the New Notes exceeds 50% of the Company's total equity, hence the issuance of the New Notes requires prior approval from the Company's Shareholders as stipulated in the provisions of Article 6 paragraph 1 letter d of OJK Regulation Number 17/POJK.04/2020 on Material Transactions and Changes in Business Activities ("POJK 17/2020"). Approval from the Company's Shareholders has been obtained in the Extraordinary General Meeting of Shareholders dated 9 July 2020.</p> <ul style="list-style-type: none"> • Consent Solicitation Plan: <ul style="list-style-type: none"> i. BUMA has issued the 2022 Notes outside of the territory of the Republic of Indonesia and the United States with reference to the provisions of Rule 144A and Regulation S, as amended and updated from time to time, which has been listed in the Singapore Exchange Securities Trading Limited. ii. On 22 January 2021, BUMA has submitted the Consent Solicitation to the 2022 Noteholders to (i) change the terms and provisions under the 2022 Notes; and (iii) gave an incentive to the 2022 Noteholders that approved the changes to such provisions. The changes proposed were in relation with the covenants in the indenture, related to the Notes. iii. Such Consent Solicitation was announced in Singapore Exchange Securities Trading Limited. • Tender Offer Plan: <ul style="list-style-type: none"> i. On 22 January 2021, BUMA has launched its plan to carry out the Tender Offer for repurchasing the 2022 Notes. ii. Exercise of this Tender Offer was proposed to the 2022 Noteholders, from 22 January 2021 until 5 February 2021 at 17:00 New York time for the earlier tender offer and 24 February 2021 at 17:00 New York time for the expiration of the offering period if not terminated earlier. iii. The Tender Offer is planned to be financed using the proceeds from the offering of the New Notes.
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4.	The impact of the event, information or material facts on the operational, legal, financial condition or business continuity of the Company	<ul style="list-style-type: none"> • The Consent Solicitation, Tender Offer, and issuance of New Notes are not public offerings as referred to in Law No. 8 of 1995 on Capital Market or offers as referred to in the OJK Regulation No. 30/POJK.04/2019 on the Issuance of Debt Securities and/or Sukuk Made Without a Public Offering. • If the 2022 Noteholders Consent Solicitation is approved by the Noteholders, the changes will provide more flexibility to the Company.
5	Other notes	<ul style="list-style-type: none"> • After completing the Roadshow and pricing, BUMA and the JBR will sign a purchase agreement related to the New Notes. The Company further explains that the Company will conduct information disclosure to the public based on POJK 31/2015 and Regulation I-E no later than 2 (two) working days after signing the purchase agreement. • Furthermore, the Company will carry out the obligations of the provisions of Article 20 paragraph 1 and 2 of POJK 17/2020 to announce information regarding the party who purchased the New Notes, a summary of the independent appraiser's report on the fairness of the transaction value of the New Notes issuance to the public no later than 2 (two) working days after the issuance of New Notes, namely on the signing date of the indenture. • The Company will carry out the obligation to announce the completion of the Tender Offer and Consent Solicitation on time in accordance with POJK 31/2015 and Regulation I-E. • The exercise of the offering of New Notes will depend on the fulfillment of the Consent Solicitation terms and the outcome of the Tender Offer. • Matters proposed in the Consent Solicitation can only be carried out if the approval of the 2022 Noteholders is obtained. • The Consent Solicitation and Tender Offer are not material transactions as referred to in POJK 17/2020. • The Consent Solicitation, Tender Offer and issuance of New Notes, are not affiliated transactions as referred to in OJK Regulation No. 42/POJK.04/2020 on Affiliated Transactions and Certain Conflict of Interest Transactions.



PT Delta Dunia Makmur Tbk
Pacific Century Place 38/F, SCBD Lot 10
Jl. Jend. Sudirman Kav 52-53,
Jakarta 12190 - Indonesia

P +6221 3043 2080
F +6221 3043 2081
www.deltadunia.com

We convey this notification of information disclosure as compliance with POJK 31/2015 and Regulation I-E.

Jakarta, 22 January 2021

For and on behalf of
PT Delta Dunia Makmur Tbk.
Pacific Century Place 38th Floor, SCBD Lot 10,
Jl. Jend. Sudirman Kav. 52-53
Jakarta 12190, Indonesia
Phone: +62-21-3043-2080 Fax: +62-21-3043-2081
Email: ir@deltadunia.com website: www.deltadunia.com

This notification is not a public offering as referred to in Law No.8 of 1995 on Capital Market or an offer as referred to in OJK Regulation No. 30/POJK.04 / 2019 on the Issuance of Debt Securities and/or Sukuk Made Without a Public Offering, offers to sell securities from BUMA in the United States or in other jurisdictions. If an offer for New Notes is made, the offer will be made to qualified institutional buyers (QIBs) in accordance with Rule 144A from the U.S. Securities Act of 1933 (as amended) or Securities Act, or outside the United States under Regulation S of the Securities Act. The New Notes have not been or will not be registered under the Securities Act or other securities-related laws and regulations, and may not be offered or sold in the United States or to nationals of the United States without having or without being exempted from the requirements of the registration statement. Every public offering of debt securities made in the United States will be made with a prospectus, which will contain comprehensive information about BUMA and BUMA's management and financial statements, which will be obtained from BUMA or the securities holder's seller. No public offering of the New Notes will be made in the United States or in any other jurisdiction.