

**AMENDMENT AND/OR ADDITIONAL
DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF
PT DELTA DUNIA MAKMUR TBK ("COMPANY")
IN RELATION WITH THE COMPANY'S PLANS TO CONDUCT
REDUCTION OF ISSUED AND PAID-UP CAPITAL AND MESOP PROGRAM
THROUGH THE TRANSFER OF THE COMPANY'S TREASURY SHARES**

THIS DISCLOSURE OF INFORMATION IS AN AMENDMENT AND/OR ADDITIONAL TO THE DISCLOSURE OF INFORMATION THAT WAS PREVIOUSLY PUBLISHED ON MAY 15, 2024 (HEREINAFTER REFERRED TO AS "INFORMATION DISCLOSURE I").

THE CHANGES TO THIS DISCLOSURE OF INFORMATION ARE PRESENTED TO THE COMPANY'S SHAREHOLDERS FOR APPROVING THE COMPANY'S PLAN TO CARRY OUT (A) A REDUCTION OF ISSUED AND PAID UP CAPITAL BY CANCELING THE COMPANY'S TREASURY SHARES AS REFERRED TO THE PROVISION OF ARTICLE 47 PARAGRAPH (2) OF LAW NUMBER 40 OF 2007 CONCERNING LIMITED COMPANIES ("UUPT") AND (B) MANAGEMENT AND EMPLOYEE STOCK OWNERSHIP PROGRAM ("MESOP PROGRAM, OR LATER KNOWN AS LONG TERM SHARE PLAN OR LTSP") (HEREINAFTER BOTH COMPANY'S PLANS WILL BE REFERRED TO AS "TRANSACTION PLAN").

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THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS") TO APPROVE THE TRANSACTION PLAN WILL BE HELD IN JAKARTA ON JUNE 21, 2024.

ALL INFORMATION CONTAINED IN THE AMENDMENT AND/OR ADDITIONAL TO THIS INFORMATION DISCLOSURE IS ONLY A PROPOSAL THAT SUBJECT TO SHAREHOLDERS' APPROVAL AT THE COMPANY'S EGMS.

This Disclosure of Information is published in Jakarta on May 30, 2024.

BACKGROUND OF THE IMPLEMENTATION OF THE COMPANY'S SHARES REPURCHASE

As stated in Information Disclosure I, the Company has implemented a Share Repurchase program pursuant to the provisions of Financial Services Authority ("OJK") Regulation No. 2/POJK.04/2013 ("POJK 2/2013") and OJK Circular Letter No. 3/SEOJK.04/2020 ("SEOJK 3/2020"). The total shares that have been repurchased by the Company from the Share Repurchase activities amounting to 1,284,502,100 (one billion two hundred eighty-four million five hundred two thousand and one hundred) shares or representing 14.9% of the Company's total issued and paid-up capital ("Treasury Shares Phase 1").

Background Regarding Implementation of Treasury Shares Phase 1

No.	Date of Disclosure of Information	Date of Implementation Report of Treasury Shares Phase 1	Total Treasury Shares Phase 1 (share)
1	March 7, 2022 based on Letter No. 011/DOID/OJK-BEI/III/2022	June 8, 2022 based on Letter No. 081/DOID/OJK/VI/2022	597,489,700
2	September 7, 2022 based on Letter No. 108/DOID/OJK-BEI/IX/2022	December 8, 2022 based on Letter No. 189/DOID/OJK/XII/2022	114,210,300
3	January 24, 2023 based on Letter No. 007/DOID/OJK-BEI/I/2023	April 18, 2023 based on Letter No. 082/DOID/OJK/IV/2023	201,800,000
4	April 26, 2023 based on Letter No. 083/DOID/OJK-BEI/IV/2023	July 27, 2023 based on Letter No. 179/DOID/OJK/VII/2023	344,567,400
5	July 31, 2023 based on Letter No. 182/DOID/OJK-BEI/VII/2023	August 8, 2023 based on Letter No. 189/DOID/OJK/VIII/2023	26,434,700
Total Treasury Shares Phase 1			1,284,502,100

Regarding the Treasury Shares Phase 1, the Company has transferred the followings:

No.	Description	GMS Approval	Total Treasury Shares Phase 1 Transferred (share)	% of Issued and Paid-up Capital
1	The Transfer of Treasury Shares Phase 1 through MESOP Program (Long Term Share Plan/LTSP) Period 1	EGMS dated December 13, 2023	646,550,000	7.5%
2	The Transfer of Treasury Shares Phase 1 through Capital Reduction ("Capital Reduction 1") ¹	EGMS dated December 13, 2023, reaffirming at the EGMS dated April 18, 2024	422,384,800	4.9%
Remaining of Treasury Shares Phase 1			215,567,300	2.5%

¹ The process of Capital Reduction 1 is ongoing and it will be effective on June 21, 2024 as required in the provision of UUPT.

After the transfer of Treasury Shares Phase 1 through Capital Reduction 1 becomes effective on June 21, 2024 as required in the provision of UUPT and as referred in the above table, the Company's issued and paid-up capital, which initially amounted to 8,621,173,232 shares or 31.9% of the Company's authorized capital, will become 8,198,788,432 shares or 30.4% of the Company's authorized capital.

Furthermore, the Company's shareholders at the Extraordinary General Meeting of Shareholders held on April 18 2024 have approved the Company's plan to carry out a Share Repurchase pursuant to OJK Regulation No. 29 of 2023 concerning the Shares Repurchase Issued by Public Companies ("**POJK 29/2023**"), and as stated in the Deed of EGMS Minutes No. 35 dated 18 April 2024 made by Aulia Taufani S.H., Notary in South Jakarta ("**EGMS Resolution**"). The number of shares that have been approved to be repurchased by the Company is a maximum of 819,878,843 (eight hundred nineteen million eight hundred seventy-eight thousand eight hundred forty-three) shares (while still taking into account the remaining of Treasury Shares Phase 1). Pursuant to the provisions of UUPT and POJK 29/2023, public companies may repurchase their shares so long the share repurchase does not cause the Company's net assets to become smaller than the amount of issued capital plus the required reserves.

As of this Amendment and/or Additional Disclosure of Information is issued, the Company has carried out Share Repurchase based on the EGMS Resolution amounting to 199,222,700 shares ("**Treasury Shares Phase 2**"). The Company will continue the Share Repurchase up to the maximum threshold approved by the EGMS Resolution, amounting to 819,878,843 (eight hundred nineteen million eight hundred seventy-eight thousand eight hundred forty-three) shares.

INFORMATION REGARDING TRANSACTION PLAN

A. Description of the Plan for Reduction of Capital

Referring to the provisions of Article 47 paragraphs 1 and 2 of UUPT, it is stated that the reduction of issued and paid-up capital is carried out, among other things, by canceling shares that have been repurchased by the Company, and Article 21 point (b) of POJK 29/2023 states that the shares repurchased can be transferred, among other things, by canceling the shares for capital reduction. In view of the Company's tremendous cash flow and growth, as well as to increase shareholders value and simultaneously to produce a more efficient capital structure for the Company, the Company intends to reduce its issued and paid-up capital by canceling the Treasury Shares obtained from the share repurchased up to a maximum of 625,506,721 (six hundred twenty five million five hundred six thousand seven hundred and twenty one) shares ("**Capital Reduction 2**"), consisting of:

- Remaining of Treasury Shares Phase 1: 215,567,300 shares
- Treasury Shares Phase 2: 409,939,421 shares or representing 5% of the issued and paid-up capital after Capital Reduction 1

Capital Reduction 2 will be carried out immediately after obtaining EGMS approval, which will be held on June 21, 2024 and the numbers of Treasury Shares Phase 2 required for Capital Reduction 2 are fulfilled.

B. Description of the Plan for MESOP Program Period 2

Referring to the provisions of Article 21 point (c) of POJK 29/2023, it is stated that the shares repurchased can be transferred, among other things, by implementing a share ownership program by employees and/or the Board of Directors and/or the Board of Commissioners (the Board of Directors and the Board of Commissioners hereinafter jointly referred to as "Management"). Regarding Treasury Shares Phase 2, apart from implementing the Capital Reduction 2 as referred above, the Company also plans to transfer part of it for the MESOP Program Period 2.

The MESOP Program is a share ownership program offered to key employees, members of the Board of Directors and/or members of the Board of Commissioners of the Company and its subsidiaries who meet the requirements to participate in the Company's shares ownership ("**Program Participants**").

The Company believes that the improvement of the Company's growth and performance that has been achieved to date, are supported by hard work, contribution and joint commitment from the Management and employees of the Company and its subsidiaries. Therefore, in order to maximize the potential for sustainable business growth and optimize the employee's performance, the Company considers it necessary to carry out a retention program to retain the high-performing Management and employees.

The terms and conditions related to the implementation of MESOP Program Period 2, including but not limited to the mechanism, the requirements for Program Participants, the schedule and implementation period, procedures for transferring shares to Program Participants and other requirements, will be then determined by the Company's Board of Directors, with due observance to the proposals and/or feedbacks from the Company's Board of Commissioners who carries out the Nomination and Remuneration function, whilst complying with the applicable laws and regulations related to the implementation of MESOP Program Period 2. To maintain the shareholders' value, the Board of Directors shall determine the exercise price for the shares to be allocated in the MESOP Program Period 2 and shall determine the target price at which the shares can be sold, hence incentivizing all employees in achieving maximum shareholder value.

The implementation of MESOP Program Period 1 has been realized on April 4, 2024 as disclosed in the Disclosure of Information through the Company's Letter No. 031/DOID/OJK-BEI/IV/2024 dated 16 April, 2024, while the MESOP Program Period 2 will be carried out through the transfer of Treasury Shares Phase 2. Therefore, the implementation of MESOP Program Period 2 will not have a dilution effect on the shareholders ownership in the Company, because the shares that will be included in the MESOP Program Period 2 are not a new share issuance.

The number of shares that will be transferred in MESOP Program Period 2 is at a maximum of 409,939,422 (four hundred nine million nine hundred thirty nine thousand four hundred twenty two) shares, all of which come from the Treasury Shares Phase 2. MESOP Program Period 2 will be carried out after obtaining EGMS approval and the numbers of Treasury Shares Phase 2 required for MESOP Program Period 2 are fulfilled.

C. Proforma of Capital Structure After Transaction Plan

Description	Total Shares	Percentage of Authorized Capital	Percentage of Issued and Paid-up Capital
Authorized Capital	27,000,000,000	100.00%	
Issued and Paid-up Capital	8,621,173,232	31.93%	
Total Treasury Shares Phase 1	1,284,502,100		14.9%

Description	Total Shares	Percentage of Authorized Capital	Percentage of Issued and Paid-up Capital
Implementation of Treasury Shares Phase 1			
Realization of MESOP Program Period 1	646,550,000		7.5%
Realization of Capital Reduction 1 ¹	(422,384,800)		4.9%
Issued and Paid-up Capital (after Capital Reduction 1 becomes effective) ¹	8,198,788,432	30.37%	
Remaining of Treasury Shares Phase 1	215,567,300		2.5%
Transaction Plan (Implementation of Remaining Treasury Shares Phase 1 dan Treasury Shares Phase 2) ²			
Total Treasury Shares Phase 2	Maximum 819,878,843		Maximum 10%
Plan for Capital Reduction 2	(625,506,721)		2.5% ³ + 5.0% ⁴
Issued and Paid-up Capital (after Capital Reduction 2 becomes effective) ²	7,573,281,711	28.05%	
Plan for MESOP Program Period 2	409,939,422		5.0%
Remaining of Treasury Shares Phase 2	0		0

¹ The process of Capital Reduction 1 is ongoing and it will be effective on June 21, 2024 as required in the provision of UUPT.

² To be approved at EGMS.

³ Remaining of Treasury Shares Phase 1.

⁴ Treasury Shares Phase 2.

THE COMPANY'S EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

The Transaction Plan requires approval from the Company's shareholders. Therefore, the Company intends to obtain approval from shareholders at the Company's EGMS which will be held on Friday, June 21, 2024, with the following schedule:

Description	Date
Notification of EGMS schedule and agenda to OJK	May 6, 2024
EGMS Announcement	May 15, 2024
Recording Date	May 29, 2024
EGMS Invitation	May 30, 2024
Holding EGMS	June 21, 2024
Reduction of Capital Announcement	June 22-28, 2024
Approval of Amendments to the Articles of Association from the Ministry of Law and Human Rights	August 21-27, 2024

The requirements for attendance and voting quorum at the EGMS based on the Company's articles of association are as follows:

- a. The EGMS to approve the plan for Capital Reduction 2 must be attended by shareholders representing at least 2/3 of the total shares with valid voting rights issued by the Company and the EGMS resolution must be approved by more than 2/3 of the total shares with voting rights present at the EGMS.
- b. The EGMS to approve the plan for MESOP Program Period 2 must be attended by shareholders representing more than 1/2 of the total shares with voting rights who are present or represented and the EGMS resolution must be approved by more than 1/2 of the total shares with voting rights who attended the EGMS.

SUPPLEMENTAL INFORMATION

For shareholders who need supplemental information regarding the above explanations, please contact:

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