



**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF  
PT BUMA INTERNASIONAL GRUP TBK (THE "COMPANY")  
IN RELATION WITH THE COMPANY'S PLANS TO CONDUCT  
CAPITAL REDUCTION AND MESOP PROGRAM  
THROUGH THE TRANSFER OF THE COMPANY'S TREASURY SHARES**

THIS DISCLOSURE OF INFORMATION IS PROVIDED TO THE COMPANY'S SHAREHOLDERS TO APPROVE THE COMPANY'S PLAN TO CARRY OUT (A) A CAPITAL REDUCTION BY CANCELING THE COMPANY'S TREASURY SHARES AS REFERRED TO THE PROVISION OF ARTICLE 47 PARAGRAPH (2) OF LAW NO. 40 OF 2007 CONCERNING LIMITED LIABILITIES COMPANIES ( THE "COMPANY LAW") AND (B) MANAGEMENT AND EMPLOYEE STOCK OWNERSHIP PROGRAM ("MESOP PROGRAM, OR LATER KNOWN AS LONG TERM SHARE PLAN OR LTSP") (HEREINAFTER BOTH PLANS WILL BE REFERRED TO AS THE "TRANSACTION PLANS").

THIS DISCLOSURE OF INFORMATION IS IMPORTANT FOR THE COMPANY'S SHAREHOLDERS TO READ AND CONSIDER REGARDING THE TRANSACTION PLANS.



PT BUMA Internasional Grup Tbk



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**Business Activities**

Services, Mining, Trading, Development and/or Construction, Holding Activities

**Domiciled in South Jakarta, Indonesia**

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THE BOARD OF DIRECTORS AND COMMISSIONERS OF THE COMPANY, INDIVIDUALLY OR COLLECTIVELY, ARE HEREBY FULLY RESPONSIBLE FOR TRUTHFULNESS AND COMPLETENESS OF ALL INFORMATION OR MATERIAL FACTS DISCLOSED IN THIS DISCLOSURE OF INFORMATION, AND REAFFIRM THAT AFTER THOROUGH REVIEW AND TO THE BEST OF THEIR KNOWLEDGE AND UNDERSTANDING, THAT THE MATERIAL INFORMATION CONTAINED WITHIN IS TRUTHFUL, AND THERE IS NO OTHER MATERIAL FACT THAT HAVE NOT BEEN DISCLOSED OR OMITTED TO THE EXTENT IT CAUSES THE INFORMATION PROVIDED BECOMES INACCURATE OR MISLEADING.

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS") TO APPROVE THE TRANSACTION PLANS WILL BE HELD IN JAKARTA ON 24 JUNE 2026.

ALL INFORMATION CONTAINED IN THIS DISCLOSURE OF INFORMATION IS ONLY A PROPOSAL THAT SUBJECT TO SHAREHOLDERS' APPROVAL AT THE COMPANY'S EGMS.

This Disclosure of Information is published in Jakarta on 18 May 2026

## BACKGROUND OF THE IMPLEMENTATION OF THE COMPANY'S SHARE REPURCHASE

Since 2022, the Company has implemented a share repurchase program in accordance with the provisions of the Financial Services Authority ("OJK") Regulations and the Company Law. The shares that have been repurchased are hereinafter referred to as "Treasury Shares."

During the 2022–2025 period, the Company repurchased a total of 1,981,153,800 (one billion nine hundred eighty-one million one hundred fifty-three thousand and eight hundred) Treasury Shares. Of that amount, 970,166,100 (nine hundred seventy million one hundred sixty-six thousand and one hundred) Treasury Shares were transferred in connection with the Capital Reductions Phase 1 and Phase 2. Following those transfers, the Company's total issued and fully paid-up share capital currently stands at 7,651,007,132 (seven billion six hundred fifty-one million seven thousand one hundred and thirty-two) shares, equivalent to 28.34% of the Company's authorized capital. In addition, 717,150,000 (seven hundred seventeen million one hundred and fifty thousand) Treasury Shares were transferred under MESOP Program Phase I. Accordingly, the remaining Treasury Shares currently held by the Company amounted to 293,837,700 (two hundred ninety-three million eight hundred thirty-seven thousand and seven hundred) shares.

At the Extraordinary General Meeting of Shareholders planned to be held on 24 June 2026, the Company intends to seek shareholders' approval for the implementation of Share Repurchase in accordance with the Financial Services Authority Regulation ("OJK") No. 29 of 2023 concerning Share Buybacks by Public Companies ("POJK 29/2023") ("**Share Repurchase Plan**"). The maximum number of shares proposed to be repurchased is 320,769,300 (three hundred twenty million seven hundred sixty-nine thousand and three hundred) shares, while taking into account the remaining existing Treasury Shares.

## INFORMATION REGARDING TRANSACTION PLAN

### A. Description of the Plan for Reduction of Capital

Pursuant to the provisions of Article 47 paragraphs 1 and 2 of the Company Law, 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 order to increase the 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 up to 293,837,700 (two hundred ninety-three million eight hundred thirty-seven thousand and seven hundred) Treasury Shares ("**Capital Reduction Phase 3**"), all of which are derived from the remaining existing Treasury Shares.

Capital Reduction Phase 3 will be implemented following EGMS approval, which will be held on 24 June 2026. Upon approval and implementation of Capital Reduction Phase 3 in accordance with the EGMS resolution, the Company's issued and fully paid-up capital will be reduced to 7,357,169,432 (seven billion three hundred fifty-seven million one hundred sixty-nine thousand four hundred and thirty-two) shares, equivalent to 27.25% of the Company's authorized capital. Such change in capital shall remain in compliance with Article 33 of the Company Law and the Company's Articles of Association.

### B. Description of the Plan for MESOP Program

Pursuant 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, through 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 collectively referred to as "**Management**"). In addition to the Capital Reduction described on item A, the Company proposes to allocate a portion of its repurchased shares to Program MESOP ("**MESOP Phase 2**").

The MESOP Program is a share ownership scheme offered to eligible key employees, members of the Board of Directors and/or members of the Board of Commissioners of the Company and its subsidiaries ("**Program Participants**") in accordance with eligibility criteria and other terms determined by the Company. The Program is intended to enhance the long-term engagement and incentives of Program Participants, and support the Company's performance achievement, while observing the principles of good corporate governance.

As a form of appreciation for the contributions and commitment of the management and employees of the Company Group, the Company considers it necessary to implement a retention program that can retain high-performing management and employees, in order to maximize the potential for sustainable business growth and optimize employee performance.

The terms and conditions related to the implementation of MESOP Phase 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 Phase 2. To maintain the shareholders' value, the Board of Directors shall determine the exercise price for the shares to be allocated in the MESOP Phase 2 and shall determine the target price at which the shares can be sold, hence incentivizing all employees in achieving maximum shareholder value.

The number of shares proposed to be transferred under MESOP Phase 2 is a maximum number of Treasury Shares owned by the Company, which may comprise the Company's existing Treasury Shares and/or shares resulting from the Share Repurchase Plan whose approval to be sought at the EGMS on 24 June 2026. Accordingly, Therefore, the implementation of the MESOP Phase 2 will not have a dilution impact on the share ownership of the Company's existing shareholders, because the shares to be allocated to the MESOP Phase 2 do not constitute the issuance of new shares. MESOP Phase 2 will be implemented following EGMS approval and once the required number of Treasury Shares for the program is available.

### C. Proforma for Capital Structure After Capital Reduction Phase 3

Description	Rupiah	Shares	%
Authorized Capital	1,350,000,000,000	27,000,000,000	100.00%
Issued and Fully Paid-up Capital (after the Capital Reduction Phase 1)	409,939,421,600	8,198,788,432	30.37%
Issued and Fully Paid-up Capital (after the Capital Reduction Phase 2)	382,550,356,600	7,651,007,132	28.34%
Issued and Fully Paid-up Capital (after the Capital Reduction Phase 3)	367,858,471,600	7,357,169,432	27.25%

### THE COMPANY'S 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 Wednesday, 24 June 2026, with the following schedule:

Description	Date
Notification of EGMS schedule and agenda to OJK	7 May 2026
EGMS Announcement (with the Disclosure of Information)	18 May 2026
List of Shareholders entitled to attend the EGMS (Recording Date)	1 June 2026
EGMS Invitation	2 June 2026
Holding EGMS	24 June 2026

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 Phase 3 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.

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- 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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