

MATERIAL TRANSACTION DISCLOSURE INFORMATION

PT PERTAMINA GEOTHERMAL ENERGY TBK

THIS INFORMATION DISCLOSURE IS PREPARED IN CONNECTION WITH THE ISSUANCE OF GLOBAL GREEN BONDS IN THE AMOUNT OF USD400,000,000 5.15% DUE 2028 (THE "NOTES") BY PT PERTAMINA GEOTHERMAL ENERGY TBK, A LIMITED LIABILITY COMPANY ESTABLISHED UNDER THE LAWS OF THE REPUBLIC OF INDONESIA (THE "COMPANY"). THIS INFORMATION DISCLOSURE IS PREPARED IN ORDER TO COMPLY WITH THE PROVISIONS OF ARTICLE 6 PARAGRAPH (3) LETTER (A) OF OJK REG. 17/2020 (AS DEFINED BELOW) RELATED TO THE IMPLEMENTATION OF MATERIAL TRANSACTIONS ON THE ISSUANCE OF NOTES BY THE COMPANY.

IT IS IMPORTANT THAT THE INFORMATION AS STATED IN THIS INFORMATION DISCLOSURE IS READ CAREFULLY BY THE SHAREHOLDERS OF THE COMPANY.

IF YOU HAVE DIFFICULTY UNDERSTANDING THE INFORMATION AS STATED IN THIS INFORMATION DISCLOSURE, YOU SHOULD CONSULT A SECURITIES BROKER, INVESTMENT MANAGER, LEGAL ADVISOR, PUBLIC ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.



Main Business Activities:

Carrying out business in the geothermal sector from the upstream and/or downstream side as well as other business activities related to business activities in the geothermal sector

Domiciled in Central Jakarta, Indonesia

Head Office:

Grha Pertamina – Tower Pertamina 7th Floor
Jl. Medan Merdeka Timur No. 11-13
Gambir, Central Jakarta 10110, Indonesia
Phone: +62 21 3983 3222 / Fax: +62 21 3983 3230
Email: datapge@pertamina.com; Website:
<https://www.pge.pertamina.com>

Geothermal Working Area:

On the date this Information Disclosure was published, the Company had 13 Geothermal Working Areas (*Wilayah Kerja Panas Bumi* or "WKP"), 8 WKPs in self-operation areas in Kamojang (the same WKP as Darajat), Lahendong, Sibayak, Ulubelu, Karaha, Lumut Balai, Sungai Penuh and Hululais, 4 WKPs contracted through Joint Operation Contract (*Kerja Sama Operasi* or "KOB") in Darajat (the same WKP as Kamojang), Salak, Pangalengan, Gunung Sibual-buali, and Bedugul, as well as 1 WKP owned through a Subsidiary in Seulawah

THE COMPANY'S BOARD OF DIRECTORS CONVEYED THE INFORMATION HEREUNDER WITH THE INTENTION OF PROVIDING A MORE COMPLETE INFORMATION AND PICTURE TO THE COMPANY'S SHAREHOLDERS REGARDING THE TRANSACTION AS PART OF THE COMPANY'S COMPLIANCE WITH OJK REG. 17/2020.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, SEVERALLY OR JOINTLY, DECLARE FULL RESPONSIBILITY FOR THE TRUTH AND COMPLETENESS OF ALL INFORMATION OR MATERIAL FACTS AS DISCLOSED IN THIS INFORMATION DISCLOSURE, AND CONFIRM THAT AFTER CONDUCTING CAREFUL RESEARCH AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, CONFIRM THAT THE MATERIAL INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE IS TRUE AND THERE ARE NO OTHER MATERIAL FACTS THAT ARE NOT DISCLOSED OR OMITTED SO AS TO CAUSE THE INFORMATION PROVIDED IN THIS INFORMATION DISCLOSURE TO BE INCORRECT AND/OR MISLEADING.

THE NOTES WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") AND ARE NOT OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT UNDER THE EXEMPTION FROM, OR IN TRANSACTIONS NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF RULE 144A AND REGULATION S OF THE SECURITIES ACT. NO PUBLIC OFFERING WILL BE MADE WITHIN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE THE OFFERING IS RESTRICTED, PROHIBITED OR OTHERWISE UNLAWFUL.

THE NOTES ARE NOT OFFERED THROUGH A PUBLIC OFFERING UNDER THE CAPITAL MARKET LAW (AS DEFINED BELOW) AND ITS IMPLEMENTING REGULATIONS. THE NOTES ARE ISSUED WITHOUT GOING THROUGH A PUBLIC OFFERING OUTSIDE THE TERRITORY OF INDONESIA AND ARE NOT OFFERED TO INDONESIAN INVESTORS, WHETHER INDIVIDUALS, INSTITUTIONS OR OTHER LEGAL FORMS, SO IT IS NOT REQUIRED TO COMPLY WITH THE PROVISIONS IN OJK REG. 30/2019 (AS DEFINED BELOW) AS CONFIRMED IN OJK LETTER NO. S-161/2020 (AS DEFINED BELOW).

THE BAHASA INDONESIA VERSION OF THIS DISCLOSURE SHALL BE CONTROLLING FOR ALL PURPOSES. FOR THE AVOIDANCE OF DOUBT, WHERE THERE ARE INCONSISTENCIES BETWEEN THE ENGLISH VERSION AND THE BAHASA INDONESIA VERSION, THE BAHASA INDONESIA VERSION SHALL PREVAIL.

This Information Disclosure is published on 28 April 2023

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CHAPTER I - DEFINITIONS

Chartered Accountant means KAP Purwanto, Sungkoro & Surja (a member firm of Ernst & Young Global Limited) who carries out an audit of the Company's Consolidated Financial Statements as of 31 December 2022 (as defined below).

Indenture means the Indenture dated 27 April 2023 made by and between the Company and The Bank of New York Mellon as the trustee.

Information Disclosure means this information disclosure submitted to the Company's Shareholders in order to comply with OJK Reg. 17/2020.

The Company's Consolidated Financial Statements as of 31 December 2022 means the Company's consolidated financial statements for the period ended on 31 December 2022, which have been audited by the Chartered Accountant.

MOLHR means the Minister of Law and Human Rights of the Republic of Indonesia.

OJK or Financial Services Authority (*Otoritas Jasa Keuangan*) means an independent state institution, which has the functions, duties, and authority to regulate, supervise, inspect, and investigate as defined in Article 1 number 1 of Law No. 21 of 2011 on the Financial Services Authority *jo*. Constitutional Court of the Republic of Indonesia Decision in Case No. 25/PUU-XII/2014 announced on 4 August 2015, as amended under Law No. 4 of 2023 on the Development and Strengthening of the Financial Sector (*Undang-Undang Pengembangan dan Penguatan Sektor Keuangan* or **P2SK Law**).

Independent Appraiser means the Public Appraisal Service Office (*Kantor Jasa Penilai Publik* or **KJPP**) of Ihot Dollar & Raymond, an independent appraiser registered with OJK who provides a fairness opinion on the Transaction.

Syndicated Facility Agreement 2021 means the Facility Agreement dated 23 June 2021 between the Company and the Mandated Lead Arrangers, Initial Syndicated Creditors and PT Bank Mandiri (Persero) Tbk as the Facility Agent.

Company means PT Pertamina Geothermal Energy Tbk, an IDX listed public company, which is established and operated under the laws of the Republic of Indonesia, having its address at Grha Pertamina – Tower Pertamina 7th Floor, Jl. Medan Merdeka Timur No. 11-13, Gambir, Central Jakarta 10110, Indonesia.

OJK Reg. 17/2020 means OJK Regulation No. 17/POJK.04/2020 on Material Transactions and Changes in Business Activities.

OJK Reg. 30/2019 means OJK Regulation No. 30/POJK.04/2019 on Issuance of Debt Securities and/or Sukuk without Public Offering.

OJK Reg. 42/2020 means OJK Regulation No.42/POJK.04/2020 on Affiliate Transactions and Conflict of Interest Transactions.

GR 31/2003 means Government Regulation No. 31 of 2003 on the Transfer of the Form of the State Oil and Gas Mining Company (Pertamina) to a State Owned Company.

Rp means Rupiah, which is the legal currency of the Republic of Indonesia.

SGX-ST means Singapore Exchange Securities Trading Limited, the Stock Exchange in Singapore.

OJK Letter No. S-161/2020 means the Letter of the Chief Executive of Capital Market Supervisor of the Financial Services Authority No. S-161/D.04/2020 dated 12 June 2020 on the Implementation of OJK Reg. 30/POJK.04/2019 on Issuance of Debt Securities and/or Sukuk without Public Offering outside the territory of Indonesia, addressed to Capital Market Industry Practitioners.

Notes means *green bonds* in the amount of USD400,000,000 (four hundred million United States Dollars) with a fixed interest rate of 5.15% (five point one five percent) per annum and maturing on 27 April 2028, issued by the Company.

Transaction means the issuance of the Notes by the Company.

U.S. Securities Act means the U.S. Securities Act of 1933 (as amended from time to time).

USD means United States Dollar, which is the legal currency of the United States.

Capital Market Law means Law No. 8 of 1995 on Capital Market, as partly amended by P2SK Law.

CHAPTER II - SUMMARY

In order to comply with Article 6 paragraph (3) letter (A) of OJK Reg. 17/2020, the Board of Directors of the Company announces this Information Disclosure in order to provide information to the public and also for the benefit of the Company's shareholders, in order to provide detailed information that the Company has offered and issued the Notes outside Indonesia and is listed on SGX-ST in reliance upon Rule 144A and Regulation S of the U.S Securities Act.

The Notes are not offered through a Public Offering as defined in the Capital Market Law and are not listed on the Indonesia Stock Exchange. The issuance of the Notes is carried out without going through a public offering outside the territory of Indonesia and is not offered to Indonesian investors, whether individuals, institutions or other legal forms, so it is not required to comply with the provisions in OJK Reg. 30/2019 as confirmed in OJK Letter No. S-161/2020.

The total value of the Transaction is USD400,000,000 (four hundred million United States Dollars). Based on the Company's Consolidated Financial Statements as of 31 December 2022 which have been audited by the Chartered Accountant with a fair opinion in all material respects, the Company's total equity is USD1,255,541,000 (one billion two hundred fifty-five million five hundred forty-one thousand United States Dollars). As such, the percentage of value of the Transactions to the Company's total equity is 31.86% (thirty one point eight six percent). Therefore, the total value of the Transaction exceeds 20% (twenty percent) but is not more than 50% (fifty percent) of the Company's total equity as of 31 December 2022, so that the Transaction does not require prior approval from the Company's shareholders as stipulated in OJK Reg. 17/2020. However, the Company is required to announce information on the Transaction as required in Article 6 paragraph (1) letter (b) and (c) *jis*. Article 6 paragraph (3) letter (a) and Article 27 paragraph (1) of OJK Reg. 17/2020 to the public through the Company's website and the Indonesia Stock Exchange's website and submit proof of the announcement to OJK, including supporting documents no later than two (2) working days after the Transaction date, namely the date of issuance of the Notes and the signing of the agreement governing the Transaction, namely the Indenture.

The net proceeds from the issuance of the Notes will be used to refinance the Company's obligations under the 2021 Syndicated Facility Agreement. As of the date hereof, the remaining outstanding obligation of the Company under the Facilities Agreement is amounting to USD400,000,000. This use of proceeds meets the Eligibility Criteria that are set out in the Company's Green Financing Framework.

The issuance of the Notes is considered as **fair** in accordance with the Independent Appraiser's fairness opinion.

In connection with these matters, in accordance with the provisions of the prevailing laws and regulations, especially OJK Reg. 17/2020, the Board of Directors of the Company hereby announces this Information Disclosure in accordance with the procedures for implementing material transactions with a transaction value of more than 20% (twenty percent) but not more than 50% (fifty percent) of the Company's equity, with the aim of providing a more complete information and picture to the Company's shareholders regarding Transactions that have been carried out by the Company.

This Information Disclosure is a continuation of the information disclosure to the public that was made by the Company on 18 April 2023 with regards to the virtual roadshow and on 21 April 2023 on the completion of the virtual roadshow and pricing related to the issuance of the Notes.

CHAPTER III - DESCRIPTION OF MATERIAL TRANSACTIONS

1. OBJECT OF TRANSACTION

1.1 Structure of the Notes

The Company has issued Notes under the Indenture with the following structure:

| | | |
|---------------------------|---|--|
| Type | : | Debt securities in the form of green bonds. |
| Principal Amount | : | USD400,000,000. |
| Issue Price | : | 100%. |
| Ratings | : | Baa3 (Stable) by Moody's and BBB- (Stable) by Fitch. |
| Issuance Date | : | 27 April 2023. |
| Interest Rate | : | 5.15% per annum. |
| Interest Payment Period | : | 27 April and 27 October of each year; the payment starts on the date 27 October 2023. |
| Maturity | : | 5 (five) years from the Issuance Date, being 27 April 2028. |
| Security | : | The Notes are unsecured or unguaranteed. |
| Recording (listing venue) | : | SGX-ST. |
| Restriction | : | (i) The granting of security interest to secure certain future offshore debt securities issuances, and if there are any, they must be shared pari passu with the Notes. (ii) Consolidations, mergers, acquisitions that cause the Company to dissolve by law, or to no longer own all or substantially all of its material assets, will result in the successor company having to assume the Company's obligations under the Notes. |
| Offer Format | : | The Notes are issued by the Company outside Indonesia in reliance on Rule 144A and Regulation S of the U.S Securities Act. The Notes are not offered through a Public Offering as referred to in the Capital Market Law and are not listed on the Indonesia Stock Exchange. The Notes are carried out without going through a Public Offering outside the territory of Indonesia and are not offered to Indonesian investors, whether individuals, institutions or other Indonesian legal entities. As such it is not required to comply with the provisions in OJK Reg. 30/2019 as confirmed in OJK Letter No.S-161/2020. |
| Governing Law | : | Law of the State of New York, United States. |
| Trustee | : | The Bank of New York Mellon. |

In connection with the offer and sale of the Notes, the Company has prepared an offering document i.e. an Offering Circular dated 20 April 2023.

1.2 Use of Proceeds

The net proceeds of the issuance of the Notes shall be used by the Company to repay in full the remaining outstanding obligation of the Company under the 2021 Syndicated Facility Agreement. As on the date hereof, the remaining outstanding obligation of the Company under the 2021 Syndicated Facility Agreement amounts to USD400,000,000. This use of proceeds meets the Eligibility Criteria that are described in the Company's Green Financing Framework. The following is the description of the 2021 Syndicated Facility Agreement:

- Syndicated Creditors :
- Facility A: Australia and New Zealand Banking Group Limited Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, The Hongkong and Shanghai Banking Corporation Limited and United Overseas Bank Limited.

| | | |
|---|---|--|
| | | <ul style="list-style-type: none"> Facility B: MUFG Bank, LTD., Jakarta Branch, PT Bank BTPN Tbk, PT Bank HSBC Indonesia, PT Bank Mandiri (Persero) Tbk (affiliated) and PT Bank UOB Indonesia. |
| Loan Value | : | <ul style="list-style-type: none"> Facility A: USD290,000,000. Facility B: USD510,000,000. |
| Loan Balance as of the date hereof | : | <ul style="list-style-type: none"> Facility A: USD100,000.000. Facility B: USD300,000.000. |
| Interest Rate from the June 2021 period to the June 2022 period | : | <ul style="list-style-type: none"> Facility A: LIBOR + Margin 0.50% p.a. Facility B: LIBOR + Margin 0.60% p.a. |
| Interest Rate from the June 2022 period to the December 2022 period | : | <ul style="list-style-type: none"> Facility A: LIBOR + Margin 0.55% p.a. Facility B: LIBOR + Margin 0.65% p.a. |
| Interest Rate from the December 2022 period to the June 2023 period | : | <ul style="list-style-type: none"> Facility A: LIBOR + Margin 0.60% p.a. Facility B: LIBOR + Margin 0.70% p.a. |
| Maturity | : | 23 June 2023 |

2. TRANSACTION VALUE

Total Transaction value is USD400,000,000 (four hundred million United States Dollars). Based on the Company's Consolidated Financial Statements as of 31 December 2022 which have been audited by the Chartered Accountant with a fair opinion in all material respects, the Company's total equity is USD1,255,541,000 (one billion two hundred fifty-five million five hundred forty-one thousand United States Dollars), so that the percentage of the Transaction to the Company's total equity is USD1,255,541,000 (one billion two hundred fifty-five million five hundred forty-one thousand United States Dollars). As such, the percentage of the Transaction to the Company's total equity is Transactions 31.86% (thirty one point eight six percent).

Therefore, the total value of the Transaction exceeds 20% (twenty percent) but is not more than 50% (fifty percent) of the Company's total equity as of 31 December 2022, so that the Transaction does not require prior approval from the Company's shareholders as stipulated in OJK Reg. 17/2020. However, the Company is required to announce Transaction information as required in Article 6 paragraph (1) letter (b) and (c) *jis*. Article 6 paragraph (3) letter (a) and Article 27 paragraph (1) of OJK Reg. 17/2020 to the public through the Company's website and the Indonesia Stock Exchange website and submit proof of the announcement to OJK, including supporting documents no later than two (2) working days after the Transaction date, namely the date of issuance of the Notes and the signing of the agreement governing the Transaction, namely the Indenture.

3. PARTIES TO THE TRANSACTION

3.1 Issuer

The issuer of the Notes is the Company, a limited liability company that has been established in order to fulfil the mandate of GR 31/2003, based on Deed No. 10 dated 12 December 2006, drawn up before Marianne Vincentia Hamdani, S.H., Notary in North Jakarta, which has received approval from the MOLHR based on Decree No. W7-00089HT.01.01-TH.2007 dated 3 January 2007, and has been registered at the Company Registration Office of the Central Jakarta Administrative City under agenda No. 283/BH.09. 05/II/2007 dated 7 February 2007 and has been announced in the State Gazette of the Republic of Indonesia No. 29 dated 10 April 2007, Supplement No. 3467 (the **Deed of Establishment**). The Company's articles of association as stated in the Deed of Establishment have been amended several times, most recently amended by Deed No.42 dated 21 March 2023, drawn up before Ir. Nanette Cahyanie Handari Adi Warsito, SH., Notary in South Jakarta, which has been notified to, with a notification receipt obtained from, the MOLHR based on Letter No.AHU-AH.01.03-0053489 dated 12 April 2023 (**Deed No.42/2023**).

The Company, which is a publicly listed company, listed all of its shares on the Indonesia Stock Exchange on 24 February 2023, carrying out business in the geothermal sector from the upstream and/or downstream side as well as other business activities related to business activities in the geothermal sector.

The Company is an affiliate of PT Pertamina (Persero) and is the largest geothermal concession holder in Indonesia, in terms of overall installed capacity operated by the Company itself and by joint operating contract contractors (**JOC Contractors**). The Company has a good track record in the Company's area of business, namely the development and management of a Geothermal Power Plant (*Pembangkit Listrik Tenaga Panas Bumi* or PLTP) projects in various locations in Indonesia, each of which has a varying amount of installed capacity. On the date this Information Disclosure was published, the Company directly or indirectly owns the rights to 13 geothermal concessions, with a total installed capacity of 1,877MW, of which 672MW is operated alone and 1,205MW is operated by JOC Contractors.

On the date hereof, the composition of the members of the Board of Directors and Board of Commissioners of the Company is as described in Deed No. 9 dated 10 January 2023 drawn up before Marianne Vincentia Hamdani, S.H., Notary in North Jakarta, which has been notified to, with a report on receipt of notification from, the MOLHR based on Letter No.AHU-AH.01.09-0032273 dated 24 January 2023, and has been registered in the Company Register No.AHU-0014604.AH.01.11.Tahun 2023 dated 24 January 2023, which is as follows:

Board of Commissioners

President Commissioner/Independent Commissioner : Sarman Simanjorang
 Commissioner : Harris
 Independent Commissioner : Samsul Hidayat

Management

President Director : Ahmad Subarkah Yuniarto
 Director of Operations : Eko Agung Bramantyo
 Director of Exploration and Development : Rachmat Hidayat
 Chief Financial Officer : Nelwin Aldriansyah

Based on Deed No.42/2023 in conjunction with the Shareholder Register issued by PT Datindo Entrycom, the Company's Securities Administration Bureau, as of 21 March 2023, the capital structure and composition of the Company's shareholders are as follows:

| Information | Nominal Value Rp500 per Share | | |
|--|-------------------------------|-----------------------------------|----------------|
| | Number of Shares (Shares) | Amount of Notional Value (Rupiah) | Percentage (%) |
| Authorized Capital | 124.184.568.000 | 62.092.284.000.000 | - |
| 1. PT Pertamina Power Indonesia | 28.568.460.000 | 14.284.230.000.000 | 69.012 |
| 2. PT Pertamina Pedeve New Zealand | 2.477.682.000 | 1.238.841.000.000 | 5.985 |
| 3. Masdar Indonesia Solar Holdings RSC LIMITED | 6.209.421.300 | 3.104.710.650.000 | 15.000 |
| 4. Public | 4.140.578.700 | 2.070.289.350.000 | 10.002 |
| Issued and Paid-up Capital | 41.396.142.000 | 20.698.071.000.000 | 100,000 |
| Portfolio Shares | 82.788.426.000 | 41.394.213.000.000 | - |

3.2 Trustee

The Bank of New York Mellon has its address at 240 Greenwich Street, New York, New York 10286, the United States of America.

CHAPTER IV – EXPLANATION, CONSIDERATION, AND REASONS FOR CARRYING OUT THE MATERIAL TRANSACTION AND THE EFFECT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

1. CONSIDERATIONS, REASONS AND BENEFITS OF THE NOTES ISSUANCE TRANSACTION

This Transaction is required by the Company to maintain liquidity and working capital as well as repayment of part of the Company's debts. Furthermore, the following are the benefits that will be obtained by the Company by carrying out the Transaction:

- a. Proceeds from the issuance of the Notes will be used to repay (refinance) the Company's obligations under the 2021 Syndicated Facility Agreement. This arrangement allows the Company to extend the term of the Company's debt obligations with the more favorable terms and conditions, to increase cash flow and operational flexibility to support its future growth. Therefore, the Company will be able to have sound consolidated financial reports which, ultimately, may support the Company's business continuity.
- b. The 2021 Syndicated Facility Agreement bears interest at 3 months LIBOR plus a margin of 0.60% p.a. for facility A and 3 months LIBOR interest plus a margin of 0.70% p.a. for facility B. The 3-month LIBOR interest rate as of December 22, 2022 is 4.72%, so after adding the margin, the interest for facility A is 5.32% and facility B is 5.42%. When compared with the interest rate of the Notes, which is 5.15%, the Company may benefit over the difference in interest where the interest on the Notes is lower.
- c. The Company's internal cash funds that were initially allocated by the Company for payment of all or part of the Company's debt can be allocated for the development of the Company's business activities and working capital.
- d. By entering into the Transaction, the Company is able to maintain its liquidity and working capital as well as strengthening the Company's cash flow, so that it would make the Company's shares on the Indonesia Stock Exchange more attractive and liquid. If the Company's financial performance can increase, it would increase the share value for the Company's shareholders.
- e. Widening the Company's funding options through a combination of funding options from the issuance of debt securities and banking/syndicated loans in order to achieve long-term business growth potential that can support the economy and the Company's business strategy from time to time.

2. THE EFFECT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

Based on the Company's Consolidated Financial Statements as of 31 December 2022, the Issuer has a total debt of USD 945,308,000 with the following details:

| Loan | Amount Payable (as of 31 December 2022) in thousands of USD | Financial Report Page as of 31 December 2022 |
|--|---|--|
| Long-term loans that will mature in one year | 15,580 | Note 24j Appendix 5/86 |
| Lease liabilities that will mature in one year | 1,864 | Note 9 Appendix 5/57 |
| Short-term bank loans (syndicated facility agreement 2021) | 600,000* | Note 15 Appendix 5/61 |
| Long-term loans, minus the portion which matures in one year | 327,704 | Note 24j |

| | | |
|---|----------------|-------------------------|
| | | Appendix 5/86 |
| Rental liability, minus the portion which matures in one year | 160 | Note 9 Appendix 5/57 |
| Total | 945,308 | - |

* As of the date hereof, the remaining outstanding obligation of the Company is USD400,000,000.

However, as stated above, the Company will only refinance the amount of debt under the 2021 Syndicated Facility Agreement, which is USD400,000,000.

The Notes issuance will extend the maturity profile of the Company's debt because the funds received from the issuance of the Notes will be used to pay off some of the Company's debts, and the provisions in the Notes are expected to provide more flexibility to the Company in planning and running the business which will also have an impact on the development of the Company's business activities.

With the issuance of the Notes, the Company's liquidity and capability will increase so that the Company is able to finance the Company's growth in the future. Given the fixed interest rate of the Notes and the unamortized principal payments during the Notes' period, it is expected that the Company will be able to further maximize the use of funds in increasing profit growth which will also maximize the Company's value.

Below is an overview of the financial condition of the Company and subsidiaries both prior to and after the Transaction and the pro forma financial condition of the Company and subsidiaries after the Transaction, as well as a brief analysis of the condition and effect on the Company's pro forma consolidated financial statements as at 31 December 2022 after the Transaction:

- Total short-term liabilities decreased by USD400,000,000 due to the repayment of the 2021 Syndicated Facility Agreement on short-term liabilities. Total long-term liabilities increased by USD397,358,000 as a result of receipt of (net) proceeds of the Notes issue minus the expenses that will be amortized during the term of the Notes.
- Total cash and cash equivalents decreased by USD2,642,000 as a result of the expenses of the Notes issue.
- The issuance of the Notes amounting to USD400,000,000 impacted the Cash Ratio from 0.31x to 0.57x and the Current Ratio from 0.51x to 0.94x.

CHAPTER V - SUMMARY OF THE APPRAISER'S REPORT

As stipulated in OJK Reg. 17/2020, to ensure the Fairness of Transaction carried out by the Company, the Company has requested the Independent Appraiser, KJPP Ihot Dollar & Raymond, as independent appraisers registered with the OJK to provide a fairness opinion on the Transaction, in accordance with Appointment Letter No.006R2/III/FO/23/KJPPID&R dated 13 March 2023.

The following is a summary of the fairness opinion as presented in the Fairness Opinion Report on the Transaction Plan No. 0041/2.01.10-00/BS/02/0113/1/IV/2023 dated 27 April 2023.

1. IDENTITY OF THE PARTIES

- The Company as the issuer of the Notes.
- The Bank of New York Mellon as trustee and representative of the holder of the Notes.

2. OBJECT OF ASSESSMENT

To render a fairness opinion for the Company in relation to the issuance of the Notes.

Total Transaction value is USD400,000,000 (four hundred million United States Dollars). Based on the Company's Consolidated Financial Statements as of 31 December 2022 which have been audited by the Chartered Accountant with a fair opinion in all material respects, the Company's total equity is USD1,255,541,000 (one billion two hundred fifty-five million five hundred forty-one thousand United States Dollars), so that the percentage of the Transaction to the Company's total equity is USD1,255,541,000 (one billion two hundred fifty-five million five hundred forty-one thousand United States Dollars). As such, the percentage of the Transaction to the Company's total equity is 31.86% (thirty one point eight six percent).

3. PURPOSE OF ASSESSMENT

The purpose of the assessments is to render a fairness opinion for the Transaction. The objective of the assessments is to comply with the requirements under OJK Reg. 17/2020.

4. ASSUMPTIONS AND RESTRICTION CONDITIONS

- a) This Fairness Opinion is prepared based on market and economic conditions, general business and financial conditions, as well as the prevailing regulations on the issuance date of this Fairness Opinion.
- b) In preparing this Fairness Opinion, we have assumed that the fulfilment of all conditions and obligations of the Company and all parties involved in the Transaction will be carried out in accordance with a predetermined time period, as well as the accuracy of the information regarding the Transaction disclosed by the Company's management.
- c) We have also assumed that on the date of the Transaction there has not been any change that materially affects the assumptions used in the preparation of this Fairness Opinion.

5. ASSESSMENT APPROACH AND METHOD

1. Transaction Analysis.
2. Qualitative Analysis.
3. Quantitative Analysis.
4. Transaction Fairness Analysis.

6. FAIRNESS OPINION ON THE TRANSACTION

The following is a summary of the Fairness Analysis of the Transaction:

1. Analysis of the Fairness of Coupon and Yield Rates

Analysis of the fairness of this transaction is carried out by comparing the yield to maturity (YTM) at the time of issuance with the yield of comparable debt securities that have maturity dates ranging from 2027-2029.
2. Feasibility Analysis of Settlement of Debt Instruments

This Cash Flow Available For Debt Service (CFADS) analysis is carried out based on the Company's financial projections for Transactions during 2023-2028 to see available cash to meet principal and interest payment obligations from the issuance of Debt Instruments.
3. Analysis of the Overall Proforma Position of the Transaction

Analysis of the fairness of the entire Transaction by comparing the position of the Company's pro forma financial statements before the implementation of the Transaction and after the implementation of the Transaction.

Conclusion

Based on the considerations of qualitative and quantitative analysis of the Transaction, analysis of the fairness of the transaction and relevant factors in giving a Fairness Opinion on the Transaction, we are of the opinion that the Transaction conducted by the Company is **fair**.

CHAPTER VI – EXPLANATION OF THE PREMISES, ADDRESSES, TELEPHONE NUMBERS, AND EMAIL ADDRESSES THAT SHAREHOLDERS CAN CONTACT TO OBTAIN INFORMATION REGARDING THE MATERIAL TRANSACTION

For shareholders of the Company who require further information regarding the Transaction please contact:

PT PERTAMINA GEOTHERMAL ENERGY TBK

Head Office:

Grha Pertamina – Tower Pertamina 7th Floor
Jl. Medan Merdeka Timur No. 11-13
Gambir, Central Jakarta 10110, Indonesia
Phone: +62 21 3983 3222/Fax: +62 21 3983 3230

Email: datapge@pertamina.com; Website: <https://www.pge.pertamina.com>

CHAPTER VII – STATEMENT OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

- 1) This Material Transaction is not an affiliate party transaction and do not contain any Conflict of Interest as defined in OJK Reg. 42/2020.
- 2) The statements in the Information Disclosure submitted do not contain statements or information or facts that are false or misleading, and do contain all material information or facts necessary for investors to make decisions in connection with the Transaction.