

KETERBUKAAN INFORMASI PT SMARTFREN TELECOM TBK

Dalam rangka memenuhi Peraturan Otoritas Jasa Keuangan (“OJK”) No. 42/POJK.04/2020 Tahun 2020 tentang Transaksi Afiliasi dan Transaksi Benturan Kepentingan (“POJK 42/2020”) PT Smartfren Telecom Tbk (“Perseroan”) dengan ini menyampaikan keterbukaan informasi terkait transaksi afiliasi Perseroan.

DEFINISI

| | |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Afiliasi | : Afiliasi sebagaimana dimaksud dalam Pasal 1 butir (1) Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal sebagaimana diubah terakhir dengan Undang-Undang No. 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan |
| AGB | : Axiata Group Berhad |
| All | : Axiata Investment (Indonesia) Sdn. Bhd. |
| BMT | : PT Bali Media Telekomunikasi |
| Benturan Kepentingan | : berarti sebagaimana didefinisikan dalam Pasal 1 butir (4) POJK 42/2020. |

DISCLOSURE OF INFORMATION OF PT SMARTFREN TELECOM TBK

To comply with the Financial Services Authority (“Otoritas Jasa Keuangan” or “OJK”) Regulation No. 42/POJK.04/2020 of 2020 on Affiliated Transactions and Conflict of Interest Transactions (“POJK 42/2020”), PT Smartfren Telecom Tbk (the “Company”) hereby convey the disclosure of information on the Company’s affiliated transaction.

DEFINITIONS

| | |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Affiliate | : Affiliate has the same meaning as defined in Article 1 point (1) of the Law No. 8 of 1995 on Capital Market as amended lastly by Law No. 4 of 2023 on the Development and Strengthening of the Financial Sector |
| AGB | : Axiata Group Berhad |
| All | : Axiata Investment (Indonesia) Sdn. Bhd. |
| BMT | : PT Bali Media Telekomunikasi |
| Conflict of Interest | : means as defined under Article 1 point (4) of POJK 42/2020. |

| | | | |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| GND | : PT Global Nusa Data | GND | : PT Global Nusa Data |
| GTS | : PT Gerbangmas Tunggal Sejahtera | GTS | : PT Gerbangmas Tunggal Sejahtera |
| Keterbukaan Informasi | : Informasi-informasi sebagaimana tercantum dalam Keterbukaan Informasi ini dalam rangka pemenuhan POJK 42/2020 | Disclosure Information | : Information as provided in this Disclosure of Information in order to comply with POJK 42/2020 |
| KJPP RHR | : Kantor Jasa Penilai Publik Rengganis, Hamid & Rekan | KJPP RHR | : Kantor Jasa Penilai Publik Rengganis, Hamid & Rekan |
| KJPP RSR | : Kantor Jasa Penilai Publik Ruky, Safrudin & Rekan | KJPP RSR | : Kantor Jasa Penilai Publik Ruky, Safrudin & Rekan |
| OJK | : Otoritas Jasa Keuangan sebagaimana dimaksud dalam Undang-Undang No. 21 Tahun 2011 tentang Otoritas Jasa Keuangan sebagaimana beberapa kali terakhir dengan Undang-Undang No.4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan dan Putusan Mahkamah Konstitusi No. 59/PUU-XXI/2023 | OJK | : Financial Services Authority as defined in Law No. 21 of 2011 on Financial Services Authority as amended several times lastly by Law No. 4 of 2023 on Development and Strengthening of the Financial Sector and Constitutional Court Decision No. 59/PUU-XXI/2023 |
| Perseroan | : PT Smartfren Telecom Tbk, suatu perseroan terbatas terbuka yang didirikan berdasarkan hukum negara | Company | : PT Smartfren Telecom Tbk, a public limited liability company duly established under the law |

| | | | |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | Indonesia, beralamat di Jl. H. Agus Salim No. 45 Menteng, Jakarta Pusat, Indonesia | | of Republic of Indonesia, having its address at Jl. H. Agus Salim No. 45, Menteng, Jakarta Pusat, Indonesia |
| Rancangan Penggabungan Usaha | : Rancangan penggabungan usaha tanggal 11 Desember 2024 sehubungan dengan Penggabungan Usaha yang disusun oleh Direksi dan disetujui oleh Dewan Komisaris dari masing-masing Perseroan, ST dan XL | Merger Plan | : Merger plan dated 11 December 2024 in relation to the Merger prepared by the Board of Directors and approved by the Board of Commissioners of each the Company, ST and XL |
| Penggabungan Usaha | : Penggabungan usaha Perseroan dan ST ke dalam XL. | Merger | : The merger of Company and ST into XL. |
| Perjanjian Penggabungan Bersyarat | : Perjanjian Penggabungan Usaha Bersyarat antara Perseroan, AII, AGB, XL, ST, WIN, GND, BMT, GTS dan SMT tertanggal 10 Desember 2024 | Conditional Merger Agreement | : Conditional Merger Agreement between the Company, AII, AGB, XL, ST, WIN, GND, BMT, GTS and SMT dated 10 December 2024 |
| SMT | : PT Sinar Mas Tunggal | SMT | : PT Sinar Mas Tunggal |
| ST | : PT Smart Telecom | ST | : PT Smart Telecom |
| Transaksi Afiliasi | : berarti sebagaimana didefinisikan dalam Pasal 1 ayat (3) POJK 42/2020. | Affiliated Transaction | : means as defined under Article 1 paragraph (3) of POJK 42/2020. |

WIN : PT Wahana Inti Nusantara

XL : PT XL Axiata Tbk

PENDAHULUAN

Keterbukaan Informasi ini dibuat dalam rangka memenuhi ketentuan POJK 42/2020, yang wajibkan Perseroan untuk melakukan Keterbukaan Informasi atas Transaksi Afiliasi yang dilakukan Perseroan, dimana Perseroan wajib mengumumkan Transaksi Afiliasi ini kepada masyarakat dan menyampaikan Keterbukaan Informasi beserta dokumen pendukung kepada OJK paling lambat di akhir hari kerja kedua setelah terjadinya Transaksi Afiliasi.

Melalui Keterbukaan Informasi ini, Perseroan akan memberikan penjelasan, pertimbangan serta alasan dilakukannya Transaksi Afiliasi tersebut. Dalam Keterbukaan Informasi ini akan dijelaskan mengenai obyek Transaksi Afiliasi bersangkutan termasuk nilai dari Transaksi Afiliasi, para pihak yang melakukan Transaksi Afiliasi dan sifat dari hubungan Afiliasi atas Transaksi Afiliasi yang dilakukan.

KETERANGAN MENGENAI TRANSAKSI AFILIASI

A. ALASAN DAN LATAR BELAKANG

Para Pihak telah menandatangani *Conditional Merger Agreement* (Perjanjian Penggabungan Usaha Bersyarat) pada

WIN : PT Wahana Inti Nusantara

XL : PT XL Axiata Tbk

PREFACE

This Disclosure of Information is made to comply with POJK 42/2020, which obliges the Company to make a Disclosure of Information regarding the Affiliated Transaction conducted by the Company, where the Company is obliged to announce this Affiliated Transaction to the public and make a Disclosure of Information as well as its supporting documents to OJK by no later than the second business day after the occurrence of such Affiliated Transaction.

Through this Disclosure of Information, the Company will provide the explanation, consideration and reason for conducting the Affiliated Transaction. In this Disclosure of Information, the object of the Affiliated Transaction will be elaborated on, including the value of the Affiliated Transaction, the parties to the Affiliated Transaction and the nature of the affiliation with respect to the Affiliated Transaction.

INFORMATION ON THE AFFILIATED TRANSACTION

A. REASON AND BACKGROUND

The Parties have signed a Conditional Merger Agreement on 10 December 2024 ("Conditional Merger Agreement")

tanggal 10 Desember 2024 (“**Perjanjian Penggabungan Bersyarat**”) antara Perseroan, All, AGB, XL, ST, WIN, GND, BMT, GTS dan SMT sehubungan dengan rencana penggabungan usaha antara Perseroan, ST dan XL (“**Penggabungan Usaha**”).

Penggabungan Usaha akan dilaksanakan sesuai dengan ketentuan rancangan penggabungan usaha yang telah disusun oleh Direksi dan disetujui Dewan Komisaris dari masing-masing Perseroan, ST dan XL (“**Rancangan Penggabungan Usaha**”). Rancangan Penggabungan Usaha disampaikan kepada OJK pada 11 Desember 2024, dan ringkasan Rancangan Penggabungan Usaha telah diumumkan kepada publik melalui situs web Perseroan dan situs web Bursa Efek Indonesia dan diumumkan dalam satu surat kabar dalam bahasa Indonesia pada tanggal 11 Desember 2024.

Perjanjian Penggabungan Bersyarat mengatur antara lain, kesepakatan para pihak untuk melaksanakan Penggabungan Usaha dan syarat-syarat yang harus dipenuhi agar penyelesaian Penggabungan Usaha dapat terjadi.

Penandatanganan Perjanjian Penggabungan Bersyarat bukanlah suatu Transaksi Material sebagaimana diatur dalam Peraturan Otoritas Jasa Keuangan No. 17/POJK.04/2020

between the Company, All, AGB, XL, ST, WIN, GND, BMT, GTS and SMT in relation to a proposed merger between the Company, ST and XL (“**Merger**”).

The Merger will be implemented pursuant to a merger plan that has been prepared by the Board of Directors and approved by the Board of Commissioners of each of the Company, ST and XL (“**Merger Plan**”). The Merger Plan was submitted to the OJK on 11 December 2024, and the abridged Merger Plan has been announced to the public through the Company’s website and the Indonesia Stock Exchange’s website and announced in one newspaper in Indonesian language which published on 11 December 2024.

The Conditional Merger Agreement outlines, among others, the agreement of the parties to implement the Merger Plan and the conditions that must be fulfilled in order for the completion of the Merger to occur.

The execution of the Conditional Merger Agreement is not a Material Transaction as regulated in the Financial Services Authority Regulation No.

tentang Transaksi Material dan Perubahan Kegiatan Usaha, karena Penggabungan Usaha yang diatur dalam perjanjian tersebut masih bersifat bersyarat. Penandatanganan Perjanjian Penggabungan Bersyarat merupakan Transaksi Afiliasi yang wajib dilaporkan kepada Otoritas Jasa Keuangan paling lambat di akhir hari kerja ke-2 (kedua) setelah tanggal ditandatangannya Perjanjian Penggabungan Bersyarat sesuai dengan ketentuan Pasal 4 ayat (3) butir a POJK 42/2020. Selain dari ketentuan-ketentuan yang dimuat POJK 42/2020, tidak terdapat ketentuan, persetujuan berdasarkan peraturan yang berlaku yang harus dipenuhi serta persetujuan dan/atau perizinan dan/atau pemberitahuan dari atau kepada pemerintah atau badan atau institusi lain sehubungan dengan penandatanganan Perjanjian Penggabungan Bersyarat.

B. TUJUAN DAN MANFAAT TERHADAP PERSEROAN

Uraian mengenai alasan dilakukannya dan dampak positif Penggabungan Usaha dijelaskan secara terperinci pada bagian Penjelasan Tentang Rancangan Penggabungan Usaha dari ringkasan Rancangan Penggabungan Usaha.

Perjanjian Penggabungan Bersyarat memuat aktivitas-aktivitas afiliasi tertentu antara Perseroan dengan GND, WIN, dan BMT,

17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities, because the Merger contemplated therein is still conditional in nature. The signing of the Conditional Merger Agreement is an Affiliated Transaction that must be reported to the Financial Services Authority no later than the end of the 2nd (second) working day after the date of the signing of the Conditional Merger Agreement in accordance with the provisions of Article 4 paragraph (3) point a of POJK 42/2020. Aside from the requirements under POJK 42/2020, there are no provisions or approvals under applicable regulations that must be met as well as approvals and/or consents and/or notifications from or to government or other agencies or institutions that need to be fulfilled in relation to the signing of the Conditional Merger Agreement.

B. THE PURPOSE AND BENEFIT FOR THE COMPANY

A more detailed description of the reasons behind and the positive impact of the Merger is as described in the section on Explanation on Merger Plan of the abridged Merger Plan.

The Conditional Merger Agreement contains certain affiliated transactions between the Company, GND, WIN, and BMT, including also the case amongst XL

termasuk juga halnya antara XL dengan All dan AGB. Ketentuan-ketentuan dalam Perjanjian Penggabungan Bersyarat tidak akan merugikan hak dan kepentingan para pemegang saham publik.

C. OBYEK DAN NILAI

Obyek dari Transaksi Afiliasi adalah Perjanjian Penggabungan Bersyarat yang merupakan bagian dari rencana Penggabungan Usaha yang akan dilakukan oleh Perseroan, ST dan XL. Dalam Perjanjian Penggabungan Bersyarat, para pihak telah menentukan suatu nilai saham yang disepakati berdasarkan rasio pertukaran penggabungan yang telah disepakati, sebagaimana diungkapkan pada bagian "Penjelasan Tentang Rancangan Penggabungan Usaha" dari ringkasan Rancangan Penggabungan Usaha.

D. PARA PIHAK YANG TERLIBAT DI DALAM TRANSAKSI AFILIASI DAN SIFAT HUBUNGAN AFILIASI

Penandatanganan Perjanjian Penggabungan Bersyarat merupakan suatu Transaksi Afiliasi untuk Perseroan mengingat terdapat hubungan Afiliasi antara (1) Perseroan dengan GND, WIN dan BMT yang secara bersama-sama merupakan pemegang saham pengendali Perseroan serta (2) Perseroan dengan ST yang merupakan perusahaan terkendali dari Perseroan. Sifat hubungan

with All and AGB. The provisions in the Conditional Merger Agreement will not harm the rights and interests of the public shareholders.

C. OBJECT AND VALUE

The object of the Affiliated Transaction is the Conditional Merger Agreement which constitutes a part of the Merger plan between the Company, ST and XL. In the Conditional Merger Agreement, parties have determined an agreed value of share conversion based on the agreed merger exchange ratio, as disclosed in the section "Explanation on Merger Plan" of the abridged Merger Plan.

D. PARTIES INVOLVED IN THE AFFILIATED TRANSACTION AND THE NATURE OF THE AFFILIATED RELATIONSHIP

The signing of the Conditional Merger Agreement is an Affiliated Transaction for the Company considering that there is an Affiliate relationship between the (1) Company with GND, WIN and BMT, which together are the controlling shareholders of the Company and (2) Company with ST which are the controlled entity of the Company. The nature of Affiliate

Afiliasi antara Perseroan, GND, WIN, BMT dan ST adalah sebagaimana diuraikan pada Poin D.4 Keterbukaan Informasi ini.

Pada tanggal Keterbukaan Informasi ini, Perseroan tidak memiliki hubungan Afiliasi dengan XL, All dan AGB.

1. Perseroan

Perseroan, berkedudukan di Jakarta Pusat, didirikan berdasarkan Akta Pendirian No. 11 tanggal 2 Desember 2002, dibuat di hadapan Imas Fatimah, S.H., Notaris di Jakarta, dan telah disetujui berdasarkan Keputusan Menteri Hukum dan Hak Asasi Manusia No. C-24156.HT.01.01.Th.2002 tertanggal 16 Desember 2002 dan diumumkan dalam Berita Negara Republik Indonesia No. 18 tertanggal 3 Maret 2003, Tambahan No. 1772.

Anggaran Dasar Perseroan telah mengalami beberapa kali perubahan, dengan perubahan terakhir berdasarkan Akta No. 33, tanggal 30 November 2023 yang dibuat di hadapan Esther Pascalia Ery Jovina, S.H., Notaris di Jakarta , yang telah disetujui berdasarkan Keputusan Menteri Hukum dan Hak Asasi Manusia No. AHU-0074880.AH.01.02.TAHUN 2023 tertanggal 1 Desember 2023 dan surat penerimaan pemberitahuan atas perubahan anggaran dasar No. AHU-

relationship between the Company, GND, WIN, BMT and ST is as described in Point D.4 of this Disclosure of Information.

As at the date of this Disclosure of Information, the Company does not have any Affiliate relationship with XL, All and AGB.

1. The Company

The Company, domiciled in Central Jakarta, is established pursuant to Deed of Establishment No. 11 dated 2 December 2002, made before Imas Fatimah, S.H., Notary in Jakarta and has been approved pursuant to the Minister of Law and Human Rights Decree No. C-24156.HT.01.01.Th.2002 and announced in State Gazette of Republic of Indonesia No. 18 dated 3 March 2003, Supplement No. 1772.

The Articles of Association of the Company have been amended several times lastly pursuant to Deed No. 33 dated 30 November 2023, made before Esther Pascalia Ery Jovina, S.H., Notary in Jakarta, which been approved by pursuant to the Ministry of Law and Human Rights Decree No. AHU-0074880.AH.01.02.TAHUN 2023 dated 1 December 2023, and confirmation receipt No. AHU-AH.01.09-0191442 dated 1 December

AH.01.09-0191442 tertanggal 1 Desember 2023.

Perseroan beralamat di Jl. H. Agus Salim No. 45 Menteng, Jakarta Pusat, Indonesia. Saham-saham Perseroan tercatat di Bursa Efek Indonesia dengan kode saham "FREN".

Maksud dan tujuan Perseroan ialah melakukan kegiatan usaha di bidang jaringan telekomunikasi dan jasa operator di wilayah Indonesia.

Pada tanggal Keterbukaan Informasi ini, susunan permodalan Perseroan adalah sebagai berikut:

| | |
|------------------------------------------------------------------------------------|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> : | Rp107,000,000,000,000 |
| Total Modal Ditempatkan dan Disetor / <i>Total Issued and Paid-Up Capital</i> : | Rp46,955,168,600,200 |

Susunan pemegang saham Perseroan berdasarkan Daftar Pemegang Saham Perseroan per tanggal 30 November 2024 yang diterbitkan oleh PT Sinartama Gunita selaku biro administrasi efek Perseroan adalah sebagai berikut:

2023.

The Company's address is at Jl. H. Agus Salim No. 45 Menteng, Central Jakarta, Indonesia. The Company's shares are listed in Indonesia Stock Exchange with "FREN" as the stock code.

The purposes and objectives of the Company are to engage in telecommunication network and services operator in Indonesian territory.

As of the date of this Disclosure of Information, the capital structure of the Company is as follows:

| | |
|------------------------------------------------------------------------------------|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> : | Rp107,000,000,000,000 |
| Total Modal Ditempatkan dan Disetor / <i>Total Issued and Paid-Up Capital</i> : | Rp46,955,168,600,200 |

The structure of the Company's Shareholders based on the Shareholders Register of the Company as of 30 November 2024 issued by PT Sinartama Gunita as the securities administration bureau of the Company, is as follows:

| Informasi / Information | Persentase / Percentage (%) |
|---------------------------------------------------------------|------------------------------------|
| a. BMT | 41.169 |
| b. GND | 16.736 |
| c. WIN | 10.216 |
| d. GTS | 9.379 |
| e. Masyarakat (masing-masing <5%) / Public (each holding <5%) | 22.500 |
| Total | 100.000 |

Dewan Komisaris / Board of Commissioners

| | | |
|--------------------------------------------------------|---|------------------------|
| Presiden Komisaris / President Commissioner | : | DR Darmin Nasution, SE |
| Wakil Presiden Komisaris / Vice President Commissioner | : | Ferry Salman |
| Komisaris Independen / Independent Commissioner | : | Ir. Ketut Sanjaya, MSM |

Direksi / Board of Directors

| | | |
|----------------------------------------|---|---------------------------|
| Presiden Direktur / President Director | : | Merza Fachys |
| Direktur / Director | : | Andrijanto Muljono |
| Direktur / Director | : | Shurish Subramaniam |
| Direktur / Director | : | Antony Susilo |
| Direktur / Director | : | Marco Paul Iwan Sumampouw |

2. ST

ST, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia, berdasarkan Akta Pendirian No. 60 tertanggal 16 August 1996, dibuat di hadapan Sutjipto, S.H., Notaris di

2. ST

ST, domiciled in Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 60 dated 16 August 1996, made before

Jakarta, dan telah disetujui oleh Keputusan Menteri Kehakiman No. C2-7023 HT.01.01.TH97 tertanggal 25 Juli 1997.

ST bergerak dalam bidang usaha penyedia jasa telekomunikasi menyediakan jaringan seluler dan jasa internet teleponi untuk keperluan publik. Saham ST dimiliki oleh PT Industri Telekomunikasi Indonesia (<0.1%) dan Perseroan (>99.9%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan ST adalah sebagai berikut:

| | |
|-------------------------------------------|----------------------|
| Modal Dasar / <i>Authorized Capital</i> : | Rp45,000,000,000,000 |
| Total Modal Ditempatkan dan Disetor / | |
| Total Issued and Paid-Up Capital : | Rp28,470,785,329,230 |

Modal Dasar ST terbagi menjadi 1.492.166.594.377 saham, dengan masing-masing saham bernilai nominal Rp1.000 (Seri A) dan Rp30 (Seri B).

Sutjipto, S.H., Notary in Jakarta, and has been approved pursuant to the Minister of Justice Decree No. C2-7023 HT.01.01.TH97 dated 25 July 1997.

ST engages in the field of telecommunications services providing mobile cellular networks and internet telephony services for public purposes. ST shares are owned by PT Industri Telekomunikasi Indonesia (<0.1%) and the Company (>99%).

As of the date of this Disclosure of Information, the capital structure of ST is as follows:

Authorized Capital of ST is divided into 1,492,166,594,377 number of Shares, with each share worth IDR1,000 (Series A) and IDR30 (Series B).

Dewan Komisaris / Board of Commissioners

| | | |
|----------------------------------------------------|---|-----------------|
| Presiden Komisaris / <i>President Commissioner</i> | : | Ferry Salman |
| Komisaris / <i>Commissioner</i> | : | Lukmono Sutarto |

Direksi / Board of Directors

| | | |
|-----------------------------------------------|---|--------------------|
| Presiden Direktur / <i>President Director</i> | : | Merza Fachys |
| Direktur / <i>Director</i> | : | Andrijanto Muljono |

| | | |
|---------------------|---|---------------------------|
| Direktur / Director | : | Marco Paul Iwan Sumampouw |
| Direktur / Director | : | Antony Susilo |

3. GND

GND, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia, berdasarkan Akta Pendirian No. 20 tertanggal 9 September 2003, dibuat di hadapan Myra Yuwono, S.H., Notaris di Jakarta, dan telah disetujui oleh Keputusan Menteri Hukum dan Hak Asasi Manusia No. C-27492.HT.01.01.TH.2003 tertanggal 17 November 2003.

GND bergerak dalam bidang usaha aktivitas konsultasi manajemen lainnya dan perdagangan besar peralatan telekomunikasi. Saham GND dimiliki oleh PT Infinity Investama (0,01%) dan PT Prima Mas Abadi (99,99%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan GND adalah sebagai berikut:

| | | |
|------------------------------------|---|---------------------|
| Modal Dasar / Authorized Capital | : | Rp8,594,949,567,000 |
| Modal Ditempatkan / Issued Capital | : | Rp8,594,949,567,000 |
| Modal Disetor / Paid-up Capital | : | Rp8,594,949,567,000 |

Modal Dasar GND terbagi menjadi 8.594.949.567 saham, dengan masing-masing saham bernilai nominal Rp1.000.

3. GND

GND, domiciled in the Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 20 dated 9 September 2003, made before Myra Yuwono, S.H., Notary in Jakarta, and has been approved pursuant to the Minister of Law and Human Rights Decree No. C-27492.HT.01.01.TH.2003 dated 17 November 2003.

GND engages in the field of other consulting management activities and wholesale trade of telecommunications equipment. GND shares are owned by PT Infinity Investama (0.01%) and PT Prima Mas Abadi (99.99%).

As of the date of this Disclosure of Information, the capital structure of GND is as follows:

| | | |
|------------------------------------|---|---------------------|
| Modal Dasar / Authorized Capital | : | Rp8,594,949,567,000 |
| Modal Ditempatkan / Issued Capital | : | Rp8,594,949,567,000 |
| Modal Disetor / Paid-up Capital | : | Rp8,594,949,567,000 |

Authorized Capital of GND is divided into 8,594,949,567 number of Shares, with each share worth IDR1,000.

Dewan Komisaris / Board of Commissioners

| | | |
|--------------------------|---|---------------|
| Komisaris / Commissioner | : | Siany Muliani |
|--------------------------|---|---------------|

Direksi / Board of Directors

| | | |
|----------------------------------------|---|---------------------------|
| Presiden Direktur / President Director | : | Marco Paul Iwan Sumampouw |
| Direktur / Director | : | Antony Susilo |

4. BMT

BMT, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia berdasarkan Akta Pendirian No. 21 tertanggal 9 September 2003, dibuat di hadapan Myra Yuwono, S.H., Notaris di Jakarta, dan telah disetujui oleh Keputusan Menteri Hukum dan Hak Asasi Manusia No. C-27551.HT.01.01.TH.2003 tertanggal 17 November 2003.

BMT bergerak dalam bidang usaha aktivitas konsultasi manajemen lainnya dan perdagangan besar peralatan telekomunikasi. Saham BMT seluruhnya dimiliki oleh PT Prima Mas Abadi (0,01%) dan PT Infinity Investama (99,99%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan BMT adalah sebagai berikut:

4. BMT

BMT, domiciled in the Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 21 dated 9 September 2003, made before Myra Yuwono, S.H., Notary in Jakarta, and has been approved pursuant to Minister of Law and Human Rights Decree No. C-27551.HT.01.01.TH.2003 dated 17 November 2003.

BMT engages in the field of other consulting management activities and wholesale trade of telecommunications equipment. BMT shares are owned by PT Prima Mas Abadi (0.01%) and PT Infinity Investama (99.99%).

As of the date of this Disclosure of Information, the capital structure of BMT is as follows:

| | | |
|-------------------------------------------|---|----------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp11,332,703,182,000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp11,332,703,182,000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp11,332,703,182,000 |

Modal Dasar BMT terbagi menjadi 11.332.703.182 saham, dengan masing-masing saham bernilai nominal Rp1.000.

Authorized Capital of BMT is divided into 11,332,703,182 number of Shares, with each share worth IDR1,000.

Dewan Komisaris / Board of Commissioners

| | | |
|---------------------------------|---|-------------|
| Komisaris / <i>Commissioner</i> | : | Ho Suk Tjen |
|---------------------------------|---|-------------|

Direksi / Board of Directors

| | | |
|-----------------------------------------------|---|---------------------------|
| Presiden Direktur / <i>President Director</i> | : | Marco Paul Iwan Sumampouw |
| Direktur / <i>Director</i> | : | James Wewengkang |

5. WIN

WIN, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia berdasarkan Akta Pendirian No. 18 tertanggal 31 Juli 2006, dibuat di hadapan Yulia, S.H., Notaris di Jakarta, dan telah disetujui oleh Keputusan Menteri Hukum dan Hak Asasi Manusia No. C-24716.HT.01.01.TH.2006 tertanggal 24 Agustus 2006.

WIN bergerak dalam bidang usaha aktivitas konsultasi manajemen lainnya dan perdagangan besar peralatan telekomunikasi. Saham WIN seluruhnya dimiliki oleh PT Sinar Mas Tunggal

5. WIN

WIN, domiciled in the Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 18 dated 31 July 2006, made before Yulia, S.H., Notary in Jakarta, and has been approved pursuant to Minister of Law and Human Rights Decree No. C-24716.HT.01.01.TH.2006 dated 24 August 2006.

WIN engages in the field of other consulting management activities and wholesale trade of telecommunications equipment. WIN shares are owned by PT Sinar Mas Tunggal (0.01%) and PT

(0,01%) dan PT Gerbangmas Tunggal Sejahtera (99,99%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan WIN adalah sebagai berikut:

| | | |
|-------------------------------------------|---|---------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp6,149,800,800,000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp6,149,800,800,000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp6,149,800,800,000 |

Modal Dasar WIN terbagi menjadi 61.498.008 saham, dengan masing-masing saham bernilai nominal Rp100.000.

Gerbangmas Tunggal Sejahtera (99.99%).

As of the date of this Disclosure of Information, the capital structure of WIN is as follows:

Dewan Komisaris / Board of Commissioners

| | | |
|---------------------------------|---|----------------|
| Komisaris / <i>Commissioner</i> | : | Hendro Widjaja |
|---------------------------------|---|----------------|

Direksi / Board of Directors

| | | |
|--------------------------------------------|---|---------------------|
| Direktur Utama / <i>President Director</i> | : | Ferry Salman |
| Direktur / <i>Director</i> | : | Ir. Lukmono Sutarto |

6. GTS

GTS, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia berdasarkan Akta Pendirian No. 35 tertanggal 25 November 2002, dibuat di hadapan Emmy Halim, S.H., Notaris di Jakarta, dan telah disetujui oleh Keputusan Menteri Hukum dan Hak Asasi Manusia No. C-23153.HT.01.01.TH.2005

6. GTS

GTS, domiciled in the Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 35 dated 25 November 2002, made before Emmy Halim, S.H., Notary in Jakarta, and has been approved pursuant to Minister of Law and Human

tertanggal 22 Agustus 2005.

GTS bergerak dalam bidang konsultasi manajemen lainnya, kantor pusat, dan perdagangan grosir berbagai jenis barang lainnya. Saham GTS seluruhnya dimiliki oleh PT Sinarmas Eka Makmur (99,99%), dan PT Persada Citra Indah (0,01%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan GTS adalah sebagai berikut:

| | | |
|-------------------------------------------|---|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp.20.000.000.000.000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp.6.409.520.000.000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp.6.409.520.000.000 |

Modal Dasar GTS terbagi menjadi 40.000.000 saham, dengan masing-masing saham bernilai nominal Rp.500.000.

Rights Decree No. C-
23153.HT.01.01.TH.2005 dated 22
August 2005.

GTS engages in the field of other consulting management activities, holding company and wholesale trade of various other types of goods. GTS shares are owned by PT Sinarmas Eka Makmur (99.99%) and PT Persada Citra Indah (0.01%).

As of the date of this Disclosure of Information, the capital structure of GTS is as follows:

| | | |
|-------------------------------------------|---|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp.20.000.000.000.000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp.6.409.520.000.000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp.6.409.520.000.000 |

Authorized Capital of GTS is divided into 40,000,000 number of Shares, with each share worth Rp.500,000.

Dewan Komisaris / Board of Commissioners

| | | |
|---------------------------------|---|-----------------------|
| Komisaris / <i>Commissioner</i> | : | Franky Oesman Widjaja |
|---------------------------------|---|-----------------------|

Direksi / Board of Directors

| | | |
|-----------------------------------------------|---|---------------------|
| Presiden Direktur / <i>President Director</i> | : | Aditya Gunawan |
| Direktur / <i>Director</i> | : | Ir. Lukmono Sutarto |

7. SMT

7. SMT

SMT, berkedudukan di Jakarta Pusat didirikan sesuai dengan ketentuan hukum Indonesia berdasarkan Akta Pendirian No. 103 tertanggal 19 April 1982, dibuat di hadapan Benny Kristianto, S.H., Notaris di Jakarta, dan telah disetujui oleh Keputusan Menteri Kehakiman No. C2-1834.HT.01.01.TH'82 tertanggal 19 Oktober 1982.

SMT bergerak dalam bidang konsultasi manajemen lainnya, kantor pusat, dan perdagangan grosir berbagai jenis barang lainnya. Saham SMT seluruhnya dimiliki oleh PT Sinar Mas (99,15%) dan Franky Oesman Widjaja (0,85%).

Pada tanggal Keterbukaan Informasi ini, susunan permodalan SMT adalah sebagai berikut:

| | | |
|-------------------------------------------|---|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp.2,200.000.000.000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp. 1,490.369.000.000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp.1.490.369.000.000 |

Modal Dasar SMT terbagi menjadi 22.000.000.000 saham, dengan masing-masing saham bernilai nominal Rp.100.

SMT, domiciled in the Central Jakarta is established in accordance with the laws of the Republic of Indonesia, pursuant to a Deed of Establishment No. 103 dated 19 April 1982, made before Benny Kristianto, S.H., Notary in Jakarta, and has been approved pursuant to Minister of Justice Decree No. C2-1834.HT.01.01.TH'82 dated 19 October 1982.

SMT engages in the field of other consulting management activities, holding company and wholesale trade of various other types of goods. SMT shares are owned by PT Sinar Mas (99.15%) and Franky Oesman Widjaja (0.85%).

As of the date of this Disclosure of Information, the capital structure of SMT is as follows:

| | | |
|-------------------------------------------|---|-----------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp.2,200.000.000.000 |
| Modal Ditempatkan / <i>Issued Capital</i> | : | Rp. 1,490.369.000.000 |
| Modal Disetor / <i>Paid-up Capital</i> | : | Rp.1.490.369.000.000 |

Authorized Capital of SMT is divided into 22,000,000,000 number of Shares, with each share worth Rp.100.

Dewan Komisaris / Board of Commissioners

| | | |
|---------------------------------|---|-----------------------|
| Komisaris / <i>Commissioner</i> | : | Franky Oesman Widjaja |
|---------------------------------|---|-----------------------|

Direksi / Board of Directors

| | | |
|----------------------------------------|---|---------------------|
| Presiden Direktur / President Director | : | Pedy Harianto |
| Direktur / Director | : | Ir. Lukmono Sutarto |

8. XL

XL, berkedudukan di Jakarta Selatan, didirikan berdasarkan Akta Pendirian No. 55 tanggal 6 October 1989, sebagaimana diubah dengan Akta No. 79 tanggal 17 Januari 1991, yang keduanya dibuat di hadapan Rachmat Santoso, S.H., Notaris di Jakarta, dan telah disetujui berdasarkan Keputusan Menteri Kehakiman No. C2-515.HT.01.01.Th.91 dan diumumkan dalam Berita Negara Republik Indonesia No. 90 tertanggal 8 November 1991, pemberitahuan No. 4070.

Anggaran Dasar XL telah mengalami beberapa kali perubahan, dengan perubahan terakhir berdasarkan Akta No. 25, tanggal 11 January 2024 yang dibuat di hadapan Aulia Taufani, S.H., Notaris di Jakarta Selatan, yang telah dilaporkan kepada Menkumham berdasarkan surat penerimaan pemberitahuan No. AHU-0002813.AH.01.02.Tahun 2024 tanggal 15 Januari 2024.

XL beralamat di XL Axiata Tower, Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan Timur, Setiabudi, Jakarta Selatan 12950, Indonesia. Saham-saham XL tercatat di Bursa Efek Indonesia dengan kode saham "EXCL".

8. XL

XL, domiciled in South Jakarta, is established pursuant to Deed of Establishment No. 55 dated 6 October 1989, as amended by Deed No. 79 dated 17 January 1991, both made before Rachmat Santoso, Notary in Jakarta and has been approved pursuant to the Minister of Justice Decree No. C2-515.HT.01.01.Th.91 and announced in State Gazette of Republic of Indonesia No. 90 dated 8 November 1991, Supplement No. 4070.

The Articles of Association of XL have been amended several times lastly pursuant to Deed No. 25 dated 11 January 2024 made before Aulia Taufani, S.H., Notary in South Jakarta, which has been notified to the MOLHR based on the confirmation receipt from MOLHR No. AHU-0002813.AH.01.02.Tahun 2024 dated 15 January 2024.

XL's address is at XL Axiata Tower, Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan Timur, Setiabudi, Jakarta Selatan 12950, Indonesia. XL's shares are listed in Indonesia Stock Exchange with "EXCL" as the stock code.

Maksud dan tujuan Perseroan ialah melakukan kegiatan dalam bidang telekomunikasi, perdagangan besar, aktivitas pemrograman, konsultasi komputer dan kegiatan yang berkaitan dengan itu, aktivitas jasa informasi, konstruksi dan instalasi telekomunikasi, aktivitas ketenagakerjaan, aktivitas profesional, ilmiah dan teknis, aktivitas penyewaan dan sewa guna usaha tanpa hak opsi, real estat, aktivitas jasa keuangan, aktivitas administrasi kantor, aktivitas penunjang kantor, periklanan, penyiapan lahan dan aktivitas penunjang usaha lainnya

Pada tanggal Keterbukaan Informasi ini, susunan permodalan XL adalah sebagai berikut:

| | | |
|-----------------------------------------|---|---------------------|
| Modal Dasar / <i>Authorized Capital</i> | : | Rp2,265,000,000,000 |
| Total Modal Ditempatkan dan Disetor / | | |
| Total Issued and Paid-Up Capital | : | Rp1,312,843,066,500 |

Susunan pemegang saham XL berdasarkan Daftar Pemegang Saham XL per tanggal 31 July 2024 yang diterbitkan oleh Biro Administrasi Efek adalah sebagai berikut:

| Informasi / Information | Percentase / Percentage (%) |
|------------------------------|-----------------------------|
| a. Axiata Investments | 66.247 |
| b. Public (each holding <5%) | 33.753 |
| Total | 100.00 |

The purposes and objectives of the Company are to engage in telecommunication, Large Scale Trade, programming activities, computer consulting and related activities, information services activities, telecommunication construction and installation, employment activities, professional, scientific and technical activities, rental activities and leasing without option right, real estate, financial services activities, office administration activities, office supporting activities, advertising, land preparation and other business supporting activities.

As of the date of this Disclosure of Information, the capital structure of XL is as follows:

The structure of XL's Shareholders based on the Shareholders Register of the XL as of 31 July 2024 issued by Securities Administration Bureau, is as follows:

Dewan Komisaris / Board of Commissioners

| | | |
|-------------------------------------------------|---|---------------------------------------|
| Presiden Komisaris / President Commissioner | : | Dr. Muhamad Chatib Basri |
| Komisaris Independen / Independent Commissioner | : | Julianto Sidarto |
| Komisaris Independen / Independent Commissioner | : | Yasmin Binti Aladad Khan |
| Komisaris Independen / Independent Commissioner | : | Didi Syafruddin Yahya |
| Komisaris / Commissioner | : | Vivek Sood |
| Komisaris / Commissioner | : | Dr. Hans Wijayasuriya |
| Komisaris / Commissioner | : | Nik Rizal Kamil bin Nik Ibrahim Kamil |

Direksi / Board of Directors

| | | |
|----------------------------------------|---|-------------------------------|
| Presiden Direktur / President Director | : | Dian Siswarini |
| Direktur / Director | : | Yessie Dianty Yosetya |
| Direktur / Director | : | David Arcelus Oses |
| Direktur / Director | : | Abhijit Jayant Navalekar |
| Direktur / Director | : | I Gede Darmayusa |
| Direktur / Director | : | Rico Usthavia Frans |
| Direktur / Director | : | Feiruz Ikhwan bin Abdul Malek |

9. All

All, berkedudukan di Malaysia didirikan berdasarkan Nomor Registrasi 199501035534 (364736-V) tanggal 25 Oktober 1995, dengan nama Nynex Indocel Holding Sdn. Yang memperoleh status sebagai perusahaan dengan saham Pribadi terbatas pada tanggal 27 Maret 2005 dan melakukan perubahan nama

9. All

All, domiciled in Malaysia is established in accordance with Registration Number: 199501035534 (364736-V) dated 25 October 1995, under the name of Nynex Indocel Holding Sdn., which has received the status of company limited by share Private on 27 March 2005 and carried

menjadi All pada 6 Juli 2010.

All didirikan untuk tujuan mengambil bagian dan memegang kepemilikan saham dalam PT Excelcomindo (saat ini Perseroan) yang didirikan berdasarkan hukum Indonesia.

Pada tanggal Keterbukaan Informasi ini, susunan permodalan All adalah sebagai berikut:

| | | |
|-------------------------------------------|---|------------------|
| Modal Ditempatkan / <i>Issued Capital</i> | : | RM 4,977,051,585 |
| Modal Disetor / <i>Paid-up Capital</i> | : | RM 4,977,051,585 |

| Informasi / Information | Persentase / Percentage (%) |
|-------------------------------------|---------------------------------------------------------------------------------------------------|
| Axiata Investments (Labuan) Limited | 4,525,114,556 Saham Biasa hingga sejumlah 100% / 4,525,114,556 Ordinary Shares, amounting to 100% |
| Total | 100.00 |

Direksi / Board of Directors

| | | |
|--------------------|---|--------------------------|
| Direktur/Director | : | Tan Gim Boon |
| Direktur /Director | : | Thomas Hundt |
| Direktur/Director | : | Komathi A/P Balakrishnan |

10. AGB

AGB, berkedudukan di Malaysia didirikan sesuai dengan ketentuan Companies Act 1965 dan hukum tertulis lainnya serta Konstitusi-nya, sesuai dengan Nomor

out a change of name to become All on 6 July 2010.

All is established for the purpose of acquiring and holding share ownership in PT Excelcomindo (now, the Company) that was established under Indonesian law.

As of the date of this Disclosure of Information, the capital structure of All is as follows:

| | | |
|-------------------------------------------|---|------------------|
| Modal Ditempatkan / <i>Issued Capital</i> | : | RM 4,977,051,585 |
| Modal Disetor / <i>Paid-up Capital</i> | : | RM 4,977,051,585 |

10. AGB

AGB, domiciled in Malaysia is established in accordance with the provisions of the Companies Act 1965 2016 and any other written laws and

Registrasi 199201010685 (242188-H).

AGB adalah perusahaan induk investasi yang menyediakan layanan teknis dan manajemen di tingkat internasional. Kegiatan utama Axiata Group meliputi layanan komunikasi seluler, layanan broadband tetap, infrastruktur telekomunikasi dan layanan terkait, serta layanan digital.

Saham AGB terdaftar di Pasar Utama Bursa Malaysia. Pemegang saham utama AGB dimiliki oleh Khazanah Nasional Berhad, Citigroup Nominees (Tempatan) Sdn Bhd – Dewan Dana Pensiun Pekerja, dan Amanahraya Trustees Berhad – Amanah Saham Bumiputera.

Pada tanggal Keterbukaan Informasi ini, susunan permodalan AGB adalah sebagai berikut:

Modal Ditempatkan / *Issued Capital*
Modal Disetor / *Paid-up Capital*

Modal Ditempatkan/Disetor AGB terbagi menjadi 9,182,803,082 saham.

the Constitution, pursuant to a Registration Number 199201010685 (242188-H).

AGB is an investment holding company and provides technical and management services on an international scale. The principal activities of Axiata Group include mobile communication services, fixed broadband services, telecommunication infrastructure and related services, and digital services.

AGB shares are listed on the Main Market of Bursa Malaysia. The substantial shareholders of AGB are wholly owned by Khazanah Nasional Berhad, Citigroup Nominees (Tempatan) Sdn Bhd – Employees Provident Fund Board and Amanahraya Trustees Berhad – Amanah Saham Bumiputera.

As of the date of this Disclosure of Information, the capital structure of AGB is as follows:

: RM13,932,755,670.00
: RM13,932,755,670.00

The Issued and Paid-up Capital of AGB is divided into 9,182,803,082 number of Shares.

Direksi / Board of Directors

| | | |
|-------------------|---|--------------------------------|
| Direktur/Director | : | Tan Sri Shahril Ridza Ridzuan |
| Direktur/Director | : | Vivek Sood |
| Direktur/Director | : | Dr Hans Wijayasuriya |
| Direktur/Director | : | Dato Dr Nik Ramlah Nik Mahmood |
| Direktur/Director | : | Dr David Robert Dean |
| Direktur/Director | : | Khoo Gaik Bee |
| Direktur/Director | : | Maya Hari |
| Direktur/Director | : | Amrit Kaur |
| Direktur/Director | : | Thayaparan S Sangarapillai |
| Direktur/Director | : | Dr Farid Mohamed Sani |
| Direktur/Director | : | Shahin Farouque Jammal Ahmad |
| Direktur/Director | : | Mohamad Hafiz Kassim |

11. Sifat Hubungan Afiliasi

Hubungan Pengendalian

GND, BMT dan WIN secara bersama-sama merupakan pemegang saham pengendali Perseroan dengan kepemilikan bersama sebesar 68,12% dari modal ditempatkan dan disetor Perseroan.

ST merupakan perusahaan terkendali dari Perseroan.

Tidak terdapat hubungan Afiliasi antara (i) Perseroan, GND, WIN, BMT, ST dengan (ii) XL, All dan AGB.

11. Nature of Affiliated Relation

Controlling Relationship

GND, BMT and WIN together are the controlling shareholders of the Company with joint ownership of 68.12% of the issued and paid-up capital of the Company.

ST is controlled entity of the Company.

There is no Affiliate relationship between (i) the Company, GND, WIN, BMT, ST and (ii) XL, All and AGB.

RINGKASAN LAPORAN PENILAI

A. Laporan Penilaian Saham

Ringkasan Laporan Penilai atas harga wajar dari saham Perseroan dan XL, adalah sebagaimana diungkapkan pada laporan-laporan yang diterbitkan oleh KJPP RSR tanggal 5 Desember 2024 dan KJPP RHR tanggal 6 Desember 2024 (masing-masing), yang telah diungkapkan pada bagian "Laporan Penilaian Saham Penilai Independen dan Pendapat Kewajaran" dari ringkasan Rancangan Penggabungan Usaha.

B. Laporan Pendapat Kewajaran atas Transaksi Afiliasi

Berikut ringkasan Pendapat Kewajaran atas Perjanjian Penggabungan Bersyarat yang disusun oleh KJPP RHR dalam laporannya No. 00307/2.0012-00/BS/06/0006/1/XII/2024 tanggal 9 Desember 2024 ("Laporan Pendapat Kewajaran"):

1. Pihak yang bertransaksi

- Perseroan;
- ST;
- XL;
- WIN;
- GND;
- BMT;
- GTS;
- All;

SUMMARY OF THE INDEPENDENT VALUER REPORT

A. Shares Valuation Report

The summary of Valuation Report on the fair value of the shares of the Company and XL, is as disclosed in the reports issued by KJPP RSR dated 5 December 2024 and KJPP RHR dated 6 December 2024 (respectively), as disclosed in the section on "Independent Valuer Share Valuation Report and Fairness Opinion" of the abridged Merger Plan.

B. Fairness Opinion Report on the Affiliated Transaction

Below is the summary of the Fairness Opinion on the Conditional Merger Agreement prepared by KJPP RHR in its report No. 00307/2.0012-00/BS/06/0006/1/XII/2024 dated 9 December 2024 ("Fairness Opinion Report"):

1. Transacting party

- The Company;
- ST;
- XL;
- WIN;
- GND;
- BMT;
- GTS;
- All;

- SMT;
 - AGB.
2. **Tanggal Pendapat Kewajaran**
Tanggal analisis kewajaran adalah 30 September 2024.
3. **Obyek Pendapat Kewajaran**
Perjanjian Penggabungan Bersyarat (“**CMA**”) yang merupakan bagian dari rencana Penggabungan Usaha yang akan dilakukan oleh Perseroan, ST dan XL (“**Rencana Transaksi**”).
4. **Tujuan Pendapat Kewajaran**
Tujuan Pendapat Kewajaran ini adalah untuk memberikan Pendapat Kewajaran atas Rencana Transaksi sehubungan dengan keterbukaan informasi kepada publik.
5. **Asumsi dan kondisi pembatas**
Pendapat Kewajaran ini dilakukan dengan batasan sebagai berikut:
- Uji tuntas atas laporan keuangan tidak dilakukan dan penelaahan atas informasi pada laporan keuangan hanya dilakukan sebatas untuk keperluan analisis kewajaran;
 - Uji tuntas atas aspek legal termasuk dokumen legalitas Objek Analisis Kewajaran tidak dilakukan;
 - Analisis dampak pajak untuk para pihak terkait Rencana Transaksi tidak dilakukan; dan
 - Transaksi lain selain yang disebutkan
- SMT;
- AGB.
2. **Date of the Fairness Opinion**
Date of fairness analysis is 30 September 2024.
3. **Object of the Fairness Opinion**
Conditional Merger Agreement (“**CMA**”) which constitutes a part of the Merger plan between Company, ST, and XL (“**Proposed Transaction**”).
4. **Purpose of the Fairness Opinion**
Purpose of this Fairness Opinion is to provide Fairness Opinion on Proposed Transaction in relation for information disclosure to public.
5. **Assumptions and limiting conditions**
This Fairness Opinion is conducted with limitation as followss.
- Due diligence on financial statements was not conducted and review of the information in the financial statement was only limited to fairness analysist;
 - Due diligence on the legal aspect including legal documents for the Subject of Fairness Analysis was not conducted;
 - Tax impact analysis for the parties involved in the Proposed Transaction was not conducted;

dalam Objek Analisis Kewajaran juga tidak dipertimbangkan;

Berdasarkan analisis terhadap Rencana Transaksi, KJPP RHR memiliki beberapa asumsi sebagai berikut:

- KJPP RHR berasumsi bahwa Rencana Transaksi akan dijalankan seperti yang telah diungkapkan oleh manajemen Perseroan dan sesuai dengan kesepakatan serta keandalan informasi mengenai Rencana Transaksi tersebut;
- KJPP RHR juga mengasumsikan bahwa tidak terdapat perubahan signifikan atas asumsi-asumsi yang digunakan dalam penyusunan Pendapat Kewajaran ini antara tanggal penerbitan Pendapat Kewajaran dengan tanggal efektif Rencana Transaksi;
- KJPP RHR mengasumsikan bahwa seluruh data dan informasi yang diperoleh dari manajemen Perseroan sehubungan dengan Rencana Transaksi adalah akurat dan benar serta tidak ada informasi yang disembunyikan atau sengaja disembunyikan;
- Pendapat harus dipandang sebagai satu kesatuan dan bahwa penggunaan sebagian dari analisis ini

and

- Other transactions other than those stated in the Subject of the Fairness Analysis were also not considered;

Based on analysis to Proposed Transaction, KJPP RHR has several assumptions as follows:

- KJPP RHR assumed that the Proposed Transaction will be conducted as described by the Company management and in accordance with the agreement as well as the reliability of the information of this Proposed Transaction;
- KJPP RHR also assumed that there is no significant change in the assumptions used in the preparation of this Fairness Opinion from the date of Fairness Opinion publication to the effective date of the Proposed Transaction;
- KJPP RHR assumed that all the data and information received from the Company management regarding the Proposed Transaction is accurate and correct, also there is no hidden information or deliberately hidden;
- The opinion should be viewed as a unity and the use of some of this analysis and information without considering the overall information

- dan informasi tanpa mempertimbangkan keseluruhan informasi dan analisis dapat menyebabkan pandangan yang menyesatkan atas proses yang mendasari pendapat tersebut. Penyusunan pendapat ini merupakan suatu proses yang kompleks dan mungkin tidak dapat dilakukan melalui analisis yang tidak lengkap;
- Pendapat ini disusun berdasarkan kondisi umum keuangan, moneter, peraturan dan kondisi pasar yang ada saat ini. Perubahan atas kondisi-kondisi tertentu yang berada di luar kendali Perseroan akan dapat memberikan dampak yang tidak dapat diprediksi dan dapat berpengaruh terhadap Pendapat Kewajaran.
 - KJPP RHR tidak berkewajiban untuk memutakhirkann Pendapat Kewajaran apabila terdapat kejadian-kejadian penting yang terjadi setelah tanggal analisis (subsequent events), namun hanya akan mengungkapkannya di dalam laporan.

6. Pendekatan dan metode Laporan Pendapat Kewajaran

- Analisis Rencana Transaksi Rencana penggabungan Perseroan, ST, dan XL memiliki manfaat strategis yang signifikan, baik dari sisi operasional maupun keuangan serta menyediakan peluang untuk menghasilkan nilai yang signifikan untuk

and analysis may lead to misleading of the process underlying this opinion. Forming this opinion is a complex process and may not be possible through incomplete analysis;

- This opinion is prepared based on the current financial, monetary, regulation and market. Changes in certain conditions that are beyond the control of the Company may have unpredictable impacts and may affect the fairness opinion.
- KJPP RHR has no liability to update the Fairness Opinion if there are subsequent events after the analysis date, but only discloses in the report.

6. Approach and method for the Fairness Opinion Report

- Proposed Transaction Analysis The proposed combination of the Company, ST, and XL has significant strategic, operational and financial merits as well as provides the opportunity to create significant value for the three

ketiga perusahaan, masing-masing pemegang sahamnya, pelanggannya, serta seluruh stakeholder yang terlibat.

Penggabungan usaha akan menciptakan Surviving Company dengan skala yang lebih besar serta dapat lebih efisien dari sisi struktur biaya, kemampuan untuk meningkatkan investasi dalam jaringan, peningkatan kualitas pelayanan, serta peningkatan inovasi baik untuk produk maupun jasa yang tidak dapat ditawarkan oleh Perseroan, ST, dan XL secara mandiri.

- Analisis kualitatif dan kuantitatif yang terkait dengan Rencana Transaksi

Manfaat atas Rencana Transaksi

- Penggabungan akan meningkatkan efisiensi operasional, penghematan biaya, dan peningkatan keandalan jaringan.
- Penggabungan memperkuat kapasitas jaringan dan memastikan kualitas layanan dengan jangkauan yang lebih luas yang mampu mendukung permintaan penyebaran 5G.
- Integrasi Perseroan dengan XL akan memperkuat inisiasi praktik ESG melalui efisiensi infrastruktur yang dapat mengurangi penggunaan energi dan sumber daya.
- Sumber daya gabungan akan meningkatkan kapasitas jaringan, keandalan layanan, dan konektivitas

companies, their respective shareholders, their customers and for all involved stakeholders.

The merger will create a Surviving Company with greater scale and a more efficient cost structure, enabling it to accelerate investment in its network, enhance quality of service and improve product and service innovation in a way that would not be possible for either the Company, ST, or XL on a standalone basis.

- Qualitative and quantitative analysis related to Proposed Transaction

Benefit of Proposed Transaction

- The merger will improve operational efficiency, cost savings, and increase network reliability.
- The merger strengthens network capacity and ensures service quality with wider coverage that can support the demand for 5G deployment.
- Company integration with XL's will strengthen ESG practice initiatives through infrastructure efficiency that can reduce energy and resource usage.
- The merger resources will enhance network capacity, service reliability,

- yang lebih unggul untuk mencapai posisi yang lebih kompetitif di pasar telekomunikasi.
- Penggabungan dapat memperbaiki kondisi pasar dengan mengurangi intensitas perang harga dan mendorong persaingan yang lebih berkelanjutan.
- Penggabungan akan mempercepat strategi konvergensi untuk memiliki platform yang mengintegrasikan solusi layanan telekomunikasi digital untuk menciptakan aliran pendapatan baru dan mendorong inovasi.

Analisis Keuangan Sebelum dan Sesudah Transaksi

Berdasarkan analisis informasi keuangan konsolidasian kombinasi proforma Perseroan paska penggabungan usaha dengan XL per 30 September 2024, rasio profitabilitas mengalami peningkatan, seiring peningkatan proyeksi pendapatan dan efisiensi beban operasi.

Analisis Inkremental

Berdasarkan proyeksi manajemen, setelah Rencana Transaksi, pendapatan konsolidasian akan menghasilkan kenaikan pendapatan yang stabil seiring kenaikan proyeksi pendapatan layanan mobile.

Selain itu, sejalan dengan proyeksi pendapatan konsolidasian, laba operasi dan laba bersih Perseroan diasumsikan

and superior connectivity to achieve more competitive position in telecommunication market.

- The merger can improve market condition by reducing the intensity of price war and encouraging more sustainable competition.
- The merger will accelerate convergence strategy to have a platform that integrates digital telecommunication service solutions to create new revenue streams and innovation.

Financial Analysis Before and After Transaction

Based on analysis of the Company's proforma combined consolidated financial information post-merger with XL as of 30 September 2024, the Company's profitability ratio experienced an increase due to the increase in revenue projection and operating expense efficiency.

Incremental Analysis

Based on management projection, after Proposed Transaction, consolidated revenue will generate stable income due to the increase in mobile service projection.

In addition, in line with the consolidated revenue projections, Company's operating profit and net profit are assumed to

mengalami kenaikan setelah Rencana Transaksi seiring dengan pertumbuhan beban operasi yang lebih rendah dibandingkan dengan proyeksi laba operasi dan laba bersih sebelum Rencana Transaksi.

- Analisis Kewajaran atas Nilai Rencana Transaksi

Analisis kewajaran Rencana Transaksi dilakukan dengan membandingkan nilai Rencana Transaksi yang disebutkan dalam ringkasan Perjanjian Penggabungan Usaha Bersyarat dan Nilai Pasar atas masing-masing pihak yang menggabungkan usahanya pada Laporan Penilaian per 30 September 2024.

Berdasarkan analisis tersebut, Rencana Transaksi dapat dikatakan wajar karena masih dalam deviasi maksimum 7,5% dari Nilai Pasar Wajar Objek Transaksi (batas maksimum yang dinyatakan dalam Peraturan Otoritas Jasa Keuangan Republik Indonesia No. 35 /POJK.04/2020 tentang Pedoman untuk Penilaian dan Laporan Penilaian Bisnis di Pasar Modal).

7. Kesimpulan

Berdasarkan analisis kewajaran atas Rencana Transaksi yang dilakukan meliputi analisis terhadap Rencana Transaksi, analisis kualitatif dan kuantitatif, analisis atas kewajaran nilai Rencana Transaksi, dan analisis atas faktor-faktor yang relevan, maka kami berpendapat bahwa secara keseluruhan

increase after the Proposed Transaction in line with the lower growth in operating expenses compared to the projected operating profit and net profit before the Proposed Transaction.

- Fairness Analysis of the Value of the Proposed Transaction

Fairness analysis of the Proposed Transaction is done by comparing the Proposed Transaction value mentioned in the summary of Conditional Merger Agreement and Market Value of each merger party in the Valuation Report as of 30 September 2024

Based on the analysis above, Proposed Transaction can be considered fair as it is still within the maximum deviation of 7.5% from the Fair Market Value of the Subject Transaction (maximum limit set forth in Peraturan Otoritas Jasa Keuangan Republik Indonesia Nomor 35 /POJK.04/2020 regarding Guidelines for Business Valuation and Reporting in Capital Market).

7. Conclusion

Having considered fairness analysis on the Proposed Transaction covering Proposed Transaction analysis, quantitative and qualitative analysis, fairness of Proposed Transaction value analysis and analysis on relevant factors, we are on the opinion that the overall

Rencana Transaksi adalah **wajar**.

**PENJELASAN, PERTIMBANGAN, DAN ALASAN
DILAKUKANNYA TRANSAKSI AFILIASI,
DIBANDINGKAN DENGAN APABILA DILAKUKAN
TRANSAKSI LAIN YANG SEJENIS YANG TIDAK
DILAKUKAN DENGAN PIHAK AFILIASI**

Perjanjian Penggabungan Bersyarat adalah dokumen utama yang ditandatangani Para Pihak untuk kepentingan pelaksanaan Penggabungan Usaha. Uraian mengenai penjelasan, pertimbangan, dan alasan dilakukannya Transaksi Afiliasi dijelaskan secara lebih rinci pada bagian Penjelasan Tentang "Rancangan Penggabungan Usaha" dari ringkasan Rancangan Penggabungan Usaha.

**PERNYATAAN DIREKSI DAN DEWAN
KOMISARIS**

Direksi Perseroan menyatakan bahwa sesuai ketentuan Pasal 3 POJK 42/2020, Transaksi Afiliasi telah melalui prosedur yang memadai untuk memastikan bahwa Transaksi Afiliasi dilaksanakan sesuai dengan praktik bisnis yang berlaku umum.

Lebih lanjut, sesuai ketentuan Pasal 10 huruf (i) POJK 42/2020, Direksi dan Dewan Komisaris Perseroan menyatakan bahwa: (i) Transaksi Afiliasi tidak mengandung Benturan Kepentingan; dan (ii) semua informasi material telah diungkapkan dalam dokumen ini dan informasi tersebut tidak menyesatkan.

Proposed Transaction is **fair**.

**EXPLANATION, CONSIDERATIONS, AND
REASONS FOR AFFILIATED TRANSACTION,
COMPARED WITH OTHER SIMILAR
TRANSACTIONS THAT ARE NOT
PERFORMED WITH AFFILIATED PARTIES**

The Conditional Merger Agreement is a key document that is signed by the Parties for the purposes of implementing the Merger. A more detailed description of the reasons behind and the positive impact of the Merger is described in more detail in the section on "Explanation on Merger Plan" of the abridged Merger Plan.

**STATEMENT OF BOARD OF DIRECTORS AND
BOARD OF COMMISSIONERS**

The Board of Directors of the Company stated that in accordance with the provisions of Article 3 of POJK 42/2020, the Affiliated Transaction has gone through adequate procedures to ensure that the Affiliated Transaction is carried out in accordance with generally accepted business practices.

Furthermore, in accordance with the provisions of Article 10 letter (i) POJK 42/2020, the Board of Directors and Board of Commissioners of the Company state that: (i) the Affiliated Transaction does not contain a Conflict of Interest; and (ii) all material information has been disclosed in this document and the information is not misleading.

Jakarta, 11 Desember 2024/ 11 December 2024

James Wewengkang
Corporate Secretary



PT Smartfren Telecom Tbk
Jl. H. Agus Salim No. 45, Menteng, Jakarta Pusat – 10340, Indonesia
Up. Corporate Secretary
Email: corpsec.division@smartfren.com
Telp.: (021) 5053 8888