

**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF  
PT FAJAR SURYA WISESA TBK  
IN RELATION TO THE PROPOSED CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS  
("Disclosure of Information")**

This Disclosure of Information is made and addressed to the shareholders of PT Fajar Surya Wisesa Tbk (the "Company") in order to comply with the provisions of the Financial Services Authority ("OJK") Regulation No. 32/POJK.04/2015 regarding the Capital Increase of Public Companies with Pre-emptive Rights as amended by the OJK Regulation No. 14/POJK.04/2019 regarding the Amendment of OJK Regulation No. 32/POJK.04/2015 ("POJK No. 32/2015").

This Disclosure of Information is important for the Company's shareholders to read and consider in order to make decisions in connection with the proposed capital increase with Pre-emptive Rights ("**Pre-emptive Rights**") by the Company.

If you have difficulty in understanding the information contained in this Disclosure of Information or are in doubt as to how to make a decision, you should consult a broker, investment manager, legal adviser, public accountant and/or other professional adviser.



**PT Fajar Surya Wisesa Tbk**  
Domiciled in Jakarta Pusat, Indonesia

**Business Activities:**  
Engaged in the paper industry and trade

**Head Office:**  
Jl. Abdul Muis No. 32  
Jakarta 10160  
Tel. (62-21) 344 1316  
Fax. (62-21) 345 7643

**Website: [www.fajarpaper.com](http://www.fajarpaper.com)**  
**Email: [ir@fajarpaper.com](mailto:ir@fajarpaper.com)**

All information contained in this Disclosure of Information is only a proposal subject to the approval of the Extraordinary General Meeting of Shareholders and the Prospectus to be issued in relation to the capital increase with Pre-emptive Rights.

This Disclosure of Information is not intended as a offering document of shares, unless the offer or purchase of shares does not conflict with or does not constitute a violation to the applicable laws and regulations in the country or jurisdiction outside of the territory of Indonesia. No party can acquire Pre-emptive Rights or new shares except on the basis of the information contained in the Prospectus which will be issued in relation to the capital increase with Pre-emptive Rights.

This Disclosure of Information is published on 13 December 2024.

## INFORMATION IN RELATION TO THE CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS

The Company proposes to increase its capital by granting Pre-emptive Rights to the Company's shareholders through a limited public offering (*penawaran umum terbatas* or "PUT") mechanism by issuing a maximum of 1,000,000,000 (one billion) of new shares which are ordinary shares with a nominal value of Rp500.00 (five hundred Rupiah) per share ("New Shares"). The number of shares to be issued will depend on the Company's need for funds and the price of the Pre-emptive Rights exercise. In the event of a change in the maximum number of shares to be issued, the Company will announce it at the same time as the Invitation to the Extraordinary General Meeting of Shareholders ("EGMS") which is planned to be conducted on 30 December 2024.

The New Shares will be issued from the Company's portfolio and listed on the Indonesia Stock Exchange ("IDX") in accordance with applicable laws and regulations, including IDX Regulation No. I-A regarding the Listing of Shares and Equity Securities Other than Shares Issued by Listed Companies, Attachment to the Decree of the IDX Board of Directors No. Kep-00101/BEI/12-2021 dated 21 December 2021 ("IDX Regulation No.I-A"). The New Shares will have the same rights as other shares of the Company that have been issued by the Company, including the right to dividends.

In accordance with POJK No. 32/2015, the implementation of PUT can be carried out after:

1. The Company obtained an approval from the EGMS;
2. The Company submits a registration statement in relation to PUT and its supporting documents to the OJK; and
3. The registration statement in relation to PUT was declared effective by the OJK.

The provisions of the capital increase with Pre-emptive Rights, including the final exercise price of the Pre-emptive Rights and the final amount of the New Shares will be disclosed in the Prospectus issued in relation to the capital increase with Pre-emptive Rights, which will be provided to the Company's shareholders who are entitled in due course, in accordance with the prevailing laws and regulations.

In the event that the subscription of the New Shares is made in a form other than cash, the subscription in a form other than cash must comply with the provisions as stipulated in POJK No. 32/2015, namely as follows:

1. directly related to the use of proceeds;
2. using appraisers to determine the fair value of the form other than cash used as subscription and the fairness of the subscription for New Shares in a form other than cash;
3. in the event that the subscription of New Shares is in the form of receivable towards the Company which are compensated as a subscription of New Shares, such receivable must have been included in the latest financial statements of the Company which have been audited by accountant; and
4. fulfill the provisions of other laws and regulations governing the subscription of shares in a form other than cash and compensation of receivable as a subscription of New Shares.

## ESTIMATED PERIOD OF EXECUTION OF CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS

The Company intends to conduct and settle the capital increase with Pre-emptive Rights within a reasonable period of time to be carried out, but not more than 12 months from the date of obtaining the EGMS approval in relation to the capital increase with Pre-emptive Rights and subject to the declaration on the effectiveness of the registration statement (which will be submitted to the OJK) in relation to the capital increase with Pre-emptive Rights by OJK, in accordance with the prevailing laws and regulations.

## OUTLINE ESTIMATE OF THE USE OF PROCEEDS

The Company intends to use all proceeds received from the proceeds of the PUT after deducting issuance costs, among others, to (i) reduce the Company's liabilities, and/or (ii) develop the Company's business, and/or (iii) increase the Company's working capital, and/or (iv) other business purposes of the Company.

Final information in relation to the use of proceeds will be disclosed in the prospectus issued in relation to capital increase with Pre-emptive Rights which will be provided to the entitled shareholders in due course, in accordance with the prevailing laws and regulations.

## **ANALYSIS OF THE EFFECT OF CAPITAL INCREASE ON THE FINANCIAL CONDITION OF THE COMPANY AND SHAREHOLDERS**

The Company estimates that the plan to increase capital with Pre-emptive Rights will have a positive effect on the Company's consolidated financial condition, among others to (i) reduce liabilities and improve the Company's debt to equity ratio, and (ii) increase the number of issued shares. Furthermore, the capital increase through Pre-emptive Rights is expected to increase the number of the Company's shares in the market and will increase the frequency of trading of these shares or in other words can increase the liquidity of shares.

In this PUT, the Company expects as much participation as possible from the Company's shareholders to exercise the Pre-emptive Rights and warrants obtained by the shareholders. If the shareholders of the Company do not exercise the Pre-emptive Rights they have obtained, the shareholders may experience a dilution of ownership of up to 28.75% (twenty-eight point seventy-five percent).

## **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

In order to comply with the provisions of the applicable laws and regulations, in implementing the plan of capital increase with Pre-emptive Rights, the Company will seek the approval of the Company's shareholders at the EGMS which will be conducted on 22 January 2025.

## **ADDITIONAL INFORMATION**

To obtain information in connection with the plan of capital increase with Pre-emptive Rights as described above, the Company's shareholders can contact the Company's Corporate Secretary, every business day and on working hours of the Company, namely 08.00 – 17.00 WIB, at the address below:

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Jakarta, 13 December 2024  
**Board of Directors**