

**DISCLOSURE OF INFORMATION TO THE PUBLIC REGARDING MATERIAL
TRANSACTIONS OF PT NET VISI MEDIA TBK. ("COMPANY")**

THIS DISCLOSURE OF INFORMATION TO THE PUBLIC ("DISCLOSURE OF INFORMATION") IS SUBMITTED IN ORDER TO COMPLY WITH THE PROVISIONS OF FINANCIAL SERVICES AUTHORITY ("OJK") REGULATION NO. 17/POJK.04/2020 ON MATERIAL TRANSACTIONS AND CHANGES OF BUSINESS ACTIVITIES ("POJK 17/2020").

IF YOU HAVE ANY DIFFICULTY IN UNDERSTANDING THE INFORMATION CONTAINED IN THE AMENDMENT AND/OR SUPPLEMENT TO THIS DISCLOSURE OR ARE IN DOUBT IN MAKING A DECISION, YOU SHOULD CONSULT WITH A SECURITIES BROKER, INVESTMENT MANAGER, LEGAL ADVISOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.



PT NET VISI MEDIA TBK.

Domiciled in South Jakarta

Business Activities

Media Industry, in this case Management (Artists), Television Broadcasting and Production House, Digital Media through Subsidiary Companies

Head Office

Graha Mitra 4th Floor
Jl. Jend. Gatot Subroto Kav. 21
RT 003, RW 002, Karet Semanggi, Setiabudi, South Jakarta 12930

Tel. (62-21) 5050-6100

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Email : corporate.secretary@netvisimedia.co.id

Website : www.netvisimedia.co.id

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I. INTRODUCTION

PT Net Mediatama Televisi ("**NMT**"), one of the Controlled Companies of the Company as defined in POJK 17/2020, signed Deed of Amendment and Restatement of Credit Facility Agreement No. 101 dated 29 January 2020 made before Yulia, S.H., a Notary in South Jakarta, and lastly amended by the Third Amendment to the Amendment and Restatement of Credit Facility Agreement dated 27 March 2023 ("**NMT Credit Facility**"). The Company and NMT intend to settle all outstanding debts and obligations of NMT to Newton Capital Ltd ("**Newton**") under the NMT Credit Facility, by way of the Company (as the borrower) and Newton (as the lender) have entered into a Loan Agreement dated 5 April 2024 in the amount of Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah) (the "**Newton Company Loan**") that is purposed for the advance payment of capital injection by the Company into NMT, which will then be used exclusively by NMT for the repayment of all debts and obligations of the same amount, i.e. Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah), owed by NMT to Newton under the NMT Credit Facility. The advance payment of the capital injection of the Company into NMT in the amount of Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah) will be recorded as an increase of the Company's capital in NMT.

Through this Disclosure of Information, the Company explains that:

1. Newton is not an Affiliate of the Company.
2. Based on the Company's Financial Statements as of 31 December 2023 audited by Public Accounting Firm Teramihardja, Pradhono & Chandra, the Company is recorded as having of: (i) negative net working capital of Rp1,184,259,027,170 (one trillion one hundred eighty-four billion two hundred fifty-nine million twenty-seven thousand one hundred seventy Rupiah), (ii) negative equity of Rp728,475,759,863 (seven hundred twenty-eight billion four hundred seventy-five million seven hundred fifty-nine thousand eight hundred sixty-three Rupiah), and (iii) total assets of Rp1,215,005,762,743 (one trillion two hundred fifteen billion five million seven hundred sixty-two thousand seven hundred forty-three Rupiah).
3. Newton Company Loan is a transaction ("**Transaction**"), which constitute a Material Transaction as referred to in Article 3 (3) of POJK 17/2020, with a transaction value of more than 10% of the Company's total assets based on the Company's Financial Statements as of 31 December 2023 and audited by the Public Accounting Firm Teramihardja, Pradhono & Chandra, with an amount of 72.6% (seventy two point six percent) of the Company's total assets.

Considering that the Company has negative working capital and negative equity, to perform the Transaction, the Company is not required to obtain approval from the General Meeting of Shareholders or use an appraiser to determine the fair value of the object and/or fairness of the Transaction as regulated in POJK 17/2020 (*vide* Article 11 (g) of POJK 17/2020), but the Company still has the obligations to: (i) announce the Disclosure of Information to the public regarding the Transaction, (ii) submit the Disclosure of Information along with the supporting documents to OJK, and (iii) report the implementation results of the Transaction in the Company's annual report.

II. DESCRIPTION OF THE TRANSACTION

A. The Parties in the Transaction

1. The Company

a. General

The Company, domiciled in South Jakarta, is a public company established based on the laws of Indonesia. The Company was first established under the name of PT Putra Insan Permata based on the Deed of Establishment No. 8 dated 23 July 2004, made before Hasbullah Abdul Rasyid, S.H., M.Kn., a Notary in Jakarta and approved by the Minister of Law and Human Rights of the Republic of Indonesia ("MOLHR") No. C-22196 HT.01.01.TH.2004 dated 3 September 2004 ("**Company Deed of Establishment**"). Based on Deed of Shareholders Resolutions No. 121 dated 23 March 2017, made before Ardi Kristiar, S.H., M.B.A., the substituting Notary for Yulia, S.H., a Notary in South Jakarta, the Company changed its name from PT Putra Insan Permata to PT Net Visi Media, as approved by the MOLHR based on Decree No. AHU-0007113.AH.01.02.TAHUN 2017 dated 23 March 2017.

The Company Deed of Establishment was lastly amended based on Deed of Resolutions of the Board of Commissioners No. 67 dated 24 February 2022, made before Yulia, S.H., a Notary in South Jakarta as notified to the MOLHR pursuant to Letter of Receipt of Notification of Amendment of Articles of Association No. AHU-AH.01.03-0148827 dated 8 March 2022 ("**Company's Articles of Association**").

The following are the Company's contact details:

Address : Graha Mitra 4th Floor, Jl. Jend. Gatot Subroto Kav. 21, RT 003, RW 002, Karet Semanggi, Setiabudi, South Jakarta 12930

Phone No. : (62-21) 5050-6100

Facsimile No. : (62-21) 2954-6200

Email address : corporate.secretary@netvisimedia.co.id

Based on Article 3 of the Company's Articles of Association, the purposes and objectives of the Company are as follows:

Main business activities:

- (i) Other consulting management activities
- (ii) Holding company activities
- (iii) Other professional, scientific and technical activities not classifiable elsewhere

Supporting business activities:

- (i) Creative art performance
- (ii) Operate as an agent or sponsor of individual artists and theater performers

b. Capital Structure and Shareholding

Based on the Company's Articles of Association and the Company's Register of Shareholders dated 31 March 2024, the latest capital structure and shareholder composition of the Company are as follows:

	Share capital with par value of Rp100 per share		
	Number of Shares	Nominal Value (IDR)	%
Authorized Capital	65,000,000,000	6,500,000,000,000	
Issued and Fully Paid-up Capital			
PT Indika Inti Holdiko	1,803,345,894	180,334,589,400	7.69
PT Semangat Bambu Runcing	2,045,780,331	204,578,033,100	8.72
PT Sinergi Lintas Media Public (<5% each)	16,751,872,184	1,675,187,218,400	71.43
	2,852,178,831	285,217,883,100	12.16
Total Issued and Fully Paid-up Capital	23,453,177,240	2,345,317,724,000	-
Number of Shares in Portfolio	41,546,822,760	4,154,682,276,000	-

c. Management and Supervision

Based on Deed of Restatement of Meeting Resolutions No. 74 dated 19 June 2023, made before Yulia, S.H., a Notary in South Jakarta as notified to the MOLHR based on the Letter of Receipt of Notification of Company Data Change No. AHU-AH.01.09-0130560 dated 22 June 2023, the current composition of the Company's Board of Directors and Board of Commissioners is as follows:

Board of Commissioners

President Commissioner	:	Lie Halim
Commissioner	:	Rachmat Nugroho
Independent Commissioner	:	Clifford David Rees

Directors

President Director	:	Deddy Hariyanto
Director	:	Azuan Syahril
Director	:	Fendy Nagasaputra
Director	:	Ferry
Director	:	Sambodo
Director	:	Surya Hadiwinata

2. Newton Capital Ltd

a. General

Newton Capital Ltd has its address at Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands as a company incorporated under the laws of the British Virgin Islands pursuant to its Memorandum and Articles of Association dated 28 November 2023, with a registration number of 2137003.

The following are Newton's contact details:

Address : 182 Cecil Street #17-01, Frasers Tower, Singapore 069547
Phone No. : +65 6212 2166
Facsimile No. : -
Email address : randall@indiescp.com
rdemsy@indiescp.com
hkusuma@indiescp.com
newton@indiescp.com

Newton's business activities are investment companies.

b. Capital Structure and Shareholding

Newton's capital and shareholder structure is as follows:

Shareholders	Number of Shares (Common Shares)	%
Paloma Capital Ltd	1	100

c. Management and Supervision

The composition of Newton's management and supervisory is as follows:

Director : Neil Colin Gray

B. Transaction Object

The object of the Transaction is the Newton Company Loan with the details as follows:

a. The terms and conditions of the loan based on the Loan Agreement entered into by the Company and Newton on 5 April 2024:

(i) Parties:

- Newton as the lender
- The Company as the borrower

(ii) Loan Value:

The total loan amount is Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah).

(iii) Loan Interest:

The loan is interest-free.

(iv) Loan Term:

The loan will be due in the sixth month after 5 April 2024. Nonetheless, if the Company opts to settle the loan by way of non-cash settlement, the Company has time to settle the loan on the twelfth month after 5 April 2024.

(v) Collateral:

The Company as the borrower does not provide collateral for the Newton Company Loan.

(vi) Matters that are prohibited to be done without prior approval from Newton:

There are no provisions that require the Company to obtain prior approval from Newton to take certain actions that are material to the Company.

b. Nature of Affiliate Relationship

Newton is not an Affiliate of the Company.

C. Transaction Value

The total value of the Transaction is Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah).

III. EXPLANATION, CONSIDERATION AND REASONS FOR THE TRANSACTION AND THE IMPACT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL CONDITION

A. Explanation, Consideration and Reason for Transaction

In consideration that NMT has an obligation to repay not less than Rp882,596,455,151.88 (eight hundred eighty-two billion five hundred ninety-six million four hundred fifty-five thousand one hundred fifty-one point eighty-eight Rupiah) before the end of April 2024 under the NMT Credit Facility, the Company has entered into the uncollateralized Newton Company Loan, which gives the Company more time and flexibility to prepare and execute corporate actions that are possible and necessary to settle the Newton Company Loan by prioritizing the best interests of the Company, and all other stakeholders, including the public shareholders of the Company, without interest.

B. Impact of the Transaction on the Company's Financial Condition

In comparison to the NMT Credit Facility, the Newton Company Loan is non-interest bearing, and therefore lessen the cost of financing on the Company as a group.

IV. STATEMENT OF THE DIRECTORS AND BOARD OF COMMISSIONERS

1. The Board of Directors and Board of Commissioners of the Company stated that the Transaction is not an Affiliated Transaction and the Transaction does not contain a Conflict of Interest as referred to in OJK Regulation No. 42/POJK.04/2020 regarding Affiliated Transactions and Conflict Of Interest Transactions.
2. The Board of Directors and Board of Commissioners of the Company are responsible for the accuracy of all information contained in this Disclosure of Information, and after conducting careful examination on the information available in connection with the Transaction, hereby declare that to the best of the knowledge and belief of the Board of Directors and Board of Commissioners of the Company, there is no other important and material information related to the Transaction that is not disclosed in this Disclosure of Information which may cause this Disclosure of Information to be untrue and/or misleading.

V. ADDITIONAL INFORMATION

If the shareholders require further information, they may contact the Company at the following address:

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Sincerely,

Board of Directors of the Company