

**ADDITIONAL AND/OR CHANGE OF INFORMATION TO THE SHAREHOLDERS  
WITHIN THE FRAMEWORK OF LIMITED PUBLIC OFFERING VII BY ISSUING  
PREEMPTIVE RIGHTS**

THIS ADDITIONAL AND/OR CHANGE OF INFORMATION CANNOT BE SEPARATED WITH THE INFORMATION TO THE SHAREHOLDERS WHICH HAS PUBLISHED IN BISNIS INDONESIA DAILY DATED 31 MARCH 2016.

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**PT BANK PERMATA Tbk.**

**Line of Business:**

Banking Services

Domiciled in South Jakarta, Indonesia

**Head Office:**

WTC Building II 1<sup>st</sup>, 2<sup>nd</sup>, 21<sup>st</sup>-30<sup>th</sup> Floors,

Jl. Jenderal Sudirman Kav. 29-31,

Jakarta 12920 - Indonesia

Phone (6221) 523 7788 ext. 8020807 & 8018993,

Fax. (6221) 523 7244,

Email: [Corporate.Secretary@permatbank.co.id](mailto:Corporate.Secretary@permatbank.co.id)

[www.permatabank.com](http://www.permatabank.com)

**Office Network:**

As of December 31, 2015, the Company has 1 head office, 55 branch offices (including 13 sharia branch offices), 258 sub-branch offices (including 3 sharia sub-branch offices) and 301 sharia office channeling, 21 treasury offices (including 1 sharia treasury office), 22 mobile unit, 3 payment points, and 1,027 ATMs spread across Indonesia.

**LIMITED PUBLIC OFFERING VII ("RIGHTS ISSUE VII") TO THE  
COMPANY'S SHAREHOLDERS BY ISSUING PREEMPTIVE RIGHT**

By a total of 10,456,095,082 (ten billion four hundred fifty six million ninety five thousand eighty two) Class B shares ("New Shares") with nominal price of Rp125,- (one hundred twenty five Rupiah) per share. Each holder of 283 (two hundred and eighty three) Former Shares whose name is registered in the Company's Register of Shareholders ("DPS") on 31 May 2016 at 16:00 WIB shall be entitled to 249 (two hundred forty nine) Preemptive Rights ("Rights"), whereby every 1 (one) Rights entitles the holder to purchase 1 (one) New Share at the Exercise Price of IDR526 (five hundred twenty six Rupiah).

The total number of New Shares offered in the Rights Issue VII is the maximum number of shares to be fully issued from the portfolio and will be listed on the Indonesia Stock Exchange ("IDX") while always observing the prevailing laws and regulations. The amount of funds to be received by the Company in the Rights Issue VII is IDR5,499,906,013,132 (five trillion four hundred ninety nine billion nine hundred six million thirteen thousand one hundred thirty two Rupiah).

New Shares from the Rights Issue VII have the equal right to and the same degree in all respects including rights to dividends as that of other shares which have been fully paid. Every Right in the form of fractions will be rounded down. In the event that any shareholders have the Rights in the form of a fraction, the rights to securities fraction shall be sold by the Company and the proceeds thereof shall be included in the Company's account.

PT Astra International Tbk. ("AI") and Standard Chartered Bank ("SCB"), the main shareholders of the Company, have stated their commitment to exercise its full entitlement to purchase the New Shares offered in the Rights Issue VII. If the New Shares offered in the Rights Issue VII are not fully subscribed or purchased by the shareholders or holders of Rights, such remaining shares shall be allocated to any other shareholders or Rights-holders who has subscribed for more than their entitlement, provided that if the total order for New Shares which have not been subscribed yet exceeding the available New shares, the total number of the available New Shares shall be allocated in proportion to the total number of Rights exercised by each shareholder or Rights-holder who subscribe New Shares based on the subscription price. If there are still remaining New Shares of the amount offered, all of the remaining shares will be purchased by AI and SCB as the standby purchaser by 50% (fifty percent) respectively of the remaining shares based on (i) the Deed of Remaining Shares Purchasing Undertaking Agreement within the framework of Rights Issue VII No. 60 dated 30 March 2016 as amended and restated by the Deed of Remaining Shares Purchasing

Undertaking Agreement within the framework of Rights Issue VII No. 71 dated 29 April 2016 between the Company and AI; and (ii) the Deed of Remaining Shares Purchasing Undertaking Agreement within the framework of Rights Issue VII No. 61 dated 30 March 2016 as amended and restated by the Deed of Remaining Shares Purchasing Undertaking Agreement within the framework of Rights Issue VII No. 72 dated 29 April 2016 between the Company and SCB, all of them drawn up before Aryanti Artisari, S.H., M.Kn., a Notary Public in Jakarta ("Standby Purchaser Agreement").

**THE RIGHTS ARE TRADEABLE, BOTH INSIDE AND OUTSIDE THE IDX FOR NOT LESS THAN 5 (FIVE) BUSINESS DAYS FROM 2 JUNE 2016 UP TO 8 JUNE 2016. NEW SHARES LISTING AS A RESULT OF RIGHTS EXECUTION WILL BE MADE IN THE IDX AS OF 2 JUNE 2016. THE LAST DATE TO EXERCISE THE RIGHTS SHALL BE 8 JUNE 2016 PROVIDED THAT THE RIGHTS THAT ARE NOT EXERCISED UP TO THE SAID DATE SHALL BE NO LONGER VALID.**

**IMPORTANT NOTICE TO THE SHAREHOLDERS**

**EXISTING SHAREHOLDERS WHO EXERCISE NO RIGHTS TO SUBSCRIBE NEW SHARES OFFERED IN THIS RIGHTS ISSUE VII PURSUANT TO ITS RIGHTS SHALL SUBJECT TO ANY DECREASE OF ITS SHAREHOLDING PERCENTAGE (DILUTION) IN THE MAXIMUM AMOUNT OF 46.80% (FORTY SIX POINT EIGHT PERCENT).**

**THE RISK FACED BY INVESTORS ARE THE POSSIBILITY THAT THE COMPANY'S SHARES IS NOT LIQUID WHICH AFFECTED BY INDONESIAN CAPITAL MARKET CONDITION.**

**THE COMPANY WILL NOT ISSUE COLLECTIVE SHARES CERTIFICATE IN THIS RIGHTS ISSUE VII, BUT THOSE SHARES WILL BE DISTIRBUTED ELECTRONICALLY THAT WILL BE ADMINISTERED IN THE COLLECTIVE DEPOSITORY OF PT KUSTONDIAN SENTRAL EFEK INDONESIA ("KSEI").**

This additional and/or change of information to the shareholders is issued in Jakarta on 23 May 2016.

**SCHEDULE**

Date of Extraordinary General Meeting of Shareholders ("EGMS")	:	March 29, 2016
Date of Effective Registration Statement	:	May 19, 2016
Last Date for Trading of Shares with Rights ( <i>Cum-Right</i> ) in:		
- Regular Market	:	May 26, 2016
- Negotiation and Cash Market	:	May 31, 2016
Starting Date for Trading of Shares without Rights ( <i>Ex-Right</i> ) in:		
- Regular Market	:	May 27, 2016
- Negotiation and Cash Market	:	June 1, 2016
Recording Date of the shareholders who shall be entitled to the Rights	:	May 31, 2016
Rights Distribution Date	:	June 1, 2016
Listing Date of New Shares resulting from the Rights exercise on the Indonesia Stock Exchange	:	June 2, 2016
Rights trading period	:	June 2 - 8, 2016
Rights exercise period	:	June 2 - 8, 2016
Delivery period of New Shares resulting from the Rights exercise	:	June 6 - 10, 2016
Last Date for Additional Shares subscription payment	:	June 10, 2016
Date for Additional Shares subscription allotment	:	June 13, 2016
Date of Payment by Standby Purchaser	:	June 14, 2016
Date for return of excess money for unsatisfied Additional Shares subscription	:	June 15, 2016

**LIMITED PUBLIC OFFERING ("RIGHTS ISSUE VII")**

The Rights Issue VII has obtained approval from the shareholders in the Company's EGMS which was held on March 29, 2016, which one of the resolution was approve the increase of issued and paid up capital of the Company through Rights Issue VII with the maximum number of shares to be issued is 21,200,000,000 (twenty one billion and two hundred million) Class B shares with nominal price of Rp125,- (one hundred and twenty five Rupiah) per share. The resolutions of the EGMS had been published on Bisnis Indonesia daily, Company's website ([www.permatabank.com](http://www.permatabank.com)), and IDX website on 30 March 2016 in accordance with the OJK Regulation No. 32/POJK.04/2014 dated December 8, 2014 concerning Plan and Implementation of a General Meeting of Shareholders of a Public Company. The Company's Registration Statement of the Rights Issue VII has obtained the effective statement from OJK based on letter No. S-233/D.04/2016 dated 19 May 2016.

The Board of Directors of the Company hereby conduct the rights Issue VII By a total of 10,456,095,082 (ten billion four hundred fifty six million ninety five thousand eighty two) Class B shares ("New Shares") with nominal price of Rp125,- (one hundred twenty five Rupiah) per share. Each holder of 283 (two hundred and eighty three) Former Shares whose name is registered in the Company's Register of Shareholders ("DPS") on 31 May 2016 at 16:00 WIB shall be entitled to 249 (two hundred forty nine) Preemptive Rights ("Rights"), whereby every 1 (one) Rights entitles the holder to purchase 1 (one) New Share at the Exercise Price of IDR526 (five hundred twenty six Rupiah).

If all the Rights offered in this Rights Issue VII are exercised by the shareholders of the Company, then the capital structure and the shareholders composition of the Company after the Rights Issue VII are as follow:

Nominal Value IDR12.500 per share for Class A Shares  
Nominal Value IDR125 per share for Class B Shares

Description	Prior Rights Issue VII			After Rights Issue VII		
	Number of Shares	Amount of Nominal Value (IDR)	%	Number of Shares	Amount of Nominal Value (IDR)	%
<b>Authorized Capital</b>						
Class A Shares	26,880,234	336,002,925,000	0.06	26,880,234	336,002,925,000	0.06
Class B Shares	42,111,976,600	5,263,997,075,000	99.94	42,111,976,600	5,263,997,075,000	99.94
<b>Total Authorized Capital</b>	<b>42,138,856,834</b>	<b>5,600,000,000,000</b>	<b>100.00</b>	<b>42,138,856,834</b>	<b>5,600,000,000,000</b>	<b>100.00</b>
<b>Issued and Paid up Capital</b>						
Class A Shares						
Public	26,880,234	336,002,925,000	0.23	26,880,234	336,002,925,000	0.12

**Translation from the original document  
(For explanation only)**

Class B Shares						
PT Astra International Tbk.	5,295,381,806 <sup>(1)</sup>	661,922,725,750	44.56	9,954,569,331 <sup>(1)</sup>	1,244,321,166,375	44.56
Standard Chartered Bank	5,295,381,806	661,922,725,750	44.56	9,954,569,331	1,244,321,166,375	44.56
Public	1,266,191,127	158,273,890,875	10.65	2,403,911,159	300,488,894,875	10.76
<b>Total Issued and Paid up Capital</b>	<b>11,883,834,973</b>	<b>1,818,122,267,375</b>	<b>100.00</b>	<b>22,339,930,055</b>	<b>3,125,134,152,625</b>	<b>100.00</b>
<b>Portfolio Shares</b>						
Class A Shares	-	-	-	-	-	-
Class b Shares	30,225,021,861	3,781,877,732,625	100.00	19,798,926,779	2,474,865,847,375	100.00
<b>Total Portfolio Shares</b>	<b>30,225,021,861</b>	<b>3,781,877,732,625</b>	<b>100.00</b>	<b>19,798,926,779</b>	<b>2,474,865,847,375</b>	<b>100.00</b>

Note:

(1) including 1% unlisted shares ownership

If all the rights offered in this Rights Issue VII is not exercised by public, then the standby purchaser will take all the remaining shares. Therefore the capital structure and the shareholders composition of the Company after the Rights Issue VII are as follow:

Description	Nominal Value IDR12.500 per share for Class A Shares Nominal Value IDR125 per share for Class B Shares					
	Prior Rights Issue VII			After Rights Issue VII		
	Number of Shares	Amount of Nominal Value (IDR)	%	Number of Shares	Amount of Nominal Value (IDR)	%
<b>Authorized Capital</b>						
Class A Shares	26,880,234	336,002,925,000	0.06	26,880,234	336,002,925,000	0.06
Class B Shares	42,111,976,600	5,263,997,075,000	99.94	42,111,976,600	5,263,997,075,000	99.94
<b>Total Authorized Capital</b>	<b>42,138,856,834</b>	<b>5,600,000,000,000</b>	<b>100.00</b>	<b>42,138,856,834</b>	<b>5,600,000,000,000</b>	<b>100.00</b>
<b>Issued and Paid up Capital</b>						
Class A Shares						
Public	26,880,234	336,002,925,000	0.23	26,880,234	336,002,925,000	0.12
Class B Shares						
PT Astra International Tbk.	5,295,381,806 <sup>(1)</sup>	661,922,725,750	44.56	10,523,429,347 <sup>(1)</sup>	1,315,428,668,375	47.11
Standard Chartered Bank	5,295,381,806	661,922,725,750	44.56	10,523,429,347	1,315,428,668,375	47.11
Public	1,266,191,127	158,273,890,875	10.65	1,266,191,127	158,273,890,875	5.66
<b>Total Issued and Paid up Capital</b>	<b>11,883,834,973</b>	<b>1,818,122,267,375</b>	<b>100.00</b>	<b>22,339,930,055</b>	<b>3,125,134,152,625</b>	<b>100.00</b>
<b>Portfolio Shares</b>						
Class A Shares	-	-	-	-	-	-
Class b Shares	30,225,021,861	3,781,877,732,625	100.00	19,798,926,779	2,474,865,847,375	100.00
<b>Total Portfolio Shares</b>	<b>30,225,021,861</b>	<b>3,781,877,732,625</b>	<b>100.00</b>	<b>19,798,926,779</b>	<b>2,474,865,847,375</b>	<b>100.00</b>

Note:

including 1% unlisted shares ownership

Considering that the number shares issued in this rights Issue VII is 10,456,095,082 (ten billion four hundred fifty six million ninety five thousand eighty two) Class B shares, then the shareholders who are not exercise their Rights TO subscribe New Shares offered in this Rights Issue VII pursuant to its Rights shall subject to any decrease of its

shareholding percentage (dilution) in the maximum amount of 46.80% (forty six point eight percent).

Pursuant to paragraph 4 article 2 and 3 of Indonesian Government regulation No. 29 dated 7 May 1999 concerning the Shares Purchasing of the Commercial Banks, which was issued as the execution rules of Law of Republic Indonesia No. 10 dated 10 November 1998 concerning the amendment of Law of Republic Indonesia No. 7 Year 1992 regulated that: (i) the bank can only list its shares in the stock exchange at the maximum 99.00% (ninety nine percent) of its total shares; and (ii) at least 1.00% (one percent) of the bank's shares which not list in the Stock Exchange must be owned by Indonesian citizen and or Indonesian Company, in this case 1.00% (one percent) Company's shares which are not listed in the Stock Exchange is owned by AI. At the date of this Additional And/Or Change of Information issued, Company's shares owned by AI which is not listed in the IDX is 118,838,351 (one hundred eighteen million eight hundred thirty eight three hundred fifty one) shares.

With the assumption that all the Rights are exercised, then Company's listed shares will become 11,764,996,622 (eleven billion seven hundred sixty four million nine hundred ninety six thousand six hundred twenty two ) former shares and 10,351,534,131 (ten billion three hundred fifty one million five hundred thirty four thousand one hundred thirty one) New Shares from this Rights Issue VII, therefore all of Company's shares which will be listed are 22,116,530,753 (twenty two billion one hundred sixteen million five hundred thirty thousand seven hundred fifty three) shares.

The Company with the main shareholders will consider the capital market regulation, including regulation No. I-A dated 20 January 2014 concerning Listing of Shares and Equity Securities Other than Shares which Issued by the Listed Company, which stipulate the number of shares which owned by the non-controlling shareholders and not main shareholders minimum 50,000,000 (fifty million) shares and at least 7.5% (seven point five percent).

Further, based on Bank Indonesia Regulation No. 14/8/PBI/2012 dated 13 July 2012 concerning the Shares Ownership of the Commercial Banks, in relation with this Rights Issue VII, OJK thorough its letter to the Company No.SR-3/PB.3/2016 dated 1 April 2016, stated that in the event there is an increase of AI and SCB shares ownership percentage, caused by their role as the standby purchaser or if the public do not exercise their Rights, then AI and SCB should re-adjust their shares ownership percentage back to 44.56% each, no longer than 2 years period.

**The shareholders who are eligible to receive the Rights**

The Company's shareholders whose name is registered in the Company's DPS on 31 May 2016 at 16:00 WIB shall be entitled to obtain the Rights. Each holder of 283 (two hundred eighty three) Shares shall be entitled to 249 (two hundred forty nine) Rights, whereby every 1 (one) Right entitles the holder to purchase 1 (one) New Share of the Company, to be offered at the Exercise Price of IDR 526 (five hundred twenty six Rupiah) per share, which shall be fully paid upon the submission of New Shares subscription.

**The Lawful Right-holders**

The lawful Right-holders are:

- i. The Company's shareholders who are entitled to receive the Rights whose Rights were not sold, or
- ii. The last buyer/holder of the Rights whose name is contained in the Rights Certificates endorsement column, or
- iii. The Right-holders in the KSEI collective custody, until the last date for the Rights trading period.

**The Rights Trading**

The Right-holders may trade its Rights during the Rights trading period, i.e. from 2 June 2016 until 8 June 2016.

The Rights Trading must observe the provisions of the laws and regulations applicable in the territory of the Unitary State of the Republic of Indonesia, including but not limited to the provisions of taxation and the provisions in the field of capital market, including the exchange regulations on which the Rights are traded. If the Right-holders are on doubt about the decision making, they should consult at their own expense with an investment advisor, stockbroker, investment manager, legal counsel, public accountants or other professional advisors.

The Rights in the Collective Custody at KSEI and those in form of Rights Certificate can only be traded outside the stock exchange (over-the-counter).

Settlement of the Rights trading which is done over-the-counter shall be conducted by transfer into securities account in the name of the Custodian Bank or the Securities Company with the KSEI.

All costs and taxes which may arise from the Rights trading and transfer shall be the account of and paid by the Right-holders or the potential Right-holder.

**Form of the Rights**

For the Company's shareholders whose shares have not been included in the Collective Custody system at KSEI, the Company will issue a Rights Certificate which includes the name and address of the Right-holder, number of shares held, the number of Rights that can be exercised to purchase New Shares, the number of New Shares to be purchased, the total price to be



paid, the number of additional New Shares subscription, endorsement column and other necessary information. For the shareholders whose shares are included in the Collective Custody system at KSEI, the Company will not issue a Rights Certificate, but it will crediting the Rights into the securities account in the name of the Custodian Bank or the Securities Company appointed by each shareholder in the KSEI.

**Application for Rights Certificate Splitting**

For the Rights Certificate holder who intends to sell or transfer a part of his/her/its Rights, the relevant Right-holder may contact the Company's BAE (Securities Administration Agency) to obtain the desired Rights denomination. The Right-holders can split the Rights Certificate starting from 2 June 2016 until 8 June 2016. The application will be charged with a fee for each splitting, i.e. amounting to IDR 11,000 (eleven thousand Rupiahs) per new Rights Certificate resulting from the splitting. The fee has included the Value Added Tax.

**The Rights Value**

Value of the Rights offered by the lawful Right-holder will vary from one Rights to another Rights depending on the strength of demand and supply that exist at the time of offer. The calculation below presents the theoretical Rights value in the Rights Issue VII. The calculation below is only a theoretical illustration and is not intended as a guarantee or estimate of the Rights value. The illustration is given to provide an overview for calculating the Rights value.

Assumed market price of one share	= IDR a
Share price in the Rights Issue VII	= IDR b
Number of outstanding shares prior to the Rights Issue VII	= A
Number of shares offered in the Rights Issue VII	= B
Number of shares outstanding after the Rights Issue VII	= A + B
Theoretical price of new shares	= $\frac{(IDR\ a \times A) + (IDR\ b \times B)}{(A + B)}$
	= IDR c
Theoretical Rights price	= IDR a - IDR c

**Rights Fractions**

In accordance with the POJK No. 32/2015, the Rights fractions shall be sold by the Company and the proceeds are included into the Company's Account.

**Use of the Rights Certificate**

The Rights Certificate is proof of the rights granted by the Company to its holder to purchase New Shares offered by the Company in the Rights Issue VII and issued to the eligible shareholders who have not converted their shares. The Rights Certificate cannot be exchanged for cash or anything in the

Company and may not be traded in the form of photocopies. The Rights Certificate for the holders of Rights in the Collective Custody at KSEI will be provided by the KSEI through its Securities Exchange Members or Custodian Bank.

#### **USE OF PROCEEDS**

Fund received from Rights Issue VII net-off with its emission cost which shall be borne by the Company, will be used to strengthen the Company's capital structure and the whole funds of which shall be allocated by the Company to finance productive assets to support business growth.

In accordance with the OJK Regulation No. 30/POJK.04/ 2015 dated December 16, 2015 concerning Realization Report on Utilization of Public Offering Proceeds, the Company will submit a realization report on utilization of this Rights Issue VII proceeds to the OJK and hold responsible to the annual GMS of the Company. The realization report on utilization of proceeds submitted to the OJK will be made periodically every 6 (six) months with the report date of June 30<sup>th</sup> and December 31<sup>st</sup> until the entire proceeds of the Rights Issue VII has been realized. The Company will submit the report no later than the 15<sup>th</sup> day of the following month.

If in the future the Company intends to change the planned utilization of the Rights Issue VII proceeds, the Company will first report the plan to the OJK by stating the reason and its consideration, and changes in the use of these funds must obtain prior approval from the Company's shareholders at the GMS.

The Company will comply with the provisions of the prevailing laws and regulations, particularly regulations in the field of capital market, in the utilization of this Rights Issue VII proceeds.

#### **EQUITY**

If the change of Company's equity caused by the Rights Issue happened in 31 December 2015, then the proforma of Company's capital structure are as follow:

**Translation from the original document  
(For explanation only)**

(in million IDR)

	<b>Equity position based on consolidated financial statement of the Company and its Subsidiaries as of 31 December 2015</b>	<b>Proforma of Equity as of 31 December 2015 if the Rights Issue conducted in that date</b>	<b>Proforma of Equity as of 31 December 2015 after Rights Issue VII</b>
<b>Equity attributable to equity holders</b>			
<b>of the parent entity</b>			
Issued and fully paid up capital	1,818,122	1,018,518	2,836,640
Additional paid in capital - net	10,781,784	4,475,690 <sup>(1)</sup>	15,257,474
Fair value reserve (available for sale financial asset) - net	(22,708)	-	(22,708)
Share of other comprehensive income of an associate	62,147	-	62,147
Appropriation of unclaimed dividend by shareholders	128	-	128
Premises and Equipment revaluation reserve	1,634,051	-	1,634,051
Retained Earnings			
Appropriated	363,624	-	363,624
Unappropriated	4,175,687	-	4,175,687
	<u>18,812,835</u>	<u>5,494,208</u>	<u>24,307,043</u>
Non-controlling interest	9	-	9
<b>Total of Equity</b>	<b><u>18,812,844</u></b>	<b><u>5,494,208</u></b>	<b><u>24,307,052</u></b>

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Note:

After deducted by the expenses in Rights Issue VII

### INFORMATION ON THE STANDBY PURCHASER

Under the Remaining Shares Purchasing Agreement, the standby purchaser in this Rights Issue VII is main shareholders of the Company, namely AI and SCB, of 50% respectively. The Remaining Shares Purchasing Agreement shall be effectively valid as of the signing thereof by the parties. The following is brief information of the main shareholders:

**PT Astra International Tbk. ("AI")**

AI is a Public Company listed on the IDX. AI established under the Deed No. 67 dated February 20, 1957 drawn up before Sie Khwan Djioe, which has obtained approval and official recognition from the Minister of Justice of the Republic of Indonesia as evidenced by the Register of Decrees No. J.A.5/53/5 dated 1 July 1957.

AI's Articles of Association have been amended for several times and the most recent amendment is as those evidenced by the Deed No. 21 dated 7 December 2015, drawn up before Aryanti Artisari, SH., M.Kn., a Notary Public in South Jakarta, which has been notified to the Minister of Laws and Human Rights (MoLHR) and recorded in the Legal Entities Administration System database of the Ministry of Laws and Human Rights of the Republic of Indonesia in accordance with the Letter No. AHU-AH.01.03-0989934 dated 21 December 2015, and the same has been registered in the Company Register No. AHU-3596221.AH.01.11.Tahun 2015 dated 21 December 2015.

AI domicile in Jakarta, Indonesia, having its head office at Jl. Gaya Motor Raya No. 8, Sunter II, Jakarta.

At the date of this additional and/or Change of Information to the Shareholdres, AI has 6 (six) business segments: (i)Automotive; (ii)Financial Services; (iii) Heavy Equipment and Mining; (iv)Agribusiness; (v)Infrastructure, Logistic and Others; (vi) Information Technology.

The capital and shareholding structure of AI according to the DPS issued by PT Raya Saham Registra as of 31 March 2016 are as follows:

<b>Remarks</b>	<b>Nominal Value of IDR 50 per share</b>		<b>%</b>
	<b>Total Number of Shares</b>	<b>Total Nominal Value (Rp)</b>	
<b>Authorized Capital</b>	<b>60.000.000.000</b>	<b>3.000.000.000.000</b>	
<b>Issued and Paid-up Capital</b>			
Jardine Cycle & Carriage Ltd.	20,288,255,040	1,014,412,752,000	50.11
The General Public	20,195,298,100	1,009,764,905,000	49.89
<b>Total Issued and Paid-up Capital</b>	<b>40,483,553,140</b>	<b>2,024,177,657,000</b>	<b>100.00</b>
<b>Shares in Portfolio</b>	<b>19,516,446,860</b>	<b>975,822,343,000</b>	

Based on the Deed of Statement of Resolution of Meeting No. 54 dated 27 April 2016, drawn up before Aryanti Artisari, S.H., M.Kn., a Notary Public in Jakarta, which has been notified to the MoLHR based on the Receipt of Notification No. AHU-AH.01.03-0044237 dated 28 April 2016, the most recent composition of the Board of Commissioners and the Board of Directors of AI are as follows:

***The Board of Commissioners***

President Commissioner : Budi Setiadharna  
 Independent Commissioner: Sidharta Utama  
 Independent Commissioner: Mari Elka Pangestu  
 Independent Commissioner: Muhamad Chatib Basri  
 Independent Commissioner: Michinobu Sugata

***The Board of Directors***

President Director : Prijono Sugiarto  
 Independent Director : Gunawan Geniusahardja  
 Director : Djoko Pranoto  
 Director : Widya Wiryawan  
 Director : Sudirman Maman Rusdi  
 Director : Johannes Loman

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Commissioner	: Anthony John Liddell Nightingale	Director	: Suparno Djasmin
Commissioner	: Benjamin William Keswick	Director	: Bambang Widjanarko Santoso
Commissioner	: Mark Spencer Greenberg	Director	: Djony Bunarto Tjondro
Commissioner	: Jonathan Chang	Director	: Chiew Sin Cheok
Commissioner	: David Alexander Newbigging	Director	: Gidion Hasan
Commissioner	: John raymond Witt		
Commissioner	: Adrian Teng Wei Ann		

**Standard Chartered Bank ("SCB")**

Based on the Certificate of Incumbency of Standard Chartered Bank dated 24 March 2016 made by Tse Koon Shee, Attorney of Standard Chartered Bank, below is the information regarding SCB:

SCB has been duly established under the laws of England and Wales based on the Royal Charter dated December 29, 1853, having its head office at 1 Basinghall Avenue, London, EC2V 5DD, United Kingdom.

SCB shareholder is Standard Chartered Holding Ltd. with a shareholding of 22,735,529,642 ordinary shares with a total nominal value of USD22,735,529,642. Table below presents the SCB's capital structure:

Class of Shares	Nominal Value (TWD)	Authorized Capital (TWD)	Paid-up Capital
<i>Non cumulative redeemable preference shares</i>	24.50	1,225,000,000	-
<b>Total capital</b>		<b>1,225,000,000</b>	<b>-</b>

*(in TWD)*

Class of Shares	Nominal Value (USD)	Authorized Capital (USD)	Paid-up Capital
<i>Non-cumulative irredeemable preference</i>	0,01	24,000	24,000
<i>Non-cumulative preference</i>	5,00	5,000,000	-
<i>Non-cumulative redeemable preference</i>	5,00	7,000	75,000
<i>Non-cumulative redeemable preference 8,125%</i>	5,00	2,312,500	2,312,500
<i>Ordinary</i>	1,00	22,982,000,000	22,735,529,642
<b>Total Capital</b>		<b>22,989,411,500</b>	<b>22,735,628,642</b>

*(in USD)*

The following is the incumbent Directors of SCB:

Director: William Thomas Winters  
 Director: Tracy Jayne Clarke  
 Director: Andrew Nigel Halford  
 Director: Alun Michael Guest Rees

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Director: Mark Smith

The standby purchasers state that they have sufficient funds and are able to carry out their obligations as the standby purchasers. Source of funds which will be used by AI as the standby purchaser is AI's cash as business activities result. And source of funds which will be used by SCB as the standby purchaser is from the daily business activity.

## **REQUIREMENT FOR SUBSCRIPTION AND PURCHASE OF SHARES**

New Shares in the Rights Issue VII issued based on Rights Issue provision as referred to POJK No.32/2015. The Company has appointed PT Raya Saham Registra as as Shares Administration Operational Manager and as the Operational Agent in the Rights Issue VII, in accordance with *Akta Perjanjian Pengelolaan Administrasi Saham dan Agen Pelaksanaan Dalam Rangka Penawaran Umum Terbatas VII No. 59* dated 30 March 2016 as amended by *Akta Addendum dan Pernyataan Kembali Perjanjian Pengelolaan Administrasi Saham dan Agen Pelaksanaan Dalam Rangka Penawaran Umum Terbatas VII No. 70* dated 29 April 2016, which both are drawn up by and between the Company and BAE before Notary Aryanti Artisari, SH, MKn., Notary in Jakarta Selatan (*Perjanjian Pengelolaan Administrasi Saham*). The following are the requirements and procedure for subscription of shares in connection with the Company's Rights Issue VII:

### **Qualifying Subscribers**

The shareholders of the Company whose names are registered in the DPS of the Company on 31 May 2016 at 16:00 pm entitled to receive Rights ("Qualifying Shareholders") to apply for subscription of New Shares in the Rights Issue VII provided that each holder of 283 (two hundred and eighty three) Old Shares, has 249 (two hundred and forty nine) Rights where every 1 (one) right entitles its holder the rights to buy 1 (one) New Shares with Exercise Price of Rp526 (five hundred and twenty six Rupiah) each shares must be fully paid at the time of subscription of the New Shares.

Qualifying Shareholders are holders of valid Rights, ie shareholders who acquire Rights of the Company and did not sell the Rights of the or purchaser of Rights whose name is listed in the Certificate of Rights or in the endorsement column of the Certificate of Rights or the holders of Rights that was recorded in collective custody in KSEI.

The subscriber may be consist of individual, Indonesian citizen and/or Foreign and/or Institution and/or Legal Entity, either Indonesian/Foreign as governed under Law No. 8 dated 10 November 1995 regarding Capital Market together with its implementing regulations (Capital Market Law).

To facilitate the fulfillment of the schedule of registration of qualifying shareholders, then the shareholders will exercise its right to acquire the Rights must register at the Company's BAE before the deadline for registration of shareholders which is dated 31 May 2016.

### **Distribution of Rights**

Qualifying Shareholders who hold shares through depository facilities of KSEI will receive their Rights electronically

through the account registered in KSEI through the securities account of the Securities Company or Custodian Bank at the latest 1 (one) Working Day after the recording date in the shareholder register for the Qualifying Shareholders, being Recording Date in 1 June 2016. The Prospectus and its guidelines will be distributed by the Company through BAE which can be obtained by the shareholders from each of the respective Securities Company or Custodian Bank.

For Qualifying Shareholders whose shares are not included in the collective custody in KSEI, the Company will issue the Rights Certificate on behalf of the Qualifying Shareholders.

Qualifying Shareholders can take the Rights Certificate, Prospectus, the Additional Share Subscription Form ("FPPS Additional") and other forms at the BAE of the Company every working day and working hour start from 2 June 2016 by showing the original valid identification document (ID / Passport / KITAS) and to submit a photocopy and the original power of attorney for those who unable to take by him/herself by providing photocopies of the valid identification document of the authorizer and proxy, at:

**Share Registrar Bureau (BAE) of the Company**  
**PT Raya Saham Registra**  
Central Plaza building, Lt. 2  
Jl. Jend. Sudirman Kav. 47-48, Jakarta 12930  
Tel. (62 21) 2525666, Fax. (62 21) 2525028

**Registration of Exercise of Rights**

The Rights holder holding rights held through the depository facilities of KSEI may exercise its Rights by instructing its Securities Company or Custodian Bank appointed as the securities manager. Further, its respective Securities Company or Custodian Bank will request for the exercise through Central Depository - Book Entry Settlement System (C-BEST) in compliance with the regulated procedures by KSEI. In instructing the exercise, the Securities Company or Custodian Bank shall comply with the following terms:

- i. The Rights Holder shall make available the exercise fund of the Rights at the time of the request.
- ii. The Rights sufficient and the Fund sufficient for payment for the exercise of the Rights shall be available in the securities account of the Rights holder intending to exercise its Rights.

On following One Working Day, KSEI will deliver the List of Rights Holder in the Collective Custody in KSEI and deposit the payment fund for the exercise of Rights to the Company's bank account.

The New Shares resulting from the exercise of Rights will be distributed by the Company/the Company's BAE electronically to the designated account by KSEI which then distributed to the securities account of the respective Rights holder which



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exercising its Rights through KSEI. The New Shares resulting from the exercise of Rights will be distributed by the Company/the Company's BAE at the latest 2 (two) days following the request of exercise has been accepted by KSEI in good funds in the Rights Issue Account.

The Rights Holders in the form of script shares/Rights Certificate shall submit the request for the exercise of Rights to the Company's BAE, by submitting the following documents:

- The complete and signed original Rights Certificate;
- The original of payment receipt with bank transfer/giro/cheque/cash to Rights Issue Account from the original Rights Issue Account;
- The copy of valid KTP/Passport/KITAS (for individual), or copy of articles of association along with a list of Director/Management (for the legal entity/institution).
- The original of the power of attorney (if authorized) with Rp 6,000 stamp duty attached to the copy of KTP/Passport/KITAS from the authorizer and its proxy.
- If the Rights holders wish the New Shares resulting from the exercise of Rights to be formed in electronic then the request for the exercise of Rights shall be submitted to the Company's BAE through the appointed Securities Company or Custodian Bank by submitting the following documents:
  - (i) The original of power of attorney from the Rights holder to the Securities Company or Custodian Bank to request for the exercise of Rights and to perform the securities management resulting from the exercise of Rights in the Collective Depositary in KSEI on behalf of the authorizer.
  - (ii) The complete and signed original of Securities Subscription Form issued by KSEI;
  - (iii) Subject to conversion costs amounting to Rp1,500 (one thousand five hundred Rupiah) with a minimum of Rp25,000 (twenty five thousand rupiah) per Rights Certificate, excluding 10% income tax.

The Company will issue its shares resulting from the exercise of Rights in the form of Collective Shares if the holder of Rights Certificate would not like to deposit the shares resulting from the exercise of Rights in the Collective Depositary in KSEI.

Any and all conversion amount for the assignment of the Company's shares from the scripted shares into script less shares, vice versa, shall be paid and borne by the relevant shareholders of the Company.

The registration for the exercise of Rights shall be made in the office of the Company's Share Registrar on the working day and hour (Monday to Friday, 09.00-15.00 WIB).

In the event the information contained in the Rights Certificate is not in accordance with the guidelines/terms for the subscription of shares in the Rights Certificate and Prospectus, it will cause rejection of the shares subscription. The Rights will only be considered as been conducted if such payment has been accepted in good funds in the Company's bank account, in accordance with applicable terms and conditions contained in requirements for purchase.

**Application for Excess Shares**

The entitled shareholders who are not sell their rights or subscribers/rights holders whose name are registered in the Certificate of Rights or Rights holders in the Collective Depository KSEI may apply for Excess Shares which exceed the number of Rights Shares that they are entitled by completing column in the Rights Certificate and/or the Application for Excess Rights Shares Form in the minimum amount of 100 shares or multiples thereof.

Rights holders in script form / Rights Certificate who wants the New Shares in the electronic form must apply to the Company's Share Registrar through the Securities Company/Custodian Bank. Meanwhile for the Rights holder in script form who still wants the New Shares in script form, may apply to the Company's Shares Registrar.

- a. Rights holders in script form / Rights Certificate who wants the New Shares in the electronic form must apply to the Company's Share Registrar through the Securities Company/Custodian Bank by submitting these documents:
- Original Application for Excess Rights Shares Form fully completed.
  - Original power of attorney of such Qualifying Subscriber (with stamp duty paid) appointing the Securities Company or custodian bank as its attorney to apply for Excess Rights Shares and to manage any Excess Rights Shares allotted and issued to such Qualifying Subscriber through the depository facilities of KSEI and any other power of attorney that might be given in relation to the application for Excess Rights Shares in the name of the Qualifying Subscriber.
  - A copy of valid KTP/Passports/Expatriate Stay Permit (for individual subscribers) or a copy of its articles of association and list of the latest directors on its board of directors (for Qualifying Subscribers that are not individuals).
  - Original proof of payment by transfer/overbooking/cheque/giro/cash to the Company's account.

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- Original form of securities deposit, issued by KSEI, signed and completed for the distribution by the Share Registrar of the Qualifying Subscriber's.
  - Conversion cost is IDR1,500 (one thousand five hundred Rupiah) with the minimum IDR25,000 (twenty five thousand Rupiah) per rights Certificate, excluding 10% income tax.
- b. Rights holder in script form who still wants the New Shares in script form, may apply to the Company's Shares Registrar by submitting these documents:
- Original Application for Excess Rights Shares Form duly completed.
  - copy of valid KTP/Passports/Expatriate Stay Permit (for individual subscribers) or a copy of its articles of association and list of the latest directors on its board of directors (for Qualifying Subscribers that are not individuals).
  - Original power of attorney with IDR6,000 stamp duty attached with the copy of KTP/Passports/Expatriate Stay Permit of the Rights holder and its proxy.
  - Original proof of payment by transfer/overbooking/cheque/giro/cash to the Company's account.
  - Conversion cost is IDR1,500 (one thousand five hundred Rupiah) with the minimum IDR25,000 (twenty five thousand Rupiah) per rights Certificate, excluding 10% income tax.
- c. For the Rights holder in the Collective Depositary through KSEI, complete and submit the Distributed Application for Excess Rights Shares Form with the following documents:
- Original instruction for the exercise of such Qualifying Subscriber's Rights settled through the C-BEST system in the name of such Qualifying Subscriber.
  - Original form of Securities Deposit, issued by KSEI, signed and completed for the distribution by the Share Registrar.
  - Original proof of payment by transfer/overbooking/cheque/giro/cash to the Company's account.

The payment of such application for the Excess Rights Shares may be conducted and must be accepted and available (in good funds) in the Company's Account at the latest on 10 June 2016. The application does not fulfill the prevailing application requirements may cause the rejection of the Excess Rights Shares being applied for.

**Allotment of Excess Shares**

The allotment of excess rights shares will be carried out on 13 June 2016 as follows:

- a. If the number of Rights Shares subscribed, including through applications for Excess Rights Shares, does not exceed the total number of Rights Shares offered in the Rights Issue

VII, then each Qualifying Subscriber will receive the number of Excess Rights Shares that it has applied for;

- b. If the number of Rights Shares subscribed, including through applications for Excess Rights Shares, exceeds the total number of Rights Shares offered in Rights Issue, then each Qualifying Subscriber who has applied for Excess Rights Shares shall be allotted a proportionate number of Excess Rights Shares based on the number of Rights exercised by such Qualifying Subscriber.

The company will submit the report of Accountant's audit result to OJK regarding the requirement of this allotment in this Rights Issue VII based on OJK regulation No.32/2015 and Bapepam Regulation No. VIII.G.12. attachment to the Decree of Bapepam Chairman No. Kep-17/PM/2004 dated 13 April 2004 concerning the Guideline for the audit by the Accountant for the Application and Allotment of the Securities or the Distribution of Bonus Shares no later than 30 days since the allotment date.

**Payment Requirements for the holder of Rights Certificate (Other than the Collective Depository in KSEI) and Subscription of Excess Shares**

Payments for the application to purchase shares in the Rights Issue VII that are made directly to the Share Registrar must be fully paid (in good funds) in Indonesian Rupiah at the time of such exercise or application by cash/cheque/giro/overbooking/transfer with reference to the number of the Rights in scrip form or the Application for Excess Rights Shares Form Number and should be made to the Company's account, as follows:

**PT Bank Permata Tbk., Cabang Sudirman  
Gedung World Trade Center II  
Jl. Jenderal Sudirman Kav. 29-31, Jakarta 12920  
Account No.: 971173777  
Registered Name: BANK PERMATA PUT VII**

All cheques and bank notes issued for the purposes of such payment shall be cashed upon receipt. If any cheque or bank note is rejected by the relevant bank, the exercise of Rights or application for Rights Shares by the relevant Qualifying Subscriber shall be automatically rejected. The date of payments made by cheque/overbooking/giro, will be determined to have been made on the date that the funds are credited to the Company's account as described above

Payment with respect to applications for Excess Rights Shares must be received in good funds in the Company's account at the latest on 10 June 2016.

Any and all amount incurred in relation to the purchase of shares in Rights Issue VII shall be borne by the relevant subscriber. Unqualified subscription of shares shall be automatically rejected.

#### **Proof of Receipt for the Exercise of Rights**

The Company, through its appointed Share Registrar accepted the instruction relating to the exercise of Rights by a Qualifying Subscriber, will provide to such Qualifying Subscriber a receipt which will be stamped and can be used by such Qualifying Subscriber to collect the Rights Shares. For the Qualifying Shareholders whose shares are deposited in the Collective Depository through KSEI will receive the confirmation of exercise instruction from C-BEST in KSEI through the Account Holder in KSEI.

#### **Rejection of the exercise of Rights**

The Company reserves the right to reject a subscription of Rights Shares, in whole or in part, in accordance with the prevailing terms and conditions. Notification of such rejection will be given promptly at the same time with the announcement of allotment of share subscription and refund of subscription payment to the Securities Company/Custodian Bank/shareholders in the form of scrip shares.

An application for Rights Shares may be rejected for a number of reasons, including:

- a. Application for the Rights Certificate and Excess Rights Certificate is not duly completed in accordance with the terms stated in such forms and this Prospectus;
- b. The payment conditions are not satisfied;
- c. The failure to deliver the required documents for such exercise or application.

#### **Refunds**

In the event part or the entire subscription of additional Rights Shares is not fulfilled or in the event there is shares subscription cancellation, the Company shall refund part or all subscription payments in Indonesian Rupiah by way of transfer to the bank account under the subscribers' name. Refunds by the Company shall be conducted at the latest 2 (two) business days following to the allotment date, ie. 13 June 2016.

Notification letter of the allotment and refund can be taken in the Company's Shares Registrar every working days (Monday to Friday, 09.00-15.00 Indonesian Western Time) since 13 June 2016.

In the event of delay in the payment of refund which is exceeding 2 (two) Business Days following to the allotment date, such refund shall be made with interest which shall be calculated in starting from the third Business Days after the allotment date or the announcement of the cancellation of Rights Issue VII until the date of refund. The interest will be calculated based on average time deposit interest rate 1 (one) month period based on the maximum interest rate of Bank Indonesia's time deposit. The Company shall not be entitled to any interest on late payment if such payment is made by the Qualifying Subscriber due to the mistake in the bank's name and account number.

**Distribution of Collective Shares in Connection with the Exercise of Rights and Crediting to the Security Account**

New Shares in connection with the exercise of Rights by a Qualifying Subscriber through KSEI will be credited to such Qualifying Subscriber's sub-account within 2 (two) Business Days after the payment of the Exercise Price for such shares is made in good funds to the Company's Account.

New Shares in scrip form in connection with the exercise of Rights in scrip form by a Qualifying Subscriber will be available for collection by such Qualifying Subscriber within 2 (two) business days after the application are received by the Share Registrar and the required payment of the Exercise Price for such shares is made in good funds to the Company's Account.

New Shares from the excess Rights Shares in scrip form allocated to a Qualifying Subscriber will be available for collection or will be delivered electronically through the depository facilities of KSEI by at least 2 (two) working days after the allotment date.

Shares Collective Certificate may be collected in the Share Registrar's office upon the submission of the following documents:

- a. An valid and original of KTP/Passport/ Expatriate Stay Permit (for individual subscribers); or
- b. A copy of its articles of association and list of the latest directors on its board of directors (for Qualifying Subscribers that are not individuals);
- c. An original valid power of attorney of such Qualifying Subscriber with IDR6,000 stamp duty appointing a person as its representative attached with a copy of the Identification Document of such Qualifying Subscriber its representative;
- d. Original proof receipt of its instruction to exercise Rights.

**Allocation to the Un-Exercised Rights**

If the New Shares offered in this Rights Issue VII are not fully subscribed by the entitled Shareholders and/or Rights holders, then the remaining Shares will be allocated to other shareholders who apply for excess shares as stated in the Excess Rights Shares Form, proportionally with the exercised Rights.

**Others**

Any and all conversion cost incurred in relation to the transfer of shares in scrip form into electronic form and / or otherwise from the electronic form into scrip form must be paid and borne by the shareholders concerned.

**DISTRIBUTION OF PROSPECTUS AND RIGHTS CERTIFICATE**

Rights Certificate, Prospectus, Additional FPPS and other forms can be taken by the Company's shareholders whose names are recorded in the Company's DPS on 31 May 2016 at 16:00 WIB on every Business Day from 09:00 WIB to 15:00 WIB starting from 1 June 2016 until 8 June 2016 showing the original legal identity card (KTP/Passports/Expatriate Stay Permit) and submitting the copies thereof as well as Power of Attorney for those who are unable to take it themselves to the Company's Securities Administration Bureau:

**PT. Raya Saham Registra**

Central Plaza Building, 2<sup>nd</sup> Floor  
Jl. Jend. Sudirman Kav. 47-48 Jakarta 12930  
Phone: (021) 2525666 Fax: (021) 2525028

If the Company's shareholders whose names are lawfully registered in the Company's DPS on 31 May 2016 has not received or taken the Rights Certificate, the Prospectus, Additional FPPS and other forms and did not contact the Company's BAE, any and all risk or loss which may arise shall not be the responsibility of the Company or the Company's BAE, but they solely the responsibility of the shareholders concerned.