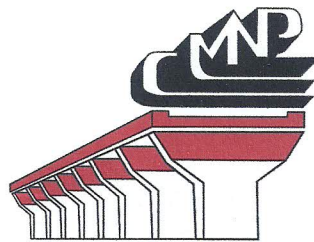


**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF  
PT CITRA MARGA NUSAPHALA PERSADA TBK  
(THE "COMPANY")  
REGARDING  
LIMITED PUBLIC OFFERING II BY ISSUING PRE-EMPTIVE RIGHTS ("RIGHTS ISSUE")**

*This information is made and addressed to the shareholders of the Company in compliance with the Indonesian Financial Services Authority/Otoritas Jasa Keuangan ("OJK") Regulation No.14/POJK.04/2019 on Amendment to Financial Services Authority Regulation No. 32/POJK.04/2015 dated 16 December 2015 on Capital Increases in Public Companies with Pre-emptive Rights ("POJK No. 14/2019").*

**THE INFORMATION AS CONTAINED IN THE DISCLOSURE OF THIS INFORMATION IS IMPORTANT TO READ AND BE ATTENTIONED BY THE SHAREHOLDERS OF THE COMPANY TO TAKE A DECISION REGARDING THE TRANSACTION OF CAPITAL ADDITIONS BY PROVIDING RIGHT ISSUE**



**PT Citra Marga Nusaphala Persada Tbk.**

**Line of Business :**

*Operator of toll road projects, invest in and provide supporting service of toll road*

*Domiciled in North Jakarta, Indonesia.*

**Head Office:**

*Gedung Citra Marga Nusaphala Persada  
Jl. Yos Sudarso Kav. 28  
Jakarta Utara 14350, Indonesia*

*Tel: (62-21) 6530 6930*

*Fax: (62-21) 6530 6931*

*Email: [sekper@citramarga.com](mailto:sekper@citramarga.com)*

*Website: [www.citramarga.com](http://www.citramarga.com)*

***This Disclosure of Information is issued***

***Date, 5 June 2020***

- 1 | Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan

*Disclaimer: The information contained in this Disclosure of Information describes the current situation of the Company, in the event any additional or amendment to the information will be re-informed through printed media before the execution of the EGMS.*

In order to comply with the Financial Services Authority Regulation No. 14/POJK.04/2019 concerning Amendment Financial Services Authority Regulation No. 32/POJK.04/2015 tanggal 16 Desember 2015 concerning Capital Increase of Public Companies by Providing Rights Issue ("POJK 14/2019"), the following is Information Disclosure to Shareholders in connection with Limited Public Offering II ("PUT II") by Giving Rights Issue ("HMETD ") from the Company.

#### **A. MAXIMUM AMOUNT OF STOCK EXPENDITURE PLAN WITH RIGHTS ISSUE AND SERIES I WARRANTS**

*The company are planning to do limited public offering II in order to increasing capital by giving Right Issue to company shareholders with maximum amounts 1.810.415.973 (one billion eight hundred and ten million four hundred and fifteen thousand nine hundred and seventy three) common stocks on behalf of with nominal value Rp 500 (five hundred rupiah) per share and accompanied with insuance warrant series I with maximum amounts 1.810.415.973 (one billion eight hundred and ten million four hundred and fifteen thousand nine hundred and seventy three). Warrant series I accompanying new shares for the company's shareholders who did HMETED.*

*The number of shares to be issued depends on the company's funding requirements and price of PUT II by giving HMETD and warrant series I.*

*In order to avoid doubts, the company has right to issue a part of or maximum number of shares agreed to be issued based on decision from EGMS.*

*Provisions PUT II, including final exercise price over PUT II and final amount over new shares that will be issued, will be disclosed in the prospectus that will be issued in the course of PUT II, it will be provid to shareholders who are entitled in due course, in accordance with applicable laws and regulations.*

*The new shares to be issued as a result of carrying out PUT II, all of it are new shares that has been issued from the company's portfolio that has same right and equal in all respects with ordinary shares on behalf of others that has been placed and fully paid, and will be listed on Indonesia Stock Exchange.*

*According to POJK No.14/2019, implementation of PUT II could be held after:*

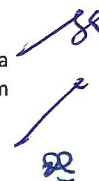
- 1. The company has obtained approval from shareholders on RUPSLB in order with additional capital by giving HMETD; and*
- 2. Registration statement to be submitted by the company to OJK in order with capital increase by giving HMETD declared effective by OJK.*

#### **B. ESTIMATED PERIOD OF IMPLEMENTATION OF CAPITAL ADDITIONS**

*The company is planning to implement PUT II in a period of time that is considered good by The Company, in one issue or in stages, by following the provisions in POJK No. 14/2019 which regulates that the period between the date of the EGMS approval and the effectiveness of the registration statement is not more than 12 (twelve) months.*

- 2 | *Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan*

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**C. ANALYSIS OF THE INFLUENCE OF CAPITAL ADDITION TO FINANCIAL CONDITIONS AND SHAREHOLDERS**

The effect of additional capital includes: (i) The Company will obtain additional new capital that will strengthen the Company's capital structure to support the business development plan of the Company and its Subsidiaries : investment in toll roads and supporting facilities in the long term that will support the Company's business sustainability, (ii) increasing the number of shares outstanding, that with the addition of capital by providing rights, it is expected to increase the number of shares in the market and will increase the liquidity of the Company's shares.

In order with impact of the plan to increase capital by giving Pre-emptive Rights to shareholders, below is the proforma of the composition and ownership of the Company's shares before and after the plan to increase capital by providing Pre-emptive Rights with the following assumptions:

a) The Company issued a number of new shares as contained in this Information Disclosure as much as 1,810,415,972 (one billion eight hundred ten million four hundred fifteen thousand nine hundred seventy two) the Company's new shares from LPO II and a maximum of 1,810,415,972 (one billion eight hundred ten million four hundred fifteen thousand nine hundred seventy-two) from the implementation of Warrants Series I.

b) All shareholders take a new portion of shares from LPO II and carry out Warrants Series I.

The capital structure and composition of ownership are based on the Company's Register of Shareholders as of May 29, 2020 prepared by PT Raya Saham Registra Indonesia as listed on the Indonesia Stock Exchange.

DESCRIPTION	NOMINAL VALUE IDR 500 PER SHARE		
	NUMBER OF SHARE	TOTAL NOMINAL VALUE (IDR)	%
Authorized Capital	7.200.000.000	3.600.000.000.000	
Issued and Fully Paid Capital:			
BP2S SG / BNP Paribas Singapore Branch Wealth Management	1.707.538.261	853.769.130.500	47,16
Raja Berkah Tenram	275.000.000	137.500.000.000	7,59
Masyarakat	1.638.293.683	819.146.841.500	45,25
Total Issued and Fully Paid Up Capital	3.620.831.944	1.810.415.972.000	100,00
Total Shares in Portfolio	3.579.168.056		

The table below shows the composition and structure of the Company's capital before and after Additional Capital with HMETD.

- 3 | Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan  
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Description	Before HMETD		After HMETD is carried out and before are carried out Waran Seri I		After HMETD S carred out and Waran Seri I are implemented	
	Number of Share	%	Number of Share	%	Number of Share	%
Authorized Capital	7.200.000.000		10.850.000.000		10.850.000.000	
Issued and Fully Paid Capital:						
BP2S SG / BNP Paribas Singapore Branch Wealth Management	1.707.538.261	47,16%	2.561.307.392	47,16%	3.415.076.522	47,16%
Raja Berkah Tentram	275.000.000	7,59%	412.500.000	7,59%	550.000.000	7,59%
Public	1.638.293.683	45,25%	2.457.440.525	45,25%	3.276.587.366	45,25%
Total Issued and Fully Paid Up Capital	<b>3.620.831.944</b>	<b>100,00%</b>	<b>5.431.247.916</b>	<b>100,00%</b>	<b>7.241.663.888</b>	<b>100,00%</b>
Total Shares in Portfolio	3.579.168.056		5.418.752.084		3.608.336.112	

The Company's shareholders who do not use their rights to buy new shares offered in LPO II in accordance with their Pre-emptive Rights will have diluted ownership of a maximum of 33.33% (thirty three point thirty three percent) after the implementation of PUT II.

Whereas shareholders who obtain Warrants Series I who do not use their rights to Warrants Series I may experience a maximum share dilution of 25.00% (twenty-five percent).

Therefore, the Company's shareholders who do not use their rights to buy new shares offered in PUT II in accordance with the Rights until the implementation of Warrants Series I will be diluted with a total maximum of 50% (fifty percent).

#### **D. ESTIMATED OUTLINE OF THE USE OF FUNDS**

Funds obtained from LPO II and Warrants Series I, after deducting costs, will all be used as additional capital for the business development plans of the Company and Subsidiaries in the form of capital deposits and cash deficiency:

1. Antasari - Salabenda Toll Road Project;
2. Cileunyi - Sumedang - Dawuan Toll Road Project;
3. Soreang-Pasir Koja Toll Road Section;
4. Toll Road Development Ir. Wiyoto-Wiyono, MSc;

Final information regarding the use of funds will be disclosed in the prospectus issued in the context of PUT II which will be made available to entitled shareholders on time, in accordance with applicable laws and regulations.

In terms of planning to use the Company's funds above is a material transaction as referred to in Regulation No. IX.E.2 and / or affiliated transactions and certain conflicts of interest as referred to in Regulation No. IX.E.1, the Company will meet the provisions of Regulation No. IX.E.1 and Regulation IX.E.2 referred to.

- 4 | Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan

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## E. FINANCIAL HIGHLIGHT

Description	In Million IDR	
	31 December 2019 (Audited)	31 December 2018 (Audited)
Financial Position		
Current Assets	5.851.745	5.452.778
Non Current Assets	9.601.770	7.996.199
Total Assets	<b>15.453.515</b>	<b>13.448.977</b>
Current Liabilities	3.779.563	2.053.238
Non Current Liabilities	3.757.525	4.427.499
Total Liabilities	<b>7.537.089</b>	<b>6.480.737</b>
Total Equity	7.916.426	6.968.240
Total Liabilities and Equity	<b>15.453.515</b>	<b>13.448.977</b>

## F. STATEMENT OF BOARD OF COMMISSIONERS AND DIRECTORS

The Board of Commissioners and Directors of the Company, both individually and jointly, are fully responsible for the completeness and correctness of all information or material facts contained in this Information Disclosure and after conducting sufficient research and examination, confirms that the information stated in the Transparency of Information is true in the material aspect and there are no material facts that are not stated that can cause material information in this Information Disclosure to be incorrect and / or misleading.

## G. GENERAL MEETING OF SHAREHOLDERS

The Company intends to seek the approval of the shareholders in the context of carrying out additional capital with the Rights with an EGMS timetable as follows:

- Announcement of the Extraordinary General Meeting of Shareholders ("EGMS") to OJK and PT Indonesia Stock Exchange ("IDX") 27 Mei 2020
- Announcement of the EGMS in one (1) daily newspaper, IDX website and the Company's website June 5, 2020
- Announcement of Information Disclosure related to Capital Increase with Pre-emptive Rights on the IDX and the Company's website June 5, 2020
- Deadline for registration (recording date) of shareholders who can attend the EGMS June 19, 2020
- Invitation to the EGMS in one (1) daily newspaper, IDX website and the Company's website June 22, 2020
- Implementation of the EGMS July 14, 2020
- Announcement of summary of EGMS results in one (1) daily newspaper, IDX website and the Company's website July 16, 2020

5 | Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan

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- Submission of a summary of the EGMS results to the OJK and IDX

July 16, 2020

#### H. ADDITIONAL INFORMATION

For further information regarding those matters, please contact the Corporate Secretary of the Company during business hours at:

**Corporate Secretary:**  
**PT Citra Marga Nusaphala Persada Tbk**  
Citra Marga Nusaphala Persada Building  
Jl. Yos Sudarso Kav. 28  
North Jakarta / North Jakarta 14350, Indonesia  
Telephone / Telephone: (62 21) 6530 6930,  
Facsimile / Facsimile: 02165306931  
**Email:** [sekper@citramarga.com](mailto:sekper@citramarga.com)  
**Website:** [www.citramarga.com](http://www.citramarga.com)

- 6 | Penyangkalan : Bahwa Keterbukaan Informasi ini merupakan informasi yang disampaikan pada saat ini dan apabila sewaktu-waktu ada perubahan, akan disampaikan kembali melalui media cetak sampai dengan sebelum dilaksanakannya Rapat Umum Pemegang Saham Luar Biasa Perseroan  
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