

DISCLOSURE OF INFORMATION TO SHAREHOLDERS OF
PT SARANA MEDITAMA METROPOLITAN TBK ("**COMPANY**")
IN RELATION TO CAPITAL INCREASE PLAN WITH PRE-EMPTIVE RIGHTS ("**PRE-EMPTIVE
RIGHTS**")

THE INFORMATION AS CONTAINED IN THIS DISCLOSURE OF INFORMATION IS IMPORTANT TO BE READ AND NOTICED BY THE COMPANY'S SHAREHOLDERS TO MAKE A DECISION ON CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS TRANSACTION.

DISCLOSURE OF INFORMATION MADE ON 1 APRIL 2021 TO CONDUCT CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS TO THE COMPANY'S SHAREHOLDERS IN COMPLIANCE WITH FINANCIAL SERVICES AUTHORITY/*OTORITAS JASA KEUANGAN* ("**OJK**") REGULATION NO. 32/POJK.04/2015 ON CAPITAL INCREASE PLAN FOR PUBLIC COMPANY WITH PRE-EMPTIVE RIGHTS AS AMENDED BY OJK REGULATION NO. 14/POJK.04/2019 YEAR 2019 ON AMENDMENT TO OJK REGULATION NUMBER 32/POJK.04/ 2015 ON CAPITAL INCREASE FOR PUBLIC COMPANY WITH PRE-EMPTIVE RIGHTS ("**OJK Regulation No. 32/2015**").



PT Sarana Meditama Metropolitan Tbk (SAME)
Domiciled in East Jakarta

Business:

Private Hospital Activities with Practical Activities of General Practitioners, Specialists,
Dentists and Special Transportation for the Transport of Sick

Head Office:

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Extraordinary General Meeting of Shareholders (“**EGMS**”) of the Company with the objective of approving the plan to increase capital with Pre-Emptive Rights to the Company's shareholders will be held on Monday, 10 May 2021 in accordance with Invitation to the Company's EGMS in Newspapers, Indonesia Stock Exchange's Website, and Company's Website on 16 April 2021. Approval of the EGMS will be held concurrently with the Annual General Meeting of Shareholders.

All information contained in this Disclosure of Information (“**Disclosure of Information**”) is only a recommendation, subject to the approval of the EGMS and Prospectus issued in the context of capital increase by granting Pre-Emptive Rights.

As of the date of publication of this Disclosure of Information, the Company has not received any information regarding objections from certain parties and the Company believes that there are no requirements, conditions or restrictions contained in the agreement that will prejudice the rights of public shareholders in connection with the capital increase plan by granting Pre-Emptive Right to the shareholders of the Company.

THIS DISCLOSURE OF INFORMATION AND INFORMATION CONTAINED WITHIN IS NOT INTENDED AS A PUBLIC OFFERING DOCUMENT OR ADVICE TO BUY, WHETHER DIRECT OR INDIRECT, OF THE COMPANY'S SECURITIES.

This Disclosure of Information is published on 1 April 2021

INFORMATION RELATED TO THE CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS
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In connection with the Company's plan to increase capital with Pre-Emptive Rights in this Disclosure of Information, the Company intends to issue as many as 5,714,285,000 (five billion seven hundred fourteen million two hundred eighty five thousands) of the Company's new shares with a nominal value of IDR 20 (twenty Rupiah) per share ("**New Shares**").

In regard to the said matter, the Company plans to increase authorized capital, paid-up capital and issued capital in connection with the exercise of Pre-emptive Rights, which constitutes as a change in Article 4 of the Company's Articles of Association.

The increase in authorized capital will be executed after the implementation of the Company's EGMS, while the increase in issued and paid-up capital of the Company will be executed after the completion of the capital increase transaction with Pre-Emptive Rights, which will be executed in accordance with applicable legal provisions and after obtaining an effective statement on the receipt of the Company's Pre-emptive Right registration statement from OJK. The company will increase its issued and paid-up capital by still taking into account the provisions of the Decree of the Capital Market and Financial Institution Supervisory Agency No. KEP-179 / BL / 2008 on Regulation No. IX.J.1 concerning the Principles of Articles of Association of Companies Conducting Public Offering of Equity Securities and Public Companies.

The New Shares will be issued from the Company's portfolio shares and will be listed on the Indonesia Stock Exchange ("**IDX**") in accordance with the prevailing laws and regulations, including the IDX Regulation No. I-A regarding the Listing of Shares and Equity Securities Other Than Shares Issued by the Listed Company, as last amended based on the Attachment to the Decree of the Board of Directors of PT IDX No. Kep-00183/BEI/12-2018 dated 26 December 2018. These New Shares have the same and equal rights in all respects including the right to receive dividends with other shares of the Company.

In accordance with OJK Regulation No. 32/2015, the implementation of the capital increase by granting Pre-Emptive Rights is subject to:

1. The Company obtains approval from the shareholders in the EGMS in connection with the capital increase by granting Pre-Emptive Rights; and
2. The Registration Statement to be submitted by the Company to OJK in connection with the plan to increase capital by granting Pre-Emptive Rights is declared effective by the OJK.

For the avoidance of doubt, the Company has the right to issue part or all of the maximum number of shares approved to be issued based on the resolution of the EGMS. It is planned that the payment for shares in regard to the capital increase by granting Pre-Emptive Rights will be made in the form of cash.

Other provisions relating to the capital increase by granting Pre-Emptive Rights, including the final exercise price of the Pre-Emptive Rights and the final amount of the New Shares to be issued as well as other important information, will be disclosed in the Prospectus issued in the context of capital increase, which will be made available to the entitled shareholders in due time, in accordance with applicable regulations.

If the new shares offered with regard to the capital increase by granting Pre-Emptive Rights are not entirely subscribed or purchased by the shareholders or the Pre-emptive proof holders, hence the remaining shares will be allocated to other shareholders or other Pre-Emptive Rights proof holders who place an order which is greater than their rights proportionally based on the amount of Pre-Emptive Rights that have been exercised by each shareholder or Preemptive Rights proof holder who subscribe for additional shares. If after the allocation of additional shares there are still new shares remaining, the remaining shares will be subscribed for by PT Elang Mahkota Teknologi Tbk ("**EMTK**") which is the main shareholder of the Company with share ownership of 72.19% of the Company's issued and paid-up capital.

Other provisions relating to the capital increase by granting Pre-Emptive Rights, including the final exercise price of the Pre-Emptive Rights and the final amount of the New Shares to be issued, as well as other important information, will be disclosed in the Prospectus issued in the context of capital increase, which will be made available to entitled shareholders in due time, in accordance with applicable regulations.

ESTIMATED TIME FOR THE IMPLEMENTATION OF CAPITAL INCREASE

In accordance with OJK Regulation No. 32/2015, the Company will submit a Registration Statement in the context of capital increase by granting Pre-Emptive Rights to OJK after obtaining approval from the EGMS which will be held on 10 May 2021 to approve the plan to increase capital by granting Company's Pre-Emptive Rights, and capital increase by granting Pre-Emptive Rights will be exercised after the Registration Statement is declared effective by OJK.

As pursuant to the provisions of Article 8 paragraph 3 OJK Regulation No. 32/2015, the time period between the date of EGMS approval up to the Registration Statement being declared effective is not more than 12 (twelve) months.

OUTLINE OF THE USE OF FUNDS ESTIMATION

The Company plans to use the funds it receives from the capital increase by granting Pre-Emptive Rights (after being deducted from all commissions, fees, costs and other expenses): (i) for business expansion and business investment, one of which is through the acquisition of an affiliated company related to hospital business activities, namely PT Elang Medika Corpora ("**EMC**") from EMTK with an acquisition value IDR1,350,000,000,000, - (one trillion three hundred fifty billion Rupiah) which constitutes as a Material Transaction and Affiliated Transaction as referred to in OJK Regulation No. 17 / POJK.04 / 2020 concerning Material Transactions and Changes in Business Activities ("**OJK Regulation No. 17/2020**") and OJK

Regulation No. 42/POJK.04/2020 concerning Affiliated Transactions and Conflict of Interest Transactions ("**OJK Regulation No. 42/2020**") whereby the Company will perform its obligations in accordance with OJK Regulation No. 17/2020 and OJK Regulation No. 42/2020; (ii) for working capital purposes by the Company and/or its subsidiaries; and (iii) to acquire another hospital. In connection with the proposed acquisition of EMC which constitutes as material transaction and affiliated transaction, the Company also announces Disclosure of Information on Material Transaction and Affiliated Transaction which executed concurrently with this Disclosure of Information.

Management of the Company is entitled to make adjustments to the use of funds by taking into account the circumstances and other factors which are deemed appropriate.

Further information regarding the Company's plan to acquire PT Elang Medika Corpora can also be seen in the Disclosure of Information regarding material transaction plans in order to comply with OJK Regulation No. 17/2020 which announced by the Company on the same date as the date of this Disclosure of Information.

Final information regarding the use of funds will be disclosed in the prospectus issued in the context of increasing capital by granting Preemptive Rights which will be made available to the shareholders in due time, in accordance with applicable laws and regulations.

IMPACT OF THE CAPITAL INCREASE ON FINANCIAL CONDITIONS AND SHAREHOLDERS

Impact on the Company

The objective of the capital increase with Pre-Emptive Rights plan is to strengthen the Company's capital structure for the purpose of increasing the Company's ability to improve and develop the Company's business activities and competitiveness to support the Company's long-term growth. In line with the growth of business activities, it is hoped that the Company's performance will increase and provide positive value for the Company's shareholders.

In addition, the benefits of the EMC acquisition plan are also expected to (i) improve service quality and operational efficiency which is realized through the synergy of the inclusion of EMC and its subsidiaries in the Company group (ii) improve the Company's performance in the future, (iii) increase the attractiveness of the value of the Company's investment, and (iv) enlarge the hospital network of the Company group for it to be capable of competing with other hospital groups.

Impact on the Company's Shareholders

Through conducting capital increase with Pre-Emptive Rights, the Company's shareholders not using their Pre-Emptive Rights will be subjected to dilution of the percentage of share ownership in the Company up to a maximum of 32.44%.

GENERAL MEETING OF SHAREHOLDERS

In connection with the Company's plan to increase capital by granting Pre-Emptive Rights, the Company must obtain the approval from the Company's shareholders in the EGMS which will be held on Monday 10 May 2021 at 09.30 WIB at the Company's office, namely Auditorium - Omni Hospital Pulomas 7th Floor, Jl. West Pulomas VI No. 20, East Jakarta 13210 ("**Meeting**").

As pursuant to the provisions of OJK Regulation No. 17/2020, the Company must obtain approval from the independent shareholders to conduct material transaction which must be approved by the GMS and also constitutes as an affiliated transaction. Therefore, in connection with the Company's plan to acquire EMC's shares, the Company is required to obtain approval from independent shareholders.

In addition, by referring to the provisions of Law No. 40 of 2007 concerning Limited Liability Companies as amended by Law No. 11 of 2020 concerning Job Creation ("**Company Law**"), the Company will also hold an Annual General Meeting of Shareholders ("**AGMS**") and Independent General Meeting of Shareholders ("**Independent GMS**") concurrently with the Meeting.

The announcement of the Meeting will be made through the newspaper, IDX's website and Company's website on 1 April 2021.

This Disclosure of Information announcement will be made through IDX's website and Company's website on 1 April 2021.

Invitation to the Meeting will be announced through newspaper, IDX's website and Company's website on 16 April 2021, with a list of shareholders (recording date) on 15 April 2021 at 16.00 WIB.

Shareholders whose shares are in collective custody at PT Kustodian Sentral Efek (KSEI) who intend to attend the Meeting can register themselves through stock exchange members or the Custodian bank holding securities accounts at KSEI to obtain written confirmation for the Meeting.

As a preventive step in preventing the spread of COVID-19 and paying attention to the provisions of the applicable laws and regulations, the Company urges Shareholders to attend the Meeting by granting power of attorney.

Granting of power of attorney may be done in the following ways:

1. Conventional power of attorney.

Shareholders can download the power of attorney form on the Company's website (<https://www.omni-hospitals.com>) or it can be obtained at the Company's BAE office, namely PT Bima Registra at Satrio Tower Building, 9th Floor, Jl. Prof. DR. Satrio Blok C5, East Kuningan, South Jakarta 12950. The completed power of attorney is sent to PT Bima Registra via email corp@bimaregistra.co.id and corsec@omni-hospitals.com by the latest 1 working day before the Meeting. Please note that, despite the proxy has sent a copy via email as mentioned above, the proxy is still required to show the original power of

attorney and the identity of the proxy and authorizer during the registration of the Meeting.

2. Electronic Power of Attorney or e-Proxy

Accessed through eASY.KSEI to Independent Representatives who have been registered in eASY.KSEI (<https://akses.ksei.co.id>). Granting of power of attorney can be done no later than 1 working day before the Meeting.

The agenda that will be discussed at the Meeting are as follows:

A. AGMS Agenda

1. Approval for: (a) the Annual Report including the ratification of the Financial Statements and the Supervisory Report of the Board of Commissioners of the Company for the financial year which ended on 31 December 2020, as well as providing full payment and discharge of responsibility to the members of the Board of Directors and the Board of Commissioners of the Company for the management and supervision actions of the Company that have been conducted during the 2020 financial year, to the extent that it is reflected from the Annual Report and recorded in the Company's Financial Statements and (b) approval with regard to the reporting of the Company's funds from Limited Public Offering I in 2021 in accordance with Financial Services Authority Regulation No. 30/POJK.04/2015 concerning the Realization Report of the Use of Public Offering's Proceeds.
2. Approval for the determination of the use of the Company's net profit for the financial year which ended on 31 December 2020.
3. Approval for granting a delegation to the Board of Commissioners for the determination of the salary and honorarium and/or other benefits for the members of the Company's Board of Commissioners and the Board of Directors for the year of 2021.
4. Approval for the appointment of an independent public accountant firm registered in OJK for the financial year ended on 31 December 2021 and authorizing the Board of Directors of the Company to determine the honorarium for the independent public accountant and other requirements in connection with its appointment.
5. Approval for the adjustments of the Company's Articles of Association in connection with Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies.

In accordance with the agenda as mentioned above, the quorum provisions are provided as follows:

Quorum for the First, Second, Third and Fourth Agenda

- GMS may be held if the GMS is attended by more than 1/2 (one half) of the total shares with valid voting rights. The resolution of the GMS is valid if it is approved by more than 1/2 (one half) of the total shares with voting rights that attend the GMS.
- in the event that the quorum as referred above is not achieved, the second GMS may be held, provided that the second GMS is valid and entitled to adopt a resolution if the GMS is attended by shareholders who represent at least 1/3 (one thirds) of the total shares with valid voting rights. The resolution of the second GMS is valid if it is approved by more than 1/2 (one half) of the total shares with voting rights that attend the second GMS.
- In the event that the attendance quorum in the second GMS as referred above is not achieved, the third GMS may be held, provided that the third GMS is valid and entitled to adopt a resolution if it is attended by shareholders of shares with valid voting rights and the attendance quorum and the quorum decision determined by OJK, upon the Company's request.

Quorum for the Fifth Agenda

- GMS may be held if the GMS is attended by shareholders who represent at least 2/3 (two thirds) of the total shares with valid voting rights. The resolution of the GMS is valid if it is approved by more than 2/3 (two thirds) of the total shares with voting rights that attend the GMS.
- in the event that the quorum as referred above is not achieved, the second GMS may be held, provided that the second GMS is valid and entitled to adopt a resolution if the GMS is attended by shareholders who represent at least 3/5 (three fifth) of the total shares with valid voting rights. The resolution of the second GMS is valid if it is approved by more than 1/2 (one half) of the total shares with voting rights that attend the GMS.
- In the event that the attendance quorum in the second GMS as referred above is not achieved, the third GMS may be held, provided that the third GMS is valid and entitled to adopt a resolution if it is attended by shareholders of shares with valid voting rights subject to the attendance quorum and the quorum decision determined by OJK, upon the Company's request.

B. EGMS Agenda

1. Approval for the amendment to the provisions of Article 4 of the Company's Articles of Association in connection with the increase in the Company's authorized capital.
2. Approval for the Company's capital increase plan with Pre-Emptive Rights to the Company's shareholders through the mechanism of a limited public offering with Pre-Emptive Rights as in accordance with Financial Services Authority Regulation No. 32/POJK.04/2015 concerning the Increase of Capital of Public Companies with Pre-Emptive Right as amended by Financial Services Authority Regulation No. 14/POJK.04/2019.
3. Approval for the amendments to the provisions of Article 4 of the Company's Articles of Association in connection with the exercise of Pre-Emptive Rights which includes the increase in the Company's issued capital and paid-up capital.

The increase in the said issued and paid-up capital will be executed after the completion of the capital increase transaction with Pre-Emptive Rights, which will be executed in accordance with the applicable legal provisions and after obtaining an effective statement on the receipt of the Company's Pre-Emptive Rights registration statement from OJK.

4. Approval for the Company's plan to acquire 99.9999% of EMC shares owned by EMTK in connection with the compliance with the provisions of the Company Law, which amounts to Material Transaction as referred to in OJK Regulation No. 17/2020.
5. Approval for collateralizing most or all of the assets and/or treasure of the Company and/or its subsidiaries including but not limited to the provision of corporate guarantee

to be provided by the Company and/or its subsidiaries to banks and/or other financial institutions in connection with the financing plan from banks and/or other financial institutions as required by the provisions of Article 102 of the Company Law.

In accordance with the agenda as mentioned above, the quorum provisions are provided as follows:

Quorum for the First, Second, and Third Agenda:

- GMS may be held if the GMS is attended by shareholders who represent at least 2/3 (two-thirds) of the total shares with valid voting rights. The resolution of the GMS is valid if it is approved by more than 2/3 (two-thirds) of the total shares with voting rights that attend the GMS.
- in the event that the quorum as referred above is not achieved, the second GMS may be held, provided that the second GMS is valid and entitled to adopt a resolution if the GMS is attended by shareholders who represent at least 3/5 (three-fifth) of the total shares with valid voting rights. The resolution of the second GMS is valid if it is approved by more than 1/2 (one half) of the total shares with voting rights that attend the GMS.
- In the event that the attendance quorum in the second GMS as referred above is not achieved, the third GMS may be held, provided that the third GMS is valid and entitled to adopt a resolution if it is attended by shareholders of shares with valid voting rights subject to the provision of the attendance quorum and the quorum decision determined by OJK, upon the Company's request.

Quorum for the Fourth and Fifth Agenda:

- GMS may be held if the GMS is attended by shareholders who represent at least 3/4 (three quarters) of the total shares with valid voting rights. The resolution of the GMS is valid if it is approved by more than 3/4 (three quarters) of the total shares with voting rights that attend the GMS.
- in the event that the quorum as referred above is not achieved, the second GMS may be held, provided that the second GMS is valid and entitled to adopt a resolution if the GMS is attended by shareholders who represent at least 2/3 (two thirds) of the total shares with valid voting rights. The resolution of the second GMS is valid if it is approved by more than 3/4 (three quarters) of the total shares with voting rights that attend the second GMS.
- In the event that the attendance quorum in the second GMS as referred above is not achieved, the third GMS may be held, provided that the third GMS is valid and entitled to adopt a resolution if it is attended by shareholders of shares with valid voting rights and the attendance quorum and the quorum decision determined by OJK, upon the Company's request.

C. Independent GMS Agenda

Approval for the Company's plan to acquire 99.9999% of EMC shares owned by EMTK, which constitutes as an Affiliated Transaction as referred to in OJK Regulation No. 42/2020 and also constitutes as a Material Transaction as referred to in OJK Regulation No. 17/2020.

Quorum For the Independent GMS Agenda:

- GMS may be held if the GMS is attended by more than 1/2 (one half) of the total number of shares with valid voting right owned by the independent shareholders. The resolution of the GMS is valid if it is approved by more than 1/2 (one half) of the total number of shares with valid voting right owned by the independent shareholders.
- In the event that the quorum as referred above is not achieved, the second GMS may be held if the GMS is attended by more than 1/2 (one half) of the total number of shares with valid voting right owned by the independent shareholders. The resolution of the second GMS is valid if it is approved by more than 1/2 (one half) of the total number of shares with valid voting right owned by the independent shareholders who attend the second GMS.
- In the event that the attendance quorum at the second GMS as referred above is not achieved, the third GMS may be held, provided that the third GMS is valid and entitled to adopt a resolution if it is attended by the independent shareholders who own shares with valid voting right and subject to the attendance quorum determined by OJK upon the request of the Company. The resolution of the third GMS is valid if it is approved by the independent shareholders who represent more than 50% (fifty percent) of the total number of shares owned by the independent shareholders who attend the third GMS.

Each proposed GMS agenda from the Company's shareholders will be included in the GMS agenda if it meets the requirements of Article 16 of OJK Regulation No. 15/2020, among others:

- submitted in writing to the Board of Directors of the Company and must be accepted by the Board of Directors of the Company no later than 7 (seven) days before the Invitation to the above GMS;
- submitted by 1 (one) or more shareholder represent 1/20 (one twentieth) or more of the total number of shares with valid voting right issued by the Company; and
- conveyed in good faith, consider the interest of the Company, is an agenda which need decision of the GMS, including the reasons and materials of the proposed agenda of GMS, and not contrary to the laws and regulations and the Articles of Association of the Company

ADDITIONAL INFORMATION

The capital increase with Pre-Emptive Rights will be executed after obtaining the EGMS approval and the effective statement from the OJK on the Registration Statement submitted by the Company in relation with the additional capital by granting this Pre-Emptive Rights.

To obtain additional information regarding the above matter, please contact the Company during working hours at the following address:

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