

# DISCLOSURE OF MATERIAL INFORMATION OR FACTS

PT TIGARAKSA SATRIA, Tbk  
("COMPANY")

Domiciled in Jakarta

## **Business Fields:**

Engaged in the business of sale and distribution of consumer goods on a national scale, as well as other business activities through business units and subsidiaries.

## **Head Office:**

Menara Duta, Lantai 2 & 4, Jl. H.R. Rasuna Said Kav. B-9,  
Setia Budi, South Jakarta, Jakarta 12910  
Telepon: 021-2527300/ 021-2527276  
Email address: corporate@tigaraksa.co.id  
Website: www.tigaraksa.co.id

This Information Disclosure is made in regards to the establishment of Joint Venture Transaction between the Company and PT Proteindotama Cipta Pangan ("TRANSACTION"). The establishment of the joint venture is in the framework of establishment of PT Tira Cipta Logistik, of which its business field is to operate a distribution center and provides value-added services for cold chain products.

This Information Disclosure is made for the interest of the Shareholders of the Company, in order that the Company's Shareholders shall obtain the complete/ full information in regards to the Transaction conducted by the Company. This Information Disclosure is also made in order to comply to the Regulation of the Financial Services Authority Nomor 31/POJK.04/2015 on the Information Disclosure or Material Facts by the Issuer or the Public Company.

This Information Disclosure is issued in Jakarta on July, 11<sup>th</sup>, 2022.

## **I. INTRODUCTION**

This Information Disclosure is made in regards to the transaction of the establishment of joint venture between the Company and PT Proteindotama Cipta Pangan (“**PCP**”). The establishment of such joint venture is to establish PT Tira Cipta Logistik.

## **II. PARTY CONDUCTING THE TRANSACTION**

### **1. PT Tigaraksa Satria Tbk. (the “Company”)**

- The Company is the limited liability company which have the status of public company (publicly-held company) and conduct its business activities in Indonesia.
- The business activity of the Company is engaged in the sector of the sales and distribution of the consumer products within national scale in relating to the distribution of the daily consumer products for the products category of the baby and child nutrition, food and drink products, products of non food, cold chain products, as well as other business activities through the business unit and subsidiaries
- The Company is domiciled in Menara Duta 2<sup>nd</sup> and 4<sup>th</sup> Fl, Jl H.R. Rasuna Said Kav. B-9, Kelurahan Setiabudi, Kecamatan Setiabudi, South Jakarta, DKI Jakarta, 12910.

### **2. PT Proteindotama Cipta Pangan (“PCP”)**

- PCP is the limited liability company engaged in the sector of the downstream production, sales, and distribution of the products of animal protein and animal protein-based product.
- PCP is the subsidiary of PT Ciomas Adisatwa, which is the subsidiary of PT Japfa Comfeed Indonesia Tbk, which is the the agribusiness, manufacturer of the animal protein in Indonesia, with the experience of more than 50 years
- PCP is domiciled in Kabupaten Sidoarjo, with the address in the head office in Jalan Raya Tarik Km 2, Desa Waruberon, Kecamatan Balongbendo, Kabupaten Sidoarjo, East Java, 61263.

## **III. TRANSACTION DATE**

Transaction date is on July 7<sup>th</sup>, 2022 of which as per date of the signing of the Joint Venture Agreement between the Company and PCP on the establishment of PT Tira Cipta Logistik.

#### **IV. GENERAL DESCRIPTION OF TRANSACTION**

- The business sector of PT Tira Cipta Logistik is to operate the distribution centre and to provide the value added services for the cold chain product in relation to such distribution centre.
- The shareholders composition in PT Tira Cipta Logistik shall be following:
  - The Company 60%
  - PCP 40%
- The issued and paid up capital on the early stages PT Tira Cipta Logistik is in the amount of Rp. 150.000.000.000,00 (one hundred and fifty billion Rupiah) with the following composition:

<b>Shareholders</b>	<b>Issued and Paid Up Capital</b>	<b>Shareholders Ownership</b>
Company	90.000.000.000	60%
PCP	60.000.000.000	40%
<b>Total</b>	<b>150.000.000.000</b>	<b>100%</b>

The Company and PCP shall paid up their commitment for the above paid up capital soon as the fulfillment of the deed of the articles of association and the business license as well as the opening of the bank account of PT Tira Cipta Logistik.

#### **V. TRANSACTION OBJECT**

Object of transaction shall be the joint venture company between the Company and PCP, which is PT Tira Cipta Logistik.

#### **VI. TRANSACTION VALUE**

Transaction Value is similar to the value of commitment of the early paid up capital from the Company to PT Tira Cipta Logistik, which is in the amount of Rp. 90 Billion.

**VII. CONSIDERATION AND RATIONALE OF THE TRANSACTION, AND THE IMPACT OF TRANSACTION TO THE FINANCIAL CONDITION OF THE COMPANY**

- Since 2021 the Company has started working on a new business line, which is the distribution of food & beverage products that require cold chain facilities. Its consideration among other are because the distribution and sales of this product are predicted will have a significant growth opportunity in the future. As a national-scale distribution company, no doubt that the Company has sufficient competence to penetrate into this cold chain product distribution line.
- In its development, the Company sees that the development of this business line requires the availability of special facilities for the process of storing and distributing its products. Therefore, the Company decided to also work on a new business line as a provider and one that operates a distribution center and value-added services for cold chain products.
- The Company sees that the formation of this joint venture (PT Tira Cipta Logistik) has an opportunity to develop in the future, and may synergize positively with the distribution business line of the cold chain product category that has been running so far. In addition, PCP has the same commitment to grow this joint venture
- This transaction fully uses the Company's internal funding and has no significant impact on the Company's financial condition.

**VIII. THIS TRANSACTION DOES NOT MEET THE CRITERIA FOR MATERIAL TRANSACTIONS, TRANSACTIONS WITH AFFILIATED PARTIES, OR CONFLICT OF INTEREST TRANSACTIONS**

Based on the Company's Consolidated Financial Statements for the financial year ended December 31, 2021 which has been audited by the Purwantoro, Sungkoro & Surja Public Accounting Firm (dated April 12, 2022), the following are the Company's Total Assets and Equity in 2021:

PCP is not a company affiliated with the Company as referred to in the Regulation of the Financial Services Authority of the Republic of Indonesia Number 42/POJK.04/2020 regarding the Affiliated Transactions and Conflict of Interest Transactions ("POJK 42 of 2020"). Thus, this transaction is not a transaction with an affiliated party of the Company as referred to in POJK 42 of 2020.

This transaction is not a transaction that contains a conflict of interest as referred to in POJK 42 of 2020, due to no difference on the economical interest of the Company and the personal economical interests of members of the Board of Directors, members of the Board of Commissioners or major shareholders, that may harm the Company. Thus, this transaction is not a Conflict of Interest transaction as referred to in POJK 42 of 2020.

**IX. STATEMENT OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS**

The Board of Commissioners and Directors of the Company declares as follows:

- Have carefully studied the information available in connection with this Transaction as outlined in this Disclosure.
- All material information in connection with the Transaction has been disclosed in this Information Disclosure, and such material information is true and not misleading.
- Furthermore, the Board of Commissioners and Directors of the Company declares full responsibility for the truthfulness of all information contained in this Information Disclosure.

**X. ADDITIONAL INFORMATION**

- Furthermore, the Board of Commissioners and Directors of the Company declares full responsibility for the truthfulness of all information contained in this Information Disclosure.

**PT Tigaraksa Satria Tbk.**

Up: Corporate Secretary

Menara Duta 2<sup>nd</sup> and 4<sup>th</sup> Floor  
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Jakarta, 11<sup>th</sup> July, 2022

Sincerely Yours,

Directors