



PRE-PACKAGED SCHEME OF ARRANGEMENT
UNDER SECTION 71 OF THE INSOLVENCY, RESTRUCTURING AND DISSOLUTION ACT 2018
(NO. 40 OF 2018)

Between

PT MNC Investama Tbk

And

Noteholders (as defined in the Scheme)

NOTICE OF PROPOSED SCHEME OF ARRANGEMENT

We refer to the USD231,000,000 9% Senior Secured Notes due 2021 issued by PT MNC Investama Tbk (the “**Company**”) with ISIN: XS1810351533 and Common Code: 181035153 (the “**Notes**”).

The Company has circulated terms of an exchange offer which it plans to implement as a pre-packaged scheme of arrangement (the “**Scheme**”) pursuant to Section 71 of the Singapore Insolvency, Restructuring and Dissolution Act 2018 (No. 40 of 2018). The Scheme document together with an Explanatory Statement has been circulated through the clearing systems and is available on request from the Company’s Information Agent.

This Scheme constitutes an offer to Noteholders to exchange each USD100,000 of their Existing Notes for either (i) 8,267,052 New Shares; or (ii) USD100,000 in New Notes, at the option of Noteholders. Further details of the New Shares and New Notes are set out in the Explanatory Statement.

The Scheme will be conditional upon sanction of the Scheme by the High Court of Singapore and all approvals required to issue the New Shares and the New Notes, including any regulatory approvals required by the Indonesian Financial Services Authority, Stock Exchange, Central Securities Custodian or Indonesian Law.

INFORMATION MEETING AND VERIFICATION MEETING

An information meeting (the “**Information Meeting**”) has been arranged by the Company for the purposes of answering Noteholder questions on the Scheme, and a verification meeting (the “**Verification Meeting**”) has been arranged for the purposes of considering and voting on the Scheme.

Due to the current SARS-CoV-2 pandemic, the Information Meeting and Verification Meeting will take place by way of videoconference, scheduled for:

Information Meeting

19 October 2020

8am New York Time / 1pm London Time / 8pm Singapore Time

Verification Meeting

05 November 2020

8am New York Time / 1pm London Time / 8pm Singapore Time

These meetings are strictly for holders of the Notes (“**Noteholders**”) by registration with the Information Agent only.

INFORMATION AGENT AND SCHEME MANAGER

The Company has appointed Eliot & Luther Advisory (UK) Limited (“**E&L**”) to act as its Information Agent and Scheme Manager with respect to the proposed Scheme and one of Joel Richard Hogarth, Lee Hun Siang Isaac or Sasha Bharwani, each of E&L, to act as Chairman at the Verification Meeting.



VOTING ARRANGEMENTS

Votes attributable to the Notes may be cast by Noteholders (either directly or through account holders at the relevant clearing systems, as the case may be) by submitting blocking and voting instructions in respect of its holdings through the clearing systems, and submitting a completed proof of claim and voting form to the Scheme Manager (and a copy to the Company). Detailed voting instructions are included in the Explanatory Statement.

The record date for blocking positions and submitting voting instructions to the clearing systems is 26 October 2020, and the deadline for submission of the proof of claim and voting form to the Scheme Manager (with a copy to the Company) is 27 October 2020. These dates are subject to extension at the sole discretion of the Scheme Manager.

Any Noteholder that fails to submit the blocking and voting instructions, and duly completed Proof of Claim and Voting Form by the dates mentioned above will be excluded from voting on the Scheme.

SANCTIONING THE SCHEME

The Chairman shall tabulate the results of the Verification Meeting to be reported to the Singapore Court. In the event that the Scheme receives the requisite support from the Noteholders, a hearing before the High Court of Singapore is necessary in order to sanction the Scheme (the “**Sanction Hearing**”). Noteholders are entitled to attend the Sanction Hearing in person or through their solicitors with rights of audience before the High Court of Singapore to support or oppose the sanctioning of the Scheme.

The Company will notify the Noteholders of the precise date and manner in which the Sanction Hearing shall take place by circulating a notice by electronic means.

If sanctioned by the High Court of Singapore, all Noteholders (whether they have participated in the Scheme or not and even if they have voted to oppose the sanctioning of the Scheme) will be bound by the terms of the Scheme, and will be required to make an election whether to accept New Shares or New Notes. The Scheme will operate as a settlement and waiver of all other claims in respect of the Existing Notes, including all outstanding interest, principal and other obligations, as well as the claims of any Noteholders who do not make an election by the New Notes Participation Date, as defined in the Explanatory Statement.

FURTHER INFORMATION

Noteholders should direct queries to:

Company's Information Agent and Scheme Managers

ELIOT & LUTHER ADVISORY (UK) LIMITED

mncinvestama@eliotluther.com

Company's Solicitors:

OON & BAZUL LLP

mncinvestama@oonbazul.com

BY ORDER OF THE BOARD OF DIRECTORS

Darma Putra Wati, President Director

Tien, Director

PT MNC Investama Tbk

05 October 2020