

No offer or invitation to acquire or exchange any securities is being made pursuant to this press release.



JABABEKA & CO.

PT Kawasan Industri Jababeka Tbk.

(incorporated with limited liability under the laws of the Republic of Indonesia)

Announcement of Early Exchange Deadline, Early Consent Deadline and amendments to Exchange Offer, Consent Solicitation and Concurrent Consent Solicitation

6.50% Guaranteed Senior Notes Due 2023

(Rule 144A - ISIN: US46638AAC45, CUSIP: 46638AAC4; Regulation S - ISIN: USN4717BAD84, CUSIP: N4717BAD8) (the “Old Notes”)

FOR IMMEDIATE RELEASE

JAKARTA, Indonesia, November 28, 2022 – Reference is made to the announcements of PT Kawasan Industri Jababeka Tbk. (the “**Company**”) dated November 8, 2022 and November 21, 2022 in relation to its exchange offer and consent solicitation and concurrent consent solicitation (the “**Announcements**”). Capitalized terms used herein but not defined shall have the respective meanings set forth in the Announcements.

Early Exchange Deadline and Early Consent Deadline

The Company hereby announces that the Early Exchange Deadline and the Early Consent Deadline (each as defined below) of the exchange offer and consent solicitation and the concurrent consent solicitation expired at 5:00 p.m., New York City time, on November 25, 2022 (such time and date, the “**Early Exchange Deadline**” and the “**Early Consent Deadline**”) and confirms that, as of the Early Consent Deadline, it has received valid consents, or deemed consents, from holders of the Old Notes of not less than a majority in aggregate principal amount of Old Notes outstanding (the “**Requisite Consents**”); and the Company hereby also confirms that, as of the Early Consent Deadline, the Consent Minimum Participation Condition has been satisfied. In addition, the Company hereby announces that, as of the Early Exchange Deadline, and based on the amount of valid tenders of the Old Notes received in exchange for new Guaranteed Senior Secured Notes due 2027 (the “**New Notes**”), the Exchange Minimum Participation Condition has not been satisfied.

Amendments to Exchange Offer, Consent Solicitation and Concurrent Consent Solicitation

The Company hereby announces that holders of Old Notes that validly tender for exchange after the Early Exchange Deadline and on or prior to 11:59 p.m., New York City time, on December 7, 2022 (such time and date, the “**Expiration Time**”) will continue to receive the Early Exchange Consideration and Accrued and Unpaid Interest, and not the Late Exchange Consideration. For the avoidance of doubt, such holders will not additionally receive the Late Exchange Consideration.

In addition, holders of Old Notes that validly deliver consent only instructions pursuant to the consent solicitation or the concurrent consent solicitation, or in respect of which deemed consents have been delivered pursuant to the exchange offer, after the Early Consent Deadline and on or prior to the Expiration Time will continue to receive the Early Consent Fee, and not the Late Consent Fee. For the avoidance of doubt, such holders will not additionally receive the Late Consent Fee.

Payment of the Early Consent Fee for the Old Notes in respect of which consents have been validly delivered, or deemed delivered, on or prior to the Expiration Time is anticipated to occur on December 9, 2022 (the “**Consent Settlement Date**”). The Old Notes Issuer, the Company, the relevant subsidiary guarantors and the Old Notes Trustee under the 2023 Indenture are also expected to promptly execute and deliver a supplemental indenture to the 2023 Indenture, pursuant to which the Proposed Amendments will be effected. Payment of the Early Exchange Consideration and Accrued and Unpaid Interest for Old Notes that have been validly tendered for exchange on or

prior to the Expiration Time and accepted for exchange is anticipated to occur on December 15, 2022 (the “**Exchange Settlement Date**”).

Holders of Old Notes who have previously submitted their exchange instructions and/or consent instructions are not required to resubmit such instructions. Previously submitted exchange instructions and consent instructions pursuant to the exchange offer and the consent solicitation and concurrent consent solicitation remain irrevocable after the Early Exchange Deadline and the Early Consent Deadline, as applicable.

Dealer Managers and Solicitation Agents

The dealer managers for the Exchange Offer, and the solicitation agents for the Consent Solicitation and the Concurrent Solicitation, are J.P. Morgan Securities plc, Mandiri Securities Pte. Ltd., Standard Chartered Bank (Singapore) Limited or UBS AG Singapore Branch (collectively, the “**Dealer Managers**”). Questions about the terms of the Exchange Offer should be directed to the Dealer Managers at the addresses listed below.

Information, Exchange and Tabulation Agent

The information, exchange and tabulation agent for the Exchange Offer and Consent Solicitation is Morrow Sodali Limited (the “**Information, Exchange and Tabulation Agent**”). All documentation relating to the Exchange Offer and Consent Solicitation, together with any updates, can be found on the Offer Website at <https://projects.morrowsodali.com/jababekaexchange>. If you have questions regarding procedures of the Exchange Offer and Consent Solicitation or require additional copies of the Exchange Offer and Consent Solicitation Memorandum, please contact the Information, Exchange and Tabulation Agent at the telephone numbers and addresses listed below.

The information and tabulation agent for the Concurrent Consent Solicitation is Morrow Sodali Limited (the “**Information and Tabulation Agent**”). All documentation relating to the Concurrent Consent Solicitation, together with any updates, can be found on the Consent Website at <https://projects.morrowsodali.com/jababekaconsent>. If you have questions regarding procedures of the Concurrent Consent Solicitation or require additional copies of the Consent Solicitation Statement, please contact the Information and Tabulation Agent at the telephone numbers and addresses listed below.

*Information, Exchange and Tabulation Agent for the Exchange Offer and Consent Solicitation
Information and Tabulation Agent for the Concurrent Consent Solicitation*

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DISCLAIMER

The distribution of this press release, the Exchange Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement may be restricted by law and persons into whose possession this press release and the Exchange Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement comes are required by the Dealer Managers, the Information, Exchange and Tabulation Agent, the Information and Tabulation Agent and the Company inform themselves about, and to observe, any such restrictions.

No offer or invitation to acquire or exchange any securities is being made pursuant to this press release. None of this press release, the Exchange Offer and Consent Solicitation Memorandum or the Consent Solicitation Statement constitutes an invitation to acquire or exchange any securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws.

This press release is not an offer of securities for sale in the United States. The securities referred to herein may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of the securities referred to herein to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements.

This press release does not constitute a public offering or private placement in Indonesia under Law Number 8 of 1995 regarding Capital Markets and its implementing regulations ("Indonesian Capital Market Law") and the Financial Services Authority (Otoritas Jasa Keuangan) Regulation No.30/POJK.04/2019 on the Issuance of Debt-Linked Securities and/or Sukuk by way of Private Placement ("OJK Regulation No. 30"). The New Notes will not be offered or sold: (i) in Indonesia, to Indonesian residents and institutions or foreign citizens and institutions or other form of legal entity domiciled or currently in Indonesia; and (ii) outside Indonesia, to Indonesian citizens and institutions or other form of Indonesian legal entity; in a manner which constitutes a public offering or private placement under the Indonesian Capital Market Law and OJK Regulation No. 30, including by way of invitation, offering or advertisement, and the Exchange Offer and Consent Solicitation Memorandum, Consent Solicitation Statement and any other offering material relating to the New Notes will not be distributed in a manner which would constitute a public offering or private placement under the Indonesian Capital Market Law and OJK Regulation 30.