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28 September 2018



NOTICE OF TENDER OFFER

Invitation by PB International B.V. (the "Company") to the holders of its 7.625% senior notes due 2022 (the "Notes") guaranteed by PT Pan Brothers Tbk. (the "Parent Guarantor")

The Company hereby announces the commencement on 28 September 2018 of its invitation to holders of the Notes (the "**Noteholders**"), subject to the offer restrictions referred to in "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum dated 28 September 2018 (the "**Tender Offer Memorandum**"), to submit tenders to the Company to purchase their Notes for cash on the terms and subject to the conditions contained in the Tender Offer Memorandum in accordance with the procedures described herein for the Notes (the "**Offer**"). Capitalised terms used in this announcement have the meanings ascribed to them in the Tender Offer Memorandum unless otherwise indicated.

OVERVIEW OF THE TENDER OFFER

The Company proposes to accept for purchase Notes tendered in the Offer up to a maximum aggregate principal amount of US\$40,000,000 (the "**Maximum Purchase Amount**"), which amount shall be subject to increase or decrease in the Company's sole discretion. Additionally, the Company reserves the right, in its sole and absolute discretion, (i) not to accept any tenders of the Notes, (ii) not to purchase any Notes, or (iii) to modify in any manner any of the terms and conditions of the Offer (including, but not limited to, modifying the Purchase Price (as defined below) or the Maximum Purchase Amount).

Subject to a minimum tender of US\$200,000 in principal amount of Notes per Noteholder, the amount in cash in US dollars to be paid for each US\$1,000 principal amount of the Notes accepted for purchase pursuant to the Offer (the "**Purchase Price**")

will be determined by the Modified Dutch Auction Procedure as further described in the Tender Offer Memorandum. In addition, the Company will pay applicable amounts for accrued and unpaid interest ("**Accrued Interest**") up to but not including the Settlement Date (as defined below) on the Notes which are accepted for purchase in the Offer. The Offer is subject to certain conditions as described in the Tender Offer Memorandum.

The Notes	U.S.\$200,000,000 7.625 per cent. Senior Notes due 2022 (ISIN / Common Code: XS1555631925 / 155563192), guaranteed by the Parent Guarantor and certain of its subsidiaries
Modified Dutch Auction Bid Range	Between 92 per cent. (the Minimum Purchase Price) and 95 per cent. (the Maximum Purchase Price) of the nominal amount of the Notes that are validly tendered by the Expiration Deadline and accepted by the Company for purchase pursuant to the Offer.
Expiration Deadline	12.00 p.m. (London time) on 19 October 2018 (subject to the right of the Company to extend, amend, re-open and/or terminate the Offer)
Outstanding Nominal Amount	U.S.\$200,000,000
Acceptance Amount	Up to a maximum of U.S.\$40,000,000 in aggregate nominal amount of the Notes validly tendered and accepted for purchase (subject to the right of the Company to amend such amount as provided below)

The Notes were issued under an indenture dated as of 26 January 2017, and made between the Company, the Parent Guarantor, the subsidiary guarantors named therein and The Bank of New York Mellon.

MODIFIED DUTCH AUCTION PROCEDURE

In order to participate in, and be eligible to receive the Purchase Price pursuant to, the Offer, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction (as defined below) that is received by the Information and Tender Agent (as defined below) on or before 12.00 p.m. (London time) on 19 October 2018 (the "**Expiration Deadline**"), unless extended, re-opened, amended and/or terminated as provided in this Tender Offer Memorandum.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in this Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the deadlines specified in this Tender Offer Memorandum.

Tender Instructions will be irrevocable except in the limited circumstances described in "*Amendment and Termination*".

Tender instructions relating to the Notes may be submitted on a "non-competitive" or a "competitive" basis as follows:

- a "**Non-Competitive Tender Instruction**" is a Tender Instruction that either (i) does not specify a purchase price for the Notes, or (ii) specifies a purchase price less than or equal to the Minimum Purchase Price. Each Non-Competitive Tender Instruction, whether falling within (i) or (ii) above, will be deemed to have specified the Minimum Purchase Price for the tendered Notes; and
- a "**Competitive Tender Instruction**" is a Tender Instruction that specifies a purchase price greater than the Minimum Purchase Price for the Notes. Purchase prices may only be specified in increments of 0.25 per cent. in such Competitive Tender Instructions. If a Competitive Tender Instruction specifies a purchase price that is not an increment of 0.25 per cent. above the Minimum Purchase Price, the purchase price so specified shall be rounded down to the nearest such increment of 0.25 per cent., and such Tender Instruction shall be deemed to have specified such rounded figure as the purchase price.

Each Tender Instruction should also specify the aggregate nominal amount of the Notes subject of such Tender Instruction.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of no less than the minimum denomination of U.S.\$200,000, and in integral multiples of U.S.\$1,000 in excess thereof.

A separate Tender Instruction must be completed on behalf of each beneficial owner.

Scaling

If the aggregate nominal amount validly tendered pursuant to Non-Competitive Tender Instructions is greater than the Acceptance Amount, the Company intends to accept such Notes for purchase on a *pro rata* basis such that the aggregate nominal amount of all Notes accepted for purchase is no greater than the Acceptance Amount. In such circumstances, the Purchase Price will be the Minimum Purchase Price and the Company will not accept for purchase any Notes tendered pursuant to Competitive Tender Instructions.

If the sum of the aggregate nominal amount of Notes validly tendered (i) pursuant to Non-Competitive Tender Instructions and (ii) pursuant to Competitive Tender Instructions that specify a purchase price that is less than or equal to the Purchase Price (as determined by the Company pursuant to the Modified Dutch Auction Procedure), is greater than the Acceptance Amount, the Company intends to accept for purchase, (A) first, all such Notes tendered at purchase prices below the Purchase Price or pursuant to Non-Competitive Tender Instructions in full, and (B) second, all such Notes tendered at the Purchase Price on a *pro rata* basis such that the aggregate nominal amount of all Notes accepted for purchase is no greater than the Acceptance Amount.

In the circumstances described in the Tender Offer Memorandum in which valid tenders

of Notes pursuant to the Offer are to be accepted for purchase on a *pro rata* basis, each such tender of Notes will be scaled by a factor (the "**Scaling Factor**") equal to (i) the Acceptance Amount less the aggregate nominal amount of the Notes that have been validly tendered and accepted for purchase and are not subject to acceptance on a *pro rata* basis, divided by (ii) the aggregate nominal amount of the Notes that have been validly tendered and are subject to acceptance on a *pro rata* basis (subject to adjustment to allow for the aggregate nominal amount of Notes accepted for purchase, following the rounding of tenders of Notes down to the nearest denomination, to equal the Acceptance Amount).

If, after applying the Scaling Factor and rounding down, any Noteholder would be left with an aggregate nominal amount less than the minimum denomination of U.S.\$200,000 either (a) validly tendered and accepted; or (b) returned to a Holder as a result of pro-ration, the Company may, in its sole discretion, either accept or reject all of the Notes subject to such Noteholder's relevant Tender Instruction.

PURPOSE OF THE TENDER OFFER

The Offer is made in accordance with the Company's policy to actively manage its balance sheet liabilities and to achieve a lower running cost of debt.

INDICATIVE TIMETABLE

The below timetable is indicative and shows one possible outcome for the timing of the Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Company in accordance with the terms of the Offer, as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Action	Date
Commencement of the Offer	28 September 2018
Expiration Deadline	19 October 2018 at 12:00 p.m., London Time
Pricing Date	22 October 2018
Announcement of Result of Offer and Purchase Price	As soon as reasonably practicable after the Pricing Date
Settlement Date	On or before 25 October 2018

SELECTED ADDITIONAL DETAILS

The Offer is conditional upon any general conditions (the "**General Conditions**") having occurred, as more specifically described in "*Further Information and Terms*"

and Conditions" in the Tender Offer Memorandum. The Company reserves the right, in its sole discretion to waive any and all Conditions.

Subject to applicable law and as provided in the Tender Offer Memorandum, the Company may, in its sole and absolute discretion, extend, re-open, withdraw or terminate the Offer and amend or waive any of the terms and conditions of the Offer including any increase or decrease in the Maximum Purchase Amount, at any time after the announcement of the Offer as provided in the Tender Offer Memorandum in "*Further Information and Terms and Conditions of the Offer—Extension, Termination and Amendment*". Details of any such extension, amendment or termination will be announced as provided in the Tender Offer Memorandum as promptly as practicable after the relevant decision is made.

Noteholders must follow certain procedures to tender Notes for purchase pursuant to the Offer. D.F. King is acting as Information and Tender Agent (the "**Information and Tender Agent**"). For more information, see "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum.

All documents related to the Offer will be uploaded onto the website, <https://sites.dfkingltd.com/pb>, set up by the Information and Tender Agent for the purposes of hosting the documents relating to the Offer (the "**Offer Website**").

FURTHER INFORMATION

For a detailed statement of the terms and conditions of the Offer, Holders of the Notes should refer to the Tender Offer Memorandum. The Tender Offer Memorandum will be made available to the Noteholders by the Dealer Manager and the Information and Tender Agent. The Company has engaged Australia and New Zealand Banking Corporation Limited to act as the Dealer Manager for the Offer.

Questions and requests for assistance in connection with the Offer should be directed to the Dealer Manager:

**Australia and New Zealand Banking Corporation
Limited**

10 Collyer Quay
#21-00 Ocean Financial Centre
Singapore 049315
Attention: Debt Capital Markets Asia Liability
Telephone (Singapore): +65 6681 8969

Email: AsiaBondSyndicate@anz.com

Questions and requests for assistance in connection with tendering Notes and participating in the Offer and the submission of a Tender Instruction should be directed to the Information and Tender Agent:

D.F. KING

Email: pb@dfkingltd.com
Website: <https://sites.dfkingltd.com/pb>

In London:

125 Wood Street
London EC2V 7AN
United Kingdom
Telephone: +44 20
7920 9700

In Hong Kong:

Suite 1601, 16/F,
Central Tower
28 Queen's Road
Central
Hong Kong
Telephone: +852 3953
7231

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes to confirm whether such intermediary needs to receive instructions from such Noteholders before the deadlines specified in the Tender Offer Memorandum in order for that Noteholder to be able to participate in, or revoke their instruction to participate in, the Offer. The deadlines set by Euroclear SA/NV ("Euroclear") or Clearstream Banking, S.A. ("Clearstream", each a "Clearing System" and, together, the "Clearing Systems") for the submission and withdrawal of Tender Instructions will also be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

This announcement is for informational purposes only and should be read in conjunction with the Tender Offer Memorandum. Noteholders should carefully consider all of the information in the Tender Offer Memorandum and seek their own financial and legal advice from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser. The Tender Offer Memorandum sets out the full terms of the Offer. Copies of the Tender Offer Memorandum are available from the Information and Tender Agent, at the address set out above.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive revocation instructions from a Noteholder in order for that Noteholder to be able to revoke their instruction to participate in, the Offer before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the revocation instructions will be earlier than the relevant deadlines specified above.

None of the Company, the Trustee, the Dealer Manager or the Information and Tender Agent makes any recommendation about whether Noteholders should tender their Notes.

Neither the Tender Offer Memorandum nor this announcement constitutes an offer to buy or the solicitation of an offer to sell Notes, (and tenders of Notes will not be accepted from Noteholders) in any circumstances in which the Offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdictions.

The Tender Offer Memorandum does not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by each of the Company, the Dealer Manager and the Information and Tender Agent to inform themselves about and to observe any such restrictions.