

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



PT ABM INVESTAMA TBK

(established and existing with limited liability under the laws of the Republic of Indonesia)

PT ABM Investama Tbk announces Tender Offer

FOR IMMEDIATE RELEASE

JAKARTA, Indonesia, October 20, 2022 – PT ABM Investama Tbk (the “**Company**”) hereby announces that it has commenced an invitation to holders of its outstanding 9.500% Senior Notes due 2026 (Rule 144A - ISIN: US69379AAB17, CUSIP: 69379AAB1, Common Code: 236755487; Regulation S - ISIN: USY708CHAB61, CUSIP: Y708CHAB6, Common Code: 236755495) (the “**Notes**” and each holder, a “**Holder**”) to tender their Notes for purchase for cash up to a maximum aggregate principal amount US\$40,000,000, being the Maximum Acceptance Amount (the “**Offer**”). The Offer is made on the terms and subject to the conditions set forth in a tender offer memorandum dated as of October 20, 2022 (the “**Tender Offer Memorandum**”). As of October 20, 2022, the aggregate principal amount of the Notes outstanding was US\$200,000,000.

The consideration for each US\$1,000 principal amount of Notes validly tendered at or prior to 5:00 p.m., New York time, on November 2, 2022 (the “**Early Tender Time**”) and not validly withdrawn at or prior to 5:00 p.m., New York time, on November 2, 2022 (the “**Withdrawal Deadline**”) and accepted for payment pursuant to the Offer shall be a price equal to the amount of US\$1,000 per US\$1,000 principal amount of Notes plus Applicable Accrued Interest (as defined in the Tender Offer Memorandum) (the “**Early Tender Consideration**”), if all conditions to the Offer are satisfied or waived at or prior to the Settlement Date (as defined below). Holders must validly tender their Notes at or prior to the Early Tender Time and not validly withdraw their Notes at or prior to the Withdrawal Deadline in order to receive the Early Tender Consideration. The consideration for each US\$1,000 principal amount of Notes validly tendered after the Early Tender Time but at or prior to 11:59 p.m., New York time, on November 17, 2022 (the “**Expiration Deadline**”) and accepted for payment pursuant to the Offer shall be the amount of US\$950.00 per US\$1,000 principal amount of Notes plus Applicable Accrued Interest (the “**Late Tender Consideration**”).

Notes tendered may only be withdrawn at or prior to the Withdrawal Deadline. If the Issuer is required by law to permit withdrawal, then previously tendered Notes may be validly withdrawn. In the event of a termination of the Offer, all Notes tendered pursuant to such Offer will be promptly returned to the tendering Holders.

Tenders of the Notes pursuant to the Offer will be accepted only in principal amounts equal to a minimum of US\$200,000 and in integral multiples of US\$1,000 in excess thereof (the “**Authorized Denominations**”).

Payment for the Notes that are validly tendered (i) at or prior to the Early Tender Time and not validly withdrawn at or prior to the Withdrawal Deadline and accepted for purchase and (ii) after the Early Tender Time but at or prior to the Expiration Deadline and accepted for purchase, in each case, is anticipated to occur on November 23, 2022 (the “**Settlement Date**”).

If at the Early Tender Time, the aggregate principal amount of Notes validly tendered (and not validly withdrawn) by Holders is greater than the Maximum Acceptance Amount, the Issuer does not expect to accept any Notes tendered by Holders after the Early Tender Time. In such case, Notes tendered after the Early Tender Time and at or prior to the Expiration Deadline will not be accepted for purchase by the Issuer and shall be promptly returned without cost to the tendering Holder. If the Offer is oversubscribed at the Early Tender Time, then the Issuer will issue an announcement promptly after the Early Tender Time stating that Notes tendered after the Early Tender Time will not be purchased pursuant to the Offer and all Notes tendered at or prior to the Early Tender Time will be subject to proration. If at the Early Tender Time, the aggregate principal amount of Notes validly tendered (and not validly withdrawn) by Holders is less than the Maximum Acceptance Amount, the Issuer expects to accept for purchase all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Time without proration, subject to the satisfaction or waiver of the Financing Condition (as defined in the Tender Offer Memorandum) and the satisfaction or waiver of the other conditions set forth in this Tender Offer Memorandum. In such case, the Issuer also expects to accept for purchase Notes validly tendered after the Early Tender Time and at or prior to the Expiration Deadline, up to the Maximum Acceptance Amount, and only Notes validly tendered after the Early Tender Time and at or prior to the Expiration Deadline, to the extent that the aggregate principal amount of all Notes tendered as of the Expiration Deadline would exceed the Maximum Acceptance Amount, will be subject to proration.

In the event of proration, the Issuer will determine the aggregate principal amount of a Holder’s validly tendered Notes accepted for purchase by multiplying such Holder’s tender by the applicable proration factor, and rounding the product down to the nearest integral multiple of US\$1,000. The Notes will only be accepted for purchase by the Issuer in minimum principal amounts of US\$200,000 and integral multiples of US\$1,000 thereafter. Depending on the amount tendered and the applicable proration factor applied, if the proration would result in a principal amount of Notes that is less than the Authorized Denomination being returned to a Holder or accepted for purchase by the Issuer, the Issuer will either accept or reject all of such Holder’s validly tendered Notes.

The Issuer reserves the right to increase, decrease or waive the Maximum Acceptance Amount at any time in its sole discretion, subject to compliance with applicable law, which could result in the Issuer purchasing a greater or lesser principal amount of Notes.

A separate tender instruction must be submitted on behalf of each beneficial owner of the Notes, given the possible proration.

The dealer managers for the Offer are BNI Securities Pte. Ltd. and Mandiri Securities Pte. Ltd. (the “**Dealer Managers**”). The information and tender agent for the Offer is Morrow Sodali Limited (the “**Information and Tender Agent**”). All documentation relating to the Offer, together with any updates, can be found on the Offer Website at

<https://projects.morrowsodali.com/abminvestama>. Questions about the terms of the Offer should be directed to the Dealer Managers at the telephone number and address listed below. If you have questions regarding tender procedures or require additional copies of the Tender Offer Memorandum, please contact the Information and Tender Agent at the telephone numbers and addresses listed below.

Information and Tender Agent:

Morrow Sodali Limited

Email: abminvestama@investor.morrowsodali.com

Offer Website: <https://projects.morrowsodali.com/abminvestama>

In London:

103 Wigmore Street
W1U 1QS
London

Telephone: +44 20 4513 6933

In Hong Kong:

The Hive
33-35 Hillier Street, Sheung Wan
Hong Kong

Telephone: +852 2319 4130

In Stamford:

333 Ludlow Street, South Tower, 5th Floor
Stamford,
CT 06902

Telephone: +1 203 609 4910

Questions and requests for assistance may be directed to the Dealer Managers at the address set forth below.

Dealer Managers:

BNI Securities Pte. Ltd.

30 Cecil Street
Prudential Tower, #17-08
Singapore 049712

Telephone: +65 6911 3752/+65 6911 3759

Email: liabilitymgmt@bnisecurities.com.sg

Attention: Liability Management

Mandiri Securities Pte. Ltd.

12 Marina View
#19-06, Asia Square Tower 2
Singapore 018961

Email: msliability.mgmt@mandirisek.co.id

Attention: Investment Banking

DISCLAIMER

The distribution of this press release and the Tender Offer Memorandum may be restricted by law and persons into whose possession this press release and the Tender Offer Memorandum comes are required by the Dealer Managers, the Information and Tender 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 or the Tender Offer Memorandum 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 Private Placement of Debt Securities and/or Sukuk Issuance (“OJK Rule No. 30/2019”). The Tender Offer Memorandum may not be offered in Indonesia, to Indonesian citizens (whether domiciled in Indonesia or elsewhere) or to Indonesian residents, in a manner which constitutes a public offering or private placement under the Indonesian Capital Market Law, including OJK Rule No. 30/2019.