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THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY SECURITIES.

1 December 2023



**PT GARUDA INDONESIA (PERSERO) TBK (the "Company") announces its separate invitations to the holders of the outstanding:**

**(i) 6.50 per cent. Notes due 2031 (Regulation S ISIN: XS2568752682) issued by the Company (the "Regulation S Notes")**

and

**(ii) Sukuk Limited Trust Certificates due 2031 (ISIN: XS2572292626) issued by Garuda Indonesia Global Sukuk Limited**

**(the "Certificates" and together with the Regulation S Notes, the "Securities")**

to tender such Securities for purchase by the Company for cash, at a price to be determined pursuant to a separate unmodified Dutch auction in respect of each applicable Securities.

The Company hereby announces the commencement on 1 December 2023 of its separate invitations to holders of the Securities (the "**Securityholders**"), subject to the offer restrictions referred to in "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum dated 1 December 2023 (the "**Tender Offer Memorandum**"), to submit tenders to the Company to purchase their Securities for cash, at a price to be determined pursuant to a separate unmodified Dutch auction in respect of each applicable Securities, on the terms and subject to the conditions contained in the Tender Offer Memorandum (each, an "**Offer**", and together, the "**Offers**"). Capitalised terms used in this announcement have the meanings ascribed to them in the Tender Offer Memorandum unless otherwise indicated.

### Summary of the Offers

A summary of certain terms of the Offers appears below:

Securities	ISIN/Common Code	Outstanding Principal/Face Amount	Accrued PIK Periodic Distribution Amount	Target Consideration Amount
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6.50 per cent. Notes due 2031 represented by the Regulation S Global Note	Regulation S ISIN: XS2568752682  Regulation S Common Code: 256875682	U.S.\$536,452,843.87 <sup>1</sup>	-	The Company proposes to accept, on the terms and subject to the conditions described in this Tender Offer Memorandum, Securities for purchase up to a maximum principal or face amount such that the total purchase consideration for Securities validly tendered and accepted for purchase (excluding the Accrued Interest Payment (as defined below) or, as the case may be, Accrued Periodic Distribution Amount Payment (as defined below)) does not exceed U.S.\$50,000,000 (the “ <b>Target Consideration Amount</b> ”).
Sukuk Limited Trust Certificates due 2031 (issued by Garuda Indonesia Global Sukuk Limited)	ISIN: XS2572292626  Common Code: 2572292626	U.S.\$78,019,580 <sup>2</sup>	U.S.\$4,242,315 (in respect of the return accumulation periods ended on 29 March 2023, 29 June 2023 and 29 September 2023)	

### Rationale for the Offers

The rationale for the Offers is for the Company to proactively manage its balance sheet liabilities while optimising its costs of financing and offer a liquidity event to the Securityholders.

### Details of the Offers

#### Purchase Price

The Company will on the Settlement Date pay, for the applicable Securities validly tendered pursuant to each Offer and accepted by it for purchase, a cash amount (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards), expressed as a percentage of (in the case of the Regulation S Notes) the principal amount of the Regulation S Notes (the “**Purchase Price (Regulation S Notes)**”) and (in the case of the Certificates) the face amount of the Certificates (the “**Purchase Price (Certificates)**”) and together with the Purchase Price (Regulation S Notes) each, a “**Purchase Price**”), in each case, as determined pursuant to the unmodified Dutch auction procedure described in the Tender Offer Memorandum (the “**Unmodified Dutch Auction Procedure**”).

Under the Unmodified Dutch Auction Procedure, the relevant Purchase Price shall be equal to the particular Offer Price specified (or deemed to be specified) by the relevant Securityholder in the relevant Tender Instruction.

***As the relevant Purchase Price applicable to each Securityholder in respect of the applicable Securities that are accepted for purchase pursuant to the relevant Offer is the Offer Price in respect of the relevant Securities specified (or deemed to be specified) by such Securityholder in its Tender Instruction, the relevant Purchase Price payable to each Securityholder in respect of the applicable Securities which are accepted for purchase pursuant to the relevant Offer will not necessarily be the same.***

<sup>1</sup> Inclusive of the amount of accrued interest under the Regulation S Notes that has been capitalised and added to the outstanding principal amount of the Regulation S Notes pursuant to the terms and conditions of the Regulation S Notes. A clearing system pool factor of 105.5367% currently applies to the outstanding principal amount of the Regulation S Notes shown in the records of the Clearing Systems (the “**Clearing System Pool Factor (Regulation S Notes)**”).

<sup>2</sup> For the avoidance of doubt, this amount does not include any Accrued PIK Periodic Distribution Amount (as defined herein).

***For the avoidance of doubt, the Purchase Price (Regulation S Notes) will be based on the outstanding principal amount of the Regulation S Notes tendered by the relevant Securityholder after the Clearing System Pool Factor (Regulation S Notes) has been applied.***

***For the avoidance of doubt, the Purchase Price (Certificates) will be based on the outstanding face amount of the Certificates tendered by the relevant Securityholder without applying any clearing system pool factor.***

#### Target Consideration Amount and Acceptance Amount

The Company proposes to accept, on the terms and subject to the conditions described in the Tender Offer Memorandum, Securities for purchase up to a maximum principal or face amount such that the total purchase consideration for Securities validly tendered and accepted for purchase (excluding the Accrued Interest Payment and, as the case may be, Accrued Periodic Distribution Amount Payment) does not exceed U.S.\$50,000,000 (the “**Target Consideration Amount**”). The Company reserves the right, in its sole discretion and for any reason, to change the Target Consideration Amount or to accept less or more than the Target Consideration Amount (the final amount so allocated for the purchase of Securities being the “**Final Consideration Amount**”). The Company will determine, in its sole discretion, the aggregate principal amount of the Regulation S Notes and the aggregate face amount of Certificates, in each case, validly tendered pursuant to the relevant Offer that it will accept for purchase (each, an “**Acceptance Amount**”).

#### Accrued Interest

On 29 March 2023, the Company announced that it has exercised its option that the Regulation S Notes shall bear interest at the PIK Rate of Interest (the “**Accrued PIK Interest**”) with respect to the interest periods ended on 28 March 2023, 28 June 2023 and 28 September 2023, and ending on 28 December 2023 in accordance with the terms and conditions of the Regulation S Notes. Under the terms and conditions of the Regulation S Notes, such Accrued PIK Interest will be compounded, capitalised and added to the outstanding principal amount of such Regulation S Notes on each relevant interest payment date. For the avoidance of doubt, the Accrued PIK Interest in respect of the interest periods ended on 28 March 2023, 28 June 2023 and 28 September 2023 have been capitalised and added to the outstanding principal amount of such Regulation S Notes on each relevant interest payment date. ***Any reference in this announcement or the Tender Offer Memorandum to the outstanding principal amount of the Regulation S Notes shall include the amount of Accrued PIK Interest with respect to the interest periods ended on 28 March 2023, 28 June 2023 and 28 September 2023 that have been capitalised and added to the outstanding principal amount of the Regulation S Notes pursuant to the terms and conditions of the Regulation S Notes.***

Accordingly, the Company will also pay, on the Settlement Date, any accrued and uncapitalised interest at the PIK Rate of Interest from (and including) the immediately preceding interest payment date to (but excluding) the Settlement Date (the “**Accrued Interest**”) in respect of all Regulation S Notes validly tendered for purchase by the relevant Securityholder pursuant to the Offer (Regulation S Notes) and accepted for purchase by the Company (and such payment in cash (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards) equal to the Accrued Interest on such Regulation S Notes, the “**Accrued Interest Payment**”).

***For the avoidance of doubt, the Accrued Interest Payment will be based on the outstanding principal amount of the Regulation S Notes tendered by the relevant Securityholder after the Clearing System Pool Factor (Regulation S Notes) has been applied.***

#### Accrued Periodic Distribution Amount

On 21 March 2023, the Company announced that it has exercised its option that the Certificates shall accrue a profit distribution at the PIK Profit Rate (the “**Accrued PIK Periodic Distribution Amount**”) with respect to the return accumulation periods ended on 29 March 2023, 29 June 2023 and 29 September 2023, and ending on 29 December 2023 in accordance with the terms and conditions of the Certificates. Under the terms and conditions of the Certificates, the Accrued PIK Periodic Distribution Amount will be payable upon the redemption of such Certificates. For the avoidance of doubt, such Accrued PIK Periodic Distribution Amount is not and will not be capitalised and added to the outstanding face amount of such Certificates. ***Any reference in this announcement and the Tender Offer Memorandum to the outstanding face amount of the Certificates shall not include any Accrued PIK Periodic Distribution Amount in accordance with the terms and conditions of the Certificates.***

Accordingly, the Company will also pay, on the Settlement Date, (i) any unpaid Accrued PIK Periodic Distribution Amount with respect to the return accumulation periods ended 29 March 2023, 29 June 2023 and 29 September 2023 and (ii) any accrued and unpaid periodic distribution amount at the PIK Profit Rate from (and including) the immediately preceding periodic distribution date to (but excluding) the Settlement Date (together, the “**Accrued Periodic Distribution Amount**”) in respect of all Certificates validly tendered for purchase by the relevant Securityholder pursuant to the Offer (Certificates) and accepted for purchase by the Company (and such payment in cash (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards) equal to the Accrued Periodic Distribution Amount on such Certificates, the “**Accrued Periodic Distribution Amount Payment**”).

*For the avoidance of doubt, the Accrued Periodic Distribution Amount Payment will be based on the outstanding face amount of the Certificates tendered by the relevant Securityholder without applying any clearing system pool factor.*

### **Tender Instructions**

In order to participate in the relevant Offer, and be eligible to receive the relevant Purchase Price and the Accrued Interest Payment or, as the case may be, Accrued Periodic Distribution Amount Payment, Securityholders must validly tender their Securities by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction to the Information and Tender Agent on or before 4.00 p.m. (London time) on 15 December 2023 (such time and date with respect to each Offer, the “**Expiration Deadline**”), unless the relevant Offer is extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

Tender Instructions will be irrevocable once delivered in accordance with the terms of the relevant Offer, except as in the limited circumstances described in “*Amendment and Termination*”.

Tender Instructions relating to the applicable Securities will be submitted on a competitive basis. Securityholders must specify an Offer Price (expressed as a percentage of the aggregate principal amount or, as the case may be, face amount outstanding) in integrals of 0.50 per cent. in such Tender Instructions. If a Tender Instruction specifies an Offer Price that is not in integrals of 0.50 per cent., the purchase price so specified shall be rounded up to the nearest such integral multiple of 0.50 per cent., and such Tender Instruction shall be deemed to have specified such rounded figure as the purchase price. Tender Instructions that do not specify an Offer Price will be rejected. If the Company accepts a Tender Instruction, the relevant Securityholder will receive the Offer Price specified by such Securityholder in such Tender Instruction for the applicable Securities that are the subject of such Tender Instruction.

Each Tender Instruction must specify the aggregate principal amount or, as the case may be, aggregate face amount of the applicable Securities which is the subject of such Tender Instruction.

Tender Instructions must be submitted in respect of a minimum principal amount or, as the case may be, minimum face amount of the applicable Securities of no less than the minimum denomination of U.S.\$200,000, and in integral multiples of U.S.\$1 in excess thereof. Tender Instructions which relate to a principal amount or, as the case may be, face amount of the applicable Securities of less than U.S.\$200,000 will be rejected. Securities accepted for purchase pursuant to the relevant Offer will be cancelled.

A separate Tender Instruction must be completed on behalf of each beneficial owner in respect of the applicable Securities pursuant to the relevant Offer.

### **Scaling**

If the Company accepts any Securities for purchase pursuant to the relevant Offer and the sum of the aggregate principal amount or, as the case may be, aggregate face amount of the applicable Securities validly tendered pursuant to Tender Instructions that specify an Offer Price that is less than or equal to the relevant Maximum Purchase Price, is greater than the relevant Acceptance Amount, the Company intends to accept for purchase, (A) first, all such Securities tendered at Offer Prices below such Maximum Purchase Price in full (subject to the relevant Acceptance Amount), and (B) second, all such Securities tendered at the such Maximum Purchase Price on a *pro rata* basis such that the aggregate principal amount or, as the case may be, aggregate face amount of all applicable Securities accepted for purchase pursuant to the relevant Offer is no greater than the relevant Acceptance Amount.

For the purpose of such acceptance of the relevant Offer on a *pro rata* basis, the applicable Securities validly tendered will be scaled by multiplying the aggregate principal amount or, as the case may be, aggregate face amount of such Securities, by a factor (the “**Scaling Factor**”) equal to: (i) the relevant Acceptance Amount less the aggregate principal amount or, as the case may be, aggregate face amount of the applicable Securities 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 principal amount or, as the case may be, aggregate face amount of the applicable Securities that have been validly tendered and are subject to acceptance on a *pro rata* basis (subject to adjustment to allow for the aggregate principal amount or, as the case may be, aggregate face amount of the applicable Securities accepted for purchase, following the rounding of tenders of the applicable Securities down to the nearest denomination, to equal the relevant Acceptance Amount). Each tender of the applicable Securities that is scaled in this manner will be rounded down to the nearest U.S.\$1. Securities may only be tendered in minimum denominations of U.S.\$200,000 principal amount and integral multiples of U.S.\$1 principal amount in excess thereof.

The Company may elect to accept or reject any tender of any Securities if application of pro-ration will result in either (i) the Company accepting Securities from any Securityholder in a principal amount or, as the case may be, face amount of less than U.S.\$200,000 or (ii) the principal amount or, as the case may be, face amount of the applicable Securities not purchased due to application of pro-ration being less than U.S.\$200,000. Securities not accepted for purchase as a result of pro-ration will be returned to the relevant Securityholder.

If pro-ration of the tendered Securities is required, the Company will determine the Scaling Factor as soon as reasonably practicable following the Expiration Deadline and after giving effect to any increase or decrease in the relevant Acceptance Amount.

### **Indicative Timetable for the Offers**

The below timetable is indicative and shows one possible outcome for the timing of the Offers 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 Offers, as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

#### **Events**

#### **Times and Dates**

#### ***Commencement of the relevant Offer***

1 December 2023

The relevant Offer is announced. Tender Offer Memorandum available on the Offer Website, and notice of the relevant Offer delivered to the Clearing Systems for communication to Direct Participants.

#### ***Expiration Deadline***

Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent in order for Securityholders to be able to participate in the relevant Offer.

4.00 p.m. (London time) on 15 December 2023

#### ***Announcement of Results***

Announcement of whether the Company will accept valid tenders of the applicable Securities pursuant to the relevant Offer and, if so accepted, the relevant Acceptance Amount, the Final Consideration Amount and the Scaling Factor (if applicable).

As soon as reasonably practicable following the Expiration Deadline.

#### ***Settlement Date***

Expected Settlement Date for each Offer and payment of the relevant Purchase Price and the Accrued Interest Payment or, as the case may be, the Accrued Periodic Distribution Amount Payment.

On or before 21 December 2023

## Events

## Times and Dates

Announcement of the completion of the settlement of the relevant Offer.

## Selected Additional Details

**Each 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 any Offer and amend or waive any of the terms and conditions of any Offer including any increase or decrease in the Minim Target Consideration Amount and/or the relevant Acceptance Amount, at any time after the announcement of the Offers as provided in the Tender Offer Memorandum in "*Amendment and Termination*". 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.

Securityholders must follow certain procedures to tender Securities for purchase pursuant to the Offers. Morrow Sodali Limited 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 Offers will be uploaded onto the website, <https://projects.morrowsodali.com/garuda>, set up by the Information and Tender Agent for the purposes of hosting the documents relating to the Offers (the "**Offer Website**").

## Further Information

For a detailed statement of the terms and conditions of the Offers, Securityholders should refer to the Tender Offer Memorandum. The Tender Offer Memorandum will be made available to the Securityholders on the Offer Website.

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

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

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**Securityholders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need to receive instructions from a Securityholder in order for that Securityholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the relevant Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and Euroclear SA/NV ("Euroclear") or Clearstream Banking S.A. ("Clearstream", each a "Clearing System" and,**

**together, the "Clearing Systems") for the submission and revocation of Tender Instructions will 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. Securityholders should carefully consider all 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.*

*Neither the Company nor the Information and Tender Agent makes any recommendation about whether Securityholders should tender their Securities.*

**Neither the Tender Offer Memorandum nor this announcement an offer to buy or a solicitation of an offer to sell Securities (and tenders of Securities for purchase pursuant to the relevant Offer will not be accepted from Securityholders) in any circumstances in which such offer or solicitation is unlawful. In any jurisdictions where the securities, blue sky or other laws require the relevant Offer to be made by a licensed broker or dealer, such Offer shall be deemed to be made by the relevant licensed broker or dealer, as the case may be, on behalf of the Company in such jurisdiction.**

**The Tender Offer Memorandum does not constitute an invitation to participate in the relevant Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make the relevant Offer under applicable securities laws or otherwise. The distribution of the Tender Offer Memorandum in certain jurisdictions (including, without limitation, the United States, the United Kingdom, the European Economic Area, Singapore, Hong Kong and Indonesia) may be restricted by law. Persons into whose possession this document comes are required by the Company to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Company.**