

**DISCLOSURE OF INFORMATION IN CONNECTION WITH AFFILIATED TRANSACTION
PT XL AXIATA TBK**

This Disclosure of Information is made and provided for the purpose of compliance with the Financial Service Authority Regulation No. 42/POJK.04/2020 of 2020 on Affiliated Transactions and Conflict of Interest ("POJK 42/2020").

This Disclosure of Information is important and must be read and requires the attention of the Company's shareholders in connection with Affiliated Transaction.

If you have difficulties to understand this Disclosure of Information or in doubt in making decision, you should consult with a legal counsel, a public accountant, financial advisor or any other professional.



PT XL Axiata Tbk

Domiciled in Jakarta Selatan, Indonesia

Business Activity

Telecommunication Service Provider and/or
Network Provider and/or Multimedia

Head Office

XL Axiata Tower
Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan
Timur, Setiabudi, Jakarta Selatan 12950,
Indonesia.

Website: www.xlaxiata.co.id/en

This Disclosure of Information is issued on 1 July 2022

DISCLOSURE OF INFORMATION OF PT XL AXIATA TBK

To comply with POJK 42/2020, PT XL Axiata Tbk (the “Company”) hereby conveys disclosure of information on the Company’s affiliated transaction.

DEFINITIONS

Affiliate	:	Affiliate has the meaning as defined in Article 1 point (1) of the Law No. 8 of 1995 on Capital Market.
Conflict of Interest	:	means as defined under Article 1 point (4) of POJK 42/2020.
EII	:	PT Edotco Infrastruktur Indonesia, a company incorporated under the laws of the Republic of Indonesia, having its address at XL Axiata Tower 19 th floor, Jl. HR. Rasuna Said X5 Kav. 11-12, Kuningan Timur, Setiabudi, Jakarta 12950.
Disclosure of Information	:	Information as provided in this Disclosure of Information in order to comply with POJK 42/2020.
KJPP RSR	:	Kantor Jasa Penilai Publik Ruky, Safrudin & Rekan, having its address at Jl. Patal Senayan Raya Kav. 3B, Jakarta 12210
Company	:	PT XL Axiata Tbk, a public limited liability company duly established under the law of Republic of Indonesia, having its address at XL Axiata Tower, Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan Timur, Setiabudi, South Jakarta 12950, Indonesia.
POJK 17/2020	:	means Financial Services Authority Regulation No. 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities.
Affiliated Transaction	:	means as defined under Article 1 paragraph (3) of POJK 42/2020.

PREFACE

This Disclosure of Information is made to comply with POJK 42/2020, which obliges the Company to make a Disclosure of Information regarding the Affiliated Transaction conducted by the Company, where the Company is obliged to announce this Affiliated Transaction to the public by no later than the second business day after the occurrence of such Affiliated Transaction.

Through this Disclosure of Information, the Company will provide the explanation, consideration and reason for conducting the Affiliated Transaction. In this Disclosure of Information, the object of the Affiliated Transaction will be elaborated on, including the value of the Affiliated Transaction, the parties to the Affiliated Transaction and the nature of the affiliation with respect to the Affiliated Transaction.

INFORMATION ON THE AFFILIATED TRANSACTION

A. REASON AND BACKGROUND

The Parties have signed Asset Purchase Agreement and Master Tower Lease Agreement on 25 February 2022, between the Company with EII as disclosed on Disclosure of Information of the Company on 25 February 2022.

Some of the telecommunication towers sold and leased back by the Company to EII are built on the Company's land. Therefore, the Company leases the land to EII so that EII will be able to operate its telecommunication towers which was agreed through the Land Lease Agreement signed on 30 June 2022 between the Company and EII ("Transaction").

B. THE PURPOSE AND BENEFIT FOR THE COMPANY

The Company will gain the following benefits upon completion of the Transaction:

1. Increasing the Company's focus on its core business particularly in the field of mobile internet and cellular in order to improve the quality and effectiveness of operational costs as well as costs associated with supporting facilities and infrastructure.
2. This Transaction adds long-term value to the Company by monetizing land owned by Company in a form of rental revenue.

C. OBJECT AND VALUE

1. The object of the Transaction

The object of the Transaction: 110 lands owned by the Company leased to EII.

2. The Value of the Transaction

Total yearly land lease fee for 110 lands is Rp 4,254,200,325 and shall be paid in advance for 10 years with total value of Rp 42,542,003,250.

D. PARTIES INVOLVED IN THE AFFILIATED TRANSACTION AND THE NATURE OF THE AFFILIATED RELATIONSHIP

The parties having an Affiliated relationship are the Company and EII.

The nature of Affiliated relationship between the Company and All is as described in Point D.3 of this Disclosure of Information.

1. **The Company**

The Company, domiciled in South Jakarta, is established pursuant to Deed of Establishment No. 55 dated 6 October 1989 as amended by Deed No. 79 dated 17 January 1991, both made before Rachmat Santoso Notary in Jakarta, that has been approved pursuant to the Minister of Justice Decree No. C2-515.HT.01.01.Th.91 and has been announced in State Gazette of Republic of Indonesia No. 99 dated 8 November 1991, Supplement No. 4070.

The Articles of Association of the Company have been amended several times lastly pursuant to Deed No. 51 dated 23 April 2021 made before Aulia Taufani, S.H., Notary in South Jakarta, which has been approved by the Minister of Law and Human Rights based on Decree No. AHU-0027862.AH.01.02.Tahun 2021 dated 6 May 2021 that has been registered in the Company register No. AHU-00844321.AH.01.11.Tahun 2021 dated 6 May 2021.

The Company's address is at Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan Timur, Setiabudi, South Jakarta 12950, listed in Indonesia Stock Exchange with "EXCL" as the stock code.

The purpose and objectives of the Company are to carry out business activities in the field of telecommunications operations, computer programming and consulting activities, information service activities, wholesale trade, management consulting activities and financial activities as well as other purposes in accordance with the Company's Articles of Association.

As of the date of this Disclosure of Information, the capital structure of the Company is as follows:

Authorized Capital	: Rp2.265.000.000.000
Issued Capital	: Rp1.072.467.477.600

Authorized Capital of the Company is divided into 22,650,000,000 shares, each with a nominal value of Rp100,00. The Company's shareholding structure based on (i) Shareholders Register as at 31 May 2022 and (ii) Register of Board of Directors and Board of Commissioner Share Ownership as at 31 May 2022, both issued by the Securities Administration Bureau is as follows:

Information	Percentage (%)
Axiata Investments (Indonesia) Sdn Bhd	61,160
Public	38,31
Treasury Shares	0,53
Total	100,00
<i>Where the percentage of public shares include:</i>	
Dian Siswarini	0,0942320
Abhijit Jayant Navalekar	0,0445936
David Arcelus Oses	0,0317872
Yessie Dianty Yosetya	0,0281572
I Gede Darmayusa	0,0033001

Board of Commissioners

Title	Name
President Commissioner :	Doktor Muhamad Chatib Basri
Commissioner :	Dato' Izzaddin Bin Idris*
Commissioner :	Doktorandus Hans Wijayasuriya (Shridhir Sariputta Hansa Wijayasuriya)
Commissioner :	Vivek Sood
Commissioner :	Doktorandus David Robert Dean
Independent Commissioner :	Yasmin Stamboel Wirjawan
Independent Commissioner :	Muliadi Rahardja
Independent Commissioner :	Julianto Sidarto

**) Dato' Izzaddin Idris submitted his resignation as Company's Commissioner on May 31, 2022. The discharge and acceptance of Dato' Izzaddin Idris' resignation as Company's Commissioner will be decided in the upcoming General Meeting of Shareholders.*

Board of Directors

Title	Name
President Director :	Dian Siswarini
Director :	Yessie Dianty Yosetya
Director :	Abhijit Jayant Navalekar
Director :	David Arcelus Oses
Director :	Budi Pramantika
Director :	I Gede Darmayusa

2. EII

EII, domiciled in South Jakarta, is established pursuant to Deed of Establishment No. 47 dated 8 September 2021, is made before Jimmy Tanal, Notary in Jakarta, that has been approved pursuant to the Minister of Law and Human Rights Decree No AHU-0056053.AH.01.01.TAHUN 2021 on the Ratification of the Limited Liability Company PT Edotco Infrastruktur Indonesia's Legal Entity Establishment, which was established in Jakarta on September 9, 2021 ("SK Pengesahan Badan Hukum EII").

The purpose and objectives of EII is to do business in the field of Owned or Leased Real Estate. EII may conduct business activities in such as purchasing, selling, renting, and operating real estate that it owns or leases in connection with the operation of telecommunication infrastructure, such as towers, poles, or road equipment, as well as leasing telecommunication infrastructure to telecommunications service providers in Indonesia.

As of the date of this Disclosure of Information, the capital structure of EII is as follows:

Authorized Capital	: Rp 40.000.000.000
Issued Capital	: Rp 10.000.000.000

Authorized Capital of EII is divided into 40,000 shares, each with a nominal value of Rp 1,000,000. The composition of EII shareholders as of September 9, 2021, according to the Attachment SK Pengesahan Badan Hukum EII is as follows:

Information	Percentage (%)
Edotco Group Sdn. Bhd.	99.9
Edotco Malaysia Sdn. Bhd.	0.1
Total	100.00

Board of Commissioners

Title	Name
Commissioner :	Azrin Bin Tajuddin

Board of Directors

Title	Name
Director :	Muhammad Fauzi Irawan

3. Nature of Affiliated Relation

The Company and EII have an Affiliated relationship where Company's controlling shareholder Axiata Group Berhad ("AGB") also indirectly owns the majority shares in EII through Edotco Group Sdn. Bhd.

SUMMARY OF THE INDEPENDENT VALUER REPORT

A. Summary of the Assets Valuation Report

Identity of Appraiser

KJPP Ruky, Safrudin & Rekan who have a business license from the Ministry of Finance of the Republic of Indonesia No. 2.11.0095 based on the Decree of the Minister of Finance of the Republic of Indonesia No. 1131/KM.1/2011 dated 14 October 2011.

The Public Valuer who signs the appraisal report is a valuer who has the competent in conducting the valuation and has obtained a license as a public appraiser from the Minister of Finance of Republic of Indonesia and is registered as a valuer at Financial Service Authority.

According to the Decree of Minister of Finance No. 88/KM.1/2017 dated 19 January 2017 regarding Valuer License of Tubagus Yoga Maulana, MAPPI (Cert) assigned as valuer in Property Valuation Services with (P) qualifications, No. P-1.17.00467 and registered as a Capital Market Supporting Professional at the Financial Services Authority (OJK) with a Capital Market Supporting Professional Registration Certificate No. STTD.PP-160/PM.223/2020,

The Valuation Objects

The land used as telecommunications towers is located at 110 sites consisting of 105 sites in the form of land and 5 sites located on building rooftops spread across various provinces of Aceh, Bali, Banten, DI Yogyakarta, DKI Jakarta, Gorontalo, Jambi, West Java, Central Java, East Java, West Kalimantan, South Kalimantan, Central Kalimantan, East Kalimantan, Kep. Bangka Belitung, Lampung, Maluku, NTB, Riau, South Sulawesi, Central Sulawesi, North Sulawesi, South Sumatra and North Sumatra.

Purpose and objectives of valuation

The purpose and objective of this assignment is to determine the Market Rent Value of the Valuation Object as of December 31, 2021 for lease purposes.

Valuation Approach

The market approach is used to obtain the Market Rent Value of the valuation object using the market data comparison method and statistical adjustment technique, which is based on an analysis of the tower rental value based on the database owned by the appraiser. The appraiser compares the rental transaction database from 20 sites closest to the appraised site. The adjustment factors used include Location, Road Access, Road Width, Environmental Density. These parameters are used to obtain the value of the appraised asset.

Assumptions and Disclaimer Limitations

- Assets deemed to have no legal problem and that their ownership rights are legal (free and clear) and can be marketed and transferred.
- This Valuation Report is a non-disclaimer opinion, we have reviewed the documents used in the valuation process, the data and information obtained from the Company's Management and reliable sources.
- The data and information obtained were sourced from or validated by the Appraiser Profession Association.
- We assume the location designation by the Assignment and / or representative we assume is the object of the appraisal, and it is not our responsibility as a Valuer(s), if the assets shown to us are different or not the assets referred to in the scope of the assignment or a copy of the documents we received.
- In the event that the Task Giver does not provide correct data and information on the object of the appraisal valuation including the wrong location designation (including by assigned / representing the Assigner, Valuer(s) is released from responsibility for the incorrect appraisal valuation results due to the error. (KEPI 5.8 item b.2).
- We are responsible for Rating opinion and Value Conclusion.

Conditions and Limiting Conditions include:

- Information that has been provided by other parties to Valuer(s) as stated in the appraisal report is deemed appropriate and trustworthy, but Valuer(s) is not responsible if it turns out that the information provided is proven not to be in accordance with the real thing. Information that is stated without mentioning the source is the result of our review of existing data, examination of documents or statements from the competent authority. The responsibility for rechecking the correctness of the information rests entirely with the Task Giver.
- Unless it is regulated differently by existing laws and regulations, the appraisal valuation and Valuation report is confidential and is only intended for the limited purpose of the Task Giver and his professional advisor and is presented only for the purposes and objectives as stated in the appraisal valuation report. We are not responsible to parties other than the assigned Task Giver. Other parties who use this report are responsible for all risks that arise.
- The value stated in this report as well as any other value in the report that is part of the asset being valued appraised applies only in accordance with the purpose and objective of the valuation. The values used in this appraisal report may not be used for other valuation purposes that could result in errors.
- All existing proof of ownership, legality and permits are based on the information and data provided by the Task Giver.

- Hidden improper conditions for assets that can have a negative effect on value are not our responsibility because they are another part of the expert's job.
- Valuer(s) is freed from all demands and obligations relating to the use of the report that is inconsistent with the intent and purpose of the report.
- It is not our responsibility for any possibility related to the legal status of ownership, other agreements that were not conveyed to us and we consider that the assets are under legal ownership and use, and there is no other agreement that binds the assets.
- We do not have any interest in the assets that we value, either now or in the future, and our duty to carry out this Valuation does not depend on the value we report.
- Valuer(s) is not responsible for other parties, unless previously stated in the offer letter and appraisal report.
- Whoever gets this report or a copy thereof has no right to publish it or use it for any purpose without the permission of the appraiser or the owner, except the owner himself.
- We have the right and are not obligated to revise and improve the contents of this Valuation report if there is data or information that we obtain after the completion of this report.
- The comparative property information that we provide in this report, is limited to data information that we get on the inspection date and report date. We emphasize that the collection of comparison data information is only based on telephone communication and we do not enter into the object that is used as the comparison property. And we did not follow up on the relationship between the parties we contacted and the owner of the comparison property object. The difference in the contacted name, the exact address of the object of the comparison property, as well as information related to the land and building of the comparison property, it is possible that there will be differences if re-checking is carried out. We recommend that the Assignment Provider and/or Report User conduct a reappraise if material discrepancies are found.
- We confirm that this report does not apply generally, but only specifically to users of the reports listed in this Valuation report. We are not responsible for other parties who use this Valuation report, either in part or in whole or as a reference for publication in any document, statement, circular, or to be communicated to other parties without our prior written approval for the format or context in which will appear.
- That the Company must provide compensation and guarantees from all disturbances to RSR from and against claims, liabilities, costs and expenses (including but not limited to legal fees and time that have been given) addressed to, paid or incurred by RSR at any time and various ways arising in connection with the issuance of the Appraisal Report on the assets, except to the extent that has been determined in the previous agreement.
- This appraisal report is considered valid if there is an RSR stamp or stamp and is signed by a licensed appraiser whose name is listed above.

- The Company understands that its operational and financial activities can be affected by COVID-19, however the specific impact to business and earnings or recoverability of assets and liabilities for telecommunication tower business are not possible to be determined at this stage.

Conclusion

Market Rental Value as Cut of Date in amount of IDR3.958.600.000 (Three Billion Nine Hundred Fifty Eight Million Six Hundred Thousand Rupiah).

B. Summary of Fairness Opinion Report

Identity of Appraiser

KJPP Ruky, Safrudin & Rekan who have a business license from the Ministry of Finance of the Republic of Indonesia No. 2.11.0095 based on the Decree of the Minister of Finance of the Republic of Indonesia No. 1131/KM.1/2011 dated 14 October 2011.

The Public Valuer who signs the appraisal report is a valuer who has the competent in conducting the fairness analysis and has obtained a license as a public appraiser from the Minister of Finance of Republic of Indonesia and is registered as a valuer at Financial Service Authority.

According to the Decree of Minister of Finance No. 33/KM.1/2010 dated 19 January 2010 regarding Valuer License of Rudi M. Safrudin, MAPPI (Cert) assigned as valuer in Business Valuation Services with (B) qualifications, No. B-1.10.00269 and registered as a Capital Market Supporting Professional at the Financial Services Authority (OJK) with a Capital Market Supporting Professional Registration Certificate No. STTD.PB-23/PM.2/2018,

Appraisal Object

The object of the fairness analysis is the Company's plan to lease 110 land owned by the Company to EII.

Appraisal Purpose

The purpose of this Fairness Opinion Report is to provide an opinion on the fairness of the Company's plan to lease 110 land owned by the Company to EII, as defined in this report in order to comply with the provisions of the Capital Market OJK regulations, not for taxation, banking and not for other forms of planned transactions.

Asumsi dan Kondisi Pembatas

The Fairness Opinion Report is a non-disclaimer opinion, the Appraiser has reviewed the documents used in the process of preparing the fairness opinion, the data and information obtained come from both the Company's management and from other sources that can be trusted for their accuracy.

The Fairness Opinion Report is prepared using Financial Projections prepared by the Company's management by reflecting the fairness of the projections and the ability to achieve them (fiduciary duty).

The appraiser is responsible for the implementation of the fairness analysis of the financial projections that have been prepared by the Company's management.

The appraiser is responsible for the opinion generated in the Fairness Opinion Report.

The Fairness Opinion Report is open to the public, unless there is confidential information that may affect the Company's operations.

The appraiser has obtained information on the legal status of the object of Fairness Opinion from the Company.

Approach and Method of Appraisal

In evaluating the fairness of the Proposed Transaction, KJPP RSR use the following analytical methodology:

- 1) Analysis of the Proposed Transaction in the form of identification of the parties involved in the Proposed Transaction, analysis of the terms and conditions of the agreement on the Proposed Transaction, analysis of the benefits and risks of the Proposed Transaction;
- 2) Qualitative analysis in the form of analysis of the reasons and background of the Proposed Transaction, brief history of the Company and its business activities, industry analysis, analysis of the Company's operations and business prospects, and losses of the Proposed Transaction;
- 3) Quantitative analysis in the form of historical performance analysis, financial projection analysis, pro forma analysis of financial statements, and incremental analysis;
- 4) Analysis of the fairness of the Proposed Transaction;
- 5) Analysis of other relevant factors, in the form of analysis of relevant costs and revenues, relevant non-financial information, decision-making procedures by the Company and other material matters that can provide confidence for the Appraiser in providing a fairness opinion.

Fairness Opinion on Transaction

Taking into account the fairness analysis of the Proposed Transaction which includes analysis of the Proposed Transaction, qualitative analysis and quantitative analysis, analysis of the fairness of the transaction price and other relevant factors, in KJPP RSR's opinion, the Proposed Transaction is **fair**.

EXPLANATION, CONSIDERATIONS, AND REASONS FOR AFFILIATED TRANSACTION, COMPARED WITH OTHER SIMILAR TRANSACTIONS THAT ARE NOT PERFORMED WITH AFFILIATED PARTIES

The company leases its land to Ell as the continuation on the execution of Asset Purchase Agreement and Master Tower Lease Agreement which have been signed on 25 February 2022.

The tender process for the land lease is included in the tender performed by the Company for the sale and lease back of the telecommunication towers, of which the Company has shown that it has conducted open and transparent tenders to all tender participants, including Ell and several non-affiliated parties as disclosed by the Company on Disclosure of Information of the Company on 25 February 2022.

STATEMENT OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

The Board of Directors and Board of Commissioners of the Company stated that in accordance with the provisions of Article 3 of POJK 42/2020, the Affiliated Transaction has gone through adequate procedures to ensure that the Affiliated Transaction is carried out in accordance with generally accepted business practices.

Furthermore, in accordance with the provisions of Article 10 letter (i) POJK 42/2020, the Board of Directors and Board of Commissioners of the Company state that: (i) the Affiliated Transaction does not contain a Conflict of Interest; and (ii) all material information has been disclosed in this document and the information is not misleading.

ADDITIONAL INFORMATION

For further information related with Company's Transaction as disclosed in this Disclosure of Information, please contact:

Corporate Secretary
PT XL Axiata Tbk
Head Office
XL Axiata Tower,
Jl. H.R. Rasuna Said X-5 Kav. 11-12, Kuningan Timur,
Setiabudi. Jakarta Selatan 12950, Indonesia.
Telepon: (021) 576 1881 / 576 1880
Website: www.xlaxiata.co.id
Email: CORPSEC@xl.co.id
Attn. Corporate Secretary
Jakarta, 1 July 2022