

# INFORMATION DISCLOSURE

PLAN FOR CAPITAL INCREASE WITHOUT PRE-EMPTIVE RIGHTS  
AS REFERRED TO IN FINANCIAL SERVICE AUTHORITY REGULATION NO.32/POJK.04/2015 AS AMENDED BY POJK  
NO.14/POJK.04/2019  
IN CONNECTION WITH THE MANAGEMENT AND EMPLOYEE STOCK OPTION PROGRAM (MESOP)



**PT BFI FINANCE INDONESIA TBK**  
("The Company")

**Line of Business:**

General business activities in financing services

Domiciled in Tangerang Selatan

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**Extraordinary General Meeting of Shareholders (EGMS) to approve  
the Capital Increase Without Pre-emptive Rights will be held in Tangerang Selatan  
on 15 September 2025**

This Information Disclosure Notice is issued  
in Tangerang Selatan, August 7, 2025

## **RATIONALE AND OBJECTIVE OF THE CAPITAL INCREASE WITHOUT PRE-EMPTIVE RIGHTS (PMTHMETD)**

The Company operates in the financing sector, having recorded positive growth in its investment and working capital financing segments throughout Q1 2025. The receivable portfolio from these segments - which provides financing for consumers' capital goods needed for business operations, investments, or working capital - has demonstrated favorable growth trends.

Going forward, the challenges in distributing investment financing and working capital are closely tied to credit risk management. Therefore, the Company continues to strengthen portfolio quality control by enhancing underwriting process oversight and bolstering collection capabilities.

In relation to this matter, the Company established a Stock Ownership Program through the Management and Employee Stock Option Plan (MESOP Program). The eligibility criteria for MESOP participants are designed with consideration of their duties and responsibilities in making decisions that significantly impact the Company's risk profile.

## **EXPLANATION OF PMTHMETD TO THE MESOP PROGRAM**

### **MAXIMUM AMOUNT OF PMTHMETD FOR THE MESOP PROGRAM**

The maximum number of shares planned for issuance is 230,000,000 (two hundred thirty million) shares with a nominal value of IDR 25 (twenty-five Rupiah) per share through PMTHMETD, representing approximately 1.53% (one point five three percent) of the Company's total issued and fully paid-up capital as of this disclosure date, at a price will be determined by reference to section V.2 of Appendix II of the Listing Regulations of the Indonesia Stock Exchange No. A-1 Decision No. Kep-00101/BEI/12-2021 dated December 21, 2021.

In connection with this PMTHMETD, the Company will implement a Share Ownership Program for Management and Senior Employees, or known as Management and Employee Stock Option Plan (MESOP Program).

The MESOP Program grants option rights to participants (Optionees) to purchase up to 230,000,000 (two hundred thirty million) new shares of the Company at a nominal value of IDR 25 (twenty-five Rupiah) per share, representing 1.53% (one point five three percent) of the current total issued and fully paid-up capital, with an exercise price that refers to the provisions of Section V.2 of Appendix II of the Listing Regulations of the Indonesia Stock Exchange Regulation No. A-1, Decision No. Kep-00101/BEI/12-2021 dated December 21, 2021. The exercise of the option rights to purchase the shares may be carried out during the exercise period (windows exercised) determined within the validity period of the option rights.

#### **a. MESOP Program Participants**

Members of the Board of Commissioners (excluding Independent Commissioners), Directors, and Senior Employees of the Company who are registered in the Company's employment records as of 14 (fourteen) days prior to the option rights distribution date for each phase. The MESOP Program participants will be determined by the Company's Board of Directors, taking into consideration recommendations from the Company's Remuneration and Nomination Committee.

b. Option Rights Distribution Period (Grant Date)

The Option Rights will be distributed no later than 90 (ninety) days after the EGMS approving the implementation of the MESOP Program, and no earlier than 14 (fourteen) days after the Company obtains pre-listing approval for the shares resulting from the MESOP Program implementation from the Indonesia Stock Exchange.

The Remuneration and Nomination Committee will calculate the Option Rights to be allocated to each eligible Participant based on their performance and by considering their roles and responsibilities in making decisions that significantly impact the Company's risk profile.

c. Option Rights Validity Period (Option Life)

Pursuant to the provisions of Article 8C paragraph (1) letter b of Regulation No. 32/POJK.04/2015 as amended by POJK Number 14/POJK.04/2019, the Option Rights Validity Period shall not exceed 5 (five) years from the date of the EGMS approving the MESOP Program.

d. Exercise Price of Option Rights

The Exercise Price of Option Rights shall be determined by the Board of Directors with approval from the Board of Commissioners, by referring to the provisions outlined in the Section V.2.2 of Appendix II of Listing Regulation No. I-A under Decree of the Board of Directors of the Indonesia Stock Exchange No. Kep-00101/BEI/12-2021 dated December 21, 2021, which stipulates that the exercise Price shall be set at least 90% (ninety percent) of the average closing price of the relevant Listed Company's shares during the 25 (twenty-five) consecutive Trading Days in the Regular Market prior to the listing application date; or at least IDR 1,000 (one thousand Rupiah) per share.

e. Exercise Period

The exercise of Option Rights shall be conducted in accordance with Section V.2.1 of Appendix II to Listing Regulations No. I-A under the Decision of the Indonesia Stock Exchange Board of Directors No. 00101/BEI/12-2021 dated 21 December 2021. The Company will establish two (2) exercise periods per year following the option grant date. The Board of Directors will announce these exercise periods through the Indonesia Stock Exchange website concurrently with the Exchange Report regarding the MESOP Program, after obtaining approval from the General Meeting of Shareholders (GMS).

f. MESOP Program Requirements

- The Company has obtained approval from the GMS.
- The application for Pre-Listing of Additional Shares for the MESOP Program has been approved by the Indonesia Stock Exchange.
- If, during the Option Rights Validity Period a MESOP Program participant resigns and/or is terminated due to disciplinary sanctions, all Option Rights granted to such Participant shall be revoked and may no longer be exercised to purchase the Company's shares. Given that, Directors of the Company may reallocate these Option Rights to other eligible Participants, subject to the recommendation of the Company's Remuneration and Nomination Committee.

## RISKS OR IMPACTS OF PMTHMETD ON COMPANY SHAREHOLDERS

### *Impact of the PMTHMETD on Company Shareholders:*

The PMTHMETD plan will increase the Company's issued and fully paid-up capital by a maximum of 230,000,000 (two hundred thirty million) shares with a nominal value of IDR 25 (twenty-five Rupiah) per share, representing approximately 1.53% (one point five three percent) of the total current issued and fully paid-up capital.

### *The Company's Capital Structure Before and After the Share Issuance through PMTHMETD:*

Referring to the Register of Shareholders of the Company as of July 31, 2025 from PT Raya Saham Registra, the following are the details of the share capital structure before and pro forma after the issuance of New Shares, assuming that all New Shares have been issued and fully paid by MESOP Program Participants:

Description	Before the Implementation of PMTHMETD			After the Implementation of PMTHMETD		
	Number of Shares	Total Nominal Value (IDR 25,-)	%	Number of Shares	Total Nominal Value (IDR 25,-)	%
Authorized Capital	20,000,000,000	500,000,000,000	-	20,000,000,000	500,000,000,000	-
Issued and Fully Paid-up Capital:						
Trinugraha Capital & Co SCA	7,688,125,938	192,203,148,450	51.12%	7,688,125,938	192,203,148,450	50.35%
Public Shareholders with Ownership Below 5%	7,351,257,682	183,781,442,050	48.88%	7,351,257,682	183,781,442,050	48.14%
Shareholders from the MESOP Program	-	-	-	230,000,000	5,750,000,000	1.51%
<b>Total Issued and Fully Paid-up Capital</b>	<b>15,039,383,620</b>	<b>375,984,590,500</b>	<b>100.00%</b>	<b>15,269,383,620</b>	<b>381,734,590,500</b>	<b>100.00%</b>
Share Capital in Portofolio	4,960,616,380	124,015,409,500		4,730,616,380	118,265,409,500	

The number of shares of the Company owned by members of the Board of Commissioners and Board of Directors of the Company based on the Register of Shareholders of the Company as of July 31, 2025 is as follows:

No.	Name	Position	Number of Shares	Percentage (%)
1.	Francis Lay Sioe Ho*	President Commissioner	343,908,180	2.29%
2.	Sutadi	President Director	18,817,000	0.13%
3.	Sudjono	Director	26,310,800	0.17%
4.	Goklas	Director	1,012,500	0.01%
5.	Iwan	Director	1,650,000	0.01%
6.	Tan Rudy Eddywidjaja	Director	206,000	0.00%

\* Effective as soon as 6 months since the closing of the EGMS dated January 30, 2025, and after obtaining Approval from the relevant regulator. In the event that Approval from the relevant Regulator is obtained more than 6 (six) months since the closing of the EGMS closing dated January 30, 2025, then the appointment will be effective as of the date of Approval of the relevant Regulator.

Furthermore, assuming that all shares under the PMTHMETD are issued through the exercise of Option Rights under the MESOP Program, existing shareholders will experience maximum ownership dilution of 1.51% (one point five one percent) of their current shareholding percentage in the Company.

## GENERAL MEETING OF SHAREHOLDERS

The Extraordinary General Meeting of Shareholders (EGMS) will be held in Tangerang Selatan on September 15, 2025. The EGMS announcement was published on 7 August 2025 and the EGMS convening notice on August 22, 2025, both through Indonesia Stock Exchange website [www.idx.co.id](http://www.idx.co.id), eASY-KSEI system, and Company website [www.bfi.co.id](http://www.bfi.co.id).

The Agendas for the EGMS is as follows:

1. Changes in the Composition of Management;
2. ***Approval of the Capital Increase Without Pre-emptive Rights as referred to in Regulation No. 32/POJK.04/2015 as amended by POJK No. 14/POJK.04/2019 in the context for the Management and Employee Stock Ownership Program (Management and Employee Stock Option Plan or MESOP Program)***

The EGMS will be conducted in accordance with the provisions of the Company's Articles of Association and the Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Planning and Implementation of General Meetings of Shareholders for Issuers or Public Companies. The GMS may convene if attended by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders. The resolutions of the GMS shall be valid if approved by 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders.

### Second Meeting

In the event that the quorum is not met, a second GMS may be convened, under conditioned that the event is attended by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders. The resolutions of the second GMS shall be valid if approved by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders present at the second GMS.

### Third Meeting

In the event that the quorum for attendance at the second GMS is not met, a third GMS may be convened, under the condition that the third GMS is valid and authorized to make decisions if attended by Independent Shareholders holding shares with valid voting rights, subject to the quorum requirements established by the Financial Services Authority upon the request of the Public Company. The resolutions of the third GMS shall be valid if approved by Independent Shareholders representing more than 50% (fifty percent) of the shares held by Independent Shareholders present at the third GMS.

This disclosure of information is prepared to comply with the requirements of the Financial Services Authority Regulation No. 14/POJK.04/2019.

Tangerang Selatan, August 7, 2025  
**PT BFI Finance Indonesia Tbk**  
Directors