

Nomor : AB.PN.06.03.268
Lampiran : -
Perihal : Tanggapan Atas Permintaan Penjelasan Bursa

15 Juli 2024

Kepada Yth.
Direktur Penilaian Perusahaan
PT Bursa Efek Indonesia
Indonesia Stock Exchange Building, Tower I
Jalan Jend. Sudirman Kav 52-53
Jakarta 12190

Sehubungan dengan surat PT Bursa Efek Indonesia (BEI) No: S-07135/BEI.PP2/07-2024 tanggal 11 Juli 2024 perihal Permintaan Penjelasan, bersama ini kami sampaikan penjelasan atas pertanyaan-pertanyaan tersebut yang disampaikan sebagai berikut:

1. Agar dijelaskan sumber pendanaan pemberian *shareholder loan* sebesar Rp315 miliar kepada JMB dan jangka waktu pinjaman tersebut.
Pemberian *shareholder loan* kepada PT Jasamarga Manado Bitung (JMB) menggunakan plafon fasilitas pinjaman yang dimiliki oleh PT Jasa Marga (Persero) Tbk.
2. Pada keterbukaan informasi disebutkan bahwa pemberian *shareholder loan* sebesar Rp315 miliar. Agar dijelaskan apakah pemberian pinjaman tersebut masih berbentuk plafon atau sudah terealisasi semua pada saat transaksi tanggal 28 Juni 2024?
Nilai Rp315 miliar merupakan *plafond* yang diberikan pada saat penandatanganan perjanjian pemegang saham.
3. Agar dijelaskan apakah JMB juga mendapatkan *shareholder loan* dari pemegang saham lainnya, selain Perseroan? Jika tidak, apa yang menjadi pertimbangan Perseroan tidak melakukan *sharing* pendanaan untuk pemberian *shareholder loan* tersebut.
Tidak, karena pemegang saham lainnya tidak dapat memberikan *shareholder loan* kepada JMB sehingga hanya Perseroan yang dapat memberikan *shareholder loan* tersebut.
4. Alasan JMB memilih pendanaan *shareholder loan* dari Perseroan, dibandingkan pendanaan lainnya? Agar dijelaskan kendalanya, jika ada.
Terdapat pembatasan bagi JMB untuk memperoleh pendanaan bersifat *senior loan*, sehingga JMB memerlukan pendanaan bersifat *junior loan* dari pemegang saham.
5. Berdasarkan Laporan Penilai KJPP Budi, Edy, Saptono dan Rekan, agar dapat dijelaskan rincian penggunaan dana *shareholder loan* tersebut untuk kebutuhan operasional lainnya.
Kebutuhan operasional lainnya tersebut terkait dengan pemenuhan kewajiban keuangan JMB.
6. Agar dapat dijelaskan mengenai perkembangan pembangunan Jalan Tol Manado-Bitung saat ini yang sedang berjalan.
Jalan Tol Manado-Bitung saat ini telah beroperasi secara penuh dengan panjang jalan tol 39 km.



7. Kontribusi secara operasional yang didapatkan secara langsung atas pemberian *shareholder loan* kepada JMB.

Kontribusi yang diharapkan dan proforma keuangan perseroan dapat diakses dalam Dokumen Laporan Pendapat Kewajaran Transaksi yang ditandatangani oleh Penilai (Hal 7-9 *Shortform*).

8. Fakta/informasi material/kejadian penting yang dapat berpengaruh signifikan terhadap Perseroan serta dipandang dapat mempengaruhi fluktuasi perdagangan saham Perseroan yang belum diungkapkan kepada publik dan wajib untuk segera diungkapkan kepada publik.

Tidak terdapat fakta/informasi material/kejadian penting lainnya.

Demikian hal ini kami sampaikan, atas perhatian dan kerjasamanya kami ucapkan terima kasih.

Nixon Sitorus
Corporate Secretary &
Chief Administration Officer

Tembusan, Yth:

1. Direktur Pengawasan Transaksi Efek, Otoritas Jasa Keuangan;
2. Direktur Penilaian Keuangan Perusahaan Sektor Jasa, Otoritas Jasa Keuangan;
3. Direksi PT Jasa Marga (Persero) Tbk.

HNG/MKA

No. : AB.PN.06.03.268
Encl : -
Subject : Explanation to Exchange Inquiry

15 July 2024

To.
Director of Company Assessment
Indonesia Stock Exchange
Indonesia Stock Exchange Building, Tower I
Jalan Jend. Sudirman Kav 52-53
Jakarta 12190

Regarding the letter from PT Indonesia Stock Exchange (BEI) No: S-07135/BEI.PP2/07-2024 dated July 11, 2024, regarding the Request for Explanation, we hereby provide the following explanations to the questions raised:

1. Please explain the source of funding for the shareholder loan of IDR 315 billion to JMB and the loan term.

The shareholder loan provided to PT Jasamarga Manado Bitung (JMB) is sourced from the loan facility limit held by PT Jasa Marga (Persero) Tbk.

2. In the disclosure, it was mentioned that the shareholder loan amount is IDR 315 billion. Please clarify whether this loan was still in the form of a facility limit or if it had been fully utilized as of the transaction date on June 28, 2024.

The amount of IDR 315 billion represents the facility limit granted at the time of the shareholders' agreement signing.

3. Please clarify whether JMB also received shareholder loans from other shareholders besides the Company. If not, what considerations led the Company to not share the funding for this shareholder loan.

No, other shareholders were unable to provide shareholder loans to JMB, hence only the Company was able to extend such a shareholder loan.

4. Please explain the reasons why JMB chose shareholder loan funding from the Company compared to other funding options. Also, describe any challenges involved in this decision, if applicable.

JMB faced restrictions in obtaining senior loan funding, which necessitated the need for junior loan funding from shareholders like the Company.

5. Based on the Appraisal Report from KJPP Budi, Edy, Saptono, and Partners, please explain the details of the utilization of the shareholder loan funds for other operational needs.

The other operational needs are related to fulfilling the financial obligations of JMB.

6. Please explain the current progress of the construction of the Manado-Bitung Toll Road that is currently underway.

The Manado-Bitung Toll Road is currently fully operational, spanning a length of 39 kilometers.

PT JASA MARGA (PERSERO) Tbk.

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7. The operational contribution directly obtained from providing a shareholder loan to JMB.
The expected contributions and pro forma financials of the company can be accessed in the Fairness Opinion Report document signed by the Appraiser (Pages 7-9, Shortform).
8. Facts/material information/significant events that could significantly impact the Company and are considered to potentially affect the Company's stock trading fluctuations, which have not been disclosed to the public and must be disclosed promptly to the public.
There are no other significant facts/information/material events.

In this regard, we would like to convey our thanks for your attention and cooperation.

Nixon Sitorus
Corporate Secretary &
Chief Administration Officer

Attention To:

1. Director of Securities Transaction Supervision, Financial Services Authority.
2. Director of Financial Assessment for Service Sector Companies, Financial Services Authority.
3. Board of Directors of PT Jasa Marga (Persero) Tbk.

HNG/MKA