

**INFORMATION DISCLOSURE FOR THE PUBLIC  
IN RELATION TO AFFILIATED PARTY TRANSACTION OF  
PT SARIMELLATI KENCANA TBK**

THIS INFORMATION DISCLOSURE TO THE PUBLIC ("INFORMATION DISCLOSURE") IS PROVIDED IN ORDER TO FULFIL THE PROVISIONS OF: (A) OJK REGULATION NO. 42/POJK.04/2020 REGARDING AFFILIATED TRANSACTIONS AND CONFLICT OF INTEREST TRANSACTIONS ("POJK 42/2020") AND (B) OJK REGULATION NO. 31/POJK.04/2015 REGARDING DISCLOSURE OF INFORMATION OR MATERIAL FACTS BY ISSUERS OR PUBLIC COMPANIES ("POJK 42/2020"). 31/POJK.04/2015 REGARDING DISCLOSURE OF INFORMATION OR MATERIAL FACTS BY ISSUERS OR PUBLIC COMPANIES ("POJK 31/2015").



**PT SARIMELATI KENCANA TBK  
("COMPANY")**

**Based in South Jakarta**

**Business fields:**

Engaged in providing accommodation and  
providing food and beverage

**Headquarters**

Jl. Jend. Gatot Subroto Kav. 1000 Menteng Dalam,  
Tebet, South Jakarta, 12870, Indonesia

Telephone: (021) 5096 6789

Official website: [www.sarimelatikencana.co.id](http://www.sarimelatikencana.co.id)

This Disclosure of Information contains information regarding the transaction for the **Partial Subscription of New Shares** by PT Sarimelati Kencana Tbk (**the "Company"/"PZZA"**) in PT Halal Artisan Yummies (**"HAY"**) with each share having a nominal value of Rp1,000,000,- (one million Rupiah), with a maximum investment value of Rp10,400,000,000 (ten billion four hundred million Rupiah) representing 52.00% of the total shares in HAY (**the "Transaction"**). The Transaction is expected to broaden the Company's sources of revenue beyond the pizza business, whilst simultaneously reducing dependence on a single core product category. In addition, the Transaction is expected to provide additional contribution to the Company's future revenue growth and strengthen PZZA's position within Indonesia's continuously growing Food and Beverage (**"F&B"**) industry.

Through this Information Disclosure, the Company explains that this Transaction is:

1. is an Affiliated Party Transaction as referred to in Article 1 paragraph (3) of OJK Rule 42/2020 that **does not** contain a Conflict of Interest as referred to in OJK Rule 42/2020;
2. it does not constitute a Material Transaction as referred to in Article 3 paragraph (1) of POJK 17/2020, with the transaction value being less than 20% of the Company's equity, whereby based on the fairness opinion of the transaction conducted by Public Appraisal Service Office Yanuar, Rosye and Partners (**"KJPP Y&R"**), the value of the Transaction amounts to Rp10,400,000,000 (ten billion four hundred million Rupiah). The percentage of the transaction

value to equity is 1.01% of the Company's equity amounting to Rp1,033,725,202,665 (one trillion thirty-three billion seven hundred twenty-five million two hundred two thousand six hundred sixty-five Rupiah) based on the Company's Financial Statements for the year ended December 31<sup>st</sup>, 2025, which have been audited by Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Partners; and

3. contains material information or facts which may affect the securities trading price of the Company on the Indonesia Stock Exchange ("**IDX**") or the investment decision of investors, potential investors or any other parties who may have interest on such information or facts ("**Material Information**"), as referred to in Article 1 of OJK Rule 31/2015.

In conclusion, in order to carry out the Transaction, the Company **is not required** to (i) obtain approval from the General Meeting of Shareholders ("GMS"); however, in accordance with the prevailing regulations, the Company is required to: (i) engage an Appraiser to determine the fair value of the object and/or the fairness of the transaction, and (ii) announce the Disclosure of Information to the public regarding the Transaction and submit the supporting documents to the OJK no later than 2 (two) working days after the date of the Affiliated Transaction.

If you have difficulty understanding this Disclosure of Information or are in doubt about making a decision, you should consult an investment advisor or other professional advisor.

**This Disclosure of Information is published on 25 June 2026**

## FOREWORD

This Disclosure of Information is made to comply with the provisions of OJK Rule 17/2020, OJK Rule 42/2020 and OJK Rule 31/2015.

## I. BRIEF DESCRIPTION OF PARTIES IN THE TRANSACTION

### A. Brief Description of the Company

#### 1. Brief History of the Company

PT Sarimelati Kencana Tbk (the "Company") was established pursuant to Notarial Deed No. 132 dated 16 December 1987, drawn up before Lieke Lianadevi Tukgali, S.H., Notary. The deed of establishment was approved by the Minister of Justice of the Republic of Indonesia pursuant to Decree No. C2-4573.HT.01.01.TH.88 dated 25 May 1988 and was published in State Gazette No. 1388 Supplement No. 102 dated 20 December 1988.

The Company's Articles of Association have been amended from time to time. The latest amendment by Deed of Statement of Resolutions of the Meeting regarding Amendment to the Articles of Association No. 75, drawn up before Aulia Taufani, S.H., dated 20 November 2025, concerning amendments to and the scope of the Company's business activities. Such amendment has been recorded in the Legal Entity Administration System database of the Ministry of Law and Human Rights of the Republic of Indonesia pursuant to Decree No. AHU-0270963.AH.01.11.Tahun 2025 dated 27 November 2025.

The Company listed its shares on the Indonesia Stock Exchange through an Initial Public Offering conducted in 2018 under the stock code "**PZZA**".

The Company's head office is located at Jl. Jend. Gatot Subroto, Kav. 1.000, Tebet, South Jakarta 12870, Indonesia.

## 2. Composition of Share Capital and Shareholding

The current capital structure of the Company is as follows:

Information	Number of Shares	Nominal Value per Share (Rp)	Total Nominal Value (Rp)
Authorised Capital	9,000,000,000	100	900,000,000,000
Issued and Paid-up Capital	3,021,875,000	100	302,187,500,000

The composition of the Company's shareholders based on the Register of Shareholders maintained by the Securities Administration Bureau, PT Datindo Entrycom, as at December 31<sup>st</sup>, 2025 and up to the present date, is as follows:

Description	Number of Shares	Percentage of Ownership	Total
PT Sriboga Raturaya	1,957,933,250	65.15%	195,793,325,000
JPMCB NA AIF CLT RE	211,533,000	7.04%	21,153,300,000
DBS Bank Ltd. S/A	290,000,000	9.65%	29,000,000,000
Jeo Sasanto (Direktur)	7,900,000	0.26%	790,000,000
Masyarakat	538,124,450	17.90%	53,812,445,000
Treasury Stock	16,384,300	0.00%	1,638,430,000
<b>Total Authorised and Fully Paid-up Capital</b>	<b>3,021,875,000</b>	<b>100.00%</b>	<b>302,187,500,000</b>

## 3. Board of Commissioners and Board of Directors of the Company

The current composition of the Company's Voard of Commissioner and Board of Directors is as follows:

### **Board of Commissioners**

President Commissioner & Independent Commissioner : Brata Taruna Hardjosubroto  
Commissioner : Hadian Iswara  
Commissioner : Stephen James McCharty

### **Board of Directors**

President Director : Boy Ardhitya Lukito  
Director : Jeo Sasanto  
Director : Budi Setiawan

## 4. Business Activities of the Company

Pursuant to Article 3 of the Company's Articles of Association, the purposes and objectives, as well as the business activities of the Company, are to carry out its principal business activities in the fields of accommodation services and food and beverage services.

### **B. Brief Description of HAY**

#### 1. Establishment of HAY

HAY was established on 27 August 2025 pursuant to Deed of Establishment No. 17 dated 27 August 2025, drawn up before Mira Dewi Miriam, S.H., Notary in Depok City, which obtained approval from the Minister of Law of the Republic of Indonesia pursuant to Decree No. AHU-0075441.AH.01.01 Tahun 2025, and was registered in the Company Register under No. AHU-0205882.AH.01.11 Tahun 2025 dated 3 September 2025.

HAY is domiciled at Jalan Jenderal Gatot Subroto Kav. 1.000, Menteng Dalam Sub-District, Tebet District, South Jakarta 12870.

## 2. Composition of Share Capital and Shareholding

The current composition of HAY's shareholders is as follows:

No.	Name of Shareholder	Number of Shares	Total Paid-up Capital	Percentage of Ownership
1	BOY ARDHITYA LUKITO	600	600,000,000	50.00%
2	PT YUMMYFOOD UTAMA	600	600,000,000	50.00%
<b>TOTAL</b>		<b>1,200</b>	<b>1,200,000,000</b>	<b>100.00%</b>

## 3. Board of Commissioners and Board of Director of HAY

The current composition of HAY's Board of Commissioners and Director is as follows:

President Commissioner	: Boy Ardhitya Lukito
Commissioner	: Sri Nurfiyani
Director	: Dwi Rendra Jaya

## 4. Business Activities of HAY

Pursuant to Article 3 of HAY's Deed of Establishment, the purposes and objectives of HAY are to carry out its principal business activities in the fields of accommodation services and food and beverage services.

## II. DESCRIPTION OF THE TRANSACTION

### A. Transaction

This transaction constitutes a partial subscription of new shares by PZZA in HAY, with each share having a nominal value of Rp1,000,000 (one million Rupiah), amounting to a maximum investment value of Rp10,400,000,000 (ten billion four hundred million Rupiah), representing 52.00% of the total shares in HAY.

The transaction involving the subscription of new share capital in HAY amounting to 52.00% of the total issued share capital of HAY is deemed to constitute an affiliated transaction due to the existence of an affiliation through common management serving in each company, namely Mr. Boy Ardhitya Lukito, who serves as President Director of PZZA and President Commissioner of HAY.

The value of the capital contribution in respect of a portion of the new shares was determined pursuant to Deed No. 17 dated 15 June 2026, drawn up before Mira Dewi Miriam, S.H., a Notary in Depok City. The said Deed was approved by the Minister of Law of the Republic of Indonesia pursuant to Decree No. AHU-0040785.AH.01.02.TAHUN 2026 and recorded in the Company Register under No. AHU-0137374.AH.01.11.TAHUN 2026, both dated 24 June 2026. The Deed has also received the Minister of Law of the Republic of Indonesia's acknowledgement of the notification of the amendment to the Articles of Association pursuant to Decree No. AHU-AH.01.03-0176392 dated 24 June 2026, as well as the acknowledgement of the notification of the amendment to the Company's Data under No. AHU-AH.01.09-0345986 dated 24 June 2026.

### B. Transaction Value

PZZA will make a capital contribution to HAY resulting in a 52.00% ownership interest, with a transaction value of Rp10,400,000,000 (ten billion four hundred million Rupiah). The Transaction value represents 1.01% of the Company's equity amounting to Rp1,033,725,202,665 (one trillion thirty-three billion seven hundred twenty-five million two hundred two thousand six hundred sixty-five Rupiah), based on the Company's financial statements for the period ended December 31<sup>st</sup>, 2025, which have been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Partners.

### C. Nature of the Affiliated Relationship

The following management structure of the Company illustrates the affiliated relationship between the Company and HAY:

Name	PZZA	HAY
Brata Taruna Hardjosubroto	President Commissioner & Independent Commissioner	-
Hadian Iswara	Commissioner	-
Stephen James McCarthy	Commissioner	-
Boy Ardhitya Lukito	President Director	President Commissioner
Jeo Sasanto	Director	-
Budi Setiawan	Director	-
Sri Nurfiani	-	Commissioner
Dwi Rendra Jaya	-	Director

Based on the management structure, it is known that as of December 31<sup>st</sup>, 2025 there exists an affiliated relationship between PZZA and HAY through common management. In this regard, Mr. Boy Ardhitya Lukito serves as President Director of PZZA and President Commissioner of HAY.

Referring to the provisions of Article 1 of POJK 42 of 2020, an affiliated relationship includes the existence of common members of the Board of Directors or Board of Commissioners in two companies. Accordingly, such management relationship satisfies the affiliation criteria as referred to in the said regulation, and therefore the Proposed Transaction constitutes a transaction subject to the provisions of POJK 42 of 2020 concerning Affiliated Transactions and Conflict of Interest Transactions.

## III. TRANSACTION CONSIDERATIONS AND REASONS AND ITS EFFECT ON THE COMPANY'S FINANCIAL CONDITION

### I. Consideration and Reason for the Exercise of the Transaction x`

The Company views the capital contribution to HAY as a strategic step to expand its market network while strengthening the Company's position in the food and beverage industry. With PZZA becoming the majority shareholder, this transaction is expected to support long-term growth through more focused business development. In addition, the transaction is also projected to create business synergies between PZZA and HAY, particularly in relation to halal product diversification and culinary innovation. The 52% ownership interest will provide strategic control for PZZA to direct the business development of HAY, thereby strengthening competitiveness and expanding business opportunities in the food and beverage sector.

### II. Transaction's Effect on the Company's Financial Condition

The value of the capital contribution made by PZZA to HAY amounting to Rp10.4 billion represents only 1.01% of PZZA's equity as of December 31<sup>st</sup>, 2025, and therefore does not meet the criteria of a material transaction under POJK 17/2020. Accordingly, the financial impact on PZZA's equity structure and financial position is relatively insignificant.

Furthermore, the transaction is expected to provide long-term benefits through business development and the expansion of market networks, thereby improving the Company's operational performance and cash flow. The financial projections prepared by the Company indicate that following the transaction, PZZA's financial ratios will remain in a healthy condition and will not create significant liquidity pressure. This is in line with the purpose of the transaction, which is intended to support business growth without imposing an excessive financial burden.

### **III. Consideration and Reason for the Entrance into the Transaction with Affiliated Party Compared to a Similar Transaction if Entered into with a Non-Affiliated Party**

The Company believes that carrying out the Transaction with an Affiliated Party is more beneficial to shareholders than conducting a similar transaction with a Non-Affiliated Party due to the shorter implementation period and greater efficiency, including but not limited to the existence of strategic control, alignment of interests, and the potential for stronger business synergies.

A similar transaction with a Non-Affiliated Party may require a longer implementation period, which could in turn adversely affect the Company's business activities.

## **IV. SUMMARY OF INDEPENDENT APPRAISER'S REPORT AND OPINION**

To ensure the fairness of the Transaction, the Company has engaged an independent appraiser registered with the OJK, namely KJPP Y&R, an official Public Appraisal Firm holding Business Licence No. 2.20.0170 pursuant to the Decree of the Minister of Finance No. 365/KM.1/2020 dated 27 July 2020, and registered as a capital market supporting profession with the OJK under Capital Market Supporting Profession Registration Certificate (STTD) No. STTD.PB-37/PJ-1/PM.02/2023, to provide a fairness opinion on the Transaction.

In preparing this fairness opinion report, KJPP Y&R acted independently without any conflict of interest and is not Affiliated with the Company or any parties Affiliated with the Company. KJPP Y&R also has no personal interest or benefit in relation to this engagement.

The following is a summary and opinion of KJPP Y&R regarding the Proposed Transaction based on Report No. 00038/2.0170-00/BS/04/0044/1/VI/2026 dated April 24<sup>th</sup>, 2026.

#### **A. Parties to the Proposed Transaction**

The parties involved in the Proposed Transaction are the Company and HAY.

#### **B. Object of Fairness Opinion Analysis**

The object of the Fairness Opinion is the proposed capital contribution by PZZA to HAY resulting in a 52.00% ownership interest.

#### **C. Objective and Purpose of Fairness Opinion**

The purpose of the report is to provide a fairness opinion on the Proposed Transaction in the form of a capital contribution by PZZA to HAY resulting in a 52.00% ownership interest.

The objective of this Fairness Opinion is to fulfil capital market requirements in relation to POJK 42/2020.

This fairness opinion is not intended to be used outside the context or purpose of such fairness opinion.

#### **D. Assumptions and Limiting Conditions Used in the Fairness Analysis**

##### Assumptions

- Y&R has issued a Fairness Opinion Report in the form of a non-disclaimer opinion.
- Y&R has reviewed the documents used in the preparation of the Fairness Opinion Report.
- The data and information obtained were derived from sources considered reliable and accurate.
- The engaging party has represented that all material information relating to the fairness opinion engagement has been fully disclosed to Y&R and that no omission has been made of any material facts.
- Y&R has used adjusted financial projections reflecting the reasonableness of the financial projections prepared by management and their achievability (fiduciary duty).

- Y&R is responsible for the preparation of the Fairness Opinion and the reasonableness of the adjusted financial projections.
- Y&R has issued a Fairness Opinion Report open to the public, except for confidential information that may affect the operations of PZZA.
- Y&R is responsible for the Fairness Opinion Report and the valuation conclusions contained therein.
- Y&R has obtained information regarding the legal status of the object of the fairness opinion from the engaging party.
- This Fairness Opinion Report is intended solely to fulfil capital market requirements and compliance with OJK regulations.
- This Fairness Opinion Report has been prepared based on market and economic conditions, general business and financial conditions, and Government regulations relating to the Proposed Transaction as of the date of issuance of this opinion.
- In preparing this Fairness Opinion Report, Y&R has used several assumptions, including the fulfilment of all conditions and obligations of PZZA and all parties involved in the Proposed Transaction, as well as the accuracy of information regarding the Proposed Transaction disclosed by the management of PZZA.
- Y&R assumes that PZZA will continue as a going concern and will be managed by professional and competent management.
- This Fairness Opinion Report must be viewed as a whole, and the use of only part of the analysis and information without considering the entirety of the information and analysis may result in misleading views and conclusions regarding the process underlying the fairness opinion. The preparation of this Fairness Opinion Report is a complex process and may not be properly understood through incomplete analysis.
- Y&R also assumes that from the date of issuance of this Fairness Opinion Report until the date of the Proposed Transaction, no changes will occur that may materially affect the assumptions used in preparing this Fairness Opinion Report. Y&R assumes no responsibility to reaffirm, supplement, or update its opinion due to changes in assumptions, conditions, or events occurring after the date of this fairness opinion.

#### Limiting Conditions

- Y&R did not conduct a due diligence process on the entities or parties involved in the Proposed Transaction.
- In conducting the analysis, Y&R has assumed and relied upon the accuracy, reliability, and completeness of all financial information and other information provided by PZZA or publicly available, which are presumed to be true, complete, and not misleading, and Y&R assumes no responsibility to independently verify such information. Y&R has also relied upon representations from the management of PZZA that they are not aware of any facts that would render the information provided incomplete or misleading.  
The analysis in this Fairness Opinion Report regarding the Proposed Transaction has been prepared using the data and information disclosed above. Any changes to such data and information may materially affect the final opinion of Y&R. Accordingly, Y&R assumes no responsibility for any change in the conclusions of this Fairness Opinion Report resulting from changes in such data and information.
- Y&R does not provide any opinion regarding the tax implications of the Proposed Transaction. The services rendered to PZZA in connection with the Proposed Transaction are limited to the provision of a Fairness Opinion on the Proposed Transaction and do not constitute accounting, audit, or tax services. Y&R has not examined the legality of the Proposed Transaction from a legal perspective nor the tax implications arising from the Proposed Transaction.
- The work relating to the Proposed Transaction does not constitute, and should not be construed in any form as, a review, audit, or the performance of agreed procedures on financial information. Such work is also not intended to identify weaknesses in internal controls, errors, irregularities in financial statements, or violations of law. Furthermore, Y&R does not have the authority nor is it in a position to obtain and analyse any other forms of transactions outside the Proposed Transaction that may be available to PZZA and the effects of such transactions on the Proposed Transaction.

## E. Proposed Transaction Fairness Assessment Methodology

The fairness opinion approaches and methods used in preparing this report refer to the Financial Services Authority Regulation of the Republic of Indonesia No. 35/POJK.04/2020 concerning Business Valuation and Presentation of Business Valuation Reports in the Capital Market (“POJK 35 of 2020”) and Financial Services Authority Circular Letter of the Republic of Indonesia No. 17/SEOJK.04/2020 concerning Guidelines for Business Valuation and Presentation of Business Valuation Reports in the Capital Market (“SEOJK 17 of 2020”), pursuant to which the Appraiser is required to conduct, at a minimum, the following analyses:

- Analysis of the Proposed Transaction in relation to the background, basis, object, source of funds, and business considerations used by PZZA;
- Qualitative and quantitative analyses of the Proposed Transaction;
- Analysis of the fairness of the value of the Proposed Transaction to be carried out; and
- Analysis of other relevant factors.

## F. Conclusion and Opinion on the Fairness of the Proposed Transaction

- Through the Proposed Transaction, PZZA is expected to expand the Company’s sources of revenue beyond PZZA’s core business, while reducing dependence on a single main product category. In addition, diversification into the frozen yoghurt segment has the potential to contribute additional revenue growth in the future and strengthen PZZA’s position within Indonesia’s continuously growing F&B industry.
- The Proposed Transaction is expected to have a positive impact on the financial condition and business prospects of PZZA. Added value is expected to be generated through the addition of product types offered for sale, which are projected to perform well. The Proposed Transaction also represents a strategic step for PZZA in expanding its business activities.
- Based on the valuation results, the Market Value of the object of the Proposed Transaction amounts to Rp983,529, while the Transaction Value to be carried out by PZZA amounts to Rp1,000,000 per share for the acquisition of 10,400 shares. Accordingly, the Proposed Transaction Value is above the Market Value by Rp16,471, or approximately 1.67% of the Market Value. Such difference remains within the permissible range under OJK regulations, namely not exceeding the tolerance threshold of 7.5% of the reference value.
- With respect to risks, there is a potential risk of management focus being diverted from the core Pizza Hut business, which may create a risk of cannibalisation of customer visit time, notwithstanding the different product categories.

Based on the analysis of the Proposed Transaction, the qualitative and quantitative analyses, the analysis of the fairness of the Proposed Transaction value, as well as the review of the data and information obtained and used as disclosed in this Fairness Opinion Report, we are of the opinion that the Proposed Transaction is **FAIR**.

## V. STATEMENT OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

1. The Board of Directors and Board of Commissioners of the Company state that the Transaction is an Affiliated Party Transaction and **does not** contain a Conflict of Interest as referred to in OJK Rule 42/2020.
2. The Board of Directors and the Board of Commissioners of the Company declare that the Transaction is not constitutes a Material Transaction which **does not** require approval from the GMS for its implementation as referred to in POJK 17/2020.
3. The Board of Directors and the Board of Commissioners of the Company are responsible for the accuracy of all information contained in this Disclosure of Information, and after careful examination of available information relating to the Transaction, hereby declare that to the best of their knowledge and confidence, there is no other important and material information relating to the Transaction that is not disclosed in this Disclosure of Information that could cause this Disclosure of Information to be untrue and/or misleading.

## **VI. ADDITIONAL INFORMATION**

Should the Shareholders need further information, they may contact the Company at:

**PT SARIMELATI KENCANA TBK**

**Headquarters**

Jl. Jend. Gatot Subroto Kav. 1000 Menteng Dalam,  
Tebet, South Jakarta, 12870, Indonesia  
Telepon: (021) 5096 6789

Attn.: Corporate Secretary

Email: [corsec@sarimelatikencana.co.id](mailto:corsec@sarimelatikencana.co.id)

Official website: [www.sarimelatikencana.co.id](http://www.sarimelatikencana.co.id)

Yours faithfully,  
**Board of Directors of the Company**