

**DISCLOSURE OF INFORMATION
IN COMPLIANCE WITH
THE FINANCIAL SERVICES AUTHORITY REGULATION
NO. 29 OF 2023
REGARDING THE COMPANY'S PLAN TO REPURCHASE ITS SHARES**

This Disclosure of Information to the shareholders ("**Disclosure of Information**") is related to the Company's Share Repurchase Plan in compliance with the provisions of the Financial Services Authority ("**OJK**") Regulation No. 29 of 2023 concerning the Repurchase of Shares Issued by a Public Company ("**POJK 29/2023**").



PT NUSANTARA SEJAHTERA RAYA Tbk

("Company")

Business Activities:

The Company is engaged in film screening activities, holding company activities, restaurant, other management consultation activities, venue rental, activities of MICE (Meeting, Incentives, Conferences and Exhibitions) and special events organizing.

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**INFORMATION TO SHAREHOLDERS
REGARDING THE COMPANY'S SHARE REPURCHASE PLAN**

PT Nusantara Sejahtera Raya Tbk ("**Company**") plans to repurchase its issued and listed shares on the Indonesia Stock Exchange ("**IDX**") ("**Buyback**") in accordance with the Financial Services Authority ("**OJK**") Regulation No. 29 of 2023 dated December 29, 2023, concerning the Repurchase of Shares Issued by a Public Company ("**POJK 29/2023**"). The estimated total nominal value of shares to be repurchased will not exceed IDR 300,000,000,000 (three hundred billion Rupiah). The Buyback will be conducted through the IDX in stages and will be completed no later than twelve (12) months after the date of the Annual General Meeting of Shareholders ("**AGMS**") approving the Buyback. The implementation of the Buyback will consider the Company's liquidity and capital conditions, as well as compliance with applicable laws and regulations.

This Disclosure of Information is issued in Jakarta on February 25, 2025.

ESTIMATED TIMELINE FOR THE SHARE REPURCHASE IMPLEMENTATION

1	Notification of the AGMS Plan to OJK	February 5, 2025
2	Notification to OJK and IDX regarding the Buyback Plan and Disclosure of Information Announcement	February 13, 2025
3	Estimated Date of AGMS	March 24, 2025
4	Estimated Buyback Period	After AGMS approval until up to 12 (twelve) months after AGMS approval

DESCRIPTION OF THE SHARE REPURCHASE PLAN

Estimated Funds for Buyback

The estimated allocation of funds requested for AGMS approval for the Buyback is up to IDR 300,000,000,000 (three hundred billion Rupiah), including brokerage fees and other costs related to the Buyback.

Maximum Number of Shares to Be Repurchased

The execution of the Buyback and the total Treasury Stock held by the Company shall not exceed 2.48% (two point forty-eight percent) of the Company's issued capital, in accordance with applicable laws and regulations.

The Company's Free Float Shares will not fall below 7.5% (seven point five percent) of the total listed shares, in accordance with applicable laws and regulations.

EXPLANATION, CONSIDERATIONS, AND REASONS FOR BUYBACK

The Buyback is driven by the current trading price of the Company's shares, which is considered not to reflect its true value, performance, and prospects. This initiative is expected to provide added value to shareholders, in addition to dividend distribution. Therefore, as part of the Company's cash utilization strategy and capital structure management, as well as to enhance shareholder value, the Company proposes to the AGMS to carry out the share Buyback.

SOURCE OF FUNDING, ESTIMATED DECREASE IN COMPANY REVENUE DUE TO THE BUYBACK, AND IMPACT ON COMPANY FINANCING COSTS

Source of Funds for the Buyback

The Company will fully utilize its internal cash for the Buyback and will not use proceeds from public offerings, loans, and/or any form of debt. The Buyback will be conducted in accordance with POJK 29/2023 and the Limited Liability Company Law. Based on the source of funds used, the Company's assets and equity are expected to decrease by an amount equal to the estimated Buyback value. However, the Buyback is not expected to reduce the Company's net assets below the total issued capital plus the mandatory reserves set aside. This includes considerations related to revenue and operational costs. Furthermore, the Buyback will not have a significant impact on the Company's financial ability to meet its obligations.

Pro Forma Earnings Per Share After the Proposed Buyback

The following is the pro forma of Total Assets, Equity, Net Income for the Year, and Earnings Per Share, providing an overview of the Financial Statements as of September 30, 2024, while taking into account the estimated Buyback value.

(All amounts in billion IDR)

Description	Financial reporting period ends September 30, 2024		
	Before Buyback	Impact	After Buyback
Total Assets	7,199,763	-	7,199,763
Total Equity	4,823,332	-	4,823,332
Net Profit	529,770	-	529,770
Return on Assets (ROA)	7,4%	-	7,4%
Return on Equity (ROE)	11,0%	-	11,0%
Earnings Per Share (EPS) (in full Rupiah)	6,36	0,15	6,51

Explanation: The administrative costs for the execution of the Buyback are included in the funds to be allocated for the Buyback, with a maximum amount of IDR 300,000,000,000 (three hundred billion Rupiah).

The analysis above indicates that the Buyback does not result in any significant changes to financial indicators, including the Company's total assets and total equity, as the Buyback cost of IDR 300,000,000,000 (three hundred billion Rupiah) will be recorded as treasury stock under assets and equity.

SHARE PRICE LIMITATIONS FOR THE COMPANY'S BUYBACK

The Company limits the Buyback price to a maximum of IDR 270 per share while ensuring compliance with the provisions of POJK 29/2023. Since the Buyback will be conducted through the Indonesia Stock Exchange (IDX), the purchase offer price must be equal to or lower than the last recorded transaction price.

BUYBACK IMPLEMENTATION PERIOD

The Buyback will be carried out in stages, the Buyback must be completed no later than 12 (twelve) months after the date of the Annual General Meeting of Shareholders (AGMS) that approves the Buyback. Assuming the AGMS is held on March 24, 2025, the latest date for the Company to execute the share repurchase will be March 24, 2026.

METHOD TO BE USED FOR THE BUYBACK

1. The Buyback will be conducted through stock trading on the Indonesia Stock Exchange (IDX) in compliance with the provisions of POJK 29/2023.
2. The Buyback conducted through the IDX will be executed via a single IDX member. The Company has appointed PT Indopremier Sekuritas to carry out the transaction.

MANAGEMENT DISCUSSION AND ANALYSIS ON THE IMPACT OF THE BUYBACK ON THE COMPANY'S BUSINESS ACTIVITIES AND FUTURE GROWTH

The Company believes that the execution of the Buyback will not have a materially negative impact on its business activities and future growth. This is because the Company currently has sufficient working capital and cash flow to support all business operations, including development, daily operations, and the execution of the Buyback. The estimated Buyback costs will also not have a significant impact on the Company's operational expenses.

The Buyback is expected to enhance investor confidence in the Company's fundamental value. Additionally, it provides flexibility in long-term capital management, as treasury shares may be sold in the future at an optimal value should the Company require additional capital.

PLAN FOR THE TRANSFER OF TREASURY SHARES RESULTING FROM THE BUYBACK

The shares acquired through the Buyback will be classified as treasury shares for a maximum period of 3 (three) years after the completion of the Buyback, in accordance with Article 16 of POJK 29/2023. The transfer of these shares will follow the provisions outlined in Articles 21, 22, and 23 of POJK 29/2023, while complying with applicable laws and regulations, including obtaining approval from the General Meeting of Shareholders (GMS) if required.

Pursuant to Article 23(1) of POJK 29/2023, the Company may transfer its treasury shares through stock trading on the IDX or outside the IDX without prior approval from the GMS. The implementation of the treasury share transfer will be subject to the following conditions:

- a. The transfer may commence no earlier than 30 (thirty) days after the completion of the Buyback.
- b. The transfer cannot be implemented at the same time as the Buyback period of the Company's shares.
- c. The share transfer price is not lower than the average repurchase price of the Company's shares, as well as the price of the Company's shares listed and traded on the IDX:
 - not lower than the daily closing price on the Indonesia Stock Exchange 1 (one) day before the date of the sale of shares; or
 - the average price of the closing price of daily trading on the Indonesia Stock Exchange for the last 90 (ninety) days prior to the date of sale of shares by the Company with a maximum discount of 7.5% (seven-point five percent),
 whichever is higher.

PROFORMA CAPITAL STRUCTURE BEFORE AND AFTER THE BUYBACK

Proforma Capital Structure Before and After Buyback

Description	Before Buyback		After Buyback	
	Total Shares	%	Total Shares	%
Authorized Capital	85,000,000,000	-	85,000,000,000	-
Issued and Fully Paid Capital	18,750,000,000	22,509	18,750,000,000	22,509

1. HSBC-Fund SVS Salween Investment Pte Ltd	11,250,000,000	13,499	11,250,000,000	13,499
2. PT Adi Pratama Nusantara	45,000,000,000	53,992	45,000,000,000	53,992
3. PT Harkatjaya Bumipersada				
4. Management Ownership - Edwin Surya Winarta (Komisaris)	2,039,900	0,002	2,039,900	0,002
5. Public Shareholders (less than 5% ownership)	8,332,960,100	9,999	6,266,004,100	7,518
Total Issued and Fully Paid Capital	83,345,000,000	100,00	77,078,995,900	97,52
Treasury Shares	-	-	2,066,956,000	2,480
Shares in Portfolio	1,655,000,000	-	1,655,000,000	-

ADDITIONAL INFORMATION

If there are any unclear matters regarding this Disclosure of Information or if shareholders require additional information regarding the Company's Buyback, shareholders are welcome to contact:

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