

**CHANGES AND/OR ADDITIONAL DISCLOSURE OF INFORMATION  
TO THE SHAREHOLDERS OF  
PT BUKIT ULUWATU VILLA TBK  
IN RELATION TO THE PROPOSED CAPITAL INCREASE  
WITH PRE-EMPTIVE RIGHTS II  
("CHANGES AND/OR ADDITIONAL DISCLOSURE OF  
INFORMATION")**

This Changes and/or Additional Disclosure of Information is prepared and addressed to the shareholders of PT Bukit Uluwatu Villa Tbk ("**Company**") in compliance with the Financial Services Authority (*Otoritas Jasa Keuangan* or "**OJK**") Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights.

This Changes and/or Additional Disclosure of Information is important for shareholders of the Company to read and consider in making decisions regarding the Company's plan to Increase Capital by Granting Pre-Emptive Rights II ("**Rights Issue II**").

If you are having difficulties understanding the information contained in this Changes and/or Additional Disclosure of Information or have any doubt in taking a decision, you should consult with your broker, investment manager, legal counsel, public accountant and/or other professional advisors



**PT Bukit Uluwatu Villa Tbk**

**Main Business Activities:**  
Hospitality

Domiciled in Badung Regency, Bali Province

**Head Office:**

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Desa Pecatu Kec. Kuta Selatan  
Kab. Badung, Bali – Indonesia  
Telephone: (0361) 8482166  
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**Representative Office:**

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In connection with the proposed Rights Issue II to be carried out by the Company, the Company will seek approval from the shareholders in an Extraordinary General Meeting of Shareholders to be held on 26 February 2026.

The Board of Directors and the Board of Commissioners of the Company, both individually and jointly, are fully responsible for the completeness and accuracy of the information or material facts contained in this Changes and/or Additional Disclosure of Information and emphasize that the information stated in this Disclosure of Information is accurate and there is no misstatement of a material fact or no omission of material facts which may cause material information in this Changes and/or Additional Disclosure of Information to be inaccurate and/or misleading.

## DEFINITION

<b>“IDX”</b>	:	A stock exchange as defined in Article 1 Number 4 of the Capital Markets Law, in this case organized by PT Bursa Efek Indonesia, domiciled in Jakarta.
<b>“Ministry of Law”</b>	:	Abbreviation of the Ministry of Law of the Republic of Indonesia (formerly known as the Ministry of Law and Human Rights of the Republic of Indonesia, the Department of Law and Human Rights of the Republic of Indonesia, the Department of Justice of the Republic of Indonesia, the Department of Law and Legislation of the Republic of Indonesia, or other names).
<b>“MOL”</b>	:	Abbreviation of the Minister of Law of the Republic of Indonesia (formerly known as the Minister of Law and Human Rights of the Republic of Indonesia, the Minister of Justice of the Republic of Indonesia, or the Minister of Justice and Human Rights of the Republic of Indonesia, or other names).
<b>Financial Services Authority or OJK”</b>	:	<i>Otoritas Jasa Keuangan</i> or Indonesian Financial Services Authority which has the regulatory, supervisory, examination and investigation functions, duties and authorities as stipulated under Law No. 21 of 2011 on the Financial Services Authority as amended by Law No. 4 of 2023 on the Development and Strengthening of Financial Sector.
<b>“Rights Issue II”</b>	:	Capital Increase with Pre-Emptive Rights II by the Company through the issuance of New Shares as mentioned under POJK No. 32/2015.
<b>“POJK No. 32/2015”</b>	:	OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of the OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights.
<b>“EGMS”</b>	:	Extraordinary General Meeting of Shareholders, which will be held on 26 February 2026, in accordance with the Company's articles of association and applicable laws and regulations.
<b>“New Shares”</b>	:	A maximum of 50,000,000.000 (fifty billion) new shares or up to 203.11% (two hundred and three point one one percent) of the total issued and fully paid-up shares by the Company as of the date of this Changes and/or Additional Disclosure Information is published, which will be issued from the Company's portfolio shares with a nominal value of Rp 50 (fifty Rupiah) per share.
<b>“Capital Market Law”</b>	:	Law No. 8 of 1995 dated 10 November 1995 regarding Capital Markets, announced in the State Gazette of the Republic of Indonesia No. 64 of 1995, Supplement No. 3608, as amended by Law No. 4 of 2023 on the Development and Strengthening of Financial Sector, along with its implementing regulations.

## I. GENERAL

### General Description of the Company

The Company is a limited liability company established under the laws and regulations of the Republic of Indonesia and domiciled in Badung Regency. The Company was founded under the name "PT Bukit Uluwatu Villa" as stated in the Deed of Limited Liability Company PT Bukit Uluwatu Villa No. 53 dated 15 December 2000, drawn up before Sugito Tedjamulja, S.H., Notary in Jakarta, which obtained approval from the MOL through Decree No. C-27344HT.01.01.TH.2003 dated 14 November 2003 and has been registered at the Company Registration Office of the Industry and Trade Agency of Badung Regency under No. 1342/RUB.22-08/II/2007 dated 7 February 2007, as well as has been announced in the State Gazette of the Republic of Indonesia No. 44 dated 30 May 2008, Supplement No. 7433 ("**Deed of Establishment**").

#### Change of Name:

Based on the Deed of Statement of Shareholders' Resolution of PT Bukit Uluwatu Villa No. 182 dated 25 February 2010, drawn up before Aulia Taufani, S.H., substitute notary for Sutjipto, S.H., Notary in Jakarta, which obtained approval from the MOL through Decree No. AHU-1605.AH.01.02.Tahun 2010, and was notified to the MOL as stated under the Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.10-06359 dated 15 March 2010, and was registered in the Company Register at the Ministry of Law under No. AHU-0017145.AH.01.09.Tahun 2010 dated 15 March 2010 ("**Deed No. 182/2010**"). Pursuant to Deed No. 182/2010, the shareholders of the Company approved, among others: (i) the initial public offering of shares; and (ii) the change of the Company's status from a Private Company to a Public Company, thereby changing its name to "PT Bukit Uluwatu Villa Tbk". The change of the Company's status to a Public Company became effective as of 12 July 2010, when all of the Company's shares were listed on the IDX.

The Company's articles of association as stated in the Deed of Establishment has been amended several times and most recently contained in the Deed of Statement of Resolution of the Meeting No. 8 dated 8 December 2025, drawn up before Rini Yulianti, S.H., Notary in East Jakarta, which was notified to the Ministry of Law based on the Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.03-0252355 dated 8 December 2025, and registered in the Company Register at the Ministry of Law under No. AHU-0276838.AH.01.11.TAHUN 2025 dated 8 December 2025 ("**Deed No. 8/2025**").

### Purpose and Objectives of the Company

Based on Article 3 of the Company's articles of association as stated in the Deed of Statement of Resolutions of the Annual General Meeting of Shareholders No. 64 dated 28 June 2023, drawn up before Ashoya Ratam, S.H., M.Kn., Notary in South Jakarta Administrative City, which has obtained the approval from the MOL pursuant to Decree No. AHU-0037368.AH.01.02.TAHUN 2023 dated 3 July 2023, and has been registered in the Company Register at the Ministry of Law under No. AHU0123413.AH.01.11.Tahun 2023 dated 3 July 2023, the purpose and objectives of the Company are to engage in the fields of accommodation and real estate provision.

To achieve the above purpose and objectives, the Company may carry out the following main business activities:

- Star Hotels, including the business of providing lodging services that meet the requirements of a star-rated hotel, as well as other services for the public, utilizing part or all of the building.
- Other Accommodation Provision, including the business of providing lodging services for non-short-term stays. This includes accommodation for longer-term or temporary stays, whether in private rooms, shared rooms, or dormitories for students, seasonal workers, and similar needs. It covers student housing, school dormitories, worker lodgings, and boarding houses, with or without meals.
- Privately Owned or Leased Real Estate, including the business of purchasing, selling, leasing, and operating real estate, whether owned or leased, such as apartment buildings, residential buildings, and non-residential buildings (e.g., storage facilities, malls, shopping centers, and others). It also includes providing houses and furnished or unfurnished flats/apartments for permanent use on a monthly or yearly basis. Additionally, it covers land sales, building development for self-operation

(leasing space within the buildings), subdivision of real estate into land plots without land development, and the operation of residential areas for movable houses.

To support its main business activities, the Company may engage in supporting business activities related to the venue rentals for MICE activities and special events, which include providing space and facilities for meetings, incentive travel, conventions, exhibitions, or special events. The rental is carried out for a specified period, covering the preparation phase, event execution, and dismantling phase. The venue includes a convention center, exhibition center, special venue/multi-purpose venue.

### **Capital Structure and Shareholding Composition**

Based on Deed No. 8/2025 *juncto* the Company's Shareholder Register as of 31 January 2026 issued by PT Edi Indonesia as the Company's Share Registrar, the capital structure and shareholding composition of the Company as of the date of this Changes and/or Additional Disclosure of Information are as follows:

Information	Nominal Value IDR 50 Per Shares		
	Total Shares	Total Nominal Value (IDR)	(%)
<b>Authorized Capital</b>	<b>75,000,000,000</b>	<b>3,750,000,000,000</b>	
<b>Shareholders Name</b>			
1. PT Nusantara Utama Investama	15,173,281,772	758,664,088,600	61.64
2. Hapsoro	60,845,049	3,042,252,450	0.25
3. Public (ownership under 5%)	9,382,927,821	469,146,391,050	38.11
<b>Issued and Paid-Up Shares</b>	<b>24,617,054,642</b>	<b>1,230,852,732,100</b>	<b>100.00</b>
<b>Shares in Portfolio</b>	<b>50,382,945,358</b>	<b>2,519,147,267,900</b>	

### **Board of Commissioners and Board of Directors**

Based on the Deed of Statement of Resolutions of the Annual General Meeting of Shareholders of PT Bukit Uluwatu Villa Tbk No. 63 dated 28 June 2023, drawn up before Ashoya Ratam, S.H., M.Kn., Notary in South Jakarta Administrative City, which has been notified to the MOL as stated in the Receipt of Notification of Amendment to Company Data No. AHU-AH.01.09-0135944 dated 7 July 2023, and has been registered in the Company Register at the Ministry of Law under No. AHU-0127814.AH.01.11.TAHUN 2023 dated 7 July 2023 *juncto* the Deed of Statement of Resolutions of the Annual General Meeting of Shareholders of PT Bukit Uluwatu Villa Tbk No. 41 dated 17 July 2025, drawn up before Ashoya Ratam, S.H., M.Kn., Notary in South Jakarta Administrative City, which has been notified to the MOL as stated in the Receipt of Notification of Amendment to Company Data No. AHU-AH.01.09-0313938 dated 21 July 2025, and has been registered in the Company Register at the Ministry of Law under No. AHU-0164610.AH.01.11.TAHUN 2025 dated 21 July 2025, the composition of the Board of Commissioners and Directors of the Company is as follows:

#### **Board of Commissioners**

President Commissioner : Astini Bernawati Oudang  
 Commissioner : Diah Pikatan Orissa Putri Haprani  
 Independent Commissioner : Seong Hoon Park

#### **Board of Directors**

President Director : Satrio  
 Director : Hendry Utomo  
 Director : Cindy Budijono

The term of office of all members of the Board of Directors and the Board of Commissioners shall be until the closing of the Annual General Meeting of Shareholders to be held in 2028, without prejudice to

the right of the General Meeting of Shareholders to dismiss them at any time in accordance with the applicable laws and regulations.

## II. INFORMATION REGARDING THE PROPOSED RIGHTS ISSUE II

### A. Maximum Amount of the Proposed Issuance of Shares in the Rights Issue II

The Company plans to conduct a Rights Issue II of up to 50,000,000.000 (fifty billion) new shares or up to 203.11% (two hundred and three point one one percent) of the total issued and fully paid-up shares by the Company as of the date of this Changes and/or Additional Disclosure Information is published, which will be issued from the Company's portfolio shares with a nominal value of IDR 50 (fifty Rupiah) per share.

The following sets out the pro forma of the Company's capital structure and shareholding composition, assuming that the Company issues 50,000,000,000 (fifty billion) new shares and that all of the Company's shareholders exercise their rights to purchase the new shares in the implementation of the Rights Issue II:

Information	Before the Implementation of Rights Issue II			Before the Implementation of Rights Issue II		
	Total Shares	Nominal Value (IDR)	%	Total Shares	Nominal Value (IDR)	%
Authorized Capital	75,000,000,000	3,750,000,000,000		75,000,000,000	3,750,000,000,000	
Shareholders Name						
1. PT Nusantara Utama Investama	15,173,281,772	758,664,088,600	61.64	45,991,919,486	2,299,595,974,305	61.64
2. Hapsoro	60,845,049	3,042,252,450	0.25	184,428,170	9,221,408,515	0.25
3. Public (ownership under 5%)	9,382,927,821	469,146,391,050	38.11	28,440,706,986	1,422,035,349,280	38.11
Issued and Paid-Up Shares	24,617,054,642	1,230,852,732,100	100.00	74,617,054,642	3,730,852,732,100	100.00
Shares in Portfolio	50,382,945,358	2,519,147,267,900		382,945,358	19,147,267,900	

The form of capital contribution derived from the implementation of the Rights Issue II is in cash.

### B. Indicative Period of the Rights Issue II

The company will conduct the Rights Issue II after obtaining approval from the EGMS and in compliance with the applicable laws and regulations in Indonesia. In accordance with the provisions of Article 8 paragraph (3) of POJK No. 32/2015, the period between the date of approval by the EGMS in relation to the Rights Issue II and the effectiveness of the registration statement shall not exceed 12 (twelve) months.

### C. Analysis of the Impact of the Rights Issue II on the Company's Financial Condition and Shareholders

The Rights Issue II is carried out by the Company to strengthen its capital structure, providing additional funds to support the Company's performance. If the Company's shareholders do not exercise their pre-emptive rights in the Capital Increase, their shareholding in the Company will be diluted by a maximum percentage of 67.01% (sixty seven point zero one percent) of their total share ownership in the Company.

The implementation of the Rights Issue II is expected to have a positive impact on the Company's financial statement items. These impacts include an increase in the value of share capital within the equity section, as well as an increase in cash and cash equivalents under current assets. From a financial ratio perspective, the Rights Issue II is also projected to result in a significant improvement in asset growth ratios and equity growth ratios. In addition, the Company's current ratio and debt-to-asset ratio are expected to show better performance in line with the implementation of this corporate action.

Information regarding the impact that may be incurred on the Company's financial statements as a result of the implementation of the Rights Issue II, including its impact on key financial ratios and the Company's financial projections, will be disclosed in the prospectus issued in connection with the Rights Issue, which will be made available to the eligible shareholders in due course, in accordance with the prevailing laws and regulations.

#### **D. Estimated Plan for Use of Proceeds**

All proceeds from the Rights Issue II (after deducting issuance costs) will be used by the Company for capital expenditure purposes, including land acquisition, assets and business expansion, for the company's acquisition that has strategic value for the Company's business expansion and to realize the Company's inorganic growth and/or the repayment of obligations of the Company and/or its subsidiaries.

If part or all of the proceeds from the Rights Issue II are used for transactions that constitutes material transactions, affiliated transactions, and/or transactions involving conflicts of interest under the applicable capital market regulations in Indonesia, the Company will comply with the relevant prevailing laws and regulations.

Final information regarding the use of proceeds will be disclosed in the prospectus issued for the Rights Issue II, which will be made available to eligible shareholders in due course, in accordance with applicable laws and regulations.

### **III. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

#### **A. The Implementation of EGMS**

To comply with the applicable laws and regulations, in implementing the proposed Rights Issue II, the Company will seek approval from its shareholders at the EGMS, which will be held on 26 February 2026.

#### **B. Key dates related to the EGMS:**

1.	Notification of EGMS agenda to OJK	24 December 2025
2.	Announcement of plan to hold EGMS	20 January 2026
3.	Announcement of Disclosure of Information regarding the proposed Rights Issue II	20 January 2026
4.	List of shareholders eligible to vote in the EGMS (recording date)	3 February 2026
5.	EGMS invitation	4 February 2026
6.	Changes and/or Additional Disclosure of Information regarding the proposed Rights Issue II	24 February 2026
7.	EGMS	26 February 2026
8.	Announcement of summary of minutes of EGMS	2 March 2026
9.	Submission of EGMS minutes to OJK and IDX	28 March 2026

#### **C. EGMS agendas in relation to the Rights Issue II**

Approval of the plan for the issuance of new shares through the implementation of the Rights Issue II to the Company's shareholders, which will be carried out pursuant to OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Publicly Listed Company By Providing Pre-Emptive Rights, including approval of the amendment to Article 4 paragraph (2) of the Company's articles of association regarding issued and paid-up capital in connection with the realization of the capital increase through the granting of the Rights Issue II to the Company's shareholders.

#### **D. Quorum of EGMS**

Based on Article 11 paragraph (1) of the Company's articles of association, the discussion on the above agenda in the EGMS may proceed if attended by shareholders or their proxies representing more than 1/2 (one-half) of the total shares with voting rights. The resolutions passed by the EGMS shall be valid if approved by more than 1/2 (one-half) of the total shares with voting rights present at the EGMS.

If the quorum is not met, a second EGMS will be convened. The second EGMS shall be valid and entitled to pass binding resolutions if attended by shareholders or their proxies representing at least 1/3 (one-third) of the total shares with voting rights. The resolutions passed by the second EGMS shall be valid if approved by more than 1/2 (one-half) of the total votes cast.

If the quorum for the second EGMS is not met, a third EGMS may be held, provided that the third EGMS shall be valid and entitled to make decisions if attended by shareholders with voting rights in accordance with the quorum for attendance and decision-making as determined by the OJK upon the Company's request.

### **IV. ADDITIONAL INFORMATION**

For further information regarding Rights Issue II, the Company's shareholders may contact the Corporate Secretary of the Company during the Company's business days and hours at the following address:

**Corporate Secretary**  
**PT Bukit Uluwatu Villa Tbk**  
Graha Iskandarsyah 10<sup>th</sup> Floor  
Jl. Iskandarsyah Raya No. 66C  
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Website: [www.buvagroup.com](http://www.buvagroup.com)  
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