

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.

PT CENTRAL PROTEINA PRIMA TBK. (“CPRO”)

NOTICE TO HOLDERS OF

**Guaranteed Senior Secured Notes due 2021
issued by Blue Ocean Resources Pte. Ltd. (“BOR”) and guaranteed by CPRO
(the “Senior Notes”)**

144A ISIN: XS1826337476; Reg D ISIN: XS1826337559; Reg S ISIN: XS1826337393

**Zero Coupon Secured Mandatorily Exchangeable Bonds due 2022
exchangeable for series B ordinary shares of CPRO
(the “MEBs”)**

144A ISIN: X1833304113; Reg D ISIN: XS1833304204; Reg S ISIN: XS1833303735

6 April 2021

CPRO and BOR have agreed non-binding terms with holders of more than 37.48% in principal amount of the Senior Notes and more than 34.91% in principal amount of the MEBs (the “**Noteholder Group**”) regarding a potential: (i) restructuring of the Senior Notes; (ii) tender offer in respect of the MEBs; and (iii) financing in connection with the same, one tranche of which to be underwritten by the Noteholder Group and another tranche to be provided by a subordinated investor (the “**Transaction**”).

The in-principle agreement of the Transaction terms is subject to final documentation, regulatory and shareholder approval and implementation via a scheme of arrangement in Singapore. A scheme of arrangement is a statutory procedure supervised by the Singapore courts under the Singapore Insolvency, Restructuring and Dissolution Act; it is not a formal insolvency procedure.

The material terms of the Transaction are summarised below. In addition, a presentation prepared by CPRO containing general background information about its activities is being released concurrently with this announcement. CPRO continues to engage in discussions with the Noteholder Group, with the intention of launching a restructuring support agreement for holders of the Senior Notes to undertake to support the proposed transaction and the implementation of the proposed restructuring via a scheme of arrangement in Singapore and a MEB Tender Offer. Further announcements in relation to the progress and implementation of the proposed restructuring will be made in due course.

The Transaction contemplates:

- A voluntary tender offer for the MEBs at a price of US\$21.53 per MEB (the “**MEB Tender Offer**”). The Noteholder Group has agreed to support the Transaction including participation in the MEB Tender Offer on the terms and subject to the conditions to be agreed in the restructuring support agreement.
- Holders of the Senior Notes having the option to either:
 - exchange their Senior Notes (the “**Senior Notes Exchange**”) for senior secured guaranteed commitments under a term loan facilities agreement (the “**Tranche A Facility**”) at a discounted rate to par of:

- US\$0.35 for every US\$1.00 in principal amount of Senior Notes exchanged if holders of more than or equal to 75% of the principal amount of Senior Notes participate in the exchange;
 - US\$0.37 for every US\$1.00 in principal amount of Senior Notes exchanged if holders of less than 75% but more than or equal to 50% of the principal amount of Senior Notes participate in the exchange; and
 - US\$0.40 for every US\$1.00 in principal amount of Senior Notes exchanged if holders of less than 50% of the principal amount of Senior Notes participate in the exchange; or
- tender their Senior Notes (the “**Senior Notes Tender**”) for cash at a discount to par at a rate of US\$0.20 for every US\$1.00 in principal amount of Senior Notes tendered.

The foregoing exchange and tender offer rates are exclusive of any entitlements to Consent Fees (as defined below) that a holder may be entitled to.

- Regardless of the option selected by a holder, there will also be an unconditional repayment of US\$0.035 for every US\$1.00 in principal amount of Senior Notes, at the consummation of the Transaction.
- In addition, BOR has engaged a financial advisor to assess whether the offer price for the Senior Notes Tender is equivalent or better than recoveries to holders of the Senior Notes in a liquidation of the Group (being the most likely alternative if the Senior Notes are not restructured).
- Payment of consent fees (the “**Consent Fees**”) to those holders of the Senior Notes who, among other things, are supportive of the proposed restructuring and vote in favour of the scheme of arrangement in respect of the Senior Notes. Specifically, those holders who accede to the restructuring support agreement by the date falling one business day before the scheme meeting will be entitled to fees equal to 0.5% of the principal amount of its Senior Notes which it votes in favour of the scheme. Additionally, those holders who accede to the restructuring support agreement within two weeks from its launch will be eligible to receive an additional early bird fee equivalent to 1.0% of the principal amount of its Senior Notes which it votes in favour of the scheme. The Consent Fees are expected to be up to US\$2.44 million in total.
- The Tranche A Facility will:
 - benefit from substantially the same security and guarantees as the Senior Notes and will be senior in right of payment to a US\$25 million unsecured subordinated facility (the “**Tranche B Facility**”) to be funded by a subordinated investor;
 - from 31 December 2020 to 31 March 2022, accrue:
 - cash interest at 8% per annum, which will be payable quarterly;
 - PIK interest (which will be capitalised on a quarterly basis) at a base rate (ranging from 10% per annum to 14% per annum, depending on the level of participation in the Senior Notes Exchange) less the above cash interest rate;
 - from 1 April 2022 to maturity, accrue cash interest at a base rate (ranging from 10% per annum to 14% per annum, depending on the level of participation in the Senior Notes Exchange), which will be payable quarterly; and
 - amortize at the rate of 2.5% on 30 June and 31 December of each year starting in 2022, with the balance due on maturity on 31 December 2025.
- The principal amount of the Tranche A Facility will be an amount equal to the sum of:
 - the product of the principal amount of Senior Notes exchanged in the Senior Notes Exchange and the applicable exchange price (the “**Rolled Commitments**”); *plus*
 - 8% of the Tranche A Facility (for the purpose of prefunding one year of cash interest on the Tranche A Facility); *plus*
 - the amount required to settle the Senior Notes Tender; *plus*
 - the Participation Fees and the Backstop Fees (as defined below); *plus*
 - the Consent Fees; *plus*
 - the amount required to unconditionally repay US\$0.035 for every US\$1.00 in principal amount of Senior Notes; *plus*

- the amount required to settle the MEB Tender Offer; *plus*
- US\$5.5 million (for the purpose of settling contingency expenses and professional fees and expenses); *minus*
- US\$25 million (being the principal amount of the Tranche B Facility).
- The Noteholder Group will underwrite the Tranche A Facility in an amount equal to the principal amount of the Tranche A Facility less the Rolled Commitments. In consideration for underwriting these amounts, the Noteholder Group shall receive a fee equal to 3% of the original principal amount of the Tranche A Facility (the “**Backstop Fees**”).
- Lenders of the Tranche A Facility shall also be entitled to their *pro rata* share of:
 - participations fees in an aggregate amount equal to 2% of the original principal amount of the Tranche A Facility (“**Participation Fees**”); and
 - 45% of the MEBs which are tendered in the MEB Tender Offer.

For further information, please contact:

bond.inquiries@blue-ocean.com.sg

There can be no assurance that any discussions with creditors of CPRO will lead to a proposal acceptable to creditors generally or that discussions with the creditors or any potential investor can be progressed to any positive conclusion. Accordingly, CPRO offers no assurance that the Senior Notes will be successfully restructured. Shareholders of CPRO, holders of the Senior Notes and MEBs and potential investors in the securities of CPRO are advised to exercise extreme caution when dealing in the securities of CPRO.