

The Legality of Alfamart's Acquisition of Lawson: Diving Into the Process Without a GMS

Darminto Hartono, Anisyah Rani

darmintohart@gmail.com, anisyahr07@gmail.com

Faculty of Law, Diponegoro University

Article Info

Received: 2024-12-20

Revised: 2025-03-10

Accepted: 2025-03-30

Keywords:

Company, Corporate
Action, Acquisition, GMS

Abstract

Acquisition is a form of corporate action that has a significant impact on the control structure in a company and generally requires the approval of the General Meeting of Shareholders (GMS) as stipulated in Law Number 40 of 2007 concerning Limited Liability Companies (UUPT). However, in practice, not all acquisitions follow this normative flow. This study discusses the legality of the acquisition process carried out by Alfamart against Lawson without going through the GMS mechanism. Using a juridical-normative approach, this article analyzes the provisions of the UUPT and derivative regulations from the Financial Services Authority (OJK), especially POJK Number 17/POJK.04/2020 and POJK Number 42/POJK.04/2020. The results of the study show that even though it did not go through the GMS, the acquisition was still legally valid because it met the exception requirements, namely the transaction value is below 50% of the total equity and the affiliate relationship does not cause a conflict of interest. Thus, Alfamart's actions have been in accordance with the applicable positive legal provisions and reflect the flexibility of the law in modern corporate practice.

1. Introduction

The Company in carrying out all forms of activities that have an impact on shareholders must be carried out with a high commitment so that in its sustainability it can provide investors with an overview of their rights and obligations when investing in shares in a company. The form of activities that will be carried out will be a reflection of the quality of the company's management, which in this case consists of commissioners and directors, in running their business. Similarly, investors will later get an idea of where the

company will be taken and will also have a significant impact on every rational consideration that will be conveyed by the inventor for the investment he spends.

As a party that carries out the considerations issued by investors, especially in strategic matters, every decision issued by the company's management must be approved by the shareholders in the General Meeting of Shareholders (GMS) forum (Basari Saleh, Fakhruddin, 2005) GMS is an organ of the company that is representative in terms of meeting the interests of all shareholders. Furthermore, the definition of this GMS has been stated in Article 1 paragraph 3 of Law Number 40 of 2007 concerning Limited Liability Companies (UUPT), which emphasizes that it is natural for the GMS to have something that is not owned by the Board of Directors and the Board of Commissioners, which in this case is related to representing the interests of shareholders.

The form of activity that must be requested for a decision from the GMS as mentioned in the previous paragraph is if the company wants to carry out a corporate action or usually referred to as a corporate action (Saputra, Ukkas, Basuki, 2024). One of the things that is closely related to corporate action itself is the acquisition of a company. According to a lecturer in Management at the Faculty of Economics and Business, Airlangga University, I Made Sudana stated that the acquisition is a merger of two acquired companies so that the management control of the acquired company moves to the acquiring company, while the two companies each continue to operate as an independent legal entity.³ Acquisition activities that are considered as a legal act, are activities that have important implications for the entire company structure and in carrying out these actions the approval of the GMS is required. Furthermore, in Article 89 of the Constitution, it is then determined that acquisitions that require the approval of the GMS must be fulfilling the principle of minimum quorum and the principle of minimum voting to then be able to issue a decision that is considered a corporate action.

However, the reality that is happening today is not always in accordance with the provisions that apply in the Laws and Regulations a quo. One form of inconsistency with the applicable provisions occurred in the acquisition event between Alfamart and Lawson which was previously owned by Alfamidi. In April 2025, PT Sumber Alfaria Trijaya Tbk, which is the company under the auspices of Alfamart through the Information Disclosure document to shareholders and the Indonesia Stock Exchange (IDX), announced that it would acquire all shares owned by PT Lancar Wiguna Sejahtera, which is the manager of the Lawson outlet network. The total value of transactions issued for the acquisition activity reached around IDR 200.45 billion. However, the

problem in this activity is that the acquisition process was not approved by the GMS (Prolegal, 2025). corporate action that requires the approval of the GMS as stipulated in Article 89 of the a quo regulation.

Based on the background that has been described earlier, several problems can be formulated, namely What was the acquisition process carried out by Alfamart of Lawson and What is the legality of Alfamart's acquisition of Lawson without the approval of the GMS?

2. Research Method

In writing this law, the research method used is the juridical-normative approach method. Approach This is based on the legal norms contained in laws and regulations and other applicable legal provisions (Soekanto, Mamudji, 2013) The purpose of this approach is to examine legal problems based on normative rules, so that the analysis is always referred to binding legal principles. However, the juridical-normative approach in this writing is not only limited to legal texts, but It is also combined with observation of conditions or phenomena that occur in community practice. This means that in addition to examining the applicable regulations, the author also considers developing empirical reality, in order to gain a better understanding Comprehensive legal issues discussed.

Furthermore, because the approach used is normative, the main data source in this study was obtained through literature studies. The research was conducted by examining secondary legal materials such as books, journals, laws and regulations, official documents, and various other relevant legal literature. Through this literature study, the author explores legal principles, basic principles in the legal system, and legal theories that can support analysis in the discussion. Thus, the juridical-normative approach in this study is the main foundation in compiling legal arguments systematically and based on a legal framework (Soekanto, Mamudji, 2013)

3. Results and Discussion

Alfamart's Acquisition Process of Lawson

Basically, an acquisition is a process of taking over from one company to another which has an impact on the overall transfer of control over the company (Febrina, 2014). Furthermore, in the Regulation of the Business Competition Supervisory Commission Number 3 of 2019, it defines more deeply the existence of an acquisition action carried out by a company, which causes the transfer of control of the company's assets. So in essence, in the acquisition process, the changes that arise are not in the status of the company but in the shareholders of the acquirer and the acquired company remain standing and carrying out all the company's activities independently.

Article 125 paragraph (1) of the a quo regulation also states that the takeover process or commonly referred to as an acquisition is divided into two, namely

through the company's directors and the takeover directly from shareholder (Tsabita, 2024). The existence of this process will have a significant impact on the running of the company's control.

a. through the Board of Directors

Article 125 paragraph (5) of the UUPT explains that the party who will make the acquisition for the first time must convey its purpose to the company's directors. The a quo regulation also regulates the steps in carrying out acquisitions through the board of directors, including:

1) Preparation of Acquisition Draft by the Board of Directors and Commissioners (Article 125 paragraph (6) of Law 40/2007) In each acquisition process, the board of directors together with the board of commissioners are required to prepare an acquisition draft document containing a comprehensive explanation of the transaction to be carried out. This document is the main foundation in the implementation of the acquisition and must reflect compliance with the principles of openness and protection of related parties.

2) Announcement of Summary of Acquisition Draft (Article 127 paragraph (2) of Law 40/2007) A summary of the proposed acquisition should be publicly announced through at least one daily newspaper and notified in writing to the workers no later than 30 days prior to the call of the GMS.

3) Creditors' Right to Submit Objections (Article 127 paragraph (4) of Law 40/2007) This provision gives creditors 14 days to submit objections to the acquisition plan after the announcement is made.

4) Resolution of the General Meeting of Shareholders (GMS) (Article 127 paragraph (1) of Law 40/2007)

5) Making of Acquisition Deed before a Notary (Article 128 paragraph (1) of Law 40/2007) To give legal force to the act of acquisition, this process must be outlined in a deed notarized. Number 40 of 2007 concerning Limited Liability Companies,

6) Notification to the Ministry of Law and Human Rights (Kemenkumham) (Article 131 paragraph (1) of Law 40/2007). After the acquisition is made, the company is obliged to deliver notification to the Ministry of Law and Human Rights to ensure that changes in the company's structure are officially recorded.

7) Announcement of the acquisition proceeds (Article 133 paragraph (2) of Law 40/2007). As a final stage, the results of the acquisition must be made public use create transparency and ensure the right to information for stakeholders.

b. Direct takeover from the Shareholders

Process The takeover directly from the shareholders has a much simpler process when compared to the takeover process carried out by the Board of Directors. The reason is that in this case the stages that must be carried out refer to all the provisions regarding acquisition as stipulated in the UUPT. As for the with the procedure for taking over shares directly from shareholders, namely:

1) Approval of the GMS and Transfer of Shares Rights (Article 126 paragraphs (6) and (7) of the Constitution) In every share acquisition process, it must first obtain approval from the General Meeting of Shareholders (GMS). This approval is an important step to ensure that the company's strategic decisions are taken based on the deliberation of the shareholders. In addition, the acquisition process must also comply with the provisions regarding the mechanism for transferring rights to shares as stated in the company's Articles of Association.

2) Obligation to Announce Acquisition Plan (Article 127 paragraph (8) of the Constitution) Before GMS Held, the company is required to announce in advance the acquisition plan through one or more newspaper media. In addition, a written announcement must also be submitted to all employees of the company. This announcement must be made no later than 30 day before the convening of the GMS, as a form of transparency and respect for the rights of stakeholders, including workers, to know and prepare responses to changes that will occur in the company environment.

3) Creditors' Right to Submit Objections (Article 127 paragraph (2), (3),(5), (6), and (7) of the Constitution) The company's creditors are given the legal right to express objections to the acquisition plan within a maximum period of 14 days after the announcement of the acquisition plan is made. If no objection is submitted within the deadline, then the creditor is considered to have given approval secretly. However, if there are creditors who file objections and until the day of the GMS the objection has not been resolved by the board of directors, then the problem must be brought and decided in the GMS forum. This provision is a protection for the rights of creditors so that they are not harmed by corporate actions that may affect the company's financial structure. As long as the objection has not been addressed, the acquisition process legally cannot be continued.

4) Language in the Notary Deed (Article 128 paragraph (2) of the Constitution) Every official document regarding the acquisition that is stated in the form of a notary deed must be in Indonesian. This aims to maintain legal clarity and ensure that all parties involved, including state authorities, can understand the content of the agreement or decision taken. This provision also affirms the supremacy of the national language in legally binding legal documents in Indonesia.

5) Announcement of Acquisition Results by the Board of Directors (Article 133 paragraph (2) of the Constitution) After the acquisition process is completed and approval or notification to the Minister of Law and Human Rights has been made, the company's board of directors is required to announce the results of the acquisition to the public through one or more daily newspapers. This announcement must it is carried out no later than 30 days from the date of notification or approval from the Minister. This provision aims to maintain information disclosure, so that shareholders, creditors, and the general public can find out about significant changes in the company's structure.

Based on the overall division of the acquisition implementation process, the

changes that will arise will not affect the status of the company itself, but on the shareholders of the acquirer and the acquired company will continue to stand and carry out all of the company's activities independently (Tsabita, 2024)

Leave from The acquisition process that has been described, when associated with the acquisition case carried out by Alfamart against Lawson's ownership, in fact Alfamart does not use one of these processes. Because Alfamart acquired Lawson by buying 1,484,855,160 shares directly from PT Midi Utama Indonesia Tbk (MIDI), which is the majority owner of Lawson in Indonesia. It is recorded that Alfamart through PT Sumber Alfaria Trijaya Tbk, bought 70% of the shares owned by PT Lancar Wiguna Sejahtera (LWS) from MIDI with a transaction value of IDR 200.45 billion. The thing that attracts attention from this acquisition process is that in fact the acquisition process carried out by Alfamart was not approved by the GMS. In fact, the takeover process in the provisions contained in the Constitution is required to go through the GMS approval process .

The Legality of Alfamart's Acquisition Process of Lawson Carried Out Without the Approval of the GMS

In the process of taking over or acquiring a company, there are legal stages that must be fulfilled in accordance with the provisions of the applicable laws and regulations in Indonesia. One of the important regulations that regulates this is the UUPT, especially in Article 125 paragraph (4). This article explicitly states that every act of merger, merger, takeover, and separation must first obtain approval from the GMS (Mahulette, 2018).

GMS if the transaction value exceeds 50% of the total equity of the company concerned. Thus, POJK 17/2020 provides clear quantitative limits regarding the urgency of holding a GMS on a transaction. In addition, the OJK also issued POJK Number 42/POJK.04/2020 concerning Affiliate Transactions and Transactions Containing Conflicts of Interest. This regulation states that if a transaction is carried out between affiliated entities whose share ownership reaches at least 99% and the transaction does not cause a conflict of interest, then the approval of the GMS is no longer a must. This is intended to provide efficiency in corporate activities, especially in a business group that already has a strong internal control structure.

If these provisions are associated with the case of the acquisition of Lawson by Alfamart, then legally, the actions taken by Alfamart in the process of acquiring Lawson can be considered valid and in accordance with applicable regulations. In terms of transaction value, acquisitions. only involves funds of around IDR 200 billion, which when compared to Alfamart's total equity, the value does not even reach 20%. This means that the value is far below the 50% threshold as stipulated in POJK 17/2020, so it does not require the approval of the GMS.

Furthermore, in terms of the relationship between the parties involved, namely Alfamart and Lawson are included in a business group that has a relationship with share ownership. In other words, their relationship can be categorized as a strong

affiliate. In addition, because this transaction does not cause a significant conflict of interest, the exemption as stipulated in POJK 42/2020 can be applied.

Thus, it can be concluded that although the acquisition process did not go through the GMS approval mechanism as stipulated in the UUPT, the steps taken by Alfamart in acquiring Lawson from MIDI were in accordance with and did not contradict the applicable positive legal provisions, especially those contained in POJK 17/2020 and POJK 42/2020. The existence of these two OJK regulations provide greater legal certainty and flexibility for companies in carrying out their corporate actions, as long as they remain within the regulatory corridor that has been set.

4. Conclusion

Based on the discussion that has been analyzed in more depth before, it can be concluded several things:

The acquisition process is basically a takeover of the control of the company without changing the legal status of the company, and can be done in two ways: by the board of directors or directly from the shareholders, both of which must be approved by the GMS and meet the provisions of transparency and creditor protection in accordance with the Law. However, in the case of Alfamart's acquisition of Lawson, the acquisition was carried out by purchasing shares directly from PT Midi Utama Indonesia Tbk without going through the GMS mechanism as required in the UUPT, thus raising questions about compliance with applicable legal procedures.

Although the Law requires the approval of the GMS in every acquisition action, because there are exceptions to the regulations issued by the OJK, the Alfamart acquisition case against Lawson is still valid because it complies with the provisions of POJK 17/2020 and POJK 42/2020. The transaction value is below 50% of the total equity and the existence of an affiliate relationship without a conflict of interest makes the acquisition not require the approval of the GMS. Thus, Alfamart's steps are considered to be in accordance with applicable regulations and reflect the application of legal flexibility in corporate practices.

References

- Febrina, R. "The Process of Company Acquisition Based on Law No. 40 of 2007 concerning Limited Liability Companies." *Journal of Law of Riau*, 4, no. 1 (2014): 164.
- Mahulette, E.R., . ". Juridical analysis of the merger, Merger, Takeover, and Separation of Companies Based on Law Number 40 of 2007 concerning Companies Limited." *Lex Privatum* 6, no. 7 (2018):
- Comparison of Corporate Takeover Laws According to Indonesian and United

- States Capital Market Law," n.d.
- Prolegal.id. "Alfamart Can Acquire Lawson Without GMS Approval? These are the reasons and the rules." <https://prolegal.id/alfamart-could-acquire-lawson-without-approval-gms-this-reason-and-rules/>, 2025.
- Saleh, Basari, and Fakhruddin M. , Corporate Action: Strategies to Increase Stock Value Through Corporate Action,. 1st ed. Salemba Empat Publisher, 2005.
- Saputra, I., J. Ukkas, and U., Basuki. "Legal Consequences of the General Meeting of Shareholders (GMS) on the Board of Directors." *Halu Oleo Law Review* 8, no. 1 (2024): 124.
- Smartlegal.id. "Alfamart Acquires Lawson Without GMS, Sigh. Can?. ." <https://smartlegal.id/badan-usaha/aksi-corporation/2025/05/19/alfamart-acquisition-lawson-without-agms-emang-bisa-sl-gt/> [Accessed 26 May 2025]., 2025.
- Soerjono Soekanto, and Sri Mamudji. Normative Law Research. Jakarta: PT. Raja Grafindo Persada, 2013.
- Sudan, I did. Corporate Financial Management. 2nd ed. Jakarta: Erlangga Publishers, 2015.
- Tsabitha, A., A., Rahmadhani, K.R. Pebrianti, and S.A., Zakaria. "The impact of the acquisition on the company's profitability according to Law Number 40 of 2007 concerning Limited Liability Companies." *Media Hukum Indonesia (MHI)* 2, no. 4 (2024):