



**MATERIAL OF
THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS AND THE
EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS**

1st Agenda

Approval of the Annual Report including the annual report of the Board of Directors, supervisory report of the Board of Commissioners, and ratification of the 2014 financial statements.

Explanation:

In accordance with the provisions of Article 66 paragraph (1) of Law Number No. 40 Year 2007 on Limited Liability Companies ("Limited Liability Company Law-2007"), the Board of Directors has prepared Annual Report for the 2014 financial year, which contains, among others, supervisory report of the Board of Commissioners during the 2014 financial year as well as the Financial Statements for the financial year ended on December 31, 2014. Pursuant to Article 69 paragraph (1) of the Limited Liability Company Law-2007, approval of annual report, including ratification of financial statements and supervisory report of the Board of Commissioners is conducted by the General Meeting of Shareholders. The 2014 Annual Report is available from the date of the Invitation to the date of the Meeting at the Company's Head Office and website.

2nd Agenda

Determination of the use of the Company's net profit of the 2014 financial year.

Explanation:

In accordance with the provisions of Article 22 paragraph 1 of the Company's Article of Association, the use of net profit of the 2014 financial year will be proposed to be decided by the General Meeting of Shareholders.

3rd Agenda

To grant authority to the Board of Directors of the Company to appoint Public Accountant of the Company for the financial year 2015, with the consent of the Board of Commissioners, including but not limited to determine the honorarium for the Public Accountant.

Explanation:

In accordance with the provisions of Article 68 of the Limited Liability Company Law-2007, the Company will propose to the Meeting to grant authority to the Board of Directors to appoint a Public Accountant of the Company for the 2015 financial year, with the consent of the Board of Commissioners, including but not limited to determine the honorarium of the Public Accountant.

4th Agenda

To grant authority to the meeting of the Board of Commissioners to determine salaries and allowances of the members of the Board of Commissioners of the Company, and authorities to the Board of Commissioners to determine salaries, allowances, duties and authorities of the Board of Directors.

Explanation:

In accordance with the provisions of Article 18 Paragraph 12 of the Company's Articles of Association in conjunction with Article 96 and Article 113 of the Limited Liability Company Law-2007, the Company will propose to the Meeting to authorize the Board of Commissioners to determine the salary and allowances for members of the Board of Commissioners of the Company, and authorize the Board of Commissioners to determine the salary, allowances, duties and authority of the Board of Directors.

5th Agenda

Changes in the Board of Commissioners of the Company

Explanation:

Changes in the Members of the Board of Commissioners are due to the resignation of Mr. Sofyan A. Djalil as President Commissioner/Independent Commissioner of the Company in connection with his appointment as the Coordinating Minister for Economic Affairs of the Republic of Indonesia, and the appointment of Mr. Rizal B Prasetijo as Commissioner/Independent Commissioner of the Company *).

In accordance with the provisions of Article 15 paragraph (7) of the Indonesia Financial Services Authority Regulation number 32/POJK.04/2014 regarding the Plan and Implementation of General Meeting of Shareholders of Public Company ("POJK-32"), profile of candidate President Commissioner/Independent Commissioner is as follows:

5th Agenda(Con't)

Profile of Candidate President Commissioner (Independent)*)

Rizal Bambang Prasetijo, Indonesian citizen, born in Jakarta in 1966. Earned a Bachelor Degree in Economics from the University of Indonesia in 1989.

Started his career at PT J.P. Morgan Securities Indonesia as Indonesia Equity Analyst (1989-1995), Indonesia Equity Strategist of PT J.P. Morgan Securities Indonesia (1996-1999), Thailand/Indonesia/Philippines Equity Strategist of PT J.P. Morgan Securities Indonesia (1999-2001), Head of Research & Indonesia Equity Strategist of PT J.P. Morgan Securities (2001-2008), President Director of J.P. Morgan Securities (2008-2013), and serves as Member of the Board of Commissioners of the Indonesian Deposit Insurance Corporation (*Lembaga Penjamin Simpanan* – LPS) (2013-2014).

He holds Investment Manager Representative License and Underwriter Representative License.

*) *Subject to Approval from the OJK*



Approval to Amend the Company's Article of Association.

Explanation:

Amendments to the Company's Articles of Association are to be conducted in order to adapt to the provisions of OJK Regulation-32 and the Indonesia Financial Services Authority Regulation No. 33 / POJK.04 / 2014 regarding the Board of Directors and Board of Commissioners of Public Company. The amendments are as follows:

- Article 4 Capital
- Article 8 Collective Custody
- Article 9 Register of Shareholders and Special Register
- Article 10 Transfer of Ownership of Shares
- Article 12 Place, Announcement , Invitation and Time of a General Meeting of Shareholders
- Article 13 Chairperson and Minutes of General Meeting of Shareholders
- Article 14 Quorum, Voting Rights and Resolution of a General Meeting of Shareholders
- Article 15 the Board of Directors
- Article 16 Duties and Authority of the Board of Directors
- Article 17 Meeting of the Board of Directors
- Article 18 the Board of Commissioners
- Article 19 Duties and Authority of the Board of Commissioners
- Article 20 Board of Commissioners Meeting

Thank You

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