

# DISCLOSURE OF INFORMATION

In order to Comply with Regulation No. IX.B.2 Attachment to the Decree of the Chairman of Bapepam and LK No. Kep-105/BL/2010 concerning Plan of Transfer of Treasury Stock through MANAGEMENT AND EMPLOYEE STOCK OPTION PLAN PROGRAM

The Board of Commissioners and the Board of Directors of the Company are fully responsible for the accuracy of all information or material facts contained in this Disclosure of Information, and ensure that there is no important and relevant information that is not presented and can make the material information in this Disclosure of Information incorrect and/or misleading.



**PT TRIMEGAH SEKURITAS INDONESIA TBK**  
("Company")

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Jakarta 12190, Indonesia

This Disclosure of Information is Presented in Plan of Transfer of Treasury Stock through Management and Employee Stock Option Plan (MESOP) Program

This Disclosure of Information is published in Jakarta on August 16, 2017.

## INFORMATION OF THE TREASURY STOCK

The Company has conducted buyback of the Company's shares issued and listed at the Indonesia Stock Exchange. The share buyback was conducted with reference to OJK Regulation No. 2/POJK.04/2013 concerning Repurchase of Shares Issued by Issuers or Public Companies in a Market Condition that Fluctuates Significantly, in the period of January 27, 2014 to April 26, 2014, and the period of May 7, 2014 to August 6, 2014.

- The total shares repurchased are 3.71% of the issued and fully paid up capital, or 264,000,000 (two hundred and sixty four million) shares.
- The total fund used for the share buyback and transaction cost amounted to Rp18,662,102,000.00 (eighteen billion six hundred and sixty two million one hundred and two thousand Rupiah). Therefore the average price of Shares Repurchased amounts to Rp70.69 (seventy Rupiah sixty nine cents) per share.

Furthermore, with regards to the provision in Point 4 letter d of Bapepam and LK Regulation No. XI.B.2 that stipulates that "*In the event that there are still repurchased shares held by the Company for 3 (three) years after the completion of the share buyback, the Company shall begin to transfer the repurchased shares within a period maximum of 2 (two) years.*"

Further, in Point 4 letter e of Bapepam and LK Regulation No. XI.B.2 it is stipulated that "*In the event that the obligation of shares transfer as referred to letter d cannot be performed or has not been resolved by the Company, within a period of one year after the expiration of the period as referred to in letter d, the Company must have already finished the transfer of the mentioned shares.*"

Point 4 letter a number (3) of Bapepam and LK Regulation No. XI.B.2 states that the repurchased shares may be transferred/used for Employee Stock Option Plan or Employee Stock Purchase Plan.

The Company decides to change the incentive share distribution with Management and Employee Stock Ownership Program on the shares repurchased totaling 264,000,000 (two hundred and sixty four million) shares in the form of the Management and Employee Stock Option Plan (MESOP) Program, by distributing option right to take part of the repurchased shares in Semester II Year 2017 (Phase I), and Semester II Year 2018 (Phase II).

## **INFORMATION ON TRANSFER OF THE REPURCHASED SHARES THROUGH MESOP PROGRAM**

### ***Background and Purpose of the MESOP Program***

1. The MESOP Program is distribution of option rights to program participants to take part of the repurchased shares. The option rights will be distributed in minimum of 14 (fourteen) days after the date of this Disclosure of Information.
2. With the share ownership by Management and Employees of the Company, it is expected to achieve interest alignment between the Company's and employees' interests in accordance with the best practice.
3. Share ownership is a program to retain and provide long-term appreciation to MESOP Program Participant for their contribution to the Company's performance, besides to increase their loyalty to the Company.

### ***Description of the MESOP Program***

1. Number of Option Rights to Obtain the Treasury Stock/Shares Repurchased  
The number of shares to be allocated to the eligible Management and Employees of the Company are at the maximum of 264,000,000 (two hundred and sixty four million) repurchased shares that are currently held by the Company and recorded as Treasury Stocks.
2. Participants of the Program  
The eligibility criteria for the MESOP Program participants are as follows:
  - a. Members of the Board of Directors of the Company;
  - b. Employees of the Company determined by the Management.The participation requirements are determined by the Board of Directors with the approval of the Board of Commissioners according to the prevailing regulations.
3. Allocation of the Option Rights
  - a. The Company will distribute the Option Right in minimum of 14 (fourteen) days after the date of this Disclosure of Information.
  - b. The allocation to the eligible MESOP Program Participants will be determined by considering to the term of employment, position, and salary amount, which will be formulated by the Board of Directors of the Company after obtaining inputs from the Nomination and Remuneration Committee and approved by the Board of Commissioners of the Company.
4. Exercise Price of the Option Rights  
The Company determines the exercise price of the Option Rights to take part of the treasury stock of Rp80.00 (eighty rupiah).

5. Exercise Period of the Option Rights  
The Exercise Period is November 1, 2018 to November 30, 2018. After that period, all unused Option Rights will be void and cannot be used to take part of any portion of the treasury stock.
6. Supervision  
The MESOP Program will be carried out by the Board of Directors and will be reported in the nearest General Meeting of Shareholders.

### **IMPACT OF PLAN OF TRANSFER OF THE TREASURY STOCK THROUGH MESOP PROGRAM**

The Company will make provision of the cost in accordance with Indonesian Statement of Financial Accounting Standard (PSAK) 53 regarding share-based payment until all Option Rights have been used to take part of the treasury stock.

### **ADDITIONAL INFORMATION**

Shareholders who need further information may contact the Company during working hours at the following address:

Corporate Secretary  
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