

## **Domiciled in South Jakarta**

# SUMMARY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("AGMS") AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")

The Board of Directors of PT Trimegah Securities Tbk (hereinafter referred to as the "Company") hereby announces to the Shareholders of the Company that the Company has held:

#### I. AGMS:

A. On:

Day, date : Wednesday, May 27, 2015

Time : 10:12 AM West Indonesia Time – end Venue : Crown Plaza Hotel, 3<sup>rd</sup> Floor, Ruang Tiara 1

Jl. Jend Gatot Subroto Kav. 2-3

Jakarta 12930

#### With the following agenda:

- 1. 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.
- 2. Determination of the use of the Company's net profit of the 2014 financial year.
- 3. To grant authority to the Board of Directors of the Company to appoint 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 for the Public Accountant.
- 4. 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.
- 5. Changes in the composition of Board of Commissioners of the Company.
- B. The Board of Directors and the Board of Commissioners who attended the AGMS were:

The Board of Directors:

- 1. Stephanus Turangan President Director.
- 2. Syafriandi Armand Saleh Director.
- 3. David Agus Director/Independent Director.

The Board of Commissioners:

- 1. Sunata Tjiterosampurno Commissioner.
- 2. Avi Dwipayana Commissioner.
- 3. Edy Sugito Commissioner/Independent Commissioner.

- C. The AGMS was attended by 5,910,518,090 shares with valid voting rights equivalent to 86.34% of the total shares issued by the Company.
- D. In AGMS all Shareholders/their Proxies were given opportunity to raise questions and/or opinions related to each Meeting Agenda.

The number of shareholders who asked questions and/or conveyed opinion:

First agenda of the AGMS : 1 (one) shareholder Fourth agenda of the AGMS : 1 (one) shareholder

Meanwhile, in other agenda, there were no shareholders who raised questions and/or opinion.

E. Decision-making mechanism in the AGMS is as follows:

The AGMS Resolution is reached through consensus. In case If the AGMS fails to reach consensus, the resolution is reached through a voting.

The AGMS Resolution:

The entire agenda of the AGMS was approved through consensus.

F. The AGMS Resolutions are as follows:

#### **Resolution of the First Agenda:**

- Received and approved the Company's Annual Report for the financial year ended on December 31, 2014 including the annual report of the Board of Directors, the supervisory report of the Board of Commissioners for the year 2014; and
- 2. Received, approved and ratified the Financial Statements of the Company for the financial year ended on December 31, 2014, audited by Public Accountant Purwantono, Suherman & Surja, according to the report Number: RPC-7082/PSS/2015 dated March 25, 2015 with a "Fair in All Material Respects" opinion, thus acquitting the members of the Board of Directors and the Board of Commissioners of the Company of responsibilities and liabilities (acquit et de charge) for the management and supervision implemented in 2014 financial year, as long as their actions were stated in the balance sheet and income statement for 2014 financial year.

# **Resolution of the Second Agenda:**

Approved the determination of the use of Company's net profit for the financial year ended on December 31, 2014 amounting to Rp27,062,093,772 (twenty-seven billion sixty two million ninety-three thousand seven hundred and seventy-two rupiah), and total comprehensive income for the year amounting to Rp27,062,093,772 (twenty-seven billion sixty-two million ninety-three thousand seven hundred and seventy-two rupiah), for:

- 1. Rp25,000,000 (twenty-five million rupiah) for "Reserves" as referred to Article 70 paragraph 1 Law Number 40 Year 2007.
- 2. The remaining will be used as retained earnings; therefore the Company did not distribute any dividends as the Company planned to strengthen the Company's capital structure.

#### Resolution of the Third Agenda:

Approved to grant authority to the Board of Directors with the consent of the Board of Commissioners to appoint Public Accountant registered in the Indonesia Financial Services Authority as the Company's Public Accountant to audit the Company's book for the financial year which will be ended on December 31, 2015, and to grant authority to the Board of Directors of the Company to determine the honorarium of the Public Accountant and other requirements for the appointment.

# **Resolution of the Fourth Agenda:**

- 1. Approved to grant authority to the Board of Commissioner's Meeting to determine the amount of salaries and other allowances for the members of the Board of Commissioners of the Company for year 2015 (two thousand and fifteen) with a total increase maximum of 10% (ten percent) of the total salaries and other allowances for the members of the Board of Commissioners for the financial year 2014, and give authority to the Board of Commissioner's Meeting for the allocation of salary and other allowances for each member of the Board of Commissioners.
- 2. Delegated authority to the Board of Commissioners to determine salaries, allowances, duties and authorities of the Board of Directors for year 2015 (two thousand and fifteen).
- 3. Delegated authority to the Board of Directors to determine bonus for the Board of Directors.

## Resolution of the Fifth Agenda:

Approved the resignation of Sofyan A. Djalil as President Commissioner /Independent Commissioner of the Company as of October 27, 2014.

Therefore, effective as of the closing of the Meeting, the composition of the Board of Commissioner is as follows:

The Board of Commissioner:

Commissioner : Sunata Tjiterosampurno

Commissioner : Avi Dwipayana Commissioner/Independent Commissioner : Edy Sugito and the composition of the Board of Directors is as follows:

The Board of Directors:

President Director : Stephanus Turangan Director : Syafriandi Armand Saleh

Director/Independent Director : David Agus

#### II. EGMS:

A. On:

Day, date : Wednesday, May 27, 2015

Time : 11:02 AM West Indonesia Time – end Venue : Crown Plaza Hotel, 3<sup>rd</sup> Floor, Ruang Tiara 1.

Jl. Jend Gatot Subroto Kav. 2-3

Jakarta 12930

With single agenda:

Approval to Amend the Company's Article of Association

B. The Board of Directors and the Board of Commissioners who attended the EGMS were:

The Board of Directors:

- 1. Stephanus Turangan President Director.
- 2. Syafriandi Armand Saleh Director.
- 3. David Agus Director/Independent Director.

The Board of Commissioners:

- 1. Sunata Tjiterosampurno Commissioner.
- 2. Avi Dwipayana Commissioner.
- 3. Edy Sugito Commissioner/Independent Commissioner.
- C. The EGMS was attended by 5.910.947.150 shares with valid voting rights equivalent to 86.35% of the total shares issued by the Company.

- D. In EGMS all Shareholders/their Proxies were given opportunity to raise questions and/or opinions related to the Meeting Agenda

  No shareholders raised questions and/or opinions on the EGMS agenda.
- E. Decision-making mechanism in the EGMS is as follows:
  The EGMS Resolution is reached through consensus. If the EGMS fails to reach consensus, the resolution is reached through a voting.
  The EGMS Resolution:

The agenda of the EGMS was approved through consensus.

F. The EGMS Resolution is as follows:

## **Resolution of the Agenda:**

- 1. Approved the amendment and restatement of the entire provisions of the Articles of Association of the Company to comply with the Indonesia Financial Services Authority Regulation No. 32/POJK.04/2014 and No. 33/POJK.04/2014 in accordance with the annex of the Meeting, i.e Article 3, Article 4 paragraph 3, Article 5, Article 8, Article 9, Article 10, Article 11, Article 12, Article 13, Article 14, Article 15, Article 16, Article 17, Article 18, Article 19, Article 20, Article 21, Article 22, Article 24, Article 28. However, Article 3 was adjusted to the provisions of Bapepam Regulation No. IX.J.1 and only required notification to the Ministry of Law and human Rights of the Republic of Indonesia.
- 2. Approved to grant authority to the Board of Directors of the Company with the rights of the substitution to restate the resolutions of the Meeting, including composing and restating the entire provisions of the Article of Association of the Company in the notarial deed, and to apply for notification of amendments of the Article of Association of the Company to the Ministry of Law and Human Rights of the Republic of Indonesia, and carry out any necessary actions related the amendments of the Article Association.

Jakarta, May 27, 2015 PT Trimegah Securities Tbk The Board of Directors