

**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS
RELATED TO MATERIAL TRANSACTION
PT TRIMEGAH SEKURITAS INDONESIA TBK**

This Disclosure of Information is announced to the Shareholders of Company in order to comply with Regulation of the Capital Market and Financial Institution Supervisory Agency (BAPEPAM-LK now Financial Service Authority or "OJK") Number IX.E.2, Attachment of Decree of the Chairman of the BAPEPAM-LK No. Kep-614/BL/2011 dated November 28, 2011, concerning Material Transactions and Changes in Main Business Activities ("**Regulation No. IX.E.2**"), related to the Issuance of Medium Term Notes (MTN) I PT Trimegah Sekuritas Indonesia Tbk Year 2018 ("**Transaction**").

If You have any difficulty in understanding the information hereunder or any doubt in making a decision, You should consult with securities broker, investment manager, legal counsel, public accountant, or other professional advisors.



**PT Trimegah Sekuritas Indonesia Tbk
("Trimegah" or "Company")**

Business Fields

Underwriter, Broker-dealer, Mutual Fund Selling Agent

Domiciled in Jakarta, Indonesia

Head Office

Gedung Artha Graha 18th & 19th Floor

Jl. Jenderal Sudirman Kav. 52-53

Jakarta 12190, Indonesia

Phone +62 21 2924 9088, Fax +62 21 2924 9150

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, INDIVIDUALLY OR JOINTLY, SHALL BE ENTIRELY RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF ALL MATERIAL INFORMATION OR FACTS RELATED TO THE TRANSACTION AS DISCLOSED IN THIS DISCLOSURE OF INFORMATION, AND AFFIRMS THAT AFTER COMPREHENSIVE RESEARCH AND AS FAR AS THEY KNOW AND BELIEVE, CONFIRM THAT THE MATERIAL INFORMATION RELATED TO THE TRANSACTION HEREUNDER IS TRUE, AND NO OTHER MATERIAL FACT RELATED TO THE TRANSACTION THAT HAS NOT BEEN DISCLOSED OR ELIMINATED THEREBY CAUSING THE INFORMATION PROVIDED HERewith TO BE UNTRUE AND MISLEADING.

This Disclosure of Information is published in Jakarta, April 25, 2018

I. INTRODUCTION

The information contained in this Disclosure of Information is announced to the Company's shareholders in connection with the issuance of Medium Term Notes (MTN) I Trimegah Year 2018 in the amount of Rp250,000,000,000 (two hundred and fifty billion Rupiah) based on Deed of Issuance and Appointment of Monitoring Agent Agreement of Medium Term Notes (MTN) I PT Trimegah Sekuritas Indonesia Year 2018 No. 70 dated April, 23 2018 drawn up before Ir. Nanette Cahyanie Handari Adi Warsito, S.H., Notary in Jakarta ("**MTN Issuance Agreement**").

Based on the Financial Statement as of December 31, 2017 audited by Public Accounting Firm Purwantono, Sungkoro & Surja, the Company's equity is Rp696,679,565,000 (six hundred ninety six billion six hundred seventy nine million five hundred and sixty five thousand Rupiah) therefore the value of the issuance of MTN I Trimegah Year 2018 reflects 35.88% of the equity. Thus, the Transaction is a material transaction based on Regulation No. IX.E.2.

II. INFORMATION ABOUT THE TRANSACTION

A. Reason and Background

The reason and background of the Company conducting the Transaction is to strengthen the Company's working capital by having long-term funding sources as the Company's risk mitigation to reduce the risk of maturity gap/mismatch. Stronger working capital structure can create a positive contribution to the Company's financial performance.

B. Description about the Transaction

The following is the description of MTN I Trimegah Sekuritas Indonesia Year 2018:

Issuer	:	PT Trimegah Sekuritas Indonesia Tbk
Instrument Name	:	Medium Term Note (MTN) I PT Trimegah Sekuritas Indonesia Tbk Tahun 2018
Total Size of Issuance	:	Rp250,000,000,000 (two hundred and fifty billion Rupiah)
Tenor	:	3 (three) years
Rating	:	idA (single A) from Pefindo
Coupon	:	10.25 % per annum
Usage of Fund	:	Working Capital
Collateral	:	Clean basis
Requirement of the Issuance	:	a) Article of Association of the Company; b) Consents required by the Issuer to conduct the MTN issuance in accordance with the Company's Article of Association; c) Evidence of approval or licensing which shall be owned by the Company; d) Financial statements of the Company which have been audited by a public accountant; e) Legal opinion from legal consultant; f) Other supporting documents required for the MTN issuance based on the MTN Issuance Agreement.

Good Fund Target : End of April 2018 (using the audited financial statements as of December 31, 2017)
Listing : Not listed on any securities exchanges
Custody and Payment Agent : PT Kustodian Sentral Efek Indonesia

C. Schedule of Transaction

Signing of the Agreement : April 23, 2018
MTN Payment from Investor : April 25, 2018 at the latest 12.00 Western Indonesian Time
Date of Distribution : April 25, 2018
Date of First Interest Payment : July 25, 2018
Maturity : April 25, 2021

D. Transaction Benefit

With the issuance of MTN I Trimegah 2018, Trimegah will get benefit the form of:

1. Lower maturity gap/mismatch risk between the Company's funding sources and the financing business provided by the Company to clients;
2. Lower liquidity risk in the event of volatility in Indonesia's financial markets; and
3. Higher operational certainty and continuity conducted by Trimegah.

E. Information about the Parties Involved in the Transaction

The parties involved in the Medium Term Notes (MTN) I Trimegah Sekuritas Indonesia Year 2018 are as follows:

Issuer, Arranger and Placement Agent : **PT Trimegah Sekuritas Indonesia Tbk**
Gedung Artha Graha 18th & 19th Floor
Jl. Jenderal Sudirman Kav. 52-53
Jakarta 12190, Indonesia
Phone: +62 21 2924 9088
Fax : +62 21 2924 9150
E-mail: corporate.secretary@trimegah.com

Board of Commissioners : Rizal Bambang Prasetijo (President Commissioner/Independent Commissioner)
Sunata Tjiterosampurno (Commissioner)
Edy Sugito (Commissioner/Independent Commissioner)
Thomas Kristian Husted (Commissioner/Independent Commissioner)

Board of Directors : Stephanus Turangan (President Director)
Syafriandi Armand Saleh (Director)
David Agus (Director/Independent Director)

Monitoring Agent : **PT Bank Tabungan Negara (Persero) Tbk**
Menara BTN
Jl. Gajah Mada No. 1
Jakarta 10130, Indonesia
Phone +62 21 633 6733, 633 6789
Fax +62 21 633 6737

- Board of Commissioners** : I Wayan Agus Mertayasa (President Commissioner)
Kamaruddin Sjam (Independent Commissioner)
Arie Coerniadi (Independent Commissioner)
Lucky Fathul Aziz Hadibrata (Independent Commissioner)
Garuda Wiko (Independent Commissioner)
Sumiyati (Commissioner)
Maurin Sitorus (Commissioner)
Iman Sugema (Commissioner)
Parman Nataatmadja (Commissioner)*
**) Shall be effective after receiving approval from OJK for fit and proper test.*
- Board of Directors** : Maryono (President Director)
Iman Nugroho Soeko (Director of Finance & Treasury)
Adi Setianto (Director of IT & Operation)
Oni Febriarto Rahardjo (Director of Commercial Banking)
Budi Satria (Director of Consumer Banking)
R. Mahelan Prabantarikso (Director Strategy Compliance & Risk)
Nixon Lambok Pahotan Napitupulu (Director of Collection, Asset Management & Legal)
Dasuki Amsir Direktur (Director of Distribution & Network) *)
Yossi Istanto *)
**) Shall be effective after receiving approval from OJK for fit and proper test.*
- Payment Agent** : **PT Kustodian Sentral Efek Indonesia**
Bursa Efek Indonesia Building, Tower I, 5th floor
Jl. Jenderal Sudirman Kav 52-53
Jakarta 12190, Indonesia
Phone +62 21 515 2855
Fax +62 21 5299 1199

F. The Nature of the Transaction and Reporting Responsibility and/or Announcing

Based on the Financial Statement, the transaction value reflects 35.88% of the equity. Therefore, the Transaction is a material transaction requiring a disclosure of information concerning material transaction to the public at least through one newspaper, the Company's and IDX websites.

III. SUMMARY OF THE APPRAISAL REPORT

The Company appoints Public Appraisal Service Office (KJPP) of Felix Sutandar & Partner as the appraiser of the Transaction ("**Appraiser**").

Scope of Assignment

Scope of the assignment includes:

1. Identification of the problem;
2. Data collection and interview in connection with the Transaction plan;
3. Data analysis and information obtained;
4. Fairness analysis of the Transaction plan; and
5. Report writing.

Purpose and Objectives

This report is intended to provide Fairness Opinion (hereinafter referred to as "**Fairness Opinion**") on the Transaction plan. Whereas the objective of the Fairness Opinion in accordance with the assignment received is to be used as one of the requirements in the disclosure of information as regulated by Regulation No. IX.E.2.

Reason and Background of the Transaction

The Company is a securities company which conducts business activities as a Broker-dealer and Underwriter. Along with the increase in the business volume of the Company, including in the financing business such as margin transactions financing and reverse repo transactions since the last several years, the funding required by the Company also increases. In 2017, the loan used by Company reached Rp400 billion.

The Company does not have long-term funding sources (with a maturity of more than 1 year) resulting in risk of maturity gap/mismatch, and liquidity risk for the Company. Currently, the Company's funding sources come from non-committed bank loans with 1-week to 1 month tenor and promissory note (PN) with a 3-month tenor.

The Company considers it necessary to mitigate the risk of maturity gap/mismatch, and liquidity risk by obtaining longer funding sources, especially when facing possible uncertainties in the current global economic condition, which potentially creates undesirable impacts on the Indonesia's financial market. Therefore, the Company plans to issue MTN to replace some of the bank loans and PN.

Identity of the Parties

1. The Company is a public company domiciled in South Jakarta, having its address at Gedung Artha Graha 18th & 19th Floor at Jalan Jenderal Sudirman Kav. 52-53, South Jakarta, which in the Transaction plan as MTN Issuer.
2. PT Bank Tabungan Negara (Persero) Tbk, domiciled in Central Jakarta, with address at Menara Bank BTN at Jalan Gajah Mada No. 1, Central Jakarta, which in the Transaction plan as a Monitoring Agent.
3. PT Kustodian Sentral Efek Indonesia, domiciled in South Jakarta, with address at Indonesia Stock Exchange Building, Tower 1, 5th Floor, Jalan Jenderal Sudirman Kav. 52-53, South Jakarta, which in the Transaction plan as a Payment Agent.

Fairness Opinion Object

The Fairness Opinion Object is the Company's MTN issuance plan for a maximum of Rp250,000,000,000 (two hundred and fifty billion Rupiah).

Fairness Opinion Date

The cut-off date of the Fairness Opinion is December 31, 2017 (the "**Fairness Opinion Date**"). The Fairness Opinion Date is chosen on the consideration of interest and availability of data in the fairness analysis of the mentioned Transaction plan.

Assessment Approach and Procedure

In analyzing the reasonableness of the Transaction plan, the Appraiser performs the following analytical procedures:

1. Analyzing the amount of the funds from the object of the Transaction plan;
2. Analyzing the financial impact of the Transaction plan on the Company's interests;
3. Analyzing the parties conducting the proposed Transaction plan;
4. Analyzing the terms of the Transaction plan;
5. Analyzing the opportunities and risks associated with the implementation of the Transaction plan;
6. Analyzing the Company's historical financial statements to determine the financial condition of the Company before and after the Transaction plan;
7. Analyzing the impact of the Transaction plan on the Company's Financial Position and Profit/Loss;
8. Analyzing the Company's financial performance over the next 5 years;
9. Analyzing the Company's ability to pay interest and principal at maturity;
10. Analyzing cost analysis and/or benefit of the Transaction plan for shareholders in connection with the implementation of the Transaction plan.

Status of the Appraiser

This Fairness Opinion is conducted by an Independent Appraiser with the following qualifications:

Qualification : Asset and Business Appraiser
Appraiser Permit : PB-1.08.00022
STTD : 08/PM/STTD-P/AB/2006
MAPPI : 81-S-00017

Independence of Appraiser

In preparing this Fairness Opinion Report, the Appraiser has acted independently. There is no conflict of interest, and the Appraiser is not affiliated with the parties involved with the Transaction plan. The Appraiser has no personal interest or advantage in connection with this assignment. This Fairness Opinion Report is not intended to provide any benefit or loss to any party. The rewards that the Appraiser receives are not at all influenced by the resulted Fairness Opinion.

Analysis of the Benefits and Risks of Transaction Plan

Based on the review, it can be concluded that the benefits of the Transaction plan are:

1. Lower maturity gap/mismatch risk between the Company's funding sources and the financing business provided by the Company to clients;
2. Lower liquidity risk in the event of volatility in Indonesia's financial markets;
3. Stronger working capital structure of the Company, whereby the Company has a better combination of funding structure to support the Company's business activities so as to increase the Company's potential to increase revenue.

Meanwhile, there are also risks resulting from the Transaction plan, namely:

1. Risk of MTN interest rate with fixed coupon rate. If the bank loan interest rate decreases, the Company will experience a higher cost of fund than bank loan interest rate.

2. The proceeds from the debt issuance are not absorbed in the event of a decrease in the Company's business volume that causes the interest expense of the debt instrument cannot be offset by interest income from the Company's financing business.
3. The Company is predicted to have the ability to pay the debt that will mature. However, there is a risk of solvency in which the Company is unable to meet its financial obligations, whether in the form of payment of coupon or principal of the debt instrument at maturity if the Company's future business performance does not run optimally as planned.

Fairness of the Transaction Plan

1. The purpose of the Transaction plan is to become an alternative funding of the Company with a longer loan term than the bank loan, so that the Company may mitigate the risk of maturity gap/mismatch, and liquidity risk by obtaining longer funding sources.
2. The Transaction plan is the plan of MTN issuance in the amount of Rp250,000,000,000 (two hundred fifty billion Rupiah) with a fixed interest rate of 10.25% with coupon payment every 3 months, 3 years tenor, maturing on 25 April 2021.
3. Based on the MTN Issuance Agreement, there is no special requirement that will harm the parties who transact.
4. From the analysis on the historical performance, financial position, and financial ratios, the Company's ability to generate profit is still in good condition and the business volume is increasing. The Company also maintains the liquidity of its assets, whereby the amount of Adjusted Net Working Capital meets the requirements of OJK and overall it increases. Therefore, the Company has great potential to repay all existing obligations.
5. Based on the market approach, the interest rate given at 10.25% is reasonable because it is within the range of the comparable MTN interest rate with similar rating minimum of 9.50% to a maximum of 13.50%.
6. From the analysis on the financial projections made by management, it can be seen that the Company is still in good condition so it has great potential to pay off all existing obligations. By issuing the MTN, the Company's profitability will increase, where the increase is derived from savings in the financial burden. Therefore, the Transaction plan is considered to have a positive impact on the financial performance of the Company in the future.

Conclusion

Based on the fairness analysis of the Transaction plan as described in this report, the Appraiser sees that the Transaction plan of debt instrument issuance in the form of Medium Term Notes (MTN) in the amount of Rp250,000,000,000 (two hundred and fifty billion Rupiah) by PT Trimegah Sekuritas Indonesia Tbk is reasonable in accordance to the Report FSR/FO-FS/040211/2018 dated April 12, 2018 issued by the Appraiser.

IV. STATEMENT OF THE BOARD OF DIRECTORS

1. The Board of Directors of the Company declares that all material information has been disclosed, and the information is not misleading.
2. The Board of Directors of the Company is fully responsible for the accuracy of all material information or facts contained in the Information Disclosure, and affirms that after careful examination, there is no material information and facts that are not disclosed and which causes material information or facts as disclosed in the Information Disclosure to be incorrect or misleading.
3. The Board of Directors of the Company declares that:
 - a. MTN I Trimegah Year of 2018 does not contain any conflict of interest as referred in BAPPEPAM-LK Regulation No. IX.E.1 Attachment of Decree of the Chairman of BAPPEPAM-LK No. KEP-412/BL/2009 dated November 25, 2009 concerning Affiliate Transaction and Conflict of Interest of Particular Transaction ("**Regulation No. IX.E.1**") ; and
 - b. MTN I Trimegah 2018 is not an Affiliate Transaction as referred in Regulation No. IX.E.1.

Jakarta, April 25, 2018
The Board of Directors of the Company