

DISCLOSURE TO THE SHAREHOLDERS OF INFORMATION RELATED TO PT SARANA MENARA NUSANTARA TBK PROPOSED SHARES BUYBACK PROGRAM (“INFORMATION DISCLOSURE”)

THIS INFORMATION DISCLOSURE IS MADE IN COMPLIANCE WITH THE FINANCIAL SERVICES AUTHORITY REGULATION NO. 30/POJK.04/2017 DATED 21 JUNE 2017 REGARDING SHARES BUYBACK ISSUED BY PUBLIC COMPANIES. INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE SHAREHOLDERS OF PT SARANA MENARA NUSANTARA TBK (THE “COMPANY”)

If you have questions or require clarification on the context or information contained in this disclosure, please consult with a securities broker, investment manager, legal counsel, public accountant or other professional advisors.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, INDIVIDUALLY OR COLLECTIVELY, ARE SOLELY RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION AS DISCLOSED IN THIS INFORMATION DISCLOSURE AND, AFTER CONDUCTING COMPREHENSIVE RESEARCH, AFFIRM THAT THE INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE IS TRUE AND THAT THERE IS NO MATERIAL INFORMATION OR FACTS THAT ARE NOT DISCLOSED IN THIS INFORMATION DISCLOSURE OR THAT INFORMATION PROVIDED IN THIS INFORMATION DISCLOSURE MAY BE CONSTRUED AS NOT TRUE AND/OR MISLEADING.



SARANA MENARA NUSANTARA

PT Sarana Menara Nusantara Tbk.
Domiciled at Kudus, Indonesia
(the “Company”)

Business Activities:

Other Management Consultancy Services, Holding Company Activities and Central Telecommunication Construction

Head Office

Jl. Jend. A.Yani No. 19 A
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Kudus Regency – 59317
Central Jawa, Indonesia
Tel. (62-291) 431691
Fax. (62-291) 431718

Branch Office

Menara BCA, 55th floor
Jl. M.H. Thamrin No. 1
Jakarta 10310, Indonesia
Tel. (62-21) 2358 5500
Fax. (62-21) 2358 6446

Website: www.ptsmn.co.id
Email: investor.relations@ptsmn.co.id

The Company hereby informs the shareholders of the Company that the Company plans to conduct buyback of the Company's shares that have been issued and are registered on the Indonesia Stock Exchange (*Bursa Efek Indonesia* or "**BEI**") in a maximum amount of 5% (five percent) of the total issued and paid-up capital of the Company or at a maximum amount of 2,550,731,250 (two billion five hundred fifty million seven hundred thirty one thousand two hundred and fifty) shares of the Company ("**Shares Buyback**"), which will be conducted by taking into consideration of the shares that have been bought back by the Company along with the provisions and the applicable laws, Law No. 40 Year 2007 regarding Limited Liability Companies ("**Company Law**") and particularly the Financial Services Authority Regulation No. 30/POJK.04/2017 regarding Share Buybacks Issued By Public Companies ("**POJK No. 30/2017**").

Further, we hereby inform that this Shares Buyback Program is not a part of the previous shares buyback conducted by the Company, which was completed by the Company based on the Company's Extraordinary General Meeting of Shareholders' Resolutions on 10 August 2018 and ended on 13 February 2020 ("**2018 Shares Buyback Program**"). Through the 2018 Shares Buyback Program, the Company had conducted buyback of 1.5864% (one point five eight six four percent) of the Company's total issued and paid-up capital or amounts to 809,296,100 (eight hundred nine million two hundred ninety six thousand one hundred) shares.

The Shares Buyback will be conducted gradually within a period of 18 (eighteen) months after the Shares Buyback is approved by the Extraordinary General Meeting of Shareholders ("**EGMS**") in accordance with Company Law and POJK No. 30/2017.

In order to undertake Shares Buyback, and in compliance with the Company Law and POJK No. 30/2017, it is necessary to obtain approval for Shares Buyback from the Company's EGMS. The Company plans to conduct such EGMS on Friday, April 24, 2020 or on another date that may be determined if there is a postponement of that date. The announcement regarding the plan for the Company's EGMS will be announced in 1 (one) nation-wide Indonesian daily newspaper, the Indonesia Stock Exchange website, and the Company's website, www.ptsmn.co.id, on April 2, 2020. The authorized party(s) to attend or to be represented in the EGMS are the shareholders whose names are listed in the Company's Shares Register and/or the Company's shareholders in the securities sub accounts of the Indonesia Central Securities Depository (*PT Kustodian Sentral Efek Indonesia* or "**KSEI**") at the close of trading of the Company's shares on the BEI on April 1, 2020.

This Information Disclosure is issued in Jakarta on March 18, 2020

INFORMATION REGARDING THE COMPANY'S SHARES BUYBACK PROGRAM

The Company hereby advises the Company's shareholders to obtain all information required regarding the Company's plan to conduct Shares Buyback so that the shareholders will be fully informed of the particulars of the Shares Buyback. The Company intends to buy back a maximum amount of 5% (five percent) of the issued and paid-up capital of the Company or a maximum total of 2,550,731,250 (two billion five hundred fifty million seven hundred thirty one thousand two hundred and fifty) shares of the Company.

In accordance with the Company's Articles of Association and Indonesian Company Law, the Share Buyback will require approval from EGMS which shall be attended by shareholders representing at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights and the Share Buyback plan must be approved by more than 2/3 (two thirds) of all shares with voting rights attending the EGMS.

A. ESTIMATED SCHEDULE / TERM OF THE EXECUTION OF SHARES BUYBACK PROGRAM

The Shares Buyback Program will become effective after the Company obtains approval from the EGMS. In accordance with POJK No. 30/2017, the Shares Buyback will be valid within an 18 (eighteen) month period, from the date of the EGMS which approves the Shares Buyback plan. As such, the execution of the Shares Buyback will be valid starting from April 27, 2020 and will be concluded on October 27, 2021 or other dates to be determined by the EGMS in accordance with the prevailing laws and regulations.

B. ESTIMATED FEE OF THE SHARES BUYBACK PROGRAM AND TOTAL NOMINAL VALUE OF SHARES ELIGIBLE FOR THE BUYBACK OF THE COMPANY

Estimated Shares Buyback Fee

The Company shall incur a fee for the Shares Buyback Program related to shares purchase transactions amounting to 0.25% (zero point two five percent) of the value of the shares purchased.

Total Nominal Value of Buyback Shares

The Company intends to conduct Shares Buyback Program of maximum 5% of the total issued and paid-up capital of the Company. In connection with such, the total buyback of shares will not exceed 2,550,731,250 (two billion five hundred fifty million seven hundred thirty one thousand two hundred and fifty) shares with a nominal value of IDR10 (ten Rupiah) per share equivalent to a total nominal value of the buyback of shares of approximately IDR 25,507,312,500 (twenty five billion five hundred seven million three hundred twelve thousand five hundred Rupiah).

C. DESCRIPTION, CONSIDERATION, AND REASON FOR THE SHARES BUYBACK

The Company currently has adequate cash flows and a low debt leverage ratio, when compared to equivalent and similar peer companies, which will allow the Company to undertake Shares Buyback. As of September 30, 2019, the Company recorded undetermined retained earnings in the amount of approximately IDR 8.26 Trillion and will continue to record positive growth. In addition, the traded value of the Company's shares in the market are relatively low compared to the value of shares of other peer companies in the same industry.

Based on the above, the Company intends to conduct Shares Buyback. The Shares Buyback is also expected to provide greater flexibility to the Company in managing capital in order to achieve a more efficient capital structure.

The Company believes that the Shares Buyback does not affect the Company's business activities as the Company has adequate working capital to fund its business activities.

D. ESTIMATION OF DEGRADATION OF THE COMPANY'S REVENUES AS A RESULT OF THE EXECUTION OF THE SHARES BUYBACK AND THE IMPACT ON THE FINANCING COST OF THE COMPANY

The Company believes that the execution of the Shares Buyback will not have a material negative impact on the Company's business activities as the Shares Buyback by the Company was planned by taking into account the Company's financial conditions, sufficient working capital and financial resources to conduct the Shares Buyback while maintaining the Company's business activities, including capital expenditure.

E. PROFIT PROFORMA PER SHARE AFTER THE IMPLEMENTATION OF THE SHARES BUYBACK (BY CONSIDERING DECLINE REVENUE)

The conduct of the Shares Buyback will not impact the Company's revenue. With the change in the number of outstanding shares, the plan for Shares Buyback is expected to not significantly impact the Company's profit per share.

Below is the Company's net profit proforma per share if the Shares Buyback is implemented:

in Rupiah million
As of September 30, 2019

| Information | Before the Shares Buyback | After the Shares Buyback |
|---------------------------------------------------------|---------------------------|--------------------------|
| Net Sales | 4,654,738 | 4,654,738 |
| Net Profit attributed to the Owner of the Parent Entity | 1,597,018 | 1,597,018 |
| Net Profit per Basic Shares (full amount) | 31.31 | 32.95 |

Total Average Distributed Shares

| Total Issued and Paid-Up Capital | Maximum Amount of Shares Buyback | Total Outstanding Shares (after Shares Buyback) |
|----------------------------------|----------------------------------|-------------------------------------------------|
| 51,014,625,000 | 2,550,731,250 | 48,463,893,750* |

**) including treasury shares from the 2018 Shares Buyback which amounts to 809,296,100 shares*

F. METHOD TO BE APPLIED TO CONDUCT SHARES BUYBACK

The Company will conduct the Share Buyback in accordance with the following:

1. The Shares Buyback will be conducted through trading at the Indonesia Stock Exchange.
2. The Company will appoint PT BCA Sekuritas to conduct the Shares Buyback within the Shares Buyback Period while taking into account the prevailing laws and regulations.

G. RESTRICTIONS ON PRICE TO CONDUCT SHARES BUYBACK

Restrictions on the Share Buyback price shall follow the applicable legal provisions and in accordance with POJK No. 30/2017.

H. RESTRICTIONS OF THE PERIOD OF SHARES BUYBACK

In connection with POJK No. 30/2017, the period of execution of the Share Buyback program shall be at the latest 18 (eighteen) months commencing from the GMS date which approves the Shares Buyback of the Company.

I. ANALYSIS AND MANAGEMENT DISCUSSION ON IMPACT OF SHARES BUYBACK TOWARD THE COMPANY'S OPERATIONS AND GROWTH GOING FORWARD

The Company believes that the execution of the Shares Buyback will not negatively impact the Company's business activities considering that the Shares Buyback by the Company was planned by taking into account the Company's financial conditions, sufficient working capital and financial resources to conduct the Shares Buyback while maintaining the

Company's business activities, including capital expenditure. The Company has financial flexibility which can be used for Shares Buyback. By executing the Shares Buyback it is expected that the Company will maintain the stability of stock prices in the future and provide flexibility in achieving a more efficient capital structure while enabling the Company to increase the earnings per share and the Return on Equity.

J. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)

In relation to the Shares Buyback as described in this Information Disclosure, the Company intends to obtain approval from the shareholders of the Company at the proposed EGMS to be convened on Friday, April 24, 2020. The EGMS will be conducted in accordance with the provisions of Company Law, POJK No. 30/2017, and Financial Services Authority Regulation No. 32/POJK.04/2014 dated December 8, 2014 on Planning and Holding General Meeting of Shareholders of Public Limited Companies, as amended by Financial Services Authority Regulation No. 10/POJK.04/2017 regarding Amendment to the Financial Services Authority Regulation No. 32/POJK.04/2014 regarding the Planning and Holding General Meeting of Shareholders of Public Limited Companies. In accordance with the applicable rules and regulations, the EGMS should be attended by shareholders representing at least 2/3 (two thirds) of the total shares issued by the Company with valid voting rights and the Share Buyback plan must be approved by more than 2/3 (two thirds) of all shares with voting rights attending the EGMS.

| TIMETABLE OF THE EGMS | |
|--------------------------------------------------------------------------|-------------------------|
| Notification of the EGMS agenda regarding the Shares Buyback plan to OJK | March 9, 2020 (done) |
| Announcement of the EGMS | March 18, 2020 |
| Date of Shareholders Register who will be authorized to attend the EGMS | April 1, 2020 |
| Invitation for the EGMS | April 2, 2020 |
| EGMS | April 24, 2020 |

K. ADDITIONAL INFORMATION

To obtain additional information regarding the Shares Buyback plan of the Company, please contact the Company's Corporate Secretary during business hours at the Company's office stated below:

PT SARANA MENARA NUSANTARA TBK.

Branch Office

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 Jakarta 10310, Indonesia
 Tel. (62-21) 2358 5500
 Fax. (62-21) 2358 6446
 Website: www.ptsmn.co.id
 Email: investor.relations@ptsmn.co.id

U.p. *Corporate Secretary*

Jakarta, March 18, 2020
Board of Directors of the Company