

**DISCLOSURE OF INFORMATION TO SHAREHOLDERS (“DISCLOSURE”)
PT SOLUSI SINERGI DIGITAL TBK
 (“COMPANY”)**

THIS DISCLOSURE OF INFORMATION TO SHAREHOLDERS IS PROVIDED BY THE COMPANY IN ORDER TO COMPLY WITH THE PROVISIONS OF FINANCIAL SERVICES AUTHORITY REGULATION NUMBER 17/POJK.04/2020 REGARDING MATERIAL TRANSACTIONS AND CHANGES IN BUSINESS ACTIVITIES (“POJK 17/2020”).

THE INFORMATION CONTAINED IN THIS DISCLOSURE IS IMPORTANT AND SHOULD BE READ AND CONSIDERED CAREFULLY BY THE SHAREHOLDERS OF THE COMPANY

IF YOU EXPERIENCE DIFFICULTY IN UNDERSTANDING THE INFORMATION CONTAINED IN THIS DISCLOSURE, YOU SHOULD CONSULT WITH YOUR LEGAL COUNSEL, PUBLIC ACCOUNTANT, FINANCIAL ADVISOR OR OTHER PROFESSIONAL ADVISORS.

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY, WHETHER INDIVIDUALLY OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION DISCLOSED IN THIS DISCLOSURE. THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY DECLARE THE COMPLETENESS OF THE INFORMATION DISCLOSED IN THIS DISCLOSURE AND, AFTER CONDUCTING CAREFUL REVIEW, CONFIRM THAT THE INFORMATION CONTAINED IN THIS DISCLOSURE IS TRUE AND THAT THERE ARE NO MATERIAL AND RELEVANT FACTS THAT HAVE NOT BEEN DISCLOSED OR OMITTED FROM THIS DISCLOSURE WHICH WOULD CAUSE THE INFORMATION PROVIDED HEREIN TO BECOME UNTRUE AND/OR MISLEADING.



**PT SOLUSI SINERGI DIGITAL TBK.
 (“Company”)**

Main Business Activities:

Engaged in advertising, and as a holding company conducting investments in advertising, digital products and services, and fiber optic networks through its Subsidiaries.

HEADQUARTERS

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INTRODUCTION

This information in this Disclosure of Information is prepared in order to fulfill the Company's obligation to disclose information regarding a transaction conducted by the Company, namely, in connection with the signing of the Deed of First Amendment to the Credit Agreement and the disbursement of a loan amounting to IDR 125,000,000,000 (one hundred and twenty-five billion Rupiah) from PT Bank JTrust Indonesia ("Bank JTrust"), with the purpose of using the funds to finance a project by its subsidiary, PT Integrasi Jaringan Ekosistem, for work including Wi-Fi at stations, Commuter Line, Passenger Information Display, and Edge Data Center.

The transaction is outlined in:

- (i) First Amendment to the Credit Agreement No. 59 dated December 23, 2022 (twenty-third of December, two thousand and twenty-two), signed before RA. Mahyasari A. Notonagoro, S.H., a notary in South Jakarta.

The summary of the First Amendment to the Credit Agreement No. 59 dated December 23, 2022 (twenty-third of December, two thousand and twenty-two) is as follows:

First Amendment to Credit Agreement No. 59 dated December 23, 2022 (twenty-third of December, two thousand and twenty-two), signed before RA. Mahyasari A. Notonagoro, S.H., a notary in South Jakarta.

The Parties first declare as follows:

1. That the Debtor intends to apply for a Credit Facility to the Bank, in the form of an **Investment Credit Facility II (KIN II)** in the amount of **IDR 125,000,000,000** (one hundred twenty-five billion Rupiah);
2. The Bank has approved the Debtor's Application to the Bank, as stated in the Credit Approval Notification Letter (**SPPK**) number 181/SPPK/JTRUST/CBOD/XII/2022 dated December 20, 2022.

Credit Facility

Type and Limit of Credit Facility

The Loan Facility provided by the Bank to the Debtor is **Investment Credit Facility II (KIN II)** for **IDR 125,000,000,000** (one hundred twenty-five billion Rupiah).

Use of Credit Facility

All funds obtained from this loan will be used to finance projects by its subsidiary, PT Integrasi Jaringan Ekosistem, for work including Wi-Fi at stations, Commuter Line, Passenger Information Display, and Edge Data Center.

Term

The Investment Credit Facility II (KIN II) is granted for 60 (sixty) months.

Interest Rate

The interest rate for the Credit Facility is 11.25% (eleven point twenty-five percent) per annum.

Costs

Costs incurred in connection with the provision of **Credit Facility** provided by the Bank to the Debtor must be fully borne and paid by the Debtor, namely the following costs:

- **Provision**
The provision for the Credit Facility is 0.25% (zero point twenty-five percent) flat;
- **Administration Fee**
Administration Fee for the Credit Facility is IDR 50,000,000 (fifty million Rupiah);
- **Upfront Fee**
0,75% (zero point seventy-five percent) flat

Early Repayment

The Debtor may make early repayment (close the Credit Facility) without penalty if the funds are sourced from internal funds. If the funds are not sourced from internal funds, a penalty of 1% of the outstanding balance will be imposed.

DESCRIPTION OF THE TRANSACTION

1. TRANSACTION VALUE

The Transaction Value is as follows:

Based on the financial statements for the period ended December 31, 2021, audited by the Public Accounting Firm Anwar & Rekan, the Company's total equity was IDR 515,955,398,906 (five hundred fifteen billion nine hundred fifty-five million three hundred ninety-eight thousand nine hundred and six Rupiah). Furthermore, the total value of the Transaction was IDR 125,000,000,000 (one hundred twenty-five billion Rupiah). Therefore, the Transaction Value represents 24.22% (twenty-two point two percent) of the Company's equity as of December 31, 2021, as audited by the Public Accounting Firm Anwar & Rekan. Therefore, the Transaction constitutes a material transaction under POJK No. 17/2020 Article 3, which does not require the approval of the Company's Shareholders and does not require the use of an Appraiser.

2. PARTIES TO THE TRANSACTION

PT Solusi Sinergi Digital Tbk ("SSD")

a. Brief History

The Company was established under the laws of the Republic of Indonesia and is domiciled in South Jakarta. The Company was initially established under the name "PT Lucaffé Indonesia" as stipulated in the Deed of Establishment of the Limited Liability Company PT Lucaffé Indonesia No. 21 dated September 6, 2012, drawn up before Humberg Lie, S.H., S.E., M.Kn., a Notary in North Jakarta. This Deed was approved by the Minister of Law and Human Rights in accordance with Decree No. AHU48121.AH.01.01.Year 2012 dated September 10, 2012, and registered in the Company Register under No. AHU-0081185.AH.01.09.Year 2012, dated September 10, 2012 the ("Company's Deed of Establishment"), including any amendments made from time to time, hereinafter referred to as the ("Company's Articles of Association").

At the time of its establishment, the Company's business activities were in the fields of construction, trade, industry, land transportation, agriculture, printing, and services, excluding legal and tax services.

The SSD Articles of Association, as set forth in the Company's Deed of Establishment until the signing of this agreement, have been amended several times, the most recent being the Deed of Statement of Shareholders' Resolutions of PT Solusi Sinergi Digital No. 12 dated July 15, 2020, drawn up before Rini Yulianti, S.H., Notary in Jakarta. This Deed was approved by the Minister of Law and Human Rights based on Decree No. AHU-0049694.AH.01.02.Tahun 2020 dated July 21, 2020. This Decree was received and recorded in the SABH database under No. AHUAH.01.03-0298570 dated July 21, 2020, and registered in the Company Register No. AHU0117218.AH.01.11.Tahun 2020 dated July 21, 2020 ("Deed No. 12/2020") which has changed the status of the Company and all provisions of the Company's articles of association to be adjusted to the applicable provisions as stipulated in Regulation No. IX. J. 1, OJK Regulation No. 15/2020 and OJK Regulation No. 33/2014. The Public Offering has obtained the approval of the Company's shareholders in the Company's EGMS based on Deed No. 12/2020 in conjunction with the Deed of Statement of Shareholders' Resolutions No. 15 dated August 18, 2020, drawn up before Rini Yulianti, S.H., Notary in Jakarta. The EGMS approved, among others (i) the Public Offering plan, (ii) changes to all of the Company's articles of association in connection with the change in the Company's status to a public limited company in order to adjust to the provisions of the articles of association of public companies as stipulated in (a) Regulation No. IX.J.1; (b) OJK Regulation No. 15/2020; and (c) Regulation OJK No. 33/2014.

Based on the provisions of Article 3 of the Company's Articles of Association as stipulated in Deed No. 12/2020, the Company's purposes and objectives are to engage in:

- Retail Wholesale Trade;
- Professional, Scientific, and Technical Activities;
- Rental and Leasing Activities without Employment Option Rights, Travel Agency, and Other Business Support Activities;
- Financial and Insurance Activities;
- Information and Communication; and
- Construction.

To achieve these purposes and objectives, the Company may carry out the following business activities:

1) Core Business Activities

- a) Wholesale of Coffee, Tea, and Cocoa (KBLI 46314) includes the wholesale trade of coffee, tea, and cocoa for final consumption.
- b) Activities include the creation and placement of advertisements in newspapers, magazines and tabloids, radio, television, the internet and other media; the creation and placement of field advertisements, such as bulletin boards, panels, posters and pictures, flyers, pamphlets, circulars, brochures and frames, window advertising, showroom design, car and bus advertising and others; depiction media, namely the sale of space and time for various types of solicitation advertising media, aerial advertising, distribution or delivery of advertising materials or samples, provision of advertising space on bulletin boards or billboards and others; the creation of stands and other exhibition structures and places; and leading marketing campaigns and other advertising services aimed at attracting and retaining customers, such as product promotions, point of sale marketing, direct mail advertising, marketing consulting.
- c) Leasing and Operational Leasing of Machinery, Equipment, and Other Tangible Goods (KBLI 7730) includes the rental and operational leasing of machinery, equipment, and other tangible goods (KBLI 7730) generally used as capital goods, such as residential or office containers, pallets (container lifting equipment), and etc. This includes the leasing of livestock, racehorses, and etc. Financial leasing of machinery, equipment, and other tangible goods (KBLI 64910) is included in 64910.
- d) Holding Company Activities (KBLI 64200) include the activities of holding companies, which are companies that control the assets of a group of subsidiary companies and whose primary activity is ownership of the group. Holding Companies are not involved in the business activities of their subsidiaries. Their activities include services provided by counselors and negotiators in designing mergers and acquisitions.

2) Supporting Business Activities

- a) Wired Communication Activities (KBLI 61100) Includes the operation, maintenance, or provision of access to facilities for transmitting voice, data, text, sound, and video using cable telecommunications infrastructure, such as the operation and maintenance of switching and transmission facilities to provide point-to-point communications via landlines, microwave, or data and satellite links, the operation of cable distribution systems (i.e., for the distribution of data and television signals), and telegraph and other non-vocal communication equipment using proprietary facilities. The transmission facilities performing these activities may be based on a single technology or a combination of various technologies. This includes purchasing access and network capacity from network owners and operators and providing telecommunications services using this capacity for businesses and households, as well as providing internet access through cable infrastructure operators. Network operations for fixed telecommunications are intended for the implementation of public telecommunications and leased circuits. This includes data communication connection activities where transmission is carried out in packets, through a central exchange or through other networks, such as the Public Switched Telephone Network (PSTN). This also includes activities for organizing terrestrial networks that serve certain mobile customers, including radio trunking services and radio calling services for the public.
- b) Internet Service Provider (KBLI 61921) includes the service business offered by a company to its customers to access the internet, or can be called a gateway to the internet.
- c) Commercial web portals and/or digital platforms (KBLI 63122) include the operation of commercial websites that use search engines to generate and maintain large databases of internet addresses and content in a searchable format. This includes the operation of websites that act as portals to the internet, such as media sites that provide regularly updated content, either directly or indirectly, for commercial purposes. The operation of digital platforms and/or websites/web portals that conduct electronic transactions in the form of business activities facilitating and/or mediating the transfer of ownership of goods and/or services and/or other services via the internet and/or electronic devices and/or other electronic systems, conducted for commercial purposes (profit). This includes activities involving one, part, or all of the following electronic transactions:
 - (i) Ordering and/or
 - (ii) Payment and/or
 - (iii) Delivery for these activities. This group includes commercial websites/web portals and/or digital platforms that are applications used to facilitate and/or mediate electronic transaction services, such as, but not limited to: Merchant aggregators (marketplaces), digital advertising, financial technology (FinTech), and on-demand online services.
- d) Telecommunications central construction (KBLI 42217) includes the construction, maintenance, and repair of telecommunications central buildings and their equipment, such as telephone exchanges, telegraph exchanges, transmitter towers, microwave radar receivers, small earth stations, and satellite stations. This includes long-distance communication pipelines.

b. Capital Structure and Shareholding Composition

As of the date of execution of this Deed, the capital structure and shareholding composition of the Company are as follows:

Description	Par Value Rp100 per share		
	Number of Shares	Total (Rp)	(%)
Authorized Capital	6,030,000,000	603,000,000,000	-
Issued and Fully Paid-Up Capital			
1. PT Investasi Sukses Bersama (“ ISB ”)	1,500,750,000	150,075,000,000	73.20%
2. Tinawati	6,750,000	675,000,000	0.33%
3. PT Prambanan Investasi Sukses (“ PIS ”)	75,461,500	7,546,150,000	3.68%
4. Public	467,330,787	46,733,078,700	22.79%
Total Issued and Fully Paid-Up Capital	2,050,292,287	205,029,228,700	100.00%
Shares in Portfolio	3,979,707,713	397,970,771,300	

c. Management Composition

As of the date of signing of this Deed, the composition of the Company’s management is as follows:

Board of Directors and Board of Commissioners

- President Director : Hermansjah Haryono
- Director : Martha Rebecca
- Director : Wahyudi
- President Commissioner : Rudiantara
- Commissioner : Yune Marketatmo
- Independent Commissioner : Doni Satiaji Soetadi

PT Bank JTrust Indonesia Tbk (“Bank JTrust”)

a. Brief History

PT Bank JTrust Indonesia Tbk (J Trust Bank) is a banking institution focused on retail banking services, officially established under its current name on 29 May 2015. The Bank was formed through the acquisition of Bank Mutiara (formerly Bank Century) by J Trust Co. Ltd., a Japanese global holding company, in 2014, bringing Japanese banking expertise to Indonesia.

The following is a brief history of PT Bank JTrust Indonesia Tbk in Indonesia:

- **Origins (1989-2009):** The Bank originated from various financial institutions, including PT Bank Century Intervest Corporation (1989–1999), PT Bank CIC Internasional Tbk (1999–2004), until it became known as PT Bank Century Tbk (2004–2009).
- **Bank Mutiara Era (2009-2014):** Following the financial crisis, the Bank was taken over by the Indonesia Deposit Insurance Corporation (LPS) and renamed PT Bank Mutiara Tbk.
- **Acquisition by J Trust (2014-2015):** J Trust Co. Ltd. won the divestment process of Bank Mutiara from LPS in 2014.
- **Rebranding to J Trust Bank (2015-Now):** Effective as of 29 May 2015, the company’s name was officially changed to **PT Bank JTrust Indonesia Tbk**.

Based on its latest Articles of Association, the Bank engages in business activities in the conventional commercial banking sector.

The purposes and objectives of the Company, as stated in its Articles of Association and Company Registration Certificate, are to engage in conventional commercial banking activities. To achieve such purposes and objectives, the Bank carries out the following main business activities:

- a. Collecting public funds in the form of demand deposits, time deposits, certificates of deposit, savings accounts, and/or other equivalent forms.
- b. Providing credit/loans, whether long-term, medium-term, or short-term, as well as other forms of financing commonly provided in the banking industry, while complying with applicable laws and regulations.
- c. Transferring funds for its own interests or for customers' interests.
- d. Placing funds with, borrowing funds from, or lending funds to other banks, using letters, telecommunication facilities, demand drafts, checks, or other means.
- e. Conducting foreign exchange activities in compliance with regulations stipulated by Bank Indonesia.

(Source: PT Bank JTrust Indonesia Tbk Annual Report 2021 and Google)

b. Capital Structure and Shareholding Composition

As of the date of this Disclosure of Information, the Company's capital structure and shareholding composition are as follows:

Number	Shareholders	Percentage
1	Jtrust Co.Ltd	74%
2	Jtrust Asia PTE.LTD	19%
3	Samurai Capital Management No 2 Limited Liability	4%
4	PT Jtrust Investment Indonesia	1%
5	Public	2%

(Source: PT Bank JTrust Indonesia Annual Report 2021)

c. Management Composition

As of the date of this Disclosure of Information, the composition of the Company's management is as follows:

Board of Directors and Board of Commissioners

- President Director : Ritsuo Fukadai
- Finance & Planning Director : Helmi A. Hidayat
- Compliance & Legal Director : Felix I. Hartadi
- Operations & Credit Administration Director : Bijono Waliman
- Credit Risk & Management Director : R. Djoko Prayitno
- Information Technology Director : Cho Won June
- Business Director : Widjaja Hendra
- President Commissioner : Nobiru Adachi
- Commissioner : Nobuiku Chiba
- Independent Commissioner : Sutirta Budiman
- Independent Commissioner : Iwan Nataliputra
- Independent Commissioner : Benny Siswanto

(Source: PT Bank JTrust Indonesia Tbk Annual Report 2021)

d. Affiliation Relationship

PT Bank JTrust Indonesia Tbk and its business group do not have any affiliation relationship with PT Solusi Sinergi Digital Tbk or its other business groups.

**EXPLANATION, CONSIDERATIONS, AND REASONS FOR ENTERING INTO
THE TRANSACTION AS WELL AS THE IMPACT OF THE TRANSACTION ON
THE COMPANY'S FINANCIAL CONDITION**

a. Explanation, Considerations and Reasons for the Transaction

PT Solusi Sinergi Digital Tbk entered into this addendum to the investment credit agreement for the purpose of financing the projects of its subsidiary, namely PT Integrasi Jaringan Ekosistem, covering works including Wi-Fi on stations, Commuterline, Passenger Information Display, and Edge Data Center.

b. Impact of the Transaction on the Company's Financial Condition

Through the Credit Transaction obtained by PT Solusi Sinergi Digital Tbk from PT Bank JTrust Indonesia Tbk for the purpose of financing the projects of its subsidiary, namely PT Integrasi Jaringan Ekosistem, it is expected to strengthen IJE's capital structure so that it can be more aggressive in carrying out upcoming projects, which in turn is expected to positively impact the Company's consolidated financial performance.

STATEMENT OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF THE COMPANY

1. This Disclosure of Information is complete and in compliance with the provisions of POJK No. 17/2020.
2. Based on the transaction value, the transaction constitutes a material transaction as referred to in Article 3 of POJK No. 17/2020, which does not require shareholders' approval and is also not subject to the requirement to appoint an appraiser.
3. The transaction does not constitute a conflict of interest transaction as referred to in POJK No. 42/2020.
4. The transaction does not constitute an affiliated transaction as referred to in POJK No. 42/2020.
5. All material information has been disclosed and such information is not misleading.

ADDITIONAL INFORMATION

Shareholders requiring additional information may contact the Company during business hours at:

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