

**NOTICE TO THE SHAREHOLDERS
OF PT MATAHARI DEPARTMENT STORE TBK**

The Board of Directors of PT Matahari Department Store Tbk (the “**Company**”) hereby invite the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the “**AGMS**”) of the Company which will be held on:

Date : Thursday / 28 May 2015
Time : 10:00 WIB – finish
Venue : Monas 2 Room, Mezzanine Floor
Aryaduta Hotel Jakarta
Jl. Prapatan Kav. 44-48
Jakarta – 10110

With the following agenda :

1. Report from the Board of Directors on the Company’s operation and financial activities for the book year ended on 31 December 2014, and Ratification for the Balance Sheet and Profit and Loss Report for the book year 2014, as well as the approval for full release and discharge (acquit et de charge) to all members of the Board of Directors and the Board of Commissioners for the supervision and control during the year book;
2. The use of the Company’s profit booked as at 31 December 2014;
3. The Appointment of Public Accountant for the year book of 2015, and granting of authority to the Board of Directors and the Board of Commissioners of Company to determine the accountant’s fee and terms of appointment;
4. The Amendment of the Company’s Article of Association;
5. The change and/or the affirmation of the Board of Directors and the Board of Commissioners structure including Independent Commissioners, and determination of salaries/honorarium and/or other allowances to the Board of Directors and the Board of Commissioners;
6. Re-affirmation of the Company’s Shareholders.

Explanation of the meeting agenda :

1. The 1st to 3rd agendas are regular agendas in the AGMS of the Company. This is in accordance to the Company’s Articles of Association and the Law No. 40 year 2007 concerning Limited Liability Company.
2. The 4th agenda is the adjustment to the Regulation of Financial Services Authority (OJK) No. 32/POJK.04/2014 concerning the Plan and Organization of The General Meeting of Shareholders of Public Company, and No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of The Issuers or Public Company.
3. The 5th agenda is the change and/or the affirmation of the Board of Directors and the Board of Commissioners structure including Independent Commissioners in accordance to the dynamics development of the Company.
4. The 6th agenda is the re-affirmation of the Company’s Shareholders in accordance to the dynamics development of the Company.

Notes:

1. The Company does not send a separate invitation to each of its Shareholders of the Company and this notice constitutes the official and valid invitation to the Shareholders of the Company.
2. Those who eligible to attend or be represented at the AGMS are :
 - a. for shares which have not been in the collective deposit, only for Shareholders of the Company whose registered in Register of Shareholders the latest at 16:00 WIB on **05 May 2015** at PT Sharestar Indonesia as the Company’s Share Registrar, domiciled in Jakarta and having its office at BeritaSatu Plaza 7th floor, Jl. Jend. Gatot Subroto Kav. 35 – 36, Jakarta 12950 (“**BAE**”);
 - b. for shares whose names are registered in the collective deposit at Indonesian Central Security Depository (“**KSEI**”) or at Custodian Bank (“**BK**”) or at the Securities Company (“**PE**”), only for Shareholders of the Company whose registered in the Account Holder’s at KSEI or BK or PE the latest at 16:00 WIB on **05 May 2015**.
3. Shareholders of the Company, whose shares are deposited at the collective depository who intend to attend the AGMS, are required to register through the securities company or custodian bank where they open securities account at KSEI to obtain Written Confirmation To Attend the Meeting (“**KTUR**”).
4. The Shareholders of the Company or their respective proxies who attend the AGMS are required to bring and submit copies of their copy of Collective Share Certificate and Identity Cards (“**KTP**”) or other valid form of identification to the BAE officers before entering the meeting room. Shareholders of the Company, whose shares are deposited at the collective deposit are required to bring KTUR and show it to the BAE officers before entering the meeting room.
5.
 - a. Any Shareholders of the Company who cannot attend the AGMS may be represented by his/her proxy by bringing the valid and original power of attorney with the form and content as determined by the Board of Directors of the Company and also with copy of ID or other valid form of identification of the Shareholders as well as his/her proxy.
 - b. The Board of Directors, the Board of Commissioners and employees of the Company may act as the proxy of the Shareholders in the AGMS, but the vote that they incur as the proxy in AGMS will not be calculated in the voting.
 - c. For the Shareholders of the Company that are incorporate as limited liability companies, union, foundation or pension fund must bring a copy of its articles of association as well as the latest and complete ratification of the deed of incorporation and approval of changes to their last changes of articles of association from the Ministry of Law and Human Rights Republic of Indonesia following their latest board of management along with the evidence of receipt of notification from Ministry of Law and Human Rights Republic of Indonesia.
 - d. Form of Power of Attorney is available during office hours 09:00 – 17:00 WIB at the Company’s operational head office at Menara Matahari 15th floor, Jl. Bulevar Palem Raya No. 7, Lippo Karawaci 1200, Tangerang 15811 – Banten, by contacting the Corporate Secretary of the Company or sending an email to ir@matahari.co.id.
6. All materials to be discussed in the AGMS are available at the Company’s operational head office from the date of this notice until the AGMS date.
7. In order to ensure the orderliness of the AGMS, the Shareholders of the Company or their proxies are required to be present at the AGMS venue at least 30 (thirty) minutes before the AGMS begin.