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## **SURAT KUASA/ POWER OF ATTORNEY**

Saya, yang bertandatangan di bawah ini, dalam kapasitas sebagai [\*] dari [\*], dan oleh karenanya bertindak untuk dan atas nama [\*], suatu perusahaan yang didirikan secara sah berdasarkan hukum Republik Indonesia, yang beralamat di [\*] ("**Pemberi Kuasa**"), dengan ini memberikan kuasa kepada pihak-pihak sebagai berikut:

*I, the undersigned, in my capacity as the [\*] of [name of the shareholder], and therefore acting for and on behalf of [name of the shareholder], a company duly established under the laws of the Republic of Indonesia, having its registered office at [address] (the "**Authoriser**"), do hereby confer power of attorney to the following persons:*

1. [\*];
2. [\*]

(selanjutnya masing-masing disebut sebagai "**Penerima Kuasa**") untuk bersama-sama atau sendiri-sendiri, untuk mewakili dan bertindak untuk dan atas nama Pemberi Kuasa:

*(hereinafter each shall be referred to as the "**Attorney-in-Fact**"), jointly or severally, to represent and act for and on behalf of the Authoriser:*

### **KHUSUS SPECIFICALLY**

1. Untuk menghadiri, mendiskusikan, dan memberikan suara dalam Rapat Umum Pemegang Saham Tahunan PT Matahari Department Store Tbk, suatu perseroan terbuka yang didirikan berdasarkan hukum Republik Indonesia dan berdomisili di Jakarta Selatan, Indonesia dengan alamat kantor pusat operasional di Menara Matahari Lantai 15, Jl. Bulevar Palem Raya No. 7, Lippo Karawaci 1200 -Tangerang, Banten, Indonesia ("**Perseroan**") pada tanggal 28 Mei 2015 atau tanggal alternatif lainnya atas penundaan rencana tersebut ("**RUPST**"); dan

*To attend, to discuss and, to vote at the Annual General Meeting of Shareholders to be held by PT Matahari Department Store Tbk, a public company existing under the laws of the Republic of Indonesia and having its domicile in South Jakarta, Indonesia and its operational head office's address at Menara Matahari 15<sup>th</sup> Floor, Jl. Bulevar Palem Raya No. 7, Lippo Karawaci 1200 -Tangerang, Banten, Indonesia (the "**Company**") on 28 May 2015 or any alternate date of any adjournment thereof (the "**AGMS**"); and*

2. Untuk hadir di hadapan lembaga yang berwenang, termasuk notaris, untuk menandatangani setiap dokumen yang berhubungan dengan RUPST termasuk namun tidak terbatas untuk menandatangani daftar kehadiran RUPST, untuk berbicara, untuk

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memberikan pendapat / informasi, untuk mengajukan setiap rencana, untuk memberikan suara yang sah sehubungan dengan keputusan yang akan diambil dalam RUPST, dan untuk melakukan segala tindakan, hal-hal dan urusan untuk dan atas nama Pemberi Kuasa yang dianggap perlu oleh Penerima Kuasa, untuk memberikan akibat terhadap kuasa tersebut dan melaksanakan prosedur RUPST.

*To appear before any competent authorities including a notary, to sign any documents relating to the AGMS including but not limited to signing the attendance list of the AGMS, to speak, to give any opinion/information, to submit any proposal, to cast affirmative votes with regard to any resolution proposed to be adopted at the AGMS, and to make or do all acts, matters and things for and behalf of the Authoriser as the Attorney-in-Fact may think necessary, in order to give effect to the foregoing powers and to complete the procedures of the AGMS.*

Dengan agenda sebagai berikut :

*With the following agenda :*

No.	Agenda	Decision authorized to the Attorney(s)
1.	<p>Persetujuan atas Laporan Direksi mengenai kegiatan operasional dan tata usaha keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2014 serta Pengesahan Neraca dan Laporan Laba/Rugi untuk tahun buku 2014 serta pembebasan dan pelunasan (<i>acquit et de charge</i>) sepenuhnya kepada seluruh anggota Direksi dan Dewan Komisaris atas tindakan pengurusan dan pengawasan yang telah dilakukan dalam tahun buku tersebut.</p> <p><i>Approval of the Report from 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 Board of Commissioners for the supervision and control during the year book</i></p>	<input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
2.	<p>Rencana penggunaan keuntungan Perseroan yang diperoleh sampai dengan tanggal 31 Desember 2014.</p> <p><b>Usulan Perseroan adalah :</b></p> <p>Melakukan pembagian keuntungan sehingga penggunaan laba bersih Perseroan tahun buku 2014 sejumlah Rp. 1.419.118.097.184</p>	<input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain

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(satu triliun empat ratus sembilan belas milyar seratus delapan belas juta sembilan puluh tujuh ribu seratus delapan puluh empat rupiah) sebagai berikut :

1. Menggunakan Laba Bersih sebesar Rp. 851.448.495.744 (delapan ratus lima puluh satu miliar empat ratus empat puluh delapan juta empat ratus sembilan puluh lima ribu tujuh ratus empat puluh empat rupiah) untuk dibayarkan sebagai dividen tunai yang dibagikan kepada **2.917.918.080 (dua juta sembilan ratus tujuh belas ribu sembilan ratus delapan belas ribu delapan puluh)** saham yang telah dikeluarkan Perseroan atau sebesar Rp. 291,80,- (dua ratus sembilan puluh satu koma delapan puluh rupiah) per saham.
2. Sisa laba bersih sebesar Rp. 567.669.601.440 (lima ratus enam puluh tujuh miliar enam ratus enam puluh sembilan juta enam ratus satu ribu empat ratus empat puluh rupiah) dibukukan sebagai laba ditahan.
3. Memberikan wewenang kepada Direksi Perseroan, dengan hak substitusi, untuk melakukan segala tindakan yang diperlukan dan melakukan pembagian dividen tunai tersebut.

*The use of the Company's profit booked as at 31 December 2014.*

**Proposed by the Company :**

*To distribute dividends, and to use the net income of book year 2014 of Rp 1,419,118,097,184 (one trillion, four hundred nineteen billion, one hundred eighteen million, ninety seven thousand, one hundred and eighty four rupiah ) as follows:*

1. *Distribute net income of Rp. 851,448,495,744 (eight hundred fifty one billion, four hundred forty eight million, four hundred ninety five thousand, seven hundred and forty four rupiah) to be paid as cash dividends to 2,917,918,080 (two billion, nine hundred seventeen million, nine hundred eighteen thousand and eighty) shares issued by the Company or Rp. 291.80 (two hundred and ninety one point eighty rupiah) per share.*
2. *The balance of Rp. 567,669,601,440 (five hundred sixty seven billion,*

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	<p>six hundred sixty nine million, six hundred one thousand, four hundred and forty rupiah) will be booked as retained earnings.</p> <p>3. To authorize the Board of Directors of the Company, with substitution right, to perform all acts necessary and do the cash dividends distribution.</p>	
<p>3.</p>	<p>Penunjukkan Akuntan Publik untuk tahun buku 2015 dan pemberian wewenang kepada Direksi dan Dewan Komisaris Perseroan untuk menetapkan honorarium dan persyaratan lain dari penunjukkan tersebut.</p> <p><b>Usulan Perseroan adalah :</b></p> <p>Melimpahkan wewenang kepada Dewan Komisaris dan/atau Direksi Perseroan untuk memilih dan mengangkat Akuntan Publik Terdaftar untuk mengaudit pembukuan Perseroan tahun buku 2015 serta memberikan wewenang kepada Direksi Perseroan untuk menetapkan honorarium dan persyaratan lain pengangkatan tersebut.</p> <p><i>The Appointment of Public Accountant for the year book of 2015, and granting of authority to the Board of Directors and Board of Commissioners of the Company to determine the accountant's fee and terms of appointment</i></p> <p><b>Proposed by the Company :</b></p> <p><i>Delegate the authority to the Board of Commissioners and/or the Board of Directors to select and appoint Registered Public Accountant to audit the books for fiscal year 2015 and give authorization to the Board of Directors to set the remuneration and other terms of appointment.</i></p>	<p><input type="checkbox"/> Agree  <input type="checkbox"/> Disagree  <input type="checkbox"/> Abstain</p>
<p>4.</p>	<p>Perubahan Anggaran Dasar Perseroan sebagai penyesuaian terhadap Peraturan Otoritas Jasa Keuangan No. 32/POJK.04/2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, dan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.</p>	<p><input type="checkbox"/> Agree  <input type="checkbox"/> Disagree  <input type="checkbox"/> Abstain</p>

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	<p><b>Usulan Perseroan adalah :</b></p> <p>Memberikan wewenang kepada Direksi Perseroan, dengan hak substitusi, untuk melakukan segala tindakan yang diperlukan dan melakukan penyesuaian Anggaran Dasar Perseroan terhadap Peraturan Otoritas Jasa Keuangan No. 32/POJK.04/2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, dan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, termasuk melaporkan dan/atau meminta persetujuan dari instansi pemerintah yang berwenang.</p> <p><i>Amendment of the Company's Articles of Association in accordance to the Financial Services Authority Regulation No. 32/POJK.04/2014 on General Meeting of Shareholders of a Public Company, and No. 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Issuers or Public Companies.</i></p> <p><b>Proposed by Company :</b></p> <p><i>To authorize the Board of Directors of the Company, with substitution right, to perform all acts necessary and do the amendment of the Company's Article of Association in accordance to the Financial Services Authority Regulation No. 32/POJK.04/2014 on General Meeting of Shareholders of a Public Company, and No. 33/POJK.04/2014 on Board of Directors and Board of Commissioners of Issuers or Public Companies.</i></p>	
5.	<p>Perubahan dan/atau penegasan susunan anggota Direksi dan Dewan Komisaris termasuk Komisaris Independen, serta penentuan gaji/honorarium dan/atau tunjangan lainnya bagi anggota Direksi dan Dewan Komisaris Perseroan;</p> <p>Komite Nominasi dan Remunerasi mengusulkan susunan Direksi dan Dewan Komisaris sebagai berikut :</p> <p>Dewan Komisaris:          Presiden Komisaris (Independen) : John Bellis          Komisaris (Independen) : Jonathan Limbong Parapak          Komisaris : Sigit Prasetya          Komisaris : Henry Jani Liando</p>	<p><input type="checkbox"/> Agree  <input type="checkbox"/> Disagree  <input type="checkbox"/> Abstain</p>

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<p>Komisaris : William Travis Saucer Komisaris : John Riady Komisaris (Independen) : Herbert Stepic Komisaris : Niel Byron Nielson</p> <p>Direksi : Presiden Direktur : Bunjamin Jonatan Mailool Wakil Presiden Direktur : Larry Michael Remsen Direktur : Andy N. Purwohardono Direktur : Andre Rumantir</p> <p><b>Usulan Perseroan adalah :</b></p> <p>a. Menyetujui usulan mengenai susunan Direksi dan Dewan Komisaris.</p> <p>b. Menyetujui usulan atas sistem remunerasi termasuk gaji atau honorarium dan tunjangan atau remunerasi lainnya bagi Anggota Dewan Komisaris dengan landasan perumusan berdasarkan orientasi <i>performance, market competitiveness</i> dan penyelarasan kapasitas finansial Perseroan untuk memenuhinya, serta hal-hal lain yang diperlukan dengan batasan jumlah kolektif sebesar 0,2% (nol koma dua persen) dari penjualan bersih Perseroan.</p> <p>c. Memberikan wewenang kepada Dewan Komisaris untuk merancang, menetapkan dan memberlakukan sistem remunerasi termasuk honorarium, tunjangan, gaji, bonus dan atau remunerasi lainnya bagi anggota Direksi Perseroan dengan landasan perumusan berdasarkan orientasi <i>performance, market, competitiveness</i> dan penyelarasan kapasitas finansial Perseroan untuk memenuhinya, serta hal-hal lain yang diperlukan.</p> <p><i>The appointment and/or affirmation of the Board of Directors and Board of Commissioners members including Independent Commissioner, and determination of salaries/honorarium and/or other allowances to the Board of Directors and Board of Commissioners;</i></p> <p><i>The Nomination and Remuneration Committee proposed the following composition of BOC and BOD:</i></p>	
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	<p><b>Board of Commissioners :</b></p> <p><i>President Commissioner (Independent):</i> John Bellis</p> <p><i>Commissioner (Independent) :</i> Jonathan Limbong Parapak</p> <p><i>Commissioner :</i> Sigit Prasetya</p> <p><i>Commissioner :</i> Henry Jani Liando</p> <p><i>Commissioner :</i> William Travis Saucer</p> <p><i>Commissioner :</i> John Riady</p> <p><i>Commissioner (Independent) :</i> Herbert Stepic</p> <p><i>Commissioner :</i> Niel Byron Nielson</p> <p><b>Board of Directors :</b></p> <p><i>President Director :</i> Bunjamin Jonatan Mailool</p> <p><i>Vice President Director :</i> Larry Michael Remsen</p> <p><i>Director :</i> Andy N. Purwohardono</p> <p><i>Director :</i> Andre Rumantir</p> <p><b>Proposed by the Company :</b></p> <p>a. <i>Approve the proposal concerning the composition of Board of Directors and Board of Commissioners.</i></p> <p>b. <i>Approve the proposal of remuneration including salary and/or honorarium and allowances or other remuneration for the members of Board of Commissioners with a basis of formulation based on performance oriented formula, market competitiveness, and alignment of the Company's financial capacity, and other things necessary with maximum collective amount of 0.2% (zero point two percent) of the Company's net sales.</i></p> <p>c. <i>Give authority to the Board of Commissioners to design, establish and enforce the remuneration system, including honorarium, allowances, salaries, bonuses and other remuneration to the members of the Board of Directors of the Company with a basis of formulation based on a performance oriented formula, market competitiveness, and alignment of the Company's financial capacity to meet them, as well as the other necessary things.</i></p>	
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6.	Penegasan kembali susunan pemegang saham dalam Perseroan. <i>Re-affirmation of the Company's shareholders.</i>						<input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain	
	<b>No</b>	<b>Shares</b>	<b>Seri A</b>	<b>Seri B</b>	<b>Seri C</b>	<b>Total Shares</b>		<b>%</b>
	1.	PT Multipolar Tbk	1,188,290	44,017,453	552,323,757	597,529,500		20.48
	2.	Asia Color Company Limited	-	-	58,351,631	58,351,631		2.00
	3.	Masyarakat / Public	4,980,670	215,078,867	2,041,977,412	2,262,036,949		77.52
	<b>Total</b>	<b>6,168,960</b>	<b>259,096,320</b>	<b>2,652,652,800</b>	<b>2,917,918,080</b>	<b>100.00</b>		

Kuasa ini telah diberikan dengan ketentuan sebagai berikut:

*This power of attorney has been conferred under the following conditions:*

- surat kuasa ini berlaku sejak tanggal surat kuasa ini ditandatangani;  
*this power of attorney is effective from the date this power of attorney is executed.*
- Pemberi Kuasa berjanji untuk mengesahkan seluruh tindakan yang dilakukan oleh Penerima Kuasa berdasarkan kekuatan surat kuasa ini;  
*the Authoriser undertakes to ratify all acts performed by the Attorney-in-Fact by virtue of this power attorney;*
- surat kuasa ini merupakan bukti bagi pihak-pihak lainnya atas kuasa-kuasa yang disebutkan dalam surat kuasa ini;  
*this power of attorney shall serve as evidence to any other party of the powers of attorney as set forth above;*
- surat kuasa ini akan diatur dan ditafsirkan berdasarkan hukum Negara Republik Indonesia;  
*this power of attorney is governed by the laws of the Republic of Indonesia;*
- kecuali dicabut secara tegas terlebih dahulu oleh Direksi dari Pemberi Kuasa, surat kuasa ini akan berlaku sampai seluruh proses RUPST telah selesai dimana pada tanggal tersebut dianggap dicabut dan telah berakhir dan tidak memiliki akibat apapun.  
*unless revoked expressly earlier by resolution of the Board of Directors of the Authoriser, this power of attorney shall be effective until all the process of the AGMS has been completed on which date it shall be deemed to be revoked and shall lapse and cease to be of any effect.*



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\_\_\_\_\_, [\*] 2015

**Pemberi Kuasa/Authoriser,**

**Penerima Kuasa/Attorney-in-Fact,**

\_\_\_\_\_  
Nama/Name : \_\_\_\_\_

Jabatan/Position : \_\_\_\_\_

\_\_\_\_\_  
Nama/Name : \_\_\_\_\_

Jabatan/Position : \_\_\_\_\_