



SARANA MENARA NUSANTARA

PT SARANA MENARA NUSANTARA TBK.
("Company")

SUMMON OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of the Company would hereby invite the shareholders of the Company to attend the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders ("**Meeting**"), which will be held on:

Day/Date : Friday/May 22, 2015
Time : 09:30 Western Indonesian Time until finished
Venue : West Mall, Grand Indonesia Shopping Town, Hotel Indonesia Kempinski, Grand Ballroom D, 11th Floor,
Jl. M.H. Thamrin No. 1, Jakarta 10310

With the following agenda:

I. The Annual General Meeting of Shareholders ("AGMS"):

1. Approval and ratification of (i) the Annual Report of the Company for the financial year ended December 31, 2014, including the Company's yearly Activity Report and the Board of Commissioners Report for the Financial Year Ended December 31, 2014, and (ii) the Consolidated Financial Statements of the Company for the financial year ended December 31, 2014, along with the release and discharge of the members of the Board of Commissioners and the Board of Directors for their supervision and actions for the year ended December 31, 2014 (*acquit et de charge*).
That pursuant to the provisions of (i) Article 19 paragraph 2 letter a and letter b, and Article 19 paragraph 3 of the Articles of Association of the Company; and (ii) Article 68, Article 69 and Article 78 of Law Number 40 of 2007 concerning Limited Liability Company ("Company Law"), the Annual Report of the Company, including the activity report of the Company and the supervisory report of the Board of Commissioners, and the Financial Statements of the Company must obtain approval and ratification from the General Meeting of Shareholders ("GMS") of the Company.
2. Approval of the allocation of the Company's net profit for the financial year ended December 31, 2014.
For the allocation of net profit of the Company, the Company requires a decision of the GMS as contemplated in the provisions of (i) Article 19 paragraph 2 letter c, and Article 24 of the Articles of Association of the Company; and (ii) Article 70 and Article 71 of the Company Law.
3. Appointment of the Independent Public Accountant to audit the Company's Consolidated Financial Statements for the financial year ended December 31, 2015 and delegation to the Board of Directors of the Company to determine the amount of compensation for our Independent Public Accountant and other requirements relating to such appointment.
Determination of the public accountant to audit the current book of the Company is carried out through the GMS pursuant to the provisions of (i) Article 17 and Article 19 paragraph 2 letter d of the Articles of Association of the Company; and (ii) Article 68 of the Company Law.
4. Determination of the remuneration of the members of the Board of Directors and the Board of Commissioners of the Company.
Pursuant to the provisions of (i) Article 11 paragraph 6 and Article 14 paragraph 6 of the Articles of Association of the Company; and (ii) Article 96 and Article 113 of the Company Law, basically the amount of remuneration or honorarium and allowance for the members of the Board of Directors and the Board of Commissioners is determined by the GMS.
5. Re-appointment of the current members of the Board of Directors and the Board of Commissioners.
Pursuant to the provisions of (i) Article 11 paragraph 5 and Article 14 paragraph 5 of the Articles of Association of the Company; and (ii) Article 94 paragraph (1) and Article 111 paragraph (1) of the Company Law, and with due regard to the provisions of the Financial Services Authority Regulation Number 33/POJK.04/2014 dated December 8, 2014 concerning the Board of Directors and the Board of Commissioners of Issuers and Public Companies ("POJK 33"), the members of the Board of Directors and the Board of Commissioners may be re-appointed through the GMS.

II. Extraordinary General Meeting of Shareholders ("AGMS"):

Amendment of the Articles of Association of the Company, as required by OJK Rule No. 32/POJK.04/2014 dated December 8, 2014 on Planning and Convening Public Companies' General Meeting of Shareholders and OJK Rule No. 33/POJK.4/2014 dated December 8, 2014 on the Board of Directors and Board of Commissioners of a Listed Company or a Public Company.

In accordance with the provision of Article 40 of the Financial Services Authority Regulation Number 32/POJK.04/2014 concerning the Plan and Convening of the General Meeting of Shareholders of Public Companies ("POJK 32"), within 1 (one) year as of the enactment of POJK32, public companies are required to adjust their Articles of Association to comply with the provisions of POJK 32. In addition to that, there are provisions in POJK 33 which are required to be adjusted in the current Articles of Association of the Company, thus the Company is required to amend several articles of the Articles of Association of the Company to comply with the provisions of POJK 33.

Notes:

1. The Company does not send separate invitations to the shareholders of the Company, thus this advertisement of summon is in accordance with the provisions of Article 21 paragraph 3 of the Articles of Association of the Company and serves as an official invitation to the shareholders of the Company.
2. The shareholders entitled to be present or represented with a valid power of attorney in the Meeting are as follows:
 - a. for shares of the Company that have not been deposited in the Collective Deposit, only the shareholders or authorized proxies of the shareholders whose names are registered on the Register of Shareholders of the Company as at April 29, 2015 until 4:00pm Western Indonesian Time.
 - b. for shares of the Company that are in the Collective Deposit, only the account shareholders or proxies of the account shareholders whose names are registered on the list of account holders or custodian bank of PT Kustodian Sentral Efek Indonesia ("KSEI") as at April 29, 2015 no later than 4:00pm Western Indonesian Time.
The securities account holders of KSEI in the Collective Deposit are obligated to provide their Register of Shareholders to KSEI in order to receive Written Confirmation for the Meeting ("KTUR").
3. The shareholders or their proxies who will attend the Meeting are cordially requested to bring and submit a copy of the Share Collective Certificate and a copy of ID Card (KTP) or other identifications to officers of the Securities Administration Bureau before entering the Meeting room. The shareholders in the collective deposit are obligated to bring the KUTR which can be obtained through members of the stock exchange or custodian bank.
4.
 - a. The shareholders who will not be able to attend may be represented by their proxies by bringing a valid Power of Attorney as determined by the Board of Directors of the Company, provided that, members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as proxies of the shareholders of the Company in this Meeting, however, their votes will not be taken into account in the voting.
 - b. Power of Attorney forms can be obtained on any business day and during office hours at the branch office of the Company at Menara BCA 55th Floor, Jl. M.H. Thamrin No.1, Jakarta 10310.
 - c. All Power of Attorney must be received by the Board of Directors of the Company at the branch office of the Company at the address listed in sub 4.b above, no later than 3 (three) business days prior to the date of the Meeting until 4:00pm Western Indonesian Time.
5. For shareholders of the Company in the form of legal entities, such as a limited liability company, cooperative, foundation or pension fund, should bring a copy of its complete articles of association.
6. The materials relating to the Meeting are available at the branch office of the Company as of the date of this summon of the Meeting up to the date of the Meeting and copies of the Meeting materials can be obtained by the shareholders through a written request to the Company or can be accessed through the Company's website at www.ptsmn.co.id.
7. In order to facilitate the arrangement and order of the Meeting, the shareholders or their proxies are cordially requested to be at the venue of the Meeting 30 (thirty) minutes prior to the Meeting.

Kudus, April 30, 2015

The Board of Directors of the Company