



PT Wintermar Offshore Marine Tbk
("Company")

CALL FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors ("**BOD**") of the Company hereby invites all Shareholders to attend the Annual General Meeting of Shareholders ("**Meeting**") on on:

Day/Date : **Thursday, 23 July 2020**
Time : **9 am (Western Indonesian Time) until finish**
Venue : **Office of the Company**
Jl. Kebayoran Lama No. 155, Jakarta Barat 11560

Agenda of Meeting:

1. Approval of Annual Report of the Company 2019 regarding the BOD Report of the Activities of the Company, Report of Implementation of Supervisory Duty of Board of Commissioners ("**BOC**") and the Approval to the Financial Report of the Company for the year ended on 31st of December 2019.
2. Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2020.
3. Determination of the Remuneration of BOC and BOD for the Financial Year 2020.
4. Approval to change the composition of member of BOC and BOD of the Company.
5. Approval to amend and restate the Company's Articles of Association to comply with Financial Services Authority Regulation Number 15/POJK.04/2020 and adjustment with 2017 Indonesian Business Field Standard Classification.
6. To grant authority to the BOC of the Company to increase the Issued and Paid Up Capital of the Company and to amend the Articles of Association of the Company related to the Issuance of Shares without Pre-emptive Rights which have been approved by the Annual General Meeting of Shareholders dated 21 May 2019.

Explanation of the Agenda:

Agenda 1 - In accordance with the Articles of Associations of the Company, the Annual Report has to be presented annually by BOD for approval from the General Meeting of Shareholders.

Agenda 2 - In accordance with the Articles of Associations of the Company, BOD has to submit proposal of Appointment of Public Accountant to audit the Financial Statement of the Company to the General Meeting of Shareholders. The BOD proposes the appointment of Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan to audit Financial Report of Financial Year 2020.

Agenda 3 - In accordance with the Regulation Financial Services Authority (OJK) No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Listed Company or Public Company, the BOC is obliged to carry out remuneration function in the event there is no Remuneration and Nomination Committee. Therefore, the Company proposes to authorise the BOC to determine the remuneration of members of BOC and BOD for Financial Year 2020.

Agenda 4 - Due to expiration of respective terms of office of Mr. Jonathan Jochanan as President/Independent Commissioner, Mr. Johnson Williing Sutjipto as Commissioner, Mr. Sugiman Layanto as Managing Director and Ms. Nely Layanto as Director of the Company, the Company proposes to the Meeting for reappointment for each of 5 years of service since the closing of the Meeting approving the reappointment until the closing meeting of the Annual General Meeting of Shareholders in 2025. Curriculum Vitae (CV) of Mr. Jonathan Jochanan, Mr. Johnson Williing Sutjipto, Mr. Sugiman Layanto dan Mrs. Nely Layanto can be found in the Company's Annual Report 2019 which has been announced on 30 June 2020 and accessible in the Company's website www.wintermar.com

Agenda 5 - The Company is required to amend the Articles of Association in accordance with new regulations; Regulation Financial Services Authority (OJK) Number 15/POJK.04/2020 and implementation of 2017 Indonesian Business Field Standard Classification effected by Online Single Submission ("**OSS**"). These amendments are to accomodate the provisions of e-General Meeting of Shareholders ("**e-GMS**") and adjust the code and wording of business field to comply with the new standard classification. This amendment will not change the core business of the Company.

Agenda 6 - There are remaining valid Non-Pre-emptive Rights equivalent to 418million new shares which have been approved by the AGM of the Company dated 21 May 2019 but not yet issued. Therefore an authorization is required from the GMS of the Company to the BOC to increase the Issued and Paid Up Capital of the Company and to amend the Articles of Association of the Company relating to any issuance of these remaining shares should the Non Pre-emptive Rights be exercised. In accordance with the Article 41 paragraph 2 Company Act No. 40 Year 2007, the Company proposes to authorise the BOC for period of one year to increase the Issued and Paid Up Capital of the Company and to

amend related articles in Articles of Association of the Company, in event there is any issuance of new shares from such Issuance of New Shares Without Pre-emptive Rights.

Note:

As preventive action against the spread of COVID-19 virus, the arrangement of the Meeting shall be as follows:

1. In accordance with Article 12 paragraph 9 of the Articles of Association of the Company, this Call For Meeting is considered as the formal invitation to all Shareholders of the Company;
2. Shareholders who are entitled to attend or represented by lawful Proxies on this Meeting are the Shareholders whose names are recorded in the Company's Shareholders Register and/or shareholders who hold the Company shares at the sub-securities account of PT Kustodian Sentral Efek Indonesia ("KSEI") on 30 June 2020 at the closing of market ("**Entitled Shareholders**");
3. All Entitled Shareholders are **strongly encouraged not to physically attend the Meeting, but instead to grant proxy with terms as follows:**
 - a. **E-Proxy through KSEI :** Shareholders who hold scripless shares in collective custody of KSEI, may authorize Proxy Holder appointed by the Company, being the officer assigned by Company's Registrar, PT Datindo Entrycom ("BAE") through KSEI Electronic General Meeting System ("eASY.KSEI") facilities in the link <https://akses.ksei.co.id> provided by KSEI as a mechanism for electronically authorizing ("E-Proxy") for process of the Meeting. E-Proxies can be made from the date of this Call for Meeting until Wednesday, 22 July 2020 at 12.00 WIB. The Shareholders can read the E-Proxy guidelines through the link https://easy.ksei.co.id/egken/Education_global.jsp
 - b. **Physical Signed and Stamped Proxy Form :** Shareholders who have no account or access to eASY.KSEI system may download the proxy form in the website of the Company www.wintermar.com and send the signed proxy to BAE's email at DM@datindo.com and to send the original proxy signed with an affixed stamp duty to PT Datindo Entrycom, Jl. Hayam Wuruk No.28, 2nd Floor, Jakarta 10120 - Indonesia, no later than 3 (three) working days prior to the Meeting, Monday, 20 July 2020 at the latest at 16.00 WIB.
4. The Company will not provide and distribute Meeting materials in printed form. All information and materials of the Meeting including are available for Shareholders on the Company's website www.wintermar.com from the date of this Call for Meeting until the Meeting is held.
5. The notary who is assisted by BAE will ensure the validity and calculate all votes cast by the Shareholders for all voting of each agenda including the votes cast by the Shareholders through eASY.KSEI as mentioned in point 3 and cast on the Meeting.
6. As safety is our highest concern, the Company will implement the COVID-19 protocol for physical distancing. Entitled Shareholders or their proxies can be physically present at the Meeting subject to the following conditions:
 - a. Has completed the Risk Assessment Form downloaded from the Company's website and submitted to the investor_relations@wintermar.com between 20 to 22 July 2020 and has received a Confirmation of Attendance from the Company;
 - b. Wearing a mask at all times;
 - c. The body temperature does not reach 37.3°C
 - d. Not showing any symptoms of fever or flu and cough/sore throat/shortness of breath;
 - e. Not having travel history to outside the city or country within the last 30 days; and
 - f. Not having any close contact history with asymptomatic person (OTG)/person under monitoring (ODP), patient under supervision (PDP), and confirmed case of COVID-19
7. In addition to meeting the provisions in number 6 above, Eligible Shareholders or proxies who wish to attend the Meeting physically must bring and submit to Company's officer before entering the Meeting venue as follows:
 - a. Copy of Identity Card (KTP) or other identity card; or
 - b. Specifically, for Shareholders which are legal entity shall submit the proof of document authorizing the representation of their legal entity pursuant to its Articles of Association and such copy of Articles of Association of the legal entity
8. **For health reasons, the Company will not provide any food/drinks/souvenirs to the Shareholders during the Meeting.**
9. To ensure the orderly manner of the Meeting, the Shareholders or their authorized representative are requested to be present at the Meeting venue 30 minutes prior to the Meeting. The Meeting will be starting **on time** at 9am.

Jakarta, 1 July 2020
Board of Directors