



PT Wintermar Offshore Marine Tbk  
("Company")

**Annual General Meeting Of Shareholders  
and Extraordinary General Meeting Of Shareholders  
18 May 2017**

**Information on Agenda**

**Annual General Meeting of Shareholders**

**Agenda 1**

**Approval of Annual Report of the Company 2016 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 31<sup>st</sup> of December 2016;**

Annual Report 2016 is available in <http://www.wintermar.com/wintermar/investor-relations/annual-reports/>

**Agenda 2**

**Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2017;**

By the approval of the Board of Commissioners to appoint an Independent Public Accountant from the Public Accountants Office Amir Abadi Jusuf, Aryanto, Mawar & Rekan or other Independent Public Accountant who listed by Indonesia Financial Services Authority (OJK)

**Agenda 3**

**Determination of Remuneration of members of BOC and BOD for Financial Year 2017**

The Company proposes to authorize the Board of Commissioners to determine the remuneration of members of Boards of Commissioner and Directors of the Company for Financial Year 2017.

**Extraordinary General Meeting of Shareholders:**

**Agenda 1**

**Approval of Change of the Composition of the BOD and BOC;**

1. **Mr. Marc Thomson and Mr. H. Endo Rasdja** have resigned as Directors of the Company, on the 23<sup>rd</sup> March 2017 and 26<sup>th</sup> April 2017 respectively due to personal matters. The Board would like to express thanks and

appreciation to their valuable contributions to the Company.

2. The Company proposes the following changes:
  - a. **Mr. Darmawan Layanto** relinquishes his responsibilities as a Commissioner and be appointed Director of the Company
  - b. **Mr. John Stuart Anderson Slack** relinquishes his responsibilities as a Director and be appointed Commissioner of the Company
3. The Company proposes:
  - a. **Mr. Adhi Pradnyana Gaduh** to be appointed as the Independent Director of the Company .
  - b. **Mr. Donny Indrasworo** to be appointed as a Director of the Company

***Curriculum Vitae of Proposed Commissioner:***



**John Stuart Anderson Slack**

An Australian citizen, he has served as the Strategy Director of PT Wintermar Offshore Marine Tbk since 2013. Prior to that he has held several senior directorship positions in a variety of companies in Indonesia including Vice President Director of PT Bumi Resources Tbk (2012-2013), Business Director of The British School (2005-2011), Director of PT Astra International Tbk (2000-2005), El Paso Energy/ PT Energi Sengkang (1996-1999), CFO of Indonesia Standard Chartered Bank (1991-1994). Prior to that he had over 20 years of experience in Accounting and Finance in London, Sydney and Jakarta. He is currently holding the position of Independent Commissioner of PT Jakarta Setiabudi Internasional Tbk and is a Board Member of the British Chamber of Commerce in Indonesia. He is qualified as a Fellow of the Institute of Chartered Accountants in England and Wales and holds a Bachelor of Science in Chemical Engineering from University of Manchester, Institute of Science and Technology, United Kingdom.

***Curriculum Vitae of Proposed Directors:***



**Darmawan Layanto**

An Indonesian citizen, he has been a member of the Board of Commissioners of PT Wintermar Offshore Marine Tbk since the company's listing in 2010, and has held various positions as Commissioner and Director of several Wintermar Group Companies since 1990, where he has been instrumental in building up the Wintermar fleet since the early 1990s with particular expertise in Ship building and Technical. He graduated with a Bachelor of Science in Management from Golden Gate University, San Francisco, in 1991.



**Adhi Pradnyana Gaduh**

An Indonesian citizen, he worked in Gajah Tunggal Group for 13 years in Strategic Management, Supply Chain Management Transformation and held the positions of Head of Internal Audit and PA to President Director. He has previously worked in Boston Consulting Group, and as Founder/ Director in retail, internet and software development companies. In 1995, he graduated with Master of Business Administration from Stanford University, California USA and holds a Bachelor of Science in Electrical Engineering and Computer Science, Magna cum Laude, from University of California Berkeley, 1989.

He is also the Member of the Supervisory Board of United in Diversity, a Non-Government Organization that facilitates structured collaborations between government, business, and civil society organizations in rebuilding the country.



**Donny Indrasworo**

An Indonesian citizen, he is currently the Head of Commercial and Business Development Division of PT Wintermar Offshore Marine Tbk, responsible for Business Development and Marketing domestically and internationally for the group's fleet. He has more than 10 years of experience in the offshore marine Industry. He started his career in Wintermar group in 2007 in the Quality, Health, Safety and Environment Department and moved to the Marketing Department where he was promoted to Assistant Marketing Manager in 2011. He graduated with Bachelor Degree in Economics and Business Administration (Double Degree) from Hogeschool Inholland, University of Applied Sciences, International Business and Management Studies, Amsterdam, the Netherlands in 2005.

**Agenda 2**

**Approval of Issuance of New Shares without Pre-emptive Rights in accordance with provisions in Regulation of Indonesia Financial Services Authority ("OJK") No. 38/POJK.04/2014 by issuing ordinary shares**

Disclosure Information dated 11 April 2017 is available in <http://www.wintermar.com/wintermar/investor-relations/announcements/>

**Agenda 3**

**To grant authority to the BOC of the Company to increase the Issued Capital and Paid Up Capital of the Company and to amend the Articles of Association of the Company through the above Proposal of Issuance of Shares without Pre-emptive Rights.**

In order to adjust the increased of amount of Issued Capital and Paid Up Capital of the Company once the new shares issued through the Issuance of Shares without Pre-emptive Rights proposed as 2<sup>nd</sup> Agenda of the EGM, the Company propose to the Shareholders to grant authority the Board of Commissioners to amend the Articles of Association of the Company related to the new issued shares through the Proposal.

**Jakarta, 26 April 2017  
Board of Directors**