



**PT Wintermar Offshore Marine Tbk
("the Company")**

**ANNOUNCEMENT SUMMARY OF RESULT OF RESOLUTION OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors ("**BOD**") of the Company hereby announce to Shareholders of the Company that the Company has held an Annual General Meeting of Shareholders ("**Meeting**"):

A. At:

Day/Date : Tuesday, 21 May 2019
 Time : 1.52pm to 3.17pm
 Venue : Lippo St. Moritz, 10th Floor, Unit #1002
 Jl. Puri Indah Raya Blok U 1-3, CBD Kembangan, Jakarta 11610 - Indonesia

B. Agenda of Meeting:

1. Approval of Annual Report of the Company 2018 regarding the BOD Report of the Activities of the Company, Report of Implementation of Supervisory Duty of Board of Commissioners ("**BOC**") and the Approval of the Financial Report of the Company for the year ended on 31st of December 2018.
2. Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2019.
3. Determination of the Remuneration of BOC and BOD for the Financial Year 2019.
4. Approval to change the composition of member of BOD of the Company.
5. Approval of Issuance of New Shares Without Pre-emptive Rights in accordance with provisions in Regulation of Indonesia Financial Services Authority No. 38/POJK.04/2014 by issuing ordinary shares.
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.

C. Members of Board of Directors and Board of Commissioners of the Company who attend the Meeting are:

Board of Directors		Board of Commissioners	
Managing Director	: Sugiman Layanto	President Commissioner and	
Director	: Darmawan Layanto	Independent Commissioner	: Jonathan Jochanan
Director	: Janto Lili	Commissioner	: Johnson Williang
			Sutjipto
Director	: Donny Indrasworo	Commissioner	: John Stuart Anderson
			Slack

- D. The Meeting was attended by the Shareholders who were represented 3,262,337,176 shares having valid voting rights or equal to 76.978% of total shares issued by the Company.
- E. In the Meeting, the Company provide a session for Shareholders to raise questions and / or give suggestions related to the Agenda of the Meeting.
- F. There were no questions and/or suggestions raised by any Shareholders in every Agenda in the Meeting.
- G. The mechanism to reach decision at the Meeting is by unanimous consensus of the Meeting. If unanimous consensus is not reached, the resolution shall be made based on voting mechanism.

H. The Resolutions of Meeting were resolved by voting mechanism. Total votes and percentage of resolution from all represented shares in the Meeting are as follows:

Agenda	For	Against	Abstain
Second Agenda	3.070.626.610 votes or (94,123%)	443.900 votes or (0,014%)	191.266.666 votes or (5,863%)
Third Agenda	3.071.070.510 votes or (94,137%)	-	191.266.666 votes or (5,863%)
Fourth Agenda	3.261.893.276 votes or (99,986%)	443.900 votes or (0,014%)	-
Fifth Agenda	3.056.593.810 votes or (93,693%)	14.476.700 votes or (0,444%)	191.266.666 votes or (5,863%)
Sixth Agenda	3.056.593.810 votes or (93,693%)	14.476.700 votes or (0,444%)	191.266.666 votes or (5,863%)

Meanwhile the First Agenda were resolved unanimously.

I. The Meeting Resolutions have been approved mainly as follows:

FIRST AGENDA:

Approve:

1. The Annual Report of the Company 2018 regarding BOD Report of the Activities of the Company and Report of the Implementation of Supervisory Duty of the BOC and the Approval to the Financial Report of the Company for the year ended on 31st of December 2018;
2. Ratification of the Consolidated Financial Statements of the Company for the Year ended on 31st December 2018 which has been audited by the Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan, with present fairly in all material respects as stated in their audit report Number 00291/2.1030/AU.1/06/1017-2/III/2019 dated 20 March 2019.
3. Gave full acquittal and discharge to the members of BOD and BOC from any responsibility and accountability for management and supervisory duty they had performed during the year ended 31 December 2018, provided that such acts were reflected in the Annual Report of the Company and Consolidated Financial Statement for 2018.

SECOND AGENDA:

Approve:

1. Appointment of Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan to conduct the audit of the Consolidated Financial Statements of the Company for period of year book ended on 31st December 2019.
2. Deligation and grant authority to BOC of the Company to determine the honorarium, other conditions and terms for such appointed Public Accountant and to appoint other Independent Public Accountant registered in Financial Services Authority ("OJK") to conduct audit of the Consolidated Financial Statement of the Company for the period of year book ended on 31st December 2019 for the purpose and interest of the Company in the event at any reason Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan unable to complete the audit of Financial Statement 2019 of the Company.
3. Granting authority to BOC to determine the honorarium and other conditions and terms for the said other appointed Independent Public Accountant.

THIRD AGENDA:

Approve delegation and granting the authority to the BOC to:

1. Determine the salary and honorarium along with other allowances for BOC and authorise the President Commissioner to determine the distribution among members of BOC of the Company for 2019 Financial Year book.
2. Determine salary, service fees and other allowances which will be distributed to members of BOD of the Company for 2019 Financial Year book.

FOURTH AGENDA:

Approve:

1. Accept the resignation of Mr. Adhi Pradnyana Gaduh and Mr. Darmawan Layanto from their position respectively as Independent Director and Director of the Company since the closing of the Meeting and thanked them for the contribution given to the Company during the period of their tenure.
2. Appoint Mr. Muhamad Shanie Mubarak as Director of the Company for period of tenure since the closing of the Meeting up to the closing of the Annual General Meeting of Shareholders in 2024.
3. Grant authority with a substitution rights to BOD of the Company to restate the Resolution of the Meeting related to this change of composition of BOD into a separate Notarial Deed, including but not limited to notify the change to Minister of Law and Human Rights of the Republic of Indonesia and to register the same to other authorised government;

In witness whereof since the closing of the Meeting, the composition of BOC and BOD of the Company become as follows:

BOARD OF COMMISSIONERS

President Commissioner and Independent Commissioner : Jonathan Jochanan
Commissioner : Johnson Williang Sutjipto
Commissioner : John Stuart Anderson Slack

BOARD OF DIRECTORS

Managing Director : Sugiman Layanto
Director : Nely Layanto
Director : Janto Lili
Director : Donny Indrasworo
Director : Muhamad Shanie Mubarak

FIFTH AGENDA:

Approve:

1. Issuance of shares through Capital Increases Without Pre-emptive Rights up to 423,000,000 new shares with nominal price of Rp.100 per share in accordance with Regulation of the Financial Services Authority Number 38/POJK.04/2014. From all the Capital Increases Without Pre-emptive Rights:
 - up to 400,000,000 shares to be issued through Increase of Capital Increases Without Pre-emptive Rights to Investors within period of availability for 2 years until 20 May 2021; and
 - up to 23,000,000 shares to be issued through I Capital Increases Without Pre-emptive Rights for Management and Employee Share Ownership Program within period of availability for 5 years until 20 May 2024.

2. Change of Article 4 Paragraph 2 and Paragraph 3 of the Articles of Association of the Company in relation with the implementation of issuance of New Shares for implementation of Capital Increases Without Pre-emptive Rights.
3. To delegate and grant authority to the BOC of the Company with power of substitution, to do all action required in relation to the implementation of the Capital Increases Without Pre-emptive Rights including but not limited to determine terms and conditions for the issuance of shares in accordance with the prevailing laws.

SIXTH AGENDA:

1. Implementation of the Capital Increases Without Pre-emptive Rights which previously have been approved by this Meeting in the Fifth Agenda, whereas the validity period of issuance is as follows:
 - issuance up to 400,000,000 shares will be valid for 2 years since the closing of this Meeting; and
 - issuance up to 23,000,000 shares will be valid for 5 years since the closing of this Meeting.by referring to the provision in Article 41 of the Company Act Number 40 Year 2007 concerning Limited Liability Company which stipulate the implementation of capital increases could be delegated to the BOC for the period of one (1) year.
2. To delegate and grant authority to BOC to increase the Issued and Paid Up Capital in the Company up to 423,000,000 new shares with nominal price of Rp. 100,- per share, the said authority valid for period of one (1) year up to 20th May 2020. Therefore BOC authorised by this bestowed authority to amend Article 4 Paragraph 2 and Paragraph 3 of the Articles of Association of the Company by increasing the Issued and Paid Up Capital and to restate the resolution related to the said amendment of the Article 4 Paragraph 2 and Paragraph 3 of the Articles of Association into a Notarial Deed and thereafter to submit application of notification to the Minister of Law and Human Rights of the Republic of Indonesia, and to register it into the list of company and to announce it in the State Gazette of the Republic of Indonesia in accordance with the prevailing laws.

Jakarta, 23 May 2019
The Board of Directors of the Company
