



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:

Day/Date : **Thursday, 19 August 2021**  
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 2020 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 December 2020.
2. Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2021.
3. Determination of the Remuneration of BOC and BOD for the Financial Year 2021.
4. Approval to change the composition of member of BOC of the Company.
5. Approval of the Issuance of Shares through Capital Increase Without Pre-emptive Rights ("PMTHMETD") as referred to in the Regulation of the Financial Services Authority No. 14/POJK.04/2019 by issuing common share.
6. To grant authority to the BOC of the Company to increase the Issued and Paid Up Capital of the Company and to amend related articles of Articles of Association of the Company in relation to the Issuance of Shares without Pre-emptive Rights

#### **Explanation of the Agenda:**

**Agenda 1** - In accordance with the Articles of Associations ("AoA") 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 AoA 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 2021.

**Agenda 3** - The Company proposes to authorise the BOC to determine the remuneration of members of BOC and BOD for Financial Year 2021.

**Agenda 4** - The Majority Shareholder PT Wintermarjaya Lestari proposed the appointment of Mr. Sim Idrus Munandar to be appointed as the Company's Independent Commissioner for a term of 5 (five) years from the closing of the Meeting that approved the appointment until the closing of the Annual General Meeting of 2026. Curriculum Vitae (CV) of Mr. Sim Idrus Munandar can be seen in the Meeting Materials which can be accessed on the Company's website [www.wintermar.com](http://www.wintermar.com). The Company proposes to accept the resignation of Mr. Johnson Williang Sutjipto from his position as Commissioner of the Company as received by the Company on 27 July 2021.

**Agenda 5** - The Company plans to Increase Capital without Pre-emptive Rights in accordance with POJK No. 14/POJK.04/2019 amounting up to 415,000,000 (four hundred and fifteen million) shares. Disclosure of Information on this plan has been announced through the Indonesian Stock Exchange website ([www.idx.co.id](http://www.idx.co.id)), the Company's website ([www.wintermar.com](http://www.wintermar.com)) and the KSEI website ([www.ksei.co.id](http://www.ksei.co.id)). Pursuant to POJK 14/2019, the quorum for attendance and decision -making is more than ½ portion of all the Company's shares owned by Independent Shareholders. The Independent Shareholders or their proxies present at the Meeting shall provide the Independent Statement Letter by the latest at the registration of attendance at the Meeting.

**Agenda 6** - There are remaining valid Increase Capital Without Pre-emptive Rights up to 18million new shares which has been approved by the AGM of the Company on 21 May 2019 and are valid for issuance until 20 May 2024. In addition, in the event that Agenda 5 of this Meeting is approved, there will be an additional up to 415,000,000 Capital Increased Without Pre-emptive Rights valid to be exercised. As such, the authority from the Company's GMS to the BOC is required for BOC to be authorized to increase the Issued and Paid Up Capital of the Company and to amend related article of the Articles of Association of the Company once there is issuance of new shares from such Capital Increase Without Pre-emptive Rights. 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 of the Company's Articles of Association, in event there is any issuance of new shares from such Capital Increase Without Pre-emptive Rights.

**Note:**

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. In accordance with Financial Services Authority Regulation No. 15/POJK.04/2020 on the Plan and Implementation of General Meeting of Shareholders of Listed Company, the Call for Meeting to Shareholders shall conducted at least through the application KSEI Electronic General Meeting System ("eASY.KSEI") which can accessible through the link <https://akses.ksei.co.id> provided by PT Kustodian Sentral Efek Indonesia ("KSEI"), website of PT Bursa Efek Indonesia ("BEI") <https://idx.co.id>, and the Company's website [www.wintermar.com](http://www.wintermar.com);
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 on KSEI collective custody on 27 July 2021 at the closing of market ("**Entitled Shareholders**");
  3. a. The participation of Entitled Shareholders in the Meeting can be done by the mechanism of physically attending the Meeting or electronically attending through the eASY.KSEI application.
  - b. For Entitled Shareholders who wish to exercise their voting rights through eASY.KSEI application, shall inform their presence or appoint their authority by proxy, and/or submit their voting options into the eASY.KSEI application. The deadline to provide declaration of electronic attendance or to authorize proxy electronically through the eASY.KSEI application ("**E-Proxy**") and electronically cast voting in the eASY.KSEI application is by latest at 12:00 p.m on Wednesday, 18 August 2021.
4. By referring to the principle of caution and vigilance on the current conditions of the COVID-19 pandemic, the Company strongly encourage all Entitled Shareholders to authorize their proxy to attend the Meeting with the following options:
  - a. **E-Proxy through KSEI** : Shareholders who hold scripless shares in KSEI collective custody, may authorize Proxy Holder through KSEI Electronic General Meeting System ("eASY.KSEI") application within link <https://akses.ksei.co.id>. E-Proxy can be made since the date of this Call for Meeting until Wednesday, 18 August 2021 at 12.00 p.m. The Shareholders shall read the E-Proxy guidelines through the link <https://www.ksei.co.id/data/download-data-and-user-guide>
  - b. **Physical Proxy** : 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](http://www.wintermar.com) and send the signed proxy to BAE's email at [DM@datindo.com](mailto: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, on Friday, 13 August 2021.
5. 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](http://www.wintermar.com) from the date of this Call for Meeting until the Meeting is held.
6. The Entitled Shareholder or his/her proxy wish to physically attend the Meeting shall provide a photocopy of the Resident Identification Card (KTP) or other identification document and for Legal Entity Shareholder to also provide a photocopy of the Articles of Association and the company deed showing latest composition of its board of directors, all to the Meeting officer prior entering the Meeting Room. To ensure that the Meeting runs in an orderly, efficient and timely manner, shareholders or their proxies are respectfully requested to attend by latest at 8:30 a.m.
7. Entitled Shareholders who wish to attend or/grant proxy electronically to the Meeting through the eASY.KSEI application must pay attention to the following matters:
  - a. Process of Registration
    - (i) Local individual shareholder who have not provided a declaration of attendance or have not granted proxy on the eASY.KSEI application until the deadline stated on point 3.b and wish to electronically attend the Meeting are required to register attendance in the eASY.KSEI application on the date of the Meeting until the closing hour of the electronic registration of the Meeting by the Company.
    - (ii) Local individual shareholder who have given a declaration of attendance but have not casted their votes for at least 1 (one) agenda of the Meeting in the eASY.KSEI application until the deadline stated in point 3.b and wish to electronically attend the Meeting, are required to register attendance in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
    - (iii) Shareholder who has granted proxy to proxy holder provided by the Company (Independent Representative) or Individual Representative but the Shareholder has not casted vote for at least 1 (one) Meeting agenda in the eASY.KSEI application within the time limit stated in point 3 b, the proxy holder representing the Shareholder is required to register attendance in the eASY.KSEI application on the date of the Meeting until the electronic registration period for the Meeting is closed by the Company.

- (iv) Shareholders who have granted proxy to the participant/Intermediary proxy holder (Custodian Bank or Securities Company) and have casted their votes in the eASY.KSEI application within the time limit as stated in point 3.b, then the proxy holder who has been registered in the application eASY.KSEI must register attendance in the eASY.KSEI application on the date of the Meeting until the electronic registration period for the Meeting is closed by the Company.
  - (v) Shareholders who have given a declaration of attendance or granted proxy to the proxy holder provided by the Company (Independent Representative) or Individual Representative and have casted vote for at least 1 (one) or all Meeting agenda in the eASY.KSEI application no later than until the time limit as stated in point 3.b, the shareholders or its proxy holder shall not require to electronically register attendance in the eASY.KSEI application on the date of the Meeting. Share ownership will be automatically calculated as the quorum of attendance and the votes that have been casted will be automatically taken into account in the voting of the Meeting.
  - (vi) Shareholder's delay or failure in the electronic registration process as referred to in point 7.a.(i) to 7.a.(iv) for any reason will resulting the shareholders or their proxies being unable to electronically attend the Meeting, and its share ownership shall not be counted on quorum of attendance at the Meeting.
- b. Process Submission of Questions and/or Opinions Electronically
- (i) After the Chairman of the Meeting explains matters relating to each Agenda of the Meeting, prior to making a resolution on such Agenda, the Chairman of the Meeting will provide opportunity for the Shareholders or their proxies to submit questions and/or express opinion for period of 5 (five) minutes for up to 3 (three) Shareholders.
  - (ii) Questions and/or opinions per Meeting agenda are to be submitted in writing by shareholders or its proxies by using the chat feature in the 'Electronic Opinions' column available in the E-Meeting Hall screen in the eASY.KSEI application. Questions and/or opinions can be submitted as long as the status of the Meeting in the 'General Meeting Flow Text' column is showing "Discussion started for agenda item no. [ ]"
  - (iii) The Company holds authority to determine the mechanism for conducting discussions per meeting agenda in writing through the E-Meeting Hall screen on the eASY.KSEI application, which will be stated in the Meeting Rules of Conduct through the eASY.KSEI application
  - (iv) For the proxies who are electronically present and wish to submit questions and/or opinions of their shareholders during the discussion session per agenda of the Meeting, they are required to write down the names of the shareholders and the amount of their shareholder's share ownership followed by the said questions or opinions.
- c. Process of Electronical Voting
- (i) The electronic voting process takes place in the eASY.KSEI application on the E-Meeting Hall menu, Live Broadcasting sub menu.
  - (ii) Shareholders who attend or represented by their proxies but have not casted their votes on the agenda of the Meeting as referred to in point 7.a.(i) to 7.a.(iii), then such shareholders or their proxies have the opportunity to convey their vote during the voting period through the E-Meeting Hall screen in the eASY.KSEI application is opened by the Company. When the electronic voting period per meeting agenda started, the system automatically runs the voting time by counting down a maximum of 5 (five) minutes. During the electronic voting process, the status of "Voting for agenda item no [ ] has started" will be seen in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for a particular meeting agenda until the status of the meeting as shown in the 'General Meeting Flow Text' column changes to "Voting for agenda item no [ ] has ended", it will be considered as Abstain voting for such agenda of the meeting.
  - (iii) Voting time during the electronic voting process is the standard time set in the eASY.KSEI application. The Company has the right to determine the policy of direct voting time electronically per agenda in the Meeting (with a maximum time of 5 (five) minutes per agenda of the Meeting) and this will be stated in the Rules of Conduct of the Meeting through the eASY.KSEI application.
- d. Watch Live-Streaming the Meeting at the Meeting
- (i) Shareholders or their proxies who have been registered in the eASY.KSEI application at the latest until the deadline as stated in point 3.b can watch in live-streaming the implementation of the ongoing Meeting via the Zoom webinar by accessing the eASY.KSEI menu, the GMS Live-Streaming submenu located at the AKSes facility (<https://access.ksei.co.id/>)
  - (ii) The GMS Live-Streaming has a capacity of up to 500 participants, where the attendance of each participant will be determined on a first come first serve basis. Shareholders or their proxies who do not have the opportunity to watch on streamng the implementation of the Meeting through the GMS Live-Streaming are still considered validly attend the Meeting electronically and share ownership and voting casted are taken into account at the Meeting, as long as they have been registered in the eASY.KSEI application as stipulated in point 7.a.( i) to 7.a.(v).
  - (iii) Shareholders or their proxies who wish to watch on streaming the implementation of the Meeting through the GMS Live-Streaming but were not registered nor electronically present through the eASY.KSEI application

in accordance with the provisions stated in points 7.a.(i) to 7.a.(v), the presence of the shareholders or their proxies is considered invalid and will not be included in the calculation of the quorum of attendance at the Meeting.

(iv) To get the best experience in using the eASY.KSEI application and/or GMS Live-Streaming, shareholders or their proxies are advised to use the Mozilla Firefox browser.

8. 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 4.a and physically casted on the Meeting.
9. For health reasons, the Company does not provide any food and beverages, electronic/printed Annual Reports or souvenirs to Shareholders who physically attend the Meeting, and Entitled Shareholders who are physically present are required to comply with the health procedures stipulated in accordance with the Government Protocol implemented by the Company, and are required to show: (i) negative results of COVID-19 through a PCR swab test issued by an eligible Clinic with a maximum test date of 2x24 hours prior to the Meeting and (ii) a vaccine card.

**Jakarta, 28 July 2021**  
**PT Wintermar Offshore Marine Tbk**  
**Board of Directors**