



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, 15 June 2023**  
Time : **2 pm (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 2022 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 2022.
2. Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2023.
3. Determination of the Remuneration of BOC and BOD for the Financial Year 2023.
4. Approval to change the composition of member of BOD of the Company.
5. 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 2023.

**Agenda 3** - The Company proposes to authorise the BOC to determine the remuneration of members of BOC and BOD for Financial Year 2023.

**Agenda 4** - The Majority Shareholder PT Wintermarjaya Lestari proposed the reappointment of Mr. Janto Lili as the Company's Director 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 2028. Curriculum Vitae (CV) of Mr. Janto Lili can be seen in the Meeting Materials which can be accessed on the Company's website [www.wintermar.com](http://www.wintermar.com)

**Agenda 5** - There are remaining valid Increase Capital Without Pre-emptive Rights on MESOP IV Program up to 1,850,000 new shares options which had been approved by the AGM of the Company on 21 May 2019 and are valid for issuance until 20 May 2024. In addition, up to 404,875,000 Capital Increased Without Pre-emptive Rights which has been approved by AGM of Company dated 19 August 2021 including MESOP V Program up to 4,875,000 share options valid to be exercised until 18 August 2026. 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 be 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 23 May 2023 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 electronic Declaration of 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, 14 June 2023. E-Proxy can be made since the date of this Call for Meeting until Wednesday, 14 June 2023 at 12.00 pm. The Shareholders shall read the E-Proxy guidelines through the link <https://www.ksei.co.id/data/download-data-and-user-guide>.
  - c. For Entitled Shareholders who wish to physically give their power of attorney, may download the proxy form contained on the Company's website [www.wintermar.com](http://www.wintermar.com) and to send it via email to DM@datindo.com, and send the original proxy which has been signed on sufficient stamp duty to PT Datindo Entrycom, Jl. Hayam Wuruk No. 28th Floor, Jakarta 10220 – Indonesia, no later than 3 (three) working days before the Meeting is held, namely on Monday, 12 June 2023.
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](http://www.wintermar.com) from the date of this Call for Meeting until the Meeting is held.
5. The Entitled Shareholder or his/her proxy who 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 provide a photocopy of the Articles of Association and the company deed showing the latest composition of its Board of Directors, to the Meeting officer prior to 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 1:30 pm.
6. Entitled Shareholders who wish to attend or/grant proxy electronically to the Meeting through the eASY.KSEI application stated in point 3.b 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 dated 15 June 2023 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 6.a.(i) to 6.a.(iv) for any reason will result in 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 of Submission of Questions and/or Opinions Electronically shall be referred to in the Meeting Rules.
- c. Process of Electronical Voting shall be referred to in the Meeting Rules.
- d. Live-Streaming of 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 live-streaming of the implementation of the ongoing Meeting via the Zoom webinar by accessing the eASY.KSEI menu, the GMS Live-Streaming submenu is located at the AKSes.KSEI facility. (<https://akses.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 streaming of the implementation of the Meeting through the GMS Live-Streaming are still considered validly attending the Meeting electronically and share ownership and voting cast are taken into account at the Meeting, as long as they have been registered in the eASY.KSEI application as stipulated in point 6.a.(i) to 6.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 6.a.(i) to 6.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.
- 7. 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.c and physically casted on the Meeting.

**Jakarta, 24 May 2023**  
**PT Wintermar Offshore Marine Tbk**  
**Board of Directors**