



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

**SUMMARY OF RESOLUTION OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors ("**BOD**") of the Company hereby announce the Summary of Resolution of the Annual General Meeting of the Company ("**Meeting**") which has been convened on:

Day/Date : **Thursday, 15<sup>th</sup> June 2023**  
Time : **14.15 pm to 15.46 pm**  
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<sup>st</sup> of 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 members 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.

**Chairman of Meeting**

The meeting is chaired by Mr. Jonathan Jochanan, the President Commissioner and Independent Commissioner of the Company as appointed by the BOC based on the Circular Resolution of BOC in lieu of Meeting of BOC of the Company dated 19 May 2023, Number 1492/A.20/V/2023/WINS.153, in compliance with Article 13 Paragraph (1) Articles of Association of the Company.

**Attendance of Member of the Board of Commissioner and Board of Directors in the Meeting:**

**Board of Commissioners**

- Jonathan Jochanan – President Commissioner & Independent Commissioner
- Sim Idrus Munandar – Independent Commissioner
- John Stuart Anderson Slack – Commissioner

**Board of Directors**

- Sugiman Layanto – Managing Director
- Janto Lili – Director
- Muhamad Shanie Mubarak – Director
- Nely Layanto - Director

**Attendance of Shareholders in the Meeting**

All agenda of Meeting been convened with the attendance of shareholders or their legal proxies representing shareholding of 2,725,942,983 shares with valid voting rights or equal to 62.53% of total 4,359,412,057 shares issued by the Company as at 23 May 2023. In accordance with Article 14 Paragraph 2.1.a of the Articles of Association of the Company, the Meeting has been validly convened as it has been attended by shareholders representing more than 1/2 of the total issued shares of the Company.

**Question and Answer in the Meeting**

At the end of the discussion of each agenda, Meeting Chairman gave the opportunity for the shareholders or their proxies to raise questions and/or to give opinions or suggestions related to the agenda in discussion.

There was no any question, opinion, or suggestion raised, directly related to every Agenda in the Meeting, from any shareholders nor their proxies.

### **Mechanism of Resolving Resolution in the Meeting**

The resolutions of Meeting were taken based on voting, in accordance with Article 14 Paragraph 2.1.c of the Company's Articles of Association, the resolutions of Meeting for all Agenda are valid if approved by more than 1/2 of all shares with voting rights present at the Meeting. Resolution for Meeting with agenda 5 is valid if approved by more than ½ of all shares owned by shareholders. All Agenda have resolved a valid resolution at the Meeting, with the results of voting:

<b>Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
First Agenda	2,696,437,280 votes (98.9175965%)	0 vote (0%)	29,505,703 votes (1.0824035%)
Second Agenda	2,696,437,280 votes (98.9175965%)	0 vote (0%)	29,505,703 votes (1.0824035%)
Third Agenda	2,696,421,480 votes (98.9170169%)	0 vote (0%)	29,521,503 votes (1.0829831%)
Fourth Agenda	2,696,437,280 votes (98.9175965%)	0 vote (0%)	29,505,703 votes (1.0824035%)
Fifth Agenda	2,690,438,580 votes (98.6975368%)	5,998,700 votes (0.2200596%)	29,505,703 votes (1.0824035%)

### **Meeting Resolution**

#### **First Agenda**

1. Approved the Annual Report of the Company 2022 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 31<sup>st</sup> of December 2022;
2. Approved the Consolidated Financial Statements of the Company for the Year ended on 31<sup>st</sup> December 2022 which has been audited by Tjun Tjun AP Number 1115 Public Accountant from Public Accountant Office Amir Abadi Jusuf, Aryanto, Mawar & Rekan, with present fairly in all material respects as stated in their audit report Number 00265/2.1030/AU.1/05/1115-1/1/III/2023 dated 29 March 2023.
3. *“Acquit et de charge”* to the members of the BOD and those of the BOC from any responsibility and accountability for management and supervisory duty they had performed during the year ended 31<sup>st</sup> December 2022, provided that such acts were reflected in the Annual Report of the Company and Consolidated Financial Statement for 2022.

#### **Second Agenda**

1. Reappointed and reassigned Tjun Tjun AP Number 1115, Public Accountant from Public Accountant Office Amir Abadi Jusuf, Aryanto, Mawar & Rekan to conduct the audit of the Consolidated Financial Statements of the Company for period of yearbook ended on 31<sup>st</sup> December 2023.
2. Delegated and granted authority to the BOC of the Company to determine the honorarium, other conditions and terms for such Public Accountant re-appointment and to appoint other Independent Public Accountant registered in Financial Services Authority (*“OJK”*) appointed as substitution by Public Accountant Office Amir Abadi Jusuf, Aryanto, Mawar & Rekan the to conduct audit of the Consolidated Financial Statement of the Company for the period of year book ended on 31<sup>st</sup> December 2023 for the purpose and interest of the Company in the event at any reason the said Tjun Tjun unable to complete the audit of Financial Statement 2023 of the Company.
3. Granted authority to the Board of Commissioner to determine the honorarium or audit service fee and other conditions and terms for the said Public Accountant Office Amir Abadi Jusuf, Aryanto, Mawar & Rekan or other appointed Independent Public Accountant.

#### **Third Agenda**

Approved delegation and granted authority to the BOC to:

1. Determine the salary and honorarium along with other allowances for the BOC and authorise the President Commissioner to determine the distribution among members of BOC for 2023 Financial Yearbook.
2. Determine salary, service fees, and other allowances which will be distributed to members of BOD of the Company for 2023 Financial Yearbook.

#### **Fourth Agenda**

1. Reappointed Mr. Janto Lili as Director of the Company for tenure of 5 years since the closing of this Meeting up to the closing of the Annual General Meeting of Shareholders in 2028.
2. Granted authority to the BOD of the Company with substitution rights to restate the Resolution of the Meeting related to this change of composition of the BOD into a separate Notarial Deed, including but not limited to notifying the changes to Minister of Law and Human Rights of the Republic of Indonesia and to register it to other governmental authorities.

In witness whereof at the closing of the Meeting, the composition of the BOC and the BOD of the Company shall be as follows:

#### Board Of Commissioners

President Commissioner and Independent Commissioner : Jonathan Jochanan  
Independent Commissioner : Sim Idrus Munandar  
Commissioner : John Stuart Anderson Slack

#### Board Of Directors

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

#### **Fifth Agenda**

1. Granted power and authority to the BOC of the Company with substitution rights to restate realization of the issuance of new shares in the context of exercising the Issuance of Shares through Capital Increase which have been approved in the Annual GMS of the Company on 21 May 2019 for up to 1,850,000 new shares from MESOP IV Program and in relation with the implementation of issuance of up to 404,875,000 new shares, including 4,875,000 shares from MESOP V Program through Capital Increase, as approved by the Independent Shareholders on the Annual GMS of the Company on 19 August 2021 (“**Capital Increase**”)
2. Approve increase of Issued and Paid-Up Capital of the Company and approve the amendment of Article 4 Paragraph 2 and Article 4 Paragraph 3 of the Articles of Association of the Company in relation with the exercising the issuance of New Shares for implementation of the said Capital Increase.
3. Approved delegation and grant authority to the BOC of the Company with substitution rights, to do all action required in relation to amend the Issued and Paid-Up Capital of the Company and to amend the related articles in the Articles of Association of the Company related to the said Capital Increase.

**Jakarta, 19 June 2023**  
**Board of Directors of the Company**