



**MATERIAL**  
**Extraordinary General Meeting of Shareholders**

**PT Elnusa Tbk**

# MEETING SCHEDULE

**Day/Date**

**Friday/31 August 2018**

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**Time**

**09.00 WIB - finish**

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**Venue**

**Ruang Udaya - Graha Elnusa 1<sup>st</sup> floor  
Jl. TB Simatupang kav 1B Jakarta Selatan**

# Meeting Agenda

**1**

**Approval for the Changes in the Company's Management**

**2**

**Approval for the Changes the Company's Article of Association**

## Agenda1

Approval for the Changes in the Company's Management

## Background

In accordance with section III.1.5 of Regulation Number I-A concerning listing of shares and equity Securities other than shares Issued by the Listed Company, it is stipulated that the Listed Company must have an Independent Director.

In accordance with Article 14 paragraph (3) and Article 17 paragraph (3) of the Company's Articles of Association and Article 3 and Article 23 POJK No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies stipulates that members of the Board of Directors and Board of Commissioners are appointed And dismissed by the General Meeting of Shareholders.

## Explanation

To Comply with the Regulations, where there is a vacant position for the Independent Director of the Company since March 5, 2018, the Company have to hold a EGMS for the appointment of an Independent Director including changes in the composition of the members of the Board of Directors and/or the Board of Commissioners in accordance with the proposal from the Company's controlling shareholders.

## Current Corporate Governance Structure and its Basis of Appointment

Name	Position	Basis of Appointment
<b>Board of Commissioners</b>		
Gigih Prakoso	President Commissioner	EGMS 5 March 2018
Pradana Ramadhian	Independent Commissioner	AGMS 28 April 2016
Lusiaga Levi Susila	Independent Commissioner	AGMS 14 May 2018
Narendra Widjajanto	Commissioner	EGMS 5 March 2018
Yudo Irianto	Commissioner	AGMS 19 May 2017
<b>Board Of Directors</b>		
Tolingul Anwar	President Director	AGMS 28 April 2016
Elizar Parlindungan Hasibuan	Operation Director	AGMS 19 Mei 2017
RM Happy Paringhadi	HR & GA Director and serving as ad Interim Finance Director	AGMS 14 Mei 2018

***Curriculum Vitae (CV)***  
**Calon Pengurus Perseroan**

# CV of Candidate of The Company's Commissioner



Name: Narendra Widjajanto

Place & Date of Birth : Bandung, 01 October 1963

## A. PENDIDIKAN

1. Bachelor Degree in Economic Accounting - Padjajaran Bandung University
2. Master Degree in Economic Accounting - University of Illinois, USA

## B. WORKING EXPERIENCES, Among others:

1. Vice President Shared Processing Center PT Pertamina (Persero) 2009-2011
2. Direktur Keuangan PT Pertamina Geothermal Energy (2011-2013)
3. Direktur Keuangan dan Umum PT Pertamina Retail (2013-2014)
4. Vice President Treasury PT Pertamina (Persero) 2014-2016
5. Finance & Business Support Director PT Pertamina EP 2017
6. Senior Vice President Financing & Business Support PT Pertamina (Persero) 2017-2018
7. Senior Vice President Corporate Finance PT Pertamina (Persero) 2018-saat ini

# CV of Candidate of The Company's Commissioner



Name: Afdal Martha

Place & Date of Birth : Padang, 5 May 1963

## A. EDUCATION

Bachelor Degree in Mechanical Engineering, Institut Teknologi Bandung (1989)

## B. WORKING EXPERIENCES, Among others:

1. Start his career as a Asisten II Pengolahan, Plaju – (1990).
2. Senior Manager Operation & Manufacturing, Sumatera 1- Dumai – (2013-2015).
3. GM Refinery Unit II, Dumai – (2015 -2016).
4. GM Refinery Unit VI, Balongan – (2016-2017).
5. VP Reliability – (2017-present)



# CV of Candidate of The Company's Commissioner



Name: Eman Salman Arief

Place & Date of Birth : Sungai Gerong, 8 January 1965

## A. EDUCATION

- Bachelor Degree in Chemical Engineering, Sriwijaya University– Palembang (1989)
- Master Degree in Management , Gadjah Mada University – Yogyakarta (2008)

## B. WORKING EXPERIENCES, Among others:

Start his career in PT Pertamina (Persero) since 1990 with various positions:

1. Senior Manager Operation & Manufacturing, Kalimantan – (2013-2014).
2. GM Refinery Unit V, Balikpapan – (2014-2016).
3. GM Refinery Unit III, Plaju – (2016-2017).
4. VP Refining Business Development – (2017-sekarang)

# CV of Candidate of The Company's Director



Name: Arief Riyanto

Place & Date of Birth: Magelang, 17 June 1962

## A. EDUCATION

Mechanical Engineering, University of Gadjah Mada – Yogyakarta (1987)

## B. WORKING EXPERIENCES, Among others:

1. Began his career as a Field Mechanical Engineer-Cengkareng International Airport Phase 2 project, Saint Rap Colas - Waskita Karya Joint Operation -- (1987-1989).
2. Senior Project Control Engineer – LPG&Sulfur Recovery Plant Project, Pertamina – (2003-2004).
3. Vice President Management Representative SKK Migas - Pertamina EP -- (2013).
4. Head of SKK Migas Natural Gas Commercialization Division -- (2013-2015).
5. Head of Project Management Division and Facilities Maintenance in SKK Migas Operation Field – (2015-2017).
6. Advisor of Corporate Services Inpex Masela – (2017-present).

# CV of Candidate of The Company's Director



Name: Hery Setiawan

Place & Date of Birth: Semarang, 17 January 1967

## A. EDUCATION

- S1 Ekonomi Manajemen, Universitas Diponegoro – Semarang (1991)
- S2 Manajemen Keuangan & Investasi, Institut Pertanian Bogor (2015)

## B. WORKING EXPERIENCES, Among others:

Start his career in PT Pertamina (Persero) since 1993 with various positions:

1. Pertamina Pension Fund Manager (2009-2011)
2. Downstream & NonCore SJV Performance Management Manager PT Pertamina (Persero) – (2014-2016).
3. Finance & Services SJV Development Manager PT Pertamina (Persero) – (2016).
4. Finance Director Pertamina Pension Fund – (2016-present)

## Agenda 2

Approval for the Changes the Company's Article of Association

### Background

The Company will make amendments to the Articles of Association related to the Company's business scope.

- In accordance with Article 12 paragraph (1) of the Articles of Association the Company stipulates that "Amendment of the Articles of Association established by GMS..."
- In accordance with Article 27 (a) POJK 32/POJK.04/2014 concerning Planning and Holding General Meetings of Shareholders of Public Limited Companies

### Explanation

The reason to add Company's supporting activities business scope is because of the Company has recognized new business opportunities in the field of water and waste management. This is in line with the Company's long term plan to develop a recurring business in non-energy sector.

By the time of the business implementation, the Company will carry out Information Disclosure as applicable rules.

## Proposal Amendments to the Articles of Association of the Company

Current Articles of Association	Proposal Articles of Association
<b>Article 3 – Purposes, Objectives and Business Activities</b>	
<p>Article 3 paragraph (3):</p> <p>To achieve the objectives mentioned above and to support the Company’s business activities mentioned above, the Company may also carry out supporting business activities in services, trade, mining, construction, and more to support Main business Activities of the Company.</p>	<p>Article 3 paragraph (3):</p> <p>To achieve the objectives mentioned above and to support the Company’s business activities mentioned above, the Company may also carry out supporting business activities in services, <b>water treatment and waste water treatment</b>, trade, mining, construction, and more to support Main business Activities of the Company.</p>

**Terima Kasih**