

## **ADDENDUM 1**

Notice of meeting Brochure of the Combined (ordinary and extraordinary) Shareholders' General Meeting (behind closed doors) of Tuesday 30 June 2020 at 2:30 p.m: Addition of two resolutions to the agenda

### ADDITIONAL AGENDA

The Shareholders' General Meeting will have to deliberate on the following additional agenda relating to two supplementary resolutions added by the Board of Directors on 1<sup>st</sup> June 2020:

#### Resolutions within the powers of the ordinary shareholders' meeting:

- 19. Appointment of Caroline Catoire as member of the Board of Directors ; and
- 20. Ratification of the co-opting of Daniel Syahputra Purba as member of the Board of Directors.

## COMPLEMENTARY BOARD OF DIRECTORS'S REPORT ON DRAFT RESOLUTIONS TO BE SUBMITTED TO THE COMBINED GENERAL SHAREHOLDERS'S MEETING OF 30 JUNE 2020

#### Appointment of a member of the Board of Directors (nineteenth resolution)

Roman Gozalo's terms of office will expire at the end of this General Shareholders' Meeting.

As part of the Directors renewal, the Board of Directors and the Appointments and Remuneration Committee have reviewed applications to the Board of Directors.

It has been suggested, based on that review, to support the application of Caroline Catoire and to invite the General Shareholders' Meeting to appoint her as director of the Company for a period of three years which will end at the end of the General Shareholders' Meeting called to approve the financial statements for the financial year ending December 31, 2022.

Caroline Catoire would be considered as independent director with respect to the criteria set out in the Internal Rules of the Board of Directors and in the AFEP-MEDEF Code, to which the Company refers.

This appointment will enable the Board of Directors to benefit from the expertise Caroline Catoire, as described below in her biography.

#### **Biography of Caroline Catoire**

Caroline Catoire, 65 years old, a French national, has developed a strong financial expertise, particularly in the energy and banking sectors.

She is a former student of the École Polytechnique. She held a number of different positions in the Total Group from 1980 to 1998: within the Economic Research division, the Oil Trading division, Finance division as Director of Management Control, and then Director of Corporate Finance. She then joined Société Générale and served as the Director of Management Control of the investment bank (1999-2002). She added to her experience in the financial sector, serving as CFO in a number of different companies: Sita France, then Saur Group and Metalor Group. Since December 2015, she has been a consultant in the financial sector.

Caroline Catoire hold the following offices :

- Independent Director of Crédit Agricole S.A, Member of the Audit Committee and Member of the Risks Committee in the United States of America;
- Independent Director of Roquette Group, Chairwoman of the Ethics and Sustainable Development Committee and member of the Audit Committee;
- Director of Latécoère Group; and
- Chairwoman of C2A Conseil.

#### Ratification of the co-opting of a member of the Board of Directors (twentieth resolution)

The Board of Directors of the Company may be composed of three to twelve members, with some exceptions. At the date of this report, the Board of Directors is composed of six directors (three men and three women). The term of office of the directors set out in the Articles of Association of the Company is three years.

At its meeting on 1<sup>st</sup> June 2020, the Board of Directors decided, upon the recommendation of the Appointments and Remuneration Committee, to co-opt Daniel Syahputra Purba as a replacement for Narendra Widjajanto which resigned on 18 March 2020, for the remaining duration of his predecessor's the term of office, i.e. until the closing of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ended 31 December 2020.

The Board of Directors proposes that the General Shareholders' Meeting ratify the co-opting of Daniel Syahputra Purba as a replacement for Narendra Widjajanto.

#### **Biography of Daniel Syahputra Purba**

Daniel Syahputra Purba, 53 years old, an Indonesian national, has proven expertise in the oil sector, acquired through the various management positions that he has held within the Pertamina Group.

Since 2003, Daniel Syahputra Purba has held several positions within the Pertamina Group: VP Marketing of Pertamina Energy Trading Limited (Petral, Hong Kong, 2003-2008). VP Procurement, Sales & Market Analyst at PT Pertamina (Persero, 2008-2011), VP Technology, Gas Business at PT Pertamina (Persero, 2011-2012), VP Integrated Supply Chain at PT. Pertamina (Persero, 2015-2016), SVP Integrated Supply Chain within PT. Pertamina (Persero 2016-2017) and SVP Corporate Strategic Growth within PT. Pertamina (Persero 2017-2018).

Since 2018, he has been SVP Corporate Strategic Planning & Development within PT. Pertamina (Persero).

## **TEXT OF ADDITIONAL RESOLUTIONS**

# Additional resolutions to the agenda of the General Shareholders' Meeting, within the powers of the ordinary shareholders' meeting

#### Nineteenth resolution (Appointment of Caroline Catoire as Director)

The General Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary General Shareholders' Meetings, and after noting the additional Board of Directors' report, decides to appoint Caroline Catoire as Director, as a substitute for Roman Gozalo, whose corporate office will end following the upcoming General Shareholders' Meeting, for a period of 3 years which will end at the closing of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2022.

#### Twentieth resolution (Ratification of the co-option of Daniel Syahputra Purba as Director)

The General Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary General Shareholders' Meetings, and after noting the additional Board of Directors' report, decides to ratify the co-option by the Board of Directors of Daniel Syahputra Purba as Director, as a substitute for Narendra Widjajanto, who resigned on 18 March 2020, for the remainder of the latter's term of office, i.e. until the closing of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2020.

## INFORMATION RELATING TO THE DIRECTOR WHOSE APPOINTMENT IS TO BE DECIDED BY THE SHAREHOLDERS

The shareholders are called to appoint Caroline Catoire as a Director (nineteenth resolution)

	Caroline Catoire Independent Director		Date of first appointment: June 30, 2020 Term of office start date: June 30, 2020 Term of office expiry date : General shareholders' meeting called to approve the financial statements for the fiscal year ended 31/12/2022		
	French citizen Aged 65	Maurel & Prom 51, rue d'Anjou 75008 Paris	Number of shares held: 0 Membership of Board committees: N/A		
Main position held outside the Company Chairwoman of C2A Conseil (France)					
Directorships and other offices currently held Directorships and other offices held within the Group None					
<ul> <li>Directorships and other offices held outside the Group</li> <li>Independent Director of Crédit Agricole S.A, Member of the Audit Committee and Member of the Risks Committee in the United States of America*</li> <li>Independent Director of Roquette Group, Chairwoman of the Ethics and Sustainable Development Committee and member of the Audit Committee</li> <li>Director of Latécoère Group *</li> </ul>					
<ul> <li>Mandats et fonctions ayant expirés au cours des cinq dernières années</li> <li>Director and member of the Audit Committee of MPI*</li> <li>CFO and member of the executive committee of Metalor Group</li> <li>Censor of Roquette Group</li> </ul>					
Summary of main areas of expertise and experience Caroline Catoire is a former student of the École Polytechnique. She held a number of different positions in the Total Group from 1980 to 1998: within the Economic Research division, the Oil Trading division, Finance division as Director of Management Control, and then Director of Corporate Finance. She then joined Société Générale and served as the Director of Management Control of the investment bank (1999-2002). She added to her experience in the financial sector, serving as CFO in a number of different companies: Sita France, then Saur Group and Metalor Group. Since December 2015, she has been a consultant in the financial sector.					

\*Listed company

## INFORMATION RELATING TO THE DIRECTORS WHOSE CO-OPTION IS TO BE RATIFIED BY THE SHAREHOLDERS

Shareholders are asked to ratify the co- option of Daniel Syahputra Purba as a substitute for Narendra Widjajanto, resigning Director. It is specified that Narendra Widjajanto resigned from office on 18 March 2020.

	Monsieur Daniel Syahputra Purba Director		Date of first appointment : 1 <sup>er</sup> juin 2020 Term of office start date : 1 <sup>er</sup> juin 2020 Term of office expiry date : AG appelée à statuer sur les comptes de l'exercice clos le 31/12/2020 Number of shares helds : 0		
	Indonesian citizen Aged 53	Maurel & Prom 51, rue d'Anjou 75008 Paris	Membership of Board committees : N/A		
Main position held outside the Company SVP Corporate Strategic Planning & Development within PT. Pertamina (Persero). Directorships and other offices currently held • Directorships and other offices held within the Group None					
Directorships and other offices held outside the Group Commissioner, PT. Pertamina EP Cepu Directorships and other offices held within the past five years					
VP Integrated Supply Chain, PT. Pertamina (Persero) SVP Integrated Supply Chain, PT. Pertamina (Persero) SVP Corporate Strategic Growth, PT. Pertamina (Persero) SVP Corporate Strategic Planning & Development, PT. Pertamina (Persero) Commissioner, PT Pertamina Patra Niaga Commissioner PT Pertamina EP Chairman, PT. Trans - Pacific Petrochemical Indotama (TPPI)					
Summary of main areas of expertise and experience Daniel Syahputra Purba brings an important experience in the oil field, he has notably been a delegate to OPEC. Since 2003, Daniel Syahputra Purba has held several positions within the Pertamina Group: VP Marketing of Pertamina Energy Trading Limited (Petral, Hong Kong, 2003-2008). VP Procurement, Sales & Market Analyst at PT Pertamina (Persero, 2008- 2011), VP Technology, Gas Business at PT Pertamina (Persero, 2011-2012), VP Integrated Supply Chain at PT. Pertamina (Persero, 2015-2016), SVP Integrated Supply Chain within PT. Pertamina (Persero 2016-2017) and SVP Corporate Strategic Growth within PT. Pertamina (Persero 2017-2018). Since 2018, he has been SVP Corporate Strategic Planning & Development within PT. Pertamina (Persero). Daniel Purba holds degrees in engineering from the Bandung Institute of Technology, the University of Brisbane (Australia) and the University of Indonesia.					