

**ADDITIONAL BOARD OF DIRECTORS' REPORT**  
**ON DRAFT RESOLUTIONS 19<sup>th</sup> and 20<sup>th</sup>**  
**TO BE SUBMITTED TO THE COMBINED (ORDINARY AND EXTRAORDINARY)**  
**GENERAL SHAREHOLDERS' MEETING OF 30 JUNE 2020**

The General Shareholders' Meeting will have to deliberate on the following additional agenda relating to two additional 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.

**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 :

- 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;
- Independent 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 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).