



BUMIARMADA

8 May 2018

To: All Shareholders of Bumi Armada Berhad

Dear Sir/Madam,

**ADDENDUM TO THE NOTICE of the Twenty-Second Annual General Meeting ("22<sup>nd</sup> AGM") of Bumi Armada Berhad ("Bumi Armada" or the "Company")**

Please be informed that subsequent to the dispatch of the Notice of the 22<sup>nd</sup> AGM on 27 April 2018, Mr Gary Neal Christenson was appointed as an Independent Non-Executive Director of the Company effective 2 May 2018.

Further to this, Mr Gary Neal Christenson is required to submit himself for election at the 22<sup>nd</sup> AGM pursuant to Article 120 of the Company's Articles of Association. The following additional Ordinary Resolution shall be tabled at the 22<sup>nd</sup> AGM for consideration:

**Resolution 3**

To elect Gary Neal Christenson in accordance with Article 120 of the Company's Articles of Association, and who being eligible, offers himself for election as a Director of the Company.

In this connection, please find enclosed the following for your attention:

- (i) Addendum to the Notice of the 22<sup>nd</sup> AGM;
- (ii) Statement Accompanying Notice of the 22<sup>nd</sup> AGM; and
- (iii) Revised Form of Proxy.

Yours faithfully,

For and on behalf of the Board of

**Bumi Armada Berhad**

**Tunku Ali Redhauddin ibni Tuanku Muhriz**

Chairman/ Independent Non-Executive Director

## **ADDENDUM TO THE NOTICE of the Twenty-Second Annual General Meeting (“22<sup>nd</sup> AGM”) of Bumi Armada Berhad (“Bumi Armada” or the “Company”)**

Further to the appointment of Mr Gary Neal Christenson as the new Independent Non-Executive Director of Bumi Armada on 2 May 2018, which took place after the dispatch of the Notice of the 22<sup>nd</sup> AGM on 27 April 2018, NOTICE IS HEREBY GIVEN by way of an addendum to the Notice of the 22<sup>nd</sup> AGM to add the following proposed Ordinary Resolution under Ordinary Business at the 22<sup>nd</sup> AGM which will be held at 2.30 p.m. on Wednesday, 30 May 2018 at Ballrooms 1 & 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia.

### **AS ORDINARY BUSINESS**

4. To elect Gary Neal Christenson in accordance with Article 120 of the Company’s Articles of Association, and who being eligible, offers himself for election as a Director of the Company  
*(Please see Explanatory Note 1 below)*

**Resolution 3**

**The existing items 4 to 8 to the Notice of the 22<sup>nd</sup> AGM shall be renumbered to items 5 to 9 and the existing Resolutions 3 to 6 shall be renumbered to Resolutions 4 to 7. Special Resolution 1 remains unchanged.**

By Order of the Board

**Noreen Melini binti Muzamli**

(LS0008290)

**Noor Hamiza binti Abd Hamid**

(MAICSA 7051227)

Joint Company Secretaries

Kuala Lumpur

8 May 2018

### **Instructions for Appointment of Proxy**

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, participate, speak and vote for him/her subject to the following provisions:
  - save as provided for in Note 2, the CA 2016 and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
  - where a member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of the member’s shareholdings to be represented by each proxy.
- For the avoidance of doubt and subject always to Note 1, the CA 2016 and any applicable law:
  - where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee shall be made separately or in one instrument of proxy which shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting;
  - where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy shall:
  - in the case of an individual, be signed by the appointor or by his/her attorney; and
  - in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- The instrument appointing a proxy must be deposited at the office of the **Company’s Share Registrars, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, no later than 29 May 2018 at 2.30 p.m., otherwise, the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Faxed copies of the duly executed form of proxy are not acceptable.
- The resolutions put to the votes at the 22<sup>nd</sup> AGM shall be determined by poll. A proxy may vote on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his discretion as to whether to vote on such matter and if so, how. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

## Members Entitled to Attend

8. For the purpose of determining members who shall be entitled to attend the 22<sup>nd</sup> AGM, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on 23 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend on their behalf.

## Revised Form of Proxy

9. The Revised Form of Proxy does not invalidate the form of proxy which was despatched together with the Notice of the 22<sup>nd</sup> AGM dated 27 April 2018 ("Original Form of Proxy").
10. If the Company receives both the Revised Form of Proxy and Original Form of Proxy together, the Revised Form of Proxy shall supersede the Original Form of Proxy.
11. In the event the Company does not receive the duly executed Revised Form of Proxy within the required timeline, the member who has deposited the Original Form of Proxy at the Company's Share Registrar's office within the required timeframe is deemed to have appointed and authorised his proxy under the Original Form of Proxy to vote or abstain on the additional Resolution 3 as the proxy deems fit.

## EXPLANATORY NOTES

### 1) Election of Mr Gary Neal Christenson as Director

Mr Gary Neal Christenson ("Mr Christenson") who was appointed as an Independent Non-Executive Director of the Company by the Board on 2 May 2018, is required to submit himself for election at the 22<sup>nd</sup> AGM pursuant to Article 120 of the Company's Articles of Association. On being eligible, he has offered himself for election pursuant to Article 120. The Nomination & Corporate Governance Committee ("NC") of the Company has recommended the appointment of Mr Christenson as an Independent Non-Executive Director of the Company after considering his qualifications, experiences, potential contribution and time commitments.

He has over 35 years of technical and managerial experience in the oil and gas exploration and production industry including management positions with background in geology, and experience in managing large exploration and production projects, field start-ups, and tendering large marine projects. He also has significant experience in commercial analysis, strategic planning, partner relations, stakeholder communication, capital raising and risk management.

Further to the NC's recommendation, the Board was satisfied that his appointment would further strengthen the composition of the Board which now comprises 7 Directors, out of which 4 are Independent Non-Executive Directors. As the majority of the Board members are independent following his appointment, the Company complies with Practice 4.1 of the Malaysian Code on Corporate Governance 2017 ("MCCG") which recommends that boards of Large Companies (being companies on the FTSE Bursa Malaysia Top 100 Index or companies with market capitalisation of RM2 billion and above, at the start of the companies' financial year), comprise a majority of independent directors. The Company also complies with Step Up Practice 9.3 of the MCCG which recommends that a majority of the Risk Management Committee members be independent.

Mr Christenson who has offered himself for election has consented to the same.

## BOARD AND BOARD COMMITTEES COMPOSITION

as at 2 May 2018

### Board of Directors

**Tunku Ali Redhauddin ibni Tuanku Muhriz**

Chairman

Independent Non-Executive Director

**Alexandra Elisabeth Johanna Maria Schaapveld** <sup>(1)</sup>

Senior Independent Director/ Independent Non-Executive Director

**Uthaya Kumar A/L K Vivekananda** <sup>(2)</sup>

Independent Non-Executive Director

**Gary Neal Christenson**

Independent Non-Executive Director

**Chan Chee Beng**

Non-Independent Non-Executive Director

**Maureen Toh Siew Guat**

Non-Independent Non-Executive Director

**Leon Andre Harland**

Executive Director/ Chief Executive Officer

### Audit Committee

VU Kumar (Chairperson)

Alexandra Schaapveld

Gary Neal Christenson

Maureen Toh Siew Guat

### Risk Management Committee

Gary Neal Christenson (Chairperson)

VU Kumar

Maureen Toh Siew Guat

### Nomination & Corporate Governance Committee

Tunku Ali Redhauddin ibni Tuanku Muhriz (Chairperson)

Alexandra Schaapveld

Chan Chee Beng

VU Kumar

### Remuneration Committee

Alexandra Schaapveld (Chairperson)

Maureen Toh Siew Guat

VU Kumar

### Executive Committee

Chan Chee Beng (Chairperson)

Leon Andre Harland

Maureen Toh Siew Guat

### Company Secretaries

Noreen Melini binti Muzamli (LS 0008290)

Noor Hamiza binti Abd Hamid (MAICSA 7051227)

In the other sections of this Addendum Notice of 22<sup>nd</sup> AGM:

<sup>(1)</sup> She is also referred to as Alexandra Schaapveld.

<sup>(2)</sup> He is also referred to as VU Kumar.

## STATEMENT ACCOMPANYING NOTICE OF 22<sup>ND</sup> AGM

Pursuant to Paragraph 8.27(2) of the Main Market of Listing Requirements of Bursa Malaysia Securities Berhad, further details of individual standing for election as Director is stated in this Statement Accompanying the Notice of the 22<sup>nd</sup> AGM.

<b>Name</b>	Gary Neal Christenson
<b>Age</b>	63
<b>Gender</b>	Male
<b>Date of Appointment</b>	2 May 2018
<b>Nationality</b>	American
<b>Qualification</b>	2002: Stanford Executive Programme (“SEP”), Stanford University, United States of America (“USA”) 1980–1982: Ph.D. programme in Structural Geology (thesis not completed), Cornell University, USA 1976–1980: Bachelor of Arts, Geology, Hamline University, USA 1973–1980: United States Air Force (“USAF”) and USAF Reserve, Aircrew for C-130A Hercules aircraft
<b>Position in the Company</b>	Independent Non-Executive Director Chairperson of Risk Management Committee and member of Audit Committee
<b>Working experience and occupation</b>	2016–present: Director of Black Platinum Energy (Indonesia) 2014–2016: A member of the Advisory Board of Black Platinum Energy (Indonesia) 2013–present: CEO and director of PT Agra Energi Indonesia (USA) 2010–2013: Corporate consultant for Niko Resources (Indonesia) 2007–2010: CEO and Chairman of Black Gold Energy (Indonesia) 2005–2007: General Manager and President of Santos Indonesia 1998–2005: Senior Vice President, Deepwater Asia and President and GM Unocal Makassar of Unocal Indonesia Co. 1996–1998: Partner at Keflex Energy (USA) 1993–1996: Exploration Manager/ General Manager at British Gas Indonesia 1989–1993: Office/ Exploration/ Environmental Manager at British Gas Gabon 1987–1989: New Ventures Coordinator West Africa at Tenneco Oil E&P (USA) 1982–1987: Project Geologist at Tenneco Oil E&P (USA)
<b>Other directorship in public companies and listed issuers</b>	Nil
<b>Interest in the securities of the Company and its subsidiaries</b>	None
<b>Details of family relationship with any director and/or major shareholder of the Company</b>	None
<b>Conflict of interests that he has with the Company</b>	None
<b>List of convictions for offences within past five years (other than traffic offences) and particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year, if any</b>	None



\*I/\*We, \_\_\_\_\_ \*NRIC No.(new and old)/ \*Passport No./ \*Company No. \_\_\_\_\_  
[FULL NAME IN BLOCK LETTERS] [COMPULSORY] [COMPULSORY]

of \_\_\_\_\_ and telephone no. \_\_\_\_\_  
[ADDRESS]

being a member of Bumi Armada Berhad (the "Company"), hereby appoint \_\_\_\_\_  
[FULL NAME IN BLOCK LETTERS] [COMPULSORY]

\*NRIC No./ \*Passport No. \_\_\_\_\_ of \_\_\_\_\_  
[COMPULSORY] [ADDRESS]

and/or \_\_\_\_\_ \*NRIC No./ \*Passport No. \_\_\_\_\_  
[FULL NAME IN BLOCK LETTERS] [COMPULSORY] [COMPULSORY]

of \_\_\_\_\_  
[ADDRESS]

or failing \*him/\*her, THE CHAIRMAN OF THE MEETING as \*my/\*our \*proxy/\*proxies to vote for \*me/\*us and on \*my/\*our behalf at the **Twenty-Second Annual General Meeting of the Company to be held on 30 May 2018 at 2.30 p.m. at Ballrooms 1 & 2, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia** and at any adjournment thereof.

\*I/\*We indicate with an "X" in the spaces below how \*I/\*we wish \*my/\*our vote to be cast:

No.	Resolutions	For	Against	Abstain
	<b>Ordinary Resolutions</b>			
1	To re-elect Tunku Ali Redhauddin ibni Tuanku Muhriz who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers himself for re-election as a Director of the Company.			
2	To re-elect Chan Chee Beng who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and who being eligible, offers himself for re-election as a Director of the Company.			
3	<b>To elect Gary Neal Christenson in accordance with Article 120 of the Company's Articles of Association, and who being eligible, offers himself for election as a Director of the Company.</b>			
4	To approve the payment of directors' fees and benefits to the Non-Executive Directors up to an amount of RM4.5 million from 31 May 2018 until the conclusion of the next AGM of the Company.			
5	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration for that year.			
6	To authorise the Directors to allot and issue new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.			
7	To offer, grant and/or allotment in respect of ordinary shares in the Company to Leon Andre Harland, Executive Director/Chief Executive Officer pursuant to the Company's Management Incentive Plan ("MIP").			
	<b>Special Resolution 1</b>			
8	To approve the alteration of the existing Memorandum & Articles of Association by replacing it with a new Constitution of the Company as per Appendix A.			

Subject to the above stated voting instructions, \*my/\*our \*proxy/\*proxies may vote or abstain from voting on any resolutions as \*he/\*she/\*they may think fit.

<p>If appointment of proxy by an individual or a corporation is under hand</p> <p>Signed by *individual member/*officer or attorney of member/*authorised nominee of _____</p> <p>(beneficial owner)</p>	<p>No. of shares held: _____  Securities Account No.: _____  (CDS Account No.) (Compulsory)</p> <p>Date: _____</p>	<p>The proportions of *my/*our holding to be represented by *my/*our *proxy/*proxies are as follows:</p> <p><b>First Proxy</b>  No. of shares: _____  Percentage: _____</p>
<p>If appointment of proxy by a corporation is under seal</p> <p>The Common Seal of _____</p> <p>was hereto affixed in accordance with its Articles of Association in the presence of:- _____</p> <p>Director                      *Director/*Secretary</p> <p>in its capacity as *member/*attorney of member/*authorised nominee of _____</p> <p>(beneficial owner)</p>	<p style="text-align: center;">Seal</p> <p>No. of shares held: _____  Securities Account No.: _____  (CDS Account No.) (Compulsory)</p> <p>Date: _____</p>	<p><b>Second Proxy</b>  No. of shares: _____  Percentage: _____</p>

\* Delete if inapplicable

NOTES :

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, participate, speak and vote for him/her subject to the following provisions:
  - (i) save as provided for in Note 2, the Companies Act 2016 ("CA 2016") and any applicable law, each member shall not be permitted to appoint more than two (2) proxies; and
  - (ii) where a member appoints more than one proxy, the appointment shall be invalid provided that he/she specifies the proportion of the member's shareholdings to be represented by each proxy.
2. For the avoidance of doubt and subject always to Note 1, the CA 2016 and any applicable law:
  - (i) Where a member of the Company is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee shall be made separately or in one instrument of proxy which shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
  - (ii) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
4. The instrument appointing a proxy shall:
  - (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
  - (ii) in the case of a corporation, be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
5. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
6. The instrument appointing a proxy must be deposited at the office of the **Company's Share Registrars, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than 24 hours before the time appointed for the taking of the poll at the 22<sup>nd</sup> AGM (i.e. the proxy form needs to be deposited no later than 29 May 2018 at 2.30 p.m. or adjourned meeting, otherwise, the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof. Faxed copies of the duly executed form of proxy are not acceptable.
7. A proxy may vote on a poll. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his discretion as to whether to vote on such matter and if so, how. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to participate, speak and vote at the meeting and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
8. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.
9. **Personal Data Privacy**  
By submitting this form, you consent to the Company processing your personal data stipulated in the Privacy Notice for Shareholders set out in [reference to website or relevant pages of the Annual report setting out the Company privacy notice], and warrant that consent of the proxy(ies) and/or representative(s) whose personal data you have provided has also been obtained accordingly and that they have been informed of this privacy notice.
10. **Additional notes for this Revised Form of Proxy**
  - (i) This Revised Form of Proxy does not invalidate the form of proxy which was circulated together with the Notice of the 22<sup>nd</sup> AGM dated 27 April 2018 ("Original Form of Proxy").
  - (ii) If the Company receives both the Original Form of Proxy and the Revised Form of Proxy from a member, the Revised Form of Proxy shall supersede the Original Form of Proxy.
  - (iii) In the event the Company does not receive the duly executed Revised Form of Proxy within the required timeline, the member who has deposited the Original Form of Proxy at the Company's Share Registrar's office within the required timeframe is deemed to have appointed and authorised his proxy under the Original Form of Proxy to vote or abstain on the additional Resolution 3 as the proxy deems fit.

This flap for sealing

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STAMP

**THE SHARE REGISTRARS OF  
BUMI ARMADA BERHAD**

(Company No.:370398-X)

Symphony Share Registrars Sdn Bhd  
Level 6, Symphony House  
Pusat Dagangan Dana 1, Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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1<sup>st</sup> fold here