

Komite Nominasi dan Remunerasi

Nomination and Remuneration Committee

Komite Nominasi dan Remunerasi merupakan salah satu Komite penunjang Dewan Komisaris yang dibentuk untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dan pemberian nasihat mengenai penetapan kualifikasi dan proses nominasi serta remunerasi Dewan Komisaris dan Direksi secara transparan sebagaimana diatur dalam POJK Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

Komite pada Perseroan dibentuk dengan mengacu pada Surat Keputusan Dewan Komisaris dengan Surat Keputusan No. 010/Dekom-HIT/V/2018 tanggal 18 Mei 2018 tentang Penetapan Susunan Komite Nominasi dan Remunerasi Perseroan dan telah disusun Piagam Komite Nominasi dan Remunerasi yang terakhir diperbaharui oleh Dewan Komisaris pada tanggal 28 Desember 2015 dan telah dipublikasikan di situs web Perseroan.

PROFIL KETUA DAN ANGGOTA KOMITE NOMINASI & REMUNERASI

Komite Nominasi dan Remunerasi diketuai oleh Komisaris Independen dan beranggotakan anggota yang independen dari pihak eksternal dan pihak internal Perusahaan yang membawahi SDM. Pertemuan komite dilakukan minimal 1 (satu) kali dalam 4 (empat) bulan dan Ketua Komite dapat mengundang pihak lain baik internal maupun eksternal perusahaan, apabila diperlukan.

The Nomination and Remuneration Committee is one of the Board of Commissioners Supporting Committees established to assist the Board of Commissioners in performing the supervisory and advising functions regarding the qualification and nomination process and the remuneration of the Board of Commissioners and Board of Directors in a transparent manner as stipulated in OJK Regulation No. 34/POJK.04/2014 dated December 8, 2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies.

The Committee on the Company is established by referring to the Decision Letter of the Board of Commissioners by Decision Letter 010/Dekom-HIT/V/2018 dated May 18, 2018 on the dismissal and appointment of the KNR Member of the Company and the Charter of the Nomination and Remuneration Committee was amended by the Board of Commissioners on December 28, 2015 and published on the Company's website.

PROFILE OF CHAIRMAN AND MEMBER OF NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is chaired by Independent Commissioner and consists of independent members from external parties and internal parties of the Company in charge of HR. The Committee meetings shall be held at least once in 4 (four) months and the Chairman of the Committee may invite other parties, both internal and external, if necessary.

INDEPENDENSI KOMITE NOMINASI DAN REMUNERASI

Seluruh anggota Komite Nominasi dan Remunerasi merupakan pribadi yang profesional. Anggota Komite Nominasi dan Remunerasi yang dibentuk telah memenuhi kriteria sebagai anggota, keahlian, pengalaman, dan integritas.

INDEPENDENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

All members of the Nomination and Remuneration Committee are professional persons. The members of the established Nomination and Remuneration Committee have met the criteria as members, expertise, experience, and integrity

TABEL INDEPENDENSI KOMITE NOMINASI DAN REMUNERASI
Table of Nomination and Remuneration Committee's Independency

ASPEK INDEPEDENSI Independence Aspect
Tidak memiliki hubungan keuangan dengan Dewan Komisaris dan Direksi. Having no financial relationship with the Board of Commissioners and the Board of Directors
Tidak memiliki hubungan kepengurusan di Perseroan, maupun Perusahaan afiliasi. Having no management relationship in the Company, nor affiliated companies
Tidak memiliki hubungan kepemilikan saham Perusahaan. Having no share ownership relationship in the Company
Tidak memiliki hubungan keluarga dengan Dewan Komisaris, Direksi dan/ atau sesama anggota Komite audit Having no family relationship with the Board of Commissioners, Board of Directors and/or other members of the Audit Committee
Tidak menjabat sebagai pengurus partai politik, pejabat pemerintah daerah. Not serving as a political party official, a local government official

TUGAS DAN TANGGUNG JAWAB KNR

Tugas utama Komite Nominasi dan Remunerasi adalah membantu Dewan Komisaris dalam:

1. Menyiapkan, merumuskan, dan mengevaluasi kebijakan sistem remunerasi bagi anggota Direksi, Dewan Komisaris, dan Anggota Komite Penunjang Dewan Komisaris.
2. Memberikan rekomendasi mengenai pihak independen yang akan menjadi anggota komite penunjang Dewan Komisaris.
3. Mengusulkan besaran remunerasi bagi anggota Direksi dan Dewan Komisaris untuk memperoleh persetujuan RUPS dengan tata cara sebagaimana diatur Anggaran Dasar Perusahaan.
4. Melakukan rapat secara internal dan bila perlu mengundang jajaran manajemen Perusahaan dan staf sebagai *counterpart*, sebelum memutuskan usulan remunerasi Direksi dan Dewan Komisaris.
5. Rapat sekurang kurangnya dilakukan 1 (satu) kali dalam 4 bulan (3 kali dalam setahun).

LAPORAN PELAKSANAAN KEGIATAN KOMITE

Sepanjang 2017, Komite Nominasi dan Remunerasi telah menjalankan fungsinya antara lain:

1. Membuat kajian remunerasi Direksi dan Dewan Komisaris.
2. Mendapatkan hasil survei gaji Direksi dan Dewan Komisaris dari konsultan independen.
3. Memberikan rekomendasi kepada Dewan Komisaris untuk diusulkan pada RUPST.
4. Menyusun kriteria suksesi Direksi dan Dewan Komisaris.

TASK AND RESPONSIBILITY OF KNR

The main task of KNR is to assist the Board of Commissioners in:

1. Preparing, formulating and evaluating the remuneration system policy for members of the Board of Directors, Board of Commissioners, and Members of the BoC Supporting Committee.
2. Provide recommendations on independent parties who will become members of the committees supporting the Board of Commissioners.
3. Proposing the amount of remuneration for members of the Board of Directors and Board of Commissioners to obtain approval of the GMS in accordance with the procedures as stipulated by the Company's Articles of Association.
4. Conduct meetings internally and if necessary invite the management of the Company and staff as counterpart before deciding the proposed remuneration of the Board of Directors and Board of Commissioners.
5. Have a meeting at least once a year.

REPORT ON IMPLEMENTATION OF COMMITTEE ACTIVITIES

Throughout 2017, KNR has performed the functions of the Remuneration Committee, among others:

1. Making a review of the remuneration of the Board of Directors and the Board of Commissioners.
2. Obtain survey results of the Board of Directors and Board of Commissioners salaries from independent consultants.
3. Provide recommendations to the Board of Commissioners for proposals at the AGMS.
4. Develop criteria for succession of the Board of Directors and Board of Commissioners

Perseroan melakukan kenaikan gaji berdasarkan inflasi dan kemampuan yang dimiliki oleh Perusahaan setiap tahun. Untuk Tunjangan Hari Raya didapatkan sebesar 1x gaji setiap menjelang Hari Raya Idul Fitri.

The Company makes a salary increase based on inflation and capabilities owned by the Company every year. For the Hari Raya allowance is earned at 1x salary every day before Idul Fitri.

FREKUENSI PERTEMUAN/RAPAT DAN TINGKAT KEHADIRAN DAN AGENDA RAPAT

Sesuai dengan POJK No. 34, dinyatakan bahwa Rapat Komite sekurang kurangnya dilakukan satu kali dalam 4 bulan (3 kali dalam setahun).

MEETING FREQUENCY AND ATTENDANCE RATE AND MEETING AGENDA

In accordance with POJK No. 34, it is stated that the Committee Meetings are conducted at least once in 4 months (3 times a year).

Selama tahun 2017, Komite Nominasi dan Remunerasi melaksanakan 5x kali rapat, dengan agenda Rapat Komite Nominasi dan Remunerasi adalah sebagai berikut :

During the year 2017, KNR conducts 5x meeting, with the agenda as follows:

AGENDA RAPAT KOMITE NOMINASI DAN REMUNERASI Agenda Rapat Komite Nominasi dan Remunerasi		
NO	AGENDA RAPAT Meetings Agenda	
1	Survei Gaji Direksi dan Dewan Komisaris Perusahaan Pelayaran	Survey on Salary of the Board of Directors and the Board of Commissioners of Cruise Companies
2	Rekomendasi Penyesuaian Remunerasi Direksi dan Dewan Komisaris	Recommendation on Remuneration Adjustment of the Board of Directors and the Board of Commissioners.
3	Nominasi Direksi Anak/Unit Usaha	Nominations of the Board of Directors of Subsidiary/ Business Units
4	Implementasi MSOP/ESOP	Implementation of MSOP/ESOP
5	Evaluasi Kinerja Tahun Buku 2017	Evaluation of Performance Year Book 2017

PENILAIAN KINERJA NOMINASI DAN REMUNERASI

Evaluasi Penilaian kinerja Komite Nominasi dan Remunerasi dilakukan setiap 1 (satu) tahun sekali oleh Dewan Komisaris. Metode penilaian kinerja tersebut berdasarkan realisasi dan penyelesaian program kerja yang telah tersusun dalam RKA tahunan komite yang dilaporkan secara tahunan dalam laporan komite.

Penilaian juga dilakukan atas saran, rekomendasi dan masukan yang diberikan oleh Komite Nominasi dan Remunerasi terkait penyempurnaan *soft structure* pendukung pelaksanaan nominasi dan remunerasi Perseroan.

Hasil penilaian tersebut menjadi bahan pertimbangan Dewan Komisaris untuk mengangkat kembali dan/atau memberhentikan anggota komite.

KEBIJAKAN REMUNERASI KOMITE NOMINASI DAN REMUNERASI

Sesuai yang tercantum pada Piagam Komite Nominasi dan Remunerasi, penghasilan anggota Komite ditetapkan oleh Dewan Komisaris dengan memperhatikan kemampuan Perseroan. Dan diberikan tunjangan seperti Jamsostek dan kesehatan.

NOMINATION AND REMUNERATION PERFORMANCE ASSESSMENT

Evaluation of the performance of the Nomination and Remuneration Committee shall be conducted once every 1 (one) year by the Board of Commissioners. These performance appraisal methods are based on the realization and completion of work programs that have been compiled in the annual RKA of the Committee which are reported annually in the Committee's report.

Assessment is also conducted on suggestions, recommendations and input given by the Nomination and Remuneration Committee related to the refinement of soft-structure supporting the implementation of nomination and remuneration of the Company.

The results of the assessment shall be taken into consideration by the Board of Commissioners to re-appoint and/or dismiss the members of the Committee.

GCG COMMITTEE REMUNERATION POLICY, MONITORING OF RISK MANAGEMENT AND INVESTMENT

As stated in the Charter of the Nomination and Remuneration Committee, the members of the Committee's income shall be determined by the Board of Commissioners by taking into account the Company's ability. And other income other than the honorarium.

KEBIJAKAN MENGENAI SUKSESI DIREKSI

Perseroan berupaya untuk menjaga keberlangsungan usaha, salah satunya dengan merancang Kebijakan Suksesi Direksi demi terciptanya pola kaderisasi kepemimpinan yang efektif, transparan dan wajar. Proses pemilihan calon Direksi Perseroan mempertimbangkan kinerja, kompetensi, pengalaman berkarir dan persyaratan lain sesuai dengan peraturan yang berlaku.

PROSES SUKSESI DIREKSI

Dalam mewujudkan mekanisme pemilihan dan penggantian anggota Direksi yang transparan, akuntabel dan dapat dipertanggungjawabkan, calon anggota Direksi Perseroan telah melalui beberapa rangkaian proses sebelum diusulkan oleh Pemegang Saham.

Proses suksesi calon Direksi dijelaskan sebagai berikut:

POLICY CONCERNING THE SUCCESSION OF THE BOARD OF DIRECTORS

The Company strives to maintain business continuity, one of which is by designing the Succession Policy of the Board of Directors in order to create an effective, transparent, and reasonable leadership cadre system. The selection process of candidates for the Board of Directors of the Company considers the performance, competence, career experience and other requirements in accordance with applicable regulations.

SUCCESSION PROCESS OF THE BOARD OF DIRECTORS

In realizing the transparent and accountable mechanism of selecting and replacing members of the Board of Directors, the candidate members of the Board of Directors of the Company have gone through several series of processes before being proposed by the Shareholders.

The process of succession of candidates for the Board of Directors is described as follows:



