

## Komite Nominasi & Remunerasi

The Nomination & Remuneration Committee

**Komite Nominasi & Remunerasi guna membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dan pemberian nasihat mengenai penetapan kualifikasi dan proses nominasi serta remunerasi, baik untuk Dewan Komisaris dan Direksi maupun bagi Perseroan secara umum.**

The Nomination & Remuneration Committee provides assistance to the Board of Commissioners in performing its supervisory functions and counseling role on qualification determination and nomination & remuneration process for the Board of Commissioners and Directors and the Company in general.

Dewan Komisaris dalam upaya mengimplementasikan tata kelola Perusahaan yang baik, membentuk Komite Nominasi & Remunerasi guna membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dan pemberian nasihat mengenai penetapan kualifikasi dan proses nominasi serta remunerasi, baik untuk Dewan Komisaris dan Direksi maupun bagi Perseroan secara umum. Hal ini sesuai dengan POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi & Remunerasi Emiten atau Perusahaan Publik.

Pembentukan Komite ini berdasarkan Surat Keputusan Dewan Komisaris dengan Surat Keputusan No. 009/Dekom/HIT/XI/2015 tanggal 24 November 2015 tentang pemberhentian dan pengangkatan Anggota KNR. Mekanisme pembentukan dan pelaksanaan tugas telah disusun dalam Piagam Komite Nominasi & Remunerasi yang terakhir diperbaharui oleh Dewan Komisaris pada 28 Desember 2015 dan telah dipublikasikan di Situs Perseroan.

### KOMPOSISI DAN PROFIL KOMITE NOMINASI DAN REMUNERASI

Komposisi Komite Nominasi & Remunerasi terdiri dari 1 (satu) orang Ketua dan 2 (dua) orang anggota yang memiliki keahlian, pendidikan, pengalaman kerja dan independensi untuk menghasilkan kualitas pengawasan dan konsultasi yang optimal.

Profil Komite Nominasi & Remunerasi dapat dilihat dari tabel di bawah ini:

In the implementation of GCG, the Board of Commissioners established the Nomination & Remuneration Committee to assist the Board of Commissioners performs its supervisory functions and its counseling role on qualification determination and nomination and remuneration process for the Board of Commissioners and Directors in general. This in accordance with the POJK No. 34/POJK/04/2014 dated 8 December 2014 on Nomination and Remuneration Committee of Issuer or Public Company.

The establishment of this Committee is based on the Decision Letter of the Board of Commissioner No. 009/Dekom/HIT/XI/2015 dated 24 November 2015 on dismissal and appointment of the KNR member. The establishment mechanism and task implementation is drawn up in the Nomination & Remuneration Committee Charter that has been updated by the Board of Commissioners on 28 December 2015 and has been published in the Company's website.

### COMPOSITION AND PROFILE OF THE NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee consists of 1 (one) Chairman and 2 (two) members with expertise, education, work experience and independence to produce an optimum quality of supervision and consultation.

Profile of Nomination & Remuneration Committee can be seen in the following table:



**Isakayoga CH**  
Anggota | Member

**Arief Rudianto**  
Ketua | Chairman

**Daryono**  
Anggota | Member

### Arief Rudianto

**Ketua** | Chairman

Periode 18 Mei 2018 - sampai sekarang.

Telah disampaikan pada Profil Komisaris sebagai Komisaris Independen dan beliau juga menjabat sebagai Ketua Komite Nominasi & Remunerasi Perseroan.

As presented in the Board of Commissioners' profile as Independent Commissioner and he also serves as the Chairman of the Company's Nomination and Remuneration Committee.

### Isakayoga CH

**Anggota** | Member

Periode 1 Desember 2015 - sampai sekarang.

Sebelumnya sebagai anggota Komite Nominasi & Remunerasi pada 24 November 2015, berdasarkan SK Dewan Komisaris No. 009/Dekom-HIT/XI/2015 tanggal 24 November 2015, tentang Perubahan Anggota KNR.

Prior to the current tenure, he already served as member of Nomination & Remuneration Committee based on the Letter of Decision of the Board of Commissioners No. 009/Dekom-HIT/XI/2015 dated 24 November 2015 on the changes of the NRC member.

Kariernya dimulai tahun 1980 di Departemen Keuangan Republik Indonesia (1980-1981). Kariernya terus meningkat menjadi *Senior Officer, Head of Bapindo Capital Market Business* (1988-1992), Managing Director PT Bapindo Bumi Sekuritas (1992-1994), Direktur PT Mashill Jaya Sekuritas (1994-1995).

He started his career in 1980 where he worked as civil servant at the Department of Finance, Republic of Indonesia 1980 - 1981 He later progressed as a Senior Officer, Head of Bapindo Capital Market Business (1988-1992), Managing Director of PT. Bapindo Bumi Sekuritas (1992-1994), Director of PT. Mashill Jaya Sekuritas (1994-1995).

Lulus dari Fakultas Ekonomi Universitas Gajah Mada pada 1979 Telah mengikuti berbagai pelatihan analisis sekuritas di Departemen Keuangan dan lainnya.

Graduated from the Faculty of Economy, Gajah Mada University on 1979 He participated various security analysis training at the Department of Finance etc.



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**Daryono****Anggota | Member**

Periode 1 Desember 2015 - sampai sekarang.

Berkewarganegaraan Indonesia, berdomisili di Jakarta. Menjabat sebagai Anggota Komite Nominasi dan Remunerasi pada 18 Mei 2018 berdasarkan SK Dewan Komisaris No. 010/SK/Dekom-HIT/V/2018. Sebelumnya sebagai anggota Komite Nominasi & Remunerasi pada 24 November 2015, berdasarkan SK Dewan Komisaris No. 009/Dekom-HIT/XI/2015 tanggal 24 November 2015, tentang Perubahan Anggota KNR.

Pernah menjabat sebagai Sekretaris Perusahaan Perseroan (2014-2018) dan Kepala Internal Audit Perseroan (2012-2013).

Sebelum bergabung, beliau pernah bekerja di Kantor Akuntan Publik – Hadori, Bank Bumi Daya, berlanjut ke Bank Mandiri, dan pernah menjabat Direktur Dana Pensiun Bank Mandiri.

Menyelesaikan pendidikan S2 Magister Manajemen dari Universitas Padjajaran Bandung (1994).

**INDEPENDENSI ANGGOTA KOMITE  
NOMINASI & REMUNERASI**

Pembentukan Komite Nominasi & Remunerasi yang dilakukan oleh Perseroan bersifat independen. Anggota Komite Nominasi & Remunerasi yang dibentuk telah memenuhi kriteria sebagai anggota, keahlian, pengalaman, dan integritas.

Latar belakang dan kemampuan para anggota Komite sesuai bidang pekerjaannya sangat mendukung terselenggaranya tata kelola yang sehat sesuai dengan regulasi yang berlaku dalam mendukung kinerja Dewan Komisaris.

Indonesian citizen, domiciled in Jakarta. Serves as a member of the Nomination and Committee Remuneration on May 18, 2018 based on the Board Decree Commissioner No. 010/SK/Dekom-HIT/V/2018. Previously serves as a member of the Nomination & Remuneration Committee on November 24, 2015, based on the Decree of the Board of Commissioners No. 009/Dekom-HIT/XI/2015 dated November 24 2015, about the amendment of NRC member

Once served as Company's Corporate Secretary (2014-2018) and Head of Internal Audit (2012-2013).

Prior joining the Company, he had worked at Public Accountant Office - Hadori, Bank Bumi Daya. His following career was a Director of Pension Funds of Bank Mandiri.

Accomplish his Masters in Management from Padjajaran University Bandung (1994).

**INDEPENDENCE THE COMMITTEE  
NOMINATION & REMUNERATION MEMBER**

Establishment of Nomination & Remuneration Committee conducted by the Company is independent. Members of Nomination & Remuneration Committee formed has met the criteria as a member, expertise, experience and integrity.

The background and the ability of Committee members in line with their scope of work very supportive to the implementation of GCG in accordance with the applicable regulations in order to support Board of Commissioners performance



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| Program Pelatihan Atau Orientasi Komite Nominasi dan Remunerasi<br>Training or Orientation for Nomination and Remuneration Committee |                 |                                                                                     |                 |                                                 |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------------------------------------------------------------------------|-----------------|-------------------------------------------------|
| No                                                                                                                                   | Tanggal<br>Date | Tema<br>Theme                                                                       | Tempat<br>Place | Penyelenggara<br>Organizer                      |
| <b>Arief Rudianto</b>                                                                                                                |                 |                                                                                     |                 |                                                 |
| Telah tercantum pada Pelatihan Dewan Komisaris pada hal 186<br>Has been stated in the Board of Commissioners Training on page 186    |                 |                                                                                     |                 |                                                 |
| <b>Isakayoga CH</b>                                                                                                                  |                 |                                                                                     |                 |                                                 |
| 1                                                                                                                                    | 15 May 2018     | Board Performance Evaluation                                                        | Jakarta         | IICD                                            |
| 2                                                                                                                                    | 23 Jan 2018     | In House Training: Finance for Non Finance Executive                                | Jakarta         | PT HIT Tbk.                                     |
| 3                                                                                                                                    | 18 Jul 2018     | In House Training "Finance & Leadership Program"                                    | Jakarta         | PT HIT Tbk.                                     |
| 4                                                                                                                                    | 4 Dec 2018      | In House Training: Peranan Holding Menyongsong Tahun 2019                           | Jakarta         | PT HIT Tbk.                                     |
| <b>Daryono</b>                                                                                                                       |                 |                                                                                     |                 |                                                 |
| 1                                                                                                                                    | 3 May 2018      | Talent Mobility Program                                                             | Jakarta         | Kadin Indonesia - Talent Corp Malaysia          |
| 2                                                                                                                                    | 9 May 2018      | The 1st Indonesian Green Finance Summit                                             | Jakarta         | BEI                                             |
| 3                                                                                                                                    | 28 May 2018     | Launching MBA Maritime                                                              | Jakarta         | ETSI - IPMI                                     |
| 4                                                                                                                                    | 18 Jul 2018     | In House Training: Management & Leadership                                          | Jakarta         | PT HIT Tbk.                                     |
| 5                                                                                                                                    | 8 Aug 2018      | Restatement Laporan Keuangan                                                        | Jakarta         | Lembaga Komisaris dan Direktur Indonesia (LKDI) |
| 6                                                                                                                                    | 8 Nov 2018      | Mengupas Konflik Kepentingan Pemegang Saham, Dekom, Direksi dan Upaya Pencegahannya | Jakarta         | Lembaga Komisaris dan Direktur Indonesia (LKDI) |
| 7                                                                                                                                    | 27 Sep 2018     | Safety Seminar HTK                                                                  | Jakarta         | PT HIT Tbk.                                     |
| 8                                                                                                                                    | 4 Dec 2018      | In House Training: Peranan Holding Menyongsong Tahun 2019                           | Jakarta         | PT HIT Tbk.                                     |
| 9                                                                                                                                    | 3 Jul 2018      | Leadership                                                                          | Jakarta         | Pusdiklat Kemenlu                               |
| 10                                                                                                                                   | 12 Jul 2018     | Safety Seminar MCSI                                                                 | Jakarta         | MCSI - MOL                                      |

| Program Pelatihan Atau Orientasi Komite Nominasi dan Remunerasi<br>Training or Orientation for Nomination and Remuneration Committee |                 |                                                                                                                                                            |                 |                            |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------------|
| No                                                                                                                                   | Tanggal<br>Date | Tema<br>Tema                                                                                                                                               | Tempat<br>Place | Penyelenggara<br>Organizer |
| 11                                                                                                                                   | 18 Jul 2018     | <i>Finance &amp; Leadership Programme</i>                                                                                                                  | Jakarta         | PT HIT Tbk.                |
| 12                                                                                                                                   | 7 Aug 2018      | <i>Leading Ethically for Success</i>                                                                                                                       | Jakarta         | Bisnis Indonesia           |
| 13                                                                                                                                   | 8 Aug 2018      | <i>Restatement Laporan Keuangan : Sejauh mana Tanggung Jawab Hukum Direksi dan Dewan Komisaris</i>                                                         | Jakarta         | LKDI                       |
| 14                                                                                                                                   | 15 Aug 2018     | <i>Indonesia Maritime Outlook in 2019</i>                                                                                                                  | Jakarta         | IPMI                       |
| 15                                                                                                                                   | 21 Aug 2018     | <i>Enterprises Risk Management: from Paper to Practice</i>                                                                                                 | Jakarta         | ICSA Academy               |
| 16                                                                                                                                   | 18 Sep 2018     | Menuju Pasar Modal Modern di Era Ekonomi Digital                                                                                                           | Jakarta         | BEI                        |
| 17                                                                                                                                   | 20 Sep 2018     | Dengar Pendapat Konsep Peraturan Bursa Nomor I-A tentang Pencatatan Saham Dan Efek Bersifat Ekuitas Selain Saham Yang Diterbitkan Oleh Perusahaan Tercatat | Jakarta         | BEI                        |
| 18                                                                                                                                   | 27 Sep 2018     | <i>Safety Seminar HTK</i>                                                                                                                                  | Jakarta         | PT HIT Tbk.                |



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**Tabel Independensi Komite Nominasi & Remunerasi**  
Independence Table of Nomination & Remuneration Committee

| Aspek Independensi<br>Independence Aspect                                                                                                                                                                                                                  | Arief Rudianto | Isakayoga CH | Daryono |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|---------|
| Tidak memiliki hubungan keuangan dengan Dewan Komisaris dan Direksi.<br>Having no financial relationship with the Board of Commissioners and the Board of Directors.                                                                                       | ×              | ×            | ×       |
| Tidak memiliki hubungan kepengurusan di Perseroan, maupun perusahaan afiliasi.<br>Having no management relationship in the Company, nor affiliated companies.                                                                                              | ×              | ×            | ×       |
| Tidak memiliki hubungan kepemilikan saham Perusahaan.<br>Having no share ownership relationship in the Company.                                                                                                                                            | ×              | ✓            | ✓       |
| Tidak memiliki hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau sesama anggota Komite Nominasi dan Remunerasi.<br>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.<br>Not serving as a political party official, a local government official.                                                                                                      | ×              | ×            | ×       |

## TUGAS DAN TANGGUNG JAWAB KOMITE NOMINASI DAN REMUNERASI

Tugas dan tanggung jawab Komite Nominasi & Remunerasi diatur dalam Pedoman Komite Nominasi & Remunerasi yang bertujuan mendukung Dewan Komisaris dalam hal:

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.

## ROLES AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE

The roles and responsibilities of the Nomination and Remuneration Committee is governed in the Nomination and Remuneration Committee Charter with objective to provide support for the Board of Commissioner:

1. To prepare, compose and evaluate remuneration system policies for the Member of Directors, Commissioners, and member of the Board of Commissioners Supporting Committee.
2. To provide recommendation on independent party that is nominated as the member of Board of Commissioners Supporting Committee.
3. To propose the amount of remuneration for the Board of Directors and Commissioners to obtain the approval of GMS according to procedures as regulated in the Company's Article of Association.

## KEGIATAN KOMITE NOMINASI & REMUNERASI

Komite Nominasi & Remunerasi membantu Dewan Komisaris mengimplementasikan tata kelola yang baik dengan melaksanakan 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.

Pada tahun buku 2018, Komite melalui penyelenggaraan rapat telah melakukan fungsinya sesuai dengan lingkup tugas dan tanggung jawab.

Kegiatan Komite tertuang dalam Agenda Rapat sepanjang 2018, yakni:

## ACTIVITY OF THE NOMINATION AND REMUNERATION COMMITTEE

The Committee assists the Board of Commissioners in the implementation of GCG through its functions, namely:

1. To review the remuneration of the Board of Directors and Commissioners.
2. To obtain survey results on the salary of Board of Directors and Commissioners from an independent consultant.
3. To provide recommendation to the Board of Commissioner to then be proposed at the AGMS.
4. To compile succession criteria for the Board of Directors Commissioners.

In the Financial Year of 2018, the Committee through the meeting organizations has performed its functions according to the scope of duties and responsibilities.

The Committee's activities throughout 2018 is presented in the following Meeting Agenda:

| Agenda Rapat Komite Nominasi & Remunerasi<br>The Nomination & Remuneration Committee Meeting Agenda |                               |                                                                                |                                                                                                       |
|-----------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| No.                                                                                                 | Tanggal Rapat<br>Meeting Date | Agenda Rapat<br>Meetings Agenda                                                |                                                                                                       |
| 1                                                                                                   | 1 Feb 2018                    | Survey bagi Direksi dan Dewan Komisaris Perusahaan Pelayaran.                  | Survey for Shipping Directors and Board of Commissioners.                                             |
| 2                                                                                                   | 22 Mar 2018                   | Rekomendasi Penyesuaian Remunerasi Direksi dan Dewan Komisaris.                | Recommendations for Adjusting the Remuneration of the Board of Directors and Board of Commissioners.  |
| 3                                                                                                   | 19 Apr 2018                   | Rekomendasi Penyesuaian Remunerasi Direksi Anak dan Unit Perusahaan.           | Recommendations for Adjustment of Remuneration for Directors of Children and Company Units.           |
| 4                                                                                                   | 5 Jun 2018                    | Rekomendasi Nominasi Anggota Direksi/Dewan Komisaris Anak dan Unit Perusahaan. | Nomination Recommendations Members of Directors/Board of Commissioners of Children and Company Units. |
| 5                                                                                                   | 30 Jul 2018                   | Rekomendasi Review Pengembangan Organisasi Perusahaan.                         | Recommendations for Review of Company Organizational Development.                                     |
| 6                                                                                                   | 27 Sept 2018                  | Rekomendasi Perencanaan dan Pengembangan Karir SDM Perusahaan.                 | Recommendations for Corporate HR Planning and Career Development.                                     |
| 7                                                                                                   | 19 Dec 2018                   | Evaluasi Kinerja Tahun Buku 2018.                                              | Evaluation for 2018 Performance.                                                                      |

## EVALUASI KINERJA

Kinerja Komite Nominasi & Remunerasi dievaluasi setiap 1 (satu) tahun sekali oleh Dewan Komisaris. Penilaian kinerja dilakukan berdasarkan realisasi dan penyelesaian program kerja yang telah tersusun dalam rencana kerja dan anggaran tahunan Komite.

Penilaian juga dilakukan atas saran, rekomendasi dan masukan yang diberikan oleh Komite Nominasi & Remunerasi terkait penyempurnaan berbagai kebijakan dan aturan pendukung pelaksanaan Remunerasi dan Nominasi Perseroan.

Hasil penilaian menjadi bahan pertimbangan Dewan Komisaris untuk mengangkat kembali dan/atau memberhentikan anggota Komite Nominasi & Remunerasi untuk periode jabatan berikutnya.

## PERFORMANCE EVALUATION

The performance of the Nomination & Remuneration Committee is evaluated every 1 (one) year by the Board of Commissioners. Performance appraisal is carried out based on the realization and completion of the work program that has been arranged in the Committee's annual work plan and budget.

The assessment was also carried out on suggestions, recommendations and inputs provided by the Nomination & Remuneration Committee related to the improvement of various policies and rules supporting the implementation of the Company's Remuneration and Nomination.

The results of the assessment are taken into consideration by the Board of Commissioners to reappoint and/or dismiss members of the Nomination & Remuneration Committee for the next term of office.

| Evaluasi Kinerja Komite Nominasi & Remunerasi 2018<br>Performance Evaluation of the Nomination & Remuneration Committee 2018 |        |                          |      |
|------------------------------------------------------------------------------------------------------------------------------|--------|--------------------------|------|
| Kegiatan   Agenda                                                                                                            | Target | Realisasi<br>Realization | %    |
| Rapat Kinerja   Performance Meeting                                                                                          | 12x    | 12x                      | 100% |
| Rapat Strategis   Strategic Meeting                                                                                          | 12x    | 12x                      | 100% |



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## FREKUENSI PERTEMUAN DAN TINGKAT KEHADIRAN RAPAT KOMITE NOMINASI & REMUNERASI

Sebagaimana ditetapkan dalam Piagam Komite Nominasi & Remunerasi, Komite dapat mengadakan rapat setiap saat. Komite Nominasi & Remunerasi mengadakan pertemuan secara berkala dengan manajemen yang relevan dengan tugas dan tanggung jawab Komite Nominasi & Remunerasi.

Sesuai dengan POJK No. 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Nominasi & Remunerasi, dinyatakan bahwa Komite Nominasi & Remunerasi mengadakan rapat secara berkala paling kurang satu kali dalam 3 (tiga) bulan (empat) kali setahun).

Selama tahun 2018, Komite Nominasi & Remunerasi melaksanakan 12 (duabelas) kali rapat dengan tingkat kehadiran masing-masing anggota sebagai berikut:

## MEETING FREQUENCY AND LEVEL OF ATTENDANCE OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING

As stipulated in the Nomination and Remuneration Committee Charter, the Committee can call on a meeting at any time. The Committee holds routine meeting with the management relevant to the Committee's roles and responsibilities.

According to the POJK No. 55/POJK.04/2015 on the Establishment and Work Manuals of the Nomination and Remuneration Committee which stated that Nomination and Remuneration Committee should hold regular meeting of at least once in every three months (four times in one year)

Throughout 2018, the Committee has organized 12 (twelve) meetings with the following level of attendance of each member:

| Tingkat Kehadiran Rapat Komite Nominasi & Remunerasi<br>Attendance of the Nomination & Remuneration Committee Meetings |                          |                                  |                                    |                         |                          |
|------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------------|------------------------------------|-------------------------|--------------------------|
| Nama<br>Name                                                                                                           | Jabatan<br>Position      | Tahun Kerja<br>Year              | Jumlah Rapat<br>Number of Meetings | Kehadiran<br>Attendance | Persentase<br>Percentage |
| HM Roy Sembel                                                                                                          | Ketua Komite<br>Chairman | Jan - Mei 2018<br>Jan- May 2018  | 3x                                 | 3x                      | 100%                     |
| Arief Rudianto                                                                                                         | Ketua Komite<br>Chairman | Mei - Des 2018<br>May - Dec 2018 | 3x                                 | 3x                      | 100%                     |
| Isakayoga C.H.                                                                                                         | Anggota<br>Member        | Jan - Des 2018<br>Jan - Dec 2018 | 6x                                 | 6x                      | 100%                     |
| Daryono                                                                                                                | Anggota<br>Member        | Jan - Des 2018<br>Jan - Dec 2018 | 6x                                 | 6x                      | 100%                     |

## PEDOMAN KOMITE NOMINASI & REMUNERASI

Dalam melaksanakan tugas dan tanggung jawabnya, Komite Nominasi & Remunerasi selain berpedoman pada POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi & Remunerasi Emiten atau Perusahaan Publik, juga memiliki kebijakan internal yang tertuang dalam Piagam Komite Nominasi & Remunerasi yang ditetapkan pada tanggal 28 Desember 2015.

## THE NOMINATION AND/OR REMUNERATION COMMITTEE MANUALS

In performing its duties and responsibilities, the Nomination & Remuneration Committee refers to the POJK No. 34/POJK.04/2014 dated 8 December 2014 on the Nomination and Remuneration Committee of Issuer or Public Company and to internal policies contained within the Nomination and Remuneration Committee Charter ratified on December 28, 2015.

Piagam Komite Nominasi & Remunerasi antara lain mengatur:

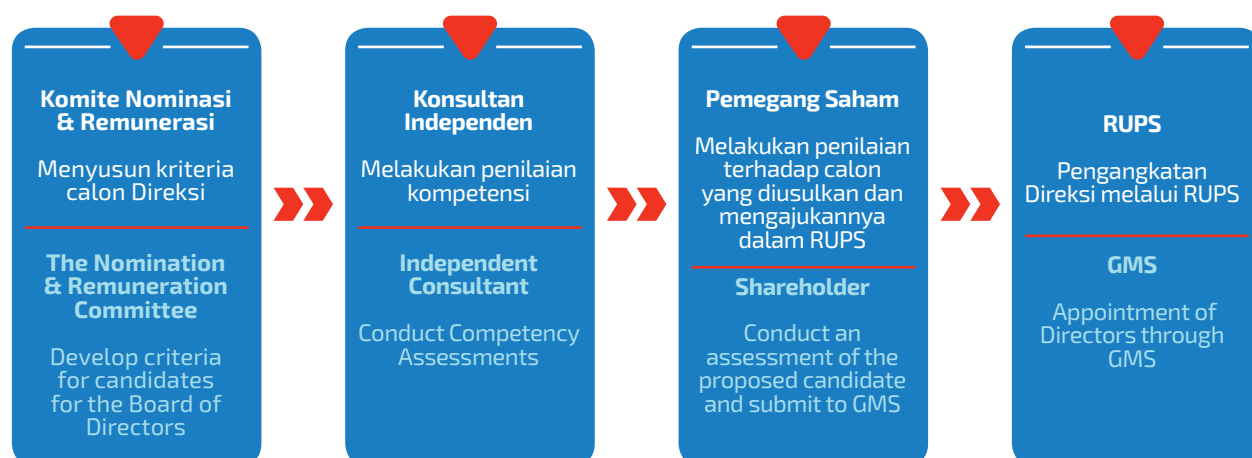
1. Latar Belakang
2. Visi dan Misi
3. Maksud dan Tujuan
4. Keanggotaan
5. Kedudukan, Batasan Tugas, Tanggung Jawab dan Wewenang
6. Ketentuan Kerja
7. Program Pengembangan
8. Kerahasiaan
9. Penutup

## KEBIJAKAN MENGENAI SUKSESI DIREKSI

Sebagai salah satu upaya Perseroan dalam menjaga keberlangsungan usaha, Kebijakan Suksesi Direksi dirancang untuk menciptakan sebuah pola kaderisasi kepemimpinan yang efektif, transparan dan wajar dengan mempertimbangkan kinerja, kompetensi, pengalaman berkarir dan persyaratan lain sesuai dengan Peraturan yang berlaku, baik regulasi maupun aturan internal Perseroan.

Calon Anggota Direksi melalui beberapa rangkaian proses seleksi sebelum diusulkan oleh Pemegang Saham yang memiliki wewenang untuk mengusulkan Direksi dalam RUPS.

Proses seleksi calon Direksi dijabarkan sebagai berikut:



The Nomination & Remuneration Committee Charter regulates:

1. Background
2. Vision and Mission
3. Purpose and Objectives
4. Memberships
5. Roles, Work scope, Responsibility and authority/
6. Work conditions
7. Development program
8. Confidentiality
9. Closing

## POLICIES FOR THE BOARD OF DIRECTORS SUCCESSION

As one of the Company's effort to maintain its business sustainability, Succession policies for the Board of Directors was designed to create a pattern of an effective leadership regeneration, transparent and fair by considering performance, competence, professional experience and other requirements according to the prevailing regulation, both regulation and the Company's internal regulations.

Member candidate for the Board of Directors will have to go through a series of selection process before being proposed by the Shareholders who has the authority to propose Director candidate in the GMS.

Selection Process for the Director Candidate can be described at the following chart:



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