

- |  |  |
|--|--|
| <p>5. Memeriksa hasil audit yang dilakukan oleh Departemen Audit Internal selama tahun 2014 dan memberikan catatan kepada Dewan Komisaris terkait hal-hal yang perlu diperhatikan.</p> <p>6. Melakukan pemeriksaan terkait dengan kepatuhan Perseroan terhadap peraturan pasar modal dan peraturan lainnya, dan mengingatkan Dewan Komisaris terkait isu-isu tertentu yang membutuhkan perhatian mereka.</p> <p>7. Melaksanakan tugas-tugas tertentu yang diberikan oleh Dewan Komisaris.</p> <p>8. Memformulasikan rencana kerja, dan mempersiapkan laporan rutin atas implementasi pelaksanaan tugas Komite Audit.</p> | <p>5. Reviewing the results of the audits by the Internal Audit Department during 2014 and notifying the Board of Commissioners of any matters that required its attention.</p> <p>6. Reviewing the Company's compliance with capital markets regulations and other applicable laws, and alerting the Board of Commissioners to certain issues that required its attention.</p> <p>7. Carrying out specific tasks as assigned by the Board of Commissioners.</p> <p>8. Formulating the work plan and preparing regular reports on the implementation of the Audit Committee's tasks.</p> |
|--|--|

## KOMITE REMUNERASI DAN NOMINASI

### REMUNERATION AND NOMINATION COMMITTEE

Berdasarkan Peraturan Otoritas Jasa keuangan Indonesia No. 34/POJK.04/2014 tanggal 8 Desember 2014 mengenai Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, dan untuk meningkatkan penerapan prinsip Tata Kelola Perusahaan yang Baik dan untuk mendukung efektifitas Dewan Komisaris terkait dengan fungsi nominasi dan remunerasi, Perseroan telah mengesahkan dan membentuk Komite Remunerasi dan Nominasi serta Piagamnya berdasarkan Keputusan Dewan Komisaris pada tanggal 10 Desember 2014. Per tanggal 31 Desember 2014, komposisi Komite Remunerasi dan Nominasi adalah sebagai berikut:

Based on Indonesian Financial Services Authority Regulation No. 34/POJK.04/2014 dated December 8, 2014 on Remuneration and Nomination Committee of Listed or Public Companies, and to enhance the implementation of GCG principles and to support the effectiveness of the Board of Commissioners related to the functions of nomination and remuneration, the Company has formalized and established a Remuneration and Nomination Committee and its Charter based on Resolutions of the Board of Commissioners dated December 10, 2014. As of December 31, 2014, the composition of the Remuneration and Nomination Committee is as follows:

| NAMA<br>Name             | JABATAN<br>Position  | USIA<br>Age | MENJABAT SEJAK<br>Position Held Since |
|--------------------------|--|-------------|---------------------------------------|
| John Aristianto Prasetyo | Ketua (saat ini juga menjabat sebagai Komisaris Independen)<br>Chairman (concurrently as the Independent Commissioner) | 65          | 2014                                  |
| Ario Wibisono            | Anggota (saat ini juga menjabat sebagai Komisaris)<br>Member (concurrently as a Commissioner)                          | 52          | 2014                                  |
| Doni Kusuma              | Anggota<br>Member  | 36          | 2014                                  |

## TUGAS DAN TANGGUNG JAWAB

Komite Remunerasi dan Nominasi memiliki tugas dan tanggung jawab sebagai berikut:

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan, besaran, dan struktur atas remunerasi bagi Direksi dan Dewan Komisaris yang akan menjadi bagian dari Laporan Dewan Komisaris untuk kemudian disampaikan dan kemudian ditetapkan dalam Rapat Umum Pemegang Saham;
2. Membantu Dewan Komisaris melakukan penilaian kinerja masing-masing anggota Direksi dan anggota Dewan Komisaris;
3. Memberikan rekomendasi kepada Dewan Komisaris mengenai: (i) komposisi jabatan Direksi dan Dewan Komisaris, (ii) kebijakan dan kriteria yang dibutuhkan dalam proses nominasi anggota Direksi dan Dewan Komisaris, dan (iii) kebijakan evaluasi kinerja bagi anggota Direksi dan Dewan Komisaris;
4. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi;
5. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan Dewan Komisaris;
6. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan dan disetujui pada Rapat Umum Pemegang Saham; dan
7. Melaksanakan tugas-tugas lain, selain yang disebutkan di atas yang diberikan oleh Dewan Komisaris sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan kebutuhan.

Dalam melaksanakan tugasnya, Komite Remunerasi dan Nominasi bertanggung jawab kepada Dewan Komisaris dan wajib bertindak independen dalam melaksanakan tugasnya.

## DUTIES AND RESPONSIBILITIES

The Remuneration and Nomination Committee has the following duties and responsibilities:

1. Providing recommendations to the Board of Commissioners with regard to policies, amounts, and structure of remuneration for the Board of Directors and the Board of Commissioners, which will be a part of the Board of Commissioners' Report to be submitted at determined in the General Meeting of Shareholders;
2. Assisting the Board of Commissioners with conducting a performance review for each member of the Board of Directors and the Board of Commissioners;
3. Providing recommendations to the Board of Commissioners concerning: (i) composition of the Board of Directors and Board of Commissioners, (ii) policies and criteria that are needed for the nomination process for members of the Board of Directors and Board of Commissioners, and (iii) performance evaluation policies for members of the Board of Directors and Board of Commissioners;
4. Assisting the Board of Commissioners to assess the performance of members of the Board of Directors and Board of Commissioners based on established benchmarks;
5. Providing recommendations to the Board of Commissioners on the competency development program for members of the Board of Directors and Board of Commissioners;
6. Providing suggestions to the Board of Commissioners on the candidates who met the requirements as members of the Board of Directors and Board of Commissioners and further to be submitted for approval at the General Meeting of Shareholders; and
7. Conducting other tasks, in addition to those mentioned above, that shall be given by the Board of Commissioners in accordance with their functions and duties from time to time as needed.

The Remuneration and Nomination Committee reports to the Board of Commissioners and is required to act independently in performing its duties.

**KEGIATAN KOMITE REMUNERASI DAN NOMINASI**

Sepanjang tahun 2014, Komite Remunerasi dan Nominasi membuat program kerja yang memfokuskan pada kegiatan berikut ini:

1. Meninjau skema remunerasi yang ada untuk Dewan Komisaris dan Direksi;
2. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan, besaran, dan struktur remunerasi bagi Direksi dan Dewan Komisaris dengan memperhatikan laporan yang dipersiapkan oleh konsultan tenaga kerja eksternal;
3. Merumuskan prinsip dasar dalam menentukan kebijakan remunerasi dengan mempertimbangkan:
  - Posisi dan persaingan dalam industri Perseroan;
  - Klasifikasi dan kompleksitas tugas yang dilaksanakan oleh Direksi dan Dewan Komisaris; dan
  - Biaya hidup saat ini termasuk indikator inflasi nasional.
4. Merumuskan prinsip dasar untuk menentukan anggota Direksi dan Dewan Komisaris dengan mempertimbangkan:
  - Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku;
  - Kualifikasi personal dari para kandidat; dan
  - Persyaratan dari Perseroan.
5. Memberikan rencana pengembangan profesional untuk anggota Dewan Komisaris dan Direksi.

**FREKUENSI RAPAT**

Kehadiran rapat anggota Komite Remunerasi dan Nominasi adalah sebagai berikut:

| NAMA<br>Name             | FREKUENSI<br>Frequency | KEHADIRAN<br>Attendance |
|--------------------------|------------------------|-------------------------|
| John Aristianto Prasetio | 1                      | 1                       |
| Ario Wibisono            | 1                      | 1                       |
| Doni Kusuma              | 1                      | 1                       |

**ACTIVITIES OF THE REMUNERATION AND NOMINATION COMMITTEE**

During 2014, the Remuneration and Nomination Committee outlined a work program focusing on the following activities:

1. Reviewed the existing remuneration scheme of the Board of Commissioners and Board of Directors;
2. Provided recommendations to the Board of Commissioners with regard to policies, amounts, and structure of remuneration for the Board of Directors and the Board of Commissioners by considering a report prepared by an external manpower consultant;
3. Formulated basic principles in setting remuneration policy by considering:
  - Positioning and competitiveness in the Company's industry;
  - Classification and complexity of work performed by the Board of Directors and the Board of Commissioners; and
  - Current cost of living including the national inflation indicators.
4. Formulated the basic principles for nominating members of the Board of Directors and the Board of Commissioners by considering:
  - The Articles of Association of the Company and prevailing laws and regulations;
  - Personal qualifications of the candidates; and
  - Requirements of the Company.
5. Provided a professional development plan for the members of the Board of Commissioners and the Board of Directors.

**FREQUENCY OF MEETINGS**

Meeting attendance of the members of the Remuneration and Nomination Committee was as follows:

## PROFIL ANGGOTA KOMITE REMUNERASI DAN NOMINASI

## REMUNERATION AND NOMINATION COMMITTEE MEMBER PROFILES

### JOHN ARISTIANTO PRASETIO

Bapak Prasetio telah menjadi anggota Komite Remunerasi dan Nominasi sejak November 2014. Bapak Prasetio juga menjabat sebagai Komisaris Independen Perseroan, profil beliau dapat dilihat pada bagian "Profil Dewan Komisaris".

Mr. Prasetio has been a member of the Remuneration and Nomination Committee since November 2014. Mr. Prasetio also serves as the Independent Commissioner of the Company and his profile can be found in the section entitled "Board of Commissioners' Profiles."

### ARIO WIBISONO

Bapak Wibisono telah menjadi anggota Komite Remunerasi dan Nominasi sejak November 2014. Bapak Wibisono juga menjabat sebagai Komisaris Perseroan dan profil beliau dapat dilihat pada bagian "Profil Dewan Komisaris".

Mr. Wibisono has been a member of the Remuneration and Nomination Committee since November 2014. Mr. Wibisono also serves as a Commissioner of the Company and his profile can be found in the section entitled "Board of Commissioners' Profiles."

### DONI KUSUMA

Bapak Kusuma, 36 tahun, menjadi anggota Komite Remunerasi dan Nominasi sejak bulan November 2014. Beliau memiliki lebih dari 14 tahun pengalaman dalam kompensasi, remunerasi, tunjangan, dan hubungan industrial. Beliau bergabung dengan Protelindo pada tahun 2008 sebagai Asisten Sumber Daya Manusia. Bapak Kusuma saat ini menjabat sebagai *General Manager* Sumber Daya Manusia Perseroan dan Protelindo. Beliau bertanggung jawab dalam penerapan kompensasi dan tunjangan, sistem personalia, Peraturan Perusahaan, dan program pengembangan. Sebelum bergabung dengan Protelindo, beliau bekerja dengan General Electric Finance Indonesia selama enam tahun, dan dari tahun 2006 hingga 2008, beliau bekerja pada beberapa perusahaan lokal dan multinasional di Indonesia.

Mr. Kusuma, 36 years old, has been a member of the Remuneration and Nomination Committee since November 2014. He has over 14 years of experience in compensation, remuneration, benefits, and industrial relationship. He joined Protelindo in 2008 as HR Assistant. Mr. Kusuma's current position is the General Manager for Human Resources of the Company and Protelindo. He is responsible for the implementation of compensation and benefits, HR systems, Company Regulations, and development programs. Prior to joining Protelindo, he worked with General Electric Finance Indonesia for six years. From 2006 to 2008, he worked in several local and multinational companies in Indonesia.

Bapak Kusuma meraih gelar Sarjana Manajemen Sumber Daya Manusia pada tahun 2008 dari Asian Banking Finance & Informatics (ABFI) Institute PERBANAS.

Mr. Kusuma earned his Bachelor's Degree in Human Resources Management in 2008 from Asian Banking Finance & Informatics (ABFI) Institute PERBANAS.