PEDOMAN FUNGSI NOMINASI & REMUNERASI
PT SOECHI LINES Tbk.
("Perseroan")

Dasar Peraturan

- Peraturan OJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
- Peraturan OJK No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

A. Tugas dan Tanggung Jawab

Perseroan tidak membentuk komite khusus untuk menjalankan Fungsi Nominasi & Remunerasi. Sesuai dengan Peraturan OJK No. 34/POJK.04/2014, pelaksanaan Fungsi Nominasi & Remunerasi wajib dijalankan oleh Dewan Komisaris.

Tugas dan tanggung jawab Fungsi Nominasi & Remunerasi:

a. Terkait dengan Fungsi Nominasi
   1. Memberikan rekomendasi mengenai:
      a) Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
      b) Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
      c) Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;
   2. Membantu melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi;
   3. Memberikan rekomendasi mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
   4. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris untuk disampaikan kepada RUPS.

b. Terkait dengan Fungsi Remunerasi
   1. Memberikan rekomendasi mengenai:
      a) Struktur remunerasi;
      b) Kebijakan atas remunerasi; dan
      c) Besaran atas remunerasi;
   2. Membantu melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

B. Tata Cara dan Prosedur Kerja

Dalam menjalankan Fungsi Nominasi, Dewan Komisaris wajib dilakukan prosedur sebagai berikut:

a. Menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
d. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
e. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris untuk disampaikan kepada RUPS.

Dalam menjalankan Fungsi Remunerasi, Dewan Komisaris wajib dilakukan prosedur sebagai berikut:

a. Menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris yang mana dapat berupa gaji, honorarium, insentif, dan/atau tunjangan yang bersifat tetap dan/atau variabel;
b. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;
c. Menyusun besaran atas remunerasi anggota Direksi dan/atau anggota Dewan Komisaris.

Penyusunan struktur, kebijakan, dan besaran remunerasi harus memperhatikan:

a. Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Perseroan yang sejenis dan skala usaha Perseroan dalam industrinya;
b. Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
c. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.

Struktur, kebijakan, dan besaran remunerasi harus dievaluasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

C. Penyelenggaraan Rapat

1. Rapat Fungsi Nominasi & Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Fungsi Nominasi & Remunerasi hanya dapat diselenggarakan apabila:
   a. Dihadiri oleh mayoritas dari jumlah anggota anggota Dewan Komisaris; dan
   b. Salah satu dari mayoritas anggota Dewan Komisaris merupakan Komisaris Independen.
3. Keputusan rapat Fungsi Nominasi & Remunerasi dilakukan berdasarkan musyawarah mufakat.
4. Dalam hal keputusan berdasarkan musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
5. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
6. Hasil rapat Fungsi Nominasi & Remunerasi wajib dituangkan dalam risalah rapat dan didokumentasikan oleh Perseroan.

D. Sistem Pelaporan Kegiatan

Fungsi Nominasi & Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi & remunerasi, sebagai bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.

Setiap anggota Fungsi Nominasi & Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Fungsi Nominasi & Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

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GUIDELINES OF NOMINATION & REMUNERATION FUNCTION
PT SOECHI LINES Tbk.
("the Company")

Regulatory Basis

- OJK Regulation No. 33/POJK.04/2014 about the Board of Directors and Board of Commissioners of Issuers or Public Companies.
- OJK Regulation No. 34/POJK.04/2014 about the Nomination and Remuneration Committee of Issuers or Public Companies.

A. Duty and Responsibility

The Company does not establish a special committee to carry out the Nomination & Remuneration Function. In accordance with OJK Regulation No. 34/POJK.04/2014, the Nomination & Remuneration Function must be carried out by the Board of Commissioners.

Duties and Responsibilities of the Nomination & Remuneration Function:

a. Related to the Nomination Function
    1. Provide recommendations regarding:
        a. The position composition of members of the Board of Directors and/or members of the Board of Commissioners;
        b. The policies and criteria required in the nomination process; and
        c. The performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners;
    2. Assist in conducting performance assessments of members of the Board of Directors and/or members of the Board of Commissioners based on established benchmarks for evaluation purposes;
    3. Provide recommendations regarding capacity development programs for members of the Board of Directors and/or members of the Board of Commissioners; and
    4. Provide proposals for qualified candidates for members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the GMS.

b. Related to the Remuneration Function
    1. Provide recommendations regarding:
        a. Remuneration structure;
        b. Remuneration policy; and
        c. Amount of remuneration;
    2. Assist in conducting performance assessments to ensure the appropriateness of the remuneration received by each member of the Board of Directors and/or Board of Commissioners.

B. Work Procedure and Mechanism

In carrying out the Nomination Function, the Board of Commissioners is required to follow the following procedures:

a. Prepare the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners;
b. Develop policies and criteria required for the nomination process for the candidates of the members of the Board of Directors and/or members of the Board of Commissioners;
c. Assist in the performance evaluation of members of the Board of Directors and/or members of the Board of Commissioners;

d. Prepare capabilities development program for members of the Board of Directors and/or members of the Board of Commissioners; and
e. Review and propose the candidates who meet the requirements to become the members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the GMS.

In carrying out the Remuneration Function, the Board of Commissioners is required to follow the following procedures:

a. Establish the remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners, which may consist of salaries, honorariums, incentives, and/or allowances, whether fixed or variable;
b. Establish the remuneration policy for members of the Board of Directors and/or members of the Board of Commissioners;
c. Establish the amount of remuneration for members of the Board of Directors and/or members of the Board of Commissioners.

The formulation of the remuneration structure, policies, and amounts must pay attention to the following:

a. Remuneration applied in the industry of the similar business activities as the Company and the Company's business scale within its industry;
b. Duties, responsibilities, and authorities of members of the Board of Directors and/or members of the Board of Commissioners in relations to the achievement of the Company's objectives and performance;
c. Performance targets or the performance of each member of the Board of Directors and/or members of the Board of Commissioners; and
d. The balance between fixed and variable benefits.

Remuneration structure, policies, and amounts must be evaluated at least 1 (one) time in 1 (one) year.

C. Holding of Meeting

1. Nomination & Remuneration Function Meetings shall be held periodically, at least 1 (one) time in every 4 (four) months.
2. Nomination & Remuneration Function Meetings can only be carried out when:
   a. Attended by the majority of the members of the Board of Commissioners; and
   b. One of the majority members of the Board of Commissioners is an Independent Commissioner.
3. Decisions of Nomination & Remuneration Function meetings shall be made based on deliberation and consensus.
4. If a decision based on deliberation and consensus cannot be reached, decisions shall be made by majority vote.
5. When there are differences of opinion during the decision-making process, the differences of opinion must be included in the minutes of the meeting, including the reasons of the differences.
6. The results of Nomination & Remuneration Function meetings must be recorded in the minutes of the meeting and documented by the Company.

D. Activity Reporting System

Nomination & Remuneration Function reports the implementation of its duties, responsibilities, and nomination & remuneration procedures, as part of the Board of Commissioners' duty implementation report, and is submitted to the General Meeting of Shareholders.

Each member of the Nomination & Remuneration Function is prohibited from taking personal advantage, either directly or indirectly, from the Company's activities other than legitimate income. Members of the Board of Commissioners who serve as Chairperson or members of the Nomination & Remuneration Function are not granted additional income beyond their income as members of the Board of Commissioners.

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