

**PEDOMAN
KOMITE NOMINASI
DAN REMUNERASI
PT RIG TENDERS INDONESIA, TBK.**

Maret 2016

1. Pengantar

Sebagai perseroan terbatas yang didirikan berdasarkan hukum Indonesia PT Rig Tenders Indonesia, Tbk. (PTRT), memiliki Komite Nominasi dan Remunerasi. Komite Nominasi dan Remunerasi merupakan komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris.

- PTRT sebagai Emiten atau Perusahaan Publik wajib memiliki fungsi Nominasi dan Remunerasi.
- Dalam melaksanakan fungsinya, Dewan Komisaris dapat membentuk Komite Nominasi dan Remunerasi secara terpisah.

2. Struktur Keanggotaan

Komite Nominasi dan Remunerasi

**GUIDELINES
NOMINATION AND REMUNERATION
COMMITTEE OF
PT RIG TENDERS INDONESIA, TBK.**

March 2016

1. Foreword

As a Limited Liability Company organized and existing under the laws of the Republic of Indonesia, PT Rig Tenders Indonesia, Tbk. (PTRT) has a Nomination and Remuneration Committee. Nomination and Remuneration Committee is a committee formed by and accountable to the Board of Commissioners assisting in the performance of duties and functions of the Board of Commissioners with regard to the Nomination and Remuneration of members of the Board of Directors and Board of Commissioners.

- PTRT as the Issuer or Public Company must have in place Nomination and Remuneration functions.
- In performing its functions, Board of Commissioners may form a Nomination and Remuneration Committee separately.

2. Membership Structure

Nomination and Remuneration

paling kurang terdiri dari 3 (tiga) orang anggota, yakni:

- 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen dan anggota lain dapat berasal dari anggota Dewan Komisaris, pihak yang berasal dari luar Emiten atau Perusahaan Publik yang bersangkutan atau pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- Anggota Komite Nominasi dan Remunerasi lainnya sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Emiten atau Perusahaan Publik, wajib memiliki syarat:
 - tidak mempunyai hubungan Afiliasi dengan Emiten atau Perusahaan Publik, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Emiten atau Perusahaan Publik tersebut;
 - memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan

Committee comprises at least 3 (three) members as follows:

- 1 (one) Chairman also a member, who is an Independent Commissioner and other members may be nominated from the members of the Board of Commissioners, any person outside the Issuer or Public Company or any person holding a managerial position in human resources under the Board of Directors.
- Majority of other Members of Nomination and Remuneration Committee cannot be nominated from persons holding managerial positions in human resources under the Board of Directors.
- Members of Nomination and Remuneration Committee nominated from outside the Issuer or Public Company must fulfill the following qualifications:
 - having no affiliation with Issuer or Public Company, members of the Board of Directors, members of Board of Commissioners or Controlling Shareholders of Issuer or Public Company;
 - having relevant experience in Nomination and/or Remuneration; and

- tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Emiten atau Perusahaan Publik tersebut.
- Anggota Direksi Emiten atau Perusahaan Publik tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.
- Ketentuan mengenai keanggotaan dan pengangkatan anggota Komite Nominasi dan Remunerasi secara mutatis mutandis berlaku bagi Komite Nominasi dan Remunerasi yang dibentuk secara terpisah oleh Dewan Komisaris.

3. Tugas dan Tanggung Jawab

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

3.1. Fungsi Nominasi

- memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris, kebijakan dan kriteria yang

➤ holding no concurrent position as a member of another committee formed by the Issuer or Public Company.

- A member of the Board of Directors of Issuer or Public Company cannot serve as a member of Nomination and Remuneration Committee.
- The provisions of membership and appointment of the members of Nomination and Remuneration Committee shall apply mutatis mutandis to the Nomination and Remuneration Committee separately formed by the Board of Commissioners.

3. Duties and responsibilities

Nomination and Remuneration Committee must act independently in the normal course of its duty. Nomination and Remuneration Committee must report and is accountable to the Board of Commissioners.

3.1. Nomination Function

- Providing recommendation to the Board of Commissioners with regard to the composition of the members of the Board of Directors and/or Board of Commissioners, policy and criteria required in the

dibutuhkan dalam proses Nominasi dan kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.

- membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi.
- memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
- memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

3.2. Fungsi Remunerasi

- memberikan rekomendasi kepada Dewan Komisaris mengenai struktur Remunerasi, kebijakan atas Remunerasi dan besaran atas Remunerasi.
- membantu Dewan Komisaris melakukan penilaian kinerja

Nomination process and for performance assessment of the members of the Board of Directors and/or Board of Commissioners.

- Assisting the Board of Commissioners in the performance assessment of the members of the Board of Directors and/or Board of Commissioners based on specified parameters.
- Providing recommendation to the Board of Commissioners on skill development program of the members of the Board of Directors and/or Board of Commissioners.
- identifying qualified candidates for election as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to the GMS.

3.2. Remuneration Function

- Providing recommendation to the Board of Commissioners on Remuneration Structure, Policy and amount.
- Assisting the Board of Commissioners in the assessment

dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

corresponding to the Remuneration received each member of the Board of Directors and/or Board of Commissioners.

3.3. Dalam melaksanakan fungsi Nominasi Komite Nominasi dan Remunerasi wajib melakukan prosedur

3.3. In the performance of its functions, Nomination and Remuneration Committee must comply with the following procedures

- menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
- menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
- membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
- menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris;
- dan
- menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan

- preparing the proposal on the composition and nomination process of the members of the Board of Directors and/or Board of Commissioners;
- preparing the policy and criteria required in the nomination process of candidate members of the Board of Directors and/or Board of Commissioners;
- assisting in assessment of performance of members of the Board of Directors and/or Board of Commissioners;
- preparing proposal on skill development program of members of the Board of Directors and/or Board of Commissioners; and
- searching and identifying qualified candidates for election as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be

Komisaris untuk disampaikan kepada RUPS.

3.4. Dalam melaksanakan fungsi Remunerasi Komite Nominasi dan Remunerasi wajib melakukan prosedur

- menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris
- menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris
- menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

3.5. Struktur, kebijakan, dan besaran Remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

3.6. Dalam hal tidak dibentuk Komite Nominasi dan Remunerasi, prosedur Nominasi dan Remunerasi wajib dijalankan oleh Dewan Komisaris.

4. Rapat

Rapat Komite Nominasi dan Remunerasi diselenggarakan secara

presented at the GMS.

3.4. In the course of its function, Remuneration Nomination and Remuneration Committee must comply with the following procedure

- preparing remuneration structure for the members of the Board of Directors and/or Board of Commissioners
- preparing Remuneration policy for the members of the Board of Directors and/or Board of Commissioners
- determining amount of Remuneration for the members of the Board of Directors and/or Board of Commissioners.

3.5. Structure, policy and amount of Remuneration is subject to review by Nomination and Remuneration Committee at least 1 (once) within 1 (one) year.

3.6. In absence of Nomination and Remuneration Committee, Nomination and Remuneration procedure must be complied with by the Board of Commissioners.

4. Meeting

Meeting of Nomination and Remuneration Committee shall be held

berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.

Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi dan salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi merupakan Ketua Komite Nominasi dan Remunerasi.

Keputusan rapat Komite Nominasi dan Remunerasi:

- Dilakukan berdasarkan musyawarah mufakat.
- Apabila tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil melalui mekanisme yang diatur dalam pedoman Komite Nominasi dan Remunerasi.
- Apabila terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

Hasil rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam risalah rapat dan didokumentasikan oleh Emiten atau Perusahaan Publik. Dan wajib

regularly at least 1 (once) within 4 (four) months.

Meeting of Nomination and Remuneration Committee may be held if attended by majority of Members of Nomination and Remuneration Committee and one of such majority of Members of Nomination and Remuneration Committee, is the Chairman of Nomination and Remuneration Committee.

Resolution of Meeting of Nomination and Remuneration Committee:

- is adopted by mutual consensus.
- Failing which, resolution must be adopted by a majority of votes.
- In the case of equality of vote, resolution shall be adopted in the manner set forth in the Guidelines on Nomination and Remuneration Committee.
- All differences of opinions shall be indicated in the minutes of meeting accompanied by the reasons thereof.

The proceedings of the Meeting of Nomination and Remuneration Committee shall be indicated in the minutes of meeting and documented by

disampaikan secara tertulis kepada Dewan Komisaris.

Dalam hal tidak dibentuk Komite Nominasi dan Remunerasi, rapat dengan agenda tentang Nominasi dan/atau Remunerasi wajib diselenggarakan oleh Dewan Komisaris.

5. Pelaporan

- Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris. Dan laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.
- Emiten atau Perusahaan Publik wajib mengungkapkan pelaksanaan fungsi terkait Nominasi dan Remunerasi dalam laporan tahunan dan situs web Emiten atau Perusahaan Publik.
- Informasi mengenai pelaksanaan fungsi terkait Nominasi dan Remunerasi yang diungkapkan dalam laporan tahunan Emiten atau Perusahaan Publik paling kurang memuat pernyataan bahwa Emiten atau Perusahaan Publik telah memiliki pedoman dan uraian singkat pelaksanaan tugas dan tanggung

the Issuer or Public Company. This must also be informed in writing to the Board of Commissioners.

In the absence of Nomination and Remuneration Committee, the Meeting to discuss Nomination and/or Remuneration shall be held by the Board of Commissioners.

5. Reporting

- Nomination and Remuneration Committee must report the performance of its duties, responsibilities and procedures of Nomination and Remuneration of the Board of Commissioners. Board of Commissioners Report must be presented at the General Meeting of Shareholders.
- Issuer or Public Company must disclose the performance of its functions with regard to Nomination and Remuneration in its annual report and website.
- Information on the performance of functions related to Nomination and Remuneration disclosed in the annual report of Issuer or Public Company should as a minimum contain statement that Issuer or Public Company has the guidelines and brief description of the performance of duties and responsibilities of

jawab Komite Nominasi dan
Remunerasi dalam tahun buku.

Nomination and Remuneration
Committee in the current fiscal year.