

**PEDOMAN DEWAN KOMISARIS
DALAM
FUNGSI NOMINASI DAN REMUNERASI
PT INDO STRAITS Tbk**

***BOARD OF COMMISSIONERS MANUAL FOR
NOMINATION AND REMUNERATION FUNCTION
PT INDO STRAITS Tbk***

<p align="center">PEDOMAN DEWAN KOMISARIS DALAM FUNGSI NOMINASI DAN REMUNERASI PT INDO STRAITS Tbk</p>	<p align="center">BOARD OF COMMISSIONERS MANUAL FOR NOMINATION AND REMUNERATION FUNCTION PT INDO STRAITS Tbk</p>
<p>Latar Belakang</p> <p>PT Indo Straits Tbk (“Perseroan”), sebagai perusahaan terbuka yang terdaftar di PT Bursa Efek Indonesia berkewajiban untuk mematuhi ketentuan peraturan perundang-undangan yang berlaku di Indonesia termasuk peraturan di bidang pasar modal.</p>	<p>Background</p> <p><i>As a public company listed in the Indonesia Stock Exchange, PT Indo Straits Tbk (“Company”) is obliged to comply with prevailing laws and regulations in Indonesia includes capital markets regulations.</i></p>
<p>Sebagai salah satu bentuk kepatuhan Perseroan terhadap peraturan perundang-undangan, Dewan Komisaris dengan ini membuat Pedoman dalam melakukan fungsi dan tugasnya terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris Perseroan.</p>	<p><i>As one of the Company’s compliance to the requirements of the prevailing laws and regulations, the Board of Commissioner hereby provides Manual for performing its function and task related to the Nomination and Remuneration of Board of Directors and Board of Commissioners of the Company.</i></p>
<p>I. UMUM/DEFINISI Dalam Pedoman ini yang dimaksud dengan:</p>	<p>I. GENERAL/DEFINITION <i>In this Manual, the followings shall have meanings:</i></p>
<p>1. Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan anggaran dasar Perseroan serta memberi nasihat kepada Direksi.</p>	<p><i>1. The Board of Commissioners shall mean the organ of the Company that conducts supervision in general and/or specific purpose in accordance with the articles of association of the Company and provides advice to the Board of Directors.</i></p>
<p>2. Direksi adalah organ Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan Perseroan untuk kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan serta mewakili Perseroan, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan anggaran dasar.</p>	<p><i>2. The Board of Directors shall mean the organ of the Company who is authorized and fully responsible in managing the Company for the benefit interests of the Company, in accordance with the purposes and objectives of the Company as well as to represents the Company both inside and outside of the court in accordance with the provisions of the articles of association of the Company.</i></p>
<p>3. Komisaris Independen adalah anggota Dewan Komisaris yang berasal dari luar</p>	<p><i>3. Independent Commissioner shall mean a member of the Board of Commissioners</i></p>

Perseroan dan memenuhi persyaratan sebagai komisaris independen.	<i>originated from outside of the Company and qualifies as independent commissioner.</i>
4. Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi dan/atau anggota Dewan Komisaris Perseroan.	<i>4. Nomination shall mean proposing of a person to be appointed to hold a position as members of the Board of Directors and/or members of the Board of Commissioners of the Company.</i>
5. Perseroan adalah PT Indo Straits Tbk.	<i>5. The Company shall mean PT Indo Straits Tbk.</i>
6. Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan anggota Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang anggota Direksi dan anggota Dewan Komisaris.	<i>6. Remuneration shall mean a compensation determined and provided to the members of the Board of Directors and the Board of Commissioners in their position and role granted in accordance with the duties, responsibilities, and authority of members of the Board of Directors and the Board of Commissioners.</i>
II. TUGAS DAN TANGGUNG JAWAB Dalam fungsi dan tugasnya terkait Nominasi dan Remunerasi, Dewan Komisaris mempunyai tugas dan tanggung jawab sebagai berikut:	II. DUTIES AND RESPONSIBILITIES <i>In relation with Nomination and Remuneration task and function, the Board of Commissioner has duties and responsibilities as follows:</i>
A. Terkait dengan fungsi Nominasi: 1. Menentukan dan membuat sebagai berikut: 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. Memberikan penilaian terhadap kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;	<i>A. Related to the function of Nomination: 1. to set forth and establish as follows: a. composition of members of Board of Directors and/or members of the Board of Commissioners; b. policies and criteria required in the Nomination process; and c. work performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners. 2. to conduct performance assessment to the members of the Board of Directors and/or members of the Board of Commissioners based on benchmarking standards that applicable for the purpose as intended.</i>

<p>3. Membuat program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>4. memberikan dan menentukan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham Perseroan</p>	<p>3. <i>to plan competency development program for –the Board of Directors members and/or members of the Board of Commissioners; and</i></p> <p>4. <i>to set forth selection criteria and propose candidates who are qualified for members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the General Meeting of the Shareholders of the Company,</i></p>
<p>B. Terkait dengan fungsi Remunerasi:</p> <p>1. Menentukan dan membuat sebagai berikut:</p> <p>a. struktur Remunerasi b. kebijakan atas Remunerasi; dan c. besaran atas Remunerasi.</p> <p>2. melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.</p>	<p><i>B. Related to the function of Remuneration:</i></p> <p><i>1. to determine and establish as follows:</i> :</p> <p><i>a. Remuneration structure</i> <i>b. policy on Remuneration; and</i> <i>c. values of Remuneration.</i></p> <p><i>2. to assess the work performance in equitability against the values of Remuneration received by each member of the Board of Directors and/or members of the Board of Commissioners.</i></p>
<p>III. TATA CARA DAN PROSEDUR KERJA</p>	<p>III. WORKING SYSTEM AND PROCEDURES</p>
<p>1. Dalam melaksanakan fungsi Nominasi, Dewan Komisaris wajib mengikuti prosedur sebagai berikut:</p> <p>a. menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;</p>	<p><i>1. In carrying out the Nomination functions, the Board of Commissioner shall perform the following procedures:</i></p> <p><i>a. to set forth composition and process of Nomination for members of the Board of Directors and/or members of the Board of Commissioners.</i></p>
<p>b. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;</p>	<p><i>b. to set forth a policy and criteria that required in the Nomination process of selecting candidates for members of the Board of Directors and/or members of the Board of Commissioners;</i></p>
<p>c. melaksanakan evaluasi atas kinerja anggota Direksi dan/atau anggota</p>	<p><i>c. to conduct performance evaluation for members of the Board of Directors</i></p>

Dewan Komisaris;	<i>and/or members of the Board of Commissioners;</i>
d. menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan	<i>d. to set forth competency development programs for members of Board of Directors and/or members of the Board of Commissioners; and</i>
e. menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.	<i>e. to examine and propose candidates who are qualified for members of the Board of Directors and/or members of the Board of Commissioners for submission to the General Meeting of the Shareholders of the Company.</i>
2. Dalam melaksanakan fungsi Remunerasi, Dewan Komisaris wajib melakukan prosedur sebagai berikut:	<i>2. In carrying out the Remuneration functions, the Board of Commissioners shall perform the following procedures:</i>
a. menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;	<i>a. to set forth Remuneration Structure for members of the Board of Directors and/or members of the Board of Commissioners;</i>
b. menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan	<i>b. to develop and set forth Remuneration Policy for members of the Board of Directors and/or members of the Board of Commissioners; and</i>
c. menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.	<i>c. to set forth provisions on the Remuneration values for members of the Board of Directors and/or members of the Board of Commissioners.</i>
3. Penyusunan struktur, kebijakan, dan besaran Remunerasi harus memperhatikan:	<i>3. Prescription of the structure, policy, and values of the Remuneration shall take the followings into consideration:</i>
a. remunerasi yang berlaku pada bidang usaha sesuai dengan kegiatan usaha Perseroan yang sejenis dan skala usaha dari Perseroan dalam bidang usahanya;	<i>a. the market prevailing remuneration in the field of business having a similar activities with and within scale of business of the Company.</i>
b. tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau	<i>b. performance of members of the Board of Directors and/or members of the</i>

<p>anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;</p>	<p><i>Board of Commissioners relating to their corporate duties, responsibilities, and authority which corresponds to the Company's objectives achievements;</i></p>
<p>c. target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan</p>	<p><i>c. targets achievement or performance of each individual member of the Board of Directors and/or members of the Board of Commissioners; and</i></p>
<p>d. keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.</p>	<p><i>d. equitability of benefits between fixed and variable components.</i></p>
<p>4. Struktur, kebijakan, dan besaran Remunerasi harus dievaluasi oleh Dewan Komisaris paling kurang 1 (satu) kali dalam 1 (satu) tahun.</p>	<p><i>4. Structure, policies, and values of the Remuneration shall be evaluated by the Board of Commissioner at least 1 (one) time in a year.</i></p>
<p>IV. PENYELENGGARAAN RAPAT</p>	<p>IV. ORGANIZING THE MEETING</p>
<p>1. Rapat Dewan Komisaris untuk melaksanakan tugas dan fungsi Nominasi dan Remunerasi diselenggarakan secara berkala sekurang 1 (satu) kali dalam 4 (empat) bulan.</p>	<p><i>1. Meeting of the Board of Commissioners to perform their task and function in Nomination and Remuneration shall be held periodically at least 1 (one) time in every 4 (four) months.</i></p>
<p>2. Rapat Dewan Komisaris terkait tugas dan fungsi Nominasi dan Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh mayoritas dari jumlah anggota Dewan Komisaris.</p>	<p><i>2. Board of Commissioners Meeting relating to its Nomination and Remuneration function can only be held if attended by a majority of the members of the Board of Commissioners.</i></p>
<p>3. Keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat.</p>	<p><i>3. Resolution of Board of Commissioners meetings are conducted on an amicable deliberation to reach a mutual consensus.</i></p>
<p>4. Dalam hal keputusan berdasarkan musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak, dengan setiap anggota memiliki 1 (satu) suara.</p>	<p><i>4. In the event that the resolutions based on the amicable deliberation failed to be reached, the resolutions were resolved by way of majority voting, with each member having one (1) vote.</i></p>
<p>5. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat,</p>	<p><i>5. In any event during the decision-making process there is a difference of opinion,</i></p>

perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.	<i>the dissenting opinions must be stated and incorporated in the minutes of meeting including its reasons for such dissent.</i>
6. Hasil rapat Dewan Komisaris wajib dituangkan dalam risalah rapat dan didokumentasikan oleh Perseroan.	<i>6. The results of the Board of Commissioners meetings shall be set out in the minutes of meetings and documented by the Company.</i>
V. SISTEM PELAPORAN KEGIATAN	V. SYSTEM OF ACTIVITY REPORT
1. Dewan Komisaris harus membuat laporan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan.	<i>1. Board of Commissioners shall provide report on executing its duties, responsibilities, and procedures of Nomination and Remuneration.</i>
2. Laporan sebagaimana dimaksud pada ayat (1) merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.	<i>2. The report referred to in paragraph (1) will be treated as part of the report of the Board of Commissioners to the General Meeting of Shareholders.</i>
3. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait Nominasi dan Remunerasi dalam: <ul style="list-style-type: none"> a. laporan tahunan; dan b. situs web Emiten atau Perusahaan Publik. 	<i>3. The Company shall be obliged to disclose information relating to the implementation of Nomination and Remuneration functionalities in: <ul style="list-style-type: none"> a. annual report; and b. the Company's website. </i>
VI. PEMBERLAKUAN DAN PENYEMPURNAAN	VI. ENFORCEMENT AND IMPROVEMENT
1. Pedoman ini mulai berlaku sejak tanggal 8 Desember 2015	<i>1. This Manual shall be effective commencing from the date of December 8, 2015.</i>
2. Pedoman ini akan dievaluasi secara berkala untuk penyempurnaan.	<i>2. This Manual is subject for periodic evaluation and improvement.</i>
3. Pedoman ini disampaikan kepada Direksi Perseroan untuk didokumentasikan.	<i>3. This Manual will be submitted to the Board of Directors of the Company for an official registered documentation. .</i>

**Disusun oleh Dewan Komisaris PT Indo Straits Tbk
Tanggal 8 Desember 2015/**

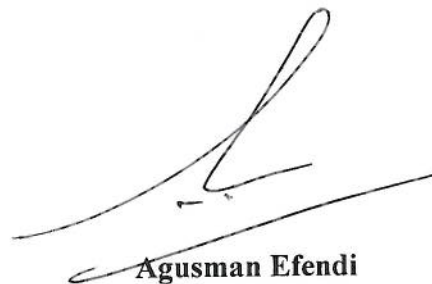
Prepared by the Board of Commissioners of PT Indo Straits Tbk dated December 8, 2015



**Ong Chui Chat
President Commissioner**



**Sihol Siagian
Independent Commissioner**



**Agusman Efendi
Independent Commissioner**