



**SURAT KEPUTUSAN DEWAN KOMISARIS**

**PT FORE KOPI INDONESIA TBK**

Nomor: 066/LEG/SRT/XI/2024

Tentang

**PEMBENTUKAN PEDOMAN KOMITE  
NOMINASI DAN REMUNERASI  
PT FORE KOPI INDONESIA TBK**

**BOARD OF COMMISSIONERS' DECISION  
LETTER**

**PT FORE KOPI INDONESIA TBK**

Number: 066/LEG/SRT/XI/2024

On

**ESTABLISHMENT OF NOMINATION AND  
REMUNERATION COMMITTEE GUIDELINE  
PT FORE KOPI INDONESIA TBK**

Menimbang : a. bahwa perlu adanya suatu format nominasi bagi Direksi dan Dewan Komisaris secara transparan dan format remunerasi yang wajar berdasarkan kontribusi prestasi bagi anggota Direksi dan Dewan Komisaris PT Fore Kopi Indonesia Tbk (selanjutnya disebut "**Perseroan**");

b. bahwa karenanya telah dibentuk suatu Komite Nominasi dan Remunerasi PT Fore Kopi Indonesia Tbk berdasarkan Surat Keputusan Dewan Komisaris Nomor 065/LEG/SRT/XI/2024 tentang Pembentukan Komite Nominasi dan Remunerasi PT Fore Kopi Indonesia Tbk;

c. bahwa berdasarkan ketentuan peraturan perundang-undangan yang berlaku Komite Nominasi dan Remunerasi wajib menyusun pedoman yang bersifat mengikat bagi setiap anggota Komite Nominasi dan Remunerasi; dan

Considering : a. *whereas it is necessary to have a nomination format for the Board of Directors and Board of Commissioners in a transparent manner and a reasonable format for remuneration based on performance contributions of the members of the Board of Directors and the Board of Commissioners of PT Fore Kopi Indonesia Tbk (hereinafter referred to as the "**Company**");*

b. *that therefore a Nomination and Remuneration Committee of PT Fore Kopi Indonesia Tbk has been established based on the Decision Letter of the Board of Commissioners No. 065/LEG/SRT/XI/2024 concerning the Establishment of the Nomination and Remuneration Committee of PT Fore Kopi Indonesia Tbk;*

c. *that based on the prevailing laws and regulations, the Nomination and Remuneration Committee is required to prepare binding guidelines for the members of the Nomination and*

d. bahwa karenanya dipandang perlu untuk membentuk Pedoman Komite Nominasi dan Remunerasi Perseroan dan menetapkannya dalam suatu Surat Keputusan Dewan Komisaris.

*Remuneration Committee; and  
d. that therefore the Company deems it necessary to establish the Company's Nomination and Remuneration Committee Guideline and stipulate it in a Decision Letter of the Board of Commissioners.*

Mengingat : a. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas, sebagaimana telah diubah terakhir kali dengan Undang-Undang No. 6 tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja Menjadi Undang-Undang;

In view of : a. *Law No. 40 of 2007 concerning Limited Liability Company, as lastly amended by Law No. 6 of 2023 on Stipulation of Government Regulations in Lieu of Law No. 2 of 2022 on Job Creation into Law;*

b. Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal, sebagaimana diubah dengan Undang-Undang No. 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan;

*b. Law No. 8 of 1995 concerning Capital Market, as amended by Law No. 4 of 2023 concerning the Development and Strengthening of the Financial Sector;*

c. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten Atau Perusahaan Publik; dan

*c. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies; and*

d. Anggaran Dasar Perseroan (sebagaimana diubah dari waktu ke waktu).

*d. Articles of Association of the Company (as amended from time to time).*

**MEMUTUSKAN**

**HAS DECIDED**

Menetapkan : **PEDOMAN KOMITE NOMINASI DAN REMUNERASI PT FORE KOPI INDONESIA TBK**

To enact : **NOMINATION AND REMUNERATION COMMITTEE GUIDELINES**



		<b>OF PT FORE KOPI INDONESIA TBK</b>	
Pertama	: Membentuk Pedoman Komite Nominasi dan Remunerasi Perseroan.	First	: <i>Establishing the Nomination and Remuneration Committee Guidelines of the Company.</i>
Kedua	: <b><u>Komposisi dan Struktur Keanggotaan</u></b>	Second	: <b><u>Composition and Membership Structure</u></b>
	1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota dengan ketentuan:		1. <i>The Nomination and Remuneration Committee shall consist of at least 3 (three) members under the conditions:</i>
	a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen; dan		a. <i>1 (one) Independent Commissioner who shall be the chairman and also act as a member; and</i>
	b. Anggota lainnya yang dapat berasal dari anggota Dewan Komisaris, luar Perseroan, atau jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.		b. <i>Other members who may be any member of the Board of Commissioners and/or any person from outside of the Company, and/or any person with managerial position under the Board of Directors in charge of human resources.</i>
	2. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat:		2. <i>The Nomination and Remuneration Committee members who are from outside from the Company shall meet the following requirements:</i>
	a. Tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Perseroan;		a. <i>Must not be Affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, or the Primary Shareholders of the Company;</i>
	b. Memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan		b. <i>Must have experience related to Nomination and/or Remuneration; and</i>

c. Tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.

c. *Do not concurrently hold any position as members of other committees in the Company.*

3. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.

3. *Members of the Nomination and Remuneration Committee are appointed and dismissed by the Board of Commissioners based on the resolution of Board of Commissioners' meeting.*

Ketiga : **Masa Jabatan**

Third : **Service Term**

Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan paling lama 5 (lima) tahun dan dapat diangkat kembali.

*Members of the Nomination and Remuneration Committee are appointed for a maximum term of 5 (five) years and may be re-appointed.*

Keempat : **Tugas dan Tanggung Jawab**

Fourth : **Duties and Responsibilities**

Dalam menjalankan fungsinya, Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab antara lain sebagai berikut:

*In carrying out its functions, the Nomination and Remuneration Committee has the following duties and responsibilities:*

1. Terkait dengan fungsi Nominasi:

1. *Related to its nomination function:*

a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:

a. *Gives recommendations to the Board of Commissioners regarding:*

(1) Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;

(1) *The composition of members of the Board of Directors and/or members of the Board of Commissioners*

(2) Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan

(2) *policies and criteria required in the nomination process; and*

- (3) Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;
- (3) *performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners;*
- b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
- b. *Assists the Board of Commissioners in assessing the performance of the members of the Board of Directors and/or members of the Board of Commissioners using benchmarks set for the purpose of evaluation;*
- c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
- c. *Gives recommendations to the Board of Commissioners on the skills development program of members of the Board of Directors and/or members of the Board of Commissioners*
- d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.
- d. *Proposes candidates, who qualify as members of the Board of Directors and/or members of the Board of Commissioners, to the Board of Commissioners to be submitted at the General Meeting of Shareholders.*
2. Terkait dengan fungsi Remunerasi:
2. *Related to its remuneration function:*
- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
- a. *Recommends to the Board of Commissioners regarding:*

(1) Struktur remunerasi;

(1) *Remuneration structure;*

(2) Kebijakan atas remunerasi; dan

(2) *Remuneration policy; and*

(3) Besaran atas remunerasi;

(3) *Remuneration amount;*

b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

b. *Assists the Board of Commissioners in assessing the suitability of the remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners.*

3. Komite wajib bertindak independen dalam melaksanakan tugasnya.

3. *The committee must act independently in carrying out its duties*

Kelima : **Tata Cara dan Prosedur Kerja**

Fifth : **Working Procedures**

Dalam melaksanakan tugas, tanggung jawab dan wewenangnya, Komite Nominasi dan Remunerasi akan:

*In exercising its duties, responsibilities and authority, the Nomination and Remuneration Committee shall:*

1. Dalam melaksanakan fungsi Nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:

1. *In performing its nomination function, the Nomination and Remuneration Committee must perform the following procedures:*

a. Menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris;

a. *Arrange the composition and nomination process of the members of the Board of Directors and/or members of the Board of Commissioners;*

b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;

b. *Develop the policies and criteria required in the process of nomination of candidates as members of the Board of Directors and/or members of*

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|---|---|
| <p>c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>d. Menyusun program pengembangan untuk meningkatkan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>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.</p> | <p><i>the Board of Commissioners;</i></p> <p><i>c. Assist in the implementation of performance evaluations of members of the Board of Directors and/or members of the Board of Commissioners;</i></p> <p><i>d. Establish a skills development program for members of the Board of Directors and/or Board of Commissioners; and</i></p> <p><i>e. Review and propose eligible candidates who qualify as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted at the General Meeting of Shareholders.</i></p> |
| <p>2. Dalam melaksanakan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:</p> <p>a. Menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>b. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>c. Menyusun besaran atas remunerasi bagi anggota Direksi</p>                                      | <p><i>2. In performing its remuneration function, the Nomination and Remuneration Committee must perform the following procedures:</i></p> <p><i>a. Prepare the remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners;</i></p> <p><i>b. Develop the remuneration policy for members of the Board of Directors and/or members of the Board of Commissioners; dan</i></p> <p><i>c. Set the remuneration amount for members of the Board of</i></p>  |

dan/atau anggota  
Dewan Komisaris.

*Directors and/or  
members of the  
Board of  
Commissioners.*

3. Penyusunan struktur,  
kebijakan dan besaran  
remunerasi harus  
memperhatikan:

*3. In determining the  
structure, policy and  
amount of the  
remuneration, the  
following factors should  
be taken into account:*

a. Remunerasi yang  
berlaku pada  
industri sesuai  
dengan kegiatan  
usaha perusahaan  
sejenis dan skala  
usaha dari  
Perseroan dalam  
industri;

*a. Remuneration that  
applies to industries  
with business  
activities and/or  
business scale that is  
similar to that of the  
Company;*

b. Tugas, tanggung  
jawab, dan  
wewenang anggota  
Direksi dan/atau  
anggota Dewan  
Komisaris dikaitkan  
dengan pencapaian  
tujuan dan kinerja  
Perseroan;

*b. Duties,  
responsibilities and  
authority of the  
members of the  
Board of Directors  
and/or Board of  
Commissioners in  
relation to the  
achievement of the  
goals and  
performance of the  
Company;*

c. Target kinerja atau  
kinerja masing-  
masing anggota  
Direksi dan/atau  
anggota Dewan  
Komisaris; dan

*c. Performance targets  
and/or individual  
performance of each  
member of the Board  
of Directors and/or  
member of the Board  
of Commissioners;  
and*

d. Keseimbangan  
tunjangan antara  
yang bersifat tetap  
dan bersifat  
variabel.

*d. The balance between  
fixed and variable  
allowance.*

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

*4. The structure, policy and  
amount of remuneration  
shall be evaluated by the  
Nomination and  
Remuneration  
Committee at least once  
a year.*



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| <p>5. Komite Nominasi dan Remunerasi berwenang untuk:</p> <p>a. Dengan sepengetahuan Dewan Komisaris, melakukan komunikasi secara langsung dengan Direksi, unit kerja atau pihak lain yang terkait dengan penerapan sistem nominasi dan remunerasi dalam Perseroan; dan</p> <p>b. Melalui Dewan Komisaris, meminta Direksi agar melakukan upaya-upaya yang optimal dalam penerapan sistem nominasi dan remunerasi di Perseroan.</p> <p>6. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.</p> <p>7. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.</p> | <p>5. <i>The Nomination and Remuneration Committee is authorised to:</i></p> <p>a. <i>With the knowledge of the Board of Commissioners, communicate directly with the Board of Directors, work units, or other parties involved the implementation of the nomination and remuneration system in the Company; and</i></p> <p>b. <i>Through the Board of Commissioners, request the Directors to make optimal efforts in implementing the nomination and remuneration system in the Company.</i></p> <p>6. <i>Every member of the Nomination and Remuneration Committee is prohibited from taking advantage of his/her office for personal gain, either directly or indirectly, from the Company's activities other than legitimate income.</i></p> <p>7. <i>Any member of the Board of Commissioners who is the Chairman or a member of the Nomination and Remuneration Committee is not given additional income other than income as a member of the Board of Commissioners.</i></p> |
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Keenam : **Kebijakan Penyelenggaraan Rapat**

Sixth : **Meeting Implementation Policy**

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara

1. *Nomination and Remuneration Committee Meeting shall*

- berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh lebih dari 1/2 (satu per dua) dari jumlah anggota Komite Nominasi dan Remunerasi dengan ketentuan Ketua Komite Nominasi dan Remunerasi hadir dalam Rapat Komite Nominasi dan Remunerasi tersebut.
3. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat, dan apabila tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh lebih dari 1/2 (satu per dua) jumlah anggota Komite Nominasi dan Remunerasi yang hadir.
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil oleh Ketua Komite Nominasi dan Remunerasi.
5. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
- be held regularly at least once in 4 (four) months.*
2. *Nomination and Remuneration Committee Meeting may only be held if attended by more than 1/2 (half) of the number of the Nomination and Remuneration Committee members and under the condition that the Chairman of the Nomination and Remuneration Committee is present at the Nomination and Remuneration Committee Meeting.*
3. *Resolutions of the Nomination and Remuneration Committee Meeting shall be taken based on deliberation to reach consensus, and if no consensus is reached, the resolutions are deemed valid if approved by more than 1/2 (half) of the number of Nomination and Remuneration Committee members who are present.*
4. *Where the members of the Nomination and Remuneration Committee take a vote on a proposal and there is a tie in votes, the decision is taken by the Chairman of the Nomination and Remuneration Committee.*
5. *Dissenting opinions in the decision-making process shall be recorded in the minutes of meeting stating the reasons for such dissenting opinion.*

<p>Ketujuh : <b><u>Sistem Pelaporan Kegiatan</u></b></p> <ol style="list-style-type: none"> <li>1. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dijalankan kepada Dewan Komisaris.</li> <li>2. Laporan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dilaporkan Komite Nominasi dan Remunerasi merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.</li> </ol>	<p>Seventh</p>	<p>: <b><u>Activity Reporting System</u></b></p> <ol style="list-style-type: none"> <li>1. <i>The Nomination and Remuneration Committee shall report the implementation of its duties, responsibilities and procedures of nomination and remuneration to the Board of Commissioners.</i></li> <li>2. <i>This report by the Nomination and Remuneration Committee forms part of the report on the implementation of the duties of the Board of Commissioners which is to be submitted at the General Meeting of Shareholders.</i></li> </ol>
<p>Kedelapan : <b><u>Tata Cara Penggantian Anggota</u></b></p> <p>Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.</p>	<p>Eighth</p>	<p>: <b><u>Member Replacement Procedures</u></b></p> <p><i>Replacement of any Nomination and Remuneration Committee member who is not from the Board of Commissioners must be made no later than 60 (sixty) days after such member is no longer able to perform his/her function.</i></p>
<p>Kesembilan : <b><u>Penutup</u></b></p> <ol style="list-style-type: none"> <li>1. Pedoman ini berlaku efektif sejak tanggal 19 November 2024;</li> <li>2. Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan.</li> </ol>	<p>Ninth</p>	<p>: <b><u>Closing</u></b></p> <ol style="list-style-type: none"> <li>1. <i>This Guideline is effective from 19 November 2024;</i></li> <li>2. <i>This Guideline will be periodically evaluated for improvements.</i></li> </ol>
<p>Disusun di/<i>Compiled in</i> Pada tanggal/<i>Dated</i></p>	<p>: :</p>	<p>Jakarta 19 November 2024</p>

**Dewan Komisaris/  
Board of Commissioners**



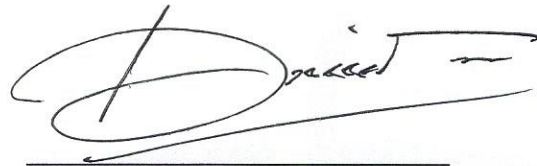
Nama/Name : Willson Cuaca  
Jabatan/Title : Komisaris Utama / *President  
Commissioner*



Nama/Name : Roderick Purwana  
Jabatan/Title : Wakil Komisaris Utama / *Vice  
President Commissioner*



Nama/Name : Melisa Irene  
Jabatan/Title : Komisaris / *Commissioner*



Nama/Name : Daniel Octavianus M  
Jabatan/Title : Komisaris / *Commissioner*



Nama/Name : Sugiyanto Wibawa  
Jabatan/Title : Komisaris Independen /  
*Independent Commissioner*



Nama/Name : David Fernando Audy  
Jabatan/Title : Komisaris Independen /  
*Independent Commissioner*



**PT Fore Kopi Indonesia Tbk**  
**Komite Nominasi dan Remunerasi/**  
***Nomination and Remuneration Committee***

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Nama/Name : Sugiyanto Wibawa  
Jabatan/Position : Ketua/Chairman

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Nama/Name : I Kadek Edwin Trisnapati  
Jabatan/Position : Anggota/Member

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Nama/Name : Melisa Irene  
Jabatan/Position : Anggota/Member



**PT Fore Kopi Indonesia Tbk**  
**Komite Nominasi dan Remunerasi/**  
***Nomination and Remuneration Committee***

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