

# **PEDOMAN KOMITE REMUNERASI DAN NOMINASI PT BANK PERMATA TBK**

Remuneration and Nomination Committee Charter

PT Bank Permata Tbk

**PEDOMAN KOMITE REMUNERASI  
DAN NOMINASI  
PT BANK PERMATA Tbk**
**REMUNERATION AND NOMINATION  
COMMITTEE CHARTER  
PT BANK PERMATA Tbk**
**1. LATAR BELAKANG**

Komite Remunerasi dan Nominasi adalah komite yang dibentuk oleh Dewan Komisaris PT BANK PERMATA Tbk selanjutnya disebut "Bank", berdasarkan:

- a. Undang-Undang No. 7 Tahun 1992 sebagaimana diubah dengan undang-Undang No. 10 Tahun 1998 tentang Perbankan.
- b. Peraturan Bank Indonesia No.8/4/PBI/2006 tentang pelaksanaan Good Corporate Governance bagi Bank Umum yang telah diubah sebagian dengan Peraturan Bank Indonesia No. 8/14/PBI/2006 tanggal 5 Oktober 2006 tentang Perubahan Peraturan Bank Indonesia Nomor 8/4/PBI/2006 tanggal 30 januari 2006 tentang Pelaksanaan Good Corporate Governance bagi Bank Umum;
- c. Surat Edaran Bank Indonesia No. 15/15/DPNP tanggal 29 April 2013 tentang Pelaksanaan Good Corporate Governance Bagi Bank umum;
- d. Anggaran Dasar Bank mengenai Tugas dan Wewenang Dewan Komisaris.
- e. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik
- f. Salinan Peraturan otoritas jasa Keuangan No. 21/POJK.04/2015 Tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka

**1. BACKGROUND**

The Remuneration and Nomination Committee is committee established by the Board of Commissioners of PT BANK PERMATA Tbk hereinafter referred to as "the Bank", based on:

- a. Law No. 7 Year 1992, which was amended with Law No. 10 Year 1998 concerning Banking.
- b. Bank Indonesia Regulation No.8/4/PBI/2006 concerning implementation of Good Corporate Governance for Commercial Banks as amended by Bank Indonesia Regulation No. 8/14/PBI/2006 dated 5 October 2006 concerning the Amendment to Bank Indonesia Regulation No. 8/4/PBI/2006 dated 30 january 2006 concerning The Implementation of Good Corporate Governance for Commercial Banks.
- c. Bank Indonesia Circular No. 15/15/DPNP dated 29 April 2013 regarding Good Corporate Governance for Public Company;
- d. Articles of Association of the Bank concerning the Roles and Authorities of the Board of Commissioners.
- e. Otoritas Jasa Keuangan Regulation No. 34/POJK.04/2014 concerning Remuneration and Nomination Committee for Public Company.
- f. Otoritas jasa Keuangan Regulation No. 21/POJK.04/2015 regarding implementation guideline of Good Corporate Governance

## 2. TUJUAN

- a. Komite Remunerasi dan Nominasi dibentuk dengan tujuan untuk membantu Dewan Komisaris dalam rangka melaksanakan tugas dan tanggung jawab pengawasan secara efektif terhadap pengelolaan Bank melalui nominasi dan merekomendasikan remunerasi Dewan Komisaris, Direksi, Dewan Pengawas Syariah, anggota independen komite di bawah Dewan Komisaris, serta mengawasi strategi remunerasi staff.
- b. Dewan Komisaris memastikan Komite Remunerasi dan Nominasi telah menjalankan tugasnya secara efektif.

## 2. OBJECTIVE

- a. The Remuneration and Nomination Committee is established to assist the Board of Commissioners in undertaking its duties of nominating and recommending remuneration of the Board of Commissioners, the Board of Directors, Sharia Supervisory Board, independent members of Board of Commissioners committees, and overseeing the overall staff remuneration strategies.
- b. The Board of Commissioners shall ensure the Remuneration and Nomination Committee has undertaken its role effectively.

## 3. ORGANISASI

### a. Stuktur

- i. Komite Remunerasi dan Nominasi sekurang-kurangnya terdiri atas 3 (tiga) orang yang terdiri atas:
  - 1) Seorang Komisaris Independen
  - 2) Seorang Komisaris; dan
  - 3) Seorang Pejabat Eksekutif yang membidangi Sumber daya manusia yang memiliki pengetahuan mengenai sistem remunerasi dan/ atau nominasi serta rencana suksesi.
- ii. Ketua Komite Remunerasi dan Nominasi harus dijabat oleh Komisaris Independen.
- iii. Anggota Direksi dilarang menjadi anggota Komite Remunerasi dan Nominasi.
- iv. Dalam hal anggota Komite Remunerasi dan Nominasi ditetapkan berjumlah lebih dari 3 (tiga) orang maka anggota Komisaris Independen paling sedikit berjumlah 2 (dua) orang

## 3. ORGANIZATION

### a. Structure

- i. The Remuneration and Nomination Committee shall consist, at the very least, of 3 (three) persons comprised of:
  - 1) An Independent Commissioner
  - 2) A Commissioner; and
  - 3) An Executive officer incharge of Human Resources who has knowlegde regarding remuneration and / or nomination system as well as succession plan.
- ii. Chairman of the Remuneration and Nomination Committee shall be held by an Independent Commissioner.
- iii. Members of the Board of Directors are prohibited from becoming members of the Remuneration and Nomination Committee.
- iv. Where it is 'stipulated that the members of the Remuneration and Nomination Committee number more than 3 (three), the members of Independent Commissioners shall number at least 2 (two) person

**b. Masa Tugas Anggota Komite Remunerasi dan Nominasi**

- i. Masa tugas anggota Komite Remunerasi dan Nominasi adalah sama dengan masa jabatan Dewan Komisaris, dan dapat dipilih kembali untuk masa tugas berikutnya.
- ii. Penggantian anggota Komite Remunerasi dan Nominasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota dimaksud tidak dapat lagi melaksanakan fungsinya.
- iii. Pengangkatan anggota Komite Remunerasi dan Nominasi dilakukan oleh Direksi melalui Surat Keputusan Direksi.

**b. Term of Service of the Remuneration and Nomination Committee Members**

- i. The term of service of the Remuneration and Nomination Committee members shall have the same period as the Board of Commissioners, and may be reappointed.
- ii. Replacement of members of the Remuneration and Nomination Committee who is not from the Board of Commissioners has to be made no later than 60 (sixty) days prior to the effective date.
- iii. The appointment of members of the Remuneration and Nomination Committee shall be conducted by the Board of Directors through a Decree of the Board of Directors.

**4. KEDUDUKAN**

Komite Remunerasi dan Nominasi memiliki kedudukan yang independen, oleh karena itu:

- a. Ketua dan anggota Komite Remunerasi dan Nominasi diangkat dan diberhentikan oleh Dewan Komisaris.
- b. Ketua dan anggota Komite Remunerasi dan Nominasi harus bebas dari pengaruh Direksi dan pihak lain yang direkrut oleh Bank.
- c. Komite Remunerasi dan Nominasi hanya menerima penugasan dari Dewan Komisaris dan bertanggung jawab kepada Dewan Komisaris.
- d. Ketua Komite Remunerasi dan Nominasi hanya dapat merangkap jabatan sebagai ketua komite pada paling banyak 1 (satu) komite lainnya.

**4. POSITION**

The Remuneration and Nomination Committee shall keep its independence:

- a. The Chairman and members of the Remuneration and Nomination Committee are appointed and dismissed by the Board of Commissioners.
- b. The Chairman and members of the Remuneration and Nomination Committee shall be independent from the Board of Directors' influence and other parties employed by the Bank.
- c. The Remuneration and Nomination Committee only receives tasks from the Board of Commissioners and is accountable to the Board of Commissioners.
- d. The Chairman of the Remuneration and Nomination Committee shall only be allowed to hold dual positions as the chairman of no more than 1 (one) other committee.

- e. Bank wajib mendokumentasikan keputusan pengangkatan dan pemberhentian anggota Komite Remunerasi dan Nominasi.

- e. Bank is required to documenting the decision of appointment and dismissal of members of the Remuneration and Nomination Committee.

## 5. TANGGUNG JAWAB

## 5. RESPONSIBILITIES

### a. Remunerasi

- i. Melakukan evaluasi terhadap kebijakan remunerasi Dewan Komisaris, Direksi, Dewan Pengawas Syariah serta anggota Independen komite Dewan Komisaris paling kurang satu tahun sekali.
- ii. Melakukan evaluasi periodik terhadap kinerja Dewan Komisaris dan Direksi secara keseluruhan untuk periode tahun yang terkait.
- iii. Memberikan rekomendasi kepada Dewan Komisaris mengenai remunerasi Dewan Komisaris dan Direksi untuk disampaikan dalam Rapat Umum Pemegang Saham.
- iv. Memberikan rekomendasi mengenai remunerasi Dewan Pengawas Syariah untuk disampaikan dalam Rapat Umum Pemegang Saham.
- v. Komite Remunerasi dan Nominasi memberikan rekomendasi kepada Dewan Komisaris mengenai :
  1. Terkait fungsi Remunerasi:
    - a. Struktur Remunerasi termasuk
      - a.1. gaji
      - a.2. honorarium
      - a.3. insentif; dan/atau
      - a.4. tunjangan yang bersifat tetap dan/ atau variable
    - b. Kebijakan Remunerasi; dan
    - c. Besaran Remunerasi.
  2. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian yang diterima

### a. Remuneration

- i. Evaluate the remuneration policy of the Board of Commissioners, the Board of Directors, Sharia Supervisory Board and Independent member of the Board of Commissioners' committee at least once a year.
- ii. Conduct a periodic review on the Board of Commissioner and Director overall performance for the respective period/ year.
- iii. Provide recommendations to the Board of Commissioners on the remuneration of the Board of Commissioners and Board of Directors to be proposed to the General Meeting of Shareholders.
- iv. Provide recommendations on the remuneration of the Sharia Supervisory Board to be proposed to the General Meeting of Shareholders.
- v. Remuneration and Nomination Committee shall giving recommendation to the Board of Commissioner regarding :
  1. Relate to Remuneration function:
    - a. Remuneration Structure including:
      - a.1. salary
      - a.2. honorarium
      - a.3. incentive; and/or
      - a.4. fixed and/or Variable allowance.
    - b. Remuneration Policy; and
    - c. Remuneration amount.
  2. Assisting the Board of Commissioner to review performance appraisal With

masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

acceptable conformity of each member of the Board of Director and / or Board of Commissioner.

- vi. Memastikan bahwa kebijakan remunerasi paling kurang sesuai dengan:
- 1) Peraturan perundang-undangan dan regulasi yang berlaku.
  - 2) Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan dan perundang-undangan yang berlaku;
  - 3) Prestasi kerja individual;
  - 4) Remunerasi yang berlaku pada industri Perbankan; dan
  - 5) Target kinerja Bank secara keseluruhan dan target kinerja masing-masing anggota Direksi yang dikaitkan dengan pencapaian Bank dan pencapaian anggota Direksi.

- vi. Ensure that the remuneration policy is at least in line with:
- 1) Prevailing laws and regulations;
  - 2) The financial performance and fulfillment of reserves as is stipulated in the prevailing laws and regulations;
  - 3) Individual performance;
  - 4) Applicable remuneration to Banking Industri; and
  - 5) The overall Bank's performance target and the Board of Director's performance target link with the Bank's overall achievement and the Board of Director's achievement.

**b. Nominasi**

- i. Memberikan rekomendasi kepada Dewan Komisaris 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.
- ii. Menominasikan calon anggota Dewan Komisaris dan/ atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham
- iii. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

**b. Nomination**

- i. Provide recommendations to the Board of Commissioners on:
  - a. Composition of office of the Board of Directors and/or members of the Board of Commissioners;
  - b. Policy and criteria required in the Nomination process, and;
  - c. Performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners,
- ii. Nominate candidates of the Board of Commissioners and/or Board of Directors to the Board of Commissioners to be proposed at the General Meeting of Shareholders.
- iii. To assist the Board of Commissioners to assess the performance of members of the Board of Directors and/or members of the Board of Commissioners based on the objectives that have been set as evaluation material at least once per annum.

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| <ul style="list-style-type: none"> <li>iv. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.</li> <li>v. Menominasikan calon anggota Dewan Pengawas Syariah untuk disampaikan kepada Rapat Umum Pemegang Saham.</li> <li>vi. Memberikan rekomendasi kepada Dewan Komisaris mengenai Pihak Independen yang akan menjadi anggota:             <ul style="list-style-type: none"> <li>1) Komite Audit</li> <li>2) Komite Pemantau Risiko</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>iv. Provide recommendations to the Board of Commissioners on development program for Directors and/or members of the Board of Commissioners.</li> <li>v. Nominate candidates of the Sharia Supervisory Board to be proposed to the General Meeting of Shareholders.</li> <li>vi. Provide recommendations to the Board of Commissioners on Independent members of:             <ul style="list-style-type: none"> <li>1) Audit Committee</li> <li>2) Risk Monitoring Committee</li> </ul> </li> </ul> |
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**c. Suksesi Direksi**

1. Komite Remunerasi dan Nominasi menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/ atau penggantian anggota Dewan Komisaris dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham.
2. Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/ atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.
3. Menyusun kebijakan suksesi Direksi.
4. Melakukan kajian minimal 1 (satu) tahun sekali atas talenta Bank yang dikategorikan sebagai calon suksesi Direksi dan melakukan evaluasi perkembangan calon suksesi Direksi.
5. Komite Mengutamakan calon dari internal Bank apabila terdapat perubahan Direksi sebelum mencari dari calon luar Bank.

**c. Director Succession**

1. The Remuneration and Nomination Committee shall prepare and provide recommendations on the system and procedures for the selection and /or replacement of members of the Board of Commissioners and Board of Directors to be submitted to the General Meeting of Shareholders.
2. To give recommendation regarding candidate for the Board of Commissioner and Director to the Board of Commissioner to be submitted in the General Meeting of Shareholders.
3. Establish a policy for Director succession
4. Establish a Bank talent review at least once a year for those categorized as Director succession and evaluate development of candidate for Director succession.
5. Committee to prioritize candidate from the internal Bank if there is a change of the Board of Directors before seeking candidate from the external,

## 6. MEKANISME KERJA KOMITE

## 6. COMMITTEE WORKING MECHANISM

### a. Remunerasi

- i. Komite akan melakukan evaluasi berkala untuk menetapkan kebijakan remunerasi Dewan Komisaris, Direksi dan Dewan Pengawas Syariah.
- ii. Komite akan melakukan evaluasi dan memberikan rekomendasi kepada Dewan Komisaris terhadap usulan remunerasi Dewan Komisaris dan Direksi, untuk ditetapkan dalam Rapat Umum Pemegang Saham.
- iii. Komite akan melakukan evaluasi dan memberikan rekomendasi terhadap usulan remunerasi Dewan Pengawas Syariah, untuk ditetapkan dalam Rapat Ilmum Pemegang Saham.
- iv. Komite akan melakukan evaluasi dan memberikan rekomendasi kepada Dewan Komisaris terhadap usulan remunerasi anggota independen komite Dewan Komisaris.

### b. Nominasi

- i. Komite akan memberikan rekomendasi mengenai kandidat untuk posisi Komisaris dan/ atau Direktur dengan mekanisme sebagai berikut;
  - 1) Komite akan menerima surat dari Pemegang Saham mengenai pergantian/ pengangkatan Komisaris dan/ atau Direktur.
  - 2) Setelah mengevaluasi pengalaman dan rekam jejak kandidat, komite selanjutnya akan memberikan rekomendasi kepada Dewan Komisaris untuk disampaikan dalam Rapat Umum Pemegang Saham, serta mendapatkan persetujuan dari regulator.

### a. Remuneration

- i. The committee shall evaluate periodically to determine the remuneration policy of the Board of Commissioners, the Board of Directors and Sharia Supervisory Board.
- ii. The Committee shall evaluate and provide recommendations to the Board of Commissioners on the proposed remuneration of the Board of Commissioners and Board of Director, to be approved at the General Meeting of Shareholders.
- iii. The Committee shall evaluate and provide recommendations on the proposed remuneration of the Sharia Supervisory Board to be approved at the General Meeting of Shareholders.
- iv. The Committee shall evaluate and provide recommendations to the Board of Commissioners on the remuneration of the independent members of the Board of Commissioners' committees.

### b. Nomination

- i. The Committee shall provide recommendation of a candidate for the position of Commissioner and/ or Director by means of the following mechanism:
  - 1) The Committee shall receive a letter from the Shareholders regarding the replacement/ appointment of Commissioner and/or Director.
  - 2) Upon evaluating the experience and track record of the candidate, the Committee shall then provide recommendations to the Board of Commissioners to be proposed to the General Meeting of Shareholders, and obtain approval from the respective regulator.



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| <p>ii. Komite akan memberikan rekomendasi mengenai kandidat untuk posisi anggota Dewan Pengawas Syariah dengan mekanisme sebagai berikut;</p> <ol style="list-style-type: none"> <li>1) Komite menerima surat dari Pemegang Saham mengenai pergantian/pengangkatan anggota Dewan Pengawas Syariah.</li> <li>2) Setelah mengevaluasi pengalaman dan rekam jejak kandidat, Komite selanjutnya akan memberikan rekomendasi untuk disampaikan dalam Rapat Umum Pemegang Saham, serta mendapatkan persetujuan dari regulator.</li> </ol> | <p>ii. The Committee shall provide recommendation of a candidate for the position of Sharia Supervisory Board by means of the following mechanism:</p> <ol style="list-style-type: none"> <li>1) The Committee shall receive a letter from the Shareholders regarding the replacement/ Appointment of Sharia Supervisory Board.</li> <li>2) Upon evaluating the experience and track record of the candidate, the Committee shall then provide recommendations to be proposed to the General Shareholders Meeting, and obtain approval from the respective regulator.</li> </ol> |
| <p>iii. Komite memberikan rekomendasi mengenai kandidat untuk posisi anggota independen komite Dewan Komisaris dengan mekanisme sebagai berikut;</p> <ol style="list-style-type: none"> <li>1) Komite menerima surat dari Ketua Komite mengenai pergantian/ pengangkatan anggota independe komite Dewan Komisaris.</li> <li>2) Setelah mengevaluasi pengalaman dan rekam jejak kandidat, Komite selanjutnya akan memberikan rekomendasi untuk disampaikan kepada Dewan Komisaris.</li> </ol>  | <p>iii. The Committee shall provide recommendation of a candidate for the position of independent members of the Committee of the Board of Commissioners by means of the following mechanism:</p> <ol style="list-style-type: none"> <li>1) The Committee shall receive a letter from the Committee Chairman regarding the replacement/appointment of committee member.</li> <li>2) Upon evaluating the experience and track record of the candidate, recommendations to be proposed to the Board of Commissioners.</li> </ol>   |
| <p>iv. Komite memberikan rekomendasi mengenai kandidat untuk posisi Pejabat Eksekutif dari Komite Remunerasi and Nominasi Dewan Komisaris dengan mekanisme sebagai berikut;</p> <ol style="list-style-type: none"> <li>1) Ketua Komite mengirimkan surat kepada Direktur Utama untuk mendapatkan calon Pejabat Eksekutif</li> <li>2) Direktur Utama mengirimkan surat nominasi kandidat kepada Ketua Komite Remunerasi dan Nominasi.</li> </ol>   | <p>iv. The Committee shall provide recommendation candidate of Executive Officer of the Remuneration and Nomination Committee of the Board of Commissioners by means of the following mechanism:</p> <ol style="list-style-type: none"> <li>1) The Committee Chairman shall send a letter to President Director to obtain nomination of the candidate of Executive Officer.</li> <li>2) President Director shall send a letter nominating the candidate to the Remuneration and Nomination Committee.</li> </ol>   |

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| <p>3) Setelah mengevaluasi pengalaman dan rekam jejak kandidat, Komite selanjutnya akan memberikan rekomendasi untuk disampaikan kepada Dewan Komisaris.</p> | <p>3) Upon evaluating the experience and track record of the candidate, the Committee shall then provide recommendations to be proposed to the Board of Commissioners.</p> |
| <p>v. Komite memberikan rekomendasi mengenai keanggotaan komite Dewan Komisaris kepada Dewan Komisaris untuk disetujui</p>                                   | <p>v. The Committee shall provide recommendation of the Board of Commissioners' committee membership to the Board of Commissioners for approval</p>                        |

## 7. KETENTUAN KERJA

## 7. WORKING PROCEDURES

### a. Rapat Komite

- i. Rapat Komite diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- ii. Rapat Komite hanya dapat diselenggarakan apabila:
  - a. dihadiri oleh mayoritas dari jumlah anggota Komite Reunerasi dan Nominasi; dan
  - b. salah satu dari mayoritas jumlah anggota Komite Remunerasi dan Nominasi sebagaimana dimaksud pada huruf a merupakan Ketua Komite.
- iii. Keputusan yang dihasilkan melalui rapat Komite dilakukan berdasarkan musyawarah mufakat.
- iv. Dalam hal tidak terjadi musyawarah mufakat sebagaimana dimaksud pada ayat iii di atas, pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan pengaturan bahwa 1 (satu) anggota Komite memiliki 1 (satu) suara.
- v. Perbedaan pendapat sebagaimana dimaksud pada ayat iv diatas, harus dicatat dalam risalah rapat, disertai dengan alasan perbedaan rapat tersebut.

### a. Committee Meeting

- i. The Committee meeting shall be held on regular basis at least once in every 4 (four) months.
- ii. The Committee meeting shall be held if:
  - a. Attended by a majority of members of Remuneration and Nomination Committee
  - b. One of the majority of number of member of Remuneration and Nomination Committee as referred to point a is the Chairman of the Committee.
- iii. The Resolution passed at the Committee meeting shall be based on deliberations to reach a consensus.
- iv. In the case that a consensus can not be met as stated in article iii, the resolution is reached through voting on the principle that 1 (one) member of the Committee constitutes 1 (one) vote.
- v. Dissenting opinion including the reasons as stated in the article iv, must be recorded in the minutes of meeting complete with reasons of differences.

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| <p>vi. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara, terjadi suara yang sama banyaknya, maka keputusan yang diambil berdasarkan suara terbanyak dari wakil pemegang saham yang menjadi anggota Komite Remunerasi and Nominasi.</p> <p>vii. Rapat dipimpin oleh Ketua Komite Remunerasi dan Nominasi atau Komisaris lain yang menjadi anggota Komite Remunerasi and Nominasi apabila Ketua Komite Remunerasi and Nominasi berhalangan hadir.</p> <p>viii. Hasil rapat harus dituangkan dalam risalah rapat Komite Remunerasi and Nominasi.</p> | <p>vi. if the decision is made by way of voting, there is an equal number of votes, then the decision taken is based on the majority vote of the representative of the Shareholders who are members of the Remuneration and Nomination Committee.</p> <p>vii. The meeting is chaired by the Chairman of the Committee or by another Commissioner as a member of the Remuneration and Nomination Committee in the case the Chairman of the Committee is unable to attend the meeting.</p> <p>viii. The results of the meeting shall be recorded in a minutes of the meeting of the Remuneration and Nomination Committee.</p> |
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**b. Keputusan Melalui Circular**

- i. Dalam hal rapat tidak dapat dilaksanakan, keputusan Komite dapat diambil melalui keputusan bersama yang dituangkan dalam Circular Komite Remunerasi dan Nominasi.
- ii. Keputusan rapat yang diambil melalui mekanisme circular harus disetujui oleh seluruh anggota Komite

**b. Circular Resolution**

- i. In the case that meeting can not be held, the decision can be taken through joint decision as outlined in the Remuneration and Nomination Committee Circular.
- ii. The Circular resolution must be approved by all Committee members.

**8. PELAPORAN**

**8. REPORTING**

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| <ul style="list-style-type: none"> <li>i. Komite Remunerasi dan Nominasi harus melaporkan pelaksanaan tugas dan tanggung jawab kepada Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham sebagai bagian dari laporan pelaksanaan tugas Dewan Komisaris.</li> <li>ii. Bank wajib mengungkapkan pelaksanaan fungsi terkait Remunerasi dan Nominasi dalam:             <ul style="list-style-type: none"> <li>a. Laporan tahunan; dan</li> <li>b. Situs web Bank</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>i. Remuneration and Nomination Committee have to report the duties, and responsibilities to the Board of Commissioner and submitted at the General Meeting of Shareholders as part of the report on the execution of the duties of the Board of Commissioner.</li> <li>ii. Bank is required to disclose the implementation of the Remuneration and Nomination function at:             <ul style="list-style-type: none"> <li>a. Annual Report; and</li> <li>b. Bank website</li> </ul> </li> </ul> |
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**9. LARANGAN**

**9. RESTRICTION**

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| <ul style="list-style-type: none"> <li>i. Setiap anggota Komite Remunerasi dan Nominasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Bank selain penghasilan yang sah.</li> <li>ii. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Remunerasi dan Nominasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.</li> </ul> | <ul style="list-style-type: none"> <li>i. Each member of the Remuneration and Nomination Committee are prohibited from taking personal advantage, either directly or indirectly from the activities of the Bank in addition to a legitimate income.</li> <li>ii. Members of the Board of Commissioners that become the Chairman or member of the Remuneration and Nomination Committee is not allowed to be given additional income other than income as a member of the Board of Commissioner.</li> </ul> |
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Jakarta, 29 August 2017

**Sebastian Arcuri**  
President Commissioner/  
Member of The Remuneration and  
Nomination Committee

**Lukita D. Tuwo**  
Chairman of The Remuneration and  
Nomination Committee

**Suparno Djasmin**  
Member of The Remuneration and  
Nomination Committee

**David A. Worth**  
Member of The Remuneration and  
Nomination Committee

**Eni W. Soetarso**  
Member of The Remuneration and  
Nomination Committee  
(Executive Officer)