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Pedoman Dan Tata Tertib Kerja Komite Remunerasi dan Nominasi

Remuneration and Nomination Committee Charter

PT BANK BTPN TBK

Level Dokumen <i>Document Level</i>	Kebijakan <i>Policy</i>
Unit Kerja Pemilik <i>Division Owner</i>	Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee</i>

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RIWAYAT PERUBAHAN

HISTORY OF CHANGES

Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
1 Februari/February 2019	Penyesuaian karena penggabungan usaha <i>Adjustment due to merger</i>	1	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>
13 Maret/March 2020	Kajian berkala <i>Perbaikan salah ketik dan istilah yang tepat serta perbaikan flow chart</i> <i>Periodic review</i> <i>Revision on typo and proper terms and Revision on the flow chart</i>	2	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>

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No	Penerima / Recipient
1	Direksi/ <i>Board of Directors</i>
2	Human Capital
3	Internal Audit
4	Compliance

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CONTACT FOR QUESTIONS AND PROPOSED CHANGE

Apabila terdapat pertanyaan atas isi dokumen ini dapat menghubungi:

If you have any question about the content of this document, please contact:

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Dokumen ini mengatur pedoman dan tata tertib kerja Komite Remunerasi dan Nominasi ("Komite") PT Bank BTPN Tbk ("Bank").

This charter governs the operations of the Remuneration and Nomination Committee ("Committee") of PT Bank BTPN Tbk ("Bank").

1. Organisasi

- a. Anggota Komite diangkat oleh Direksi berdasarkan keputusan rapat Dewan Komisaris.
- b. Anggota Komite sekurang kurangnya 3 (tiga) orang dan terdiri:
 - I. seorang Komisaris Independen;
 - II. seorang Komisaris; dan
 - III. seorang Pejabat Eksekutif yang membawahi sumber daya manusia atau seorang perwakilan pegawai.
- c. Komite diketuai oleh Komisaris Independen. Anggota Direksi dilarang menjadi anggota Komite. Dalam hal anggota Komite Remunerasi dan Nominasi ditetapkan lebih dari 3 (tiga) orang maka anggota Komisaris Independen paling kurang berjumlah 2 (dua) orang.
- d. Ketua Komite hanya dapat merangkap jabatan sebagai ketua komite paling banyak pada 1 (satu) komite lainnya.
- e. Komisaris lainnya dapat menjadi peninjau (*observer*) yang dapat menghadiri rapat-rapat tetapi tidak mempunyai hak suara dalam pengambilan keputusan Komite.

1. Organization

- a. *Committee members shall be appointed by Board of Directors based Board of Commissioners' meeting resolution.*
- b. *Committee members consists of at least 3 (three) people, as follows:*
 - I. an Independent Commissioner,*
 - II. a Commissioner; and*
 - III. an Executive Officer who responsible for human resources or an employee representative.*
- c. *The Committee shall be chaired by an Independent Commissioner. Members of the Board of Directors are prohibited from assuming the offices of members of the Committee. Should the number of Remuneration and Nomination Committee members are more than 3 (three) persons then the number of independent commissioners in the Committee must be at least 2 (two) persons.*
- d. *The Chairman of the Committee can only assume concurrent office as a chairman of a maximum of 1 (one) more committee.*
- e. *Other Commissioners can become an observer and can attend the meetings with no right to vote in every decision making of the Committee.*

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- f. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen.
- f. *An Independent Commissioner shall mean a member of the Board of Commissioners having no financial, administrative, share-ownership and/or family relationship with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship of whatsoever nature, which may influence his/her ability to act independently.*
- g. Pejabat Eksekutif adalah Pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh terhadap kebijakan dan operasional Bank.
- g. *Executive Officer shall mean an officer directly responsible to the Board of Directors or have influence on policy and operational of the Bank.*

2. Syarat Keanggotaan

- a. Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik.
- b. Salah seorang Pihak Independen anggota Komite harus memiliki keahlian dibidang hukum dan/atau perbankan.
- c. Memiliki pengetahuan yang memadai tentang peraturan pasar modal dan peraturan lainnya.
- d. Mantan anggota Direksi atau pejabat eksekutif Bank atau pihak-pihak yang mempunyai hubungan dengan Bank yang dapat mempengaruhi kemampuannya untuk bertindak independen, tidak dapat menjadi Pihak Independen anggota Komite sebelum menjalani masa tunggu (*cooling off*) selama 6 (enam) bulan. Namun demikian ketentuan tersebut tidak berlaku bagi mantan Direksi atau pejabat eksekutif yang melakukan fungsi pengawasan.
- e. Anggota Komite dilarang memiliki hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal

2. Members Qualification

- a. *Must be of highest integrity, capability, knowledge, experience, have appropriate educational background and good communication skills.*
- b. *One of Independent Party members of the Committee shall have expertise in law and/or banking fields.*
- c. *Must have adequate knowledge regarding capital market law and relevant rules and other regulations.*
- d. *Any former members of the Board of Directors and executive officer of the Bank or parties that have relationship with the Bank that may influence his/her ability to act independently, cannot be an Independent Party as a Committee member without going through a cooling off period of 6 (six) months. However the above rule shall not be applicable to ex members of the Board of Directors or executive officers who perform supervision functions.*
- e. *Members of the Committee shall not have relationships resulting from marriage and descendant up to second degree*

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maupun vertikal dengan anggota Dewan Komisaris, Direksi, atau pemegang saham utama.

- f. Anggota Komite secara langsung maupun tidak langsung, dilarang memiliki hubungan usaha yang signifikan terkait dengan kegiatan usaha Bank.

3. Independensi

- a. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen.
- b. Pihak Independen adalah pihak di luar Bank yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen.

4. Tugas dan Tanggung Jawab

Komite bertugas untuk memberikan pendapat profesional yang independen kepada Dewan Komisaris terhadap laporan atau hal-hal yang disampaikan oleh Direksi kepada Dewan Komisaris serta mengidentifikasi hal-hal yang memerlukan perhatian Dewan Komisaris, yang antara lain meliputi:

- a. Terkait dengan kebijakan remunerasi:
 - 1) Melakukan evaluasi terhadap kebijakan remunerasi; dan
 - 2) Memberikan rekomendasi kepada Dewan

horizontally or vertically with members of, Board of Commissioner, Board of Director or controlling shareholders.

- f. *Members of the Committee shall not have directly or indirectly significant business affiliated with Bank's business activities.*

3. Independence

- a. *An Independent Commissioner shall mean a member of the Board of Commissioners having no financial, administrative, share-ownership and/or family relationship with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship of whatsoever nature, which may influence his/her ability to act independently*
- b. *Independent Party shall means parties outside of the Bank which have no financial, administrative, share-ownership and/or family relationship with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship of whatsoever nature, which may influence his/her ability to act independently.*

4. Duties & Responsibilities

The Committee provides professional and independent advice to the Board of Commissioners regarding reports or matters submitted to the Board of Commissioners by the Board of Directors, and are to identify matters that require Board of Commissioners attention that includes:

- a. *Related with remuneration policies:*
 - 1) *Performs an evaluation of the remuneration policy; and*
 - 2) *Provide recommendation to the Board*

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Komisaris mengenai:

- kebijakan remunerasi, struktur remunerasi dan besaran remunerasi bagi Dewan Komisaris, dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham ("RUPS"); (Alur proses remunerasi anggota Dewan Komisaris dan Direksi dimuat dalam Lampiran 1 Pedoman dan Tata Tertib Kerja ini)
- kebijakan remunerasi bagi Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi.

b. Terkait dengan kebijakan nominasi:

- 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi anggota Direksi dan/atau Dewan Komisaris
- 2) Menyusun dan memberikan rekomendasi mengenai kriteria serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS;
- 3) Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS; Khususnya untuk calon anggota Direksi, Human Capital membantu memfasilitasi melalui proses *talent management & succession planning* dimana dilakukan penilaian terhadap ketersediaan calon anggota, dan potensi pengembangannya dimasa depan. Pelaksanaan suksesi dilakukan melalui identifikasi pejabat-pejabat eksekutif yang memiliki potensi tersebut. Masing-masing anggota Direksi menyampaikan calon penggantinya yang akan dievaluasi oleh Komite. (Alur proses nominasi anggota

of Commissioners concerning:

- *Board of Commissioner and Board of Directors remuneration policies, remuneration structure and the amount to be submitted to General Meeting of Shareholders ("GMS"); (Process of remuneration of the members of the Board of Commissioner and the Board of Directors are stipulated in the attachment 1 of this Charter).*
- *Executive officers and employee remuneration policies as a whole to be submitted to the Board of Directors;*

b. Related to nomination policies:

- 1) *Provide recommendation to the Board of Commissioners regarding the composition of the Board of Directors and/or Board of Commissioners*
- 2) *Prepare and provide recommendation on the criteria and procedure for selecting and/or replacing members of Board of Commissioners and the Board of Directors to the Board of Commissioners to be submitted to the GMS;*
- 3) *Submit a recommendation on prospective members of the Board of Commissioners and/or the Board of Directors to the Board of Commissioners to be submitted to the GMS; Specifically for prospective members of the Board of Directors, Human Capital facilitates the process through Talent Management & Succession Planning where assessment on the availability of talents and future potential development is being carried out. Identification for succession is applicable to potential Executive Officers. Each member of the Board of Directors submits potential successor*

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| <p>Dewan Komisaris dan Direksi dimuat dalam Lampiran 2a Pedoman dan Tata Tertib Kerja ini).</p> <p>4) Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau Dewan Komisaris</p> <p>5) Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris</p> <p>6) Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada Dewan Komisaris; (Alur proses nominasi Pihak Independen untuk anggota Komite Audit dan Komite Pemantau Risiko dimuat dalam Lampiran 2b Pedoman dan Tata Tertib Kerja ini)</p> <p>c. Komite wajib memastikan bahwa kebijakan remunerasi paling kurang sesuai dengan :</p> <ul style="list-style-type: none"> • Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam perundang-undangan yang berlaku; • Prestasi kerja individual; • Kewajaran dengan peer group di dalam dan di luar Bank; dan • Pertimbangan sasaran dan strategi jangka panjang Bank. <p>d. Menjaga kerahasiaan seluruh dokumen data dan informasi Bank.</p> <p>e. Tugas-tugas lain, selain disebutkan di atas yang diberikan oleh Dewan Komisaris kepada Komite sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan</p> | <p><i>who will be evaluated by the Committee; (Process of nomination of the members of the Board of Commissioners and Boards of Directors are stipulated in the attachment 2a of this Charter)</i></p> <p>4) <i>Assist the Board of Commissioners to evaluate performance of member of Board of Directors and/or Board of Commissioners</i></p> <p>5) <i>Develop program for capability development of the member of Board of Directors and/or Board of Commissioners</i></p> <p>6) <i>Submit a recommendation on independent parties who will become Audit Committee and, Risk Monitoring Committee members to the Board of Commissioners; (Process of nomination of the Independent Parties for Audit Committee and Risk Monitoring Committee are stipulated in the attachment 2b of this Charter)</i></p> <p>c. <i>Committee must ensure that the remuneration policy comply with the following:</i></p> <ul style="list-style-type: none"> • <i>Financial performance and reserves formation as stipulated in prevailing laws and regulations;</i> • <i>Individual work performance;</i> • <i>Fairness compared to peer group within and outside the Bank; and</i> • <i>Consideration on long term goals and strategies of the Bank</i> <p>d. <i>Maintain confidentiality of all documents, data and information of the Bank.</i></p> <p>e. <i>Other duties, in addition to the above mentioned duties, the Committee will carry out functions as well as such other matters, as Board of Commissioner may from time to</i></p> |
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5. Kebijakan Remunerasi Direksi dan Dewan Komisaris

Remunerasi Direksi dan Dewan Komisaris ditetapkan dengan mempertimbangkan:

- a. *External competitiveness*, yaitu perbandingan dengan pasar/peer group. Yang dimaksud peer group adalah bank-bank yang dianggap sebagai kompetitor, yang ditetapkan oleh Komite Remunerasi dan Nominasi dengan mempertimbangkan hal-hal sebagai berikut: Visi Bank yang mencerminkan arah jangka panjang Bank, kompleksitas bank yang tercermin dari inovasi produk, teknologi dan layanan serta jangkauan pelayanan yang sangat luas dan jauh serta jumlah tenaga kerja yang signifikan.
- b. *Internal Equity*, yaitu kesetaraan terhadap bobot tanggung jawab pekerjaan. Bank membagi kategori Direksi dan Komisaris berdasarkan bobot pekerjaan sebagai berikut :

Direksi :

- a. Direktur Utama
- b. Wakil Direktur Utama
- c. Direktur

Dewan Komisaris :

- a. Komisaris Utama
- b. Komisaris

- c. Kinerja Bank, yang diukur berdasarkan pencapaian Rencana Bisnis Bank (RBB).
- d. Kinerja Individu, yang diukur berdasarkan hasil penilaian kinerja tahunan yang disusun berdasarkan tugas dan tanggung jawab yang telah ditetapkan sebagai tolok ukur/ kriteria pengukuran, khususnya untuk Direksi.

5. Policy of Remuneration of Board of Directors and Board of Commissioners

Remuneration of Board of Directors and Board of Commissioners is determined taking account of the following:

- a. *External competitiveness*, that is the comparison between the market and peer group. Peer group refers to banks regarded as competitors, which are set by the Remuneration and Nomination Committee by considering the following: Bank Vision which reflects the long-term direction of the Bank, the bank complexity reflected in product innovation, technologies and services, as well as the breadth & scope of services offered, and the significant number of employee/staff.
 - b. *Internal Equity* is equality in the significance of the job responsibilities. Bank categorizes Directors and Commissioners based on the significance of the work as follows:
- Directors:*
- a. President Director
 - b. Deputy President Director
 - c. Director
- Board of Commissioners:*
- a. President Commissioner
 - b. Commissioner
- c. *Bank performance*, as measured by the achievement of the Bank Business Plan.
 - d. *Individual performance*, as measured by the results of the annual performance assessment, which is defined by the duty and responsibility, especially for the Board of Directors.

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6.Kebijakan Penilaian Diri Sendiri (Self Assessment) untuk Direksi dan Dewan Komisaris

- a. Tujuan penilaian kinerja Dewan Komisaris dan Direksi adalah menjadi salah satu dasar pertimbangan bagi Komite Remunerasi dan Nominasi dalam memberikan rekomendasi kepada Dewan Komisaris untuk mengangkat kembali anggota Dewan Komisaris/ Direksi, serta sebagai bahan pertimbangan untuk menyusun struktur remunerasi Dewan Komisaris/ Direksi serta meningkatkan efektivitas kinerja Dewan Komisaris dan Direksi.
- b. Penilaian kinerja Dewan Komisaris dan Direksi dilakukan dengan berdasarkan kriteria yang telah ditetapkan dengan mempertimbangkan tugas dan tanggung jawab yang sesuai dengan ketentuan yang berlaku dan Anggaran Dasar serta kebijakan internal Bank.
- c. Penilaian Kinerja dilakukan secara self assessment setiap tahun untuk menilai kinerja Dewan Komisaris dan Direksi secara kolegial.
- d. Penilaian sendiri terhadap kinerja anggota BOC dan BOD paling sedikit memuat:
 - Dewan Komisaris : Penerapan Good Corporate Governance ("GCG") dalam setiap usaha Bank, dan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi.
 - Dewan Direksi : Implementasi terhadap strategi Bank secara keseluruhan, monitoring terhadap kegiatan risk manajemen di area masing-masing (aktivitas manajemen risiko) dan penerapan prinsip-prinsip tata kelola perusahaan yang baik.

6.Self Assessment Policy for Board of Directors and Board of Commissioners

- a. Board of Directors and Board of Commissioners performance assessment is designated as one of the considerations from Remuneration and Nomination Committee in providing their recommendation to Board of Commissioners for the re-appointment of members of Board of Commissioners/Board of Directors, also to be used for a basis of remuneration structure design for Board of Commissioners/Board of Directors as well as to improve the performance effectiveness of Board of Commissioners/Board of Directors .
- b. BOC and BOD performance assessment is developed based on the set criteria considering their roles and responsibilities according to the Charter and Bank's internal policy.
- c. Performance Assessment will be using self assessment mechanism on annual basis to appraise the performance of BOC and BOD.
- d. Self-assessment for each member of BOC and BOD minimum consist of:
 - Board of Commissioner: The actual implementation of Good Corporate Governance ("GCG") in the Bank's business activities, supervisory functions towards implementation of duties and responsibility of BOD.
 - Board of Directors: The implementation of overall Bank's strategy, monitoring of risk management activities in each areas, and the implementation of Good Corporate Governance's

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- e. Kertas kerja self assessment untuk menilai kinerja Dewan Komisaris dan Direksi menjadi bagian yang tidak terpisahkan dari Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi ini.

Alur proses *self-assessment* untuk anggota BOC dan BOD dimuat dalam Lampiran 2c Pedoman dan Tata Tertib Kerja ini.

7. Wewenang Komite Remunerasi dan Nominasi

- a. Komite berwenang untuk memperoleh akses secara penuh, bebas dan tidak terbatas terhadap informasi tentang, karyawan, dana, aset serta sumber daya Bank lainnya yang berkaitan dengan pelaksanaan tugasnya.
- b. Dalam melaksanakan wewenang, Komite wajib bekerjasama dengan Direktorat Human Capital, dan unit-unit lainnya yang dipandang perlu.

8. Etika Kerja

Setiap anggota Komite harus tunduk kepada Pedoman Perilaku, Kode Etik dan Peraturan Perusahaan yang berlaku di Bank.

9. Rapat

- a. Komite menyelenggarakan rapat secara berkala paling kurang satu kali setiap empat bulan.
- b. Rapat-rapat Komite hanya dapat dilaksanakan apabila dihadiri oleh sekurang-kurangnya 51% (lima puluh satu persen) dari seluruh jumlah anggota termasuk Ketua Komite atau Anggota Komite yang merupakan Komisaris Independen dan Pejabat Eksekutif.

principals.

- e. The self assessment's working paper for BOC and BOD cannot be separated from this Charter

Process of self-assessment of Board of Commissioners and Boards of Directors members are stipulated in the attachment 2c of this Charter.

7. Remuneration and Nomination Committee Authorities

- a. *The Committee is authorized to have full, unlimited and free access of information regarding employees, fund, asset and other Bank's resources related to the implementation of its duties and responsibilities.*
- b. *In performing its authorities, the Committee shall cooperate with the Human Capital Directorate, and other units deemed necessary.*

8. Work ethics

Every member of the Committee should follow the Code of conduct, Code of Ethics and company regulations that applies in the bank

9. Meeting

- a. *Committee shall meet regularly at least once every four months.*
- b. *Meetings of the Committee can only be convened if attended by at least 51% (fifty-one percent) of the total number of members including Committee Chairman or Committee Member which also held an Independent Commissioner position and Executive officers.*

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- c. Keputusan Rapat Komite dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan berdasarkan hasil suara terbanyak.
- c. *The adoption of resolutions of the Committee shall be done amicably. In case the amicable deliberation can not be reached, the adoption of the resolutions shall be done based on majority vote.*
- d. Rapat Komite dipimpin oleh Ketua Komite atau, dalam hal Ketua Komite berhalangan hadir maka Rapat Komite dipimpin oleh Anggota Komite yang merupakan Komisaris Independen.
- d. *Committee meeting shall be chaired by Committee Chairman, in the absence of Committee Chairman, meeting can be chaired by Committee Member which also held an Independent Commissioner position.*
- e. Hasil rapat Komite wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik.
- e. *The resolutions of the Committee must be drawn up in minutes of meetings and properly documented.*
- f. Perbedaan pendapat (*dissenting opinions*) yang terjadi dalam rapat Komite, wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
- f. *Dissenting opinions occurring in the meetings of the Committee must be clearly contained in the minutes of meetings accompanied by the reasons for such dissenting opinions.*
- g. Komite Remunerasi dan Nominasi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Komite, dengan ketentuan semua anggota komite telah diberitahu secara tertulis dan semua anggota komite memberikan persetujuan sirkular mengenai usul yang diajukan secara tertulis dengan menandatangani persetujuan sirkular tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Komite.
- g. *The Remuneration and Nomination Committee can adopt legal decisions without conducting a Committee Meeting, by informing all the members of Committee in writing and all members approve the proposal submitted by signing the circular resolution. The decision made has the same legal standing with the decision made in a Committee Meeting.*

10. Risalah Rapat

Risalah setiap rapat akan disimpan dan didistribusikan kepada setiap anggota Komite, anggota Dewan Komisaris yang tidak menjadi anggota Komite dan Sekretaris Perusahaan.

10. Minutes of Meeting

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board of Commissioners who are not members of the Committee and Corporate Secretary.

11. Tanggung Jawab Pelaporan

Komite bertanggung jawab kepada Dewan Komisaris atas pelaksanaan tugasnya dan secara berkala sekurang-kurangnya 3 (tiga) bulan sekali atau atas permintaan Dewan Komisaris melaporkan hasil kerjanya kepada Dewan Komisaris.

12. Masa Tugas

- Masa tugas anggota Komite tidak boleh lebih lama dari masa tugas Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali untuk periode berikutnya.
- Apabila anggota Dewan Komisaris yang menjadi Ketua Komite berhenti sebelum masa tugasnya sebagai Komisaris Bank, maka Ketua Komite digantikan oleh Komisaris Independen.
- Apabila masa jabatan anggota komite remunerasi dan nominasi, telah berakhir dan berdasarkan ketentuan tidak memungkinkan untuk diangkat kembali, sementara pada saat yang bersamaan, Dewan Komisaris belum *eligible* untuk menunjuk anggota Komite, maka keanggotan Komite yang lama akan diperpanjang sampai Dewan Komisaris *eligible* untuk menunjuk anggota Komite yang baru.
- Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota dimaksud tidak dapat melaksanakan fungsinya

Komite wajib melakukan review atas Pedoman ini sekurang-kurangnya 1 tahun sekali dan melakukan usulan perubahannya apabila diperlukan.

11. Reporting Responsibilities

The Committee is responsible to the Board of Commissioners on the implementation of its duties periodically for at least 3 (three) months to report to the Board of Commissioners, or whenever so requested by the Board of Commissioners.

12. Term of Office

- The term of office of Committee members cannot be more than Term of office of the Board of Commissioners, as regulated by the Bank's Article of Association and they can be reappointed for the next period.*
- If the Committee Chairman resigns before his/her term of office, then his/her position as the Committee Chairman must be replaced by another Independent Commissioner.*
- If the term of office of the Remuneration and Nomination Committee's member has ended and it is not possible for him/her to be reappointed, while at the same time BOC is not eligible to appoint a member to be on the remuneration and nomination committee, therefore the former remuneration and nomination committee membership will be extended until the BOC is eligible to appoint the new Committee member.*
- Replacement of a Committee member who is not member of Board of Commissioners, should be done at the latest 60 (sixty) days since the date the said committee member can no longer perform his/her roles.*

The Committee is required to conduct a review of this charter at least once a year and to propose any amendments if necessary.



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Remuneration and Nomination Committee Charter

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Komite wajib melakukan self assesment tentang efektivitas dari Komite, sekurangnya 1 tahun sekali.

The Committee is required to conduct self assessment of the effectiveness of the Committee, at least once a year.

Pedoman dan Tata Tertib Kerja ini berlaku efektif sejak tanggal ditetapkan.

This Charter is valid since its promulgation.

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Remuneration and Nomination Committee Charter

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Jakarta, 15 Maret/March 2020

Menyetujui,
Approved by,

Ninik Herlani Masli Ridhwan

Ketua Komite Remunerasi dan Nominasi
Chairman of Remuneration and Nomination Committee

Chow Ying Hoong

Anggota Komite Remunerasi dan Nominasi
*Member of Remuneration and Nomination
Committee*

Pratomo Soedarsono

Anggota Komite Remunerasi dan Nominasi
*Member of Remuneration and Nomination
Committee*

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ATTACHMENT: 1

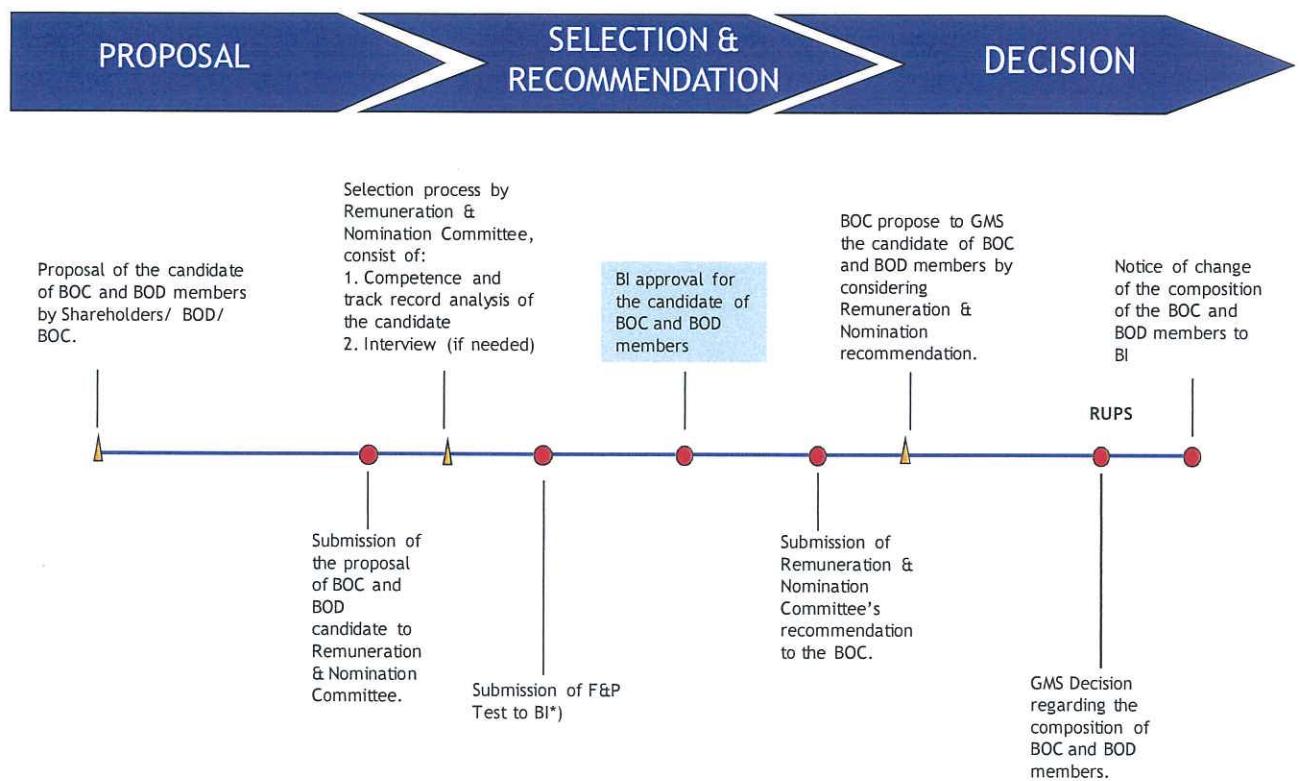
Remuneration Process of the Members of the Board of Commissioners (BOC) and the Board of Directors (BOD).



1. Survey to obtain benchmark data of remuneration for the BOC and BOD in several banks in Indonesia. If necessary the Committee may appoint / working with consultants / independent parties in order to obtain more valid data.
2. Committee review the results of a survey / benchmark data that has been obtained.
3. The Committee reviews the performance of the Company which may also reflect the performance of the BOC and BOD.
4. Based on benchmark data (external) and company performance data (internal), the Committee may make suggestions / recommendations for the remuneration of each member of the BOC and the BOD
5. The BOC decision concerning remuneration for the members of the BOC and the BOD.
6. GMS approval on total remuneration for the BOC and the BOD.

ATTACHMENT : 2a

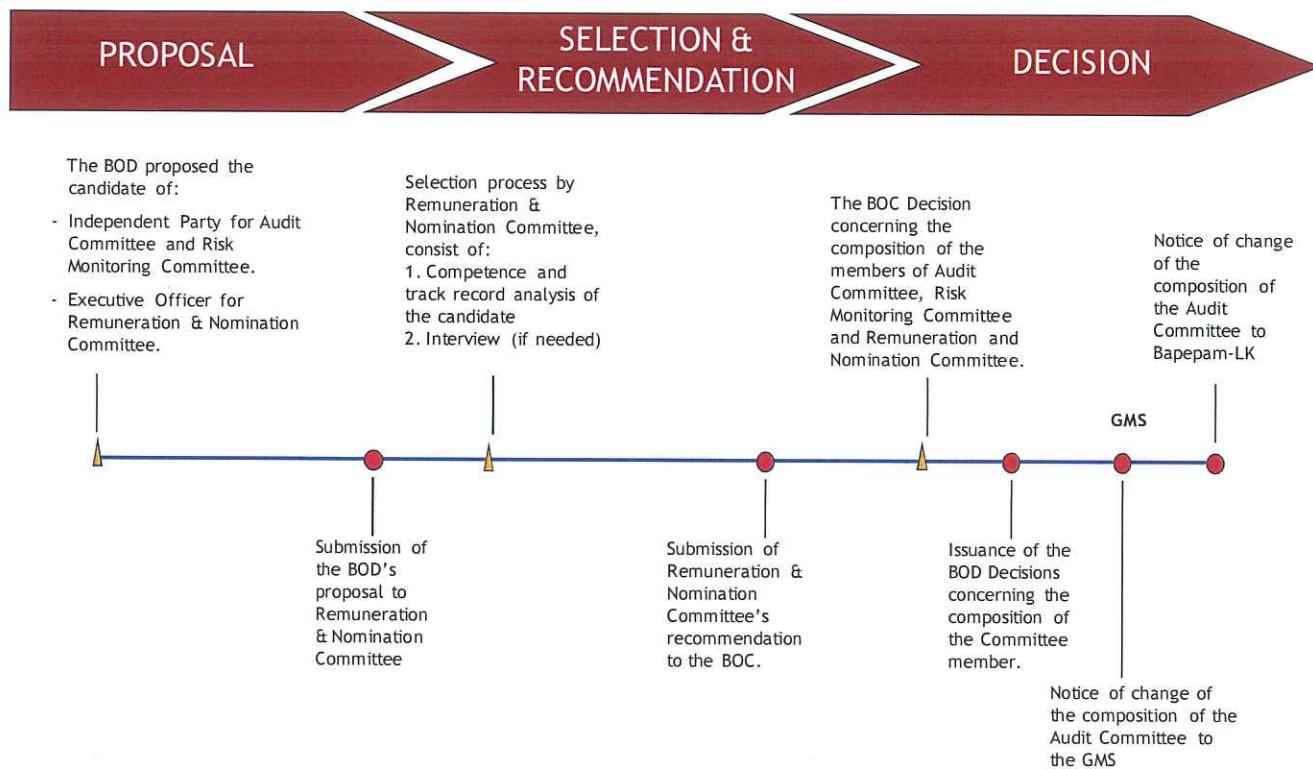
Nomination Process of the Members of the Board of Commissioners and the Board of Directors



*) F&P Test for BOC and BOD members could be submitted to BI after GMS.

ATTACHMENT : 2b

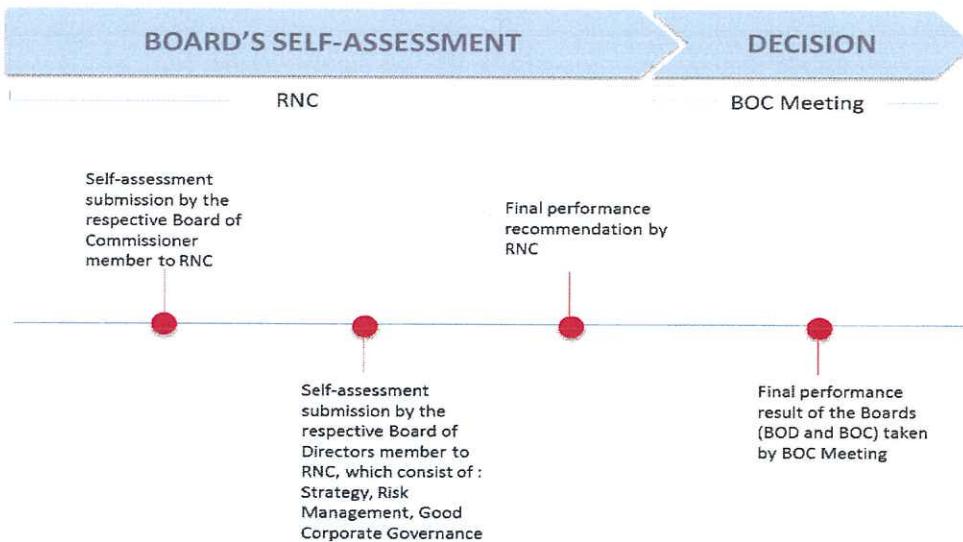
Nomination Process of Independent Party for Audit Committee and Risk Monitoring Committee and Executive Officer for Remuneration & Nomination Committee



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ATTACHMENT : 2c

Self-Assessment Process of the Members of the Board of Commissioners and the Board of Directors



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