



A Member of **MS&AD** INSURANCE GROUP

# **NOMINATION & REMUNERATION COMMITTEE**

## **Term of Reference**

**NOMINATION & REMUNERATION COMMITTEE**

<b>Issued by</b>	<b>Corporate Secretary Department</b>
<b>Owner</b>	<b>NRC members</b>

**Amendment Records**

<b>Description</b>	<b>Date of Approval</b>	<b>Explanation of change/amendment</b>	<b>Reviewed by</b>
1 <sup>st</sup> Version	26 Nov 2019	First issuance of TOR of Nomination & Remuneration Committee	<ul style="list-style-type: none"><li>• Corporate Secretary</li><li>• Compliance</li></ul>
1 <sup>st</sup> Amendment	18 Dec 2020	Amendment of previous version, based on OJK Capital Market and Non-Bank Regulations	<ul style="list-style-type: none"><li>• Corporate Secretary</li><li>• Compliance</li></ul>

**PEDOMAN KERJA  
KOMITE NOMINASI & REMUNERASI  
PT Asuransi Jiwa Sinarmas MSIG Tbk.**

**Tujuan**

Komite Nominasi & Remunerasi (“Komite”) dibentuk oleh Dewan Komisaris PT Asuransi Jiwa Sinarmas MSIG Tbk. (“Perusahaan”) untuk membantu Dewan Komisaris dalam melaksanakan fungsi dan tanggung jawab Dewan Komisaris terkait nominasi dan remunerasi terhadap anggota Dewan Komisaris dan anggota Direksi.

**Referensi**

1. Peraturan Otoritas Jasa Keuangan No. 73/POJK.05/2016 tentang Tata Kelola Perusahaan yang Baik bagi Perusahaan Perasuransian, sebagaimana diubah dengan Peraturan Otoritas Jasa Keuangan No. 43/POJK.05/2019.
2. Surat Edaran Otoritas Jasa Keuangan No.14/SEOJK.05/2019 tentang Pembentukan, Susunan Keanggotaan, dan Masa Kerja Komite pada Dewan Komisaris Perusahaan Asuransi, Perusahaan Asuransi Syariah, Perusahaan Reasuransi, dan Perusahaan Reasuransi Syariah.
3. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
4. Anggaran Dasar Perusahaan terkait Tugas, Tanggung Jawab dan Wewenang Dewan Komisaris

**Susunan dan Persyaratan Keanggotaan**

1. Anggota Komite diangkat dan diberhentikan Dewan Komisaris berdasarkan hasil keputusan rapat Dewan Komisaris.
2. Komite beranggotakan paling sedikit berjumlah 3 (tiga) orang yang terdiri atas:

**TERM OF REFERENCE  
NOMINATION & REMUNERATION  
COMMITTEE  
PT Asuransi Jiwa Sinarmas MSIG Tbk.**

**Purpose**

The Nomination & Remuneration Committee (“the Committee”) was established by the Board of Commissioners of PT Asuransi Jiwa Sinarmas MSIG Tbk. (the “Company”) to help Board of Commissioners to carry its duties and responsibilities related to nomination and remuneration of the Board of Commissioners members and the Board of Directors members.

**Reference**

1. Regulation of Financial Service Authority No. 73/POJK.05/2016 concerning Good Corporate Governance for Insurance Company, as amended by the Regulation of Financial Services Authority No. 43/POJK.05/2019.
2. Circular Letter of Financial Service Authority No. 14/SEOJK.05/2019 concerning The Formation, Membership Composition, and the Term of Office of Committee of Board of Commissioners of Insurance Company, Sharia Insurance Company, Reinsurance Company and Sharia Reinsurance Company.
3. Regulation of Financial Service Authority 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuer or Public Company.
4. Article of Association of the Company of the Company regarding Duties, Responsibilities and Authorities of the Board of Commissioners

**Membership Composition and Requirements**

1. The member of the Committee appointed and dismissed by the Board of Commissioners through the meeting of the Board of Commissioner.
2. The Committee has at least 3 (three) members consisting of:

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|---|---|
| <p>a. 1 (satu) orang Komisaris Independen sebagai ketua yang merangkap anggota; dan</p> <p>b. 1 (satu) orang anggota yang dapat berasal dari:</p> <ol style="list-style-type: none"> <li>i. anggota Dewan Komisaris; atau</li> <li>ii. Pihak Independen yang memiliki keahlian di bidang sumber daya manusia; dan</li> </ol> <p>c. 1 (satu) orang anggota dari Pejabat Eksekutif Perusahaan yang membawahkan bidang sumber daya manusia atau 1 (satu) orang perwakilan pegawai.</p> <p>3. Pejabat Eksekutif Perusahaan yang membawahkan bidang sumber daya manusia atau perwakilan pegawai yang menjadi anggota Komite sebagaimana dimaksud pada angka 2 huruf b.ii. dan huruf c harus memiliki pengetahuan mengenai sistem remunerasi, nominasi, dan rencana suksesi (<i>succession plan</i>) Perusahaan.</p> <p>4. Anggota Komite yang merupakan Pihak Independen sebagaimana dimaksud pada angka 2 huruf b.ii. wajib memenuhi syarat:</p> <ol style="list-style-type: none"> <li>a. tidak mempunyai hubungan Afiliasi dengan Perusahaan, anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama Perusahaan;</li> <li>b. memiliki pengalaman terkait nominasi dan/atau remunerasi; dan</li> <li>c. tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perusahaan.</li> </ol> <p>5. Direktur tidak dapat menjabat sebagai anggota Komite.</p> | <p>a. 1 (one) of the Independent Commissioner as the chairman and concurrently as a member;</p> <p>b. 1 (one) from:</p> <ol style="list-style-type: none"> <li>i. member of Board of Commissioner; or</li> <li>ii. Independent Party who has expertise in human resources; and</li> </ol> <p>c. 1 (one) member of the Company's Executive Officer in charge of human resources or 1 (one) employee representative.</p> <p>3. The Executive Officer of the Company in charge of human resources or an employee representative who is a member of the Committee as referred to in number 2 letter b.ii. and letter c shall have knowledge of the Company's remuneration system, nominations and succession plan.</p> <p>4. The Committee member who is an Independent Party as referred to in number 2 letter b.ii. shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>a. has no affiliation with the Company, the Board of Directors members, the Board of Commissioners members, or majority shareholders of the Company;</li> <li>b. experienced in nomination and/or remuneration; and</li> <li>c. does not hold concurrent position as a member of other committee owned by the Company.</li> </ol> <p>5. Director is prohibited to serve as member of the Committee.</p> |
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### Masa Kerja

1. Masa kerja anggota Komite tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar Perusahaan dan dapat dipilih kembali hanya untuk 1 (satu) periode berikutnya.
2. Masa kerja anggota Komite yang bukan merupakan anggota Dewan Komisaris Perusahaan sama dengan masa kerja

### Tenure

1. The tenure of the Committee members shall not be longer than the tenure of the Board of Commissioners as stipulated in the articles of association of the Company and may be re-elected for only the next 1 (one) period.
2. The tenure of Committee members who are not members of the Company's Board of Commissioners is the same as the tenure of

anggota Dewan Komisaris yang ditetapkan dalam anggaran dasar Perusahaan, dengan tidak mengurangi hak Dewan Komisaris untuk memberhentikannya sewaktu-waktu.

3. Anggota Komite yang merupakan anggota Dewan Komisaris, berhenti dengan sendirinya apabila masa jabatannya sebagai anggota Dewan Komisaris berakhir.
4. Dalam hal terdapat anggota Komite yang berhenti maka anggota Komite dimaksud diganti dalam waktu paling lama 3 (tiga) bulan sejak berhentinya anggota Komite.
5. Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite dimaksud tidak dapat lagi melaksanakan fungsinya.
6. Dewan Komisaris menyusun keanggotaan Komite periode berikutnya paling lambat 1 (satu) bulan sebelum berakhirnya masa kerja Komite.

### **Independensi**

Komite harus bertindak secara independen, mandiri, dan profesional serta bebas dari benturan kepentingan dan pengaruh atau tekanan dari pihak manapun dalam melaksanakan tugas dan tanggung jawabnya.

### **Tugas dan Tanggung Jawab**

Komite bertugas membantu Dewan Komisaris dalam:

- a. bidang nominasi:
  - 1) memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - i. komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris
    - ii. kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
    - iii. kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;

members of the Board of Commissioners as stipulated in the Company's articles of association, without prejudice to the Board of Commissioners' right to dismiss him at any time.

3. Committee member, who is a member of the Board of Commissioners, terminated automatically when his tenure as member of the Board of Commissioners ends.
4. In the event that a member of the Committee resigns, such member of the Committee shall be replaced at the latest 3 (three) months following to the resignation date.
5. Replacement of the Nomination and Remuneration Committee member who is not originated from the Board of Commissioners shall be carried out no later than 60 (sixty) days after such Committee member is no longer able to carry out his function.
6. The Board of Commissioners prepares the Committee membership for the next period no later than 1 (one) month prior to the end of the Committee's tenure.

### **Independence**

The Committee shall act independently, free from any intervention and professional as well as free from conflicts of interest and influence or pressure from any party in carrying out duties and responsibilities.

### **Duties and Responsibilities**

The Committee is in charge of assisting the Board of Commissioners in:

- a. nomination:
  - 1) provide recommendation to the Board of Commissioners, regarding:
    - i. Composition of the Board of Directors and/or of the Board of Commissioners.
    - ii. policies and criteria required for the Nomination process; and
    - iii. performance evaluation policies for members of the Board of Directors and / or members of the Board of

- 2) menyusun dan memberikan rekomendasi mengenai sistem dan prosedur penilaian, pemilihan, dan/atau penggantian anggota Direksi, anggota Dewan Komisaris, dan Pejabat Eksekutif Perusahaan kepada Dewan Komisaris;
  - 3) memberikan rekomendasi mengenai calon anggota Direksi dan/atau calon anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS;
  - 4) memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit dan anggota Komite Pemantau Risiko kepada Dewan Komisaris;
  - 5) membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
  - 6) memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - 7) mengevaluasi piagam Komite secara berkala disesuaikan dengan perkembangan ketentuan peraturan perundang-undangan.
- b. bidang remunerasi:
- 1) memastikan bahwa Perusahaan telah memiliki sistem remunerasi yang transparan dan menerapkan prinsip kehati-hatian dalam pemberian remunerasi, baik remunerasi yang bersifat tetap maupun bersifat variabel;
  - 2) melakukan evaluasi terhadap kebijakan remunerasi yang didasarkan atas kinerja, risiko, kewajaran, sasaran, dan strategi jangka panjang Perusahaan,
- Commissioners;
- 2) form and provide recommendation regarding the system and procedures for assessment, selection and/or replacement for the members of the Board of Directors, members of the Board of Commissioners and Executive Officers of the Company to the Board of Commissioners;
  - 3) provide recommendation regarding candidates for the Board of Directors members and/or candidates for the Board of Commissioners members to the Board of Commissioners to be submitted to the GMS;
  - 4) provide recommendation regarding Independent Party who will become the Audit Committee members and the Risk Oversight Committee members to the Board of Commissioners;
  - 5) assist the Board of Commissioners in assessing the performance of the Board of Directors members and/or the Board of Commissioners members based on standard used for evaluation;
  - 6) provide recommendation to the Board of Commissioners regarding the development program for Board of Directors members and/or Board of Commissioners members; and
  - 7) evaluate the Committee's charter periodically in accordance with prevailing regulations.
- b. remuneration:
- 1) ensure that the Company has a transparent remuneration system and applies the principle of prudence in the provision of remuneration, both fixed and variable remuneration;
  - 2) evaluate the remuneration policy based on the Company's performance, risk, fairness, goals and long-term strategy, fulfillment of reserve as stipulated in the

- memenuhi cadangan sebagaimana diatur dalam ketentuan peraturan perundang-undangan dan potensi pendapatan Perusahaan di masa yang akan datang;
- 3) melakukan evaluasi secara berkala terhadap penerapan kebijakan remunerasi;
  - 4) menyampaikan hasil evaluasi dan memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - i. struktur dan besaran atas Remunerasi
    - ii. kebijakan remunerasi bagi Direksi dan Dewan Komisaris untuk disampaikan kepada RUPS; dan
    - iii. kebijakan remunerasi bagi pegawai secara keseluruhan untuk disampaikan kepada Direksi.
  - 5) memastikan bahwa kebijakan remunerasi telah sesuai dengan ketentuan peraturan perundang-undangan; dan
  - 6) mengevaluasi piagam Komite secara berkala disesuaikan dengan perkembangan ketentuan peraturan perundang-undangan.
  - 7) membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris;
- regulations and the Company's potential income in the future;
- 3) conduct regular evaluation of the remuneration policy implementation;
  - 4) make evaluation result and recommendation to the Board of Commissioners regarding:
    - i. the structure and amount of remuneration;
    - ii. the remuneration policy for the Board of Directors and the Board of Commissioners to be submitted to the General Meeting of Shareholders ("GMS"); and
    - iii. the remuneration policy for employees to be submitted to the Board of Directors;
  - 5) ensure that the remuneration policy is in accordance with the regulations; and
  - 6) evaluate the Committee's charter periodically in accordance with prevailing regulations.
  - 7) assist Board of Commissioners in assessing performance according to the remuneration received by each of Board of Directors member and/or Board of Commissioners member;

**Kewenangan**

Dalam melaksanakan tugasnya, Komite mempunyai wewenang sebagai berikut:

- a. mengakses dokumen, data, dan informasi Perusahaan tentang karyawan, dana, aset, dan sumber daya perusahaan yang diperlukan;
- b. berkomunikasi langsung dengan karyawan, termasuk Direksi yang terkait dengan tugas dan tanggung jawab Komite;
- c. melibatkan pihak independen di luar anggota Komite yang diperlukan untuk

**Authority**

In carrying out the duties, the Committee has the following authorities:

- a. access documents, data and information of the Company regarding the employees, funds, assets and company resources required;
- b. communicate directly with the employees, including the Board of Directors related to duties and responsibilities of the Committee;
- c. involve independent parties beside the members of the Committee who are needed

membantu pelaksanaan tugasnya (jika diperlukan).

to assist in carrying out their duties (if needed).

### **Tata Cara dan Prosedur Kerja**

1. Dalam melaksanakan fungsi nominasi, Komite wajib melakukan prosedur sebagai berikut:
  - a. menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
  - b. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
  - c. membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
  - d. menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - e. menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
2. Dalam melaksanakan fungsi remunerasi, Komite wajib melakukan prosedur sebagai berikut:
  - a. menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;
  - b. menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - c. menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
3. Struktur remunerasi sebagaimana dimaksud pada angka 2 dapat berupa:
  - a. gaji;
  - b. honorarium;
  - c. insentif; dan/atau

### **Work Procedures**

1. In carrying out the nomination function, the Committee shall carry out the following procedures:
  - a. compile the composition and nomination process for the Board of Directors members and/or the Board of Commissioners members;
  - b. formulate the policy and criteria required in the nomination process for candidates for the Board of Directors members and/or the Board of Commissioners members;
  - c. assist the evaluation of the performance of the Board of Directors members and/or the Board of Commissioners members;
  - d. formulate capacity building programs for the Board of Directors members and/or the Board of Commissioners members; and
  - e. review and propose candidates who meet the requirements as the Board of Directors members and/or the Board of Commissioners members to the Board of Commissioners to be submitted to the GMS.
2. In carrying out the remuneration function, the Committee is required to carry out the following procedures:
  - a. compile a remuneration structure for the Board of Directors members and/or the Board of Commissioners members;
  - b. formulate a remuneration policy for the Board of Directors members and/or the Board of Commissioners members; and
  - c. arrange the amount of remuneration for the Board of Directors members and/or the Board of Commissioners members.
3. The remuneration structure as referred to in number 2 can be in the form of:
  - a. salary;
  - b. honorarium;
  - c. incentive; and/or



- d. tunjangan yang bersifat tetap dan/atau variabel.
  4. Penyusunan struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud pada angka 2 harus memperhatikan:
    - a. remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Emiten atau Perusahaan Publik sejenis dan skala usaha dari Emiten atau Perusahaan Publik dalam industrinya;
    - b. tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Emiten atau Perusahaan Publik;
    - c. target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
    - d. keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.
  5. Struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud pada angka 2 harus dievaluasi oleh Komite paling kurang 1 (satu) kali dalam 1 (satu) tahun.
- b. fixed and/or variable allowances.
  4. The composition of the structure, policies and amount of remuneration as referred to in number 2 shall consider:
    - a. the remuneration that applies to the industry in accordance with business activities and business scale of the Company in the industry;
    - b. duties, responsibilities and authorities of the Board of Directors members and/or the Board of Commissioners members related to the achievement of the objectives and performance of the Company;
    - c. target or performance of each member of the Board of Directors and/or member of the Board of Commissioners; and
    - d. balance of the fixed and variable allowances.
  5. The structure, policy and amount of remuneration as referred to in number 2 shall be evaluated by the Committee at least once in a year.

#### **Kode Etik**

1. Mempunyai komitmen yang tinggi terhadap profesinya, setia terhadap Perusahaan dan tidak terlibat dalam kegiatan yang melanggar hukum.
2. Menghindari kegiatan yang bertentangan dengan kepentingan Perusahaan dan/atau dapat mempengaruhi obyektivitas dalam melaksanakan tugas dan tanggung jawabnya.
3. Memberikan pendapat dengan menggunakan bukti yang cukup untuk mendukung pendapat tersebut serta tidak menggunakan informasi yang berkaitan dengan Perusahaan untuk kepentingan pribadi.
4. Menjaga kerahasiaan informasi Perusahaan dan tidak akan mengungkapkan kecuali dibenarkan oleh peraturan perundang-undangan yang berlaku.

#### **Code of Ethics**

1. Having a high commitment to the profession, being loyal to the Company and not engaging in activities that violate the law.
2. Avoid activities conflicting with the interests of the Company and/or may affect objectivity in carrying out duties and responsibilities.
3. Provide an opinion using sufficient evidence to support that opinion and not using information related to the Company for personal benefit.
4. Maintain the confidentiality of the Company's information and will not disclose it unless justified by the prevailing regulations.

5. Secara berkelanjutan mengembangkan kemampuan profesional dan efektifitas kerja antara lain melalui pendidikan dan pelatihan.
5. Continuously developing professional abilities and work effectiveness, among others, through education and training.

**Waktu Kerja**

Anggota Komite wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal.

**Working Time**

Members of the Committee shall provide sufficient time to carry out their duties and responsibilities optimally.

**Rapat Komite**

1. Komite melakukan rapat Komite paling sedikit 1 (satu) kali dalam 4 (empat) bulan.
2. Penyelenggaraan rapat dapat dilaksanakan secara langsung dan secara sirkular.
3. Penyelenggaraan rapat secara langsung dapat dilakukan melalui teknologi telekonferensi, video konferensi, atau sarana media elektronik lainnya.
4. Rapat Komite dapat diselenggarakan apabila dihadiri oleh lebih dari  $\frac{1}{2}$  (satu per dua) dari jumlah anggota, dan salah satunya merupakan Ketua Komite.
5. Setiap rapat Komite dituangkan dalam risalah rapat yang ditandatangani oleh pemimpin rapat dan seluruh anggota Komite yang hadir dan disampaikan kepada Dewan Komisaris, serta didokumentasikan oleh Perusahaan.
6. Keputusan rapat Komite terlebih dahulu dilakukan berdasarkan musyawarah untuk mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan prinsip 1 (satu) orang 1 (satu) suara.
7. Perbedaan pendapat (*dissenting opinions*) yang terjadi dalam keputusan rapat Komite, dicantumkan secara jelas dalam risalah rapat Komite disertai alasan perbedaan pendapat tersebut.
8. Anggota Komite yang hadir maupun yang tidak hadir dalam rapat Komite berhak menerima salinan atas risalah rapat Komite paling lambat 3 (tiga) hari setelah penyelenggaraan rapat.

**Committee Meeting**

1. The Committee conduct Committee meeting at least once in 4 (four) months.
2. The meeting may be held directly and in a circular manner.
3. The direct meeting may be conducted through teleconference technology, video conference, or other means of electronic media.
4. The Committee Meetings may be held if attended by more than  $\frac{1}{2}$  (one half) of the number of members, and one of them is the Chairman of the Committee.
5. Each Committee meeting is summarized in a minutes of the meeting signed by the chairman of the meeting and all of the Committee members who present at the meeting and submitted to the Board of Commissioners, as well as documented by the Company.
6. The decision of the Committee meeting is made based on deliberation to reach consensus. If deliberation to reach consensus does not occur, the decision shall be adopted by majority vote with the 1 (one) person for 1 (one) vote principle.
7. Dissenting opinions conveyed in the decision of the Committee meeting shall be clearly stated in the minutes of the Committee meeting along with the reasons for such dissenting opinions.
8. Committee members who present and who absent at the Committee meeting are entitled to receive a copy of the minutes of the Committee meeting no later than 3 (three) days following to the meeting.

9. Rapat Komite dapat diselenggarakan melalui keputusan sirkuler (*circular resolution*) yang mengikat di luar rapat Komite dengan syarat semua anggota Komite menyetujui secara tertulis.
  10. Risalah rapat Komite dan keputusan sirkuler (*circular resolution*) disampaikan secara tertulis oleh Komite kepada Dewan Komisaris dan/atau menjadi lampiran dalam laporan Komite kepada Dewan Komisaris.
  11. Jumlah rapat Komite yang telah diselenggarakan dan jumlah kehadiran masing-masing anggota Komite serta keputusan sirkuler (*circular resolution*) yang telah ditetapkan, dimuat dalam laporan hasil penilaian sendiri (*self-assessment*) atas penerapan Tata Kelola Perusahaan Yang Baik.
  12. Kehadiran anggota Komite dalam rapat dan keputusan sirkuler (*circular resolution*), dilaporkan dalam Laporan triwulanan Komite.
9. Committee meeting may be held by means of circular resolution which shall be binding thereout the Committee meetings, provided that all of the Committee members give a written consent.
  10. Minutes of the Committee meetings and circular resolution shall be submitted in written by the Committee to the Board of Commissioners and/or as an attachment to the Committee's report to the Board of Commissioners.
  11. The number of Committee meetings and the attendance of each Committee member as well as the circular resolutions that have been determined shall be included in the self-assessment report on the implementation of Good Corporate Governance.
  12. Attendance of the Committee members at the meetings and the circular resolution shall be reported in the Committee's quarterly Report.

### **Pelaporan**

1. Komite wajib menyampaikan Laporan kepada Dewan Komisaris atas setiap pelaksanaan tugas, disertai dengan rekomendasi jika diperlukan.
2. Laporan Komite disampaikan paling sedikit setiap triwulan kepada Dewan Komisaris.
3. Laporan Komite ditandatangani paling sedikit oleh ketua Komite dan salah seorang anggota Komite.
4. Setiap anggota Komite bertanggung jawab atas substansi yang terdapat dalam Laporan Komite.
5. Laporan Komite merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham ("RUPS"), dalam hal agenda pembahasan dalam RUPS adalah pelaksanaan tugas Dewan Komisaris.
6. Dewan Komisaris dapat melakukan evaluasi

### **Reporting**

1. The Committee shall submit a Report to the Board of Commissioners on each implementation of duties, accompanied by recommendations if needed.
2. The Committee Report submitted to the Board of Commissioners at least in quarterly basis.
3. The Committee Report is signed by at least the chairman of the Committee and a member of the Committee.
4. Each member of the Committee is responsible for the substance contained in the Committee Report.
5. The Committee Reports are part of the Board of Commissioners' report on implementation of duties and conveyed on the General Meeting of Shareholders ("GMS"), in the event that the agenda on the GMS is the implementation of the duties of the Board of Commissioners.
6. The Board of Commissioners may evaluate

- kinerja Komite atas Laporan yang disampaikan Komite berdasarkan waktu dan metode yang ditetapkan oleh Dewan Komisaris.
7. Kelengkapan dan pelaksanaan tugas Komite dilaporkan, paling sedikit memuat:
    - a. struktur, keanggotaan, keahlian, dan independensi anggota Komite;
    - b. tugas dan tanggung jawab Komite;
    - c. frekuensi rapat Komite; dan
    - d. program kerja Komite dan realisasi program kerja Komite.
  8. Perusahaan wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam:
    - a. laporan tahunan; dan
    - b. situs Perusahaan.
  9. Informasi mengenai pelaksanaan fungsi terkait nominasi dan remunerasi yang diungkapkan dalam laporan tahunan Perusahaan sebagaimana dimaksud pada angka 8 huruf a paling kurang memuat:
    - a. pernyataan bahwa Perusahaan telah memiliki pedoman kerja Komite; dan
    - b. uraian singkat pelaksanaan tugas dan tanggung jawab Komite dalam tahun buku.
  10. Informasi mengenai pelaksanaan fungsi terkait nominasi dan remunerasi yang diungkapkan dalam situs web Perusahaan sebagaimana dimaksud pada angka 8 huruf b paling kurang meliputi:
    - a. pedoman kerja Komite; dan
    - b. uraian singkat pelaksanaan tugas dan tanggung jawab Komite dalam tahun buku.
  11. Perusahaan wajib mendokumentasikan keputusan Dewan Komisaris atas pengangkatan dan pemberhentian anggota Komite.
- the Committee's performance on the Report submitted by the Committee based on the term and method determined by the Board of Commissioners.
7. Completeness and implementation of Committee duties are reported, containing at least:
    - a. the structure, membership, expertise, and independence of the Committee members;
    - b. the duties and responsibilities of the Committee;
    - c. frequency of Committee meetings; and
    - d. the Committee's work program and realization of the Committee's work program.
  8. The company is required to disclose the implementation of functions related to nomination and remuneration in:
    - a. annual report; and
    - b. the Company's website.
  9. Information regarding the implementation of functions related to nomination and remuneration which is disclosed in the Company's annual report as referred to in number 8 letter a shall at least contain:
    - a. a statement that the company has a TOR of the Committee; and
    - b. brief description of the implementation of the duties and responsibilities of the Committee in the financial year.
  10. Information regarding the implementation of functions related to nomination and remuneration which is disclosed on the Company's website as referred to in number 8 letter b shall at least include:
    - a. TOR of the Committee; and
    - b. brief description of the implementation of the duties and responsibilities of the Committee in the financial year.
  11. The Company shall document the Board of Commissioners' decision on the appointment and dismissal of members of the Committee.

**Penilaian Kinerja**

1. Penilaian kinerja Komite ditetapkan oleh Dewan Komisaris.
2. Evaluasi terhadap kinerja Komite dilakukan setiap 1 (satu) tahun dengan menggunakan metode yang ditetapkan Dewan Komisaris.

Pedoman Kerja Komite Nominasi & Remunerasi ini berlaku efektif pada tanggal penandatanganan oleh Dewan Komisaris dan dapat ditinjau kembali setiap saat berdasarkan persetujuan Dewan Komisaris.

**Performance Evaluation**

1. Assessment of the Committee's performance is determined by the Board of Commissioners.
2. Evaluation of the Committee's performance is conducted every 1 (one) year by using a method set by the Board of Commissioners.

This TOR of the Nomination & Remuneration Committee effective on the signing date by the Board of Commissioners and can be reviewed at any time by the approval of the Board of Commissioners.