

PIAGAM KOMITE NOMINASI DAN REMUNERASI
(NOMINATION AND REMUNERATION COMMITTEE CHARTER)



PT INDONESIA FIBREBOARD INDUSTRY Tbk.

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1. PENDAHULUAN

Latar Belakang Penyusunan Piagam Komite Nominasi dan Remunerasi :

Bahwa dalam rangka membantu pelaksanaan tugas dan fungsi Dewan Komisaris maka setiap Perusahaan Publik wajib membentuk Komite Nominasi dan Remunerasi yang dalam pelaksanaan tugas dan tanggung jawabnya bertindak secara independen.

2. DASAR HUKUM

Dasar hukum Piagam Komite Nominasi dan Remunerasi ini adalah :

1. Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal;
2. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas; dan
3. Peraturan OJK No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten dan Perusahaan Publik.

3. TUGAS, TANGGUNG JAWAB, DAN KEWAJIBAN

Komite wajib bertindak independen dalam melaksanakan tugasnya serta bertanggungjawab kepada Dewan Komisaris. Komite Nominasi dan Remunerasi memiliki tugas, tanggung jawab, dan kewajiban antara lain sebagai berikut:

1. Tugas Bidang Nominasi:
 - a) Tugas dan tanggung jawab Komite Nominasi dan Remunerasi terkait dengan fungsi nominasi adalah sebagai berikut :
 - 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai : komposisi jabatan anggota Direksi dan/atau Dewan Komisaris, kebijakan dan kriteria yang dibutuhkan dalam proses nominasi, kebijakan evaluasi kinerja bagi anggota Direksi dan/atau Dewan Komisaris.
 - 2) Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi.
 - 3) Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau Dewan Komisaris.
 - 4) Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan di Rapat Umum Pemegang Saham (RUPS).
 - b) Dalam melaksanakan fungsi nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut :

1. INTRODUCTION

Background of the Preparation of the Nomination and Remuneration Committee Charter :

Whereas in order to assist the implementation of the duties and functions of the Board of Commissioners, each Public Company is required to establish a Nomination and Remuneration Committee which in carrying out its duties and responsibilities acts independently.

2. LEGAL BASIS

The legal bases of this Nomination and Remuneration Committee Charter are :

1. Law Number 8 of 1995 concerning the Capital Market;
2. Law Number 40 of 2007 concerning Limited Liability Companies; and
3. OJK Regulations No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers and Public Companies.

3. DUTIES, RESPONSIBILITIES, AND OBLIGATION

The Committee must act independently in carrying out its duties and is responsible to the Board of Commissioners. The Nomination and Remuneration Committee has the following duties, responsibilities, and obligation:

1. Nomination Duty:
 - a) Duty and responsibility of the Nomination and Remuneration Committee related with the Nomination function are as follows:
 - 1) Provide recommendations to the Board of Commissioners regarding: the composition of positions for members of the Board of Directors and/or Board of Commissioners, Policy and criteria for the Nomination process, Policy on performance evaluation for members of the Board of Directors and/or Board of Commissioners.
 - 2) Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or Board of Commissioners based on the benchmarks that have been prepared as evaluation material.
 - 3) Provide recommendations to the Board of Commissioners regarding the capacity building program for members of the Board of Directors and/or Board of Commissioners.
 - 4) Provide proposals of candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted in the General Meeting of Shareholders (GMS).
 - b) In performing the Nomination function, the Nomination and Remuneration Committee must perform the following procedure :

- 1) Menyusun komposisi dan proses nominasi anggota Direksi dan/atau Dewan Komisaris.
 - 2) Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau Dewan Komisaris.
 - 3) Membantu pelaksanaan evaluasi kinerja anggota Direksi dan/atau Dewan Komisaris.
 - 4) Menyusun program pengembangan kemampuan anggota Direksi dan/atau Dewan Komisaris.
 - 5) Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau Dewan Komisaris kepada Dewan Komisaris untuk disampaikan di RUPS.
2. Tugas Bidang Remunerasi:
- a) Tugas dan tanggung jawab Komite Nominasi dan Remunerasi terkait dengan fungsi remunerasi adalah sebagai berikut :
 - 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - i. Struktur Remunerasi;

Struktur remunerasi dapat berupa :

 - Gaji;
 - Honorarium;
 - Insentif; dan/atau
 - Tunjangan yang bersifat tetap dan/atau variabel.
 - ii. Kebijakan atas remunerasi; dan
 - iii. Besaran atas remunerasi.
 - 2) Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau Dewan Komisaris.
 - b) Dalam melaksanakan fungsi remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut :
 - 1) Menyusun struktur Remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
 - 2) Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau Dewan Komisaris; dan
 - 3) Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau Dewan Komisaris.
 - c) Penyusunan struktur, kebijakan, dan besaran Remunerasi harus memperhatikan:
 - 1) Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Emiten atau Perusahaan Publik sejenis dan skala usaha dari Emiten atau Perusahaan Publik
- 1) Develop the composition and nomination process for members of the Board of Directors and/or the Board of Commissioners.
 - 2) Develop policies and criteria needed in the nomination process of candidates for members of the Board of Directors and/or Board of Commissioners.
 - 3) Assist the implementation of performance evaluation of members of the Board of Directors and/or Board of Commissioners.
 - 4) Develop capacity building programs for members of the Board of Directors and/or Board of Commissioners.
 - 5) Reviewing and proposing candidates who meet the requirements as members of the Board of Directors and/or the Board of Commissioners to the Board of Commissioners to be submitted in the GMS.
2. Remuneration Duty:
- a) Duty and responsibility of the Nomination and Remuneration Committee related with the remuneration function are as follows :
 - 1) Provide recommendations to the Board of Commissioners regarding:
 - i. Remuneration Structure;

Remuneration structure can be in the form of :

 - Salary;
 - Honorarium;
 - Incentive; and/or
 - Fixed and/or variable allowance.
 - ii. Remuneration policy; and
 - iii. Remuneration amount.
 - 2) Assist the Board of Commissioners in assessing performance with the suitability of remuneration received by each member of the Board of Directors and/or Board of Commissioners.
 - b) In performing the remuneration function, Nomination and Remuneration Committee must perform the following procedures :
 - 1) Develop the Remuneration structure for members of the Board of Directors and/or Board of Commissioners;
 - 2) Develop policy on Remuneration for members of the Board of Directors and/or Board of Commissioners; and
 - 3) Arrange the amount of Remuneration for members of the Board of Directors and/or Board of Commissioners.
 - c) Preparation of the structure, policy, and amount of the Remuneration should take into account :
 - 1) Remuneration applicable in the industry in accordance with the business activities of similar Issuers or Public Companies and the scale of business of the Issuer or

- dalam industrinya;
- 2) Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Emiten atau Perusahaan Publik;
 - 3) Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - 4) Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.

d) Komite Nominasi dan Remunerasi wajib untuk melakukan evaluasi terhadap struktur, kebijakan, dan besaran remunerasi paling kurang 1 (satu) kali dalam setahun.

3. Kewajiban Anggota Komite Nominasi dan Remunerasi

- a) Seluruh anggota Komite Nominasi dan Remunerasi wajib untuk menyampaikan pernyataan secara tertulis atas semua maupun segala sesuatu yang berpotensi menjadi benturan kepentingan di kemudian hari yang dapat mempengaruhi kompetensi dan independensinya.
- b) Apabila ada anggota Komite Nominasi dan Remunerasi memiliki saham Perseroan, maka anggota yang bersangkutan dilarang untuk menggunakan informasi, data, dan dokumen yang diperoleh dalam rangka menjalankan tugas dan fungsinya untuk kepentingan pribadi.
- c) Anggota Komite Nominasi dan Remunerasi untuk selalu memegang asas kerahasiaan atas segala hal yang dibahas dan/atau diputuskan dalam Komite Nominasi dan Remunerasi.

4. WEWENANG

Komite Nominasi dan Remunerasi berwenang untuk melakukan akses informasi secara penuh, bebas, dan tidak terbatas terhadap setiap kebijakan Perseroan yang berkaitan dengan Nominasi dan Remunerasi.

Apabila diperlukan atas biaya Perseroan, Komite Nominasi dan Remunerasi dapat menunjuk pihak eksternal/independen yang profesional untuk memperoleh masukan.

5. KOMPOSISI DAN STRUKTUR KEANGGOTAAN

1. Pembentukan
Komite Nominasi dan Remunerasi dibentuk dengan Keputusan Dewan Komisaris.
2. Struktur Organisasi dan Keanggotaan
 - a) Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota, dengan ketentuan :
 - 1) 1 (satu) Komisaris Independen; dan

Public Company in its industry;

- 2) Duties, responsibilities, and authorities of members of the Board of Directors and/or members of the Board of Commissioners are linked to the achievement of goals and performance of the Issuer or Public Company;
- 3) Performance targets or performance of each member of the Board of Directors and/or member of the Board of Commissioners; and
- 4) Balance of benefits between fixed and variable.

d) The Nomination and Remuneration Committee is obliged to evaluate the structure, policy and amount of remuneration at least 1 (one) time a year.

3. Obligation of the Member of the Nomination and Remuneration Committee

- a) All member of the Nomination and Remuneration Committee is obligated to submit a statement letter on any and all matters that have the potential to be a conflict of interest in the future which can affect the competence and independence of the Nomination and Remuneration Committee.
- b) If there is any member of the Nomination and Remuneration Committee owns the Company's shares. Then such member is forbidden to use the information, data, and document obtained in order to perform his/her duty and function for personal interest.
- c) Member of the Nomination and Remuneration Committee is obligated to always hold the confidentiality principle on all matters discussed and/or decided in the Nomination and Remuneration Committee.

4. AUTHORITY

The Nomination and Remuneration Committee is authorized to conduct information access fully, freely, and not limited to any policy related with the Nomination and Remuneration.

If necessary on the Company's expense, the Nomination and Remuneration Committee can appoint a professional external/independent party to get inputs.

5. MEMBERSHIP COMPOSITION AND STRUCTURE

1. Establishment
The Nomination and Remuneration Committee is established based on the Board of Commissioners' Decree.
2. Organization and Membership Structure
 - 1) Nomination and Remuneration Committee consists of at least 3 (three) members, with the following provisions :
 - 1) 1 (one) Independent Commissioner; and

- 2) Anggota lainnya yang dapat berasal dari :
- Anggota Dewan Komisaris;
 - Pihak yang berasal dari luar Perseroan; atau
 - Pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- b) Anggota Komite Nominasi dan Remunerasi yang merupakan Komisaris Independen bertindak sebagai Ketua Komite Nominasi dan Remunerasi.
- c) Anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada ketentuan 1(b) di atas sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- d) Anggota Komite Nominasi dan Remunerasi yang merupakan pejabat manajerial dibawah Direksi yang membidangi sumber daya manusia bertindak sebagai sekretaris Komite Nominasi dan Remunerasi.
- e) Apabila dirasa perlu, jumlah anggota Komite Nominasi dan Remunerasi dapat ditambah dengan anggota ahli yang independen dan tidak terafiliasi dengan Perseroan yang bukan anggota Dewan Komisaris.
- f) Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan, wajib memenuhi syarat :
- 1) Tidak mempunyai hubungan afiliasi dengan Perseroan atau dengan anggota Direksi, anggota Dewan Komisaris atau Pemegang Saham Utama Perseroan;
 - 2) Memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan
 - 3) Tidak merangkap jabatan sebagai anggota komite lainnya dalam Perseroan.
- g) Anggota Direksi tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.
3. Pengangkatan dan Pemberhentian
- a) Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan rapat Dewan Komisaris.
- b) Dalam hal terdapat lebih dari 1 (satu) Komisaris Independen di dalam Komite Nominasi dan Remunerasi, maka Ketua Komite Nominasi dan Remunerasi ditunjuk oleh Dewan Komisaris.
- c) Apabila anggota Dewan Komisaris yang menjadi Ketua Komite Nominasi dan Remunerasi atau anggota Komite Nominasi dan Remunerasi berhenti sebelum masa tugasnya sebagai anggota Dewan Komisaris Perseroan berakhir, maka Ketua Komite Nominasi dan Remunerasi atau anggota Komite Nominasi dan Remunerasi tersebut harus diganti oleh anggota Dewan
- 2) Other members which can be derived from :
- Member of the Board of Commissioners;
 - A person from outside of the Company; or
 - A person with managerial position subordinate to the Board of Directors who is in charge in the human resources area.
- b) Member of the Nomination and Remuneration Committee who is also being the Independent Commissioner acts as the Chair of the Nomination and Remuneration Committee.
- c) The member of the Nomination and Remuneration Committee as referred to in the provision 1(b) above cannot be dominated by the person(s) from managerial position subordinate to the BOD who in charge in the human resources area.
- d) The member of the Nomination and Remuneration Committee which also holds a managerial position subordinate to the BOD who in charge in the human resources area, acts as the secretary of the Nomination and Remuneration Committee.
- e) When deemed necessary, the number of Nomination and Remuneration Committee Members can be enlarged by including an independent and unaffiliated expert who is not a member of the Board of Commissioners.
- f) The member of the Nomination and Remuneration Committee from outside of the Company, must fulfill these requirements :
- 1) Have no affiliate relationship with Company, or the members of the Board of Directors, members of the Board of Commissioners or the Main Shareholders of Company;
 - 2) Have experience related to Nomination and Remuneration; and
 - 3) Do not hold any position in any other Committees of the Company.
- g) Member of the Board of Directors are prohibited to be the member of the Nomination and Remuneration Committee.
3. Appointment and Dismissal
- a) Members of the Nomination and Remuneration Committee shall be appointed and dismissed by the Board of Commissioners based on the resolution of meeting of the Board of Commissioners.
- b) In the event where there is more than 1 (one) Independent Commissioners in the Nomination and Remuneration Committee, then the Chair of Nomination and Remuneration Committee is appointed by the Board of Commissioners.
- c) If the member of the Board of Commissioners who becomes the Chair of the Nomination and Remuneration Committee or a member of the Nomination and Remuneration Committee resigns prior his/her terms of office as member of the Board of Commissioners ended, then the Chair of the Nomination and Remuneration Committee or member of the Nomination and

Komisaris lainnya yang masih menjabat.

- d) 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.

4. Masa Kerja

- a) Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.
- b) Masa jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar Perseroan.

5. Persyaratan Keanggotaan

- a) Anggota Komite Nominasi dan Remunerasi harus memenuhi persyaratan dan kualifikasi sebagai berikut :
 - 1) Memiliki integritas, objektivitas, dedikasi dan standar etika yang tinggi serta mampu berkomunikasi dengan baik.
 - 2) Memiliki pengetahuan dan pemahaman mendalam terhadap tugas dan tanggungjawab Komite Nominasi dan Remunerasi, peraturan perundang-undangan yang berlaku dan kebijakan internal Perseroan yang terkait dengan bidang tugasnya.
 - 3) Memiliki pemahaman yang komprehensif mengenai manajemen sumber daya manusia, terutama yang berkaitan dengan suksesi, nominasi dan remunerasi anggota Dewan Komisaris dan anggota Direksi.
 - 4) Memiliki pengalaman dan pemahaman mengenai manajemen Perseroan, memiliki pengetahuan yang memadai di bidang usaha Perseroan namun tidak terbatas di bidang Pasar Modal, dan dapat menyediakan waktu yang cukup untuk menyelesaikan tugasnya.
 - 5) Mampu melaksanakan pekerjaannya secara profesional dan independen, semata-mata untuk kepentingan Perseroan, terlepas dari pengaruh berbagai pihak yang memiliki kepentingan yang dapat berbenturan dengan kepentingan Perseroan.
 - 6) Mampu menyediakan waktu untuk melaksanakan tugasnya dan meningkatkan kompetensinya secara terus-menerus melalui pendidikan dan pelatihan.
 - 7) Mampu bertindak dan melaksanakan pekerjaannya sesuai dengan peraturan perundang-undangan yang berlaku dan prinsip-prinsip Tata kelola Perusahaan Yang

Remuneration Committee must be replaced by another member of the Board of Commissioners who still serves in the Board of Commissioners.

- d) Replacement of a member of the Nomination and Remuneration Committee who is not derived from the Board of Commissioners must be conducted at the latest by 60 (sixty) days as of said member of the Nomination and Remuneration Committee can no longer carry out his/her function.

4. Term of Office

- a) A member of the Nomination and Remuneration Committee is appointed for a certain period and can be reappointed.
- b) The term of office of Nomination and Remuneration Committee shall not be longer than the term of Board of Commissioners as stipulated in the Article of Association of the Company.

5. Membership Requirement

- a) Members of the Nomination and Remuneration Committee must fulfill the following requirements and qualifications :
 - 1) Having integrity, objectivity, dedication and high ethical standard and able to communicate properly.
 - 2) Having knowledge and deep understanding on the duty and responsibility of the Nomination and Remuneration Committee, prevailing laws and regulation and internal policy of the Company related with his/her scope of work.
 - 3) Having comprehensive understanding about the human resources management, especially with regard to the succession, nomination and Remuneration of the member of the Board of Commissioners and member of the Board of Directors.
 - 4) Having experiences and understanding about the Company's management, having sufficient knowledge about the Company's business including but not limited to the area of Capital Market, and have the ability to allocate sufficient time to complete his/her duty.
 - 5) Capable of performing his/her work professionally and independently, merely for the interest of the Company, regardless of the influence from any party which has conflict of interest with the Company.
 - 6) Capable of allocating his/her time to perform his/her competence continuously through education and training.
 - 7) Capable of acting and performing his/her work in accordance with the prevailing laws and regulations and Good Corporate Governance.

Baik (Good Corporate Governance).

b) Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat sebagai berikut :

- 1) Tidak memiliki hubungan afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, dan/atau pemegang saham utama Perseroan;
- 2) Memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan
- 3) Tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.

6. TATA CARA DAN PROSEDUR KERJA

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

1. Bekerja sama dengan mitra kerjanya, antara lain Sekretaris Perusahaan, komite-komite lain yang dibentuk baik oleh Dewan Komisaris maupun Direksi, tim manajemen Perseroan dan unit-unit operasional yang berkaitan dengan tugasnya.
2. Mekanisme kerja sebagaimana dijelaskan dalam angka 1 diatas, harus mengikuti rencana kerja yang telah disusun oleh Komite Nominasi dan Remunerasi dan sesuai dengan peraturan perundang-undangan yang berlaku.
3. Apabila diperlukan, meminta masukan yang terkait dengan Nominasi dan Remunerasi dari pihak eksternal atau independen yang profesional.

7. RAPAT

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila :
 - a) Dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi; dan
 - b) Salah satu dari mayoritas Komite Nominasi dan Remunerasi yang hadir merupakan Ketua Komite Nominasi dan Remunerasi.
3. Keputusan rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat.
4. Dalam hal keputusan berdasarkan musyawarah mufakat sebagaimana dimaksud dalam angka 3 (tiga) diatas tidak tercapai, pengambilan keputusan dilakukan dengan suara terbanyak.
5. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
6. Hasil rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Komite Nominasi dan Remunerasi yang hadir dan didokumentasikan oleh Perseroan,

b) Member of the Nomination and Remuneration Committee derived from outside of the Company must fulfill the requirements as follows:

- 1) Is not affiliated with the Company, member of the Board of Directors, member of the Board of Commissioners, and/or primary shareholders of the Company;
- 2) Has experience related with Nomination and/or Remuneration; and
- 3) Does not possess any positions as member of another Committee in the Company.

6. WORKING MECHANISM AND PROCEDURE

In performing the duty, responsibility and authority, Nomination and Remuneration Committee will :

1. Cooperate with its working partners, among others Corporate Secretary, others committees established by the Board of Commissioner and Board of Directors, management team of the Company and operating units related with its duty.
2. Working mechanism as decribed in point 1 above, must follow the working plan prepared by the Nomination and Remuneration Committee and in accordance with the prevailing laws and regulations.
3. If necessary, ask for input related with Nomination and Remuneration from professional external or independent party.

7. MEETING

1. Meeting of the Nomination and Remuneration Committee shall be held regularly at least once in 4 (four) months.
2. Nomination and Remuneration Committee meeting can only be held if :
 - a) Attended by the majority number of the members of the Nomination and Remuneration Committee; and
 - b) One of such majority member of Nomination and Remuneration Committee is the chair of the Nomination and Remuneration Committee.
3. Resolution of the Nomination and Remuneration Committee meeting shall be taken based on deliberation to reach consensus.
4. In case the deliberation to reach consensus as mentioned in point 3 above cannot be reached, the decision shall be taken based on majority vote.
5. Dissenting opinion in the decision making process shall be described in the minutes of meeting along with the reason of such dissenting opinion.
6. The result of the Nomination and Remuneration meeting shall be described in the minutes of meeting, signed by all member of Nomination and Remuneration Committee

serta disampaikan secara tertulis kepada Dewan Komisaris.

7. Rapat Komite Nominasi dan Remunerasi membahas hal-hal yang termasuk namun tidak terbatas pada hal-hal sebagai berikut :
 - a) Pelaksanaan proses Nominasi dan Remunerasi dalam Perseroan;
 - b) Hasil penelaahan atas informasi yang telah diterima oleh Komite Nominasi dan Remunerasi;
 - c) Kegiatan-kegiatan khusus dari pelaksanaan Nominasi dan Remunerasi dalam Perseroan; dan
 - d) Program kerja dari Komite Nominasi dan Remunerasi.

8. PELAPORAN DAN EVALUASI

1. Pelaporan

- 1) Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab kepada Dewan Komisaris.
- 2) Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi kepada Dewan Komisaris.
- 3) Pertanggungjawaban Komite Nominasi dan Remunerasi disampaikan kepada Dewan Komisaris dalam bentuk laporan-laporan sebagai berikut:
 - 1) Laporan tahunan pelaksanaan kegiatan Komite Nominasi dan Remunerasi, yang antara lain berisikan :
 - (i) Kegiatan-kegiatan Komite Nominasi dan Remunerasi selama tahun buku yang bersangkutan dan capaiannya, termasuk temuan atau fakta lapangan, evaluasi, analisa, kesimpulan dan saran;
 - (ii) Evaluasi pelaksanaan pekerjaan Komite Nominasi dan Remunerasi;
 - (iii) Kendala-kendala yang dihadapi oleh Komite Nominasi dan Remunerasi;
 - (iv) Usaha-usaha perbaikan yang akan dilakukan oleh Komite Nominasi dan Remunerasi;
 - (v) Rencana kerja Komite Nominasi dan Remunerasi untuk tahun buku berikutnya; dan
 - (vi) Analisis dan rekomendasi efektivitas sistem, penerapan, dan perbaikan penerapan Nominasi dan Remunerasi di Perseroan.

- 2) Laporan pelaksanaan tugas khusus (apabila ada)

present in the meeting and documented by the Company, and being informed in written form to the Board of Commissioners.

7. The Nomination and Remuneration Committee meeting shall discuss matters including but not limited to the following matters:
 - a) Implementation of Nomination and Remuneration process in the Company;
 - b) Result of the reviewing process upon the information received by Nomination and Remuneration Committee;
 - c) Extraordinary activities of the implementation of the Nomination and Remuneration in the Company; and
 - d) Working program of the Nomination and Remuneration Committee.

8. REPORTING AND EVALUATION

1. Reporting

- a) In performing its duty, the Nomination and Remuneration Committee is responsible to the Board of Commissioners.
- b) The Nomination and Remuneration Committee must report the implementation of the duty, responsibility, and procedure of Nomination and Remuneration to the Board of Commissioner.
- c) Accountability of the Nomination and Remuneration Committee is submitted to the Board of Commissioner in the form of the following report:
 - 1) Annual report on the implementation of Nomination and Remuneration Committee's activity, among others, contain :
 - (i) The Nomination and Remuneration Committee's activity within the relevant financial year and its achievement , including any finding or actual fact, evaluation, analysis, conclusion, and suggestion;
 - (ii) Evaluation of the working implementation of the Nomination and Remuneration Committee;
 - (iii) Obstacles encountered by the Nomination and Remuneration Committee;
 - (iv) Improvement efforts to be conducted by Nomination and Remuneration Committee;
 - (v) Working plan of the Nomination and Remuneration Committee for the following financial year; and
 - (vi) Analysis and recommendation of the system effectiveness, implementation, and improvement on the implementation of Nomination and Remuneration in the Company.

- 2) Report on the special duty implementation (if any)

- a) Laporan sebagaimana dimaksud dalam huruf b dan c diatas merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
- b) Laporan pelaksanaan fungsi Nominasi dan Remunerasi oleh Komite Nominasi dan Remunerasi wajib diungkapkan dalam :
 - 1) Laporan Tahunan; dan
 - 2) Situs web Perseroan; yang paling kurang memuat:
 - (i) Pernyataan bahwa Perseroan telah memiliki Piagam; dan
 - (ii) Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.

2. Evaluasi Kinerja

- 1) Evaluasi dari kinerja anggota Komite Nominasi dan Remunerasi dilakukan setiap akhir tahun buku yang bersangkutan sampai berakhirnya masa kerja dengan menggunakan metode yang ditetapkan bersama dalam rapat Dewan Komisaris.
- 2) Kinerja dari anggota Komite Nominasi dan Remunerasi, baik sendiri-sendiri maupun bersama-sama dievaluasi berdasarkan hal-hal berikut, termasuk namun tidak terbatas pada :
 - 1) Kehadiran dalam rapat Komite Nominasi dan Remunerasi;
 - 2) Pengetahuan dan pemahaman atas visi dan misi serta rencana strategis Perseroan;
 - 3) Partisipasi dari anggota Komite Nominasi dan Remunerasi dalam memberikan rekomendasi dan masukan dalam berbagai rapat Komite Nominasi dan Remunerasi termasuk solusi yang diberikan untuk masalah-masalah strategis Perseroan;
 - 4) Kemampuan dari anggota Komite Nominasi dan Remunerasi untuk mengidentifikasi, membuat skala prioritas dan pengukuran, pengelolaan masalah serta melakukan pengawasan dan pelaporan dengan cara yang sistematis dan disiplin;
 - 5) Mampu mengidentifikasi eksposur risiko yang dihadapi Dewan Komisaris selaku pengawas dan penasihat dari Direksi; dan
 - 6) Mampu menjalin komunikasi dan hubungan baik dengan mitra kerjanya, antara lain Sekretaris Perusahaan, Komite-komite lain yang dibentuk oleh Dewan Komisaris dan Direksi, tim manajemen dan unit-unit operasional yang berkaitan dengan tugasnya.

- a) Reports as mentioned in point b and c above are part of the report of the duty implementation of the Board of Commissioners and conveyed in the GMS.
- b) Report on the implementation of Nomination and Remuneration function of Nomination and Remuneration Committee must be disclosed in :
 - 1) The Annual Report; and
 - 2) Website of the Company; which at least contains:
 - (i) Statement that the Company already owns the Charter; and
 - (ii) Brief description on the implementation of duty and responsibility of Nomination and Remuneration Committee during the financial year.

2. Performance Evaluation

- a) Performance evaluation of the member of the Nomination and Remuneration Committee shall be conducted at the end of the relevant financial year until the end of terms of office by using the method as stipulated in the Board of Commissioners meeting.
- b) The Nomination and Remuneration Committee's performance, individually or jointly shall be evaluated based on the following matters, but not limited to :
 - 1) Presence in the Nomination and Remuneration Committee meeting;
 - 2) Knowledge and understanding of the vision and mission as well as strategic plan of the Company;
 - 3) Participation of the Nomination and Remuneration Committee in providing the recommendation and input in any Nomination and Remuneration Committee's meeting including solution provided for the Company's strategic issues;
 - 4) Capability of the member of Nomination and Remuneration Committee, to identify, to prepare priority scale and measurement, problem management and to conduct supervision and reporting systematically and discipline;
 - 5) Capable of identifying the risk exposure encountered by the Board of Commissioners as the supervisor and advisor of the Board of Directors; and
 - 6) Capable of maintaining communication and good relationship with its business partner, among others Corporate Secretary, other Committees established by the Board of Commissioners and the Board of Directors, management team and operating units related with its duty.

9. PENUTUP

1. Sesuai dengan ketentuan Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, Piagam ini berlaku efektif sejak tanggal ditetapkan oleh Dewan Komisaris.
2. Piagam ini secara berkala akan dievaluasi untuk penyempurnaan (jika diperlukan).
3. Apabila Piagam ini dibuat dalam versi bahasa lain dan terdapat inkonsistensi antara versi Bahasa Indonesia dan versi bahasa lain tersebut, maka yang berlaku adalah versi Bahasa Indonesia.

9. CLOSING

1. In accordance with the provision of Financial Services Authority Regulation No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee of the issuer or Public Company, this chapter is effective as of the date set by the Board of Commissioners.
2. This Charter will be evaluated regularly for consummation purposes (if needed).
3. If this Charter is made in another language version and there is an inconsistency between the Indonesian language and such other language, then the Indonesian language version shall prevail.

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