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**PEDOMAN DAN TATA TERTIB KERJA
("PEDOMAN KERJA") KOMITE NOMINASI
DAN REMUNERASI ("KOMITE")
PT BANK BTPN SYARIAH TBK**

Dokumen ini mengatur Pedoman Kerja Komite Nominasi dan Remunerasi di PT Bank BTPN Syariah Tbk ("Perseroan").

1. Latar Belakang

- 1.1. Untuk membantu dan mendukung pelaksanaan tugas dan tanggung jawab Dewan Komisaris, Dewan Komisaris membentuk Komite Nominasi dan Remunerasi;
- 1.2. Dokumen ini mengatur Pedoman Kerja Komite PT Bank BTPN Syariah Tbk ("Bank").

2. Organisasi

- 2.1. Anggota Komite sekurang kurangnya terdiri dari 3 (tiga) orang yang terdiri dari:
 - 2.1.1. 2 (dua) orang Komisaris Independen; dan
 - 2.1.2. Seorang Pejabat Eksekutif yang membawahi Sumber Daya Manusia.
- 2.2. Komite diketuai oleh Komisaris Independen;
- 2.3. Anggota Direksi dilarang menjadi Anggota Komite. Dalam hal anggota Komite ditetapkan lebih dari 3 (tiga) orang, maka anggota Komisaris Independen paling kurang berjumlah 2 (dua) orang;
- 2.4. Pedoman Kerja Komite disetujui oleh Dewan Komisaris dan di *review* setiap 1 (satu) tahun sekali;
- 2.5. Anggota Komite diangkat dan ditetapkan berdasarkan keputusan rapat Dewan Komisaris;
- 2.6. Ketua Komite hanya dapat merangkap jabatan sebagai ketua komite paling banyak pada 1 (satu) komite lainnya;
- 2.7. Komisaris lainnya yang tidak menjadi Anggota

**CHARTER ("CHARTER")
FOR NOMINATION AND REMUNERATION
COMMITTEE (THE "COMMITTEE")
PT BANK BTPN SYARIAH TBK**

This document sets out the Charter for the Nomination and Remuneration Committee at PT Bank BTPN Syariah Tbk (the "Company").

1. Background

- 1.1. To assist and support the performance of duties and responsibilities of the Board of Commissioners, the Board of Commissioners forms the Nomination and Remuneration Committee;
- 1.2. This document stipulates the Work Guidelines of the Committee of PT Bank BTPN Syariah Tbk (the "Bank").

2. Organization

- 2.1. The members of the Committee must at least consist of 3 (three) individuals comprising:
 - 2.1.1. 2 (two) Independent Commissioners; and
 - 2.1.2. An Executive Officer supervising Human Resources.
- 2.2. The Committee is chaired by the Independent Commissioner;
- 2.3. The members of the Board of Directors are prohibited to become a member of the Committee. In the event that the members of the Committee are stipulated to be more than 3 (three) individuals, then, the members of the Independent Commissioners must be at least 2 (two) individuals;
- 2.4. The Work Guidelines of the Committee is approved by the Board of Commissioners and will be reviewed once a year;
- 2.5. The members of the Committee will be appointed and stipulated based on the resolution of the meeting of the Board of Commissioners;
- 2.6. The Chairman of the Committee may only concurrently serve as the chairman of the committee at the most in 1 (one) other committee;
- 2.7. Other Commissioners who do not become the

<p>Komite dapat menjadi peninjau (<i>observer</i>) yang dapat menghadiri rapat tetapi tidak mempunyai hak suara dalam pengambilan keputusan Komite;</p>	<p>Members of the Committee may become the observer who can attend the meeting, however, they do not have any voting right in the adoption of resolution of the Committee;</p>
<p>2.8. Pejabat Eksekutif adalah Pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh terhadap kebijakan dan operasional Perseroan;</p> <p>2.9. Dewan Komisaris wajib melakukan evaluasi terhadap kinerja komite sekurang-kurangnya pada setiap akhir tahun buku.</p>	<p>2.8. The Executive Officer shall be the Officer who is directly accountable to the Board of Directors or who has influence towards the Company's policies and operations;</p> <p>2.9. The Board of Commissioners will be obliged to carry out evaluation towards the performance of the committee at least at the end of each financial year.</p>
<p>3. Syarat Keanggotaan</p>	<p>3. Membership Requirements</p>
<p>3.1. Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik;</p> <p>3.2. Salah satu Pihak Independen anggota Komite harus memiliki keahlian dibidang hukum dan/atau perbankan;</p> <p>3.3. Memiliki pengetahuan yang memadai tentang peraturan pasar modal dan peraturan lainnya;</p> <p>3.4. Mantan anggota Direksi atau pejabat eksekutif Perseroan atau pihak-pihak yang mempunyai hubungan dengan Perseroan yang dapat mempengaruhi kemampuannya untuk bertindak independen, tidak dapat menjadi Pihak Independen anggota komite sebelum menjalani masa tunggu (<i>cooling off</i>) selama 6 (enam) bulan. Namun demikian ketentuan tersebut tidak berlaku bagi mantan Direksi yang melakukan fungsi pengawasan;</p>	<p>3.1. Have high integrity, sufficient capability, knowledge, and experience in accordance with his educational background, as well as capable of good communications;</p> <p>3.2. One of the Independent Parties of the members of the Committee must have expertise in the legal and/or banking sector;</p> <p>3.3. Has sufficient knowledge regarding the capital market regulations and other regulations;</p> <p>3.4. Former members of the Board of Directors or executive officers of the Company or the parties having relation to the Company which can affect their capability to act independently, may not become the Independent Party of the members of the committee, before undergoing waiting period (<i>cooling off</i>) for 6 (six) months. However, such provisions will not be applicable to the former members of the Board of Directors performing the supervisory function;</p>
<p>3.5. Anggota Komite dilarang memiliki hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi atau pemegang saham utama;</p>	<p>3.5. A member of the Committee is prohibited to have family relation due to marriage and lineage up to the second degree, either horizontally or vertically, with the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors, or the principal shareholder;</p>
<p>3.6. Anggota Komite secara langsung maupun tidak langsung, dilarang memiliki hubungan usaha yang signifikan terkait dengan kegiatan usaha Perseroan.</p>	<p>3.6. A member of the Committee, either directly or indirectly, is prohibited to have significant business relation related to the business activity of the Company.</p>
<p>4. Independensi</p>	<p>4. Independency</p>
<p>4.1. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan</p>	<p>4.1. The Independent Commissioners shall be the members of the Board of Commissioners having</p>

<p>keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, Dewan Pengawas Syariah, Direksi dan/atau Pemegang Saham Pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen;</p> <p>4.2. Pihak Independen adalah pihak di luar Perseroan yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan Dewan Komisaris, Dewan Pengawas Syariah, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen;</p> <p>4.3. Anggota Komite harus menghindari segala bentuk benturan kepentingan dan dilarang mengambil tindakan yang berpotensi merugikan atau mengurangi keuntungan Perseoran dalam pelaksanaan tugas dan tanggung jawabnya;</p> <p>4.4. Dalam hal terjadi benturan kepentingan, anggota Komite wajib mengungkapkan benturan kepentingan dalam setiap keputusan yang memenuhi kondisi adanya benturan kepentingan;</p> <p>4.5. Anggota Komite dilarang menerima suatu perintah atau permintaan dari pemegang saham Perseroan, pihak terafiliasi, dan/atau pihak lain untuk Melakukan tindakan dan hal yang dapat merugikan, berpotensi merugikan, dan/atau mengurangi keuntungan Perseroan;</p> <p>4.6. Sanksi administratif sesuai perundangan yang berlaku dapat dikenakan apabila melanggar poin - poin diatas.</p>	<p>no financial relation, management affairs, share ownership and/or family relation to the other members of the Board of Commissioners, the Sharia Supervisory Board, the Board of Directors and/or the Controlling Shareholders or other relations which can influence their capability to act independently;</p> <p>4.2. The Independent Party shall be a party outside the Company who does not have any financial relation, management affairs, share ownership and/or family relation to the Board of Commissioners, the Sharia Supervisory Board, the Board of Directors and/or the controlling shareholders or other relations which can influence his capability to act independently;</p> <p>4.3. A member of the Committee must avoid any form of conflict of interest and is prohibited to take action having the potential of inflicting losses or decreasing the profits of the Company in the performance of his duties and responsibilities;</p> <p>4.4. In the event that there is any conflict of interest, the members of the Committee will be obliged to disclose their conflict of interest in every resolution fulfilling the conditions for the presence of conflict of interest;</p> <p>4.5. A member of the Committee is prohibited to receive instruction or request from the shareholders of the Company, the affiliated party, and/or other parties, to take actions and carry out matters which are detrimental to, potentially inflicting losses to, and/or decreasing the profits of the Company;</p> <p>4.6. The administrative sanctions in accordance with the prevailing laws and regulations can be imposed on if they violated the abovementioned points.</p>
<p>5. Tugas dan Tanggung Jawab</p> <p>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:</p> <p>5.1. Terkait dengan kebijakan remunerasi:</p> <p>5.1.1. Melakukan evaluasi terhadap</p>	<p>5. Duties and Responsibilities</p> <p>The Committee has the duty of providing independent professional opinions to the Board of Commissioners towards the reports or matters presented by the Board of Directors to the Board of Commissioners as well as identifying matters which require the attention of the Board of Commissioners, which among others cover:</p> <p>5.1. Related to the remuneration policy:</p> <p>5.1.1. Carry out evaluation towards the</p>

<p>kebijakan remunerasi;</p> <p>5.1.2. Melakukan evaluasi terhadap kesesuaian antara kebijakan remunerasi dengan pelaksanaan kebijakan tersebut;</p> <p>5.1.3. Memberikan rekomendasi kepada Dewan Komisaris mengenai:</p> <ol style="list-style-type: none"> 1. Kebijakan remunerasi, Struktur remunerasi dan besaran remunerasi bagi Dewan Komisaris, Direksi, dan Dewan Pengawas Syariah untuk disampaikan kepada Rapat Umum Pemegang Saham (Alur proses remunerasi anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi dimuat dalam lampiran 1 Pedoman dan Tata Tertib Kerja ini); 2. Melakukan kajian dan memberikan rekomendasi kepada Dewan Komisaris mengenai strategi remunerasi karyawan secara <i>high-level</i> dengan mempertimbangkan faktor-faktor <i>internal</i> dan <i>eksternal</i> untuk disampaikan ke Direksi. <p>5.2. Terkait dengan kebijakan nominasi:</p> <p>5.2.1. Memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi anggota Dewan Komisaris dan/atau Dewan Pengawas Syariah dan/atau Direksi;</p> <p>5.2.2. Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS;</p> <p>5.2.3. Memberikan rekomendasi mengenai calon anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS. Khususnya untuk calon anggota Direksi, <i>Human Capital</i> membantu memfasilitasi melalui proses identifikasi calon anggota dari internal maupun eksternal, penilaian kesesuaian calon anggota, dan potensi pengembangannya dimasa depan.</p>	<p>remuneration policy;</p> <p>5.1.2. Carry out evaluation towards the conformity between the remuneration policy and the implementation of such policy;</p> <p>5.1.3. Provide recommendation to the Board of Commissioners regarding:</p> <ol style="list-style-type: none"> 1. The remuneration policy, the remuneration structure and amount of remuneration for the Board of Commissioners, the Board of Directors, and the Sharia Supervisory Board, to be presented to the General Meeting of Shareholders (the process flow of remuneration for the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors is contained in the attachment 1 to this Work Guidelines and Conduct); 2. Carry out review and provide recommendations to the Board of Commissioners regarding the remuneration strategy for the employees in high-level manner by considering the internal and external factors to be presented to the Board of Directors. <p>5.2. Related to nomination policy:</p> <p>5.2.1. Provide recommendations to the Board of Commissioners regarding the composition of the members of the Board of Commissioners and/or the Sharia Supervisory Board and/or the Board of Directors;</p> <p>5.2.2. Compose and provide recommendations regarding the system as well as procedures for the election and/or replacement of the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors to the Board of Commissioners to be presented to the GMS;</p> <p>5.2.3. Provide recommendations regarding the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors to the Board of Commissioners to be presented to the GMS. Particularly for the members of the Board of Directors, the Human Capital assists in facilitating through the identification process of the candidate members from internal and external, the assessment on the conformity of the candidate members, and the potential of</p>
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	<p>their developments in the future.</p> <p>5.2.4. Memberikan rekomendasi mengenai Pihak independen yang akan menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada khususnya Dewan Komisaris (Alur proses remunerasi anggota Dewan Komisaris, Direksi dan Dewan Pengawas Syariah dimuat dalam lampiran 3 Pedoman dan Tata Tertib Kerja ini).</p> <p>5.2.5. Anggota komite dari Pihak Independen wajib melaksanakan tugas, tanggung jawab, dan wewenang dengan berintegritas, independen, memiliki kompetensi, serta menjaga reputasi.</p> <p>5.2.6. Membantu Dewan Komisaris melakukan penilaian kerja anggota Dewan Komisaris dan/atau Dewan Pengawas Syariah dan/atau Direksi;</p> <p>5.2.7. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.</p> <p>5.3. Komite wajib memastikan bahwa kebijakan remunerasi paling kurang sesuai dengan:</p> <p>5.3.1. Kinerja keuangan dan cadangan pemenuhan pembentukan Penyisihan Penghapusan Aktiva sebagaimana diatur dalam perundungan yang berlaku;</p> <p>5.3.2. Prestasi kerja individual;</p> <p>5.3.3. Kewajaran dengan peer group di dalam dan diluar Perseroan;</p> <p>5.3.4. Pertimbangan sasaran dan strategi jangka panjang Perseroan.</p> <p>5.4. Menjaga kerahasiaan seluruh dokumen data dan informasi Perseroan;</p> <p>5.5. Tugas-tugas lain selain disebutkan diatas yang diberikan oleh Dewan Komisaris kepada Komite sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan kebutuhan.</p>
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6. Kebijakan Remunerasi Dewan Komisaris, Dewan Pengawas Syariah (DPS), dan Direksi

Remunerasi Dewan Komisaris, Dewan Pengawas Syariah (DPS), dan Direksi ditetapkan dengan mempertimbangkan:

- 6.1. *External Competitiveness*, yaitu perbandingan dengan pasar/peer group. Yang dimaksud *peer group* adalah perseroan-perseroan yang dianggap kompetitor, yang ditetapkan oleh Komite Nominasi dan Remunerasi dengan mempertimbangkan hal-hal sebagai berikut:

Visi Perseroan yang mencerminkan arah jangka panjang Perseroan, kompleksitas perseroan yang tercermin dari inovasi produk, teknologi dan layanan serta jangkauan pelayanan yang sangat luas dan jauh serta jumlah tenaga kerja yang signifikan;

- 6.2. *Internal Equity*, yaitu kesetaraan terhadap bobot tanggung jawab pekerjaan. Perseroan membagi kategori Direksi dan Komisaris berdasarkan bobot pekerjaan sebagai berikut:

Dewan Komisaris:

- a. Komisaris Utama;
- b. Komisaris.

Dewan Pengawas Syariah:

- a. Ketua;
- b. Anggota

Direksi:

- a. Direktur Utama;
- b. Wakil Direktur Utama (Jika ada);
- c. Direktur

- 6.3. Kinerja Perseroan, yang diukur berdasarkan pencapaian Rencana Bisnis Bank (RBB);

- 6.4. Kinerja Individu, yang diukur berdasarkan hasil penilaian kinerja tahunan, khususnya Direksi.

6. Remuneration Policy of the Board of Commissioners, the Sharia Supervisory Board (DPS), and the Board of Directors

Remuneration of the Board of Commissioners, the Sharia Supervisory Board (DPS), and the Board of Directors is stipulated by considering:

- 6.1. External Competitiveness, which is comparison with the market/peer group. Referred to as peer group shall be corporations considered competitors, stipulated by the Nomination and Remunerations Committee, by considering the following matters:

The Vision the Company reflecting the long term direction of the Company, the complexity of the company reflected from product, technology, and service innovation as well as wide and vast service coverage as well as significant number of workers;

- 6.2. Internal Equity, which is equality towards work load responsibility. The Company divides the category of the Board of Directors and the Board of Commissioners based on the work load as following:

The Board of Commissioners:

- a. President Commissioner;
- b. Commissioner.

The Sharia Supervisory Board:

- a. Chairman;
- b. Members

The Board of Directors:

- a. President Director;
- b. Vice President Director (if any);
- c. Directors

- 6.3. The Performance of the Company, measured based on the achievement of Bank's Business Plan (RBB);

- 6.4. The Individual Performance, measured based on the result of annual performance assessment, particularly for the Board of Directors.

<p>7. Kebijakan Penilaian Sendiri (<i>Self Assessment</i>) untuk anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi</p> <p>7.1 Tujuan penilaian kinerja anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi adalah menjadi salah satu dasar pertimbangan bagi Komite Nominasi dan Remunerasi dalam memberikan rekomendasi kepada Dewan Komisaris untuk mengangkat kembali anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi serta sebagai bahan pertimbangan untuk menyusun struktur remunerasi Dewan Komisaris, Dewan Pengawas Syariah dan Direksi serta meningkatkan efektivitas kinerja Dewan Komisaris, Dewan Pengawas Syariah dan Direksi;</p> <p>7.2 Penilaian kinerja Dewan Komisaris, Dewan Pengawas Syariah 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 Perseroan;</p> <p>7.3 Penilaian Kinerja dilakukan secara <i>Self Assessment</i> setiap tahun untuk menilai kinerja Dewan Komisaris, Dewan Pengawas Syariah dan Direksi secara kolegial;</p> <p>7.4 Penilaian sendiri terhadap kinerja anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi paling sedikit memuat:</p> <ol style="list-style-type: none"> 1. Dewan Komisaris: Penerapan <i>Good Corporate Governance</i> ("GCG") dalam setiap usaha Perseroan, dan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi; 2. Dewan Pengawas Syariah: Pengawasan terhadap Pelaksanaan tugas dan tanggung jawab Direksi agar sesuai dengan Prinsip Syariah dan Prinsip <i>Good Corporate Governance</i> ("GCG") dalam setiap usaha Perseroan. 	<p>7. Self Assessment Policy for the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors</p> <p>7.1. The objective of the performance assessment over the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors, is to become one of the basis of consideration for the Nomination and Remuneration Committee in providing recommendations to the Board of Commissioners to reappoint the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors, and as the basis of consideration for composing the remuneration structure of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors as well as to improve the performance effectiveness of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors;</p> <p>7.2. The performance assessment of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors is carried out based on the criteria which have been stipulated by considering the duties and responsibilities in accordance with the prevailing provisions and the Articles of Association as well as the internal policy of the Company;</p> <p>7.3. The Performance Assessment is carried out as Self Assessment every year to assess the performance of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors in collegial manner;</p> <p>7.4. Self assessment towards the performance of the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors, must at least contain:</p> <ol style="list-style-type: none"> 1. The Board of Commissioners: Application of Good Corporate Governance (the "GCG") in every business of the Company, and the supervision towards the performance of duties and responsibilities of the Board of Directors; 2. The Sharia Supervisory Board: Supervision towards the Performance of duties and responsibilities of the Board of Directors in order to conform to the Sharia Principles and the Good Corporate Governance (the "GCG") Principles in every business of the Company.
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<p>3. Direksi: Implementasi terhadap strategi Perseroan secara keseluruhan, monitoring terhadap strategi Perseroan secara keseluruhan, monitoring terhadap kegiatan risk manajemen di area masing-masing (aktivitas manajemen risiko) dan penerapan prinsip-prinsip tata kelola perusahaan yang baik.</p>	<p>7.5 Kertas kerja <i>Self-Assessment</i> untuk menilai kinerja Dewan Komisaris, Dewan Pengawas Syariah dan Direksi menjadi bagian yang tidak terpisahkan dari Pedoman dan Tata Tertib Kerja Komite Nominasi dan Remunerasi ini.</p>	<p>Alur proses <i>Self-Assessment</i> untuk anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi dimuat dalam Lampiran 4 Pedoman dan Tata Tertib Kerja ini.</p>	<p>3. The Board of Directors: Implementation towards the strategies of the Company comprehensively, monitoring towards the strategies of the Company comprehensively, monitoring towards the risk management activities at their respective area (risk management activities) and the application of good corporate governance principles.</p>	<p>7.5. Self-Assessment worksheet to assess the performance of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors, becomes an inseparable part to this Work Guidelines and Conduct of the Nomination and Remuneration Committee.</p>	<p>Self-Assessment process flow for the members of the Board of Commissioners, the Sharia Supervisory Board, and the Board of Directors is contained in the Attachment 4 of this Work Guidelines and Conduct.</p>
<p>8. Wewenang Komite Nominasi dan Remunerasi</p>	<p>8. Authorities of the Nominationan dan Remuneration Committee</p>	<p>8.1. Komite berwenang untuk memperoleh akses secara penuh, bebas dan tidak terbatas terhadap informasi tentang, karyawan, dana, aset serta sumber daya Perseroan lainnya yang berkaitan dengan pelaksanaan tugasnya;</p>	<p>8.1. The Committee is authorized to gain full, free, and unrestricted access towards information regarding the employees, funds, assets as well as other resources of the Company related to the performance of its duties;</p>	<p>8.2. Dalam melaksanakan wewenang, Komite wajib bekerja sama dengan Direktorat yang membidangi <i>Human Capital</i> dan unit-unit lainnya, termasuk berwenang untuk menunjuk konsultan jika diperlukan.</p>	<p>8.2. In performing such authority, the Committee will be obliged to cooperate with the Directorate supervising Human Capital and other units, including the authority to appoint consultant, if necessary.</p>
<p>9. Etika Kerja</p>	<p>9. Work Ethics</p>	<p>Setiap anggota Komite harus tunduk kepada Pedoman Perilaku, Kode Etik dan Peraturan Perusahaan yang berlaku di Perseroan.</p>	<p>Every member of the Committee must be subject to the prevailing Code of Conduct, the Ethic Code, and the Company Regulations at the Company.</p>	<p>10. Rapat</p>	<p>10. Meeting</p>
<p>10.1.Komite menyelenggarakan rapat secara berkala paling kurang 1 (satu) setiap 3 (tiga) bulan atau atas permintaan Dewan Komisaris;</p> <p>10.2.Rapat Komite hanya dapat dilaksanakan apabila dihadiri oleh sekurang-kurangnya 51% (lima puluh satu per seratus) dari seluruh jumlah anggota, termasuk Ketua Komite atau Anggota Komite yang merupakan Komisaris Independen dan Pejabat Eksekutif;</p>	<p>10.1. The Committee convenes periodic meetings at least once every 3 (three) months or upon the request of the Board of Commissioners;</p> <p>10.2. The Meeting of the Committee may only be convened if it were attended by at least 51% (fifty one percent) of the total number of the entire members, including the Chairman of the Committee or the Members of the Committee who constitute the Independent Commissioners and the Executive Officers;</p>				

<p>10.3. Dalam hal anggota komite remunerasi dan nominasi tidak memenuhi persyaratan minimal sebagaimana dimaksud dalam poin 2.1, rekomendasi komite yang menjalankan fungsi nominasi</p> <ul style="list-style-type: none"> a. Dapat diterima, dalam hal keanggotaan komite remunerasi dan nominasi terdapat paling sedikit 1 (satu) orang Komisaris Independen atau 1 (satu) orang Komisaris Non Independen; atau b. Dikecualikan, dalam hal terjadi kekosongan anggota Dewan Komisaris, terkait usulan penggantian dan/atau pengangkatan anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS <p>10.4. Keputusan Rapat Komite dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan, berdasarkan hasil suara terbanyak;</p> <p>10.5. Rapat Komite dipimpin oleh Ketua Komite;</p> <p>10.6. Dalam hal Ketua Komite berhalangan hadir, maka Rapat Komite dipimpin oleh salah satu Anggota Komite yang merupakan Komisaris Independen;</p> <p>10.7. Anggota Komite dapat turut serta dalam rapat Komite melalui media telepon konferensi, video konferensi atau sarana komunikasi yang sejenis yang penggunaannya dapat membuat semua anggota Komite yang hadir dalam rapat Dewan Komisaris saling melihat, mendengar dan berbicara satu sama lain. Keturutsertaan anggota Komite yang bersangkutan dengan cara demikian harus dianggap sebagai kehadiran langsung dari anggota Komite tersebut dalam rapat Komite dan dihitung dalam menentukan kuorum rapat Komite tersebut. Keputusan yang diambil dalam Rapat Komite tersebut harus dibuat secara tertulis dan ditandatangani oleh Ketua Rapat dan salah seorang anggota Komite lainnya yang hadir dan ditunjuk untuk itu oleh Rapat Komite tersebut;</p>	<p>10.3. In the event that a member of the remuneration and nomination committee did not fulfill the minimum requirements as referred to in point 2.1, the recommendation of the committee performing the nomination function</p> <ul style="list-style-type: none"> a. Can be accepted, in the event that the membership of the remuneration and nomination committee is at least consisting of 1 (one) Independent Commissioner or 1 (one) Non-Independent Commissioner; or b. Can be excluded, in the event that there were vacancies in the members of the Board of Commissioners, related to the proposal for the replacement and/or appointment of the members of the Board of Directors and/or the members of the Board of Commissioners to the GMS <p>10.4. The resolution of the Meeting of the Committee is adopted based on deliberation to reach a consensus. In the event that no deliberation to reach a consensus can be achieved, the adoption of resolution is carried out based on the result of the majority votes;</p> <p>10.5. The Meeting of the Committee is chaired by the Chairman of the Committee;</p> <p>10.6. In the event that the Chairman of the Committee were prevented from attending, then, the Meeting of the Committee will be chaired by one of the Members of the Board of the Committee who constitutes the Independent Commissioner;</p> <p>10.7. A member of the Committee may participate in the meeting of the Committee through telephone conference media, video conference or similar means of communications, the utilization of which enables all members of the Committee who are present in the meeting of the Board of Commissioners to see, hear, and talk to one another. The participation of the relevant member of the Committee in such a manner must be considered as personal attendance of the relevant member of the Committee in the meeting of the Committee and will be taken into account in determining the quorum of the relevant meeting of the Committee. The resolution adopted in the Meeting of the Committee aforesaid must be drawn up in writing and executed by the Chairman of the Meeting and one of the other members of the Committee who is present and</p>
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<p>10.8. Hasil Rapat Komite wajib dituangkan dalam Risalah Rapat dan didokumentasikan secara baik;</p> <p>10.9. Perbedaan pendapat (<i>dissenting opinions</i>) yang terjadi dalam rapat Komite, wajib dicantumkan secara jelas dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut;</p> <p>10.10. Komite 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.</p>	<p>appointed for such purpose by the relevant Meeting of the Committee;</p> <p>10.8. The result of the Meeting of the Committee must be set out in the Minutes of Meeting and must be well documented;</p> <p>10.9. Dissenting opinions taking place in the meeting of the Committee must be stated clearly in the Minutes of Meeting along with the reasons for such dissenting opinions;</p> <p>10.10. The Committee may also adopt valid resolution without convening the Meeting of the Committee, provided that all members of the committee have been notified in writing and all members of the committee give circular approval regarding the proposal presented in writing by executing such circular approval. The resolution adopted in such a manner has the same force as a resolution validly adopted in the Meeting of the Committee.</p>
<p>11. Risalah Rapat</p> <p>Risalah setiap rapat akan disimpan dan didistribusikan kepada setiap anggota Komite, anggota Dewan Komisaris yang tidak menjadi anggota Komite, Sekretaris Perusahaan atau Unit <i>Corporate Secretariat</i> atau pihak yang ditunjuk.</p>	<p>11. Minutes of Meeting</p> <p>The minutes of every meeting will be maintained and distributed to each member of the Committee, the members of the Board of Commissioners who did not become the members of the Committee, the Corporate Secretary or the Corporate Secretariat Unit or the appointed party.</p>
<p>12. Tanggung Jawab Pelaporan</p> <p>Komite bertanggung jawab kepada Dewan Komisaris atas pelaksanaan tugasnya dan secara berkala atau atas permintaan Dewan Komisaris melaporkan hasil kerjanya kepada Dewan Komisaris</p>	<p>12. Reporting Liability</p> <p>The Committee is accountable to the Board of Commissioners over the performance of its duties and, periodically or upon the request of the Board of Commissioners, will report its work result to the Board of Commissioners</p>
<p>13. Masa Tugas</p> <p>13.1 Masa tugas anggota Komite tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali untuk periode berikutnya;</p> <p>13.2 Apabila anggota Dewan Komisaris yang menjadi Ketua Komite berhenti sebelum masa tugasnya sebagai Komisaris Perseroan, maka Ketua Komite digantikan oleh Komisaris Independen;</p>	<p>13. Term of Office</p> <p>13.1. The term of office of a member of the Committee may not be longer than the term of office of the Board of Commissioners as stipulated in the Articles of Association and may be reappointed for the subsequent period;</p> <p>13.2. If a member of the Board of Commissioners who became the Chairman of the Committee resigned before the expiry of his term of office as the Commissioner of the Company, then, the Chairman of the Committee will be substituted by an Independent Commissioner;</p>

<p>13.3 Apabila masa jabatan anggota komite, telah berakhir dan berdasarkan ketentuan tidak memungkinkan untuk diangkat kembali, sementara pada saat yang bersamaan, Dewan Komisaris belum <i>eligible</i> untuk menunjuk anggota Komite, maka keanggotan Komite yang lama akan diperpanjang sampai Dewan Komisaris <i>eligible</i> untuk menunjuk anggota Komite yang baru;</p> <p>13.4 Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota dimaksud tidak dapat melaksanakan fungsinya.</p> <p>14. Lain – lain</p> <p>14.1.Komite wajib melakukan <i>penelaahan</i> atas Pedoman ini sekurang-kurangnya 1 (satu) tahun sekali dan melakukan usulan perubahannya apabila diperlukan;</p> <p>14.2.Komite wajib melakukan <i>evaluasi terhadap</i> tentang efektivitas dari Komite, sekurangnya 1 (satu) tahun sekali.</p> <p>14.3.Sanksi administratif sesuai ketentuan perundangan yang berlaku dapat diberikan apabila melanggar ketentuan sebagaimana ketentuan – ketentuan yang dimaksud dalam pedoman ini</p> <p>Pedoman ini berlaku sejak tanggal ditetapkan.</p>	<p>13.3.If the term of office of a member of the committee has ended and, based on the provisions, he could not be reappointed, meanwhile the Board of Commissioners is not yet eligible to appoint a member of the Committee, then, the preceding membership of the Committee will be extended until the Board of Commissioners is eligible to appoint new member of the Committee;</p> <p>13.4.The replacement of the member of the Committee who did not originate from the Board of Commissioners will be carried out no later than 60 (sixty) days since the relevant member could not perform his function.</p> <p>14. Miscellaneous</p> <p>14.1. The Committee will be obliged to carry out review over these Guidelines at least once a year and to carry out proposal for its amendment, if necessary;</p> <p>14.2. The Committee will be obliged to carry out evaluation towards the effectiveness of the Committee, at least once a year.</p> <p>14.3. The administrative sanctions in accordance with the provisions of the prevailing laws and regulations may be imposed if they violated the provisions as referred to in these guidelines</p> <p>This Charter shall be effective from the date of stipulation.</p>
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Lampiran 1:

ALUR PROSES REMUNERASI: Anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi



Lampiran 2:

ALUR PROSES NOMINASI: Anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi



- ✓ (*) Pengajuan FnPT ke BI/OJK untuk Anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi dapat dilaksanakan setelah RUPS;
- ✓ Pengajuan FnPT Calon Anggota DPS adalah setelah mendapatkan rekomendasi dari Dewan Syariah Nasional (DSN)

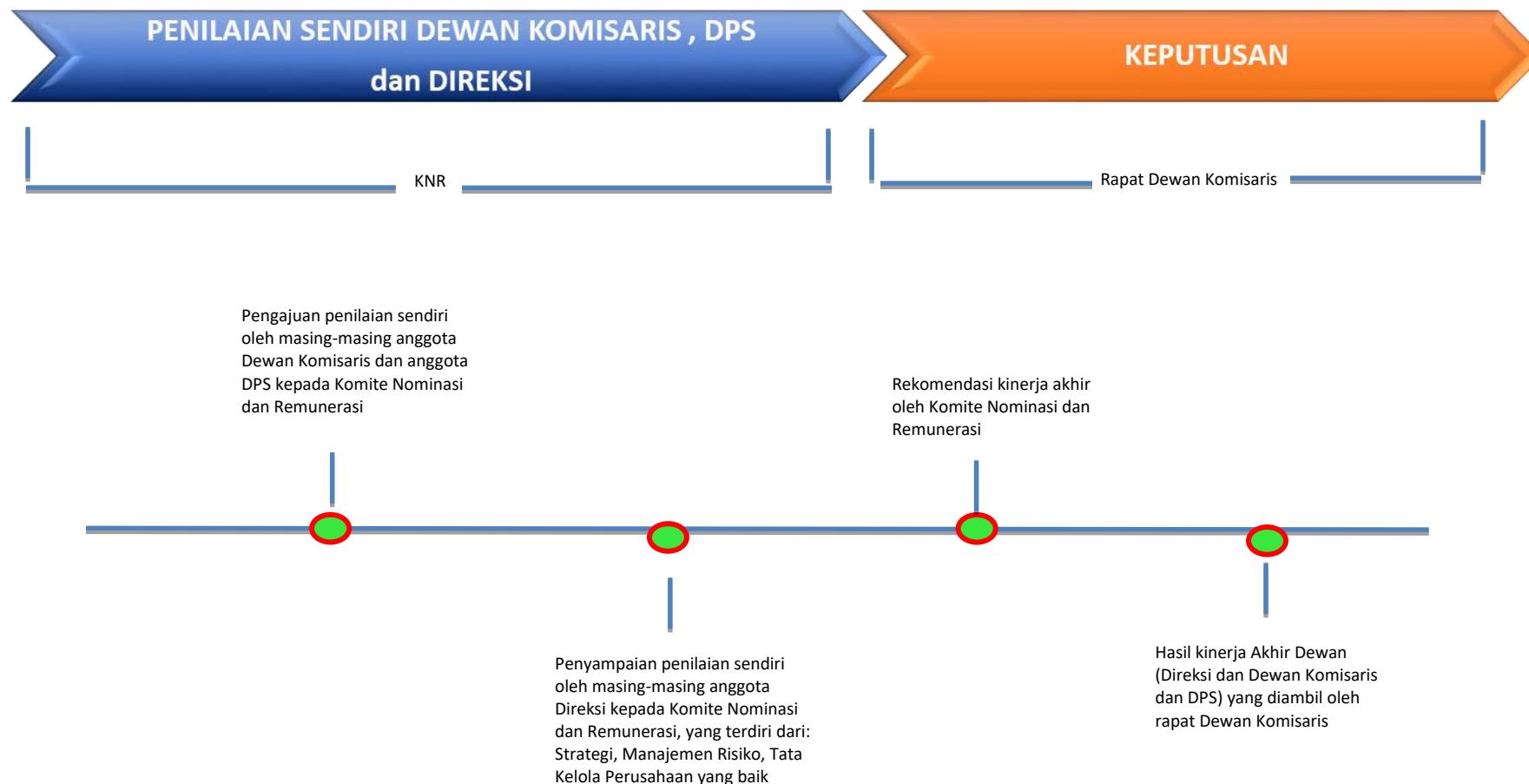
Lampiran 3:

ALUR PROSES NOMINASI: Pihak Independen Komite Audit, Komite Pemantau Risiko dan Komite Nominasi dan Remunerasi



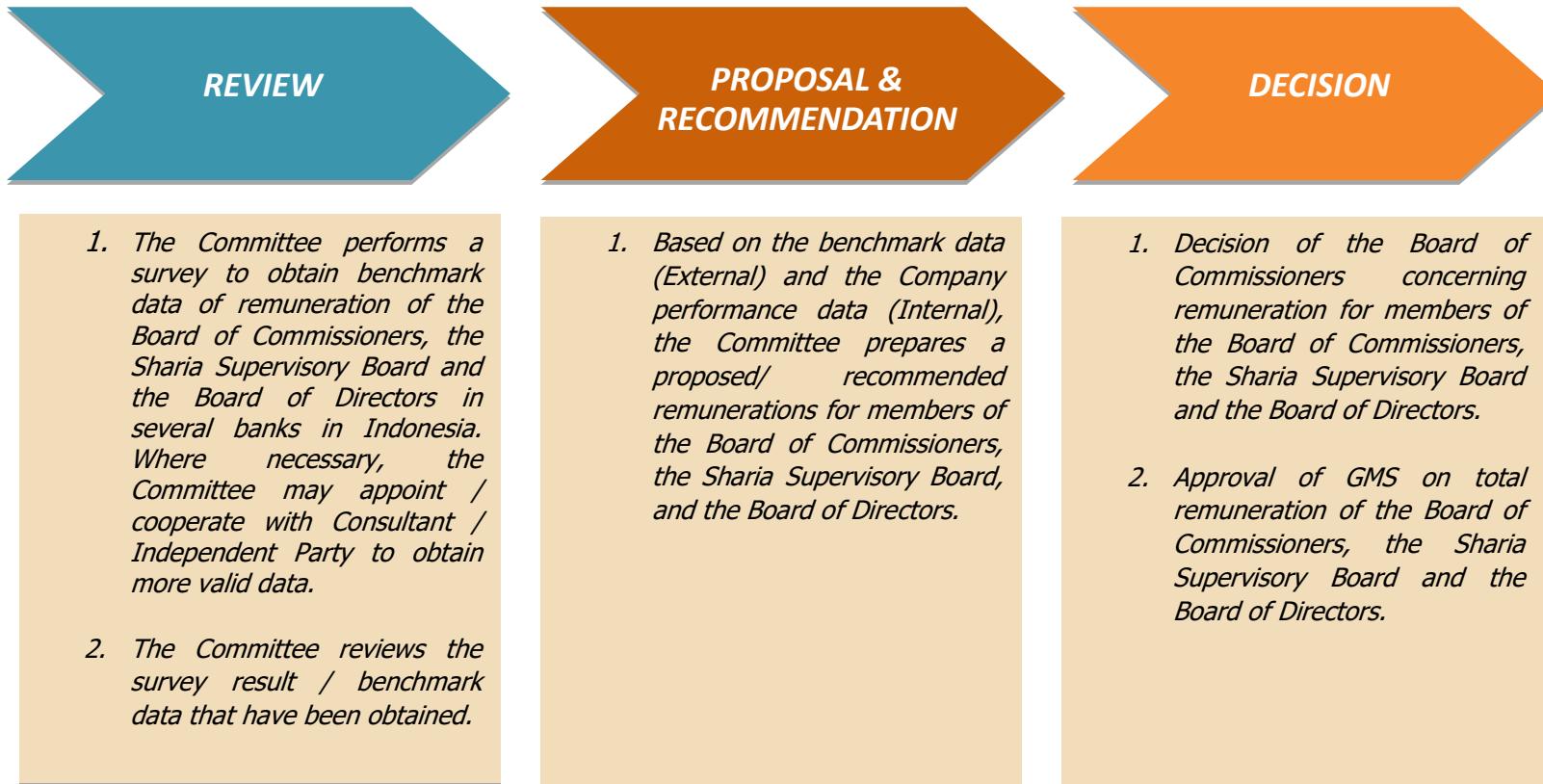
Lampiran 4:

ALUR PROSES *Self-Assessment*: Anggota Dewan Komisaris, Dewan Pengawas Syariah dan Direksi



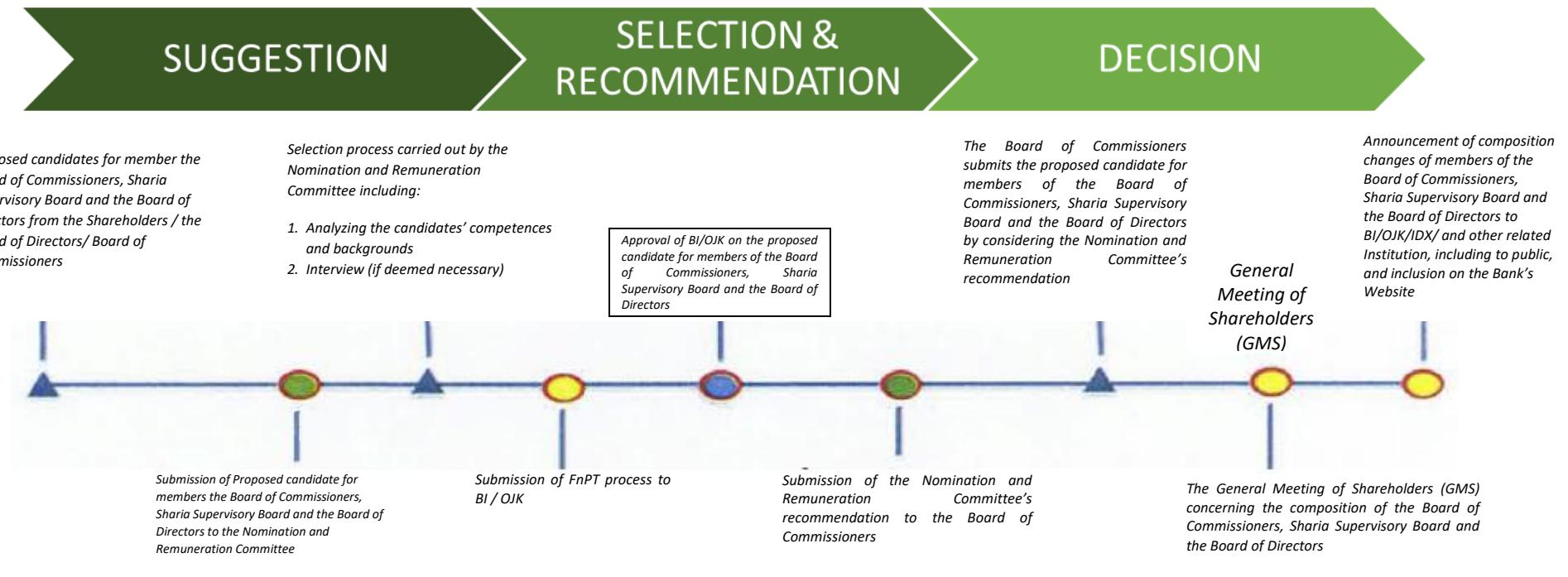
Attachment 1:

REMUNERATION PROCESS: Members of the Board of Commissioners (BOC), Sharia Supervisory Board and Board of Directors (BOD)



Attachment 2:

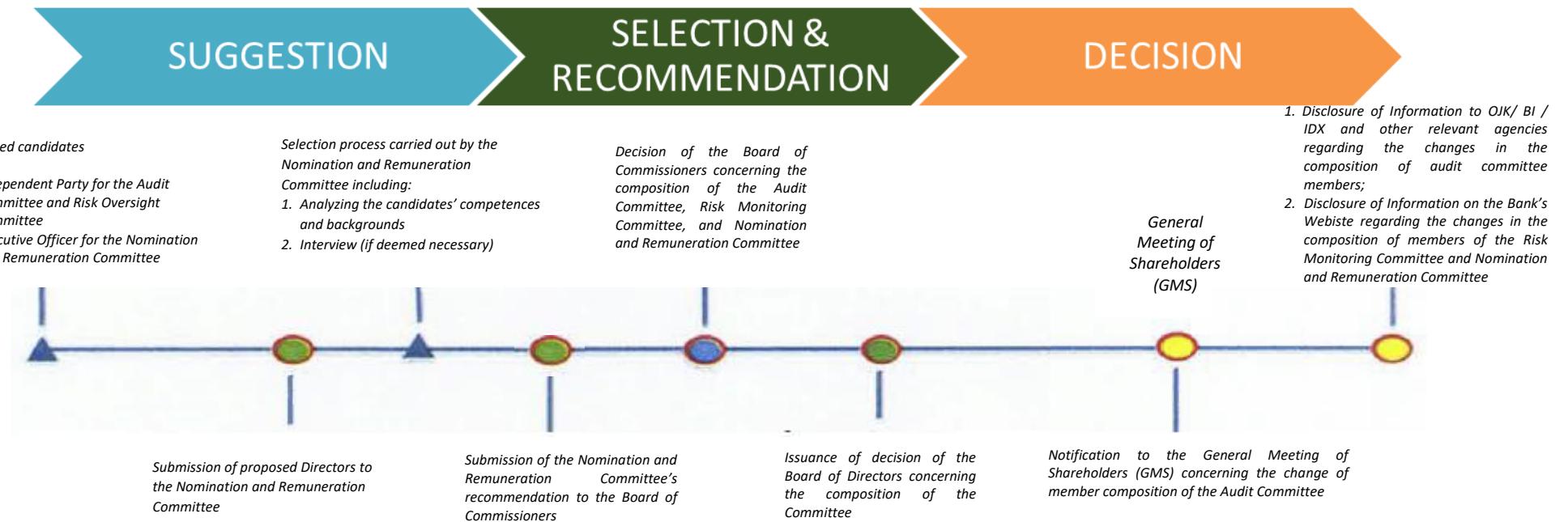
CHART OF NOMINATION PROCESS: Member of the Board of Commissioners, Sharia Supervisory Board and the Board of Directors



- Submission of FnPT to BI/ OJK for the member of the Board of Commissioners, Sharia Supervisory Board and the Board of Directors may be carried out after the GMS;
- Submission of FNPT for the candidate member of Sharia Supervisory Board maybe carried out only upon obtaining recommendation from National Sharia Board (DSN).

Attachment 3:

CHART OF NOMINATION PROCESS: Independent Party of the Audit Committee, Risk Monitoring Committee and Nomination and Remuneration Committee



Attachment 4:

CHART OF Self-Assessment: Member of the Board of Commissioners (BOC), Sharia Supervisory Board and the Board of Directors (BOD)

