



Piagam Komite Remunerasi dan Nominasi
Remuneration and Nomination Committee Charter

<p>1. Pembentukan Komite Remunerasi dan Nominasi</p> <p>Sesuai dengan hukum dan peraturan yang berlaku di Indonesia, PT. Bank Commonwealth (“Bank” atau “PTBC”) melalui Dewan Komisaris diwajibkan untuk membentuk Komite Remunerasi dan Nominasi.</p> <p>Piagam ini merupakan petunjuk kerja bagi anggota Komite dalam menjalankan aktivitas profesional mereka secara terstruktur, sistematis, mudah dipahami, dan dapat dijalankan secara konsisten, sehingga dapat menjadi acuan bagi anggota Komite dalam melaksanakan tugas dan tanggung jawab untuk mencapai tujuan Perusahaan.</p> <p>Piagam ini disusun berdasarkan ketentuan Peraturan Otoritas Jasa Keuangan (“OJK”), Peraturan Menteri Keuangan, Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku.</p>	<p>1. The Establishment of the Remuneration and Nomination Committee</p> <p>In accordance with applicable laws and regulations of Indonesia, PT. Bank Commonwealth (“Bank” or “PTBC”) through the Board of Commissioners is required to to establish a Remuneration & Nomination Committee.</p> <p>This Charter provides guidelines for the Committee Members to conduct their professional activities in a structured, systematic, comprehensible and consistent manner, and therefore it may be used as a reference by the Committee members in carrying out their duties and responsibilities in order to accomplish the Company’s Purpose.</p> <p>This Charter has been drawn up based on the provisions of Financial Services Authority (“OJK”), regulations, Minister of Finance regulation, the Company’s Articles of Association and the prevailing laws and regulations.</p>
<p>2. Landasan Hukum</p> <p>Piagam Komite Remunerasi dan Nominasi ini dibuat dengan merujuk kepada:</p> <ol style="list-style-type: none"> Peraturan Bank Indonesia Nomor 11/1/PBI/2009 tertanggal 27 Januari 2009 Tentang Bank Umum dan perubahannya No. 13/27/PBI/2011. Peraturan Bank Indonesia Nomor 12/23/PBI/2010 tertanggal 29 Desember 2010 Tentang Uji Kemampuan dan Kepatutan (Fit and Proper Test). Peraturan Otoritas Jasa Keuangan (OJK) Nomor 27/POJK.03/2016 tentang Penilaian Kemampuan dan Kepatutan bagi Pihak Utama Lembaga Jasa Keuangan. Peraturan Otoritas Jasa Keuangan (OJK) Nomor 55/POJK.03/2016 Tentang Penerapan Tata Kelola Bagi Bank Umum. Peraturan Otoritas Jasa Keuangan 34/POJK.04/2014 Tentang Komite Nominasi Dan Remunerasi Emiten Atau Perusahaan Publik 	<p>2. Legal Basis</p> <p>Remuneration & Nomination Committee Charter is made in reference to the following:</p> <ol style="list-style-type: none"> Regulation of Bank Indonesia No. 11/1/PBI/2009 dated 27 January 2009 on Commercial Banks and its changes. Regulation of Bank Indonesia No. 12/23/PBI/2010 dated 29 December 2010 on Fit and Proper Test. Regulation of the Financial Services Authority (OJK) No. 55/POJK.03/2016 on Good Corporate Governance implementation for Commercial Banks. Regulation of the Financial Services Authority (OJK) No. 55/POJK.03/2016 on Implementation of Corporate Governance for Commercial Banks. Regulation of the Financial Services Authority (OJK) No. 34/POJK.04/2014 on Remuneration and Nomination Committee for Emitter or Public Company.



<p>f. Anggaran Dasar PT. Bank Commonwealth Bank berikut perubahan-perubahannya.</p>	<p>f. Article of Associations PT. Bank Commonwealth Bank with its following changes.</p>
<p>3. Tujuan Piagam ini sebagai panduan terhadap pelaksanaan tugas dan tanggung jawab fungsi pengawasan Komite Remunerasi dan Nominasi serta untuk memberikan pemahaman yang jelas terhadap lingkup dari Komite Remunerasi dan Nominasi.</p>	<p>3. Purpose This Charter is guideline to conduct supervisory roles and responsibilities of Remuneration and Nomination Committee as well as to provide clear understanding on the scope of Remuneration and Nomination Committee. This Charter acts as Bank's adherence to the prevailing laws and regulations.</p>
<p>4. Struktur Organisasi dan Keanggotaan</p> <ol style="list-style-type: none"> a. Komite Remunerasi dan Nominasi dibentuk oleh Dewan Komisaris sebagai organ kerja dan bertanggung jawab langsung kepada Dewan Komisaris. b. Anggota Komite Remunerasi dan Nominasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris. c. Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali. d. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar. e. Keanggotaan Komite Remunerasi dan Nominasi paling sedikit harus terdiri dari 3 (tiga) orang anggota dengan komposisi sebagai berikut: <ul style="list-style-type: none"> • Seorang Komisaris Independen; • Seorang Komisaris; dan • Seorang Pejabat Eksekutif pada Bank yang membawahi fungsi Sumber Daya Manusia atau seorang perwakilan Karyawan. f. Komite Remunerasi dan Nominasi diketuai oleh Komisaris Independen. g. Jika jumlah dari anggota Komite Remunerasi dan Nominasi lebih dari 3 (tiga) orang, maka jumlah dari Komisaris Independen dalam Komite sedikitnya harus berjumlah 2 (dua) orang. h. Jika dianggap perlu, Komite dapat mengangkat seorang Sekretaris Komite yang berasal dari salah satu anggota Komite dengan penugasan, hak, wewenang dan tanggung jawabnya ditetapkan oleh Ketua Komite. i. Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan 	<p>4. Organization Structure and Membership</p> <ol style="list-style-type: none"> a. Remuneration and Nomination Committee is established by Board of Commissioners as Committee responsible to Board of Commissioners. Board of Commissioners may establish Remuneration Committee and Nomination Committee separately. b. Member of Remuneration and Nomination Committee is appointed and/or replaced by the Board of Commissioners meeting decision. c. Member of Remuneration and Nomination Committee is appointed for certain period and can be re-appointed. d. Length of service for each member of Remuneration and Nomination Committee cannot be longer than the term of office for Board of Commissioners as regulated at the Article of Associations. e. Membership of Remuneration and Nomination Committee shall at least consist of 3 (three) members with the following compositions: <ul style="list-style-type: none"> • One Independent Commissioners; • One Commissioners; and • One Executive Officer of the Bank responsible for Human Resources atau an employee representative. f. Remuneration and Nomination Committee shall be chaired by Independent Commissioners. g. In the event of number of the Remuneration and Nomination Committee is more than 3 (three) persons, thus at least 2 (two) Independent Commissioners sit as member of the Committee.



<p>Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.</p>	<p>h. If deemed necessary, the Committee may appoint a Secretary for the Committee coming from one of the Committee Member with the assignment, rights, roles, and responsibilities assigned by the Chair of Committee.</p> <p>i. Replacement of a member of Remuneration and Nomination Committee whom not coming from Board of Commissioner should be replaced 60 (sixty) days after the respective member of Remuneration and Nomination is no longer able to carry-on the role.</p>
<p>5. Penyelenggaraan Rapat Komite</p> <p>a. Komite Remunerasi dan Nominasi melakukan rapat setidaknya sesuai ketentuan jumlah rapat pada peraturan perundang-undangan dan regulasi yang berlaku, yakni 1 (satu) kali dalam 4 (empat bulan).</p> <p>b. Rapat Komite Remunerasi dan Nominasi hanya dapat diselenggarakan apabila:</p> <ul style="list-style-type: none"> • Dihadiri oleh mayoritas atau 51% dari jumlah anggota Komite; dan • Salah satu dari mayoritas anggota adalah Ketua Komite. <p>c. Keputusan rapat komite dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah mufakat pada pengambilan keputusan dilakukan berdasarkan suara terbanyak.</p> <p>d. Hasil rapat dituangkan dalam risalah rapat dan didokumentasikan secara baik.</p> <p>e. Risalah rapat wajib disampaikan secara tertulis kepada Dewan Komisaris.</p> <p>f. Perbedaan pendapat (dissenting opinion) yang terjadi dalam rapat wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.</p>	<p>5. Committee Meeting</p> <p>a. Remuneration and Nomination Committee conduct meeting at least according to the minimum number of meetings required by the prevailing laws and regulations.</p> <p>b. Remuneration and Nomination Committee meeting can only be held if:</p> <ul style="list-style-type: none"> • Attended by the majority numbers of the Committee; and • One of the majority of attendance should be the Chair of the Committee. <p>c. The Committee meeting decision should be based on deliberation to reach consensus. In the event of not able to reach consensus during the deliberation, the decision will be based on most voted one.</p> <p>d. Results of Committee meeting should be stated on Minutes of Meeting and should be documented properly.</p> <p>e. Minutes of Meeting should inform in written to Board of Commissioners.</p> <p>f. Any dissenting opinion happened on the meeting have to be clearly stated on Minutes of Meeting with the reason of dissenting opinion.</p>
<p>6. Kewenangan</p> <p>Komite ini memiliki kewenangan untuk:</p> <p>a. Melakukan kegiatan dalam ruang lingkup piagam.</p> <p>b. Memiliki akses yang tidak terbatas kepada Direksi dan/atau manajemen senior, Karyawan, maupun pihak-pihak lain yang masih dalam kewenangan fungsi pengawasan Komite serta seluruh informasi yang relevan.</p>	<p>6. Authority</p> <p>This Committee has the authority to:</p> <p>a. Conduct activities within scope of this Charter.</p> <p>b. Have unrestricted access to the Board of Director and/or Senior Management, Employees, and other related parties within the supervisory authority of the Committee, and all relevant information.</p>



<p>7. Tugas dan Tanggung Jawab Fungsi Nominasi:</p> <p>a. Menyusun dan memberikan rekomendasi kepada Dewan Komisaris mengenai:</p> <ul style="list-style-type: none"> • ketentuan, kebijakan dan kriteria anggota Direksi dan anggota Dewan Komisaris yang dibutuhkan untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS); • komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris; • penunjukkan dan/atau pergantian anggota Direksi dan/atau anggota Dewan Komisaris, termasuk anggota Komite di bawah Dewan Komisaris; • penunjukkan dan/atau pergantian pihak independen yang akan menjadi anggota Komite Audit dan/atau Komite Pemantauan Risiko; dan • kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris. <p>b. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS).</p> <p>c. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi.</p> <p>d. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.</p> <p>Fungsi Remunerasi:</p> <p>a. Memberikan rekomendasi kepada Dewan Komisaris mengenai tinjauan / hasil evaluasi terhadap:</p> <ul style="list-style-type: none"> • struktur Remunerasi; • kebijakan atas Remunerasi bagi pegawai keseluruhan, terutama hal-hal memberikan 	<p>7. Roles and Responsibilities Nomination roles:</p> <p>a. To prepare and recommend to Board of Commissioners on:</p> <ul style="list-style-type: none"> • Provision, policies, and criteria needed for nomination of member of Board of Directors and member Board of Commissioners to be presented to General Meeting of Shareholder; • Board of Director and/or Board of Commissioners composition; • Appointment and/or replacement for Member of Board of Directors and/or Board of Commissioners, including member for Board of Commissioners Committee; • Appointment/and or replacement for member of independent party(ies) who will become member(s) of Audit Committee and/or Risk Oversight Committee; and • Board of Director and/or Board of Commissioners performance review policy. <p>b. To provide recommendation on candidate whom meet the requirements as member of Board of Director and/or Board of Commissioners to the Board of Commissioners to be proposed to General Meeting of Shareholders (GMS).</p> <p>c. To support Board of Commissioners in conducting performance review for Board of Director and/or Board of Commissioners based on measurement compiled as evaluation basis.</p> <p>d. To provide recommendation to Board of Commissioners on capability development programs for Board of Director and/or Board of Commissioners.</p> <p>Remuneration Role:</p> <p>a. To provide recommendation to the Board of Commissioners on the monitoring of:</p> <ul style="list-style-type: none"> • Remuneration Structure; • Remuneration Policy to all employee, mainly on any matters likely to have a
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<p>dampak signifikan / materiil kepada PTBC untuk disampaikan kepada Direksi; dan</p> <ul style="list-style-type: none"> • besaran atas Remunerasi; <p>b. Memastikan bahwa Kebijakan Remunerasi telah sesuai ketentuan.</p> <p>c. Melakukan evaluasi secara berkala terhadap penerapan kebijakan remunerasi.</p> <p>d. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.</p>	<p>significant/material impact to PTBC to be informed to Board of Directors; and</p> <ul style="list-style-type: none"> • Amount of Remuneration; <p>b. To ensure the Remuneration Policy is following the applicable regulation.</p> <p>c. To evaluate in periodic basis for the implementation of Remuneration Policy.</p> <p>d. To support the Board of Commissioners to conduct performance review aligned with Remuneration received by each member of Board of Director and/or Board of Commissioners.</p>
<p>8. Pelaporan</p> <p>a. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris.</p> <p>b. Laporan tersebut merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.</p>	<p>8. Reporting</p> <p>a. Remuneration and Nomination Committee reports their roles, responsibilities, and procedures performed to Board of Commissioners.</p> <p>b. The report stated above is part of performance report to Board of Commissioners and presented in General Meeting of Shareholder.</p>
<p>9. Penutup</p> <p>Piagam Komite ini menggantikan Piagam sebelumnya dan berlaku efektif sejak ditandatangani Piagam ini.</p>	<p>9. Penutup</p> <p>This Charter replaces the previous Charter and effective as of this Charter is signed.</p>



Disetujui oleh / Approved by:

Nama/Name	Tanggal/Date	Tanda tangan/Signature
<p>Suwartini (Independent Commissioners) <i>Chair of Remuneration and Nomination Committee</i></p>	<p>1/12/20</p>	
<p>Khairil Anwar (Independent Commissioners) <i>Member of Remuneration and Nomination Committee</i></p>	<p>1/12/20</p>	<p>Khairilms</p>
<p>David Cohen (President Commissioners) <i>Member of Remuneration and Nomination Committee</i></p>	<p>17/12/20</p>	
<p>Stephen Vile (Vice President Commissioners) <i>Member of Remuneration and Nomination Committee</i></p>	<p>16.12.20</p>	
<p>Bagus Harimawan (Chief of Human Resources) <i>Member of Remuneration and Nomination Committee</i></p>	<p>30 Nov 2020</p>	