

# Piagam Komite Nominasi & Remunerasi

*(Nomination & Remuneration Committee Charter)*

2019

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## 1. LATAR BELAKANG

Perusahaan wajib memiliki Komite Nominasi dan Remunerasi. Pembentukan Komite Nominasi dan Remunerasi ("Komite") didasarkan pada peraturan-peraturan sebagai berikut:

- 1.1. Peraturan Otoritas Jasa Keuangan (OJK) No 55/POJK.03/2016 tanggal 9 Desember 2016 tentang Penerapan Tata Kelola bagi Bank Umum.
- 1.2. Surat Edaran OJK No. 13/SEOJK.03/2017 tanggal 17 Maret 2017 tentang Penerapan Tata Kelola bagi Bank Umum.
- 1.3. Peraturan Otoritas Jasa Keuangan No. 45/POJK.03/2015 tanggal 23 Desember 2015 tentang Penerapan Tata Kelola dalam Pemberian Remunerasi bagi Bank Umum.
- 1.4. Surat Edaran Bank Indonesia No 40/SEOJK.03/2016 tanggal 26 September 2016 tentang Penerapan Tata Kelola Perusahaan dalam Pemberian Remunerasi bagi Bank Umum.
- 1.5. Peraturan Otoritas Jasa Keuangan No 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

## 2. TUJUAN

Dewan Komisaris membentuk Komite Nominasi & Remunerasi untuk membantu Dewan Komisaris sehubungan dengan nominasi dan remunerasi anggota Direksi ("Direksi") dan anggota Dewan Komisaris ("Dewan Komisaris").

## 3. AKUNTABILITAS, KOMPOSISI, STRUKTUR DAN PERSYARATAN KEANGGOTAAN

- 3.1. Komite dibentuk untuk mendukung pelaksanaan tugas dan fungsi Dewan Komisaris terkait dengan nominasi dan

## 1. BACKGROUND

*The Company is required to have a Nomination and Remuneration Committee. The establishment of the Nomination and Remuneration Committee (the "Committee") is based on the following regulations:*

- 1.1. *The regulation of the Financial Services Authority (FSA) No 55/POJK.03/2016 dated December 9, 2016 on the Implementation of Good Corporate Governance for Commercial Banks.*
- 1.2. *Financial Service Authority Circular Letter No 13/SEOJK.03/2017 dated March 17, 2017 on the Implementation of Good Corporate Governance for Commercial Banks.*
- 1.3. *The regulation of the Financial Services Authority No 45/POJK.03/2015 dated December 23, 2015 on the Implementation of Good Corporate Governance in remuneration for Commercial Banks.*
- 1.4. *Bank Indonesia Circular Letter No 40/SEOJK.03/2016 dated September 26, 2016 on the Implementation of Good Corporate Governance in Remuneration for Commercial Banks.*
- 1.5. *The regulation of the Financial Services Authority No 34/POJK.04/2014 dated December 8, 2014 on the Nomination and Remuneration of Public Companies.*

## 2. PURPOSE

*The Board of Commissioners establishes the Nomination & Remuneration Committee in order to support the Board of Commissioners in relation with the nomination and remuneration of members of Board of Directors ("BOD") and members of Board of Commissioners ("BOC").*

## 3. ACCOUNTABILITY, COMPOSITION, STRUCTURE AND MEMBERSHIP REQUIREMENT

- 3.1. *The Committee is established to support the carrying out the Board of Commissioners' duties and functions related to the nomination and*

- remunerasi anggota Direksi dan anggota Dewan Komisaris.
- Komite bertanggung jawab kepada Dewan Komisaris dan dalam menjalankan tugasnya, Komite harus bertindak secara independen.
- 3.2. Anggota Komite diangkat dan diberhentikan berdasarkan keputusan Rapat Dewan Komisaris dan diformalkan dengan surat keputusan Direksi.
- 3.3. Komite diketuai oleh seorang Komisaris Independen dan salah satu anggota Komite ditunjuk sebagai Sekretaris Komite.
- 3.4. Anggota Komite paling sedikit terdiri dari 3 (tiga) anggota, yaitu:
- 3.4.1. 1 (satu) Komisaris Independen yang merangkap sebagai Ketua;
- 3.4.2. 1 (satu) orang Komisaris; dan,
- 3.4.3. 1 (satu) pejabat eksekutif yang membawakan Sumber Daya Manusia atau 1 (satu) orang perwakilan karyawan.
- 3.5. Anggota Direksi dilarang menjadi anggota Komite.
- 3.6. Anggota lain dari Komite dapat berasal dari luar Jtrust Bank dan harus memenuhi persyaratan sebagai berikut:
- Tidak memiliki afiliasi dengan Jtrust Bank, anggota Direksi, anggota Dewan Komisaris atau pemegang saham utama Bank Jtrust;
  - Memiliki pengalaman terkait dengan nominasi & remunerasi; dan,
  - Tidak merangkap sebagai anggota komite lain di Jtrust Bank.
- 3.7. Dalam hal terdapat lebih dari 3 (tiga) anggota Komite, maka anggota Komisaris Independen berjumlah paling sedikit 2 (dua) orang.
- 3.8. Ketua Komite hanya dapat memegang rangkap jabatan sebagai ketua satu komite lainnya.
- remuneration of members of the BoD and members of the BoC.*
- The Committee is accountable to the BoC and in carrying out its duties, the Committee must act independently.*
- 3.2. *Members of the Committee are appointed and replaced based on the decision of the BoC and formalized by the BoD decision letter.*
- 3.3. *The Committee is chaired by an Independent Commissioner and one member of the Committee is appointed as secretary of the Committee.*
- 3.4. *Members of the Committee shall consist of at minimum 3 (three) members, which are:*
- 3.4.1. *1 (one) Independent Commissioner who also serves as Chairman;*
- 3.4.2. *1 (one) Commissioner; and,*
- 3.4.3. *1 (one) executive officer in charge for Human Resources or 1 (one) representative of the employees.*
- 3.5. *Members of the BoD are prohibited from becoming members of the Committee.*
- 3.6. *Other members of the Committee may come from outside Jtrust Bank and must meet the following requirements:*
- *Has no affiliation with Jtrust Bank, members of the BoD, members of the BoC or major shareholders of the Jtrust Bank;*
  - *Has experience related to nomination & remuneration; and,*
  - *Not concurrently serving as another committee's member in Jtrust Bank.*
- 3.7. *In the case that there are more than 3 (three) members of the Committee, the members of the Independent Commissioners shall be at least 2 (two) people.*
- 3.8. *The Chairman of the Committee can only hold concurrent positions as chairman of one other committee.*

#### 4. PENETAPAN / PENGGANTIAN ANGGOTA

- 4.1. Anggota Komite diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.
- 4.2. Masa jabatan anggota Komite tidak lebih dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar.
- 4.3. Penggantian anggota Komite yang tidak berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari setelah anggota Komite tersebut tidak lagi dapat menjalankan fungsinya.
- 4.4. Komite memilih calon anggota dari hasil pemilihan dalam Rapat Umum Pemegang Saham dan berdasarkan persyaratan yang ada, termasuk persyaratan umum, persyaratan khusus, persyaratan kemampuan, dan kepatutan.

#### 4. APPOINTMENT / REPLACEMENT OF MEMBERS

- 4.1. *The committee members are appointed for a certain term of office and can be reappointed.*
- 4.2. *The term of office of a member of the Committee is no longer than the term of office of the BoC as stipulated in the articles of association.*
- 4.3. *The replacement of the Committee members who are not from the BoC is done no later than 60 (sixty) days after that the Committee members are no longer able to carry out their functions.*
- 4.4. *The Committee selects prospective members from the election results in the General Meeting of Shareholders and based on existing requirements, including general requirements, special requirements, capability requirements and propriety.*

#### 5. TUGAS DAN TANGGUNG JAWAB

##### 5.1. Hal-hal terkait dengan kebijakan nominasi

- 5.1.1. Komite memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - 5.1.1.1. Komposisi anggota Direksi dan / atau anggota Dewan Komisaris;
  - 5.1.1.2. Kebijakan dan kriteria yang diperlukan dalam proses pencalonan; dan
  - 5.1.1.3. Kebijakan untuk evaluasi kinerja bagi anggota Direksi, anggota Dewan Komisaris dan / atau Pihak Independen.
- 5.1.2. Komite mengidentifikasi, meninjau dan mengusulkan kandidat untuk anggota Direksi, anggota Dewan Komisaris dan / atau Pihak Independen kepada Dewan Komisaris untuk nominasi dan persetujuan oleh Rapat Umum Pemegang Saham.

##### 5. DUTIES AND RESPONSIBILITES

##### 5.1. Matters related to the nomination policy

- 5.1.1. *The Committee provides recommendations to the BoC regarding:*
  - 5.1.1.1. *The composition of the BoD and/or members of the BoC;*
  - 5.1.1.2. *The policy and the criteria required in the nomination process; and,*
  - 5.1.1.3. *The policy for the performance evaluation for members of BoD, members of the BoC and/or Independent Parties.*
- 5.1.2. *The Committee identifies, reviews and propose candidates for members of BoD, the members of BoC and/or Independent Parties to the BoC for nomination and subsequent approval by the General Shareholder Meeting.*

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|---|---|
| <p>5.1.3. Komite mengevaluasi kandidat berdasarkan kesempatan yang sama tanpa memperhatikan jenis kelamin, ras, agama atau sumber rekomendasi.</p> <p>5.1.4. Komite mendukung Dewan Komisaris dalam evaluasi kinerja anggota Direksi, anggota Dewan Komisaris dan / atau Pihak Independen berdasarkan tolok ukur yang ditetapkan untuk tujuan evaluasi.</p> <p>5.1.5. Komite memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kompetensi untuk anggota Direksi dan / atau anggota Dewan Komisaris.</p>   | <p>5.1.3. <i>The Committee evaluates candidates on an equal opportunity basis with no regards to gender, race, religion or source of recommendation.</i></p> <p>5.1.4. <i>The Committee supports the BoC in the performance evaluation of members of the BoD, members of the BoC and/or Independent Parties based on the defined benchmark for evaluation purposes.</i></p> <p>5.1.5. <i>The Committee provides recommendations to the BoC regarding the competencies development program for members of the BoD and/or the members of the BoC.</i></p> |
| <p><b>5.2. Terkait dengan kebijakan Remunerasi</b></p> <p>5.2.1. Komite mengevaluasi dan memberikan rekomendasi kepada Dewan Komisaris mengenai:</p> <ul style="list-style-type: none"><li>5.2.1.1. Struktur remunerasi;</li><li>5.2.1.2. Kebijakan tentang remunerasi;</li><li>5.2.1.3. Paket remunerasi termasuk gaji, tunjangan, bonus dan insentif lainnya (jika berlaku) untuk Direksi, Dewan Komisaris dan Pihak Independen.</li></ul> <p>5.2.2. Komite mengevaluasi dan memberikan rekomendasi kepada Direksi mengenai kebijakan remunerasi untuk karyawan.</p> <p>5.2.3. Komite mendukung Dewan Komisaris dalam menilai kinerja dengan kesesuaian remunerasi yang diterima oleh anggota Direksi dan / atau anggota Dewan Komisaris.</p> <p>5.2.4. Komite memastikan bahwa kebijakan remunerasi,</p>   |   |
| <p><b>5.2. Related to the Remuneration policy</b></p> <p>5.2.1. <i>The Committee evaluates and provides recommendations to the BoC regarding :</i></p> <ul style="list-style-type: none"><li>5.2.1.1. <i>Remuneration structure;</i></li><li>5.2.1.2. <i>Policy on remuneration;</i></li><li>5.2.1.3. <i>The remuneration package including the salaries, allowances, bonuses and other incentives (where applicable) for BoD, BoC and Independent Parties.</i></li></ul> <p>5.2.2. <i>The Committee evaluates and provides recommendations to the BoD regarding the remuneration policy for employees.</i></p> <p>5.2.3. <i>The Committee supports the BoC in assessing performance with the appropriateness of the remuneration received by members of the BoD and/or members of BoC .</i></p> <p>5.2.4. <i>The Committee ensures that the remuneration policy,</i></p> |   |

struktur dan paket remunerasi mempertimbangkan antara lain hal-hal sebagai berikut:

- 5.2.4.1. Remunerasi dalam industri sesuai dengan skala dan aktivitas bisnis Bank;
- 5.2.4.2. Tugas, peran dan tanggung jawab anggota Direksi, anggota Dewan Komisaris dan / atau karyawan sejalan dengan pencapaian tujuan dan kinerja Bank;
- 5.2.4.3. Kinerja kerja individu;
- 5.2.4.4. Keadilan terhadap "peer group";
- 5.2.4.5. Risiko;
- 5.2.4.6. Keseimbangan antara antara tunjangan tetap dan variabel lainnya;
- 5.2.4.7. Pertimbangan tujuan jangka panjang dan strategi Bank, stabilitas keuangan Bank, kecukupan modal bank dan kebutuhan likuiditas jangka pendek dan jangka panjang Bank.
- 5.2.5. Komite mengevaluasi dan memastikan bahwa kebijakan Remunerasi mematuhi peraturan yang berlaku.
- 5.2.6. Komite secara berkala meninjau dan memperbarui kebijakan remunerasi, struktur dan paket remunerasi.

*structure and remuneration package consider among others:*

- 5.2.4.1. *The remuneration in the industry in line with the scale and business activities of the Bank;*
- 5.2.4.2. *The duties, roles and responsibilities of members of BoD, members of BoC and/or employees in line with the achievement of the Bank's objectives and performances;*
- 5.2.4.3. *Individual work performance;*
- 5.2.4.4. *Fairness against peer group;*
- 5.2.4.5. *Risks;*
- 5.2.4.6. *Balance between fixed and variable allowances;*
- 5.2.4.7. *Considerations of long term goals and strategies of the Bank, financial stability of the Bank, capital adequacy of the bank and the short term and long term liquidity needs of the Bank.*
- 5.2.5. *The Committee evaluates and ensures that the Remuneration policy complies with the prevailing regulations.*
- 5.2.6. *The Committee periodically reviews and updates the remuneration policy, the structure and remuneration package.*

## 6. WEWENANG

Dewan Komisaris memberikan wewenang kepada Komite dalam lingkup pelaksanaan tugasnya untuk:

## 6. AUTHORITIES

*The BoC provides authorities to the Committee within the scope of the execution of their duties to:*

- 6.1. Mendapatkan akses ke dokumen, data, dan sumber daya Perusahaan lainnya yang terkait dengan pelaksanaan tugasnya;
- 6.2. Menjaga hubungan kerja yang efektif dengan Dewan Komisaris, Direksi, Divisi Human Capital dan pihak lain;
- 6.3. Menunjuk pihak ketiga (individu atau perusahaan) untuk mendukung tugasnya.

- 6.1. Obtain access to the Company's documents, data and other Company resources related to the performance of their duties;
- 6.2. Maintain effective working relationship with the BoC, BoD, Human Capital Division and other parties;
- 6.3. Appoint a third party (individual or company) to support its duties.

## 7. RAPAT DAN PROSEDUR

- 7.1. Rapat Komite harus dilakukan secara berkala minimal 1 (satu) kali dalam setiap 4 (empat) bulan.
- 7.2. Rapat Komite hanya dapat diselenggarakan jika dihadiri oleh minimal 51% (lima puluh satu persen) dari total anggota, termasuk Komisaris Independen dan pihak Independen.
- 7.3. Keputusan rapat Komite hanya dapat dilakukan berdasarkan konsensus.
- 7.4. Dalam hal tidak ada konsensus tercapai, keputusan dibuat berdasarkan 2/3 (dua pertiga) suara mayoritas anggota Komite yang hadir.
- 7.5. Hasil rapat Komite harus ditetapkan dalam risalah rapat dan didokumentasikan dengan baik.
- 7.6. Perbedaan pendapat (*dissenting opinion*) yang terjadi dalam rapat Rapat Komite harus dinyatakan secara jelas dalam Risalah Rapat dan alasan perbedaan pendapat tersebut.

## 7. MEETING AND PROCEEDINGS

- 7.1. The Committee meeting must be held periodically at a minimum once every 4 (four) months.
- 7.2. The Committee meeting can only be held if attended by a minimum of 51% (fifty-one percent) of total members, including the Independent commissioners and the Independent parties.
- 7.3. The Committee meeting decisions can only be undertaken based on consensus.
- 7.4. In the case that no consensus is reached, the decision is made based on 2/3 (two third) majority votes of the Committee members present.
- 7.5. The result of the Committee meetings should be set out in the minutes meeting and documented properly.
- 7.6. Difference of opinion (*dissenting opinions*) that occurs in the meeting of the Committee Meeting must be clearly stated in the Minutes of Meeting and the reasons for such dissent.

## 8. PELAPORAN

Komite harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedurnya kepada Dewan Komisaris. Laporan ini merupakan bagian dari laporan Dewan Komisaris kepada Rapat Umum Pemegang Saham.

## 8. REPORTING

The Committee shall report the implementation of its duties, responsibilities, and the procedures to the BoC. The report is part of BoC's report to the General Meeting of Shareholders.

## 9. LARANGAN

- 9.1. Setiap anggota Komite dilarang mengambil manfaat pribadi secara langsung atau tidak langsung dari kegiatan Bank selain remunerasi.
- 9.2. Anggota Dewan Komisaris yang diangkat sebagai ketua atau anggota Komite tidak diberi penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

## 10. PENUTUPAN

- 10.1. Hal-hal lain yang belum ditangani dalam keputusan akan ditentukan lebih lanjut setelahnya.
- 10.2. Dengan diterbitkannya Piagam ini, semua versi sebelumnya dari Piagam Komite Nominasi dan Remunerasi PT Bank JTrust Indonesia Tbk. seperti yang dikeluarkan di Jakarta pada Agustus 2017 tidak lagi berlaku.
- 10.3. Piagam Komite Nominasi dan Remunerasi ini akan ditinjau lebih lanjut secara berkala.
- 10.4. Piagam Komite Nominasi dan Remunerasi ini berlaku sejak tanggal ditetapkan.

Ditetapkan di Jakarta  
Pada tanggal Oktober 2019  
PT Bank Jtrust Indonesia Tbk  
Komite Nominasi & Remunerasi



**Mahdi Mahmudy**  
Ketua Komite / Anggota Komite  
*Chairman of the Committee / Member*  
Komisaris Independent  
*Independent Commissioner*

## 9. PROHIBITION

- 9.1. *Each member of the Committee is prohibited from taking personal benefits directly or indirectly from Bank's activities other than remuneration.*
- 9.2. *Member of the BoC who is appointed as chairman or member of the Committee is not given additional income other than the income received as a member of the BoC.*

## 10. CLOSURE

- 10.1. *Any other matters that have not been addressed in the decision will be further defined thereafter.*
- 10.2. *With the issuance of this Charter, all previous versions of the Charter of Nomination and Remuneration Committee PT Bank JTrust Indonesia Tbk. as issued in Jakarta on August 2017 will no longer be valid.*
- 10.3. *This Charter of Nomination and Remuneration Committee will be further reviewed periodically.*
- 10.4. *This Charter of Nomination and Remuneration Committee is valid since the date of the enactment.*

*Stipulated in Jakarta  
On October , 2019  
PT Bank Jtrust Indonesia Tbk  
Nomination & Remuneration Committee*



**Nobuiku Chiba**

Anggota Komite  
*Member of Committee*  
Komisaris  
*Commissioner*



**Ong Pay Fang**

Sekretaris / Anggota Komite  
*Secretary / Member of Committee*  
Pejabat Eksekutif  
*Executive Officer*