

**Piagam Komite Nominasi dan Remunerasi  
No. 01/RBF-KNR/X/2021**

I. Dasar Hukum

- a. POJK Nomor 34/POJK.04/2014 Tentang Komite Nominasi Dan Remunerasi Emiten Atau Perusahaan Publik
- b. POJK Nomor 30/POJK.05/2014 tentang Tata Kelola Perusahaan Yang Baik Bagi Perusahaan Pembiayaan.
- c. POJK Nomor 29/POJK.05/2020 Tentang Perubahan Atas POJK Nomor 30/POJK.05/2014 Tentang Tata Kelola Perusahaan Yang Baik Bagi Perusahaan Pembiayaan.
- d. Kebijakan Tata Kelola Perusahaan

II. Pendahuluan

a. Latar Belakang Piagam Komite Nominasi dan Remunerasi

Dalam rangka meningkatkan penerapan prinsip tata kelola perusahaan yang baik yang berkaitan dengan transparansi proses Nominasi dan Remunerasi serta peningkatan kualitas, kompetensi, dan tanggung jawab Direksi dan Dewan Komisaris, dan berdasarkan pada Peraturan Otoritas Jasa Keuangan No 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, maka perlu menetapkan Piagam Komite Nominasi dan Remunerasi untuk memperjelas tugas dan tanggung jawab Komite Nominasi dan Remunerasi.

b. Tujuan Piagam Komite Nominasi dan Remunerasi

Piagam ini bertujuan untuk memberikan petunjuk bagi Komite Nominasi dan Remunerasi, yaitu memuat tugas dan tanggung jawab, komposisi dan struktur keanggotaan, tata cara dan prosedur kerja, penyelenggaraan rapat, sistem pelaporan kegiatan, tata cara penggantian anggota, dan masa jabatan Komite Nominasi dan Remunerasi.

Piagam ini diharapkan dapat digunakan sebagai kerangka acuan bagi Komisaris, Direksi, Audit Internal, dan Audit Eksternal dalam berkomunikasi dengan Komite Nominasi dan Remunerasi.

III. Tugas Dan Tanggung Jawab Komite Nominasi Dan Remunerasi

Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya dan bertanggung jawab kepada Dewan Komisaris.

a. Tugas Komite Nominasi dan Remunerasi

1. Terkait fungsi nominasi:

- a) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - a) komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
  - b) kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
  - c) kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
- b) Melakukan riset pasar tentang tersedianya calon kandidat dari luar Perusahaan yang berhubungan dengan proses Nominasi Direksi dan Dewan Komisaris.
- c) 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).
- d) Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi;
- e) Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.

2. Terkait fungsi remunerasi:

- a) Melakukan evaluasi terhadap kebijakan Remunerasi Perusahaan.
- b) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - 1) struktur Remunerasi;
  - 2) kebijakan atas Remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada RUPS, dengan memperhatikan kinerja keuangan, presentasi kerja individual, kewajaran dengan *peer group*,

- nilai tambah bagi pemegang saham, serta pertimbangan sasaran dan strategi jangka panjang Perusahaan;
- 3) sistem yang transparan untuk menentukan remunerasi dan menilai kinerja Direksi;
  - 4) kebijakan atas Remunerasi bagi pejabat eksekutif dan Karyawan pada umumnya, untuk disampaikan kepada Direksi melalui Dewan Komisaris.
- c) Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.
- a. Tugas Pendukung Komite Remunerasi dan Nominasi
- a) Memastikan bahwa Perusahaan telah memiliki Kebijakan Pengelolaan dan Pengembangan Sumber Daya Manusia (SDM) yang transparan.
  - b) Memantau pengurusan Perusahaan dalam pengelolaan pengembangan SDM sesuai dengan peraturan perundang-undangan dan norma-norma yang berlaku di lingkungan Perusahaan.
  - c) Menelaah dan memantau praktik manajemen Pengembangan SDM berdasarkan Pedoman Kebijakan Tata Kelola Perusahaan khususnya Pedoman Tata Kelola Kerja Dewan Komisaris dan Direksi (*Board Manual*), kebijakan manajemen, dan prosedur Operasi Standar di bidang pengembangan SDM.
  - d) Menelaah dan memantau implementasi sistem perencanaan SDM, program pengembangan *soft skill*, rekrutmen, seleksi dan penempatan Karyawan.
  - e) Menelaah dan memantau hubungan kerja industrial yang ada di lingkungan Perusahaan.
  - f) Memantau pelaksanaan mekanisme program pengembangan SDM Perusahaan, termasuk memiliki SDM yang kompeten sesuai dengan kebutuhan Perusahaan.
  - g) Beberapa tugas pendukung lainnya dengan Evaluasi Kinerja Dewan Komisaris dan Direksi, yaitu:
    - 1) Dewan Komisaris
      - A. Melakukan fasilitasi penetapan Indikator Pencapaian Kerja (IPK) Dewan Komisaris pada setiap tahun kerja.
      - B. Melakukan fasilitasi penyiapan evaluasi kinerja melalui penyusunan IPK Dewan Komisaris dengan sistem *self assesment*, *peer evaluation*, atau sistem lain untuk kemudian diputuskan dalam rapat Dewan Komisaris.
      - C. Penilaian Kinerja Dewan Komisaris dilakukan berdasarkan tolak ukur/kriteria umum sebagai berikut:
        1. Kehadiran dalam Rapat Dewan Komisaris.
        2. Kehadiran dalam Rapat Gabungan.
        3. Kehadiran dalam Rapat Komite ditingkat Dewan Komisaris.
        4. Dinilai menurut faktor lainnya secara kolektif antara lain:
          - a. Integritas
          - b. Pengetahuan dan pemahaman atas nilai-nilai, misi, rencana kerja jangka panjang dan rencana kerja tahunan
          - c. Partisipasi dan kualitas masukan anggota Dewan Komisaris dalam rapat-rapat yang dihadapinya
          - d. Hubungan kerjasama anggota Dewan Komisaris dengan sesama anggota Dewan Komisaris dengan Direksi dan pihak-pihak lain yang diatur dalam *Board Manual* dan Anggaran Dasar Perusahaan
          - e. Kinerja Dewan Komisaris berdasarkan kriteria khusus yang ditetapkan sendiri oleh Dewan Komisaris
    - 2) Direksi
      - A. Melakukan fasilitasi dan rekomendasi mengenai penetapan IPK Direksi pada setiap awal tahun kerja dan evaluasi kinerja Direksi pada akhir tahun kerja.
      - B. Melakukan fasilitasi dan rekomendasi penilaian kinerja Direksi berdasarkan IPK dan/atau instrumen lainnya (termasuk bonus atau insentif) untuk disampaikan kepada Dewan Komisaris sebagai bahan evaluasi lebih lanjut.

2. Tanggung Jawab Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi bertanggung jawab melakukan evaluasi serta menyusun dan memberikan rekomendasi kepada Dewan Komisaris mengenai sistem atau kebijakan Nominasi dan Remunerasi bagi Dewan Komisaris, Direksi dan Pejabat Eksekutif secara menyeluruh.

IV. Struktur Keanggotaan

Komposisi Anggota Komite Nominasi Dan Remunerasi

Ketua : Komisaris Independen

Anggota : Komisaris Utama

Anggota : Komisaris

Anggota : Pejabat satu tingkat dibawah Direksi yang membawahi fungsi SDM

V. Tata Cara Dan Prosedur Kerja Komite Nominasi Dan Remunerasi

- a. Berdasarkan surat penugasan tertulis dari Dewan Komisaris, Komite Nominasi dan Remunerasi dapat mengakses catatan atau informasi tentang Karyawan, dana, aset serta sumber daya lainnya milik Perusahaan yang berkaitan dengan pelaksanaan tugasnya.
- b. Komite Nominasi dan Remunerasi wajib melaporkan secara tertulis hasil penugasan tersebut kepada Dewan Komisaris.
- c. Untuk melaksanakan tugasnya Komite Nominasi dan Remunerasi dapat bekerja sama dengan divisi atau departemen bidang SDM dan divisi atau departemen lainnya yang terkait.
- d. Komite Nominasi dan Remunerasi atas persetujuan Dewan Komisaris berhak menunjuk pihak ketiga untuk membantu pelaksanaan tugasnya.
- e. Anggota Komite Nominasi dan Remunerasi wajib menjalankan tugas dengan baik dan menjaga kerahasiaan seluruh dokumen, data dan informasi Perusahaan, baik dari pihak internal maupun pihak eksternal dan hanya digunakan untuk kepentingan pelaksanaan tugas Komite.
- f. Komite Nominasi dan Remunerasi dalam menjalankan tugas dan tanggung jawab yang terkait dengan kebijakan Remunerasi wajib memperhatikan sekurang - kurangnya:
  1. kinerja keuangan dan pemenuhan cadangan Perusahaan sebagaimana diatur dalam perundang undangan yang berlaku;
  2. prestasi kinerja individual;
  3. kewajaran dengan *peer group*; dan
  4. pertimbangan sasaran dan strategi jangka panjang Perusahaan.
- g. Sebelum tahun buku berjalan, Komite Nominasi dan Remunerasi wajib menyusun dan menyampaikan rencana kerja dan anggaran tahunan kepada Dewan Komisaris untuk ditetapkan, yang salinannya disampaikan oleh Dewan Komisaris kepada Direksi untuk diketahui. Pelaksanaan rencana kerja dan anggaran tahunan Komite Nominasi dan Remunerasi tersebut dilaporkan kepada Dewan Komisaris.
- h. Prosedur yang wajib dilakukan dalam melaksanakan fungsi Nominasi dan Remunerasi adalah sebagai berikut:
  1. Menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris.
  2. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon Anggota Direksi dan atau anggota Dewan Komisaris.
  3. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris.
  4. Menyusun program pengembangan kemampuan anggota Direksi dan atau anggota Dewan Komisaris; dan
  5. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
- i. Prosedur yang wajib dilakukan dalam melakukan fungsi Remunerasi adalah sebagai berikut:
  1. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
  2. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
  3. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

- VI. Rapat Anggota Komite Nominasi Dan Remunerasi
- a. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
  - b. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila:
    1. Dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi; dan
    2. Salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada huruf a merupakan Ketua Komite Nominasi dan Remunerasi.
  - c. Keputusan rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat.
  - d. Dalam hal keputusan berdasarkan musyawarah mufakat sebagaimana dimaksud pada ayat 3 tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
  - e. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil melalui mekanisme yang diatur dalam pedoman Komite Nominasi dan Remunerasi.
  - f. Dalam hal pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
  - g. Hasil rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Komite dan didokumentasikan dengan baik oleh Perusahaan.
- VII. Sistem Pelaporan Kegiatan
- a. Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris.
  - b. Laporan sebagaimana dimaksud pada ayat 1 merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
  - c. Laporan pelaksanaan tugas, tanggung jawab dan prosedur Nominasi dan Remunerasi wajib diungkapkan dalam:
    - a. laporan tahunan; dan
    - b. situs web Perusahaan.
- VIII. Tata Cara Penggantian Anggota Komite Nominasi Dan Remunerasi
- a. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.
  - b. 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 tidak lagi dapat melaksanakan fungsinya.
- IX. Masa Jabatan Anggota Komite Nominasi Dan Remunerasi
- a. Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.
  - b. Masa jabatan anggota Komite dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar.
- X. Penutup
- a. Anggota Dewan Komisaris yang menjadi ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.
  - b. Setiap biaya yang timbul berkaitan dengan pelaksanaan tugas Komite Nominasi dan Remunerasi dibebankan kepada PT Radana Bhaskara Finance Tbk.
  - c. Piagam Komite Nominasi dan Remunerasi akan ditinjau secara periodik 1 (satu) tahun sekali, apabila diperlukan akan diperbaharui atau dilakukan perubahan dengan persetujuan Dewan Komisaris.
  - d. Hal hal yang belum diatur dalam Piagam Komite Nominasi dan Remunerasi ini akan diatur kemudian dengan Surat Keputusan Dewan Komisaris.

Disiapkan dan diusulkan di Jakarta, pada hari Selasa, tanggal 21 Oktober 2021  
Penetapan Piagam Komite Nominasi dan Remunerasi

PT Radana Bhaskara Finance Tbk

**Gottfried Tampubolon**  
Ketua Komite

**Lim Eng Khim**  
Anggota Komite

**Sigit Priambodo**  
Anggota Komite

**Srie Haryani Rahayu**  
Anggota Komite

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**Charter of The Nomination and Remuneration Committee**  
**No. 01/RBF-KNR/X/2021**

I. Legal Basis

- A. Financial Services Authority Regulation (“POJK”) No. 34/POJK.04/2014 Concerning Nomination and Remuneration Committee of Issuing Company or Public Company
- B. Financial Services Authority Regulation (“POJK”) No. 30/POJK.05/2014 Concerning Good Corporate Governance for Financing Companies.
- C. Financial Services Authority Regulation (“POJK”) No. 29/POJK.05/2020 Concerning Amendment of Financial Services Authority Regulation (“POJK”) No. 30/POJK.05/2014 Concerning Good Corporate Governance for Financing Companies.
- D. Prevailing Good Corporate Governance Policy.

II. Introduction

A. Background of Charter of The Nomination and Remuneration Committee

With the aim of the improvement of good corporate governance implementation principles related to the transparency of the Nomination and Remuneration process as well as improving the quality, competence, and responsibilities of the Board of Directors and the Board of Commissioners, and based on the Financial Services Authority Regulation (“POJK”) No. 34/POJK.04/2014 dated 8 December 2014 concerning The Nomination and Remuneration Committee of Issuing Company or Public Company, it is necessary to stipulate the Charter of The Nomination and Remuneration Committee to clarify the duties and responsibilities of The Nomination and Remuneration Committee.

B. Purpose of Charter of The Nomination and Remuneration Committee

The aim of the Charter is to provide guidelines for The Nomination and Remuneration Committee, which includes duties and responsibilities, membership composition and structure, working procedures, convening of the meeting, activity reporting system, procedures for replacement of members, and Nomination and Remuneration Committee terms of office.

This Charter is expected to be used as a frame of reference for the Commissioners, Directors, Internal Audit, and External Audit in liasing with The Nomination and Remuneration Committee.

III. Responsibilities and Duties of The Nomination and Remunerastion Committee

The Nomination and Remuneration Committee is required to act independently in carrying out its duties and is responsible to the Board of Commissioners.

A. Duties of The Nomination and Remuneration Committee

1) Related to Nomination Function:

a. Provide recommendation to the Board of Commissioners regarding:

- (1) The composition offices of members of the Board of Directors and/or members of the Board of Commissioners;
- (2) Policy and criteria required in the Nomination processes; and
- (3) Policy of performance evaluation for members of the Board of Directors and/or members of the Board of Commissioners.

b. Conduct market research on the availability of candidates from outside Company related to Nomination processess of Board of Directors and Board of Commissioners

- c. Provide proposal for 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 to the General Meeting of Shareholders (GMS).
  - d. Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or members of the Board of Commissioners based on the benchmarks that have been prepared as evaluation material.
  - e. Provide recommendation to the Board of Commissioners regarding capabilities development program for members of the Board of Directors and/or members of Board of Commissioners.
- 2) Related to Remuneration Function:
- a. Evaluate policy of Company's Remuneration.
  - b. Provide recommendation to the Board of Commissioners regarding:
    - (1) Remuneration structure;
    - (2) Policy on Remuneration for the Board of Commissioners and the Board of Directors to be submitted to the GMS, taking into account the financial performance, individual work presentations, fairness in peer groups, added value for shareholders, as well as consideration of the Company's long-term goals and strategies;
    - (3) A transparent system for determining Remuneration and assessing the performance of the Board of Directors;
    - (4) Policy on Remuneration for executive officers and employees in general, to be submitted to the Board of Directors through the Board of Commissioners.
  - c. Assist the Board of Commissioners in conducting performance appraisal in accordance with the Remuneration received by each member of the Board of Directors and/or members of the Board of Commissioners.
- B. Support Duties of The Nomination and Remuneration Committee
- 1) Ensure that the Company has a transparent Human Resources (HR) Management and Development Policy.
  - 2) Monitor the management of HR development of the Company in accordance with the laws and regulations and norms that apply within the Company.
  - 3) Review and monitor HR Development management practices based on the Corporate Governance Policy Guidelines, especially the Board Manual, management policies, and Standard Operating procedures in the field of HR development.
  - 4) Review and monitor the implementation of HR planning system, soft skill development program, recruitment, selection and placement of Employee.
  - 5) Review and monitor industrial work relations within the Company.
  - 6) Monitor the implementation of the Company's HR development program mechanism, including having competent human resources in accordance with the Company's needs.
  - 7) Several other supporting tasks with the Performance Evaluation of the Board of Commissioners and the Board of Directors, namely:
    - a. Board of Commissioners
      - (1) Facilitate the determination of Key Performance Indicator (KPI) of the Board of Commissioners in each working year.

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- (2) Facilitate the preparation of performance evaluation through development of the Board of Commissioners KPI using a self-assessment, peer evaluation, or other system to be decided at the Board of Commissioners meeting.
  - (3) The Board of Commissioners Performance Appraisal is carried out based on the following general benchmark/criteria:
    - a) Attendance at the Board of Commissioners Meeting.
    - b) Attendance at the Joint Meeting.
    - c) Attendance at Committee Meetings at the Board of Commissioners level.
    - d) Assessed according to other factors taken together, among others:
      - I. Integrity
      - II. Knowledge and understanding of values, mission, long term work plan and annual work plan
      - III. Participation and quality of inputs from members of the Board of Commissioners in the meetings they attend
      - IV. The cooperative relationship between members of the Board of Commissioners with fellow members of the Board of Commissioners, with the Board of Directors, and other parties is regulated in the Board Manual and the Company's Articles of Association
      - V. The performance of the Board of Commissioners is based on special criteria set by the Board of Commissioners
- b. Board of Directors
- (1) Facilitate and recommend the determination of the GPA of the Board of Directors at the beginning of each working year and evaluate the performance of the Board of Directors at the end of the working year.
  - (2) Facilitate and recommend the performance appraisal of the Board of Directors based on the GPA and/or other instruments (including bonuses or incentives) to be submitted to the Board of Commissioners for further evaluation.
- C. Responsibilities of The Nomination and Remuneration Committee
- The Nomination and Remuneration Committee is responsible for evaluating as well as compiling and providing recommendations to the Board of Commissioners regarding the overall Nomination and Remuneration system or policy for the Board of Commissioners, Board of Directors, and Executive Officers.
- D. Structure of Membership
- Composition of Nomination and Remuneration Committee Members:
- Chairman : Independent Commissioner  
Member : President Commissioner  
Member : Commissioner  
Member : Officer one down Board of Directors in charge in HR function
- E. Working Procedures of The Nomination and Remuneration Committee
- 1) Based on a written assignment letter from the Board of Commissioners, The Nomination and Remuneration Committee can access records or information regarding employees, funds, assets and other resources of the Company related to the implementation of their duties.
  - 2) The Nomination and Remuneration Committee must report the results of the assignment in writing to the Board of Commissioners.



- 3) To carry out its duties, The Nomination and Remuneration Committee may cooperate with the division or department of HR and other related divisions or departments.
  - 4) The Nomination and Remuneration Committee with the approval of the Board of Commissioners has the right to appoint a third party to assist in the implementation of its duties.
  - 5) Members of The Nomination and Remuneration Committee must carry out their duties properly and maintain the confidentiality of all Company documents, data and information, both from internal and external parties and are only used for the purpose of carrying out the duties of the Committee.
  - 6) The Nomination and Remuneration Committee in carrying out its duties and responsibilities related to the Remuneration policy must pay attention at least to:
    - a. financial performance and fulfillment of the Company's provisions as regulated in the applicable laws and regulations;
    - b. individual performance achievements;
    - c. fairness in peer groups; and
    - d. consideration of the Company's long-term goals and strategies.
  - 7) Prior to the current financial year, The Nomination and Remuneration Committee must prepare and submit an annual work plan and budget to the Board of Commissioners for approval, a copy of which is submitted by the Board of Commissioners to the Board of Directors for information. The implementation of The Nomination and Remuneration Committee's annual work plan and budget is reported to the Board of Commissioners.
  - 8) The procedures that must be applied in performing the Nomination and Remuneration function are as follows:
    - a. formulate the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners.
    - b. develop the policies and criteria needed in the nomination process for candidates of the Board of Directors' members and/or the Board of Commissioner's members.
    - c. assist in performance evaluation of members of the Board of Directors and/or members of the Board of Commissioners.
    - d. formulate capacity development programs for members of the Board of Directors and/or members of the Board of Commissioners; and
    - e. review and propose 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 to the GMS.
  - 9) The procedures that must be applied in performing the Remuneration function are as follows:
    - a. formulate the structure of Remuneration for members of the Board of Directors and/or members of the Board of Commissioners.
    - b. develop policies on remuneration for members of the Board of Directors and/or members of the Board of Commissioners.
    - c. Prepare the amount of Remuneration for members of the Board of Directors and/or members of the Board of Commissioners.
- F. Meeting of The Nomination and Remuneration Committee Member
- 1) Nomination and Remuneration Committee meetings shall be convened periodically at least once every four (4) months.
  - 2) The Nomination and Remuneration Committee Meeting can only be convened on condition that:

- a. Attended by the majority of the members of The Nomination and Remuneration Committee; and
  - b. One of the majority of the members of The Nomination and Remuneration Committee as referred to in letter a is the Chairman of The Nomination and Remuneration Committee.
- 3) Nomination and Remuneration Committee meeting decisions are made based on deliberations among equals to achieve consensus.
  - 4) In the event that a decision based on deliberation among equals to achieve consensus as referred to in verse 3 is not achieved, the decision is made based on a majority vote.
  - 5) If an equal vote is made in the decision-making process, the decision is taken through the mechanism regulated in The Nomination and Remuneration Committee guidelines.
  - 6) In the event that there is a different opinion in the decision-making process, the different opinion must be contained in the minutes of the meeting along with the reasons.
  - 7) The results of The Nomination and Remuneration Committee meeting must be documented in a minutes of meeting signed by all members of the Committee as well as properly documented by the Company.
- G. Activity Reporting System
- 1) The Nomination and Remuneration Committee must disclose the implementation of the Nomination and Remuneration duties, responsibilities, and procedures to the Board of Commissioners.
  - 2) The disclosure as referred to in verse 1 is part of the report on the implementation of the duties of the Board of Commissioners and submitted at the GMS.
  - 3) Disclosures on the implementation of duties, responsibilities, and procedures for Nomination and Remuneration must be published in:
    - a. the annual report; and
    - b. the website of the company.
- H. Procedures of The Nomination and Remuneration Member Replacement
- 1) Members of The Nomination and Remuneration Committee are appointed and dismissed by the decisions of the Board of Commissioners.
  - 2) The replacement of member of The Nomination and Remuneration Committee that is not from the Board of Commissioners should be made no later than 60 (sixty) days from the members of The Nomination and Remuneration Committee are no longer able to carry out their functions.
- I. Terms of Office of Members of The Nomination and Remuneration Committee
- 1) Members of The Nomination and Remuneration Committee are appointed for a certain period and may be reappointed.
  - 2) The terms of office of members of The Nomination and Remuneration Committee shall not be longer than the term of office of the Board of Commissioners as stipulated in the articles of association.
- J. Closing
- 1) Members of the Board of Commissioners that become chairman or members of The Nomination and Remuneration Committee are not given additional income other than income as members of the Board of Commissioners.
  - 2) Any costs incurred related to the performance of the duties of The Nomination and Remuneration Committee shall be borne by PT Radana Bhaskara Finance Tbk.

- 3) The Charter of The Nomination and Remuneration Committee will be periodically reviewed once a year, if necessary, it will be renewed or amended with the approval of the Board of Commissioners.
- 4) Any things that have not been regulated in the Charter of The Nomination and Remuneration Committee will be regulated later by a Decree of the Board of Commissioners.

**Prepared and proposed in Jakarta, on Tuesday, 21 October 2021**  
**Determination of the Charter of The Nomination and Remuneration Committee**

**PT Radana Bhaskara Finance Tbk**

**Gottfried Tampubolon**  
**Chairman of Committee**

**Lim Eng Khim**  
**Member of Committee**

**Sigit Priambodo**  
**Member of Committee**

**Srie Haryani Rahayu**  
**Member of Committee**