



PIAGAM KOMITE NOMINASI DAN REMUNERASI

(NOMINATION AND REMUNERATION COMMITTEE CHARTER)

PT BUNDAMEDIK TBK

A. PENDAHULUAN

Piagam ini bertujuan untuk menetapkan visi, misi, cakupan tugas, posisi, serta kewenangan dan tanggung jawab Komite Nominasi dan Remunerasi yang disusun berdasarkan peraturan perundang-undangan yang berlaku dan bersifat mengikat bagi setiap anggota Komite Nominasi dan Remunerasi.

B. LANDASAN HUKUM

1. Undang-Undang Nomor 8 tahun 1995 tentang Pasar Modal;
2. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas;
3. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik;
4. Pedoman Umum Governansi Korporat Indonesia ("PUGKI") yang diterbitkan oleh Komite Nasional Kebijakan Governansi;
5. Anggaran Dasar Perseroan PT Bundamedik Tbk sebagaimana tertuang dalam Akta Nomor 205 dan 206 tanggal 20 Desember 2024 yang dibuat dihadapan Jose Dima Satria, SH.,M.Kn, Notaris di Jakarta Selatan.

C. VISI

Mewujudkan praktik Tata Kelola Perusahaan Yang Baik (*Good Corporate Governance*) melalui pembentukan Komite Nominasi dan Remunerasi yang bertindak secara objektif, transparan, dan adil dalam pelaksanaan nominasi dan remunerasi guna mendukung optimalisasi perusahaan.

D. MISI

Membantu Dewan Komisaris secara profesional dan independen serta dengan memperhatikan prinsip-prinsip Tata Kelola Perusahaan Yang Baik (*Good Corporate Governance*) dalam memberikan rekomendasi terkait dengan penilaian kinerja anggota Direksi dan Dewan Komisaris, program suksesi anggota Direksi, proses

A. INTRODUCTION

This Charter aims to establish the vision, mission, scope of duties, position, as well as the authority and responsibility of the Nomination and Remuneration Committee which is prepared based on applicable laws and regulations and is binding for each member of the Nomination and Remuneration Committee.

B. LEGAL BASIS

1. Law No. 8 of 1995 on the Capital Market;
2. Law Number 40 of 2007 concerning Limited Liability Companies;
3. Financial Services Authority Regulation Number 34/POJK.04/2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies;
4. General Guidelines on Indonesian Corporate Governance ('PUGKI') issued by the National Committee on Governance Policy;
5. Articles of Association of PT Bundamedik Tbk as set out in Deed Number 205 and 206 dated 20th December 2024 made before Jose Dima Satria, SH, M.Kn, Notary in South Jakarta.

C. VISION

To implement Good Corporate Governance practices through the establishment of a Nomination and Remuneration Committee that acts objectively, transparently, and fairly in the implementation of nomination and remuneration to support the optimization of the company.

D. MISSION

To assist the Board of Commissioners professionally and independently and in accordance with the principles of good corporate governance in providing recommendations related to the performance assessment of members of the Board of Directors and the Board of Commissioners, succession program for

nominasi anggota Direksi dan/atau Dewan Komisaris, dan pemberian remunerasi bagi anggota Direksi dan Dewan Komisaris.

members of the Board of Directors, nomination process for members of the Board of Directors and/or the Board of Commissioners, and remuneration for members of the Board of Directors and the Board of Commissioners.

E. KETENTUAN UMUM

Dalam Piagam ini, yang dimaksud dengan:

1. Perusahaan adalah PT Bundamedik Tbk., suatu perusahaan yang didirikan berdasarkan ketentuan hukum Negara Republik Indonesia, yang berdomisili di Jakarta Pusat;
2. Dewan Komisaris adalah Dewan Komisaris Perusahaan;
3. Direksi adalah Direksi Perusahaan;
4. Komite Nominasi dan Remunerasi adalah komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris;
5. Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi atau anggota Dewan Komisaris;
6. Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan anggota Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang anggota Direksi dan anggota Dewan Komisaris;
7. Piagam adalah Piagam Komite Nominasi dan Remunerasi, termasuk perubahannya yang dibuat dari waktu ke waktu;

E. PROVISIONS

In this Charter, the definition of:

1. Company is PT Bundamedik Tbk, a company established under the provisions of the laws of the Republic of Indonesia, domiciled in Central Jakarta;
2. Board of Commissioners is the Board of Commissioners of the Company;
3. Board of Directors is the Board of Directors of the Company;
4. The Nomination and Remuneration Committee is a committee established by and responsible to the Board of Commissioners to assist in carrying out the functions and duties of the Board of Commissioners related to the Nomination and Remuneration of members of the Board of Directors and members of the Board of Commissioners;
5. Nomination is the suggestion of a person to be appointed in a position as a member of the Board of Directors or a member of the Board of Commissioners;
6. Remuneration is a reward determined and given to members of the Board of Directors and members of the Board of Commissioners because of the position and role given in accordance with the duties, responsibilities, and authority of members of the Board of Directors and members of the Board of Commissioners;
7. Charter means the Nomination and Remuneration Committee Charter, including any amendments made from time to time.

8. RUPS adalah Rapat Umum Pemegang Saham.

8. GMS is the General Meeting of Shareholders.

F. STRUKTUR KEANGGOTAAN

1. Komite Nominasi dan Remunerasi sekurang-kurangnya terdiri dari 3 (tiga) orang anggota, dengan ketentuan:

- a. 1 (satu) orang Ketua merangkap anggota, yang merupakan Komisaris Independen;
- b. anggota lainnya yang dapat berasal dari:
 - 1) anggota Dewan Komisaris;
 - 2) pihak yang berasal dari luar Perusahaan; atau
 - 3) pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

2. Anggota Komite Nominasi dan Remunerasi lainnya sebagaimana dimaksud pada poin 1 huruf (b) sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

3. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perusahaan wajib memenuhi syarat:

- a. tidak mempunyai hubungan afiliasi dengan Perusahaan, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Perusahaan;
- b. memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan
- c. tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perusahaan.

4. Anggota Direksi Perusahaan tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.

F. MEMBERSHIP STRUCTURE

1. The Nomination and Remuneration Committee shall consist of at least 3 (three) members, with the following provisions;

- a. 1 (one) Chairman who is concurrently a member, who is an Independent Commissioner;
- b. other members who can come from;
 - 1) member of the Board of Commissioners;
 - 2) parties from outside the Company; or
 - 3) parties who hold managerial positions under the Board of Directors in charge of human resources.

2. Other members of the Nomination and Remuneration Committee as referred to in point 1 letter (b) mostly cannot come from parties who hold managerial positions under the Board of Directors in charge of human resources.

3. Nomination and Remuneration Committee members who come from outside the Company must fulfill the following requirements:

- a. has no affiliation with the Company, members of the Board of Directors, members of the Board of Commissioners, or Major Shareholders of the Company;
- b. have experience related to Nomination and/or Remuneration; and
- c. not concurrently serving as a member of other committees owned by the Company.

4. Members of the Company's Board of Directors cannot be members of the Nomination and Remuneration Committee.

G. PERSYARATAN KEANGGOTAAN

Anggota Komite Nominasi dan Remunerasi harus memenuhi ketentuan sebagai berikut:

1. Memiliki akhlak dan moral yang baik serta integritas yang tinggi;
2. Memahami visi, misi, dan budaya kerja Perusahaan;
3. Memiliki pengetahuan dan pemahaman yang memadai terhadap tugas dan tanggung jawab Komite Nominasi dan Remunerasi, prinsip-prinsip Tata Kelola Perusahaan Yang Baik (*Good Corporate Governance*), peraturan perundang-undangan yang berlaku, dan kebijakan internal Perusahaan;
4. Memiliki pengalaman kerja yang memadai di bidang usaha perusahaan, terutama mengenai manajemen sumber daya manusia yang berkaitan dengan nominasi, remunerasi, dan suksesi anggota Direksi dan Dewan Komisaris;
5. Tidak memiliki kepentingan pribadi yang dapat menimbulkan terjadinya benturan kepentingan terhadap perusahaan;
6. Mempunyai waktu yang cukup untuk melakukan tugasnya;
7. Mampu bertindak secara profesional dan independen dalam melakukan tugasnya semata-mata untuk kepentingan perusahaan;
8. Untuk Ketua Komite yang adalah Komisaris Independen, berlaku ketentuan yang bersangkutan tidak mempunyai hubungan afiliasi dengan perusahaan, baik dengan anggota Direksi, anggota Dewan Komisaris, maupun pemegang saham utama serta tidak memiliki saham di perusahaan.

G. MEMBERSHIP REQUIREMENTS

Members of the Nomination and Remuneration Committee must fulfill the following requirements:

1. Have good morals and morals and high integrity;
2. Understand the Company's vision, mission, and work culture;
3. Have adequate knowledge and understanding of the duties and responsibilities of the Nomination and Remuneration Committee, the principles of Good Corporate Governance, applicable laws and regulations, and the Company's internal policies;
4. Have adequate work experience in the company's business field, especially regarding human resource management related to nomination, remuneration, and succession of members of the Board of Directors and Board of Commissioners;
5. Have no personal interest that may lead to conflict of interest against the company;
6. Has sufficient time to perform his/her duties;
7. Able to act professionally and independently in performing their duties solely for the benefit of the company;
8. For the Chairman of the Committee who is an Independent Commissioner, the provisions apply that the person concerned has no affiliation with the company, either with members of the Board of Directors, members of the Board of Commissioners, or major shareholders and does not own shares in the company.

H. PENGANGKATAN DAN PEMBERHENTIAN

1. Pengangkatan, pemberhentian, dan penggantian anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada Poin F ayat 1, dilaksanakan berdasarkan keputusan rapat Dewan Komisaris.
2. Dalam hal Ketua dan/atau anggota Komite Nominasi dan Remunerasi berhenti sebelum masa jabatannya sebagai anggota Dewan Komisaris Perusahaan berakhir, maka Ketua dan/atau anggota Komite Nominasi dan Remunerasi tersebut wajib digantikan oleh anggota Dewan Komisaris lainnya yang masih menjabat di Perusahaan.
3. Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi menjalankan fungsinya.

I. MASA JABATAN

1. Anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada Poin F ayat (1) diangkat untuk masa jabatan 4 (empat) tahun dan dapat diangkat kembali.
2. Masa jabatan anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada ayat (1) tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar Perusahaan.

J. TUGAS, TANGGUNG JAWAB, DAN KEWAJIBAN

Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab langsung kepada Dewan Komisaris.

H. APPOINTMENT AND DISMISSAL

1. The appointment, dismissal, and replacement of members of the Nomination and Remuneration Committee as referred to in point F paragraph 1, shall be carried out based on the decision of the Board of Commissioners meeting.
2. In case the Chairman and/or member of the Nomination and Remuneration Committee quits before his term of office as a member of the Board of Commissioners of the Company ends, the Chairman and/or member of the Nomination and Remuneration Committee shall be replaced by another member of the Board of Commissioners who is still serving in the Company.
3. Replacement of members of the Nomination and Remuneration Committee who are not from the Board of Commissioners is carried out no later than 60 (sixty) days after the member of the Nomination and Remuneration Committee can no longer carry out his/her functions.

I. TERM OF OFFICE

1. Members of the Nomination and Remuneration Committee as referred to in Point F paragraph (1) are appointed for a certain term of office of 3 (three) years and may be reappointed.
2. The term of office of the members of the Nomination and Remuneration Committee as referred to in paragraph (1) shall not exceed the term of office of the Board of Commissioners as stipulated in the articles of association of the Company.

J. DUTIES, RESPONSIBILITIES AND OBLIGATIONS

In implementing their duties, the Nomination and Remuneration Committee is responsible for providing recommendations to the Board

Tugas dan tanggung jawab Komite Nominasi dan Remunerasi adalah sebagai berikut:

1. Terkait dengan Nominasi;
 - a. Memberikan rekomendasi kepada Dewan Komisaris mengenai;
 - b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
 - c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau Dewan Komisaris;
 - d. Memberikan usulan calon yang memenuhi persyaratan sebagai anggota Direksi dan/atau Dewan Komisaris.
2. Terkait dengan Remunerasi:
 - a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - 1) struktur Remunerasi, yang dapat berupa:
 - a) gaji;
 - b) honorarium;
 - c) insentif, dan/atau
 - d) tunjangan yang bersifat tetap dan/atau variable.
 - 2) kebijakan atas Remunerasi; dan
 - 3) besaran atas Remunerasi.
 - b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris.
3. Kewajiban anggota Komite Nominasi dan Remunerasi adalah sebagai berikut:
 - a. Menyusun Program Kerja Komite dan Rencana Anggaran Tahunan;

of Commissioners. The duties and responsibilities of the Nomination and Remuneration Committee are as follows:

1. Related to Nomination;
 - a. Provide recommendations to the Board of Commissioners regarding;
 - b. Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or members of the Board of Commissioners;
 - c. Provide recommendations to the Board of Commissioners regarding capacity building programs for members of the Board of Directors and/or Board of Commissioners;
 - d. Provide proposals for candidates who meet the requirements as members of the Board of Directors and / or Board of Commissioners.
2. Related to Remuneration:
 - a. Provide recommendations to the Board of Commissioners regarding:
 - 1) Remuneration structure, which can be in the form of:
 - a) salary;
 - b) honorarium;
 - c) incentives, and/or
 - d) allowances that are fixed and / or variable.
 - 2) policy on Remuneration; and
 - 3) amount of remuneration.
 - b. Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or members of the Board of Commissioners.
3. The obligations of the Nomination and Remuneration Committee members are as follows:
 - a. Prepare the Committee Work Program and Annual Budget Plan;

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| <p>b. Menyusun <i>self-assessment tool</i> dan melaksanakan <i>self-assessment</i> terhadap kinerja Komite Nominasi dan Remunerasi untuk kemudian hasilnya dilaporkan kepada Dewan Komisaris;</p> | <p>b. Prepare a self-assessment tool and carry out a self-assessment of the performance of the Nomination and Remuneration Committee and then report the results to the Board of Commissioners;</p> |
| <p>c. Mendokumentasikan hasil pelaksanaan tugas Komite dan menyampaikannya secara berkala kepada Dewan Komisaris, minimal 1 (satu) kali dalam 1 (satu) tahun;</p> | <p>c. Document the results of the implementation of the Committee's duties and submit them periodically to the Board of Commissioners, at least 1 (one) time in 1 (one) year;</p> |
| <p>d. Dalam menjalankan tugasnya, anggota Komite Nominasi dan Remunerasi wajib memperhatikan prinsip-prinsip Tata Kelola Perusahaan Yang Baik (<i>Good Corporate Governance</i>), Pedoman Tata Kelola Perusahaan, kebijakan internal perusahaan, kinerja keuangan perusahaan, prestasi atau pencapaian kerja individual, kewajaran, serta kesesuaian dengan strategi dan sasaran jangka panjang perusahaan;</p> | <p>d. The members of the Nomination and Remuneration Committee must comply with the principles of Good Corporate Governance, the Corporate Governance Guidelines, the company's internal policies, the company's financial performance, individual work achievements, fairness, and compatibility with the company's long-term strategies and goals;</p> |
| <p>e. Menjalankan tugas dan tanggung jawab dengan baik serta menjaga kerahasiaan seluruh data, dokumen, dan informasi perusahaan maupun segala hal yang diputuskan dalam Komite Nominasi dan Remunerasi;</p> | <p>e. Carry out duties and responsibilities well and maintain the confidentiality of all company data, documents, and information as well as all matters decided in the Nomination and Remuneration Committee;</p> |
| <p>f. Melaksanakan tugas-tugas lainnya yang berkaitan dengan Nominasi dan Remunerasi yang diberikan oleh Dewan Komisaris.</p> | <p>f. Carry out other tasks related to nomination and remuneration given by the Board of Commissioners.</p> |

K. PROSEDUR PELAKSANAAN FUNGSI NOMINASI DAN REMUNERASI

1. Terkait pelaksanaan fungsi Nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:
 - a. Menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;

K. PROCEDURES FOR IMPLEMENTING THE NOMINATION AND REMUNERATION FUNCTION

1. Regarding the implementation of the Nomination function, the Nomination and Remuneration Committee shall perform the following procedures:
 - a. Compile the composition and process of the nomination of members of the Board of Directors and/or members of the Board of Commissioners;

- b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
 - c. Membantu pelaksanaan evaluasi kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
 - d. Menyusun program pengembangan kemampuan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris;
 - e. Menelaah dan memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
2. Terkait pelaksanaan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:
- a. Melakukan penilaian dan evaluasi terhadap kinerja anggota Direksi dan/atau anggota Dewan Komisaris yang dikaitkan dengan target operasional perusahaan, sasaran jangka panjang perusahaan, serta kesesuaian antara strategi dan pencapaian aktual perusahaan;
 - b. Menyusun struktur dan besaran gaji/honorarium/insentif, dan/atau tunjangan yang diterima anggota Direksi dan/atau anggota Dewan Komisaris;
 - c. Menyusun kebijakan pemberian gaji/honorarium/insentif, dan/atau tunjangan yang diterima anggota
- b. Formulate policies and criteria required in the nomination process of candidates for members of the Board of Directors and/or members of the Board of Commissioners;
 - c. Assist the implementation of performance evaluation of members of the Board of Directors and/or members of the Board of Commissioners;
 - d. Preparing a capacity-building program for members of the Board of Directors and/or members of the Board of Commissioners;
 - e. Review and provide proposals for candidates who qualify 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.
2. Regarding the implementation of the Remuneration function, the Nomination and Remuneration Committee shall perform the following procedures:
- a. Conduct an assessment and evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners in relation to the company's operational targets and the company's long-term goals, as well as the suitability between the strategy and the actual achievement of the company;
 - b. Prepare the structure and amount of salary/honorarium/incentives and/or allowances received by members of the Board of Directors and/or members of the Board of Commissioners;
 - c. Formulating policies for the provision of salaries/honorarium/incentives and/or allowances received by

Direksi dan/atau anggota Dewan Komisaris;

members of the Board of Directors and/or members of the Board of Commissioners;

d. Melakukan evaluasi dan analisis terhadap struktur, kebijakan, dan besaran gaji/honorarium/insentif, dan/atau tunjangan yang telah ditetapkan bagi anggota Direksi dan/atau anggota Dewan Komisaris paling sedikit 1 (satu) kali dalam 1 (satu) tahun.

d. Evaluate and analyze the structure, policy, and amount of salary/honorarium/incentive, and/or allowances that have been determined for members of the Board of Directors and/or members of the Board of Commissioners at least 1 (one) time in 1 (one) year.

L. KEWENANGAN

1. Anggota Komite Nominasi dan Remunerasi memiliki wewenang untuk mengakses secara penuh dan tidak terbatas terhadap seluruh data, dokumen, informasi maupun kebijakan internal perusahaan serta sumber daya lainnya milik perusahaan yang berkaitan dengan Nominasi dan Remunerasi.
2. Anggota Komite Nominasi dan Remunerasi dapat bekerja sama dengan Sekretaris Perusahaan, komite-komite lain yang dibentuk baik oleh Direksi maupun Dewan Komisaris, direktorat keuangan maupun direktorat lainnya, unit rumah sakit maupun anak usaha, sepanjang berkaitan dengan fungsi Nominasi dan Remunerasi.
3. Apabila diperlukan, dengan biaya perusahaan, Komite Nominasi dan Remunerasi dapat bekerja sama dengan pihak ketiga atas persetujuan dari Dewan Komisaris.

L. AUTHORITY

1. Members of the Nomination and Remuneration Committee are authorized to have full and unlimited access to all data, documents, information and internal company policies and other resources belonging to the company relating to Nomination and Remuneration.
2. Members of the Nomination and Remuneration Committee may cooperate with the Corporate Secretary, other committees established by both the Board of Directors and the Board of Commissioners, the finance directorate and other directorates, hospital units and subsidiaries, as long as it is related to the Nomination and Remuneration function.
3. If necessary, at the company's expense, the Nomination and Remuneration Committee may cooperate with third parties with the approval of the Board of Commissioners.

M. PENYELENGGARAAN RAPAT DAN PENGAMBILAN KEPUTUSAN

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Komite Nominasi dan Remunerasi dapat dilaksanakan apabila:

M. ORGANISATION OF MEETINGS AND DECISION MAKING

1. Nomination and Remuneration Committee meetings are held periodically at least 1 (one) time in 4 (four) months.
2. The Nomination and Remuneration Committee Meeting may be held if:

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| <ul style="list-style-type: none"> a. Dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi; b. Salah satu dari mayoritas Komite Nominasi dan Remunerasi yang hadir merupakan Ketua Komite Nominasi dan Remunerasi. | <ul style="list-style-type: none"> a. Attended by the majority of the members of the Nomination and Remuneration Committee; b. One of the majority of the Nomination and Remuneration Committee members present is the Chairman of the Nomination and Remuneration Committee; |
| 3. Keputusan rapat Komite Nominasi dan Remunerasi wajib dilakukan berdasarkan musyawarah mufakat. | 3. Decisions of the Nomination and Remuneration Committee meetings shall be made based on consensus. |
| 4. Dalam hal keputusan berdasarkan musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak. | 4. In the event that a decision based on deliberation to reach consensus is not reached, the decision shall be made based on a majority vote. |
| 5. Dalam hal pengambilan keputusan berdasarkan suara terbanyak berjumlah sama, maka keputusan diambil oleh Ketua Komite Nominasi dan Remunerasi. | 5. In the event that the decision based on the majority vote is equal, the decision is made by the Chairman of the Nomination and Remuneration Committee. |
| 6. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut. | 6. In the event that the decision-making process has a difference of opinion, the difference of opinion must be contained in the minutes of the meeting along with the reasons for the difference of opinion. |
| 7. Hasil keputusan rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam bentuk risalah rapat yang ditandatangani oleh anggota Komite Nominasi dan Remunerasi yang hadir, didokumentasikan oleh perusahaan, serta disampaikan secara tertulis kepada Dewan Komisaris. | 7. The decision of the Nomination and Remuneration Committee meeting shall be set forth in the form of minutes of meeting signed by the members of the Nomination and Remuneration Committee present, documented by the company, and submitted in writing to the Board of Commissioners. |
| 8. Setiap anggota Komite Nominasi dan Remunerasi dan/atau Dewan Komisaris yang hadir dalam Rapat wajib menandatangani catatan kehadiran Rapat. | 8. Each member of the Nomination and Remuneration Committee and/or the Board of Commissioners present at the Meeting shall sign the attendance record of the Meeting. |

N. SISTEM PELAPORAN KEGIATAN DAN EVALUASI

1. Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung

N. ACTIVITY REPORTING SYSTEM AND EVALUATION

1. The Nomination and Remuneration Committee shall report on the

jawab, dan prosedur Nominasi dan Remunerasi sebagaimana dimaksud dalam Poin J dan Poin K Piagam ini kepada Dewan Komisaris.

2. Laporan sebagaimana dimaksud ayat (1) di atas merupakan bagian dari pelaksanaan tugas Dewan Komisaris dan disampaikan kepada RUPS.
3. Evaluasi kinerja anggota Komite Nominasi dan Remunerasi dilaksanakan setiap akhir tahun buku sampai berakhirnya masa kerja dengan menggunakan metode yang ditentukan bersama dalam rapat Dewan Komisaris.

O. PENGUNGKAPAN

1. Perusahaan wajib mengungkapkan pelaksanaan fungsi Komite Nominasi dan Remunerasi dalam :
 - a. Laporan Tahunan Perusahaan;
 - b. Situs Web Perusahaan.
2. Informasi mengenai pelaksanaan fungsi Nominasi dan Remunerasi yang diungkapkan dalam Laporan Tahunan Perusahaan paling sedikit memuat:
 - a. Pernyataan bahwa perusahaan telah memiliki pedoman pelaksanaan Nominasi dan Remunerasi baik yang punya Komite dan tidak;
 - b. Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.
3. Informasi mengenai pelaksanaan fungsi Nominasi dan Remunerasi yang diungkapkan dalam Situs Web Perusahaan paling sedikit memuat:
 - a. Piagam Komite Nominasi dan Remunerasi;

implementation of the Nomination and Remuneration duties, responsibilities and procedures as referred to in Point J and Point K of this Charter to the Board of Commissioners.

2. The report as referred to in paragraph (1) above is part of the implementation of the duties of the Board of Commissioners and is submitted to the GMS.
3. Performance evaluation of the Nomination and Remuneration Committee members is carried out at the end of each fiscal year until the end of the service period using a method determined jointly in the Board of Commissioners meeting.

O. DISCLOSURE

1. The Company shall disclose the implementation of the Nomination and Remuneration Committee function in :
 - a. Annual Report of the Company;
 - b. Company's website.
2. Information regarding the implementation of the Nomination and Remuneration function disclosed in the Company's Annual Report at least contains:
 - a. A statement that the company has guidelines for the implementation of Nomination and Remuneration, both those with a Committee and those without;
 - b. A brief description of the implementation of the duties and responsibilities of the Nomination and Remuneration Committee in the financial year.
3. Information regarding the implementation of the Nomination and Remuneration function disclosed in the Company's Website at least contains:
 - a. Nomination and Remuneration Committee Charter;

b. Uraian singkat mengenai tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.

b. A brief description of the duties and responsibilities of the Nomination and Remuneration Committee in the financial year.

P. KETENTUAN LAIN

1. Piagam ini berlaku efektif dan mengikat bagi anggota Komite Nominasi dan Remunerasi sejak tanggal ditetapkan oleh Dewan Komisaris sampai dengan adanya perubahan dan/atau pencabutan berdasarkan peraturan dan perundang-undangan yang berlaku.
2. Piagam ini akan dievaluasi secara berkala dan wajib dikaji ulang setiap 3 (tiga) tahun sekali, atau apabila dianggap perlu untuk disesuaikan dengan kebutuhan dan perkembangan perusahaan berdasarkan peraturan perundang-undangan yang berlaku.

P. OTHER CONDITIONS

1. This Charter is effective and binding for members of the Nomination and Remuneration Committee from the date it is determined by the Board of Commissioners until there are changes and/or revocations based on applicable laws and regulations.
2. This Charter will be evaluated periodically and must be reviewed every 3 (three) years, or if deemed necessary to be adjusted to the needs and development of the company based on applicable laws and regulations.
