



PT PANTAI INDAH KAPUK DUA Tbk

PIAGAM KOMITE NOMINASI DAN REMUNERASI
CHARTER OF NOMINATION AND REMUNERATION COMMITTEE

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I. PENDAHULUAN

I. 1. Deskripsi

Komite Nominasi & Remunerasi adalah komite yang dibentuk dan bertanggung jawab kepada Dewan Komisaris, yang bertujuan untuk membantu Dewan Komisaris di dalam pelaksanaan tugas dan tanggung jawabnya terkait dengan pemberian rekomendasi atas nominasi dan remunerasi dari anggota Dewan Komisaris dan Direksi, sesuai dengan prinsip-prinsip *Good Corporate Governance*.

Pembentukan Komite tersebut didasarkan pada ketentuan/peraturan perundang-undangan sebagai berikut:

1. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 Tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik ("POJK No. 34/2014") dan
2. Anggaran Dasar Perseroan.

I. 2. Tujuan

Komite Nominasi dan Remunerasi dibentuk dengan tujuan sebagai berikut:

1. Membantu tugas pengawasan Dewan Komisaris.
2. Memastikan kepatuhan terhadap POJK No. 34/2014, dan peraturan perundang-undangan lainnya serta hal-hal yang telah ditetapkan dalam Rapat Umum Pemegang Saham.
3. Membantu pelaksanaan tugas GCG Dewan Komisaris.

I. INTRODUCTION

I. 1. Description

Nomination & Remuneration Committee is established and responsible to the Board of Commissioners, for the purpose to assist the Board of Commissioners in carrying out their duties and responsibilities with regard to providing recommendations on nomination and remuneration of the members of Board of Commissioners and Board of Directors, in accordance with Good Corporate Governance principles.

The formation of such Committee is based on the following provisions/laws and regulations:

1. *Financial Service Authority Regulation No. 34/POJK.04/2014 dated 8th December 2014 concerning Nomination and Remuneration Committee of Issuer and Public Company ("POJK No.34/2014") and*
2. *The Company's Articles of Association.*

I. 2. Objective

The Nomination and Remuneration Committee is formed with the following objectives:

1. *To assist the supervisory duty of Board of Commissioners.*
2. *Ensuring compliance with POJK No. 34/2014, and any other regulations as well as the matters that have been resolved in General Meeting of Shareholders.*

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3. *Ensuring the implementation of good corporate governance duties of Board of Commissioners.*

II. KOMPOSISI, STRUKTUR, MASA TUGAS DAN KEANGGOTAAN

1. Anggota Komite Nominasi dan Remunerasi Perseroan paling sedikit terdiri dari 3 (tiga) orang dan terdiri dari 1 (satu) orang Ketua merangkap anggota merupakan Komisaris Independen dan 2 (dua) orang anggota lainnya yang memenuhi persyaratan sebagaimana Pasal 3 POJK No. 34/2014;
2. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan Dewan Komisaris.
3. Masa tugas anggota Komite Nominasi dan Remunerasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat diangkat kembali.

III. PERSYARATAN KEANGGOTAAN

Anggota Komite Nominasi dan Remunerasi wajib memenuhi persyaratan antara lain sebagai berikut :

1. Memiliki integritas, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan bidang pekerjaannya dan latar pendidikannya serta mampu berkomunikasi dengan baik.
2. Memenuhi ketentuan/persyaratan yang tercantum di dalam POJK No. 34/2014.
3. Anggota Direksi dilarang untuk menjadi anggota Komite Nominasi dan Remunerasi.

IV. TUGAS, TANGGUNG JAWAB DAN WEWENANG

Komite Nominasi dan Remunerasi bertugas dan bertanggung jawab untuk memberikan

II. COMPOSITION, STRUCTURE, TERM OF OFFICE AND MEMBERSHIP

1. *Nomination and Remuneration Committee members are consisting of at least 3 (three) persons and consisting of 1 (one) Head concurrently as member constitutes an Independent Commissioner, and 2 (two) other members fulfilling the requirements mentioned in Article 3 of POJK No. 34/2014;*
2. *Nomination and Remuneration Committee members are appointed and dismissed by Board of Commissioners based on decision/resolution of Board of Commissioners.*
3. *Nomination and Remuneration Committee members' term of office should not be longer than term of office of Board of Commissioner as stipulated in Articles of Association and can be re-appointed.*

III. MEMBERSHIP REQUIREMENTS

Nomination and Remuneration Committee members should meet the following requirements among others:

1. *Having integrity, capability, knowledge and experience which are adequate in accordance with their field of work and education background and be able to communicate well.*
2. *Complying with provisions/requirements stipulated in POJK No. 34/2014.*
3. *Member of Board of Directors is prohibited to become member of Nomination and Remuneration Committee.*

IV. DUTIES, RESPONSIBILITIES AND AUTHORITY

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rekomendasi kepada Dewan Komisaris, pada hal-hal antara lain sebagai berikut :

1. Terkait dengan kebijaksanaan remunerasi bagi anggota Dewan Komisaris dan Direksi:
 - a. Melakukan evaluasi terhadap kebijaksanaan remunerasi.
 - b. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijaksanaan remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham.
2. Terkait dengan kebijaksanaan nominasi bagi anggota Dewan Komisaris dan Direksi:
 - a. Memberikan rekomendasi mengenai kriteria serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris, dan Direksi.
 - b. Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.
3. Komite Nominasi dan Remunerasi memastikan bahwa kebijakan remunerasi memperhatikan :
 - a. Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan yang berlaku.
 - b. Prestasi kerja individu.
 - c. Kewajaran , dan
 - d. Pertimbangan sasaran dan strategis jangka panjang Perseroan.
4. Dalam hal anggota Komite Nominasi dan Remunerasi memiliki benturan kepentingan dengan usulan yang direkomendasikan, maka dalam usulan tersebut wajib diungkapkan adanya benturan kepentingan

The Nomination and Remuneration Committee is in charge of and responsible for providing recommendations to the Board of Commissioners, among others with regard to the following matters :

1. *Related to remuneration policy for the members of the Board of Commissioners and Board of Directors:*
 - a. *Carry out an evaluation on the remuneration policy.*
 - b. *Provide recommendations to the Board of Commissioners regarding the remuneration policy for the Board of Commissioners and Board of Directors for the purpose to be submitted to the General Meeting of Shareholders.*
2. *Related with the nomination policy for the members of the Board of Commissioners and Board of Directors:*
 - a. *Provide recommendations on the criteria and procedures for the selection and replacement of the members of the Board of Commissioners and Board of Directors.*
 - b. *Provide recommendations on the prospective candidate of the member of Board of Commissioners and/or Board of Directors to the Board of Commissioners to be submitted to the General Meeting of Shareholders.*
3. *The Nomination and Remuneration Committee shall ensure that the remuneration policy will consider the followings:*
 - a. *Financial performance and compliance with the reserve requirement as stipulated in the prevailing laws and regulations.*
 - b. *Individual job performance.*
 - c. *Fairness, and*
 - d. *Long term goals and Company's strategy..*

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serta pertimbangan-pertimbangan yang mendasari usulan tersebut.

V. TATA CARA DAN PROSEDUR PENYELENGGARAAN RAPAT.

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan sesuai dengan kebutuhan Perseroan, minimal 4 bulan sekali;
2. Rapat dapat diselenggarakan baik dengan kehadiran secara fisik maupun non fisik;
3. Rapat yang dihadiri secara non fisik dilakukan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya;
4. Rapat Komite Nominasi dan Remunerasi hanya dapat dilaksanakan bila dihadiri lebih dari 50% dari jumlah anggota dan salah satu yang hadir adalah Ketua Komite Nominasi dan Remunerasi;
5. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah untuk mufakat. Dalam hal keputusan musyawarah untuk mufakat tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.
6. Hasil Rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam Risalah Rapat dan didokumentasikan secara baik;
7. Perbedaan pendapat (*dissenting opinions*) atas keputusan Rapat wajib dicantumkan secara jelas dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut.

VI. PELAPORAN

Ketua Komite Nominasi dan Remunerasi menyampaikan laporan atas aktifitas Komite Nominasi dan Remunerasi kepada Dewan Komisaris. Laporan Komite Nominasi dan Remunerasi tersebut akan menjadi bagian laporan tugas pengawasan Dewan Komisaris di dalam RUPS.

4. In case the Nomination and Remuneration Committee members have conflict of interest with the recommended proposal, then in the proposal should be disclosed such conflict of interest as well as the considerations used in the proposal.

V. MANNERS AND PROCEDURES OF THE MEETING IMPLEMENTATION

- 1. Nomination and Remuneration Committee meeting shall be convened in accordance with the needs of the Company, at least 1 (one) time within 4 (four) months;*
- 2. The Meetings can be convened either in the physical and/or non-physical presence;*
- 3. Meetings carried out through non physical presence shall be convened via teleconference, video conference, or any other electronic media;*
- 4. Nomination and Remuneration Committee meetings can be convened if attended by more than 50 % of the number of the members, provided however, one of the attendee is the Head of Nomination and Remuneration Committee;*
- 5. Nomination and Remuneration Committee meeting resolution made based on deliberation for consensus. In case of consensus is unable to be achieved from deliberation, then resolution shall be made through vote castings;*
- 6. The results of Nomination and Remuneration Committee meeting shall be documented in the minutes of meeting and properly kept;*
- 7. Dissenting opinions on the resolution of the Nomination and Remuneration committee meeting shall be clearly mentioned in the minutes of meeting and the reasons for such disagreement.*

VI. REPORTING

Head of Nomination and Remuneration Committee submits report on the activities of the Nomination and Remuneration Committee to the Board of Commissioners. Report on the activities of the Nomination and Remuneration



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Committee will become a part of the report on the supervisory duty of the Board of Commissioners to the General Meeting of Shareholders.