

Periode dan Masa Jabatan Anggota Komite Nominasi & Remunerasi

Anggota Komite Nominasi & Remunerasi diangkat untuk masa kerja 5 (lima) tahun dengan memperhatikan masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan. Periode tugas anggota Komite Nominasi & Remunerasi yang berasal dari Dewan Komisaris tidak boleh lebih lama daripada masa jabatan Komisaris dan hanya bisa diangkat kembali hanya untuk 1 (satu) periode berikutnya

Piagam Komite Nominasi dan Remunerasi

Perseroan juga telah memiliki Piagam Komite Nominasi & Remunerasi tertanggal 17 Juli 2020 sebagai acuan Komite Nominasi & Remunerasi menjalankan tugas dan tanggung jawab sesuai dengan Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perseroan Publik ("POJK 34/2014")

Piagam Komite Audit

Perseroan juga telah memiliki Piagam Komite Audit tertanggal 17 Juli 2020 sebagai acuan Komite Audit menjalankan tugas dan tanggung jawab sesuai dengan Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit ("POJK 55/2015").

Frekuensi Rapat dan Kehadiran

Sepanjang 2021, Komite Nominasi & Remunerasi mengadakan 4 (empat) kali rapat formal secara online dengan tingkat kehadiran 100%.

Term and Period of the Nomination & Remuneration Committee Members

Members of the Nomination & Remuneration Committee are appointed for a 5 (five) year term by taking into consideration the Board of Commissioners' length of service as stipulated in the Company's Article of Association. The length of service of the Nomination & Remuneration Committee Members from the Board of Commissioners may not be longer than the length of service of the Commissioners and can only be reappointed for the next 1 (one) term.

Nomination & Remuneration Committee Charter

The Company also has a Nomination & Remuneration Committee Charter dated July 17, 2020, as a reference for the Nomination & Remuneration Committee to carry out its duties and responsibilities in accordance with the issuance of Financial Services Authority Regulation Number 34/POJK.04/2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies ("POJK 34/2014").

Audit Committee Charter

The Company also has an Audit Committee Charter dated July 17, 2020 as a reference for the Audit Committee to carry out its duties and responsibilities following the Financial Services Authority Regulation Number 55/POJK.04/2015 concerning the Establishment and Work Guidelines for the Audit Committee ("POJK 55/2015").

Meeting Frequency and Attendance

Throughout 2021, the Nomination & Remuneration Committee has held 4 (four) times online formal meeting with 100% attendance.



Tugas dan Tanggung Jawab

1. Terkait Fungsi Nominasi

- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
 - Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi, dan;
 - Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
- b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi.
- c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
- d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.

2. Terkait Fungsi Remunerasi

- a. Melakukan evaluasi terhadap kebijakan remunerasi serta evaluasi terhadap kesesuaian dengan pelaksanaan kebijakan remunerasi dari waktu ke waktu.
- b. Memberikan rekomendasi kepada Dewan Komisaris mengenai struktur, kebijakan dan besaran remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan dalam Rapat Umum Pemegang Saham Perseroan.
- c. Memberikan rekomendasi kepada Dewan Komisaris mengenai kerangka kebijakan remunerasi bagi Komite Komisaris dan pegawai secara keseluruhan yang sebelumnya telah disetujui oleh Direksi. Rekomendasi tersebut (jika ada) selanjutnya akan disampaikan oleh Dewan Komisaris kepada Direksi.

Duties and Responsibilities

1. Related to Nomination Function

- a. Provide recommendations to the Board of Commissioners concerning:
 - Composition of the positions of the Board of Directors and/or Commissioners;
 - Policy and criteria required in the Nomination process, and;
 - Performance evaluation policy for the Board of Directors and/or Board of Commissioners.
- b. Assist the Board of Commissioners in assessing the performance of the Board of Directors and/or Board of Commissioners based on benchmarks that have been prepared as evaluation materials.
- c. Provide recommendations to the Board of Commissioners regarding capability-building programs for the Board of Directors and/or Board of Commissioners, and
- d. Provide proposed candidates who meet the requirements as a member of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders.

2. Related to Remuneration Functions

- a. Evaluate the remuneration policy and its compliance with the implementation of the remuneration policy from time to time.
- b. Provide recommendations to the Board of Commissioners about the structure, policy, and amount of remuneration for the Board of Commissioners and the Board of Directors to be submitted at the General Meeting of the Company's Shareholders.
- c. Provide recommendations to the Board of Commissioners about the remuneration policy framework for the entire Commissioner Committees and employees, which has previously been approved by the Board of Directors. The recommendation (if any) will be submitted by the Board of Commissioners to the Board of Directors.

- d. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau Dewan Komisaris dan Komite Komisaris berdasarkan kriteria yang telah disusun sebagai bahan evaluasi.
- e. Komite wajib menjalankan prosedur remunerasi bagi anggota Dewan Komisaris dan Direksi sebagai berikut:
 - Menyusun struktur remunerasi berupa gaji, honorarium, insentif, dan tunjangan yang bersifat tetap dan variabel;
 - Menyusun kebijakan atas struktur remunerasi; dan
 - Menyusun besaran atas struktur remunerasi,
- f. Struktur, kebijakan, dan besaran remunerasi harus memiliki kelayakan, kepatutan, serta tolak ukur yang wajar dengan mempertimbangkan:
 - Remunerasi yang berlaku dalam sektor industri kegiatan usaha Perseroan dari waktu ke waktu;
 - Kinerja keuangan dan pemenuhan kewajiban keuangan Perseroan;
 - Prestasi kerja individual anggota Dewan Komisaris dan Direksi;
 - Kinerja, tugas, tanggung jawab, dan wewenang anggota Dewan Komisaris, Direksi; dan
 - Tujuan dan pencapaian kinerja jangka pendek atau panjang yang sesuai dengan strategi Perseroan.
- g. Komite dapat mempertimbangkan masukan dari anggota Direksi maupun Dewan Komisaris lainnya terkait kebijakan yang akan direkomendasikan.
- h. Struktur, kebijakan dan besaran Remunerasi harus dievaluasi oleh komite minimal 1 (satu) kali dalam setahun.
- i. Melaksanakan tugas lain yang diberikan Dewan Komisaris yang berkaitan dengan remunerasi sesuai dengan ketentuan yang berlaku.

- d. Assist the Board of Commissioners in assessing the performance of the Board of Directors and/or the Board of Commissioners as well as the Commissioner Committees based on the criteria that have been prepared as evaluation materials;
- e. The Committee must carry out the following remuneration procedures for the Board of Commissioners and the Board of Directors members, including:
 - Arranging the remuneration structure in the form of salaries, honorarium, incentives, and allowances that are fixed and variable;
 - Arranging the policy regarding the remuneration structure; and
 - Arranging the amount regarding the remuneration structure.
- f. The structure, policy and amount of remuneration must be feasible, proper, and reasonable within bounds considering the following conditions:
 - Remuneration that applies in the Company's industrial sector business activities from time to time;
 - Financial performance and fulfillment of the Company's financial obligations;
 - Individual work achievements of the Board of Commissioners and the Board of Directors;
 - Performance, duties, responsibilities and authorities of the Board of Commissioners and the Board of Directors; and
 - The goals and achievements of the short-term or long-term performance of cash are in accordance to the Company's strategy.
- g. The committee can consider input from other members of the Board of Directors and Commissioners regarding the policy that is going to be recommended
- h. The structure, policies and amount of remuneration must be evaluated by the committee at least once a year.
- i. Carry out other duties assigned by the Board of Commissioners related to remuneration in accordance with prevailing regulations



Tanggung Jawab

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

Responsibilities

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

Tanggal Pengesahan 17 Juli 2020
Atas Nama Dewan Komisaris
PT Solusi Sinergi Digital Tbk

