

**KEPUTUSAN Sirkuler Dewan Komisaris /
CIRCULAR DECISION OF THE BOARD OF COMMISSIONERS
PT KDB TIFA FINANCE Tbk
Nomor / Number : 001/COM/HO/03/25**

- Perihal /
Subject : **Perubahan *Nomination and Remuneration Committee Regulation /
Amendment to Nomination and Remuneration Committee Regulation***
- Menimbang /
With consideration : Dalam rangka optimalisasi peran dan fungsi pengawasan Dewan Komisaris PT KDB Tifa Finance Tbk ("Perseroan") khususnya terkait pembentukan Komite Nominasi dan Remunerasi yang merupakan salah satu Komite di bawah Dewan Komisaris, serta dalam rangka penyesuaian kebijakan internal Perseroan dengan kebijakan HQ sesuai rekomendasi HQ, perlu adanya perubahan *Nomination and Remuneration Regulation* yang ditetapkan dengan Keputusan Sirkuler Dewan Komisaris / *In the context of optimizing the role and supervisory function of the Board of Commissioners of PT KDB Tifa Finance Tbk ("Company"), especially regarding the establishment of Nomination and Remuneration Committee which is one of the Committee under the Board of Commissioners, as well as in the context of adjusting the Company's internal policy with HQ policy in accordance with HQ recommendations, it is necessary to amend the Nomination and Remuneration Regulation stipulated by Circular Decision of Board of Commissioners.*
- Memperhatikan /
With regard to :
 1. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas / *Law Number 40 of 2007 regarding Limited Liability Company.*
 2. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi / *Financial Services Authority Regulation Number 34/POJK.04/2014 regarding Nomination and Remuneration Committee.*
 3. Peraturan Otoritas Jasa Keuangan Nomor 29/POJK.05/2020 tentang Perubahan atas Peraturan Otoritas Jasa Keuangan Nomor 30/POJK.05/2014 tentang Tata Kelola Perusahaan Yang Baik Bagi Perusahaan Pembiayaan / *Financial Services Authority Regulation Number 29/POJK.05/2020 regarding Amendments to Financial Services Authority Regulation Number 30/POJK.05/2014 regarding Good Corporate Governance for Financing Company.*
 4. Anggaran Dasar Perseroan / *The Company's Article of Association.*
 5. Keputusan Sirkuler Dewan Komisaris Perseroan Nomor 007/COM/HO/09/21 tanggal 22 September 2021 tentang Pengesahan *Nomination and Remuneration Regulation / Circular Decision of the Board of Commissioners Number 007/COM/HO/09/21 dated 22 September 2021 regarding Ratification of Nomination and Remuneration Regulation.*

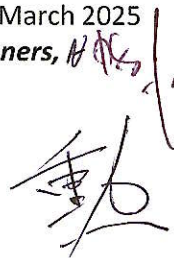
Keputusan /
Decisions

- : 1. Menetapkan dan mengesahkan perubahan **Nomination and Remuneration Regulation** Perseroan sebagaimana terlampir yang merupakan satu kesatuan yang tidak dapat dipisahkan dari Keputusan Sirkuler Dewan Komisaris / *Establish and ratify the changes of the Company's Nomination and Remuneration Regulation as attached which is an integral part of this Circular Decision of the Board of Commissioners.*
2. Dengan diberlakukannya Perubahan **Nomination and Remuneration Regulation** ini, maka Keputusan Sirkuler Dewan Komisaris Perseroan Nomor 007/COM/HO/09/21 tanggal 22 September 2021 tentang Pengesahan **Nomination and Remuneration Regulation** dicabut dan dinyatakan tidak berlaku / *With the enactment of this Amendment to Nomination and Remuneration Regulation, hence the Circular Decision of the Board of Commissioners Number 007/COM/HO/09/21 dated 22 September 2021 regarding Ratification of Nomination and Remuneration Regulation is revoked and declared invalid.*
3. Apabila dikemudian hari terdapat perubahan dan/atau penyesuaian terhadap Keputusan ini maka akan dilakukan perbaikan sebagaimana mestinya / *If later there are changes and/or adjustments to this Decision then improvements will be made as appropriate.*

Demikian Keputusan Sirkuler ini berlaku efektif sejak tanggal penandatanganan terakhir oleh Dewan Komisaris di bawah ini / *Thus this Circular Decision is effective as of the date of the last signing by the Board of Commissioners below.*

Dibuat pada tanggal / Made on : 24 Maret / March 2025

Dewan Komisaris / *The Board of Commissioners,*



Kwon Younghoon
Presiden Komisaris /
President Commissioner

Tanggal / Date: 10 / 04 / 2025



Choi Jung Sik
Komisaris Independen /
Independent Commissioner

Tanggal / Date: 21 / 03 / 2025



Antonius Hanifah Komala
Komisaris Independen /
Independent Commissioner

Tanggal / Date: 11 / 04 / 2025

NOMINATION AND REMUNERATION REGULATION

Approved on 11 APR 2025

1. TUJUAN

- 1.1 Dalam membantu pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris Perseroan wajib membentuk Komite Nominasi dan Remunerasi (selanjutnya disebut "Komite").
- 1.2 Komite wajib menyusun pedoman yang mengikat bagi setiap anggota Komite yang disetujui oleh Dewan Komisaris.

2. DASAR HUKUM

Dasar hukum pembentukan Komite adalah sebagai berikut:

- 2.1 Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas;
- 2.2 Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi;
- 2.3 Peraturan Otoritas Jasa Keuangan Nomor 29/POJK.05/2020 tentang Perubahan atas Peraturan Otoritas Jasa Keuangan Nomor 30/POJK.05/2014 tentang Tata Kelola Perusahaan yang Baik bagi Perusahaan Pembiayaan;
- 2.4 Anggaran Dasar Perseroan.

3. TUGAS, TANGGUNG JAWAB, DAN WEWENANG

- 3.1 Komite harus bertindak secara independen dalam melaksanakan

1. PURPOSE

- 1.1 In assisting the implementation of its duties and responsibilities, the Board of Commissioners of the Company is obliged to form a Nomination and Remuneration Committee (hereinafter referred to as the "Committee").
- 1.2 The Committee is obliged to prepare binding guidelines for each member of the Committee which is approved by the Board of Commissioners.

2. LEGAL BASIS

The legal basis for establishing the Committee are as follows:

- 2.1 Law Number 40 of 2007 concerning a Limited Liability Company;
- 2.2 Financial Services Authority Regulation Number 34/POJK.04/2014 regarding Nomination and Remuneration Committee;
- 2.3 Financial Services Authority Regulation Number 29/POJK.05/2020 regarding Amendments to Financial Services Authority Regulation Number 30/POJK.05/2014 regarding Good Corporate Governance for Financing Companies;
- 2.4 The Company's Article of Association.

3. DUTIES, RESPONSIBILITY, AND AUTHORITY

- 3.1 The committee must act independently in carrying out its duties. In carrying

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tugasnya. Dalam melaksanakan tugasnya, Komite bertanggung jawab kepada Dewan Komisaris.

3.1.1 Tentang Kebijakan Nominasi:

3.1.1.1 Memberikan rekomendasi kepada Dewan Komisaris terkait dengan:

- a. Komposisi Direksi dan/atau Dewan Komisaris;
- b. Kriteria dan kebijakan yang dipersyaratkan dalam proses Nominasi;
- c. Kebijakan evaluasi kinerja bagi Direksi dan/atau Dewan Komisaris.

3.1.1.2 Mengusulkan calon Direksi dan/atau Dewan Komisaris yang memenuhi syarat untuk diajukan kepada para pemegang saham dalam Rapat Umum Pemegang Saham Tahunan;

3.1.1.3 Merekomendasikan program pengembangan kompetensi yang lebih tinggi bagi Dewan Komisaris dalam rangka pengembangan kemampuan Direksi, Dewan Komisaris dan Dewan Pengawas Syariah;

3.1.1.4 Membantu Dewan Komisaris dalam mengevaluasi kinerja Direksi, Dewan Komisaris dan Dewan Pengawas Syariah berdasarkan tolok ukur yang ada.

out its duties, the Committee is responsible to the Board of Commissioners.

3.1.1 Concerning the Nomination Policy:

3.1.1.1 To provide recommendations to the Board of Commissioners relating to:

- a. The composition of the Board of Directors and/or the Board of Commissioners;
- b. The criteria and policy as required in the Nomination process;
- c. The performance evaluation policy for the Board of Directors and/or the Board of Commissioners.

3.1.1.2 To propose qualified candidates for the Board of Directors and/or the Board of Commissioners for submission to shareholders during the Annual General Meeting of Shareholders;

3.1.1.3 To recommend higher competency development programs for the Board of Commissioners in further developing the capabilities of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board;

3.1.1.4 To assist the Board of Commissioners in evaluating the performance of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board

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		based on existing benchmarks.
3.1.2	Tentang Kebijakan Remunerasi:	3.1.2 Concerning the Remuneration Policy:
3.1.2.1	Memberikan rekomendasi kepada Dewan Komisaris terkait dengan:	3.1.2.1 To provide recommendations to the Board of Commissioners relating to:
	a. Struktur Remunerasi;	a. The Remuneration structure;
	b. Kebijakan Remunerasi;	b. The Remuneration Policies;
	c. Jumlah Remunerasi	c. The Amount of Remuneration;
3.1.2.2	Membantu Dewan Komisaris dalam mengevaluasi kinerja Direksi, Dewan Komisaris dan Dewan Pengawas Syariah sesuai dengan Remunerasinya;	3.1.2.2 To assist the Board of Commissioners in evaluating the performances of Board of Directors, the Board of Commissioners and the Sharia Supervisory Board as correspond with their Remunerations.
3.1.3	Menjaga kerahasiaan semua dokumen dan informasi Perseroan.	3.1.3 To maintain confidentiality for all the Company's documents and information.
3.1.4	Melaksanakan tugas-tugas lain yang diperintahkan oleh Dewan Komisaris.	3.1.4 To perform other duties as instructed by the Board of Commissioners.
3.2	Dalam menjalankan tugasnya, Komite memiliki wewenang sebagai berikut:	3.2 In performing its duties, the Committee is authorized as follows:
3.2.1	Memiliki kebebasan akses namun tidak terbatas pada semua data Perseroan mengenai karyawan, dana, aset dan sumber daya Perseroan lainnya dalam melaksanakan tugasnya. Komite wajib menyampaikan hasil dan temuannya dalam bentuk laporan tertulis kepada Dewan Komisaris;	3.2.1 Has free and full access to but not limited to all the Company's data regarding its employees, funds, assets and other Company resources in carrying out its duties. The Committee is duly bound to provide the results and findings in a written report to the Board of Commissioners;
3.2.2	Dalam melaksanakan tugasnya, Komite wajib bekerja sama dengan Divisi Sumber Daya Manusia dan	3.2.2 In carrying out its duties, the Committee must collaborate with the Human Resources Division and

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seluruh divisi terkait lainnya;
3.2.3 Dapat menunjuk pihak ketiga (orang atau perusahaan) untuk membantu pelaksanaan tugasnya.

all other related divisions;
3.2.3 May appoint a third party (person or company) to assist in carrying out its duties.

4. KOMPOSISI DAN STRUKTUR

4. THE COMPOSITION AND STRUCTURE

4.1 Anggota Komite diangkat oleh, diberhentikan oleh dan bertanggung jawab penuh kepada Dewan Komisaris.

4.1 The Committee members shall be appointed by, dismissed by and be wholly responsible to the Board of Commissioners.

4.2 Komite minimal terdiri dari 3 (tiga) orang anggota, dengan ketentuan:

4.2 The committee must consist of at least 3 (three) members, provided that:

4.2.1 1 (satu) orang ketua merangkap anggota yang merupakan Komisaris Independen;

4.2.1 1 (one) chairman who is also a member, who is an Independent Commissioner;

4.2.2 Anggota lainnya yang dapat berasal dari:

4.2.2 Other members who may come from:

4.2.2.1 anggota Dewan Komisaris;

4.2.2.1 members of the Board of Commissioners;

4.2.2.2 pihak dari luar Perseroan; atau

4.2.2.2 parties from outside the Company; or

4.2.2.3 pihak yang menduduki jabatan manajerial 1 (satu) tingkat di bawah Direksi yang membawahi sumber daya manusia.

4.2.2.3 parties holding managerial positions 1 (one) level under the Board of Directors in charge of human resources.

4.3 Komite diketuai oleh Komisaris Independen;

4.3 The Committee shall be chaired by an Independent Commissioner;

4.4 Direksi Perseroan dilarang menjadi anggota Komite;

4.4 Company Directors are prohibited to become Committee members;

4.5 Manajer yang melapor kepada Direktur yang membawahi Sumber Daya Manusia tidak diizinkan menjadi bagian dari komite;

4.5 Managers reporting to the Human Resource Director are not allowed to be part of the committee;

4.6 Kualifikasi anggota Komite adalah sebagai berikut:

4.6 Qualifications for the Committee members are as follows:

4.6.1 Memiliki integritas tertinggi, kemampuan, pengetahuan, pengalaman, dengan keterampilan komunikasi yang kuat dan latar belakang pendidikan yang sesuai;

4.6.1 Possess the highest integrity, capability, knowledge, experience, with strong communication skills and an appropriate educational background;

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- 4.6.2 Tidak memiliki kepentingan pribadi atau benturan kepentingan yang dapat berdampak negatif terhadap Perseroan;
- 4.6.3 Kemampuan untuk bekerja dan berkomunikasi secara efektif dalam tim;
- 4.6.4 Kesiapan untuk terus meningkatkan kompetensi melalui pendidikan dan pelatihan;
- 4.6.5 Anggota Komite yang berasal dari pihak Independen di luar Perseroan harus memiliki kualifikasi sebagai berikut:
 - 4.6.5.1 Tidak terafiliasi dengan Perseroan, Direksi, Dewan Komisaris atau pemegang saham mayoritas;
 - 4.6.5.2 Berpengalaman dalam Nominasi dan Remunerasi;
 - 4.6.5.3 Tidak memiliki rangkap jabatan di semua komite lain di Perseroan.

- 4.6.2 No self interest or conflict of interest which may negatively impact the Company;
- 4.6.3 Ability to work and communicate effectively in a team;
- 4.6.4 Willingness to continuously improve competency through education and training;
- 4.6.5 Committee members who are from Independent parties outside the Company must be qualified as follows:
 - 4.6.5.1 Not affiliated with the Company, the Board of Directors, the Board of Commissioners or the majority shareholder;
 - 4.6.5.2 Experienced in Nomination and Remuneration;
 - 4.6.5.3 No other concurrent position in all other committees within the Company.

5. IMPLEMENTASI DAN PROSEDUR KERJA

- 5.1 Dalam menjalankan fungsi nominasi, Komite wajib melaksanakan prosedur sebagai berikut:
 - 5.1.1 Menyusun komposisi dan proses nominasi anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah;
 - 5.1.2 Merumuskan kebijakan dan kriteria yang diperlukan dalam proses nominasi calon anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah;

5. IMPLEMENTATION AND WORK PROCEDURES

- 5.1 In carrying out the nomination functions, the Committee is required to carry out the following procedures:
 - 5.1.1 Compile the composition and nomination process for members of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board;
 - 5.1.2 Formulate the policies and criteria required in the nomination process for members of the Board of Directors, the Board of Commissioners and the Sharia Supervisory Board Candidates;

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| <p>5.1.3 Membantu melakukan evaluasi kinerja anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah;</p> <p>5.1.4 Merumuskan program pengembangan kapasitas anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah; dan</p> <p>5.1.5 Menelaah dan mengusulkan calon yang memenuhi persyaratan sebagai anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah.</p> <p>5.1.6 Dalam menjalankan fungsi remunerasi, Komite wajib melaksanakan prosedur sebagai berikut:</p> <p style="padding-left: 20px;">5.1.6.1 Menyusun struktur remunerasi bagi anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah;</p> <p style="padding-left: 20px;">5.1.6.2 Merumuskan kebijakan remunerasi bagi anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah; dan</p> <p style="padding-left: 20px;">5.1.6.3 Menyusun besaran remunerasi bagi anggota Direksi, Dewan Komisaris dan Dewan Pengawas Syariah.</p> | <p>5.1.3 Assist in the evaluation of the performance of members of the Board of Directors, the Board of Commissioners and Sharia Supervisory Board;</p> <p>5.1.4 Formulate capacity building programs for members of the Board of Directors, the Board of Commissioners and Sharia Supervisory Board; and</p> <p>5.1.5 Review and propose candidates who meet the requirements as members of the Board of Directors, the Board of Commissioners and Sharia Supervisory Board.</p> <p>5.1.6 In carrying out its remuneration function, the Committee is required to carry out the following procedures:</p> <p style="padding-left: 20px;">5.1.6.1 Compile a remuneration structure for members of the Board of Directors, Board of Commissioners and Sharia Supervisory Board;</p> <p style="padding-left: 20px;">5.1.6.2 Formulate a policy on remuneration for members of the Board of Directors, Board of Commissioners and Sharia Supervisory Board; and</p> <p style="padding-left: 20px;">5.1.6.3 Compile the amount of remuneration for members of the Board of Directors, Board of Commissioners and Sharia Supervisory Board.</p> |
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6. RAPAT KOMITE

- 6.1 Komite wajib mengadakan setidaknya 1 (satu) kali rapat setiap 4 (empat) bulan;
- 6.2 Rapat Komite hanya dapat dilakukan jika:
- 6.2.1 Dihadiri oleh mayoritas anggota

6. MEETINGS OF THE COMMITTEE

- 6.1 The Committee must hold at least 1 (one) meeting every 4 (four) months;
- 6.2 Committee meetings can only be held if:
- 6.2.1 It is attended by the majority of the

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Komite;	Committee members;
6.2.2 Salah satu dari mayoritas anggota Komite yang hadir adalah ketua.	6.2.2 One of majority ccommittee member in attendance is the chairman.
6.3 Semua Keputusan yang disepakati oleh Komite harus berdasarkan musyawarah untuk mufakat. Jika Keputusan tidak diambil berdasarkan musyawarah untuk mufakat, maka keputusan diambil berdasarkan suara terbanyak dengan hak 1 (satu) orang anggota 1 (satu) suara;	6.3 All Resolutions agreed by the Committee shall be based on deliberation and consensus. If Resolutions are not be based on deliberation and consensus, the decision shall be based on votes by the majority with 1 (one) member 1 (one) vote entitlement;
6.4 Rapat akan dipimpin oleh Ketua;	6.4 The Meeting shall be chaired by the Chairman;
6.5 Risalah Rapat harus didokumentasikan dengan baik dan ditandatangani oleh setiap Anggota Komite;	6.5 Minutes of the Meeting shall be duly documented and signed by each Committee Member;
6.6 Perbedaan pendapat (<i>Dissenting Opinions</i>) dalam Rapat wajib didokumentasikan dengan jelas dalam risalah rapat termasuk alasannya;	6.6 Dissenting Opinions in the Meeting shall be clearly documented in the minutes of meeting including the reasons;
6.7 Risalah Rapat sebagaimana dimaksud dalam butir 6.5 di atas wajib disampaikan oleh Komite kepada Dewan Komisaris.	6.7 Minutes of the Meeting as referred to in point 6.5 above shall be submitted by Committee to the Board of Commissioners.
7. NILAI DAN ETIKA KERJA	7. VALUE AND WORK ETHICS
7.1 Komite harus bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya;	7.1 The Committee must act independently in carrying out its duties and responsibilities;
7.2 Setiap anggota Komite wajib mematuhi Kode Perilaku, Kode Etik dan peraturan perusahaan yang berlaku di Perseroan;	7.2 Every member of the Committee must follow the Code of Conduct, Code of Ethics and company regulations as applied in the Company;
7.3 Komite dilarang mengambil keuntungan baik secara langsung maupun tidak langsung dari kegiatan Perseroan yang dapat menimbulkan kerugian bagi Perseroan.	7.3 The Committee is prohibited to profit either directly or indirectly from the activities of the Company that may cause losses to the Company.
8. PELAPORAN	8. REPORTING
8.1 Komite wajib menyampaikan laporan mengenai tugas, tanggung jawab dan	8.1 The Committee must submit a report about their duties, responsibilities and

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prosedur Nominasi dan Remunerasi kepada Dewan Komisaris. Laporan tersebut harus dimuat dalam Laporan Tahunan dan Situs Web Perseroan. Informasi mengenai fungsi dan pelaksanaan Nominasi dan Remunerasi harus dilaporkan sebagai berikut:

8.1.1 Laporan Tahunan

8.1.1.1 Pernyataan bahwa Perseroan memiliki Piagam;

8.1.1.2 Uraian singkat mengenai tugas dan tanggung jawab Komite pada tahun buku.

8.1.2 Situs Web Perseroan

8.1.2.1 Piagam Komite;

8.1.2.2 Uraian singkat mengenai tugas dan tanggung jawab Komite pada tahun buku.

8.2 Laporan Komite merupakan bagian dari tugas Dewan Komisaris dan wajib disampaikan dalam Rapat Umum Pemegang Saham.

9. MASA JABATAN KOMITE

9.1 Anggota Komite diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris;

9.2 Anggota Komite diangkat untuk masa jabatan tertentu dan dapat diangkat kembali;

9.3 Masa jabatan anggota Komite paling lama sama dengan masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan.

procedures of Nomination and Remuneration to the Board of Commissioners. The Report must be published in the Annual Report and the Company Website. Information about the function and implementation of Nomination and Remuneration must be reported as follows:

8.1.1 Annual Report

8.1.1.1 Statement that the Company possess the Charter;

8.1.1.2 A short description of the duties and responsibilities of the Committee in the financial year.

8.1.2 Website of the Company

8.1.2.1 The Charter of the Committee;

8.1.2.2 A short description of the duties and responsibilities of the Committee in the financial year.

8.2 The report from the Committee forms part of the duties of the Board of Commissioners and must be conveyed during the General Meeting of Shareholders.

9. SERVICE PERIOD OF THE COMMITTEE

9.1 Members of the Committee are appointed and dismissed based on the decision of the meeting of the Board of Commissioners;

9.2 Members of the Committee are appointed for a certain term of office and can be reappointed;

9.3 The term of office of the members of the Committee not later than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association.

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10. PROSES PENGANTIAN KOMITE

- 10.1 Apabila seorang anggota Dewan Komisaris yang ditunjuk menjadi anggota komite mengundurkan diri sebagai Komisaris sebelum masa jabatannya berakhir, maka jabatannya dapat digantikan oleh anggota Dewan Komisaris lainnya dalam jangka waktu 30 (tiga puluh) hari sejak tanggal pengunduran dirinya;
- 10.2 Apabila seorang anggota Dewan Komisaris yang juga menjabat sebagai Ketua Komite mengundurkan diri dari jabatannya sebagai Komisaris, maka jabatannya sebagai Ketua Komite harus digantikan oleh Komisaris Independen dalam jangka waktu 90 (sembilan puluh) hari;
- 10.3 Apabila pihak Independen yang menjadi anggota Komite mengundurkan diri, maka harus dicarikan penggantinya dalam waktu 30 (tiga puluh) hari sejak pengunduran dirinya.

11. PENUTUP

Kebijakan Komite Nominasi dan Remunerasi ini akan ditinjau kembali secara berkala sesuai dengan perkembangan Perseroan dan perubahan peraturan perundang-undangan yang berlaku. Hal-hal yang belum diatur dalam Kebijakan ini akan diatur dalam Keputusan Dewan Komisaris. Kebijakan ini berlaku sejak tanggal ditetapkan.

10. PROCESS OF REPLACEMENT FOR THE COMMITTEE

- 10.1 If a member of the Board of Commissioners who is appointed to be a committee member resigns as a Commissioner before his/her term is over, the position may be replaced by another member of the Board of Commissioners within 30 (thirty) days after the date of his/her resignation;
- 10.2 If a member of the Board of Commissioners who is also the Chairman of the Committee resigns from his/her post as a Commissioner, his/her position as Chairman of the Committee must be replaced by an Independent Commissioners within 90 (ninety) days;
- 10.3 If an Independent party who is a member of the Committee resigns, a replacement must be found within 30 (thirty) days from his/her resignation.

11. CLOSING

This Nomination and Remuneration Committee Policy will be reviewed periodically in accordance with the Company's development and changes to the applicable laws and regulations. Any items which are not regulated in this Policy will be regulated by the Resolution of the Board of Commissioners. This Policy is effective from the date of stipulation.

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