



PT Bank UOB Indonesia

***Pedoman dan Tata Tertib Kerja Komite
Remunerasi dan Nominasi /
Work Guidelines and Regulations of
Remuneration and Nomination Committee***

November 2017

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**Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi
/ Work Guidelines and Regulations of Remuneration and
Nomination Committee**

**DAFTAR VERSI DAN PERUBAHAN/
VERSION LIST AND AMENDMENTS**

Bulan / Tahun Month/ Year	Keterangan Perubahan/ Amendment	Diupdate Oleh/ Updated By	Disetujui Oleh/ Approved By
Oktober 2014	- Perubahan pada Pasal 2 mengenai Keanggotaan Komite terkait dengan masa jabatan anggota Komite / <i>Amendment to the Article 2 concerning Membership of the Committee relating to the term of office of members of the Committee</i>	<i>Corporate Services</i>	Dewan Komisaris/ <i>Board of Commissioners</i>
November 2015	<ul style="list-style-type: none">- Menyesuaikan latar belakang Pedoman dengan menambahkan Peraturan OJK baru terkait dengan Komite RNC/ <i>Adjusting the background of the Guidelines by adding new OJK Regulation relating to the Committee</i>- Perubahan pada Pasal 2 mengenai Keanggotaan Komite terkait dengan prosedur penggantian anggota Komite/ <i>Amendment to the Article 2 concerning Membership of the Committee relating to the procedure of replacing Committee members</i>- Terdapat tambahan atas tugas dan tanggung jawab Komite sesuai dengan Peraturan OJK yang baru/ <i>Addition on the duties and responsibilities of the Committee in accordance with new OJK regulation ;</i>- Perubahan lainnya/ other revisions.	<i>Corporate Services</i>	Dewan Komisaris/ <i>Board of Commissioners</i>
November	- Menyesuaikan latar belakang	<i>Corporate</i>	Dewan

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2017	<p>Pedoman dengan mengganti Peraturan BI menjadi Peraturan OJK dan menambahkan Peraturan OJK baru terkait dengan remunerasi bagi bank umum/ <i>Adjusting the background of the Guidelines by replacing the BI Regulation into OJK Regulation and adding new OJK Regulations concerning remuneration for commercial banks.</i></p> <ul style="list-style-type: none">- Terdapat tambahan atas tugas dan tanggung jawab Komite sesuai dengan Peraturan OJK yang baru/ There are additional duties and responsibilities of the Committee in accordance with the new OJK Rules;- Perubahan lainnya/ Other revisions.	<i>Services</i>	<i>Komisaris/ Board of Commissioners</i>
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A. PENDAHULUAN

1. Latar Belakang

Komite Remunerasi dan Nominasi (“Komite”) membantu Dewan Komisaris dalam memenuhi tugas dan tanggung jawab pengawasannya terkait implementasi dan evaluasi kebijakan remunerasi dan nominasi Bank.

Dalam melaksanakan tugasnya, Komite senantiasa memperhatikan peraturan-peraturan sebagai berikut:

- a. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik;
- b. Peraturan Otoritas Jasa Keuangan No. 45/POJK.03/2015 tanggal 23 Desember 2015 tentang Penerapan Tata Kelola dalam Pemberian Remunerasi bagi Bank Umum;
- c. Surat Edaran Otoritas Jasa Keuangan No. 40/SEOJK.03/2016 tentang Penerapan Tata Kelola dalam Pemberian Remunerasi bagi Bank Umum;
- d. Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank

A. INTRODUCTION

1. Background

The Remuneration and Nomination Committee (“Committee”) assists the Board of Commissioners in fulfilling its supervisory duties and responsibilities regarding implementation and evaluation on the Bank’s policies on remuneration and nomination.

In the execution of its duties, Committee shall observe regulations below:

- a. The Regulation of the Financial Services Authority No.34/POJK.04/2014 dated 8 December 2014 regarding Nomination and Remuneration Committee of the Issuer or Public Company;
- b. The Financial Services Authority Regulation No.45/POJK.03/2015 dated 23 December 2015 regarding Implementation of Governance in Providing Remuneration for Commercial Banks;
- c. Circular Letter of the Financial Services Authority No.40/SEOJK.03/2016 regarding Implementation of Governance in Providing Remuneration for Commercial Banks;
- d. The Financial Services Authority Regulation No.55/POJK.03/2016

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Umum;

regarding Implementation of Good Corporate Governance for Commercial Bank;

e. Surat Edaran Otoritas Jasa Keuangan No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum;

e. Circular Letter of the Financial Services Authority No.13/SEOJK.03/2017 regarding Implementation of Good Corporate Governance for Commercial Banks;

f. Berdasarkan keputusan rapat Dewan Komisaris yang dilaksanakan pada tanggal 21 November 2017.

f. Based on the decision of Board of Commissioners meeting held on 21 November 2017.

2. Tujuan

Pedoman dan Tata Tertib Kerja berikut merupakan sebagai dasar dan komitmen Komite dalam membantu Dewan Komisaris memenuhi tugas dan tanggung jawab pengawasannya.

2. Purposes

The Work Guidelines and Regulations as basis and commitment of the Committee to assist the Board of Commissioners in fulfilling its supervisory duties and responsibilities

B. ISI KETENTUAN

**Pasal 1
Definisi**

1. **Bank** adalah PT Bank UOB Indonesia.
2. **Komite Remunerasi dan Nominasi** adalah komite yang dibentuk oleh dan bertanggungjawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Remunerasi dan Nominasi bagi anggota Dewan Komisaris, anggota Direksi dan anggota Komite-komite yang bertanggung jawab kepada Dewan Komisaris. Selain itu, Komite juga memberikan rekomendasi

B. CONTENT

**Article 1
Definition**

1. **Bank** is PT Bank UOB Indonesia.
2. **Remuneration and Nomination Committee** is a committee established by and reporting to the Board of Commissioners to assist the Board of Commissioners in performing their function and duties related to Remuneration and Nomination of members of the Board of Commissioners and Board of Directors, and Member of

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atas nominasi Pejabat Eksekutif Senior.

Committees reporting to the Board of Commissioners. In addition the Committee also provide recommendation on nomination of Senior Executive Officer.

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| <p>3. Dewan Komisaris adalah organ Bank yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan anggaran dasar serta memberi nasihat kepada Direksi.</p> <p>4. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen.</p> <p>5. Pihak Independen adalah pihak di luar Bank yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris, anggota Direksi dan/atau pemegang saham pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.</p> <p>6. Direksi adalah organ Bank yang berwenang dan bertanggung jawab atas pengurusan Bank untuk kepentingan Bank, sesuai dengan maksud dan tujuan Bank serta mewakili Bank, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan anggaran dasar.</p> | <p>3. The Board of Commissioners is an organ of the Bank with a duty to perform general and/or specific oversight pursuant to the articles of association and to advise the Board of Directors.</p> <p>4. Independent Commissioner is a member of the Board of Commissioner having no financial, management, shareholding and/or family relationship with any other member of the Board of Commissioners, the Board of Directors and/or controlling shareholders or any other relationship which may influence his/her ability to act independently.</p> <p>5. Independent Party is a party external to the Bank having no financial, management, shareholding and/or family relationship with the Board of Commissioners, the Board of Directors and/or controlling shareholders or any relationship with the Bank which may influence his/her ability to act independently.</p> <p>6. The Board of Directors is an organ of the Bank which is authorised and responsible for management of the Bank in the Bank's interest, in accordance with the purpose and objectives of the Bank as well as represents the Bank, both inside and</p> |
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7. **Pejabat Eksekutif Senior** adalah Pejabat Eksekutif yang diangkat oleh Direksi dengan persetujuan Dewan Komisaris berdasarkan rekomendasi dari Komite Remunerasi dan Nominasi untuk memimpin suatu fungsi yang strategis di tingkat manajemen.
8. **Pejabat Eksekutif** adalah pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh yang signifikan terhadap kebijakan dan/atau operasional Bank, sebagaimana diatur dalam ketentuan Bank Indonesia dan/atau Otoritas Jasa Keuangan

outside the court of law pursuant to the provisions of the articles of association.

7. **Senior Executive Officer** is an Executive Officer who is appointed by the Board of Directors and approved by Board of Commissioners based on the recommendation of Remuneration and Nomination Committee to lead a strategic function at management level.
8. **Executive Officer** is the officer directly responsible to the Board of Directors or possessing significant influence towards policy and/or operation of the Bank, as provided for by the provisions of Bank Indonesia and/or Financial Services Authority.

Pasal 2

Komposisi, Struktur dan Persyaratan Keanggotaan

1. Anggota Komite paling kurang terdiri dari 3 (tiga) orang anggota, yang merupakan :
 - a. 1 (satu) orang Ketua merangkap anggota, yang merupakan Komisaris Independen.
 - b. 1 (satu) orang anggota Dewan Komisaris.
 - c. 1 (satu) orang Pejabat Eksekutif yang membidangi sumber daya manusia atau perwakilan pegawai.
2. Dalam hal anggota Komite ditetapkan lebih dari 3 (tiga) orang, maka :
 - a. anggota Komisaris Independen paling kurang berjumlah 2 (dua) orang.

Article 2

Composition, Structure and Criteria of Membership

1. Members of the Committee shall comprise at least 3 (three) members :
 - a. 1 (one) Chairman concurrently member, who is an Independent Commissioner.
 - b. 1 (one) Board of Commissioners members.
 - c. 1 (one) Executive Officer in charge of human resources or staff representative
2. In the event that the number of Committee members is determined to be more than 3 (three) persons :
 - a. the number of Independent Commissioners as members must

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| <p>b. anggota ke-4 atau anggota berikutnya dapat berasal dari pihak luar Bank, sepanjang pihak luar Bank tersebut memenuhi kriteria pada ayat (4) di bawah.</p> <p>3. Anggota Komite lainnya selain Komisaris Independen sebagaimana ayat (1) huruf a di atas, sebagian besar atau mayoritas tidak berasal dari pihak yang menduduki jabatan manajerial di bawah Direktur yang membidangi sumber daya manusia.</p> <p>4. Anggota Komite yang berasal dari luar Bank sebagaimana ayat (2) huruf b di atas, memenuhi syarat:</p> <p>a. tidak mempunyai hubungan afiliasi dengan Bank, anggota Direksi, anggota Dewan Komisaris atau Pemegang Saham Utama Bank;</p> <p>b. memiliki pengalaman terkait Nominasi dan/atau Remunerasi;</p> <p>c. tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki oleh Bank</p> <p>5. Anggota Komite tidak diperkenankan berasal dari anggota Direksi Bank atau Direksi bank lain.</p> <p>6. Ketua Komite hanya dapat merangkap jabatan sebagai Ketua dari 1 (satu) Komite lain pada Bank.</p> <p>7. Masa jabatan anggota Komite adalah selama 2 tahun. Anggota Komite</p> | <p>consist of at least 2 (two) persons.</p> <p>b. the fourth or subsequent members may be individuals external to the Bank, insofar that they fulfill the criteria specified in point (4) below.</p> <p>3. Majority of members of the Committee other than Independent Commissioners as referred to in point (1) a above, are not individuals assuming managerial positions under the Director in charge of human resources.</p> <p>4. Members of the Committee who are individuals external to the Bank as referred to in point (2) b above meet the following requirements:</p> <p>a. having no affiliated relationship with the Bank, any members of the Board of Directors, the Board of Commissioners or Ultimate Shareholder of the Bank;</p> <p>b. having experience related to Nomination and/or Remuneration;</p> <p>c. holding no double position as members of other committees of the Bank.</p> <p>5. Members of the Board of Directors of the Bank or the Board of Directors of any other banks cannot serve as members of the Committee.</p> <p>6. Chairman of Committee may only concurrently serve as Chairman of 1 (one) other Committee within the Bank.</p> <p>7. The term of office of the Committee members is for 2 (two) years.</p> |
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Remunerasi dan Nominasi yang masa jabatannya telah berakhir, dapat diangkat kembali.

Remuneration and Nomination Committee members whose term of office has expired may be reappointed.

8. Anggota Komite diangkat dan diberhentikan berdasarkan keputusan Rapat Dewan Komisaris.

8. Members of the Committee are appointed and dismissed based on the decision of the Board of Commissioners Meeting.

9. Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Remunerasi dan Nominasi dimaksud tidak dapat lagi melaksanakan fungsinya.

9. Replacement of any member of the Committee who is not a member of the Board of Commissioners must be made no later than 60 (sixty) days from the date on which the said member of the Remuneration and Nomination Committee is no longer in position.

10. Anggota Komite tidak dapat lagi melaksanakan fungsinya apabila anggota Komite diberhentikan berdasarkan keputusan rapat Dewan Komisaris, dengan alasan antara lain:

10. Members of the Committee can no longer perform their function if they are dismissed based on the decision of Board of Commissioners meeting, for any of the following reasons:

- a. Meninggal dunia;
- b. Mengundurkan diri; atau
- c. Berhalangan tetap sehingga tidak dapat melaksanakan tugas atau diperkirakan secara medis tidak dapat melaksanakan tugas lebih dari 6 (enam) bulan berturut-turut.

- a. Demise;
- b. Resignation; or
- c. Permanently unavailable rendering them unable to perform their duties or have been medically diagnosed to be unable to perform their duties for more than 6 (six) consecutive months

11. Bank akan mendokumentasikan keputusan mengenai pengangkatan dan pemberhentian anggota Komite.

11. The Bank documents decisions on the appointment and dismissal of members of the Committee.

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**Pasal 3
Tugas dan Tanggung Jawab**

1. Komite bertindak independen dalam melaksanakan tugasnya.
2. Dalam melaksanakan tugasnya, Komite bertanggung jawab kepada Dewan Komisaris.
3. Melakukan evaluasi dan memberikan masukan terhadap kebijakan – kebijakan serta perkembangan yang terjadi terkait Sumber Daya Manusia tidak hanya terbatas pada Dewan Komisaris, Direksi namun untuk seluruh karyawan.

**Article 3
Duties and Responsibilities**

1. The Committee acts independently in performing its duties.
2. In performing its duties, the Committee reports to the Board of Commissioners
3. Evaluate and provide input to current policies and update on matters related to Human Resources, not just limited to Board of Commissioners, Board of Directors but for all employees.

Fungsi Remunerasi

4. Terkait dengan kebijakan remunerasi, Komite mempunyai tugas dan tanggung jawab paling kurang :
 - a. Melakukan evaluasi terhadap kebijakan remunerasi yang didasarkan atas kinerja, risiko, kewajaran dengan *peer group*, sasaran, dan strategi jangka panjang Bank, pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan dan potensi pendapatan Bank dimasa yang akan datang.
 - b. Menyampaikan hasil evaluasi dan rekomendasi kepada Dewan Komisaris mengenai :
 - i. Kebijakan remunerasi bagi anggota Dewan Komisaris dan anggota Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham;
 - ii. Kebijakan remunerasi bagi

Remuneration Function

4. Related to Remuneration Policy, the Committee has duties and responsibilities as follows:
 - a. Perform evaluation towards remuneration policy by taking into consideration on performance, risk, peer group, target, and Bank's long-term strategy, fulfillment of general reserve as stipulated in the regulations and Bank's potential income in the future.
 - b. Provide evaluation and recommendations to the Board of Commissioners concerning:
 - i. Remuneration policy for the Board of Commissioners and Directors to be submitted to the General Meeting of Shareholders;
 - ii. Remuneration policy for

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| <p>Pejabat Eksekutif Senior, Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi;</p> <p>iii. Struktur remunerasi anggota Dewan Komisaris, Direksi dan Pejabat Eksekutif Senior;</p> <p>iv. Besaran remunerasi anggota Dewan Komisaris dan anggota Direksi;</p> <p>v. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.</p> <p>c. Menyampaikan hasil evaluasi dan rekomendasi kepada Direksi mengenai besaran total framework remunerasi Pejabat Eksekutif Senior.</p> <p>d. Memastikan bahwa Kebijakan Remunerasi telah sesuai dengan ketentuan yang berlaku.</p> <p>5. Dalam melaksanakan fungsi remunerasi sebagaimana dimaksud dalam ayat (4), Komite melakukan prosedur sebagai berikut:</p> <p>a. Menyusun struktur remunerasi bagi anggota Direksi, anggota Dewan Komisaris dan Pejabat Eksekutif Senior, yang terdiri dari gaji,</p> | <p>Senior Executive Officers, Executive Officers and employees as a whole to be submitted to the Board of Directors;</p> <p>iii. Remuneration structure for members of the Board of Commissioners, the Board of Directors and Senior Executive Officer;</p> <p>iv. Amount of remuneration for members of the Board of Commissioners and the Board of Directors;</p> <p>v. Assisting the Board of Commissioners in conducting performance appraisal in accordance with remuneration received by each member of the Board of Directors and the Board of Commissioners.</p> <p>c. Provide evaluation and recommendation to Board of Directors concerning the amount of remuneration for members of the Senior Executive.</p> <p>d. Ensuring that remuneration policy is in accordance with applicable regulations.</p> <p>5. In performing the function of remuneration as referred to in point (4), the Committee follows the following procedure:</p> <p>a. Formulating a remuneration structure for members of the Board of Directors, the Board of Commissioners and Senior</p> |
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| <p>honorarium, insentif dan tunjangan yang bersifat tetap dan/atau variable;</p> <p>b. Menyusun kebijakan remunerasi bagi anggota Direksi, anggota Dewan Komisaris dan Pejabat Eksekutif Senior;</p> <p>c. Menyusun besaran remunerasi bagi anggota Direksi dan anggota Dewan Komisaris.</p> <p>d. Mengevaluasi dan merekomendasikan besaran remunerasi Pejabat Eksekutif Senior kepada Direksi.</p> <p>6. Penyusunan struktur, kebijakan dan besaran remunerasi harus memperhatikan:</p> <p>a. Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan yang berlaku;</p> <p>b. Risiko yang mungkin terjadi;</p> <p>c. Target kinerja masing-masing anggota Direksi, anggota Dewan Komisaris yang baru menjabat pertama kali atau kinerja masing-masing anggota Direksi dan anggota Dewan Komisaris yang sedang menjabat;</p> <p>d. Remunerasi yang berlaku pada industri perbankan dan skala usaha Bank;</p> <p>e. Pertimbangan sasaran dan strategi jangka panjang serta potensi</p> | <p>Executive Officer, consisting of salary, honorarium, incentive and/or benefits, both fixed and variable.</p> <p>b. Formulating the policy on remuneration for members of the Board of Directors the Board of Commissioners and Senior Executive Officer.</p> <p>c. Formulating the amount of remuneration for members of the Board of Directors and the Board of Commissioners.</p> <p>d. Evaluate and recommend the amount of remuneration for Senior Executive to Board of Directors.</p> <p>6. Formulation of structure, policy and amount of remuneration must take into account the following points:</p> <p>a. Financial performance, and fulfillment of reserve as provided for in prevailing laws and regulations;</p> <p>b. Potential risks that will occur;</p> <p>c. Target performance of each member of the Board of Directors, the Board of Commissioners who assumes their position for the first time or the performance of each incumbent members of the Board of Directors and the Board of Commissioners;</p> <p>d. Remuneration applicable in the banking industry and within the business scale of the Bank;</p> <p>e. Consideration on the targets and long-term strategy of the Bank and</p> |
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| <p>pendapatan Bank di masa yang akan datang;</p> <p>f. Tugas, tanggung jawab dan wewenang anggota Direksi dan anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Bank;</p> <p>g. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel;</p> <p>h. Struktur, kebijakan dan besaran remunerasi sebagaimana dimaksud dalam ayat (3), (4) dan (5), akan dievaluasi oleh Komite paling kurang 1 (satu) kali dalam 1 (satu) tahun.</p> | <p>the potential of the Bank's income in the future;</p> <p>f. Duties, responsibilities and authority of members of the Board of Directors and the Board of Commissioners are associated with the achievement of objectives and performance of the Bank;</p> <p>g. Balance of allowance between fixed allowance and variable allowance;</p> <p>h. Structure, policy and amount of remuneration as referred to in points (3), (4) and (5), will be evaluated by the Committee at least 1 (one) time in 1 (one) year.</p> |
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Fungsi Nominasi

7. Terkait dengan kebijakan nominasi, Komite mempunyai tugas dan tanggung jawab paling kurang :
- a. Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian:
 - i. Anggota Dewan Komisaris dan anggota Direksi kepada Dewan Komisaris untuk kemudian disampaikan kepada Rapat Umum Pemegang Saham;
 - ii. Pejabat Eksekutif Senior untuk disampaikan kepada Dewan Komisaris.
 - b. Menelaah dan memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi yang memenuhi syarat kepada Dewan

Nomination Function

7. Related to Nomination Policy, the Committee has duties and responsibilities as follows:
- a. Formulate and provide recommendation on the system and procedure of selection and/or succession of :
 - i. The Board of Commissioners and the Board of Directors to the Board of Commissioners to be submitted to General Meeting of Shareholders;
 - ii. Senior Executive Officer to be submitted to Board of Commissioners.
 - b. Analyze and provide recommendation of qualified candidate members of the Board of Commissioners and/or

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Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.

- c. Anggota Komite yang memiliki benturan kepentingan (*conflict of interests*) dengan usulan yang direkomendasikan mengungkapkan keadaan tersebut dalam usulan yang direkomendasikan.
- d. Memberikan rekomendasi mengenai calon Pejabat Eksekutif Senior termasuk perpanjangan masa kerja bagi Pejabat Eksekutif Senior yang telah melewati batas usia pensiun normal untuk disampaikan kepada Dewan Komisaris.
- e. Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit, Komite Remunerasi dan Nominasi, Komite Pemantau Risiko dan Komite Tata Kelola Terintegrasi kepada Dewan Komisaris.
- f. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - i. Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
 - ii. Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi anggota Direksi, anggota Dewan Komisaris dan Pejabat Eksekutif Senior;
 - iii. Kebijakan dan evaluasi kinerja bagi anggota Direksi, anggota Dewan Komisaris dan Pejabat Eksekutif Senior.

Directors to the Board of Commissioners to be submitted to General Meeting of Shareholders.

- c. Committee member who has a conflict of interests with the recommendation shall disclose the condition in the recommended proposal.
- d. Provide recommendation on the appointment of Senior Eksekutif Officers including the extension of term of service of the Senior Executive Officers which exceeding their normal pension age limit to the Board of Commissioners.
- e. Provide recommendation on the Independent Party appointed to be members of the Audit Committee, Risk Monitoring Committee and Integrated Governance Committee to the Board of Commissioners.
- f. Provide recommendation to the Board of Commissioners on:
 - i. Composition of positions of members of the Board of Directors and/or the Board of Commissioners;
 - ii. Policies and criteria required in the Nomination process of members of the Board of Directors, the Board of Commissioners and Senior Executive Officers;
 - iii. Performance policy and evaluation for members of the Board of Directors, members of the Board of Commissioners

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and/or Senior Executive Officers.

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| <p>g. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;</p> <p>h. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan atau anggota Dewan Komisaris.</p> | <p>g. Assist the Board of Commissioners in appraising the performance of members of the Board of Directors, members of the Board of Commissioners based on the benchmark determined as evaluation material.</p> <p>h. Provide recommendation to the Board of Commissioners on personal development programs for members of the Board of Directors and/or members of the Board of Commissioners.</p> |
| <p>8. Dalam melaksanakan fungsi dan Nominasi melakukan prosedur sebagai berikut:</p> <p>a. Menyusun komposisi dan proses nominasi anggota Direksi dan anggota Dewan Komisaris dan Pejabat Eksekutif Senior;</p> <p>b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi, anggota Dewan Komisaris dan Pejabat Eksekutif Senior.</p> <p>c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan anggota Dewan Komisaris.</p> <p>d. Menyusun program pengembangan</p> | <p>8. In performing nomination function, the Committee follow the following procedure:</p> <p>a. Formulate the composition and nomination process of members of the Board of Directors and members of the Board of Commissioners and Senior Executive Officers;</p> <p>b. Formulate policies and criteria required in the nomination process of candidate members of the Board of Directors, members of the Board of Commissioners and Senior Executive Officers.</p> <p>c. Assist the implementation of evaluation on the performance of members of the Board of Directors and members of the Board of Commissioners.</p> <p>d. Formulate personal development</p> |

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kemampuan anggota Direksi dan anggota Dewan Komisaris.

- e. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.

programs for members of the Board of Directors and members of the Board of Commissioners.

- e. Review and propose candidates eligible for becoming members of the Board of Directors and members of the Board of Commissioners to the Board of Commissioners, to be submitted to General Meeting of Shareholders.

**Pasal 4
Etika Kerja**

1. Mempunyai integritas, akhlak dan moral yang baik
2. Seluruh anggota Komite wajib patuh pada *Code of Conduct* Bank, jika relevan, dan seluruh ketentuan yang telah dan/atau ditetapkan oleh Bank termasuk Anggaran Dasar Bank dan perubahannya di kemudian hari.
3. Anggota Komite dilarang memanfaatkan Bank untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Bank
4. Anggota Komite dilarang mengambil dan/atau menerima keuntungan pribadi dari Bank.

**Article 4
Work Ethics**

1. Having integrity, character and good morality
2. All members of the Committee must comply with the Bank's Code of Conduct, if relevant, and all provisions determined and/or to be determined by the Bank, including the Bank's Articles of Association and their future amendments.
3. Members of the Committee are prohibited from taking advantage of the Bank for personal, family and/or other parties' benefits which may harm the Bank or reduces the Bank's profit.
4. Members of the Committee are prohibited from taking and/ or accepting personal benefits from the Bank.

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**Pasal 5
Waktu Kerja**

1. Seluruh anggota Komite wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal.
2. Penyediaan waktu yang cukup sebagaimana dimaksud dalam butir di atas dicerminkan antara lain oleh kehadiran yang bersangkutan dalam rapat-rapat Komite sesuai jadwal rapat yang telah ditetapkan.

**Article 5
Work Hours**

1. All members of the Committees must allow sufficient time to optimally perform their duties and responsibilities.
2. Provision of sufficient time as referred to above shall be reflected among others in the members' attendance in Committee meetings in accordance with the meeting schedules determined.

**Pasal 6
Rapat Komite**

1. Rapat Komite diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Komite hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu perseratus) dari jumlah anggota termasuk seorang Komisaris Independen dan Pejabat Eksekutif.
3. Keputusan Rapat Komite dilakukan berdasarkan musyawarah mufakat.
4. Dalam hal tidak terjadi musyawarah mufakat sebagaimana dimaksud pada poin 3 di atas, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
5. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, maka Komite akan mengeskalasi kepada Dewan Komisaris untuk diputuskan.

**Article 6
Committee Meeting**

1. Committee meetings are held on a periodical basis at least 1 (one) time in 4 (four) months.
2. Meeting of the Committee may only be held if attended by minimum of 51% (fifty one percent) of the members including an Independent Commissioner and Executive Officer.
3. Decisions of meetings of Remuneration and Nomination Committee must be taken based on deliberation to achieve consensus.
4. In the event that the consensus is not reached as stipulated in point 3 above, decision making shall be held based on majority votes.
5. In the event of a draw during decision making by voting, the Committee will escalate the matter to the Board of Commissioners for decision.

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| <p>6. Hasil Rapat Komite dituangkan dalam risalah rapat dan didokumentasikan oleh Bank secara baik serta disampaikan secara tertulis kepada Dewan Komisaris.</p> <p>7. Perbedaan pendapat (dissenting opinions) yang terjadi dalam rapat Komite akan dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.</p> | <p>6. Results of Committee meetings be set forth in a minutes of meeting and documented properly by the Bank and submitted in writing to the Board of Commissioners</p> <p>7. Any dissenting opinion in the meetings of Remuneration and Nomination Committee is clearly noted in the minutes of meeting along with its reasons.</p> |
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**Pasal 7
Tata Cara dan Prosedur Kerja**

1. Sumber Informasi
 - a. Sebagaimana tertera dalam tugas dan tanggung jawab Komite di atas, anggota Komite memerlukan informasi komprehensif untuk dapat melaksanakan tugasnya secara efektif;
 - b. Informasi tersebut dapat diambil minimal dari sumber-sumber seperti:
 - i. Peraturan Ketenaga-kerjaan yang berlaku;
 - ii. Peraturan Otoritas Jasa Keuangan, Bank Indonesia maupun regulator lainnya;
 - iii. Kebijakan internal Bank terkait dengan ketenaga-kerjaan;
 - iv. Laporan-laporan dari Direksi, fungsi kerja Sumber Daya Manusia dan/atau Komite Sumber Daya Manusia;
 - v. Proposal dari Direksi dan/atau fungsi kerja Sumber Daya Manusia.

**Article 7
Work Mechanism and Procedures**

1. Source of Information
 - a. As set forth in the duties, authority and responsibilities of the Committee above, members of the Committee require comprehensive information in order to effectively perform their duties;
 - b. The information are collected at least from the following sources:
 - i. Prevailing manpower regulations;
 - ii. Regulations of the Financial Services Authority, Bank Indonesia and other regulators;
 - iii. The Bank's internal policies on manpower;
 - iv. Reports from the Board of Directors, Human Resources Function Unit and/or Human Resources Committee;
 - v. Proposal from the Board of Directors and/or Human Resources function unit.

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2. Pembagian Tugas Anggota Komite

a. Ketua Komite (Komisaris Independen)

- i. Memimpin rapat Komite, memberikan arahan dan melakukan koordinasi terhadap pelaksanaan tugas Komite;
- ii. Bersama-sama dengan anggota Komite lainnya, melakukan pengkajian terhadap kesesuaian antara kebijakan remunerasi dan nominasi Bank dengan ketentuan yang berlaku;
- iii. Bersama-sama dengan anggota Komite lainnya, melakukan pengkajian dan menetapkan rekomendasi terhadap kebijakan remunerasi dan nominasi;
- iv. Atas nama Komite, melaporkan hasil pengkajian dan rekomendasi sehubungan atas tugas-tugas Komite kepada Dewan Komisaris apabila diperlukan.

b. Anggota 1 (Komisaris)

- i. Bersama-sama dengan Ketua Komite dan anggota Komite lainnya, melakukan pengkajian terhadap kesesuaian antara kebijakan remunerasi dan nominasi Bank dengan ketentuan yang berlaku;
- ii. Bersama-sama dengan Ketua

2. Duties of Members of the Committee

a. Chairman of the Committee (Independent Commissioners)

- i. Presiding over meetings of the Committee, providing guidance and conducting coordination for the implementation of duties of the Committee;
- ii. Together with other members of the Committee, reviewing the compliance of remuneration and nomination policies of the Bank with the prevailing regulations;
- iii. Together with other members of the Committee, reviewing and making recommendations on remuneration and nomination policies.
- iv. On behalf of the Committee, reporting the result of review and recommendations in relation to the duties of the Committee to the Board of Commissioners where necessary.

b. Member 1 (Commissioner)

- i. Together with the Chairman of Committee and other members of the Committee, reviewing the compliance of remuneration and nomination policies of the Bank with the prevailing regulations;
- ii. Together with the Chairman of Committee and other

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| <p>Komite dan anggota Komite lainnya, melakukan pengkajian dan menetapkan rekomendasi terhadap kebijakan remunerasi dan nominasi;</p> <p>iii. Meminta informasi/laporan dari Direksi atau Pejabat Eksekutif yang membidangi SDM terkait dengan pelaksanaan kebijakan remunerasi dan nominasi.</p> <p>c. Anggota 2 (Pejabat Eksekutif SDM)</p> <p>i. Menginformasikan/meng-update informasi mengenai kebijakan pemerintah terkait HR (bilamana ada/diperlukan).</p> <p>ii. Menyajikan data remunerasi dan nominasi.</p> <p>iii. Menyajikan informasi dan track record mengenai calon anggota Dewan Komisaris, Direksi, Pejabat Eksekutif Senior dan/atau Pihak Independen yang akan menjadi anggota Komite Audit, Komite Remunerasi dan Nominasi, Komite Pemantau Risiko, dan Komite Tata Kelola Terintegrasi (bilamana ada/diperlukan);</p> <p>iv. Bersama-sama dengan Ketua Komite dan anggota Komite</p> | <p>members of the Committee, reviewing and making recommendations on remuneration and nomination policies;</p> <p>iii. Requesting information/report from the Board of Directors or Senior Executive Officer in charge of Human Resources in relation to the implementation of remuneration and nomination policies.</p> <p>c. Member 2 (Human Resource Executive Officer)</p> <p>i. Informing/updating information on HR-related government policies (where available/necessary);</p> <p>ii. Presenting data on remuneration and nomination;</p> <p>iii. Presenting information and track record of candidate members of the Board of Commissioners, the Board of Directors, Senior Executive Officers and/or Independent Parties who will become members of the Audit Committee, the Remuneration and Nomination Committee, the Risk Monitoring Committee and the Integrated Governance Committee (where available/necessary);</p> <p>iv. Together with the Chairman of Committee and other</p> |
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| <p>lainnya, melakukan pengkajian terhadap kesesuaian antara kebijakan remunerasi dan nominasi Bank dengan ketentuan yang berlaku;</p> <p>v. Bersama-sama dengan Ketua Komite dan anggota Komite lainnya, melakukan pengkajian dan menetapkan rekomendasi terhadap kebijakan remunerasi dan nominasi;</p> <p>vi. Menyiapkan rapat Komite dan mengelola administrasi termasuk membuat notulen rapat komite.</p> <p>d. Dalam hal anggota Komite ditetapkan lebih dari 3 (tiga) orang, maka pembagian kerja akan ditentukan lebih lanjut sesuai kesepakatan seluruh anggota Komite.</p> <p>3. Analisis dan Evaluasi
Berdasarkan sumber-sumber informasi di atas, Rapat Komite melakukan analisa dan evaluasi sehingga dapat memberikan rekomendasi kepada Dewan Komisaris untuk mendapat persetujuannya dan/atau disampaikan kepada Rapat Umum Pemegang Saham</p> | <p>members of the Committee, reviewing the compliance of remuneration and nomination policies of the Bank with the prevailing regulations;</p> <p>v. Together with the Chairman of Committee and other members of the Committee, reviewing and provide recommendations on remuneration and nomination policies;</p> <p>vi. Preparing meetings and organizing administration, including taking minutes of Committee meetings.</p> <p>d. In the event that the number of Committee members is determined to be more than 3 (three) persons, division of work will be further determined based on the agreement of all committee members.</p> <p>3. Analysis and Evaluation
Based on the sources of information, Meetings of the Committee shall be convened to analyze and evaluate in order to provide recommendations to the Board of Commissioners for approval and/or for submission to the General Meeting of Shareholders.</p> |
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**Pasal 8
Sistem Pelaporan Kegiatan**

1. Komite melaporkan tugas, tanggung jawab dan prosedur Remunerasi dan Nominasi yang dijalankan kepada Dewan Komisaris.

**Article 8
Activity Reporting System**

1. The Committee must report its duties, responsibilities and procedure for Remuneration and Nomination

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| <p>2. Laporan sebagaimana ayat (1) di atas merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.</p> <p>3. Pelaksanaan fungsi terkait Remunerasi dan Nominasi diungkapkan dalam laporan tahunan dan situs web Bank.</p> <p>4. Informasi mengenai pelaksanaan fungsi terkait Remunerasi dan Nominasi yang diungkapkan dalam laporan tahunan dan situs web Bank paling kurang memuat:</p> <ul style="list-style-type: none">a. pernyataan bahwa Bank telah memiliki pedoman yang bersifat mengikat bagi setiap anggota Komite;b. uraian singkat pelaksanaan tugas dan tanggung jawab Komite dalam tahun buku. | <p>implemented to the Board of Commissioners.</p> <p>2. The report as referred to in point (1) above is part of the report on implementation of duties of the Board of Commissioners and to be presented in the General Meeting of Shareholders.</p> <p>3. Performance of function related to Remuneration and Nomination is disclosed in the annual report and official website of the Bank.</p> <p>4. Information on the performance of function related to Remuneration and Nomination disclosed in the annual report and official website of the Bank includes at least:</p> <ul style="list-style-type: none">a. statement that the Bank already has a set of guidelines which is binding to each Committee member;b. brief description on the performance of duties and responsibilities of the Committee in the relevant fiscal year. |
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**Pasal 9
Tata Cara Penggantian Anggota**

Tata cara penggantian anggota Komite adalah sebagaimana tercantum dalam Kebijakan dan Prosedur Pemilihan, Penggantian dan/atau Pemberhentian Anggota Dewan Komisaris, Direksi, Pejabat Eksekutif Senior dan Komite-Komite yang bertanggung jawab kepada Dewan Komisaris.

**Article 9
Procedure for Replacement of
Members**

Procedure for the replacement of Committee members is as set forth in Policies and Procedure for the Appointment, Replacement and/or Dismissal of Members of the Board of Commissioners, Board of Directors, Senior Executive Officers Board of Management and Committees reporting to the Board of Commissioners.

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Pasal 10
Ketentuan Penutup

1. Hal-hal yang belum diatur dalam Pedoman dan Tata Tertib Kerja Komite ini akan diatur kemudian sesuai kebutuhan sehingga tugas Komite dapat berjalan secara efektif.
2. Dengan dikeluarkannya Pedoman dan Tata Tertib Kerja ini, maka Surat Keputusan Dewan Komisaris No.15/COM/0021 yang mengatur tentang Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi PT Bank UOB dinyatakan tidak berlaku lagi.
3. Pedoman dan Tata Tertib Kerja Komite ini akan ditinjau secara berkala.

Surat Keputusan ini berlaku sejak tanggal ditetapkan.

Article 10
Closing

1. Any matters not yet stipulated in these Work Guidelines and Regulations of Committee shall be stipulated further as necessary in order to enable effective implementation of duties of the Committee.
2. Upon issuance of this Work Guidelines and Regulations, BOC's Decree No.15/COM/0021 providing for Work Guidelines and Regulations of the Remuneration and Nomination Committee of PT Bank UOB Indonesia shall no longer be valid.
3. The Work Guidelines and Regulations of the Committee will be reviewed on a periodical basis.

This Decision is effective as from the date of its stipulation.

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