

**PT BANK CENTRAL ASIA TBK  
REMUNERATION AND NOMINATION COMMITTEE CHARTER**

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**Purpose** The Remuneration and Nomination Committee of PT Bank Central Asia Tbk (the Company) was formed by and is responsible to the Board of Commissioners to assist the Board of Commissioners in carrying out its duties and responsibilities relating to the provision of recommendations on the nomination and remuneration of members of the Board of Commissioners and members of the Board of Directors following good practice in Good Corporate Governance (GCG) and in compliance with the prevailing laws and regulations.

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**References** The Remuneration and Nomination Committee has been formed by the Board of Commissioners in compliance with:

- Regulation of the Financial Services Authority No. 33/POJK.04/2014 dated 8 December 2014 on the Board of Directors and the Board of Commissioners of Listed Companies or Public Companies.
- Regulation of the Financial Services Authority No. 34/POJK.04/2014 dated 8 December 2014 on the Nomination and Remuneration Committee in Listed Companies or Public Companies.
- Regulation of the Financial Services Authority No. 45/POJK.03/2015 dated 28 December 2015 on the Implementation of Good Corporate Governance in the Payment of Remuneration for Commercial Banks.
- Regulation of the Financial Services Authority No. 55/POJK.03/2016 dated 7 December 2016 on the Implementation of Good Corporate Governance for Commercial Banks.
- Circular of the Financial Services Authority No.40/SEOJK.03/2016 dated 26 September 2016 on the Implementation of Good Corporate Governance in the Payment of Remuneration for Commercial Banks.
- Circular of the Financial Services Authority No. 13/SEOJK.03/2017 dated 17 March 2017 on the Implementation of Good Corporate Governance for Commercial Banks.
- The Articles of Association of BCA.
- Decision Letter of the Board of Commissioners of PT Bank Central Asia Tbk No. 035/SK/KOM/2017 on the Composition of the Remuneration and Nomination Committee (RNC).

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

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**Composition of Membership** The composition of membership of the Remuneration and Nomination Committee is as follows:

1. The Remuneration and Nomination Committee shall be responsible to the Board of Commissioners.
2. The Remuneration and Nomination Committee shall at least consist of 3 (three) members, as stipulated below:
  - a. 1 (one) chairperson (concurrently being a member), who shall be an Independent Commissioner; and
  - b. the other members, who may be:
    - 1) members of the Board of Commissioners; or
    - 2) Executive Officers in charge of Human Resources.
3. If the total membership of the Remuneration and Nomination Committee is later stipulated to be more than 3 (three) persons, then:
  - a. at least 2 (two) of them shall be Independent Commissioners;
  - b. no member of the Board of Directors of BCA shall become a member of the Remuneration and Nomination Committee.

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**Eligibility Criteria for Membership** The criteria for membership of the Remuneration and Nomination Committee are as follows:

1. The Chairperson of the Remuneration and Nomination Committee may have a dual capacity as a Committee Chairperson only in 1 (one) other committee in the Company.
2. The members of the Remuneration and Nomination Committee must:
  - a. have good integrity, character, and morals;
  - b. have the competency, knowledge, and experience relevant to their field of work and good communication skills;
  - c. comply with the Company's Code of Ethics.
3. The members of the Remuneration and Nomination Committee shall be appointed by the Board of Directors based on the Resolution of the Board of Commissioners' Meeting.

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**Competence** Besides having the relevant expertise in their respective fields, the members of the Remuneration and Nomination Committee must update their knowledge, among other things, by attending coaching/training/seminar/workshop programs at least 1 (one) time in a year.

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

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- Term of Office** The term of office of the members of the Remuneration and Nomination Committee shall be as follows:
1. The term of office of the members of the Remuneration and Nomination Committee is the same as the term of office of the members of the Board of Commissioners, and the members of the Remuneration and Nomination Committee may be reappointed one more time for the next term.
  2. In the event that:
    - a. the term of office of the members of the Remuneration and Nomination Committee ends due to the expiry of the term of office of the members of the Board of Commissioners, new members of the Remuneration and Nomination Committee must be appointed within a maximum of 60 (sixty) days from the appointment/reappointment of the members of the Board of Commissioners and/or from the date the members of the Board of Commissioners are declared to have passed the fit and proper test by the OJK.
    - b. there is a vacancy in the Remuneration and Nomination Committee, i.e., the number of members of the Remuneration and Nomination Committee becoming less than the required minimum membership due to the permanent unavailability or resignation of a member for any reason, a new member of the Remuneration and Nomination Committee must be appointed within 60 (sixty) days from the occurrence of the vacancy.

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- Disclosure** The information on the appointment and termination of the members of the Remuneration and Nomination Committee must be made available on the Company's website.
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**REMUNERATION AND NOMINATION COMMITTEE CHARTER**, *continuation*

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**Duties and Responsibilities**

The Remuneration and Nomination Committee shall act independently in carrying out its duties, which include, among other things, the following:

1. The duties and responsibilities relating to the remuneration function:
    - Evaluating and ensuring that the remuneration policy complies with the prevailing law, i.e., established on the basis of performance, risks, fairness with the peer group, the Company's long-term goals and strategies, fulfillment of the reserve requirement as stipulated by the laws and regulations and the Company's potential revenue in the future.
    - Assisting the Board of Commissioners in evaluating whether the performance of the members of the Board of Directors and/or the members of the Board of Commissioners is commensurate with the remuneration they receive.
    - Providing the Board of Commissioners with the evaluation result and the recommendations on:
      - the remuneration policy for the Board of Directors and the Board of Commissioners, to be further submitted to the General Meeting of Shareholders (GMS);
      - the remuneration structure and amount for members of the Board of Directors and/or members of the Board of Commissioners;
      - the remuneration policy for the Executive Officers and the employees, to be further submitted to the Board of Directors.
    - Conducting a periodic evaluation of the implementation of the remuneration policy.
  2. The duties and responsibilities relating to the nomination function:
    - Making and giving recommendations to the Board of Commissioners on the system and procedure for selecting and replacing members of the Board of Directors and members of the Board of Commissioners, to be further submitted to the GMS.
    - Giving recommendations to the Board of Commissioners regarding:
      - the official designation composition of the members of the Board of Directors and/or the Board of Commissioners;
      - the policy and criteria required for the nomination process;
      - the performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners.
    - Assisting the Board of Commissioners in evaluating the performance of the members of the Board of Directors and/or the members of the Board of Commissioners based on the prescribed evaluation standards.
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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

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**Duties and Responsibilities,**  
*Continuation*

- Giving recommendations to the Board of Commissioners on the competency development program for members of the Board of Directors and/or members of the Board of Commissioners.
  - Giving recommendations to the Board of Commissioners on the eligible candidates for membership of the Board of Directors and/or membership of the Board of Commissioners, to be further submitted to the GMS.
  - Giving recommendations to the Board of Commissioners on the Independent Parties that will be appointed as members of the Audit Committee and members of the Risk Oversight Committee.
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**Authorities**

In carrying out its duties, the Remuneration and Nomination Committee shall have the following authorities:

1. Accessing the Company's documents, data, and information regarding employees, funds, assets, and the required resources of the company.
  2. If deemed necessary, involving any independent party other than the members of the Remuneration and Nomination Committee to assist the Remuneration and Nomination Committee in carrying out its duties.
  3. Exercising other authorities as may be granted to it by the Board of Commissioners.
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**Working Mechanism**

The working mechanism of the members of the Remuneration and Nomination Committee is as follows:

1. The duties and responsibilities of the Remuneration and Nomination Committee shall be carried out, among other things, through the Remuneration and Nomination Committee's Meetings.
  2. The Executive Officer in charge of Human Resources shall concurrently serve as the Secretary to the Remuneration and Nomination Committee and shall have, among other things, the following duties:
    - a. Arranging meeting schedules;
    - b. Proposing and contacting the required resource persons;
    - c. Preparing and distributing meeting invitations and materials;
    - d. Writing up and circulating minutes of meetings;
  3. If necessary, the Remuneration and Nomination Committee may invite a resource person that may be a member of the Board of Commissioners, a member of the Board of Directors, or any other parties from within or outside the Company.
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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

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**Working hours** The Remuneration and Nomination Committee shall provide ample time to discharge its duties and responsibilities optimally.

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**Committee Meetings** The conduct of the Remuneration and Nomination Committee's Meeting shall be subject to the following provisions:

1. Conduct of the Meeting:
  - a. The Meeting can be held physically at the Company's place of domicile;
  - b. The Meeting can be held electronically through teleconferencing, videoconferencing, or other electronic media of similar nature that allow all the meeting participants to see and hear one another directly and participate in the Meeting.
2. Mechanism for Adopting Meeting Resolutions:
  - a. The Remuneration and Nomination Committee's Meeting shall be held according to the needs of the Company, at least 1 (one) time every 4 (four) months.
  - b. The Remuneration and Nomination Committee's Meeting shall be valid if:
    - attended by at least 51% (fifty-one percent) of all members of the committee including one Independent Commissioner and the Executive Officer in charge of Human Resources;
    - the Chairperson of the Remuneration and Nomination Committee shall be among the majority of the members of the Remuneration and Nomination Committee.
  - c. The resolutions of the Remuneration and Nomination Committee's Meeting shall be adopted by deliberation for a consensus.
  - d. If such consensus cannot be reached, the resolutions shall be adopted by a majority vote.
  - e. The Chairperson of the Committee and each member shall have 1 (one) vote respectively.
  - f. All resolutions of the Remuneration and Nomination Committee's Meeting shall be binding on all members of the Remuneration and Nomination Committee.

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

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**Committee Meetings,**  
*Continuation*

3. Minutes of Meeting
    - a. The outcomes of the Remuneration and Nomination Committee's Meeting must be incorporated in the Minutes of Meeting, which shall be signed by all members of the Remuneration and Nomination Committee present and properly documented.
    - b. Any dissenting opinion in the Committee Meeting shall be expressly set out in the Minutes of Meeting as well as the reasons for such dissenting opinion.
    - c. The outcomes of the Committee Meeting shall constitute the Committee's recommendations, which can be optimally utilized by the Board of Commissioners.
  4. The members of the Remuneration and Nomination Committee shall participate in at least 75% of the total number of Committee Meetings held.
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**Reporting**

The Remuneration and Nomination Committee shall be subject to the following reporting obligations:

1. The Remuneration and Nomination Committee must submit a report to the Board of Commissioners on the implementation of its duties, responsibilities, and procedures relating to Nomination and Remuneration.
  2. The Remuneration and Nomination Committee must submit a report to the Board of Commissioners on each task assigned to it.
  3. The Remuneration and Nomination Committee must prepare an annual report on the implementation of the activities of the Remuneration and Nomination Committee, to be incorporated in the Company's Annual Report.
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**Concluding Provisions**

1. This Remuneration and Nomination Committee Charter shall be effective as of the date of its issuance.
  2. This Remuneration and Nomination Committee Charter shall be periodically reviewed to ensure compliance with the latest laws and regulations in force.
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