BANK DANAMON

NOMINATION COMMITTEE CHARTER

(PIAGAM KOMITE NOMINASI)

2016
PIAGAM KOMITE NOMINASI BANK DANAMON

1. TUJUAN
Peran Komite Nominasi PT Bank Danamon Indonesia, Tbk (Danamon) adalah membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi anggota Dewan Komisaris dan anggota Direksi, khususnya:

a. Merekomendasikan kepada Dewan Komisaris, sistem dan prosedur pengangkatan dan/atau penggantian anggota Dewan Komisaris dan Direksi;

b. Identifikasi calon dan mengkaji semua nominasi anggota Dewan Komisaris dan Direksi serta membuat rekomendasi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham guna mendapatkan persetujuan;

c. Merekomendasikan anggota-anggota komite di bawah Dewan Komisaris kepada Dewan Komisaris.

2. AKUNTABILITAS
Komite Nominasi bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi terhadap anggota Dewan Komisaris dan anggota Direksi.

CHARTER OF NOMINATION COMMITTEE BANK DANAMON

1. PURPOSE
The role of the Nominating Committee ("NC") of PT Bank Danamon Indonesia, Tbk (Danamon) is to support the effective implementation of the Board of Commissioners' (the BoC) duties and responsibilities relating to the nomination of members of the BoC and BoD, specifically to:

a. Recommend to the BoC the system and procedures of appointment and/or replacement of members of the BoC and the BoD;

b. Identify candidates and review all nominations of BoC and BoD members and make recommendations to the BoC for submission to the General Shareholders Meeting for approval;

c. Recommend the members of the BoC's Committees to the BoC.

2. ACCOUNTABILITY
The Nomination Committee is accountable to the BoC to support the carrying out of the BoC's function and duties in relation to nomination of members of the BoC and the BoD.

3. STRUCTURE AND MEMBERSHIP
a. The Nomination Committee members are appointed and replaced by the BoC based on the BoC's meeting resolution and formalized through the BoD's decision letter.

b. The Nomination Committee consists of at least 3 (three) members:
   1) A Chairman, who is concurrently a member and an Independent Commissioner;
   2) A member of BoC; and,
   3) An Executive Officer who is directly responsible to BoD and covers human resources.

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manusia.

c. Jika jumlah anggota Komite Nominasi adalah lebih dari 3 (tiga) orang, maka jumlah anggota Komisaris Independen paling kurang 2 (dua) orang.

Anggota Komite Nominasi lainnya dapat berasal dari luar Danamon (Pihak Independen) dan wajib memenuhi persyaratan berikut:
- tidak mempunyai hubungan afiliasi dengan Danamon, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Danamon;
- memiliki pengalaman terkait Nominasi;
- tidak merangkap jabatan sebagai anggota komite lainnya di Danamon.

d. Ketua Komite Nominasi hanya dapat merangkap jabatan sebagai ketua pada 1 (satu) komite lain.

e. Anggota Direksi dilarang menjadi anggota Komite Nominasi.

f. Anggota Komite Nominasi wajib memiliki integritas, akhlak dan moral yang baik dan wajib memiliki kemampuan, pengetahuan dan pengalaman sesuai dengan bidang pekerjaannya, serta dapat berkomunikasi dengan baik.

g. Anggota Komite Nominasi wajib mematuhi kode etik Danamon.

c. If the number of the Nomination Committee members are more than 3 (three) persons, the number of Independent Commissioners must be at least 2 (two) persons.

Other members of the Nomination Committee may come from outside of Danamon (Independent Party) and shall meet the following requirements:
- Do not have an affiliated relationship with members of BoD, members of BoC and/or a controlling shareholder with Danamon;
- Have experience relating to Nomination;
- Do not have concurrent position as member in other Danamon committees.

d. The Chairman of the Nomination Committee can only assume concurrent position as the chairman of another 1 (one) committee.

e. Members of the BoD are prohibited from becoming members of the Nomination Committee.

f. Members of the Nomination Committee shall have good integrity, character, and morals and are required to have ability, knowledge, and experience in accordance with their field of work, and can communicate well.

g. The Nomination Committee members shall comply with the code of ethics of Danamon.

4. MASA JABATAN

a. Anggota Komite Nominasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.

b. Masa jabatan anggota Komite Nominasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Danamon dan dapat dipilih kembali hanya untuk 1 (satu) periode berikutnya dengan pertimbangan bahwa masa jabatan maksimal Komisaris independen adalah 2 (dua) periode berturut-turut.

4. TERM OF OFFICE

a. A member of the nomination committee is appointed for a certain term of office and can be re-elected.

b. The term of office shall not be longer than the term of office of the BoC as regulated in the Articles of Association and can be re-elected only for 1 (one) subsequent period with consideration that the term of office of an Independent Commissioner is 2 (two) consecutive terms at most.
c. Penggantian anggota Komite Nominasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dimaksud tidak dapat lagi melaksanakan fungsinya apabila diberhentikan berdasarkan keputusan rapat Dewan Komisaris, dengan alasan antara lain meninggal dunia, mengundurkan diri, atau berhalangan tetap sehingga tidak dapat melaksanakan tugas atau diperkirakan secara medis tidak dapat melaksanakan tugas lebih dari 6 (enam) bulan berturut-turut.

c. Replacement of committee’s members who are not from the BoC shall be done no later than 60 (sixty) days since the members are no longer able to carry out his/her function as a result of being discharged from duties based on the BoC’s meeting resolution with reasons including; death, resignation, or being incapacitated where he/she cannot be expected to carry out his/her duties or medically unable to carry out his/her tasks over 6 (six) consecutive months.

5. TUGAS DAN TANGGUNG JAWAB

a. Komite Nominasi memberikan rekomendasi kepada Dewan Komisaris mengenai:
   - komposisi jabatan anggota Dewan Komisaris dan/atau anggota Direksi;
   - kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi;
   - kebijakan evaluasi kinerja bagi anggota Dewan Komisaris dan/atau anggota Direksi.

b. Komite Nominasi mengkaji, mengevaluasi dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi.


d. Komite Nominasi merekomendasikan kepada Dewan Komisaris, atas Pihak Independen yang akan menjadi anggota komite-komite Dewan Komisaris.

e. Atas biaya Danamon, Komite Nominasi dari waktu ke waktu dapat menggunakan kewenangannya untuk menggunakan jasa satu atau lebih perusahaan pencari (search firm) untuk mengidentifikasi kandidat (termasuk untuk menyetujui biaya maupun persyaratan perusahaan pencari tersebut).

5. DUTIES AND RESPONSIBILITIES

a. The Nomination Committee recommends to the BoC:
   - The composition of the BoC and/or the BoD members;
   - The policy and criteria required for the nomination process;
   - The policy for performance evaluation of member of the BoC and/or member of the BoD.

b. The Nomination Committee reviews, evaluates and recommends the system and process of election and/or replacement of the BoC and the BoD members

c. The Nomination Committee identifies, reviews and recommends candidates to the BoC and/or the BoD including President Director to the BoC for nomination to the AGMS for approval.

d. The Nomination Committee recommends to the BoC, candidates for an independent party who will become a member of the BoC’s committees.

e. The Nomination Committee may from time to time uses its authority to retain at the Bank’s expense, one or more search firms to identify suitable candidates (and to approve any such firms’ fees and other retention terms).

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f. The Nomination Committee may evaluate all incumbent the BoC and/or the BoD members standing for re-election in the General Meeting of Shareholders.

g. The Nomination Committee reviews and evaluates Candidates in the same manner, with no regard to gender, race, religion or the source of the initial recommendation.

h. The Nomination Committee will review and evaluate a Candidate in light of the minimum qualifications and other criteria considering all facts and circumstances that it deems appropriate or advisable, including, amongst other, the banking knowledge and skills of the proposed Candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, and the needs of the BoC/the BoD.

i. The Nomination Committee proposes all Candidates (whether identified internally or by a shareholder) upon favorable evaluation to the BoC through circular for nomination as members of the BoC/the BoD in the subsequent General Meeting of Shareholders.

j. The official appointments of the Candidates as the BoC/the BoD members will be done after General Meeting of Shareholders’ approval and is subject to the fulfillment of all conditions as required by regulations including but not limited to the fit and proper test by the Indonesia Financial Services Authority (OJK) and or other authority.

k. The Nomination Committee evaluates and recommends candidates for members of the BoC and the BoD of subsidiaries, where such subsidiaries have significant impact to the Bank, to the BoC of the Bank.

The Nomination Committee may provide “no objection” for the candidates of the BoD in subsidiaries.
I. Komite Nominasi membantu Dewan Komisaris melakukan penilaian kinerja anggota Dewan Komisaris dan/atau anggota Direksi berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi.

m. Komite Nominasi memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Dewan Komisaris dan/atau anggota Direksi.

n. Anggota Komite Nominasi wajib meningkatkan kompetensi melalui pendidikan dan pelatihan secara terus menerus.


p. Anggota Komite Nominasi menjaga kerahasiaan seluruh dokumen, data, dan informasi Danamon.

6. KEWENANGAN
   a. Komite Nominasi berwenang mengakses dokumen, data, dan informasi yang diperlukan dari Danamon.

   b. Terkait dengan pelaksanaan tugas dan tanggung jawabnya, Komite Nominasi berwenang berkomunikasi secara langsung dengan karyawan, Direksi, dan pihak lain.

   c. Jika diperlukan, Komite Nominasi berwenang melibatkan pihak independen untuk membantu pelaksanaan tugasnya.

   d. Komite Nominasi berwenang melakukan kewenangan lain yang diberikan oleh Dewan Komisaris.

6. AUTHORITY
   a. The Nomination Committee is authorized to access documents, data, and information needed from Danamon.

   b. In relation to the implementation of its duties and responsibilities, the Nomination Committee is authorized to communicate directly with employees, the BoD and other parties.

   c. If necessary, the Nomination Committee has the authority to engage independent parties to assist its duties.

   d. The Nomination Committee is authorized to perform any other authorities granted by the BoC.

7. RAPAT DAN PENYELENGGARAANNYA
   a. Rapat Komite Nominasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.

7. MEETING AND PROCEEDINGS
   a. The Nomination Committee meetings are held periodically at least once in 4 (four) months.

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b. Nomination Committee meetings can only be held if attended by a majority of the committee’s members and with the presence of the chairman of the Nomination Committee and the Human Resources Executive Officer.

c. The Nomination Committee meeting decisions are taken based on consensus.

d. In the event that consensus does not happen, decisions are determined by majority votes. Decisions made by majority votes are done based on the principle of 1 (one) member 1 (one) vote.

e. Differences of opinion (dissenting opinions) that occur in the Nomination Committee meetings shall be clearly stated in the minutes of the meeting and the reasons for such differences stated.

f. Each Nomination Committee meeting is noted in the minutes, well documented and signed by all members of the Nomination Committee in attendance.

g. Minutes of meeting shall be submitted to the BoC.

8. REPORTING

a. The Nomination Committee reports to the BoC on each assignment.

b. The Nomination Committee shall report the implementation of its duties, responsibilities and nomination procedures to the BoC. The report is part of the BOC’s activities report presented in the Annual General Meeting of Shareholders.

c. Information on the implementation of the nomination function shall be disclosed in the Bank’s Annual Report and Danamon’s website. The Information disclosure shall include at a minimum:
- Statement that Danamon has a Nomination Committee charter in line with prevailing regulations;
9. PROHIBITION

a. Each member of Nomination Committee is prohibited from taking personal benefits directly or indirectly from Danamon’s activities other than remuneration.

b. Member of the BoC who is appointed as chairman or member of the Nomination Committee is not given additional income other than income as a member of the BoC.