



BANK DANAMON

REMUNERATION COMMITTEE

CHARTER

(PIAGAM KOMITE REMUNERASI)

2016

**PIAGAM
KOMITE REMUNERASI
BANK DANAMON**

1. TUJUAN

Peran Komite Remunerasi PT Bank Danamon Indonesia, Tbk (Danamon) adalah membantu pelaksanaan tugas dan tanggung jawab Dewan Komisaris, dalam hal:

- a. Mengkaji dan merekomendasikan struktur kebijakan dan besaran remunerasi bagi Dewan Komisaris dan Direksi dan jika perlu, bagi manajemen senior tertentu;
- b. Mengkaji, mengevaluasi dan merekomendasikan remunerasi Pihak Independen, jika diperlukan.

2. AKUNTABILITAS

Komite Remunerasi bertanggung jawab kepada Dewan Komisaris atas efektivitas kerangka dan kebijakan remunerasi Danamon serta struktur remunerasi anggota Dewan Komisaris, Direksi Pihak Independen, dan Manajemen Senior.

3. STRUKTUR DAN KEANGGOTAAN

- a. Anggota Komite Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan rapat Dewan Komisaris dan diformalkan melalui surat keputusan Direksi.
- b. Komite Remunerasi paling kurang terdiri dari 3 (tiga) orang anggota,yaitu:
 - 1) 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen;
 - 2) Seorang anggota Dewan Komisaris dan;
 - 3) Seorang Pejabat Eksekutif yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- c. Jika jumlah anggota Komite Remunerasi adalah lebih dari 3 (tiga) orang, maka jumlah Komisaris Independen adalah paling kurang 2 (dua) orang.

Anggota Komite Remunerasi lainnya dapat berasal dari luar Danamon dan wajib memenuhi persyaratan berikut:

**CHARTER OF
REMUNERATION COMMITTEE
BANK DANAMON**

1. PURPOSE

The role of the Remuneration Committee of PT Bank Danamon Indonesia, Tbk (the Bank) is to support the effective implementation of the BoC duties and responsibilities, specifically:

- a. To review and recommend structure, policy and amount of remuneration for the BoC and the BoD, and if necessary, certain Senior Management;*
- b. To review, evaluate and recommend remuneration for Independent party if necessary.*

2. ACCOUNTABILITY

The Remuneration Committee is accountable to the BoC for the effectiveness of the remuneration framework and policies of the Danamon and the remuneration structure of the BoC, BoD Independent Party, and senior management.

3. STRUCTURE AND MEMBERSHIP

- a. The Remuneration 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 Remuneration 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 the BoD and covers human resources*
- c. If the number of the Remuneration Committee members are more than 3 (three) persons, the number of Independent Commissioner must be at least 2 (two) persons.*

Other members of the Remuneration Committee may come from outside of Danamon and shall meet the following requirements:

- tidak mempunyai hubungan afiliasi dengan Danamon, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Danamon;
 - memiliki pengalaman terkait Remunerasi;
 - tidak merangkap jabatan sebagai anggota komite lainnya di Danamon.
- d. Komite Remunerasi wajib menyiapkan, mengkaji dan memperbarui Piagam Komite Remunerasi dan diungkapkan pada website Danamon.
- e. Ketua Komite Remunerasi hanya dapat merangkap jabatan sebagai ketua pada 1 (satu) komite lain.
- f. Anggota Direksi dilarang menjadi anggota Komite Remunerasi.
- g. Anggota Komite Remunerasi wajib memiliki integritas, akhlak, dan moral yang baik dan wajib memiliki kemampuan, pengetahuan, dan pengalaman yang sesuai dengan bidang pekerjaan mereka, serta mampu berkomunikasi dengan baik.
- h. Anggota Komite Remunerasi wajib mematuhi kode etik Danamon.

4. MASA JABATAN

- a. Anggota Komite Renumerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.
- b. Masa jabatan anggota Komite Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali hanya untuk 1 (satu) periode berikutnya dengan pertimbangan bahwa masa jabatan maksimal Komisaris independen adalah 2 (dua) periode berturut-turut.
- c. Penggantian anggota Komite Remunerasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya apabila diberhentikan berdasarkan keputusan rapat Dewan Komisaris dengan alasan antara lain meninggal dunia, mengundurkan diri, atau berhalangan tetap

- *do not have an affiliated relationship with members of the BoD, members of the BoC and/or a controlling shareholder of Danamon;*
- *have experience relating to Remuneration;*
- *do not have concurrent position as member in other Danamon committees.*

- d. *The Remuneration Committee shall prepare, review and update the charter and shall disclose it in the website.*
- e. *The Chairman of the Remuneration Committee can only assume concurrent position as the chairman of another 1 (one) committee.*
- f. *Members of the BoD are prohibited from becoming members of the Remuneration Committee.*
- g. *Members of the Remuneration Committee shall have good integrity, character, and morals and are required to have the ability, knowledge, and experience in accordance with their field of work, and able to communicate well.*
- h. *The Remuneration Committee members shall comply with the code of ethics of Danamon.*

4. TERM OF OFFICE

- a. *A member of the remuneration committee is appointed for a certain term of office and can be re-elected.*
- b. *The term of office should not be longer than the term of office of the BoC as governed 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. *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 is*

sehingga tidak dapat melaksanakan tugas atau diperkirakan secara medis tidak dapat melaksanakan tugas lebih dari 6 (enam) bulan berturut-turut.

medically unable to carry out his/her tasks for more than 6 (six) consecutive months.

5. TUGAS DAN TANGGUNG JAWAB

- a. Komite Remunerasi menyusun kebijakan, mengevaluasi dan memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - 1) Struktur dan besaran remunerasi bagi Dewan Komisaris dan Direksi dan untuk manajemen senior.
 - 2) remunerasi, termasuk gaji, tunjangan, bonus dan insentif yang akan diberikan berdasarkan pencapaian sasaran dan target yang telah ditentukan untuk Direktur Utama dan anggota Direksi lainnya, anggota Dewan Komisaris dan Dewan Pengawas Syariah.
 - 3) remunerasi, termasuk gaji dan tunjangan Pihak Independen.
- b. Komite Remunerasi membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima oleh masing-masing anggota Dewan Komisaris dan/atau anggota Direksi.
- c. Komite Remunerasi wajib memperhatikan hal-hal berikut ini dalam menyusun struktur, kebijakan, dan besaran Remunerasi:
 - 1) remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha dan skala usaha Danamon dalam industrinya;
 - 2) Kewajaran remunerasi dibandingkan dengan *peer group*;
 - 3) tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Danamon;
 - 4) target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris;
 - 5) keseimbangan tunjangan antara yang bersifat tetap dan variabel;
 - 6) kinerja keuangan Danamon dan kepatuhannya terhadap peraturan yang berlaku;
 - 7) pertimbangan sasaran dan strategi jangka panjang Danamon.
- d. Komite Remunerasi mengevaluasi struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud di atas paling kurang

5. DUTIES AND RESPONSIBILITIES

- a. *The Remuneration Committee prepares policy, evaluates and recommends to the BoC:*
 - 1) *Structure and amount of remuneration for the BoC and the BoD and for the senior management.*
 - 2) *the remuneration, including salaries, allowances, bonuses and incentives to be awarded against the achievements of prescribed goals and targets for the President Director and other members of the BoD, the BoC members and Syariah Supervision Board (Dewan Pengawas Syariah).*
 - 3) *the remuneration, including salaries and, allowance of the Independent Parties.*
- b. *The Remuneration Committee assists the BoC to assess whether the remuneration is in line with the performance of each member of the BoC and/or the BoD.*
- c. *The Remuneration Committee shall consider the following in preparing the structure, policy and amount of remuneration:*
 - 1) *remuneration that exists in the industry in line with business activities and scale of Danamon's business;*
 - 2) *Fairness of remuneration compared with its peer group;*
 - 3) *Duties, responsibilities, and authorities of members of the BoD and/or members of the BoC in line with achievements of Danamon's objectives and performances;*
 - 4) *Performance target or performances of each member of the BoD and/or member of the BoC;*
 - 5) *The balance between fixed and variable allowances;*
 - 6) *Danamon's performance and compliance with prevailing regulations;*
 - 7) *Considerations of the long term goals and strategies of Danamon.*
- d. *The Remuneration Committee must evaluate the structure, policy and amount of remuneration at least once a year.*

1 (satu) kali dalam 1 (satu) tahun.

- e. Komite Remunerasi wajib mengkaji dan memperbarui Piagamnya secara berkala.
 - f. Komite Remunerasi wajib menjaga kerahasiaan semua dokumen, data, dan informasi Danamon.
 - g. Anggota Komite Remunerasi wajib meningkatkan kompetensi melalui pendidikan dan pelatihan secara terus menerus.
- e. *The Remuneration Committee shall review and update its charter on a regular basis.*
 - f. *The Remuneration Committee shall maintain the confidentiality of all documents, data, and information of the Bank.*
 - g. *The Remuneration Committee members must improve competencies through continual education and training.*

6. KEWENANGAN

- a. Komite Remunerasi berwenang untuk mengakses dokumen, data, dan informasi tentang karyawan, Manajemen Senior, Direksi dan atau Dewan Komisaris.
- b. Sehubungan dengan pelaksanaan tugas dan tanggung jawabnya, Komite Remunerasi berwenang untuk berkomunikasi langsung dengan karyawan, Direksi dan pihak-pihak lain.
- c. Jika diperlukan, Komite Remunerasi memiliki kewenangan untuk melibatkan pihak independen untuk membantu tugasnya.
- d. Komite Remunerasi berwenang untuk melakukan kewenangan lain yang diberikan oleh Dewan Komisaris.

7. RAPAT DAN PELAKSANAANNYA

- a. Rapat Komite Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- b. Rapat Komite Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh mayoritas anggota Komite Remunerasi dan dihadiri oleh Ketua Komite Remunerasi termasuk Pejabat Eksekutif yang membidangi Sumber Daya Manusia.
- c. Keputusan rapat Komite Remunerasi diambil berdasarkan prinsip musyawarah mufakat.
- d. Dalam hal tidak terjadi mufakat, keputusan dilakukan berdasarkan suara terbanyak. Keputusan yang diambil dengan suara terbanyak dilakukan berdasarkan prinsip 1 (satu) orang 1 (satu) suara. Perbedaan pendapat (*dissenting opinions*) yang terjadi

6. AUTHORITY

- a. *The Remuneration Committee is authorized to access documents, data, and information about employees, Senior Management, BoD and or BoC.*
- b. *In relation to the implementation of its duties and responsibilities, the Remuneration Committee is authorized to communicate directly with employees, the BoD and other parties.*
- c. *If necessary, the Remuneration Committee has the authority to engage independent parties to assist its duties.*
- d. *The Remuneration Committee is authorized to perform any other authority granted by the BoC.*

7. MEETING AND PROCEEDINGS

- a. *The Remuneration Committee meetings are held periodically at least once in 4 (four) months.*
- b. *Remuneration 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 Remuneration Committee and the Human Resources Executive Officer.*
- c. *The Remuneration 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 one (1) vote. Differences of opinion (*dissenting opinions*) that occur in the Remuneration*

dalam rapat Komite Remunerasi dan alasan perbedaan wajib dinyatakan dengan jelas dalam notulen rapat.

- e. Setiap rapat Komite Remunerasi dicatat dalam notulen, didokumentasikan dengan baik, ditandatangani oleh seluruh anggota Komite Remunerasi yang hadir dan risalah rapat disampaikan secara tertulis kepada Dewan Komisaris.

8. PELAPORAN

- a. Komite Remunerasi menyampaikan laporan kepada Dewan Komisaris atas setiap penugasan.
- b. Komite Remunerasi wajib melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Remunerasi yang dijalankan kepada Dewan Komisaris. Laporan tersebut merupakan bagian laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
- c. Informasi pelaksanaan fungsi terkait Remunerasi wajib diungkapkan dalam laporan tahunan dan situs web Danamon. Informasi tersebut paling kurang mengungkapkan:
 - Pernyataan bahwa Danamon telah memiliki Piagam Komite Remunerasi yang telah sesuai dengan peraturan yang berlaku;
 - Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Remunerasi dalam tahun buku.

9. LARANGAN

1. Setiap anggota Komite Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Danamon selain penghasilan yang sah.
2. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

Committee meetings shall be clearly stated in the minutes of the meeting and the reasons for such differences stated.

- e. *Each of the Remuneration Committee meetings is noted in the minutes, well documented, signed by all members of the Remuneration Committee in attendance and minutes of meeting shall be submitted to the BoC.*

8. REPORTING

- a. *The Remuneration Committee reports to the BoC on each assignment.*
- b. *The Remuneration Committee shall report the implementation of its duties, responsibilities and remuneration 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 remuneration function shall be disclosed in the Bank's Annual Report and Danamon's web site. The Information disclosure shall include at a minimum:*
 - Statement that Danamon has a Remuneration Committee charter in line with prevailing regulations;
 - Brief explanation of the implementation of yearly duties and responsibilities of the Remuneration Committee in the Annual Report.

9. PROHIBITION

1. *Each member of Remuneration Committee is prohibited from taking personal benefits directly or indirectly from Danamon's activities other than remuneration.*
2. *Member of the BoC who is appointed as chairman or member of Remuneration Committee is not given additional income other than income as a member of the BoC.*

Komite Remunerasi/*the Remuneration Committee*

PT Bank Danamon Indonesia Tbk.

20 September 2016/September 20, 2016



J.B. Kristiadi
Ketua/*Chairman*

Wakil Komisaris Utama/*Vice Pres.Commissioner*
Komisaris Independen/*Independent Commissioner*

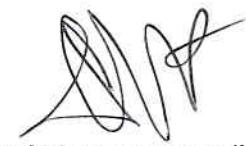


Ng Kee Choe
Anggota/*Member*
Komisaris Utama/*President Commissioner*
Komisaris/*Commissioner*

Gan Chee Yen
Anggota/*Member*
Komisaris/*Commissioner*



Emirsyah Satar
Anggota/*Member*
Komisaris Independen/*Independent Commissioner*

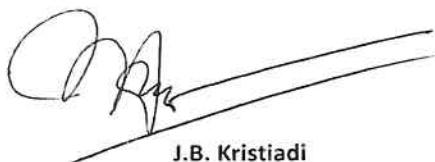

Manggi T. Habir
Anggota/*Member*
Komisaris Independen/*Independent Commissioner*

Eric Gunawan Kosasih
Anggota/*Member*
Pejabat Eksekutif/*Executive Officer*

Komite Remunerasi/*the Remuneration Committee*

PT Bank Danamon Indonesia Tbk.

20 September 2016/*September 20, 2016*



J.B. Kristiadi
Ketua/*Chairman*
Wakil Komisaris Utama/*Vice Pres. Commissioner*
Komisaris Independen/*Independent Commissioner*



Ng Kee Choe
Anggota/*Member*
Komisaris Utama/*President Commissioner*
Komisaris/*Commissioner*



Gan Chee Ven
Anggota/*Member*
Komisaris/*Commissioner*



Manggi T. Habir
Anggota/*Member*
Komisaris Independen/*Independent Commissioner*



Emirsyah Satar
Anggota/*Member*
Komisaris Independen/*Independent Commissioner*



Eric Gunawan Kosasih
Anggota/*Member*
Pejabat Eksekutif/*Executive Officer*