

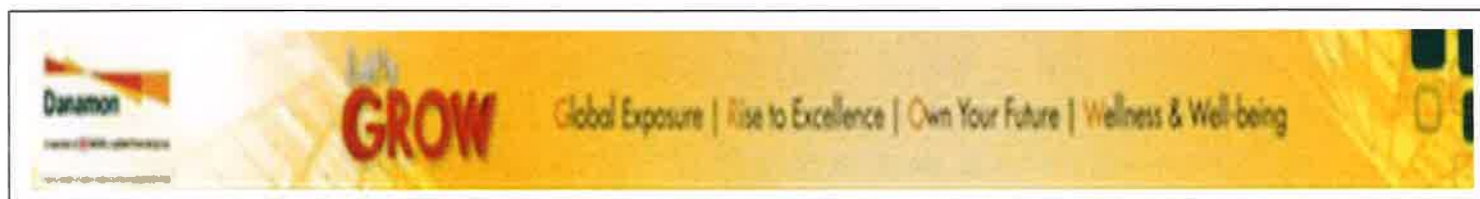


PIAGAM KOMITE NOMINASI DAN REMUNERASI
NOMINATION AND REMUNERATION COMMITTEE CHARTER



PT BANK DANAMON INDONESIA TBK

2024



<p>1. REFERENSI</p> <p>Piagam ini disusun dengan merujuk kepada peraturan dan perundang-undangan terkait dengan Komite Tata Kelola Terintegrasi antara lain, namun tidak terbatas pada :</p> <ul style="list-style-type: none"> • POJK No. 18/POJK.03/2014 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan. • POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten Atau Perusahaan Publik. • POJK No. 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik. • POJK No.45/POJK.03/2015 tanggal 23 Desember 2015 tentang Penerapan Tata Kelola Dalam Pemberian Remunerasi Bagi Bank Umum. • SEOJK No. 40/SEOJK.03/2016 Tentang Penerapan Tata Kelola Dalam Pemberian Remunerasi Bagi Bank Umum. • SEOJK No. 13 /SEOJK.03/2017 tanggal 17 Mei 2017 tentang Penerapan Tata Kelola Bagi Bank Umum (SEOJK 13/2017). • POJK No. 59/POJK.03/2017 Tentang Penetapan tata Kelola dalam pemberian remunerasi bagi Bank Umum Syariah dan Unit Usaha Syariah. • POJK No. 17 tahun 2023 tanggal 14 September 2023 tentang Penerapan Tata Kelola Bagi Bank Umum. • Anggaran Dasar PT Bank Danamon Indonesia, Tbk. • No.KSR-KOM.CORSEC.04.2023.003 tentang Komposisi Komite-Komite Dewan Komisaris. 	<p>1. REFERENCE</p> <p><i>This charter was prepared by referring to the regulations and laws related to the Integrated Corporate Governance Committee, including but not limited to:</i></p> <ul style="list-style-type: none"> • <i>POJK No. 18/POJK.03/2014 concerning the Implementation of Integrated Governance for Financial Conglomerates.</i> • <i>POJK No. 34/POJK.04/2014 dated 8 December 2014, concerning Nomination and Remuneration Committees for Issuers or Public Companies.</i> • <i>POJK No. 33/POJK.04/2014 dated 8 December 2014, concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.</i> • <i>POJK No.45/POJK.03/2015 dated 23 December 2015, concerning the Implementation of Governance in Providing Remuneration for Commercial Banks.</i> • <i>SEOJK No. 40/SEOJK.03/2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks.</i> • <i>SEOJK No. 13 /SEOJK.03/2017 dated 17 May 2017, concerning the Implementation of Governance for Commercial Banks (SEOJK 13/2017).</i> • <i>POJK No. 59/POJK.03/2017 concerning the Implementation of Governance in providing remuneration for Sharia Commercial Banks and Sharia Business Units.</i> • <i>POJK No. 17 of 2023 dated 14 September 2023, concerning the Implementation of Governance for Commercial Banks.</i> • <i>Articles of Association of PT Bank Danamon Indonesia, Tbk.</i> • <i>No.KSR-KOM.CORSEC. 04.2023.003 regarding the Composition of Committees in the Board of Commissioners.</i>
<p>2. TUJUAN</p> <p>Peran Komite Nominasi dan Remunerasi ["Komite"] PT Bank Danamon Indonesia, Tbk ["Danamon"] adalah membantu melaksanakan fungsi dan tugas Dewan Komisaris ["Dekom"] terkait nominasi dan remunerasi dari anggota Dekom, Direksi, Dewan Pengawas Syariah ["DPS"] serta anggota Komite-Komite di tingkat Dekom.</p>	<p>2. PURPOSE</p> <p><i>The role of the Nomination & Remuneration Committee ["Committee"] of PT Bank Danamon Indonesia, Tbk ["Danamon"] is to assist in carrying out the functions and duties of the Board of Commissioners ["Dekom"] regarding the nomination and remuneration of members of the</i></p>

	<i>Board of Commissioners, Directors, Sharia Supervisory Board ["DPS "] as well as members of the Committees at the BoC level.</i>
Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi, anggota Dekom, DPS atau anggota komite-Komite di tingkat Dekom.	Nomination is the proposal for someone to be appointed to a position as a member of the Board of Directors, member of the Board of Commissioners, DPS or member of committees at the level of the Board of Commissioners.
Remunerasi adalah total rewards yang ditetapkan dan diberikan kepada anggota Direksi, Dekom, DPS dan anggota Komite-Komite di tingkat Dekom berdasarkan kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab dan wewenangnya masing-masing.	Remuneration is the total rewards determined and given to members of the Board of Directors, Dekom, DPS and members of Committees at the BoC level based on the position and role assigned in accordance with their respective duties, responsibilities and authorities.
Komite dibentuk dengan tujuan untuk:	<i>The committee was formed with the aim of:</i>
a. Merekomendasikan kepada Dekom, sistem dan prosedur pengangkatan dan/atau penggantian anggota Dekom, Direksi, dan jika perlu, bagi Manajemen Senior tertentu;	<i>a. Make recommendations to the Board of Commissioners, systems and procedures for appointing and/or replacing members of the Board of Commissioners, Directors, and if necessary, certain Senior Management;</i>
b. Identifikasi calon dan mengkaji semua nominasi dan remunerasi anggota Dekom dan Direksi serta membuat rekomendasi kepada Dekom untuk disampaikan kepada Rapat Umum Pemegang Saham [RUPS] guna mendapatkan persetujuan;	<i>b. Identify candidates and review all nominations and remuneration for members of the Board of Commissioners and the Board of Directors and make recommendations to the Board of Commissioners to be submitted to the General Meeting of Shareholders [GMS] for approval;</i>
c. Merekomendasikan anggota anggota komite di bawah Dekom kepada Dekom.	<i>c. Recommend members of committee members under the BoC to the BoC.</i>
3. AKUNTABILITAS Komite Nominasi dan Remunerasi ("Komite") adalah komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris ("Dekom") dalam membantu melaksanakan fungsi dan tugas Dekom terkait Nominasi dan Remunerasi terhadap anggota Dekom, Direksi, Dewan Pengawas Syariah ("DPS"), serta anggota Komite-Komite di tingkat Dekom.	3. ACCOUNTABILITY <i>The Nomination & Remuneration Committee ("Committee") is a committee formed by and is responsible to the Board of Commissioners ("Dekom") in assisting the carrying out of the functions and duties of the Board of Commissioners regarding Nomination and Remuneration for members of the Board of Commissioners, Directors, Sharia Supervisory Board ("DPS") , as well as members of Committees at the Dekom level.</i>
4. KOMPOSISI DAN STRUKTUR KEANGGOTAAN	4. COMPOSITION AND MEMBERSHIP STRUCTURE
a. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan rapat Dewan komisaris dan diformalkan melalui surat keputusan Direksi.	<i>a. The Nomination and 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.</i>

b. Komite Nominasi Dan Remunerasi beranggotakan paling sedikit 3 (tiga) orang, dengan ketentuan:	b. <i>The Nomination and Remuneration Committee member consists of at least 3(three) members, under the condition:</i>
1) 1(satu) orang Komisaris Independen, sebagai ketua merangkap anggota;	1) <i>1 (one) Independent Commissioner, as chairman and member;</i>
2) 1 orang Komisaris Non Independen, sebagai anggota; dan	2) <i>1 Non-Independent Commissioner, as member; and</i>
3) 1 (satu) orang Pejabat Eksekutif yang membawahkan fungsi sumber daya manusia atau 1 (satu) orang perwakilan pegawai Bank.	3) <i>1 (one) Executive Officer in charge of HC or 1 (one) employee representative of the Bank.</i>
c. Dalam hal anggota Komite Nominasi dan Remunerasi ditetapkan lebih dari 3 (tiga) orang, maka Komisaris Independen paling sedikit berjumlah 2 (dua) orang.	c. <i>In the event that the members of the Nomination and Remuneration Committee are determined to be more than 3 (three) persons, then the number of Independent Commissioners will be at least 2 (two) persons.</i>
d. Dalam hal Bank tidak memiliki Komisaris Non Independen, Komite Nominasi dan Remunerasi wajib beranggotakan paling sedikit:	d. <i>In the event that the Bank does not have a Non-Independent Commissioner, the Nomination and Remuneration Committee must consist of at least:</i>
1) 2 (dua) orang Komisaris Independen; dan	1) <i>2 (two) Independent Commissioners; And</i>
2) 1 (satu) orang Pejabat Eksekutif yang membawahkan fungsi sumber daya manusia atau 1 (satu) orang perwakilan pegawai Bank.	2) <i>1 (one) Executive Officer in charge of human resources functions or 1 (one) Bank employee representative.</i>
e. Bank yang melaksanakan kegiatan usaha secara syariah dan Bank yang melaksanakan kegiatan usaha secara konvensional yang memiliki UUS, 1 (satu) orang anggota dewan pengawas syariah dapat menjadi anggota komite remunerasi dan nominasi.	e. <i>Banks that carry out sharia business activities and banks that carry out conventional business activities that have UUS, 1 (one) member of the sharia supervisory board can be a member of the Nomination and Remuneration Committee.</i>
Anggota Komite yang berasal dari luar Emiten atau Perusahaan Publik wajib memenuhi syarat:	<i>Committee members who come from outside the Issuer or Public Company must meet the following requirements:</i>
- Tidak mempunyai hubungan Afiliasi dengan Emiten atau Perusahaan Publik, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Emiten atau Perusahaan Publik tersebut;	- <i>Has no affiliation with the Issuer or Public Company, members of the Board of Directors, members of the Board of Commissioners, or Major Shareholders of the Issuer or Public Company;</i>
- Memiliki pengalaman terkait Remunerasi dan/atau Nominasi;	- <i>Have experience relating to Remuneration and/or Nomination;</i>
- Tidak merangkap jabatan sebagai anggota komite lainnya di Danamon.	- <i>Do not have concurrent position as member in other Danamon committees.</i>
f. Ketua Komite Nominasi dan Remunerasi hanya dapat merangkap jabatan sebagai ketua pada 1(satu) komite lain.	f. <i>The Chairman of the Remuneration and Nomination Committee can only assume</i>

	<i>concurrent position as the chairman of another 1(one) committee.</i>
g. Pejabat Eksekutif yang membawahi SDM atau 1 (orang) perwakilan bank ditetapkan sebagai Sekretaris Komite.	<i>g. The Executive Officer in charge of HC or 1 (one) employee representative of the Bank is designated as the Secretary of the Committee.</i>
h. Anggota Komite Nominasi dan Remunerasi wajib memiliki integritas, akhlak dan moral yang baik dan wajib memiliki kemampuan, pengetahuan dan pengalaman sesuai dengan bidang pekerjaannya, serta dapat berkomunikasi dengan baik.	<i>h. Members of the Nomination and Remuneration 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.</i>
i. Anggota Komite Nominasi dan Remunerasi wajib mematuhi kode etik Danamon.	<i>i. The Nomination and Remuneration Committee members shall comply with the code of ethics of Danamon</i>
5. MASA JABATAN	5. TERM OF OFFICE
a. Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.	<i>a. A member of the Nomination and Remuneration Committee is appointed for a certain term of office and can be re-elected.</i>
b. Masa Jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar.	<i>c. The term of office of Nomination and Remuneration Committee shall not be longer than the term of office of the BoC as regulated in the Articles of Association.</i>
c. Penggantian anggota komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.	<i>d. 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</i>
Anggota Komite tidak dapat lagi menjalankan fungsinya apabila anggota komite diberhentikan berdasarkan keputusan rapat Dekom, dengan alasan antara lain:	<i>Committee members can no longer carry out their functions if the committee member is dismissed based on a decision of the Board of Commissioners meeting, for reasons including:</i>
1) meninggal dunia,	<i>1) pass away,</i>
2) mengundurkan diri, atau	<i>2) resign, or</i>
3) berhalangan tetap sehingga tidak dapat melaksanakan tugas atau diperkirakan secara medis tidak dapat melaksanakan tugas lebih dari 6 (enam) bulan berturut turut.	<i>3) permanently absent so that they cannot carry out their duties or are medically estimated unable to carry out their duties for more than 6 (six) consecutive months</i>
6. TUGAS DAN TANGGUNG JAWAB	6. DUTIES AND RESPONSIBILITIES
Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab melaksanakan kebijakan nominasi dan remunerasi yang mengacu pada peraturan OJK mengenai penerapan tata Kelola dalam pemberian remunerasi bagi bank umum dan	<i>The Nomination and Remuneration Committee has the duty and responsibility of implementing the nomination & remuneration policy which refers to OJK regulations regarding the implementation of governance in providing remuneration for</i>

pemberian remunerasi bagi bank umum Syariah dan unit usaha Syariah.	<i>commercial banks and providing remuneration for Sharia commercial banks and Sharia business units.</i>
<u>Kebijakan Nominasi:</u>	<u>Nomination:</u>
a. Komite Nominasi dan Remunerasi memberikan rekomendasi kepada Dewan komisaris mengenai :	a. <i>The Nomination & Remuneration Committee recommends to the BoC regarding:</i>
- Komposisi jabatan anggota Dewan komisaris dan/atau anggota Direksi;	- <i>The composition of the BoC and/or the BoD members:</i>
- Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi;	- <i>The policy and criteria required for the nomination process;</i>
- Kebijakan evaluasi kinerja bagi anggota Dewan komisaris dan/atau anggota Direksi	- <i>The policy for performance evaluation of member of the BoC and/or member of the BoD</i>
b. Komite Nominasi dan Remunerasi menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Direksi dan anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS	b. <i>The Nomination and Remuneration Committee prepare and provide recommendations regarding systems and procedures of election and/or replacement of members of BoD and members of BoC to BoC to be submitted to the GMS.</i>
c. Komite Nominasi dan Remunerasi mengidentifikasi dan memberikan rekomendasi mengenai calon anggota Direksi dan/atau calon anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS;	c. <i>The Nomination and Remuneration Committee identify and provide recommendations regarding prospective members of the BoD and/or prospective members of the BoC to the BoC to be submitted to the GMS;</i>
d. Komite Nominasi dan Remunerasi merekomendasikan kepada Dewan komisaris, atas Pihak Independen yang akan menjadi anggota komite-komite Dewan komisaris.	d. <i>The Nomination and Remuneration Committee recommends to the BoC, candidates for an independent party who will become a member of the BoC's committees</i>
e. Komite Nominasi dan Remunerasi memberikan rekomendasi kepada Dewan Komisaris mengenai Pihak Independen yang akan menjadi anggota komite audit serta anggota komite pemantau risiko.	e. <i>The Nomination and Remuneration Committee provide recommendations to BOC regarding Independent Parties who will become members of the Audit Committee and members of the Risk Monitoring Committee</i>
f. Atas biaya Danamon, Komite Nominasi dan Remunerasi 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).	f. <i>The Nomination and Remuneration 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 and such firms' fees and other retention terms).</i>
g. Komite Nominasi dan Remunerasi dapat mengevaluasi seluruh anggota Dewan komisaris dan/atau anggota Direksi yang akan	g. <i>The Nomination and Remuneration Committee may evaluate all incumbent the BoC and/or the BoD members standing for re-</i>

diangkat kembali pada Rapat umum Pemegang Saham.	<i>election in the General Meeting of shareholders.</i>
h. Komite Nominasi dan Remunerasi mengkaji dan mengevaluasi kandidat dengan cara yang sama, tanpa memperhatikan jenis kelamin, ras, agama maupun sumber rekomendasi awal.	<i>h. The Nomination and Remuneration Committee reviews and evaluates Candidates in the same manner, with no regard to gender, race, religion or the source of the initial recommendation</i>
i. Komite Nominasi dan Remunerasi akan mengkaji ulang dan mengevaluasi kandidat berdasarkan persyaratan minimal dan kriteria lainnya dengan mempertimbangkan semua fakta dan keadaan yang dianggap tepat, antara lain, pengetahuan perbankan dan keahlian kandidat yang diusulkan, kedalaman dan keluasan pengalaman profesional atau karakteristik latar belakang lainnya, independensi mereka, dan kebutuhan Dewan Komisaris/anggota Direksi,	<i>i. The Nomination and Remuneration 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>
j. Komite Nominasi dan Remunerasi mengusulkan seluruh kandidat (baik yang diidentifikasi secara internal maupun oleh pemegang saham) yang lolos evaluasi kepada Dewan Komisaris melalui surat edaran untuk dinominasikan sebagai anggota Dewan komisaris/anggota Direksi dalam Rapat Umum Pemegang Saham berikutnya.	<i>j. The Nomination and Remuneration 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.</i>
k. Pengangkatan resmi kandidat sebagai anggota Dewan Komisaris/anggota Direksi akan dilakukan setelah Rapat Umum Pemegang Saham memberikan persetujuan dan setelah semua persyaratan seperti yang dipersyaratkan oleh peraturan termasuk namun tidak terbatas pada fit and proper test oleh Otoritas Jasa Keuangan maupun oleh otoritas lainnya dipenuhi.	<i>k. 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 of other authority.</i>
l. Komite Nominasi dan Remunerasi mengevaluasi dan merekomendasikan calon anggota Dewan komisaris dan anggota Direksi perusahaan anak yang memiliki dampak signifikan bagi Bank, kepada Dewan Komisaris Bank.	<i>l. The Nomination and Remuneration 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.</i>
m. Komite Nominasi dan Remunerasi dapat memberikan "no objection" atas kandidat anggota direksi perusahaan anak.	<i>m. The Nomination and Remuneration Committee may provide "no objection" for the candidates of the BoD in subsidiaries.</i>

n. Komite Nominasi dan Remunerasi menyusun mekanisme dan melakukan penilaian kinerja Direksi dan Dewan Komisaris.	<i>n. Develop mechanisms and assess the performance of members of the BoC and/or members of the BoD.</i>
o. Komite Nominasi dan Remunerasi memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Dewan komisaris dan/atau anggota Direksi.	<i>o. The Nomination and Remuneration Committee recommends to the BoC regarding the competency development program for members of the BoC and/or members of the BoD.</i>
p. Anggota Komite Nominasi & Remunerasi wajib meningkatkan kompetensi melalui pendidikan dan pelatihan secara terus menerus.	<i>p. The Nomination and Remuneration Committee members must improve competencies through continual education and training.</i>
q. Komite Nominasi dan Remunerasi mengkaji dan mengevaluasi kandidat dengan cara yang sama, tanpa memperhatikan jenis kelamin, ras, agama maupun sumber rekomendasi awal.	<i>q. The Nomination and Remuneration Committee shall prepare, review and update the Nomination and Remuneration Committee charter periodically. The Charter will be available on the Danamon's website.</i>
r. Anggota Komite Nominasi dan Remunerasi menjaga kerahasiaan seluruh dokumen, data, dan informasi Danamon.	<i>r. The Nomination and Remuneration Committee maintaining confidentiality of all documents, data and Bank's information.</i>
<u>Kebijakan Remunerasi:</u>	<u>Remuneration Committee:</u>
a. Komite Nominasi dan Remunerasi menyusun kebijakan, mengevaluasi dan memberikan rekomendasi kepada Dewan Komisaris mengenai:	<i>a. The Nomination and Remuneration Committee prepares policy, evaluates and recommends to the BoC:</i>
1) struktur dan besaran remunerasi bagi Dewan Komisaris dan Direksi dan untuk Manajemen Senior.	<i>1) Structure and amount of remuneration for the BoC and the BoD and for the senior Management.</i>
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.	<i>2) the remuneration, including salaries, allowances, bonuses and incentives to be awarded against the achievement of prescribed goals and targets for the President Director and other members of the BoD, the BoC members and Sharia Supervision Board (Dewan Pengawas Syariah).</i>
3) remunerasi, termasuk gaji dan tunjangan Pihak Independen.	<i>3) the remuneration, including salaries and, allowance of the Independent Parties.</i>
b. Komite Nominasi dan Remunerasi membantu Dewan komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima oleh masing-masing anggota Dewan komisaris dan/atau anggota Direksi	<i>b. The Nomination and 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.</i>
c. Komite Nominasi dan Remunerasi wajib memperhatikan hal hal berikut ini dalam	<i>c. The Nomination and Remuneration shall consider the following in preparing the structure, policy and amount of remuneration:</i>

menyusun struktur, kebijakan dan besaran Remunerasi:	
1) Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha dan skala usaha Danamon dalam industrinya;	1) <i>Remuneration that exists in the industry in line with business activities and scale of Danamon's business;</i>
2) Kewajaran remunerasi di bandingkan dengan peer group;	2) <i>Fairness of remuneration compared with its peer group;</i>
3) Tugas, tanggung jawab dan wewenang anggota Direksi dan/atau anggota Dewan komisaris dikaitkan dengan pencapaian tujuan dan kinerja Danamon;	3) <i>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;</i>
4) Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan komisaris	4) <i>Performance target or performances of each member of the BoD and/or member of the BoC;</i>
5) Keseimbangan tunjangan antara yang bersifat tetap dan variable;	5) <i>The balance between fixed and variable allowances;</i>
6) Kinerja keuangan Danamon dan kepatuhannya terhadap peraturan yang berlaku;	6) <i>Danamon's performance and compliance with prevailing regulations</i>
7) Pertimbangan sasaran dan strategi jangka panjang Danamon	7) <i>Considerations of the long term goals and strategies of Danamon.</i>
d. Komite Nominasi dan Remunerasi mengevaluasi struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud di atas paling kurang 1(satu) kali dalam 1(satu) tahun.	d. <i>The Nomination & Remuneration Committee must evaluate the structure, policy and amount of remuneration at least once a year.</i>
e. Komite Nominasi dan Remunerasi wajib menjaga kerahasiaan semua dokumen, data, dan informasi Danamon.	e. <i>The Nomination & Remuneration Committee shall maintain the confidentiality of all documents, data, and information of the Bank.</i>
f. Anggota Komite Nominasi dan Remunerasi wajib meningkatkan kompetensi melalui pendidikan dan pelatihan secara terus menerus.	f. <i>The Nomination & Remuneration Committee members must improve competencies through continual education and training.</i>
7. KEWENANGAN	7. AUTHORITY
a. Komite Nominasi dan Remunerasi berwenang mengakses dokumen, data, dan informasi yang diperlukan dari Danamon.	a. <i>The Nomination and Remuneration Committee is authorized to access documents, data, and information as deemed necessary.</i>
b. Terkait dengan pelaksanaan tugas dan tanggung jawabnya, Komite Nominasi dan Remunerasi berwenang berkomunikasi secara langsung dengan karyawan, Direksi, dan pihak lain.	b. <i>In relation to the implementation of its duties and responsibilities, the Nomination and Remuneration Committee is authorized to communicate directly with employees, the BoD and other parties.</i>
c. Jika diperlukan, Komite Nominasi dan Remunerasi berwenang melibatkan pihak independen untuk membantu pelaksanaan tugasnya.	c. <i>If necessary, the Nomination and Remuneration Committee is authority to engage independent party to assist its duties.</i>

d. Komite Nominasi dan Remunerasi berwenang melakukan kewenangan lain yang diberikan oleh Dewan Komisaris.	d. <i>The Nomination and Remuneration Committee is authorized to perform any other authority granted by the BoC.</i>
8. RAPAT DAN PELAKSANAANNYA	8. MEETING AND PROCEEDINGS
a. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 3 (tiga) bulan.	a. <i>The Nomination and Remuneration Committee meetings are held periodically at least once in 3 (three) months.</i>
Rapat Komite diselenggarakan jika dihadiri mayoritas anggota komite termasuk kehadiran:	<i>Committee Meetings be held if attended by majority of the number of committee members:</i>
1) 1 (satu) Orang Komisaris Independen; dan	1) <i>1 (One) independent commissioner; and</i>
2) 1 (satu) orang Pejabat Eksekutif yang membawahi fungsi sumber daya manusia atau 1 (satu) orang perwakilan pegawai bank.	2) <i>1 (one) executive officer in charge of human resources function or 1 (one) representative of the bank employees</i>
b. Keputusan rapat Komite Nominasi dan Remunerasi diambil berdasarkan prinsip musyawarah mufakat.	b. <i>The Nomination and Remuneration Committee meeting decisions are taken based on consensus.</i>
c. Dalam hal mufakat tidak terjadi, keputusan diambil berdasarkan suara mayoritas. Keputusan yang diambil berdasarkan suara mayoritas didasarkan pada prinsip 1 (satu) orang 1 (satu) suara.	c. <i>In the event that consensus does not happen, decisions made by majority votes are done based on the principle of 1(one) member 1(one) vote.</i>
d. Perbedaan pendapat (<i>dissenting opinions</i>) yang terjadi dalam rapat Komite Nominasi dan Remunerasi dan alasannya wajib dinyatakan dengan jelas dalam notulen rapat.	d. <i>Differences of opinion (dissenting opinions) that occur in the Nomination and Remuneration Committee meetings shall be clearly stated in the minutes of the meeting and the reasons for such differences is stated.</i>
e. Setiap rapat Komite Nominasi dan Remunerasi dicatat dalam notulen, didokumentasikan dengan baik dan ditandatangani oleh seluruh anggota Komite Nominasi dan Remunerasi yang hadir.	e. <i>Each Nomination and Remuneration Committee meeting is noted in the minutes, well documented and signed by all members of the Nomination and Remuneration Committee in attendance.</i>
f. Risalah rapat Komite Nominasi dan Remunerasi wajib di sampaikan secara tertulis kepada Dewan komisaris.	f. <i>Minutes of meeting of Nomination and Remuneration Committee shall be submitted to the BoC.</i>
9. PELAPORAN	9. REPORTING
a. Komite Nominasi dan Remunerasi melaporkan setiap penugasan kepada Dewan Komisaris.	a. <i>The Nomination and Remuneration Committee reports to the BoC on each assignment.</i>
b. Komite Nominasi dan Remunerasi wajib melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur remunerasi dan nominasi yang dijalankan kepada Dewan komisaris.	b. <i>The Nomination and Remuneration Committee shall report implementation of duties, responsibilities, and procedures of remuneration and nomination procedures to</i>

Laporan tersebut merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dalam RUPS.	<i>the Board of Commissioners. The report is part of the BoC's activities report presented in the AGMS.</i>
c. Informasi pelaksanaan fungsi terkait Nominasi dan Remunerasi wajib diungkapkan dalam laporan tahunan dan situs web Danamon. Informasi tersebut paling kurang mengungkapkan :	c. <i>Information on the implementation of the Remuneration and Nomination function shall be disclosed in the Bank's Annual Report and Danamon's web site. The information disclosure shall include at a minimum :</i>
- Pernyataan bahwa Danamon telah memiliki Piagam Komite Nominasi dan Remunerasi yang telah sesuai dengan peraturan yang berlaku:	- <i>Statement that Danamon has a Nomination and Remuneration Committee charter in line with prevailing regulations:</i>
- Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.	- <i>Brief explanation of the implementation of yearly duties and responsibilities of Nomination and Remuneration Committee in the Annual Report.</i>
- Dalam hal anggota komite remunerasi dan nominasi tidak memenuhi persyaratan minimal, rekomendasi komite yang menjalankan fungsi nominasi:	- <i>In case the members of the Nomination and Remuneration Committee do not meet the minimum requirements, the recommendation of the committee performing the nomination function:</i>
a. dapat diterima, dalam hal keanggotaan komite remunerasi dan nominasi terdapat paling sedikit 1 (satu) orang Komisaris Independen atau 1 (satu) orang Komisaris Non Independen; atau	a. <i>Acceptable, in the case of membership of the Nomination and Remuneration Committee, there is at least 1 (one) Independent Commissioner or 1 (one) Non-Independent Commissioner; or</i>
b. dikecualikan, dalam hal terjadi kekosongan anggota Dewan Komisaris, terkait usulan penggantian dan/atau pengangkatan anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS.	b. <i>Excluded, in the event of a vacancy of members of the BoC, related to the proposal for replacement and/or appointment of members of the BoD and/or members of the BoC to the GMS.</i>
<u>10. LARANGAN</u>	<u>10. PROHIBITION</u>
a. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan Pribadi baik secara langsung maupun tidak langsung dari kegiatan Danamon selain penghasilan yang sah.	a. <i>Each member of the Nomination and Remuneration Committee is prohibited from taking personal benefits directly or indirectly from Danamon's activities other than the remuneration</i>
b. Apabila terdapat benturan kepentingan maka anggota komite wajib mengungkapkan benturan kepentingan dalam setiap keputusan yang memenuhi kondisi adanya benturan kepentingan.	b. <i>If there is a conflict of interest, committee members must disclose the conflict of interest in any decision that meets the conditions of a conflict of interest.</i>

c. Anggota Dewan Komisaris yang menjadi ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.	c. Member of the BoC who is appointed as chairman or member of the Nomination and Remuneration Committee is not given additional income other than income as a member of the BoC.
d. Anggota Direksi dilarang menjadi anggota Komite Nominasi Dan Remunerasi.	d. Members of the BoD are prohibited from being members of the Nomination and Remuneration Committee.
Piagam Komite ini bersifat mengikat bagi setiap anggota Komite, ditetapkan oleh Dekom dan mulai berlaku pada tanggal 1 Januari 2024 serta wajib diunggah dalam laman/situs web Bank.	This Committee Charter is binding for each member of the Committee, determined by the Board of Commissioners and comes into force on 1 January 2024 and must be uploaded on the Bank's website.
Piagam Komite ini wajib dikaji ulang setiap 3 (tiga) tahun sekali atau apabila dianggap perlu.	This Committee Charter must be reviewed every 3 (three) years or if deemed necessary.

Jakarta, 1 April 2024.....

**KOMITE NOMINASI DAN REMUNERASI/THE NOMINATION AND REMUNERATION COMMITTEE
PT BANK DANAMON INDONESIA TBK**



Halim Alamsyah
Ketua/Chairman

Wakil Komisaris Utama/Vice President Commissioner
Komisaris Independen/Independent Commissioner



Yasushi Itagaki
Anggota/Member

Komisaris Utama/President Commissioner
Komisaris/Commissioner



Nobuya Kawasaki
Anggota/Member

Komisaris/Commissioner

Signed
22 Mar 2024

Hedy Maria Helena Lopian
Anggota/Member

Komisaris Independen/Independent Commissioner



Roy Permana

Anggota dan Sekretaris/Member and Secretary
Perwakilan Pegawai /Employee Representative