CHARTER KOMITE REMUNERASI DAN NOMINASI PT Bank Mandiri (Persero) Tbk.	REMUNERATION AND NOMINATION COMMITTEE CHARTER PT Bank Mandiri (Persero) Tbk.
I. LATAR BELAKANG	**I. BACKGROUND**
Dalam rangka mewujudkan tata kelola perusahaan yang baik *(Good Corporate Governance)* dengan mengacu pada Anggaran Dasar PT Bank Mandiri (Persero) Tbk. dan perubahannya, Undang-undang Pemerintah Indonesia Nomor 19 tahun 2003 tentang BUMN, dan ketentuan Bank Indonesia khususnya yang tercantum di dalam Peraturan Bank Indonesia Nomor 8/4/PBI/2006 tanggal 30 Januari 2006 tentang Pelaksanaan *Good Corporate Governance* bagi Bank Umum, sebagaimana telah diubah dengan Peraturan Bank Indonesia Nomor 8/14/PBI/2006 tanggal 5 Oktober 2006; yang diatur didalam pasal 12 ayat 1 menyatakan bahwa Dewan Komisaris wajib membentuk Komite Remunerasi dan Nominasi dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya.	In the framework of realizing good corporate governance by referring to Articles of Association of PT Bank Mandiri (Persero) Tbk. and its amendment, Law of the Government of Indonesia Number 19 of 2003 regarding BUMN (State Owned Company), and the provisions of Bank Indonesia particularly those as stipulated in Regulation of Bank Indonesia Number 8/4/PBI/2006 dated January 20, 2006 regarding Implementation of Good Corporate Governance for Commercial Bank, as has been amended with Regulation of Bank Indonesia Number 8/14/PBI/2006 dated October 5, 2006; as it is regulated in article 12 paragraph 1 which states that the Board of Commissioners is obligatory to establish Remuneration and Nomination Committee in the framework of supporting the effectiveness of implementing its duties and responsibilities.
II. FUNGSI, WEWENANG DAN TANGGUNG JAWAB	**II. FUNCTION, AUTHORITIES AND RESPONSIBILITIES**
1. Fungsi	**1. Function**
Membantu Dewan Komisaris untuk dapat mengajukan saran-saran kepada pemegang saham seri A Dwiwarna dalam hal:	To assist the Board of Commissioners for being able to submit suggestions to the shareholders of Dwiwarna A series in case of:
1.1. Menyusun, melaksanakan dan menganalisa criteria dan prosedur nominasi bagi calon Dewan Komisaris dan Direksi.	1.1. To prepare, implement and analyze the criteria of procedure of nomination for the candidate of Board of Commissioners and Board of Directors.
1.2. Mengidentifikasi calon-calon Direksi baik dari dalam maupun dari luar dan calon Dewan Komisaris yang memenuhi syarat untuk diajukan/ diangkat menjadi Direktur atau Dewan Komisaris.	1.2. To identify the candidates of Board of Directors both from within and from outside and the candidate of Board of Commissioners complying with the requirements for submission/ appointment to become Director or Board of Commissioners.

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1.3. Menyusun kriteria penilaian kinerja Direksi.	1.3. To prepare criteria of evaluation of performance of Board of Directors.
1.4. Menyusun, melaksanakan dan menganalisa criteria dan prosedur pemberhentian Dewan Komisaris dan atau Direksi.	1.4. To prepare, implement and analyze the criteria and procedure of discharging the Board of Commissioners and or the Board of Directors.
1.5. Membantu Dewan Komisaris dalam mengusulkan suatu sistem remunerasi yang sesuai bagi Dewan Komisaris dan Direksi berupa sistem penggajian dan pemberian fasilitas dan tunjangan, penilaian terhadap sistem tersebut, opsi yang diberikan dan sistem pensiun.	1.5. To assist the Board of Commissioners in proposing a suitable remuneration system for the Board of Commissioners and Board of Directors in the form of remuneration system and providing facilities and allowances, evaluation against such system, option as provided and pension system.
2. Wewenang	**2. Authority**
2.1. Meminta PT Bank Mandiri (Persero) Tbk. Untuk melakukan survey sesuai kebutuhan Komite Remunerasi dan Nominasi.	2.1. To request PT Bank Mandiri (Persero) Tbk. for conducting survey according to the needs of Committee for Nomination and Remuneration
2.2. Meminta informasi hal-hal yang diperlukan dari berbagai pihak baik internal maupun eksternal PT Bank Mandiri (Persero) Tbk.	2.2. To request information on matters as required from various parties both within and outside of PT Bank Mandiri (Persero) Tbk.
3. Tugas dan Tanggung Jawab	**3. Duties and Responsibilities**
3.1. Komite bertugas dan bertanggung jawab dalam melaksanakan hal-hal sebagai berikut :	3.1. The Committee has the duties and responsibilities for executing the matters as follows:
3.1.1. Menyusun konsep dan analisa yang berhubungan dengan fungsi Komite Remunerasi dan Nominasi.	3.1.1. To prepare the concept and analysis relating to the function of the Committee for Remuneration and Nomination.
3.1.2. Membantu Dewan Komisaris untuk memberikan rekomendasi tentang jumlah anggota Dewan Komisaris dan Direksi.	3.1.2. To assist the Board of Commissioners for providing recommendation concerning total members of Board of

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	Commissioners and Board of Directors.
3.1.3. Membantu Dewan Komisaris dalam penetapan kebijakan umum Sumber Daya Manusia.	3.1.3. To assist the Board of Commissioners in stipulating general policy on Human Resources
3.1.4. Merekomendasikan persetujuan perubahan struktur organisasi sampai dengan satu tingkat dibawah Direksi.	3.1.4. To recommend the approval for change of organizational structures up to one level below the Board of Directors.
3.1.5. Membantu Dewan Komisaris memperoleh dan menganalisa data bakal calon Direksi dari *talent pool* pejabat satu tingkat di bawah Direksi.	3.1.5. To assist the Board of Commissioners to acquire and analyze the data of prospective candidate of Board of Directors from the talent pool of official of one level below the Board of Directors
3.1.6. Membantu Dewan Komisaris dalam memberikan rekomendasi tentang opsi kepada Dewan Komisaris, Direksi dan Pegawai, antara lain opsi saham serta pengawasan pelaksanaannya.	3.1.6. To assist the Board of Commissioners in providing recommendation concerning option to the Board of Commissioners, Board of Directors and Employee, among others share option as well as supervision in its implementation
3.1.7. Memiliki *data base* dan *talent pool* calon-calon anggota Direksi dan Dewan Komisaris.	3.1.7. To possess data base and talent pool of candidates of members of Board of Directors and Board of Commissioners.
3.1.8. Melakukan evaluasi terhadap kebijakan remunerasi dan memberikan rekomendasi kepada Dewan Komisaris mengenai :	3.1.8. To conduct evaluation against the policy on remuneration and providing recommendation to the Board of Commissioners concerning :
3.1.8.1. Kebijaksanaan remunerasi bagi Dewan Komisaris dan	3.1.8.1. Remuneration policy for the Board of Commissioners and

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Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham.	the Board of Directors for submission to the General Meeting of Shareholders.
3.1.8.2. Kebijaksanaan remunerasi bagi Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi.	3.1.8.2. The policy on remuneration for Executive Official and Employee in its entirety for submission to the Board of Directors.
3.1.9. Menyusun dan memberikan rekomendasi mengenal sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.	3.1.9. To prepare and provide recommendation concerning system as well as procedure of election and/or change or members of Board of Commissioners and Board of Directors to the Board of Commissioners for further submission to the General Meeting of Shareholders.
3.1.10. Memberikan rekomendasi mengenai calon anggota Komisaris dan/atau Direksi kepada Dewan Komisaris disampaikan kepada Rapat Umum Pemegang Saham dan regulator.	3.1.10. To provide recommendation concerning candidates for members of Board of Commissioners and/or Board of Directors to the Board of Commissioners for submission to the General Meeting of Shareholders and/or the regulator.
3.1.11. Memberikan rekomendasi mengenai pihak independen yang akan menjadi anggota Komite Audit serta Komite Pemantau Resiko dan Good Corporate Governance.	3.1.11. To provide recommendation concerning independent party who will become the member of Audit Committee as well as Committee for Risk Monitoring and Good Corporate Governance.

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3.2. Ketua Komite bertugas dan bertanggung jawab dalam mengkoordinasikan pelaksanaan rapat Komite dan mengusulkan agenda serta materi rapat.	3.2. The Chairman of Committee has the duties and responsibilities for coordinating the implementation of committee meeting and proposing the agenda as well as the materials of meeting.
3.3. Anggota Komite bertugas dan bertanggung jawab dalam :	3.3. Member of Committee has the duties and responsibilities for :
3.3.1. Menyelenggarakan rapat secara teratur;	3.3.1. Organizing meeting regularly;
3.3.2. Mempelajari materi rapat terlebih dahulu;	3.3.2. Studying the materials of meeting in advance;
3.3.3. Menghadiri rapat;	3.3.3. Attending the meeting;
3.3.4. Memberikan kontribusi dan berperan aktif;	3.3.4. Providing contribution and active role;
3.3.5. Membuat risalah rapat (sekretaris).	3.3.5. Preparing minutes of meeting (secretary).
III. KEANGGOTAAN DAN TATA TERTIB	**III. MEMBERSHIP AND RULES OF ORDER**
1. Keanggotaan	**1. Membership**
Mengacu pada Peraturan Bank Indonesia Nomor 8/4/PBI/2006 tanggal 30 lanuari 2006 tentang Pelaksanaan Good Corporate Governance bagi Bank Umum Pasal 3, sebagaimana telah diubah dengan Peraturan Bank Indonesia Nomor 81/4/PBI/2006 tanggal 5 Oktober 2006, Surat Keputusan Komisaris Nomor KEP.KOM/004/2010 tanggal 6 Oktober 20 I 0 tentang Pembentukan Komite dan Penetapan Anggota Komite dibawah Dewan Komisaris telah memutuskan Ketua dan Anggota Komite Remunerasi & Nominasi, yang selanjutnya diangkat oleh Direksi PT Bank Mandiri (Persero), Tbk. berdasarkan Surat Keputusan Direksi Nomor KEP.DIR/263/2011 tanggal 28 Oktober 2011 tentang Pengangkatan Anggota Komite-	Referring to Regulation of Bank Indonesia Number 8/4/PBI/2006 dated January 30, 2006 concerning Implementation of Good Corporate Governance for Commercial Bank of Article 3, as has been amended with Regulation of Bank Indonesia Number 8/14/PBI/2006 dated October 5, 2006, the Decree of Commissioner Number KEP.KOM/004/2010 dated October 6, 2010 regarding the Establishment of Committee and Stipulation of Member of Committee under the Board of Commissioners has decided that the Chairman and Member of Committee for Remuneration and Nomination, which will further be appointed by the Board of Directors of Bank Mandiri (Persero) Tbk. based on the Decree of Board of Directors Number

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Komite dibawah Dewan Komisaris.	KEP.DIR/263/2011 dated October 28, 2011, regarding the Appointment of Members of Committees under the Board of Commissioners.
1.1. Anggota Komite Remunerasi dan Nominasi sekurang-kurangnya memenuhi kualifikasi sebagai berikut :	1.1. Member of Committee for Remuneration and Nomination shall at least comply with the qualifications as follows:
1.1.1. Mempunyai integritas, obyektifitas dan etika yang tinggi.	1.1.1. To have high integrity, objectivity and ethics.
1.1.2. Mempunyai kompetensi yang tinggi dalam hal:	1.1.2. To have high competency in case of:
a. Mempunyai pengetahuan yang memadai termasuk ketentuan dan peraturan serta perudang-undangan yang berlaku,	a. Having adequate knowledge including the provisions as well as the prevailing laws and regulations.
b. Memahami konsep manajemen sumber daya manusia secara komprehensif dan memiliki pengetahuan mengenai ketentuan sistem remunerasi dan/*atau* nominasi serta *succession plan* Bank.	b. Understanding the concept of human resources management comprehensively and having knowledge concerning the provisions of remuneration and/or nomination system as well as Bank succession plan.
1.1.3. Mampu bersikap independen yaitu mampu melaksanakan tugas secara profesional tanpa benturan kepentingan dan pengaruh/tekanan dari pihak manapun yang tidak sesuai dengan peraturan perundangundangan yang berlaku dan prinsip-prinsip korporasi yang sehat.	1.1.3. Able to behave independently, namely able to execute the duties professionally without conflict of interest and influence/pressure from any party whatsoever that is not in conformity with the prevailing laws and regulations and the principles of sound corporation.

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1.2. Anggota Komite Remunerasi dan Nominasi terdiri dari sekurangkurangnya 1 (satu) orang Dewan Komisaris Independen, 1 (satu) orang Dewan Komisaris sebagai *voting member* dan Group Head Human Capital *(ex officio)* sebagai *non voting member.*	1.2. Member of Committee for Remuneration and Nomination shall consist of at least 1 (one) person from the Board of Independent Commissioners, 1 (one) person from the Board of Commissioners as voting member and Group Head Human Capital (ex officio) as non-voting member.
1.3. Komite Remunerasi dan Nominasi diketuai oleh Dewan Komisaris Independen.	1.3. Committee for Remuneration and Nomination shall be chaired by the Board of Independent Commissioners.
1.4. Dalam hal anggota Komite Remunerasi dan Nominasi ditetapkan lebih dari 3 (tiga) orang, maka anggota Dewan Komisaris Independen paling kurang berjumlah 2 (dua) orang.	1.4. In the event that the member of Committee for Remuneration and Nomination is stipulated more than 3 (three) persons, then the members of Board of Independent Commissioners shall have total members of at least 2 (two) persons.
1.5. Apabila diperlukan, Komite Remunerasi dan Nominasi dapat mengangkat anggota yang berasal dari pihak luar yang independen terhadap Bank Mandiri.	1.5. In the event it is required, the Committee for Remuneration and Nomination may appoint a member originating from outside party which is independent against Bank Mandiri.
1.6. Anggota Komite Remunerasi dan Nominasi diangkat oleh Direksi berdasarkan keputusan rapat Dewan Dewan Komisaris.	1.6. The member of Committee for Remuneration and Nomination is appointed by the Board of Directors based on the decision of meeting of Boards of Commissioners.
2. Rapat dan Pelaporan	**2. Meeting and Reporting**
2.1. Rapat dihadiri oleh semua anggota dan bila perlu hanya dapat dihadiri oleh Anggota dengan hak suara *(voting member).*	2.1. The meeting shall be attended by all members and if necessary it can be attended by members with voting right (voting member).

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2.2. Rapat hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu per seratus) dari jumlah anggota termasuk seorang Dewan Komisaris Independen dan Group Head Human Capital Group.	2.2. The meeting can only be implemented in the event it is attended by at least 51% (fifty one percent) of total members including one member of Board of Commissioners and Group Head Human Capital Group.
2.3. Rapat Komite Remunerasi dan Nominasi diselenggarakan sesuai kebutuhan dan penugasan dari Dewan Komisaris, sekurang-kurangnya 2 (dua) kali dalam 1 (satu) tahun.	2.3. The meeting of Committee for Remuneration and Nomination shall be organized according to the needs and assignment from the Board of Commissioners, at least 2 (two) times in 1 (one) year.
2.4. Rapat dipimpin oleh Ketua atau anggota yang ditunjuk oleh anggota yang hadir, apabila Ketua berhalangan hadir.	2.4. The meeting shall be presided over by the Chairman or member who is appointed by the members who are present, in the event that the Chairman is impeded.
2.5. Keputusan Rapat dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.	2.5. The Resolution of Meeting shall be conducted based on consultation to achieve an agreement. In case that the consultation to achieve an agreement has not occurred, the adopted decision shall be conducted based on majority votes.
2.6. Hasil atau keputusan Rapat wajib dituangkan dalam risalah rapat yang ditanda tangani oleh seluruh anggota yang hadir dan didokumentasikan secara baik.	2.6. The result or the resolution of meeting is obligatory to be laid down in the minutes of meeting which is signed by the whole members who are present and it is documented properly.
2.7. Perbedaan pendapat *(dissenting opinions)* yang terjadi dalam Rapat wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaaan pendapat tersebut.	2.7. Dissenting opinion as occurred in the meeting is obligatory to mention clearly in the minutes of meeting along with the reason of such dissenting opinions.

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2.8. Komite harus membuat laporan kepada Dewan Komisaris at as setiap penugasan yang diberikan dan atau untuk setiap masalah yang diidentifikasi memerlukan perhatian Dewan Komisaris atau sekurangkurangnya 2 (dua) kali dalam 1 (satu) tahun.	2.8. The committee has to prepare a report to the Board of Commissioners for each assignment as provided and or for each issue as identified for requiring attention from the Board of Commissioners or at least 2 (two) times in 1 (one) year.
3. Masa Tugas dan Kompensasi	**3. Term of Office and Compensation**
3.1. Masa tugas anggota Komite Remunerasi dan Nominasi tidak boleh lebih lama daripada masa jabatan Dewan Komisaris dan dapat diangkat kembali untuk periode berikutnya.	3.1. The term of office of member of Committee for Remuneration and Nomination may not longer than the term of office of the Board of Commissioners and it can be reappointed for the following period.
3.2. Anggota Komite Remunerasi dan Nominasi yang berasal dari pihak luar diberi honorarium bulanan yang jumlahnya ditetapkan oleh Dewan Komisaris.	3.2. The member of Committee for Remuneration and Nomination originating from the outside party shall be provided with monthly honorarium which amount is stipulated by the Board of Commissioners.
IV. SISTEM NOMINASI DAN REMUNERASI	**IV. NOMINATION AND REMUNERATION SYSTEM**
A. Pedoman Nominasi	**A. Nomination Guidelines**
Salah satu tugas dari Komite Remunerasi dan Nominasi adalah menyusun suatu sistem nominasi bagi anggota Direksi dan Dewan Komisaris Perseroan yang akan menjadi bagian dari Kebijakan Good Corporate Governance dari Perseroan serta akan menjadi pedoman bagi Dewan Komisaris dan Rapat Umum Pemegang Saham dalam menetapkan remunerasi dan nominasi anggota Direksi dan Dewan Komisaris.	One of the duties of the Committee for Remuneration and Nomination is preparing a nomination system for the members of Board of Directors and Board of Commissioners of the Company which will become part of the Policy of Good Corporate Governance of the Company as well as it will become guidelines for the Board of Commissioners and General Meeting of Shareholders in stipulating remuneration and nomination of members of Board of Commissioners and Board of Commissioners.

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1. Prinsip Dasar	**1. Basic Principle**
1.1. Persyaratan Direksi dan Dewan Komisaris Calon anggota Direksi dan Dewan Komisaris harus memenuhi persyaratan yang ditentukan dalam Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku seperti Undang-undang Peseroan Terbatas, Undang-undang Perbankan dan Undang-undang pasar Modal serta ketentuan lainnya	1.1. Requirements for Board of Directors and Board of Commissioners Candidate for member of Board of Directors and Board of Commissioners has to comply with the requirements as stipulated in the Articles of Association of Company and the prevailing laws and regulations such as Law on Limited Liability Company, Law on Banking and Law on Capital Market as well as other provisions.
1.2. Pencalonan dan Pengajuan calon Direksi dan Dewan Komisaris Calon anggota Direksi dan Dewan Komisaris diajukan melalui seleksi dengan memperhatikan persyaratan tersebut diatas.	1.2. Candidacy and Submission of candidate for Board of Directors and Board of Commissioners The candidate of member of Board of Directors and Board of Commissioners shall be submitted through selection by observing the requirements as above mentioned.
2. Prosedur Seleksi	**2. Procedure of Selection**
2.1. Komite Remunerasi dan Nominasi mengidentifikasi calon yang memenuhi kriteria.	2.1. Committee for Remuneration and Nomination shall identify the candidate who complies with the criteria.
2.2. Dewan Komisaris atas dasar saran dari Komite Remunerasi dan Nominasi menyampaikan usulan calon kepada Pemegang Saham Seri A Dwiwarna.	2.2. The Board of Commissioners based on recommendation from the Committee for Remuneration and Nomination shall submit the proposed candidate to the shareholders of Dwiwarna A Series.
2.3. Pelaksanaan seleksi dilaksanakan sebelum masa jabatan berakhir atau, diminta Dewan Komisaris, atau bila ada kekosongan jabatan.	2.3. The selection implementation shall be conducted prior to the termination of term of office or requested by the Board of Commissioners, or if there is any vacant position.

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3. Persyaratan dan Kriteria Persyaratan dan kriteria calon anggota Direksi dan/ atau Dewan Komisaris sesuai yang diatur dalam Anggaran Dasar Perusahaan dan ketentuan lain yang berlaku, yaitu sebagai berikut :	**3. Requirements and Criteria** The requirements and criteria of candidate for member of Board of Directors and/or Board of Commissioners according to those as regulated in Articles of Association of Company and other prevailing provisions, namely as follows :
3.1. Yang dapat diusulkan menjadi anggota Direksi dan/ atau Dewan Komisaris adalah perseorangan yang mampu melaksanakan perbuatan hukum dan tidak pernah dinyatakan pailit atau dinyatakan bersalah yang menyebabkan suatu Perseroan dinyatakan pailit, atau orang yang pernah dihukum karena melakukan tindak pidana yang merugikan keuangan Negara dalam waktu 5 (lima) tahun sebelum pengangkatannya, satu dan lain dengan memperhatikan peraturan perundang-undangan yang berlaku.	3.1. Those that can be proposed to become members of Board of Directors and/or Board of Commissioners are individual who is able to perform legal deed and has never been declared bankrupt or declared guilty which has caused a company is declared bankrupt, or the person who has ever been punished due to conducting criminal act which adversely affect the State finance within the period of 5 (five) years prior to his/her appointment, one and another by observing the prevailing laws and regulations.
3.2. Tidak mempunyai hubungan keluarga sedarah sampai derajat ketiga, baik menurut garis lurus maupun garis ke samping atau hubungan semenda (menantu atau ipar) dengan anggota Direksi atau Dewan Komisaris lain.	3.2. Not having blood family relationship up to the third degree, both according to the straight line and the side line or in in-law family relationship (son/daughter in-law or brother/sister in-law) with other members of Board of Directors or Board of Commissioners.
3.3. Tidak termasuk dalam daftar orang tercela dibidang perbankan sesuai dengan yang ditetapkan oleh otoritas pengawas bank.	3.3. Not included in the list of disgrace person in banking sector according to those as stipulated by the bank supervisory authority.

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3.4. Memiliki integritas yang baik dalam arti : a. Memiliki akhlak dan moral yang baik. b. Mematuhi peraturan perudang-undangan yang berlaku. c. Memiliki komitmen yang tinggi terhadap pengembangan operasional bank yang sehat. d. Dinilai layak dan wajar untuk menjadi anggota Direksi dan/atau Dewan Komisaris.	3.4. Having good integrity in the sense of : a. Having good moral and morality. b. Complying with the prevailing laws and regulations. c. Having high commitment against the development of sound bank operations. d. It is evaluated appropriate and fair to become member of Board of Directors and/or Board of Commissioners.
3.5. Penilaian integritas pada butir 3.4. dilakukan dengan mengevaluasi calon dalam arti tidak pernah melakukan hal-hal tersebut di bawah ini : a. Rekayasa dan praktek-praktek perbankan yang menyimpang dari ketentuan perbankan. b. Perbuatan yang dikategorikan tidak memenuhi komitmen yang telah disepakati dengan Bank Indonesia atau Pemerintah. c. Perbuatan yang dikategorikan memberikan keuntungan kepada Pemilik, Pengurus, Pegawai, dan atau pihak lainnya yang dapat merugikan atau mengurangi keuntungan bank. d. Perbuatan yang dapat dikategorikan sebagai pelanggaran terhadap ketentuan yang berkaitan dengan prinsip kehati-hatian di bidang perbankan.	3.5. The evaluation on integrity in point 3.4. is conducted by evaluating the candidate in the sense of never conducting the matters as mentioned below: a. Banking manipulation and practices which are deviating from banking provisions. b. Any deed which is categorized not complying with the commitment as has been mutually agreed by Bank Indonesia or the Government. c. Deed as categorized to provide profit to the Owner, management, employee and or other parties which may adversely affect or reducing the Bank profit. d. Any deed which can be categorized as violation to the provisions relating to the principle of prudence in banking sector.

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e. Perbuatan dari Pengurus dan Pejabat Eksekutif yang dapat dikategorikan tidak independen.	e. Any deed of the management and executive official which can be categorized as not independent.
3.6. Memenuhi kriteria kompetensi dalam arti memiliki :	3.6. Complying with the criteria of competency in the sense of possessing :
a. Pengetahuan di bidang Perbankan yang memadai.	a. Adequate knowledge in banking sector.
b. Pengalaman dan keahlian di bidang Perbankan dan atau Lembaga Keuangan	b. Experience and expertise in banking sector and or financial institution.
c. Kemampuan untuk melakukan pengelolaan strategis dalam rangka pengembangan Bank yang sehat.	c. Capability for conducting strategic management in the framework of sound bank development.
3.7. Disamping kriteria tersebut butir 3.6 di atas sebaiknya memenuhi criteria tambahan sebagai berikut :	3.7. Beside the criteria as mentioned in point 3.6 above it is better to comply with additional criteria as follows :
a. Memiliki kemampuan kepemimpinan yang didukung oleh pengetahuan di bidang ekonomi, akuntansi dan hukum.	a. Having capability of leadership which is supported by knowledge in the sector of economy, accounting and law.
b. Untuk Dewan Komisaris ditambah pula dengan kriteria memiliki pengalaman di bidang pengawasan perbankan atau lembaga keuangan lainnya.	b. For the Board of Commissioners it is also added with criteria to have experience in the sector of banking supervision or other financial institution.
c. Untuk anggota Direksi ditambah pula dengan kriteria memiliki pengalaman sekurang-kurangnya 3 (tiga) tahun sebagai Senior Manajemen di perbankan atau lembaga keuangan lain.	c. For the member of Board of Directors it is also added with criteria to have experience for at least 3 (three) years as senior management in banking or other financial institution.

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4. Penilaian Kinerja Direksi dan Dewan Komisaris	**4. Evaluation on the performance of Board of Directors and Board of Commissioners**
4.1. Penilaian Kinerja Direksi	4.1. Evaluation on Performance of Board of Directors
4.1.1. Komite Remunerasi dan Nominasi perlu menyusun suatu pedoman yang dapat dipergunakan oleh RUPS dalam melakukan penilaian terhadap kinerja Direksi.	4.1.1. The Committee for Remuneration and Nomination is required to prepare a guideline which can be used by RUPS (General Meeting of Shareholders) in conducting evaluation against the performance of the Board of Directors.
4.1.2. Setiap Direktur menandatangani *Key Performance Indikator* (KPI).	4.1.2. Each Director shall sign Key Performance Indicator (KPI).
4.1.3. Evaluasi atas pencapaian KPI dilakukan 6 (enam) bulan sekali.	4.1.3. Evaluation for achieving KPI is conducted once in 6 (six) months.
4.1.4. Hasil Penilaian Komite Remunerasi dan Nominasi atas pencapaian KPI dilaporkan kepada Dewan Komisaris.	4.1.4. The result of evaluation on committee for Remuneration and Nomination for KPI achievement is reported to the Board of Commissioners.
4.2. Penilaian Kinerja Dewan Komisaris Penilaian Kinerja Dewan Komisaris dilaksanakan dengan cara *self evaluation/assessment.*	4.2. Evaluation on the Performance of the Board of Commissioners The evaluation on the performance of the Board of Commissioners is implemented by way of self evaluation assessment.
B. Sistem Remunerasi	**B. Remuneration System**
Salah satu tugas dari Komite Remunerasi dan Nominasi adalah membuat suatu	One of the duties of the Committee for Remuneration and Nomination is preparing

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sistem remunerasi bagi anggota Direksi dan Dewan Komisaris yang akan menjadi bagian dari Pedoman Kebijakan *Good Corporate Governance* serta akan menjadi pedoman bagi Dewan Komisaris dan Rapat Umum Pemegang Saham (RUPS) dalam menetapkan remunerasi anggota Direksi dan Dewan Komisaris.	a remuneration system for the members of Board of Directors and Board of Commissioners which will become part of the Guidelines on the Policy of Good Corporate Governance as well as will become the guidelines for the Board of Commissioners and the General Meeting of Shareholders (RUPS) in stipulating the remuneration of members of Board of Directors and Board of Commissioners.
1. Prinsip Dasar	**1. Basic Principle**
1.1. Kebijakan remunerasi merupakan salah satu faktor penting untuk mendapatkan dan/atau mempertahankan Pegawai, Pejabat Eksekutif, anggota Direksi dan Dewan Komisaris yang kompeten berkualitas.	1.1. The policy of remuneration constitutes one of the important factors for obtaining and/or maintaining the Employee, Executive Official, members of Board of Directors and Board of Commissioners who have qualified competency.
1.2. Penetapan remunerasi Pegawai, Pejabat Eksekutif, anggota Direksi dan Dewan Komisaris tersebut, Komite perlu mempertimbangkan antara lain hal-hal sebagai berikut:	1.2. The stipulation of remuneration for such Employee, Executive Official, members of Board of Directors and Board of Commissioners, the Committee needs to consider among other the matters as follows:
1.2.1. Hasil *benchmarking* remunerasi Pegawai, Pejabat Eksekutif, anggota Direksi dan Dewan Komisaris dengan industri sejenis *(peer group)*	1.2.1. The result of benchmarking remuneration of the Employee, Executive Official, members of Board of Directors and Board of Commissioners with the same type of industry (peer group)
1.2.2. Ukuran dan kompleksitas dari operasi perusahaan.	1.2.2. Size and complexity of company operation.

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1.2.3. Remunerasi terdiri dari gaji/honorarium dan benefit yang bisa distandarisasi yaitu Tunjangan Hari Raya (THR), Cuti Tahunan, Rumah Dinas, Kendaraan Dinas, Fasilitas Kesehatan, dan Utilities serta benefit lainnya. Sedangkan renumerasi yang berdasarkan kinerja adalah bonus/insentif untuk Pegawai dan Tantiem untuk Direksi dan Dewan Komisaris.	1.2.3. Remuneration consists of salary, honorarium/benefit which can be standardized, namely Religious Holiday Allowance (THR), annual leave, service house, service vehicle, health facilities, and utilities as well as other benefits; whereas the remuneration which is based on performance is bonus/incentive for employee and Tantiem "Percentage of Profit" for Board of Directors and Board of Commissioners.
1.2.4. Kebijakan renumerasi paling kurang wajib memperhatikan :	1.2.4. The policy on remuneration is obligatory at least to observe :
1.2.4.1. Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan yang berlaku;	1.2.4.1. Financial performance and compliance of reserve as regulated in the prevailing laws and regulations.
1.2.4.2. Prestasi kerja individual agar tercapai kesetaraan antara hasil kerja dengan imbalan yang diterima;	1.2.4.2. Individual work achievement should achieve equality between work result with the compensation received;
1.2.4.3. Kewajaran dengan peer group; dan	1.2.4.3. Fairness with peer group; and

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1.2.4.4. Pertimbangan sasaran dan strategi jangka panjang Bank.	1.2.4.4. Consideration on Bank long-term target and strategy.
2. Kebijakan Remunerasi	**2. Policy on Remuneration**
2.1. Komponen Renumerasi terdiri dari :	2.1. Components on Remuneration consist of :
2.1.1. Renumerasi Jangka Pendek terdiri dari :	2.1.1. Long term remuneration consists of :
2.1.1.1. Gaji dan Honorarium (Dewan Komisaris)	2.1.1.1. Salary and honorarium (Board of Commissioners)
2.1.1.2. Benefit	2.1.1.2. Benefit
2.1.1.3. Bonus/insentif (Pegawai) dan *Tantiem* (Direksi dan Dewan Komisaris)	2.1.1.3. Bonus/incentive (Employee) and Tantiem "Percentage of Profit" (Board of Directors and Board of Commissioners)
2.1.2. Remunerasi Jangka Panjang Suatu komponen renumerasi yang didasarkan pada kepedulian atas *going concern* perusahaan yang terdiri dari :	2.1.2. Long Term Remuneration A component of remuneration which is based on care for going concern of company consists of :
2.1.2.1. Stock Option Plan	2.1.2.1. Stock Option Plan
2.1.2.2. Santunan Purna Jabatan	2.1.2.2. Post Position Indemnity
2.1.2.3. Long Term Incentive lainnya	2.1.2.3. Other Long Term Incentives
3. Prosedur Penetapan Remunerasi	**3. Procedure on Stipulating Remuneration**
3.1. Komite memberikan usul atau rekomendasi kepada Dewan Komisaris tentang kebijakan remunerasi yang layak diterapkan.	3.1. The Committee shall provide proposal or recommendation to the Board of Commissioners concerning the policy on

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	remuneration which is appropriate for stipulation.
3.2. Usul atau rekomendasi penetapan remunerasi bagi Direksi dan Dewan Komisaris yang diajukan oleh Komite setelah ditelaah oleh Dewan Komisaris harus diajukan kepada Pemegang Saham Seri A Dwiwarna.	3.2. The proposal or recommendation for stipulating remuneration for the Board of Directors and Board of Commissioners as submitted by the Committee upon being analyzed by the Board of Commissioners has to be submitted to the shareholders of Dwiwarna A Series.
3.3. Usul atau rekomendasi penetapan remunerasi bagi pegawai dan Pejabat Eksekutif oleh Komite kepada Dewan Komisaris untuk selanjutnya disampaikan kepada Direksi	3.3. The proposal or recommendation for stipulating remuneration for employee and Executive Official by the Committee to the Board of Commissioners for further submission to the Board of Directors.
3.4. Komite wajib melakukan review atas kebijakan remunerasi minimal setahun sekali, baik diminta maupun tidak diminta Dewan Komisaris.	3.4. The Committee is obligatory to conduct review on the policy of remuneration for minimally once in a year, both requested and not requested by the Board of Commissioners.
V. PENUTUP	**V. CLOSING**
Charter Komite Remunerasi dan Nominasi ini mulai berlaku pada tanggal ditetapkan dengan ketentuan apabila dikemudian hari terdapat kekeliruan didalamnya, akan dilakukan perbaikan.	This Charter of Committee for Remuneration and Nomination shall take effect on the date of stipulation under the provision that in the event at a later date it is found any mistake therein, it will be conducted correction.