

NOMINATION & REMUNERATION COMMITTEE

Legal Basis of Establishment

The Company established Nomination and Remuneration Committee on April 10, 2014, which was then updated to comply with the Financial Services Authority (Otoritas Jasa Keuangan – OJK) Regulation No. 34/POJK.04/2014 on Nomination and Remuneration Committee of Issuer or Public Company.

The functions of the Nomination and Remuneration Committee are to assist the Board of Commissioners in fulfilling their responsibilities in compensation, bonuses, short-term and long-term incentives, and other matters related to remuneration and nomination of the Board of Commissioners, the Board of Directors and employees of the Company and its Subsidiary.

The Nomination and Remuneration Committee Charter

In carrying out its duties and responsibilities, the Nomination and Remuneration Committee of the Company has been furnished with Nomination and Remuneration Charter. The contents of the Nomination and Remuneration Committee are as follows:

1. Backgrounds
2. Functions, Authorities and Responsibilities
3. Membership
4. Nomination and Remuneration System

Functions, Authorities, and Responsibilities of the Nomination and Remuneration Committee

The functions of the Nomination and Remuneration Committee are to assist the Board of Commissioners in:

1. Preparing, signing, and analyzing the criteria and procedure for the appointment of members of the Board of Directors and the Board of Commissioners candidates;
2. Identifying candidates of the Board of Directors and the Board of Commissioners members, either from inside or outside of the Company, who shall be appointed as member of the Board of Directors or Board of Commissioners;
3. Preparing the criteria to evaluate the performance of the Board of Commissioners and the Board of Directors;
4. Preparing, signing, and analyzing the criteria and procedure of dismissal of the members of the Board of Directors and Boards of Commissioners;
5. Assisting the Board of Commissioners in proposing a remuneration system that is suitable for the members of the Board of Directors or the Board of Commissioners in the form of system for payment of salary and allowances, evaluation on the system, the option given and the retirement system.

The authorities of the Nomination and Remuneration Committee are as follow:

1. To request the Company to conduct survey according to the requirements of the Committee;
2. To request any information required, both from internal and external of the Company.

Duties and Responsibilities related to Nomination functions are as follows:

1. To give recommendation to the Board of Commissioners:
 - Composition and number of the members of the Board of Directors or the Board of Commissioners;
 - Policy and criteria for appointment process;
 - Performance management policy for the members of the Board of Directors and the Board of Commissioners;
 - Development program for the members of the Board of Directors or the Board of Commissioners.
2. To assist the Board of Commissioners in obtaining and analyzing data of prospective candidates of the members of the Board of Directors and the Board of Commissioners to be appointed in the GMS.
3. To assist the Board of Commissioners in establishing the personnel general policy;
4. To hold the database of the candidates of the members of the Board of Directors or the Board of Commissioners.

Duties related to remuneration function are as follows:

1. To give recommendation to the Board of Commissioners regarding to:
 - Remuneration structure;
 - Remuneration policy;
 - Remuneration system of the Board of Directors or the Board of Commissioners.
2. To assist the Board of Commissioners in assessing performance of the members of the Board of Directors or the Board of Commissioners.

Membership of Nomination and Remuneration Committee

The composition of the Nomination and Remuneration as of December 31, 2016 is as follows:

Name	Position in the Committee	Decree Letter	Term of Office	Position in Trimegah
Rizal Bambang Prasetyo	Chairman	Decree Letter of the Board of Commissioners No. 77/HC-RBP/II/2016.TRIM dated February 11, 2016 which was changed by Decree Letter of The Board of Commissioners dated August 16, 2016	February 11, 2016 - present	President Commissioner/ Independent Commissioner
Sunata Tjiterosampurno	Member	Decree Letter of the Board of Commissioners No. 77/HC-RBP/II/2016.TRIM dated February 11, 2016 which was changed by Decree Letter of The Board of Commissioners dated August 16, 2016	February 11, 2016 - present	Commissioner
Hananta Praditya	Member	Decree Letter of The Board of Commissioners No. 77/HC-RBP/II/2016.TRIM dated February 11, 2016 which was changed by Decree Letter of the Board of Commissioners dated August 16, 2016	February 11, 2016 - present	Head of Human Capital Division

Profile of the Nomination and Remuneration Committee

Nama	Profil
Rizal Bambang Prasetyo	For complete profile, please refer to http://www.trimegah.com/corporate-profile/board-of-commissioners
Sunata Tjiterosampurno	For complete profile, please refer to http://www.trimegah.com/corporate-profile/board-of-commissioners
Hananta Praditya	<p>Indonesia citizen, 42 years old, domiciled in Jakarta. Earned a Bachelor's Degree in Economics from University of Padjadjaran, Bandung, in 1996 and MBA from University of Denver, Colorado, USA in 2000.</p> <p>Previously worked at Ericsson and Nestle Indonesia as Organization Development Manager (2000 – 2004), HR Business Partner for Wholesale Banking Business at PT Bank Danamon Indonesia (2004 – 2010), and Head of HR for Retail Banking Business at Standard Chartered Bank, PLC (2010 – 2014). Joined the Company since end of 2014 as Head of Human Capital.</p>

Independence of Nomination and Remuneration Committee Members

The Nomination and Remuneration Committee is chaired by Independent Commissioner Rizal Bambang Prasetyo. To promote independency and objectivity, members of Board of Directors should not be members of Nomination and Remuneration Committee.

Policy and Implementation of Nomination and Remuneration Committee Meeting

1. The meeting must be attended by all members, or at least attended by a majority of the number of members, with one of the majority of the number of members is the Chairman.
2. Meeting of the Committee shall be held at least twice in a year.
3. Meeting of the Committee and every decision is considered valid if the Meeting is attended by at least two-thirds (2/3) of the total members who have voted in meeting.
4. The Meeting shall be chaired by the Chairman of the Committee or members appointed by other members who attend the meeting, if the Chairman of the Committee is unable to attend.
5. The Meeting of the Committee shall be set forth in the minutes of meeting which are signed by all members who attend the meeting.