

PT Sarana Menara Nusantara, Tbk.

**Pedoman Kerja Komite Remunerasi dan
Nominasi /
Remuneration and Nomination Committee
Charter**

<p>1. Pendahuluan</p> <p>Berdasarkan Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, serta dalam rangka meningkatkan penerapan prinsip tata kelola perusahaan yang baik dan untuk mendukung efektifitas dan kinerja dari Dewan Komisaris terkait dengan fungsi nominasi dan remunerasi, PT Sarana Menara Nusantara, Tbk (“Perseroan”) membentuk Komite Remunerasi dan Nominasi berdasarkan Surat Keputusan Dewan Komisaris tanggal 10 Desember 2014 tentang Struktur Komite Remunerasi dan Nominasi.</p>	<p>1. Preliminary</p> <p>Based on Indonesian Financial Services Authority Regulation No. 34/POJK.04/2014 dated 8 December 2014 on Remuneration and Nomination Committee of Listed or Public Companies, also to enhance the implementation of good corporate governance principles and to support the effectiveness and performance of the Board of Commissioners related to the functions of nomination and remuneration, PT Sarana Menara Nusantara, Tbk (the “Company”) has established a Remuneration and Nomination Committee based on Resolutions of the Board of Commissioners dated 10 December 2014 concerning Remuneration and Nomination Committee Structure.</p>
<p>2. Tugas dan Tanggung Jawab</p> <p>Komite Remunerasi dan Nominasi memiliki tugas dan tanggung jawab pokok sebagai berikut:</p> <ol style="list-style-type: none"> a. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan, besaran, dan struktur atas remunerasi bagi Direksi dan Dewan Komisaris yang akan menjadi bagian dari Laporan Dewan Komisaris untuk kemudian disampaikan dan kemudian ditetapkan dalam RUPS; b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris; c. Memberikan rekomendasi kepada Dewan Komisaris mengenai: (i) komposisi jabatan Direksi dan Dewan Komisaris, (ii) kebijakan dan kriteria yang dibutuhkan dalam proses nominasi anggota Direksi dan Dewan Komisaris, dan (iii) kebijakan evaluasi kinerja bagi anggota Direksi dan Dewan Komisaris; d. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi; 	<p>2. Duties and Responsibilities</p> <p>The Remuneration and Nomination Committee shall have main duties and responsibilities as follows:</p> <ol style="list-style-type: none"> a. Providing recommendations to the Board of Commissioners with regards to policies, amount, and structure of remuneration for the Board of Directors and the Board of Commissioners which will be a part of the Board Commissioners’ Report to be submitted and further determined in the General Meeting of Shareholders; b. Assisting the Board of Commissioners on conducting a review on the conjunction between performance of the members of the Board of Directors and the Board of Commissioners; c. Providing recommendations to the Board of Commissioners concerning: (i) composition of the Board of Directors and Board of Commissioners, (ii) policies and criteria that are needed for nomination process of members of the Board of Directors and Board of Commissioners, and (iii) performance evaluation policies for members of the Board of Directors and Board of Commissioners; d. Assisting the Board of Commissioners to assess the performance of members of the Board of Directors and Board of Commissioners based on established benchmarks;

<p>e. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan anggota Dewan Komisaris;</p> <p>f. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS; dan</p> <p>g. Melakukan tugas-tugas lain, selain yang disebutkan diatas yang diberikan oleh Dewan Komisaris sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan kebutuhan.</p> <p>Dalam melaksanakan tugasnya, Komite Remunerasi dan Nominasi bertanggung jawab kepada Dewan Komisaris dan wajib bertindak independen dalam melaksanakan tugasnya.</p>	<p>e. Providing recommendations to the Board of Commissioners on the competency development program for members of the Board of Directors and Board of Commissioners;</p> <p>f. Providing suggestion to the Board of Commissioners on the candidates who met the requirement as members of the Board of Directors and Board of Commissioners and further to be submitted to the General Meeting of Shareholders; and</p> <p>g. Conducting other tasks, in addition to those mentioned above, that shall be given by the Board of Commissioners in accordance with their functions and duties from time to time as needed.</p> <p>The Remuneration and Nomination Committee is responsible to the Board of Commissioners and obliged to act independently on performing its duties.</p>
<p>2. Komposisi dan Struktur Keanggotaan</p> <p>a. Anggota Komite Remunerasi dan Nominasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris;</p> <p>b. Anggota Komite Remunerasi dan Nominasi paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan: (i) 1 (satu) orang di antara anggota merangkap sebagai ketua, yang merupakan Komisaris Independen; dan (ii) anggota lainnya dapat berasal dari anggota Dewan Komisaris, pihak luar yang berasal dari luar Perseroan, atau pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia;</p> <p>c. Anggota Direksi tidak dapat menjadi anggota Komite Remunerasi dan Nominasi;</p> <p>d. Anggota Komite Remunerasi dan Nominasi yang berasal dari luar Perseroan tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan, atau bukan merupakan pihak yang terafiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama dari Perseroan, dan wajib memiliki pengalaman</p>	<p>2. Composition and Structure of Membership</p> <p>a. Members of the Remuneration and Nomination Committee shall be appointed and terminated based on meeting resolutions of the Board of Commissioners;</p> <p>b. Members of the Remuneration and Nomination Committee shall consist of at least 3 (three) members, provided that: (i) 1 (one) of the members will serve as Chairman, who is an Independent Commissioner; and (ii) other members may come from members of the Board of Commissioners, other persons from outside the Company, or the person who hold managerial positions under the Board of Directors in charge of human resources;</p> <p>c. Members of the Board of Directors cannot be appointed as a member of the Remuneration and Nomination Committee;</p> <p>d. Members of the Remuneration and Nomination Committee from outside the Company shall not hold a position as a member of another committee serving the Company, or is not an affiliated party of the Company, members of the Board of Directors, members of the Board of Commissioners, or the principal shareholders of the Company, and shall have experiences on</p>

<p>terkait Nominasi dan/atau Remunerasi;</p> <p>e. Anggota Komite Remunerasi dan Nominasi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari sebelum tanggal pengunduran dirinya. Dalam waktu paling lambat 60 (enam puluh) hari sejak anggota Komite Remunerasi dan Nominasi dimaksud tidak dapat lagi melaksanakan fungsinya, Dewan Komisaris akan mengangkat seseorang untuk menggantikannya melalui Keputusan Dewan Komisaris; dan</p> <p>f. Anggota Komite Remunerasi dan Nominasi tidak diperkenankan memiliki kepentingan pribadi yang dapat menimbulkan benturan kepentingan terhadap Perseroan, dan bersedia untuk menyediakan waktu yang cukup untuk menyelesaikan tugasnya.</p>	<p>Nomination and/or Remuneration related matters;</p> <p>e. Member of the Remuneration and Nomination Committee is entitled to resign from his position by submitting a written notification to the Company at the latest thirty days (30) prior to the resignation date. Within sixty (60) days as of the date of the respective member of the Remuneration and Nomination Committee effectively resign, the Board of Commissioners will appoint a new member to fill in the vacant position through a Board of Commissioners Resolution; and</p> <p>f. Members of the Remuneration and Nomination Committee shall not be allowed to have a personal interest which may lead to a conflict of interest with the Company, and be willing to provide his time to complete his duties.</p>
<p>3. Tata Cara dan Prosedur Kerja</p> <p><i>Prosedur Kerja Komite Remunerasi dan Nominasi</i></p> <p>Komite Remunerasi dan Nominasi wajib memberikan rekomendasi kepada Dewan Komisaris dan menjalankan prosedur kerja sebagai berikut:</p> <p>a. Menyusun komposisi jabatan dan proses nominasi bagi anggota Direksi dan Dewan Komisaris;</p> <p>b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi dan proses evaluasi atas kinerja anggota Direksi dan Dewan Komisaris;</p> <p>c. Membantu Dewan Komisaris untuk melakukan evaluasi atas kinerja anggota Direksi dan Dewan Komisaris sehingga mendapat masukan dan merancang pengembangan atas kompetensi anggota Direksi dan Dewan Komisaris maupun dalam mempersiapkan suksesi anggota Direksi dan Dewan Komisaris.</p> <p>d. Mengajukan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris Perseroan;</p>	<p>3. Guidelines and Procedures of Work</p> <p><i>Work Procedures of the Remuneration and Nomination Committee</i></p> <p>The Remuneration and Nomination Committee shall recommend to the Board of Commissioners and conduct work procedures as follows:</p> <p>a. Preparing the positions composition and process of nomination for members of the Board of Directors and Board of Commissioners;</p> <p>b. Preparing policies and criteria that are needed for the nomination process and evaluating the performance of members of the Board of Directors and Board of Commissioners;</p> <p>c. Assisting the Board of Commissioners on evaluating the performance of members of the Board of Directors and Board of Commissioners, allowing for feedback and arranging for development of the competencies of members of the Board of Directors and Board of Commissioners and in preparing the succession plan of members of the Board of Directors and Board of Commissioners;</p> <p>d. Suggesting candidates who meet the requirement as members of the Board of Directors and/or Board of Commissioners;</p>

<p>e. Perseroan dapat memberikan kesempatan kepada pemegang saham untuk berpartisipasi dalam mengusulkan kriteria calon Direksi dan Dewan Komisaris;</p> <p>f. Menyusun struktur remunerasi bagi anggota Direksi dan Dewan Komisaris;</p> <p>g. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan Dewan Komisaris;</p> <p>h. Menyusun besaran atas remunerasi bagi Direksi dan Dewan Komisaris;</p> <p>i. Struktur remunerasi dapat berupa gaji, honorarium, insentif, dan tunjangan yang bersifat tetap dan variabel;</p> <p>j. Dalam penyusunan kebijakan, besaran, dan struktur remunerasi sebagaimana dimaksud diatas harus memperhatikan: (i) remunerasi yang berlaku pada industri Perseroan atau bidang usaha yang sejenis; (ii) tugas, tanggung jawab dan wewenang anggota Direksi dan Dewan Komisaris dikaitkan pencapaian tujuan dan kinerja Perseroan; (iii) target, kinerja masing-masing anggota Direksi dan Dewan Komisaris; dan (iv) keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel; dan</p> <p>k. Kebijakan, besaran, dan struktur remunerasi akan dievaluasi oleh Komite Remunerasi dan Nominasi paling kurang sekali dalam setahun.</p>	<p>e. The Company may give an opportunity for the shareholders to participate in proposing criteria for candidates of the Board of Directors and Board of Commissioners;</p> <p>f. Preparing a remuneration structure for members of the Board of Directors and Board of Commissioners;</p> <p>g. Preparing remuneration policies for members of the Board of Directors and Board of Commissioners;</p> <p>h. Preparing the amount of remuneration for the Board of Directors and Board of Commissioners;</p> <p>i. The remuneration structure may include fixed and variable salary, honorarium, incentives, and benefits;</p> <p>j. In drafting the remuneration policy, amount and structure as mentioned above, the members shall consider: (i) the applicable remuneration in the Company's industry or other Companies which have similar business; (ii) duties, responsibilities and authorities of the members of the Board of Directors and Board of Commissioners in connection with the Company's performance and target achievements; (iii) targets, performance of the members of the Board of Directors and/ Board of Commissioners; and (iv) having a balance between the fixed and variable allowances; and</p> <p>k. The remuneration policy, amount and structure will be evaluated by the Remuneration and Nomination Committee at least once every year.</p>
<p>4. Kebijakan Penyelenggaraan Rapat</p> <p>a. Rapat Komite Remunerasi dan Nominasi diselenggarakan secara berkala paling kurang sekali dalam 4 (empat) bulan;</p> <p>b. Rapat dipimpin oleh Ketua Komite Remunerasi dan Nominasi;</p> <p>c. Rapat hanya dapat diselenggarakan dalam hal dihadiri mayoritas dari jumlah anggota komite dan salah satu dari mayoritas anggota tersebut merupakan Ketua Komite Nominasi dan</p>	<p>4. Policy of Meeting Arrangement</p> <p>a. Meetings of the Remuneration and Nomination Committee shall be conducted regularly at least once every 4 (four) months;</p> <p>b. The meeting shall be chaired by the Chairman of the Remuneration and Nomination Committee;</p> <p>c. The meeting can be held only if attended by a majority of the members of the committee including the Chairman and one among the majority participants is the Chairman of the</p>

<p>Remunerasi;</p> <p>d. Rapat dapat diadakan baik dengan kehadiran secara fisik maupun non fisik. Rapat yang dihadiri secara non fisik dilakukan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya yang memungkinkan semua peserta rapat saling berbicara dan mendengar secara langsung serta berpartisipasi dalam rapat;</p> <p>e. Keputusan Rapat diambil berdasarkan musyawarah mufakat. Dalam hal keputusan musyawarah mufakat tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak;</p> <p>f. Hasil Rapat wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik. Risalah Rapat tersebut wajib disampaikan secara tertulis kepada Dewan Komisaris;</p> <p>g. Perbedaan pendapat (<i>dissenting opinions</i>) dalam pengambilan keputusan Rapat wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut; dan</p> <p>h. Komite Remunerasi dan Nominasi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat, dengan ketentuan semua anggota komite telah diberitahu secara tertulis dan semua anggota komite memberikan persetujuan mengenai usul yang diajukan secara tertulis dengan menandatangani suatu persetujuan sirkular. Keputusan yang diambil dengan cara yang demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat.</p>	<p>Remuneration and Nomination Committee;</p> <p>d. The meeting may be held either by physical or non-physical presence. Meetings by non-physical presence shall be held through teleconference, video conference, or other electronic media facilities which allow all meeting participants to speak and listen directly and participate in the meeting;</p> <p>e. Resolutions of the meeting shall be adopted on a basis of mutual consensus. Failing to adopt resolutions on a basis of mutual consensus, the resolutions shall be adopted based on majority votes;</p> <p>f. Results of the meeting shall be stated in the minutes of meeting and properly documented and further to be submitted in writing to the Board of Commissioners;</p> <p>g. Dissenting opinions to adopt resolutions of the meeting shall be stated in the minutes of meeting along with the reasons of those dissenting opinions; and</p> <p>h. The Remuneration and Nomination Committee may also adopt binding resolutions without convening a meeting, provided that all members of the committee have been notified in writing and all members give their approvals regarding the proposals submitted in writing by signing circular resolutions. Resolutions adopted in the foregoing manner shall have equal legal power as resolutions duly adopted in a meeting.</p>
<p>5. Sistem Pelaporan Kegiatan</p> <p>a. Ketua Komite Remunerasi dan Nominasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi kepada Dewan Komisaris; dan</p> <p>b. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam Laporan Tahunan dan situs web Perseroan. Pengungkapan dalam Laporan Tahunan Perseroan paling kurang memuat: (a) pernyataan bahwa Perseroan telah memiliki pedoman kerja Komite Remunerasi dan Nominasi dan (b) uraian singkat pelaksanaan tugas dan tanggung jawab Komite Remunerasi</p>	<p>5. Activity Reporting System</p> <p>a. The Chairman of the Remuneration and Nomination Committee shall deliver the performance of duties, responsibilities and nomination and remuneration procedures to the Board of Commissioners; and</p> <p>b. The Company is obliged to disclose the functions related to nomination and remuneration in the Annual Report and the Company's website. The disclosure in the Annual Report of the Company shall at least include: (a) statement that the Company has a Remuneration and Nomination Committee Charter; and (b) a brief description on the implementation of duties and responsibilities.</p>

<p>dan Nominasi. Sedangkan pengungkapan dalam situs web paling kurang meliputi (a) pedoman kerja Komite Remunerasi dan Nominasi dan (b) uraian singkat pelaksanaan tugas dan tanggung jawab Komite Remunerasi dan Nominasi.</p>	<p>While disclosure in the Company's website shall at least include (a) the Remuneration and Nomination Committee Charter; and (b) a brief description of the implementation of duties and responsibilities.</p>
<p>6. Masa Jabatan</p> <p>Masa jabatan anggota Komite Remunerasi dan Nominasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan dan para anggota dapat diangkat kembali.</p>	<p>6. Term of Office</p> <p>Term of office of the Remuneration and Nomination Committee shall not be longer than the term of the Board of Commissioners as stipulated in the Articles of Association of the Company and members may be reappointed.</p>
<p>7. Penutup</p> <p>Setiap biaya yang timbul berkaitan dengan pelaksanaan tugas Komite Remunerasi dan Nominasi dibebankan kepada Perseroan.</p> <p>Hal-hal yang belum diatur dalam Pedoman Kerja Komite Remunerasi dan Nominasi akan diatur kemudian berdasarkan Keputusan Rapat Dewan Komisaris.</p>	<p>7. Closing</p> <p>Any cost incurred resulting from the implementation of Remuneration and Nomination Committee's duties will be borne by the Company.</p> <p>All matters that are not provided in this Remuneration and Nomination Charter shall be decided further by a Board of Commissioners Resolution.</p>