

## **GUIDELINES OF THE NOMINATION AND REMUNERATION COMMITTEE PT INTERMEDIA CAPITAL, Tbk. ("Company")**

### **1. INTRODUCTION**

The Board of Commissioners formed the Nomination and Remuneration Committee which duties to assists the Board of Commissioners in implementing its duties and oversight function that related to the nomination and remuneration system for members of the Board of Directors and the Board Commissioners.

The Guidelines of the Nomination and Remuneration Committee ("Guidelines") constructed to give guidance to the Committee and its members in implementing their duties and responsibilities.

### **2. DUTIES AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee has the duties and responsibilities as follows:

#### **a. Nomination Function**

- 1) To provide recommendations to and/or assist the Board of Commissioners in relation to:
  - (i) The composition of the members of the Board of Directors and the members of the Board of Commissioners;
  - (ii) The policies and criteria required in the process of nomination of the members of the Board of Directors and the members of the Board of Commissioners;
  - (iii) The evaluation of performance policies for members of the Board of Directors and Board of Commissioners; and
  - (iv) The system as well as the procedure in the election and/or replacement of the Board of Commissioners and Board Of Directors to the Board of Commissioners to be conveyed to the General Meeting of Shareholders ("GMS").
- 2) To assist the Board of Commissioners in assessing the performance of members of the Board of Directors and members of the Board of Commissioners based on the benchmark which set forth as the materials evaluation ;
- 3) To provide recommendation to the Board of Commissioners with respect to the capability development program of Board of Directors and/or Board of Commissioners; and
- 4) To provide candidate(s) who qualify as members of the Board of Directors and the Board of Commissioners to be presented on the Annual General Meeting of Shareholder for approval.

b. Remuneration Function

- 1) To provide recommendation to and/or assists the Board of Commissioners in relation to:
  - (i) Structure of the remuneration members of the Board of Directors and Board of Commissioners;
  - (ii) The Policy over remuneration members of the Board of Directors and Board of Commissioners; and
  - (iii) The amount of the remuneration of the members of Board of Directors and Board of Commissioners.
- 2) To assist the Board of Commissioners in assessing the performance with the conformity of the remuneration received by each member of the Board of Directors and the member of Board of Commissioners with respect to their performance.

- c. The duties and responsibilities of the Nomination and Remuneration Committee implemented pursuant to section 5 below.
- d. The Board of Commissioners may authorize the Nomination and Remuneration Committee to carry out certain duties and responsibilities from the Board of Commissioners in relation to its nomination and remuneration function.
- e. The Nomination and Remuneration Committee shall act independently to undertake their duties and responsibilities as set forth in this Guidelines.
- f. Each member of the Committee shall be prohibited to take personal advantage, either directly or indirectly, from the Company's activities.

### 3. COMPOSITION AND STRUCTURE OF THE MEMBERSHIP

- a. The Committee consists of at least three (3) members, under these following conditions:
  - 1) 1 (one) member acts as the chairman and is an Independent Commissioner.
  - 2) The parties who appointed as the other members originated from:
    - (i) The incumbent member of Board of Commissioners of the Company;
    - (ii) The parties who originated from outside of the Company; and/or
    - (iii) The parties who holding the managerial positions under the Director who in charge in the human resources department.
- b. Structure of Membership :
  - 1) The provisions that stated most members of the Nomination and Remuneration Committee as referred to this Section 3.a, can not be derived from the parties who hold the managerial positions under the Board of Directors who in charge the human resources department.

- 2) If there are any parties that originated from outside of the Company as mentioned in the above section 3.a whose will be appointed as members of the Nomination and Remuneration Committee, shall fulfill the following requirements:
    - (i) Not affiliated with the Company, members of the Board of Directors, members of Board of Commissioners, or the major shareholder of the Company;
    - (ii) Having experiences with respect to the nomination and remuneration; and
    - (iii) Not holding a concurrent positions as members of any other committee in the Company
  - 3) The Board of Directors cannot be members of the Nomination and Remuneration Committee.
- c. The members of Nomination and Remuneration Committee are required to have high integrity and capability, knowledge and sufficient experience. The members of the Nomination and Remuneration shall be capable to cooperate and communicate well and provide sufficient time to conduct duties and responsibilities of the Nomination and Remuneration Committee.

#### **4. METHODS AND WORKING PROCEDURES**

##### **a. Nomination Function**

In implementing their duties and responsibilities as mentioned in section 2 above, the Nomination and Remuneration Committee obliged to perform these following:

- 1) To identified and suggest the candidates who fulfill the requirements of members of Board of Directors and/or members of Board of Commissioners to the Board of Commissioners to be presented in the GMS to obtain approval.
- 2) To analyze and determine on behalf of the Board of Commissioners:
  - (i) The appropriate structure, number and composition of the Board of Directors and the Board of Commissioners.
  - (ii) The succession plan of the Board of Directors and Board of Commissioners.
  - (iii) The Policy and criteria needed for the nomination of the Board of Directors and Board of Commissioners process.
  - (iv) The performance assessment policy of the Board of Directors and Board of Commissioners.
  - (v) The performance assessment result of Board of Directors and Board of Commissioners based on the determined criteria.
  - (vi) The development program for the members of Board of Directors and the members of the Board of Commissioners.

##### **b. Remuneration Function**

- 1) In implementing their duties and responsibilities as mentioned in the above section 2, the Nomination and Remuneration Committee obliged to analyze and determine on behalf of the Board of Commissioners:
  - (i) The remuneration structure for the member of the Board of Directors and/or members of the Board of commissioners.
  - (ii) The remuneration policy for the members of the Board of Directors and/or members of the Board of Commissioners

- (iii) Remuneration for each member of the Board of Directors and/or members Board of Commissioners (unless specified otherwise by the GSM).
    - (iv) The assessment of remuneration conformity received by each member of the Board of Directors and member of Board of Commissioners in relation to their performance.
  - 2) In determining the structure, policy and number of the said remuneration, the Nomination and Remuneration Committee shall observe these following matters:
    - (i) Remuneration applied in the industry in accordance with the business activity and/or the similar business scale of the Company;
    - (ii) Duties, responsibilities and authorities of the members of the Board of Directors and/or members of the Board of Commissioners related to the achievement of the purpose and objective of the Company;
    - (iii) Target and performance of each member of the Board of Directors and members of Board of Commissioners; and
    - (iv) The balance between benefits which are fixed and variable.
  - 3) Structure, policy and remuneration as mentioned above shall be evaluated by the Nomination and Remuneration Committee at least once in 1 (one) year.
- c. The Nomination and Remuneration Committee is authorized conduct other matters which deemed necessary in order to implement their duties and responsibilities in accordance with the prevailing laws and regulations.

## 5. THE CONVENE OF MEETING

- a. Schedule

The Meeting of the Nomination and Remuneration Committee shall be convened periodically at least 1 (one) time in 4 (four) months.
- b. Invitation
  - 1) The invitation of the meeting of Nomination and Remuneration Committee shall be carried by the Head of Nomination and Remuneration Committee or by one member of the Nomination and Remuneration Committee.
  - 2) The invitation of the Nomination and Remuneration Committee shall be presented to each member of the Nomination and Remuneration at least 10 (ten) calendar days and for urgent matters at least 5 (five) calendar days prior to the convened of meeting without take into account the date of the invitation and date of the meeting.
  - 3) The Nomination and Remuneration Committee may invite other party(ies) who deemed necessary in relation to the implementation of their duties to attend the meeting of Nomination and Remuneration Committee.
  - 4) The invitation of meeting must contain agenda, date, time and venue of the meeting.
  - 5) The meeting of the Nomination and Remuneration Committee shall be convened in the domicile of the Company or the location of the business activity of the Company. If every member of the Nomination and Remuneration Committee at present or represented, the said early invitation is not required and the Nomination and Remuneration Committee can be held any elsewhere and entitled to adopt valid and legally binding resolution.

- 6) The Nomination and Remuneration Committee meeting can be proceed through video conference or other electronic media facilities which enable every attendee of the meeting to directly look and hear each other as well as participate in the meeting.

c. Chairman and Meeting Resolution

- 1) The Nomination and Remuneration Committee shall be presided by the Head of Nomination and Remuneration Committee.
- 2) The Nomination and Remuneration Committee meeting may only be convened if attended by the majority members of the Nomination and Remuneration Committee, including the Head of the Nomination and Remuneration Committee.
- 3) The resolution of the Nomination and Remuneration Committee meeting shall be adopt through deliberation to achieve consensus. In the event the deliberation to achieve consensus do not reach, the adoption of resolution shall be based on the majority voting.
- 4) In the event of tie voting, thus the suggestion shall be considered as rejected.
- 5) In the event that there are different of opinions in the voting process, thus such different of opinions shall be recorded in the Minutes of Meeting which include the reasons of such dissenting opinion.
- 6) The Minutes of Meeting of the Nomination and Remuneration Committee shall be made by the secretary of Nomination and Remuneration Committee. In the event that the secretary Nomination and Remuneration Committee absent thus the Minutes of Meeting shall be made by one of the attendee of the meeting who were appointed by the Chairman of the Nomination and Remuneration Committee meeting. The said Minutes further shall be signed by one of the attended member of Nomination and Remuneration Committee who were appointed for that specific reason in order to ensure the completeness and validity of the said minutes of meeting.
- 7) The result the Nomination and Remuneration Committee meeting shall be recorded by the Company in the minutes of meeting.
- 8) The confidentiality of material and minutes of meeting shall be maintained.
- 9) The Nomination and Remuneration Committee may adopt a valid resolution without convene a Nomination and Remuneration Committee meeting, with conditions all members of the Nomination and Remuneration Committee has been notified in writing and all members of the Nomination and Remuneration Committee have given written consent to such proposed suggestion as well as signing such resolution.

## **6. THE ACTIVITY REPORTING SYSTEM**

- a. The Nomination and Remuneration Committee must report the implementation of duties, responsibilities, and Nomination and Remuneration procedure to the Board of Commissioners.
- b. The said report is part of the duties implementation report of Board of Commissioners that shall be contained in the Annual Report of the Company and shall be presented to the GMS.

## **7. TERM OF SERVICE, APPOINTMENT AND PROCEDURE OF MEMBER REPLACEMENT**



- a. The member of the Nomination and Remuneration Committee shall be appointed and dismissed based on the resolution of the Board of Commissioners. Members of the Nomination and Remuneration shall be appointed form term of service commencing since the date determined by the Board of Commissioners up till the third closing of the Annual GMS since the said date, with due heed to the applied provisions.
- b. The position of member of Nomination and Remuneration Committee shall ended if the member:
  - 1) Resigned;
  - 2) No longer comply with the prevailing laws and regulations;
  - 3) Passes away; or
  - 4) Dismissed by the Board of Commissioners resolution.
- c. The members of Committee who has ended their term of service can be re-appointed.
- d. A member of Nomination and Remuneration Committee may resign from his/her position by giving a written notification regarding his/her intention to the Company at least thirty (30) calendar days prior to the date of his/her resignation. If the resignation of the member of the Committee caused the number of Committee members to be less than 3 (three), the Board of Commissioners shall hold meetings no later than sixty (60) calendar days upon the received of such written notice regarding the withdrawal, in order to appoint another person as a substitute to the Nomination and Remuneration Committee member who resigned.

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