

Komite Nominasi dan Remunerasi

1. Tugas Pokok dan Acuan Hukum

Komite Remunerasi dan Nominasi dibentuk untuk membantu Dewan Komisaris dalam melaksanakan tanggung jawab pengawasan implementasi kebijakan remunerasi dan nominasi Direksi dan kepegawaian Perusahaan sesuai dengan Anggaran Dasar Perusahaan dan Peraturan Bank Indonesia. Komite Remunerasi dan Nominasi Bank Mayapada dibentuk berdasarkan Surat Keputusan Komisaris No.007/SK/KOM/X/15 tanggal 19 Oktober 2015 tentang Keanggotaan Komite Remunerasi dan Nominasi, sehingga dengan demikian KS Direksi No.046/KEP/DIR/X/11 tanggal 25 Oktober 2011 tentang Keanggotaan Komite Renumerasi dan Nominasi, dinyatakan tidak berlaku lagi.

Committee of Nomination and Remuneration

1. Key Duties and Legal Reference

The Committee of Remuneration and Nomination is formed to assist the Board of Commissioners in performing the responsibility of monitoring the implementation of the Board of Directors and Company employment remuneration and nomination policies in accordance with Company Articles of Association and Bank Indonesia Regulations. The Committee of Remuneration and Nomination of Bank Mayapada is formed based on the Commissioners Decree No.007/SK/KOM/X/15 of 19 October 2015 on Remuneration and Nomination Committee Membership, therefore Directors Decree No.046/KEP/DIR/X/11 of 25 October 2011 on Remuneration and Nomination Committee Membership is rendered obsolete.

Pembentukan komite Remunerasi dan Nominasi mengacu pada :

- a. UU No.7/1992 tentang Perbankan, selanjutnya diubah dengan UU No.10/1998. PBI No.8/4/PBI/2006 tanggal 30 Januari 2006 tentang pelaksanaan GCG bagi Bank Umum, sebagaimana yang diubah berdasarkan PBI No.8/14/PBI/2006 tanggal 5 oktober 2006;
- b. SE BI No.9/12/DPNP tanggal 30 Mei 2007 tentang pelaksanaan GCG;
- c. Peraturan OJK No.33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik;
- d. UU No.7/1992 tentang Perbankan, sebagaimana telah diubah dengan UU No.10/1998.

2. Struktur dan Keanggotaan

Komite Remunerasi dan Nominasi Bank Mayapada beranggotakan 3 (tiga) orang, yang terdiri dari seorang Komisaris Independen sebagai Ketua, satu orang anggota yang menjabat sebagai Komisaris dan satu orang anggota yang menjabat sebagai Kadiv. Personalia. Riwayat hidup singkat anggota komite terdapat pada bab profil pejabat eksekutif perusahaan.

Masa dan jabatan anggota Komite Remunerasi dan Nominasi yang merupakan Dewan Komisaris adalah sesuai dengan masa tugas/pengangkatannya sebagai anggota Dewan Komisaris yang ditetapkan dalam RUPS, sedangkan masa tugas anggota dari pihak independen tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali hanya untuk satu periode berikutnya. Tabel berikut ini menggambarkan susunan keanggotaan Komite Remunerasi dan Nominasi Bank Mayapada per 31 Desember 2015.

No.	Nama Name	Jabatan Position	Profesi Profession
1	Ir. Kumhal Djamil, SE	Ketua Chairman	Komisaris Independen Independent Commissioner
2	Ir. Hendra	Anggota Member	Komisaris Commissioner
3	Alice Roshadi S.Th	Anggota Member	Kadiv. Personalia Head of Personnel Division

3. Masa Jabatan

Masa dan jabatan anggota Komite Remunerasi dan Nominasi yang merupakan Dewan Komisaris adalah sesuai dengan masa tugas/pengangkatannya sebagai anggota Dewan Komisaris yang ditetapkan dalam RUPS, atau akan berakhir dengan sendirinya apabila masa jabatnnya sebagai anggota Dewan Komisaris berakhir. Masa tugas anggota dari pihak independen tidak boleh lebih lama dari masa jabatan Dewan Komisaris, atau paling lama adalah 5 (lima) tahun dan dapat diperpanjang satu kali masa

Establishment of the Committee of Remuneration and Nomination refers to:

- a. Law No.7/1992 on Banking, further amended with Law No.10/1998. PBI No.8/4/PBI/2006 of 30 January 2006 on GCG Implementation for Commercial Banks, as amended based on PBI No.8/14/PBI/2006 of 5 October 2006;
- b. SE BI No.9/12/DPNP of 30 May 2007 on GCG Implementation;
- c. OJK Regulation No.33/POJK.04/2014 of 8 December 2014 on the Board of Directors and Board of Commissioners of Issuer or Public Companies;
- d. Law No.7/1992 on Banking, as amended by Law No.10/1998.

2. Structure and Membership

Bank Mayapada Remuneration and Nomination Committee has 3 (three) members, consisting of one Independent Commissioner as Chairman, one member as Commissioner, and one member as the Head of Personnel Division. Brief biography of committee member figure in profile of the company executive officers.

Term of office of member of the Remuneration and Nomination Committee who is a member of the Board of Commissioners is in proportion with their term of office/appointment as member of the Board of Commissioners as established in the GMS, while the term of office of independent members may not exceed the term of office of the Board of Commissioners as established in the Articles of Association and may only be reappointed for one following period. The following table describes the composition of Bank Mayapada the Remuneration and Nomination Committee membership per 31 December 2015.

3. Term of Office

Term of office of member of KPR who is a member of the Board of Commissioners is in proportion with their term of office/appointment as member of the Board of Commissioners established in GMS, or will expire naturally with the end of their term of office as member of the Board of Commissioners. The term of office of independent party members may not exceed the term of office of the Board of Commissioners, or a maximum of 5 (five) years and may be extended for one term of office of

jabatan anggota Komite Remunerasi dan Nominasi dengan tidak mengurangi hak Dewan Komisaris untuk memberhentikan anggota Komite yang bersangkutan sewaktu-waktu. Status saudara Winarto sebagai Ketua Komite Pemantau Risiko berhenti per 30 Juni 2015, karena masa jabatannya sebagai Komisaris Independen berakhir. Pada 19 Oktober 2015 melalui SK Komisaris, beliau diangkat menjadi anggota Komite Pemantau Risiko.

4. Uraian Tugas dan Tanggung jawab Komite Remunerasi dan Nominasi

Uraian mengenai tugas dan tanggung jawab utama dari Komite Remunerasi dan Nominasi adalah sebagai berikut:

Terkait dengan kebijakan remunerasi antara lain:

- a. Melakukan evaluasi terhadap kebijakan remunerasi;
- b. Memberikan rekomendasi kepada dewan Komisaris mengenai: kebijakan remunerasi bagi dewan Komisaris dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham, kebijakan remunerasi bagi Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi;
- c. Memastikan kebijakan remunerasi paling tidak sesuai dengan kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundangan yang berlaku, prestasi kerja individual, kewajaran peer group serta pertimbangan sasaran dan strategi Perusahaan.

Terkait dengan kebijakan nominasi antara lain:

- a. Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;
- b. Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;
- c. Memberikan rekomendasi mengenai calon pihak independen untuk menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada Dewan Komisaris.

5. Independensi Anggota Komite Remunerasi dan Nominasi

Untuk menjamin independensi pelaksanaan tugas dan pemberian pandangan maupun saran dan rekomendasi kepada Dewan Komisaris, seluruh anggota Komite Remunerasi dan Nominasi tidak memiliki hubungan keuangan, kepengurusan,

the member of KPR without prejudice to the rights of the Board of Commissioners to dismiss the aforementioned Committee member at any time. Winarto civil status as Chairman of the Risk Monitoring Committee ends per 30 June 2015, because of his tenure as an Independent Commissioner ends. On 19 October 2015, by decree of the Commissioner, he appointed a member of the Risk Monitoring Committee.

4. Description of Duties and Responsibilities of the Remuneration and Nomination Committee

Description regarding the key duties and responsibilities of the Remuneration and Nomination Committee is as follows:

In regards to remuneration policies:

- a. Performing evaluation on remuneration policies;
- b. Giving recommendations to the Board of Commissioners concerning: remuneration policies for the Board of Commissioners and Directors to be presented to the General Meeting of Shareholders, remuneration policies for Executive Officers and employees as a whole to be presented to the Board of Directors;
- c. Ensuring remuneration policies are at least in accordance with financial performance and fulfillment of reserve as established in prevailing laws, individual work achievement, peer group fairness, as well as the consideration of Company vision and mission.

In regards to nomination policies

- a. Composing and giving recommendations regarding system and procedure of selection and/or replacement of members of the Board of Commissioners and Directors to the Board of Commissioners to be presented to the General Meeting of Shareholders;
- b. Giving recommendations regarding members of the Board of Commissioners and/or Directors candidates to the Board of Commissioners to be presented to the General Meeting of Shareholders;
- c. Giving recommendations regarding independent party candidates to be members of Audit Committee and Risk Monitoring Committee to the Board of Commissioners.

5. Independence of Members of the Remuneration and Nomination Committee

To guarantee the independence of the performance of duties and the giving of opinions or advice and recommendations to the Board of Commissioners, all members of the Remuneration and

kepemilikan saham dan/atau hubungan keluarga dengan anggota Komisaris dan anggota Direksi dan/atau Pemegang saham pengendali atau hubungan usaha dengan Bank Mayapada.

6. Frekuensi Pertemuan dan Tingkat Kehadiran Rapat Komite Remunerasi dan Nominasi

Penyelenggaraan Rapat Komite Remunerasi dan Nominasi di Tahun 2015 sesuai Ketentuan yang menyelenggarakan rapat sekurang-kurangnya 4 kali dalam setahun. Rapat hanya dapat diselenggarakan apabila dihadiri oleh paling kurang 51% dari total anggota, termasuk Komisaris Independen dan Pejabat Eksekutif SDM. Dalam tahun 2015, Komite Remunerasi dan Nominasi melangsungkan rapat sebanyak 7 kali.

Tabel Frekuensi Pertemuan dan Tingkat Kehadiran Rapat
Table of Frequency and Attendance in Meetings

No.	Nama Name	Profesi Profession	Jabatan Position	Jumlah Pertemuan Number of Meetings	Jumlah Kehadiran Fisik Number of Physical Attendance	Tingkat Kehadiran Level of Attendance
1	Ir. Kumhal Djamil, SE	Komisaris Independen Independent Commissioner	Ketua Chairman	7	7	100%
2	Ir. Hendra	Komisaris Independen Independent Commissioner	Anggota Member	7	7	100%
3	Alice Roshadi S. Th	Kadiv Personalia Head of Personnel Division	Anggota Member	7	7	100%

7. Uraian Pelaksanaan Kegiatan Komite Remunerasi dan Nominasi

Selama tahun 2015 Komite Komite Remunerasi dan Nominasi telah melaksanakan tugas dan kegiatan sebagai berikut:

- a. Memantau pengelolaan pemberian tunjangan BPJS kesehatan bagi karyawan atau karyawan non outsourcing;
- b. Menentukan besaran komposisi iuran BPJS Ketenagakerjaan;
- c. Menentukan besaran pemberian bonus bagi karyawan berprestasi;
- d. Memantau rekrutmen tenaga kerja asing;
- e. Memberikan rekomendasi dalam pengangkatan anggota Komite Audit;
- f. Memberi rekomendasi pada Perusahaan untuk tetap melakukan pengcoveran asuransi kesehatan bagi seluruh karyawan Bank Mayapada tetap menggunakan provider Mega Insurance untuk periode Juni 2015 hingga Mei 2016;
- g. Memberi rekomendasi atas kenaikan remunerasi / gaji karyawan Bank Mayapada sesuai dengan Budged 2015 pada kisaran 5% - 15%.

Nomination Committee do not have financial, managerial, shareholding and/or familial relations with members of the Board of Commissioners and members of the Board of Directors and/or Controllin Shareholders or business relations with Bank Mayapada.

6. Frequency and Attendances Meetings of the Remuneration and Nomination Committee

Meeting organization of the Remuneration and Nomination Committee in 2015 was in accordance with the regulation to organize meetings at least 4 times per year. The meeting can only be held if attended by at least 51% of the total members, including Independent Commissioner and Human Resources Executive Officer. In 2015, the Remuneration and Nomination Committee held 7 meetings.

7. Description of the Renumeration and Nomination Committee Activities Implementation

In 2015, the Remuneration and Nomination Committee has conducted the following duties and activities:

- a. Monitored the management of BPJS health benefit disbursement to non-outsourcing employees;
- b. Determined the amount of Labor BPJS contributions composition;
- c. Determined the amount of bonus disbursement for high-achieving employees;
- d. Monitored the recruitment of foreign labor;
- e. Gave recommendation in the appointment of member of the Audit Committee;
- f. Gave recommendation to the Company to continue health insurance coverage for all Bank Mayapada employees using Mega Insurance provider for the period of June 2015 to May 2016;
- g. Gave recommendation on remuneration/salary increase for Bank Mayapada employees in accordance with the 2015 Budget at the 5% - 15% range.