

**PEDOMAN DAN TATA TERTIB KERJA KOMITE NOMINASI DAN REMUNERASI
PT ADIRA DINAMIKA MULTI FINANCE Tbk****PEDOMAN DAN TATA TERTIB KERJA KOMITE
NOMINASI DAN REMUNERASI****NOMINATION AND REMUNERATION
COMMITTEE CHARTER****Komposisi dan Struktur Organisasi****Composition and Organization Structure**

Dokumen ini mengatur pedoman dan tata tertib kerja Komite Nominasi dan Remunerasi ("Komite").

This charter regulates the guidelines and working conducts of the Nomination & Remuneration Committee ("Committee").

Komite akan mengkaji ulang Pedoman dan Tata Tertib Kerja ini minimal sekali dalam setahun dengan persetujuan Dewan Komisaris.

The Committee shall review and reassess the charter at least once a year with the approval of the Board of Commissioners.

Pengangkatan dan Pemberhentian Anggota Komite**Appointment and Dismissal of the Committee Members**

1. Anggota Komite ditunjuk oleh Dewan Komisaris dan paling kurang terdiri dari 3 (tiga) orang anggota.
2. Komite diketuai oleh Komisaris Independen.

1. *The Committee shall be appointed by the Board of Commissioners and shall comprise at least 3 (three) members.*
2. *The Committee shall be chaired by an Independent Commissioner.*

Anggota Direksi dilarang menjadi anggota Komite.

Member of the Board of Directors are prohibited from serving as members of the Committee.

Dalam hal anggota Komite ditetapkan lebih dari 3 (tiga) orang, maka anggota Komisaris Independen paling kurang berjumlah 1 (satu) orang.

In the case that more than 3 (three) members are appointed to the Committee, there shall be at least 1 (one) Independent Commissioner.

Ketua Komite hanya dapat merangkap jabatan sebagai Ketua Komite paling banyak pada 1 (satu) komite lainnya.

The Chairman of the Committee may concurrently serve as chairman of only 1 (one) other committee.

Anggota Komite wajib memiliki integritas, akhlak dan moral yang baik.

Members of the Committee shall possess integrity, good character and morals.

Anggota Komite dianggap sebagai pihak independen apabila yang bersangkutan tidak memiliki hubungan yang dapat mempengaruhi kemampuannya untuk bertindak independen dari pengurus dan Adira Finance sebagaimana disebutkan dalam paragraf mengenai independensi di bawah ini.

Members of the committee shall be considered independent if they have no relationship that may interfere with their abilities to act independently of the management and Adira Finance as described in the paragraph on Independence below.

Masa Jabatan

1. Masa jabatan anggota Komite Nominasi dan Remunerasi yang juga merupakan anggota Dewan Komisaris Perusahaan sama dengan masa tugas penunjukannya sebagai anggota Dewan Komisaris yang ditentukan oleh Rapat Umum Pemegang Saham;
2. Masa jabatan anggota Komite Nominasi dan Remunerasi yang bukan merupakan anggota Dewan Komisaris adalah 3 (tiga) tahun, dengan tidak mengurangi hak Dewan Komisaris untuk memberhentikan sewaktu-waktu.

Independensi

Sebagaimana disebutkan dalam Pedoman dan Tata Tertib Kerja ini, yang dimaksud dengan "Komisaris Independen" adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham, dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi dan/atau pemegang saham pengendali, atau hubungan lain dengan Adira Finance yang dapat mempengaruhi kemampuannya untuk bertindak independen; dan yang dimaksud dengan "Pihak Independen" adalah pihak diluar Adira Finance yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuannya untuk bertindak independen.

Tugas dan Tanggung Jawab

Komite memiliki Tugas dan Tanggung Jawab paling kurang:

- a. terkait dengan kebijakan Nominasi:
 - 1) memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a) komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
 - b) kebijakan dan kriteria yang dibutuhkan dalam proses nominasi; dan
 - c) kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan

Term of Office

1. *The term of office of Nomination and Remuneration Committee members who are also members of the Board of Commissioners shall be equal to the term of office of the member of the Board of Commissioners as determined by the General Meeting of Shareholders;*
2. *The term of office for Nomination and Remuneration Committee members who are not a member of the Board of Commissioners is 3 (three) years, without prejudice to the Board of Commissioners' right to dismiss him/her at any time.*

Independence

As stated in this Charter, "Independent Commissioner" shall mean a member of the Board of Commissioners who has no financial, administrative, share ownership and/or family relationship with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship of whatsoever nature, which may influence his/her ability to act independently; and "Independent Party" shall mean parties outside of Adira Finance who have no financial, administrative, share ownership and/or family relationship with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship of whatsoever nature, which may influence his/her ability to act independently.

Duties & Responsibilities

The Committee's duties and responsibilities are at a minimum:

- a. *In relation to nomination policy:*
 - 1) *to provide recommendations to the Board of Commissioners on:*
 - a) *the composition of the members of the Board of Directors and/or the Board of Commissioners;*
 - b) *required policies and criteria in the nomination process;*
 - c) *performance evaluation policy for*

Komisaris;

- 2) membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
 - 3) memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - 4) memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS).
- b. terkait dengan kebijakan remunerasi:
- 1) memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a) struktur Remunerasi anggota Direksi dan/atau Dewan Komisaris;
 - b) kebijakan atas remunerasi anggota Direksi dan/atau Dewan Komisaris; dan
 - c) besaran atas remunerasi anggota Direksi dan/atau Dewan Komisaris.
 - 2) membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

members of the Board of Directors and/or the Board of Commissioners;

- 2) *to assist the Board of Commissioners in assessing the member of the Board of Directors and/or the Board of Commissioners based on the compiled benchmark as an evaluation material;*
 - 3) *to provide the recommendation to the Board of Commissioners on the capabilities development program for the members of the Board of Directors and/or the Board of Commissioners; and*
 - 4) *to propose qualified candidates as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders (GMS).*
- b. *In relation to the remuneration policy:*
- 1) *to provide recommendations to the Board of Commissioners on:*
 - a) *the remuneration structure for members of the Board of Directors and/or the Board of Commissioners;*
 - b) *remuneration policy for members of the Board of Directors and/or the Board of Commissioners; and*
 - c) *the amount of remuneration for members of the Board of Directors and/or the Board of Commissioners.*
 - 2) *to assist the Board of Commissioners in assessing the suitability of the remuneration received by each member of the Board of Directors and/or the Board of Commissioners.*

Selanjutnya, Komite wajib memastikan bahwa kebijakan remunerasi paling kurang sesuai dengan:

- 1) kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan yang berlaku;
- 2) prestasi kerja individual;
- 3) kewajaran dengan *peer group*; dan
- 4) pertimbangan sasaran dan strategi jangka panjang Adira Finance.

Furthermore, the Committee shall ensure that the remuneration policy is at a minimum in accordance with:

- 1) *financial performance and fulfillment of reserves as regulated by the prevailing laws and regulations;*
- 2) *individual performance;*
- 3) *fairness with peer group; and*
- 4) *consideration of Adira Finance's objectives and long term strategy.*

Prosedur

1. Dalam melakukan fungsi Nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur:
 - a. Menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
 - b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
 - c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
 - d. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - e. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

2. Dalam melakukan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur:
 - a. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris, yang dapat berupa:
 - (1) Gaji;
 - (2) Honorarium;
 - (3) Insentif; dan/atau
 - (4) Tunjangan yang bersifat tetap dan/atau variable;
 - b. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - c. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

3. Penyusunan struktur, kebijakan dan besaran Remunerasi sebagaimana dimaksud angka 2 di atas harus memperhatikan:
 - a. Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha dan skala usaha Perusahaan;
 - b. Tugas, tanggung jawab dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian

Procedure

1. *The Nomination and Remuneration Committee must undertake the following procedures in performing its nomination function:*
 - a. *Formulate the composition and nomination processes of members of the Board of Directors and/or the Board of Commissioners;*
 - b. *Prepare the required policies and criteria for the nomination process of prospective members of the Board of Directors and/or the Board of Commissioners;*
 - c. *Assist with the performance evaluation of the Board of Directors and/or the Board of Commissioners;*
 - d. *Formulate capabilities development program for the Board of Directors and/or the Board of Commissioners;*
 - e. *Review and propose qualified candidates as members of the Board of Directors and/or the Board of Commissioners to the Board of Commissioners, to be submitted to the General Meeting of Shareholders.*

2. *The Nomination and Remuneration Committee must undertake the following procedures in performing its remuneration function:*
 - a. *Formulate the remuneration structure for the Board of Directors and/or the Board of Commissioners, which may take the form of:*
 - 1) *Salary;*
 - 2) *Honorarium;*
 - 3) *Incentive; and/or*
 - 4) *Fixed and/or variable allowances;*
 - b. *Formulate the remuneration policy for members of the Board of Directors and/or the Board of Commissioners; and*
 - c. *Formulate the amount of remuneration for members of the Board of Directors and/or the Board of Commissioners.*

3. *The formulation of the remuneration structure, policy and amount as stated in point number 2, shall take into consideration the following:*
 - a. *Prevailing standards of remuneration in industries that are compatible with the Company's business activities and scale;*
 - b. *The duties, responsibilities and authority of members of the Board of Directors and/or the Board of Commissioners as linked to*

- c. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel;
4. Struktur, kebijakan dan besaran Remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

Rapat

1. Komite wajib menyelenggarakan Rapat Komite secara berkala paling kurang 1 (satu) kali dalam setiap 4 (empat) bulan.
2. Rapat Komite hanya dapat diselenggarakan apabila:
 - a. Dihadiri oleh mayoritas dari jumlah anggota Komite; dan
 - b. Salah satu dari mayoritas jumlah anggota Komite merupakan Ketua Komite.
3. Keputusan rapat Komite dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
4. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
5. Hasil Rapat wajib dituangkan dalam risalah Rapat dan didokumentasikan oleh Perusahaan dan disampaikan kepada Dewan Komisaris.

Pengungkapan dan Pelaporan

1. Komite harus melaporkan pelaksanaan tugas, tanggung jawab dan prosedur nominasi dan remunerasi yang dijalankannya kepada Dewan Komisaris.
2. Laporan Komite sebagaimana dimaksud angka 1 diatas merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
3. Pelaksanaan fungsi terkait nominasi dan remunerasi harus diungkapkan juga dalam

the Company's purpose and performance achievement;

- c. *The performance targets or the performance of each member of the Board of Directors and/or the Board of Commissioners;*
 - d. *The balance between fixed and variable allowance components;*
4. *The remuneration structure, policy and amount shall be evaluated at least once a year by the Nomination and Remuneration Committee.*

Meetings

1. *The Committee shall periodically hold Committee Meetings, at a minimum once in 4 months.*
2. *Committee Meetings may only be held if:*
 - a. *Attended by the majority of Committee members; and*
 - b. *One of the majority Committee members is the Chairman of the Committee.*
3. *Decisions of Committee meetings are made based on consensus. If consensus cannot be reached, the decision will be taken based on the majority voting.*
4. *In the case that there is a dissenting opinion in the decision making, it shall be recorded in the minutes of meeting including the reason for the the dissenting opinion.*
5. *Resolution of the meetings shall be set forth in the minutes of the meeting and documented by the Company and submitted to the Board of Commissioners.*

Disclosure and Reporting

1. *The Committee shall report upon the execution of its duties, responsibilities and procedures of nomination and remuneration to the Board of Commissioners.*
2. *The Committee's report as mentioned above in point 1 shall be part of the Board of Commissioners' report on the execution of its duties which is submitted to the GMS.*
3. *The execution of functions related to nomination and remuneration shall be disclosed*

laporan tahunan dan situs web Perusahaan.

in the Company's annual report and website.

Pedoman Tata Kerja ini ditetapkan di Jakarta, dan akan berlaku efektif sejak tanggal ditandatanganinya yaitu 20 April 2016.

This Charter was drawn up in Jakarta and shall be effective as of its signing date on 20 April 2016

**Dewan Komisaris/Board of Commissioners
PT Adira Dinamika Multi Finance Tbk**



Sng Seow Wah

Komisaris Utama/*President Commissioner*



Djoko Sudyatmiko

Komisaris Independen/*Independent Commissioner*



Eng Heng Nee Philip

Komisaris Independen/*Independent Commissioner*



Vera Eve Lim

Komisaris/*Commissioner*



Loh Niap Juan

Komisaris/*Commissioner*