



KOMITE NOMINASI DAN REMUNERASI

Komite Nominasi dan Remunerasi Perseroan yang sebelumnya bernama Komite Remunerasi dibentuk pertama kali pada tanggal 1 Januari 2013 berdasarkan Keputusan Rapat Umum Pemegang Saham pada tanggal 27 Mei 2013. Selanjutnya, sesuai instruksi Keputusan Rapat Dewan Komisaris No. 001/KOM-OTO/III/2017 tanggal 17 Maret 2017, Perseroan mengganti nama Komite Remunerasi menjadi Komite Nominasi dan Remunerasi.

Komite Nominasi dan Remunerasi sendiri merupakan organ pendukung Dewan Komisaris yang dibentuk untuk membantu Dewan Komisaris dalam melakukan pemantauan, pengawasan, dan penilaian atas efektifitas nominasi dan remunerasi anggota Dewan Komisaris, Direksi, dan anggota komite-komite.

Keberadaan organ dan fungsi Komite Nominasi dan Remunerasi di Perseroan telah mengacu pada ketentuan POJK No. 34/POJK.04/2014 ("POJK 34/2014") tertanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

Pedoman Kerja dan Tata Tertib Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi Perseroan telah dilengkapi dengan Pedoman Kerja dan Tata Tertib yang sudah disahkan oleh Dewan Komisaris dengan perubahan terakhir tanggal 27 Januari 2021. Pokok-pokok Pedoman Kerja dan Tata Tertib Komite Nominasi dan Remunerasi sudah diselaraskan dengan ketentuan POJK 34/2014 dan Anggaran Dasar Perseroan.

Secara garis besar, piagam ini mengatur hal-hal mengenai komposisi, kriteria keanggotaan, tugas dan tanggung jawab Komite Nominasi dan Remunerasi, masa jabatan, dan hal lainnya.

Tugas dan Tanggung Jawab Komite Nominasi dan Remunerasi

Sebagaimana tercantum dalam Pedoman Kerja dan Tata Tertib Komite Nominasi dan Remunerasi, adapun lingkup tugas dan tanggung jawab Komite Nominasi dan Remunerasi, antara lain sebagai berikut:

A. Fungsi Nominasi:

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a) Komposisi jabatan dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
 - b) Kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - c) Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
2. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company, previously named the Remuneration Committee, was first established on January 1, 2013, based on the Resolution of the General Meeting of Shareholders on May 27, 2013. Furthermore, in accordance with the instruction of the Board of Commissioners Meeting Resolution No. 001/KOM-OTO/III/2017 dated March 17, 2017, the Company changed the name of the Remuneration Committee to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is the supporting organ of the Board of Commissioners established to assist the Board of Commissioners in monitoring, supervising, and assessing the effectiveness of nomination and remuneration of members of the Board of Commissioners, Board of Directors, and members of committees.

The Nomination and Remuneration Committee's existence and function in the Company have referred to the provisions of POJK No. 34/POJK.04/2014 ("POJK 34/2014") dated December 8, 2014, regarding the Nomination and Remuneration Committee for Issuers or Public Companies.

Work Guidelines and Rules of Conduct for Nomination and Remuneration

The Nomination and Remuneration Committee of the Company has a Code of Conduct that has been approved by the Board of Commissioners, with the latest amendment dated January 27, 2021. The principles of the Nomination and Remuneration Committee Charter have been harmonized with the provisions of POJK 34/2014 and the Company's Articles of Association.

This Charter regulates matters regarding the composition, membership criteria, duties and responsibilities of the Nomination and Remuneration Committee, term of office, and other matters.

Duties and Responsibilities of the Nomination and Remuneration Committee

As stated in the Nomination and Remuneration Committee Work Guidelines and Rules of Conduct, the scope of duties and responsibilities of the Nomination and Remuneration Committee are as follows:

A. Nomination Functions:

1. Provide recommendation to the Board of Commissioners concerning:
 - a) Composition and nomination process for Board of Directors and/or Board of Commissioners members;
 - b) Policies and criterias that are required in the Nomination process for the Board of Directors and/or Board of Commissioner member's candidates; and
 - c) Performance evaluation policy for the Board of Directors and/or Board of Commissioners members.
2. Assist the Board of Commissioners in conducting performance assessment for the Board of Directors and/or Board of Commissioners members based on designated indicators as evaluation tools;

3. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris;
4. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
5. Menelaah dan memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

B. Fungsi Remunerasi:

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai
 - a) Struktur remunerasi;
 - b) Kebijakan remunerasi; dan
 - c) Besaran remunerasi.
2. Berdasarkan persetujuan Dewan Komisaris, Komite Remunerasi menyusun:
 - a) Struktur remunerasi yang dapat berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel;
 - b) Kebijakan atas remunerasi dengan memperhatikan:
 - Remunerasi yang berlaku pada industri pembiayaan dengan skala yang sama dengan Perseroan;
 - Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
 - Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.
 - c) Besaran atas remunerasi.
3. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
4. Melakukan evaluasi struktur, kebijakan, dan besaran remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi wajib bertindak independen dan bertanggungjawabkannya kepada Dewan Komisaris.

Keanggotaan dan Masa Jabatan

Masa tugas Komite Nominasi dan Remunerasi yang merupakan anggota Dewan Komisaris adalah sama atau tidak boleh lebih lama dari masa jabatannya sebagai Dewan Komisaris, sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali hanya untuk 1 (satu) periode jabatan berikutnya.

3. Provide recommendation to the Board of Commissioners regarding the competency development program for each member of Board of Directors and/or Board of Commissioners;
4. Prepare competency development program for the Board of Directors and/or Board of Commissioners members; and
5. Review and provide recommendation on candidate who fulfills requirements as Board of Directors and/or Board of Commissioners members to the Board of Commissioners to be presented to the GSM.

B. Remuneration Functions:

1. Provide recommendations to the Board of Commissioners on:
 - a) Remuneration Structure;
 - b) Policy on Remuneration; and
 - c) Remuneration Amount.
2. Based on the approval of the Board of Commissioners, the Remuneration Committee prepares:
 - a) Remuneration structure which may include salaries, emoluments, incentives and/or allowances that are fixed and/or variable;
 - b) Policy on remuneration with regard to:
 - Remuneration applied in the same scale as in the Company;
 - Duties, responsibilities, and authorities of the Board of Directors and/or members of the Board of Commissioners is associated with the achievement of the goals and performance of the Company;
 - Target performance or the performance of individual members of the Board of Directors and/or members of the Board of Commissioners; and
 - The balance of benefits between the fixed and variable allowance.
 - c) Remuneration amount.
3. Assist the Board of Commissioner in conducting performance appraisal in accordance with the remuneration received by each member of the Board of Directors and/or members of the Board of Commissioners; and
4. Evaluate the structure, policies, and the amount of remuneration at least 1 (once) time in 1 (one) year.

In carrying out its duties, the Nomination and Remuneration Committee must act independently and be accountable to the Board of Commissioners.

Membership and Terms of Office

The term of office of the Nomination and Remuneration Committee who is a member of the Board of Commissioners is the same or may not be longer than his/her term of office as the Board of Commissioners, as stipulated in the Articles of Association and may be re-elected only for 1 (one) subsequent term of office.



Berikut ini adalah komposisi keanggotaan Komite Nominasi dan Remunerasi Perseroan per 31 Desember 2022:

The following is the Company's Nomination and Remuneration Committee membership composition as of December 31, 2022:

No.	NAMA Name	JABATAN Position	RANGKAP JABATAN Concurrent Position	DASAR PENGANGKATAN Basis of Appointment	MASA JABATAN Term of Office
1.	Murniaty Santoso	Ketua Chairman	- Komisaris Independen Independent Commissioners - Ketua Komite Pemantau Risiko Chairperson of Risk Monitoring Committee	Rapat Keputusan Dewan Komisaris No. 011/KOM-OTO/IV/2022 Board of Commissioners Meeting Resolutions No. 011/KOM-OTO/ IV/2022	19 April 2022 – 19 April 2027 April 19, 2022 – April 19, 2027
2.	Masataka Takanishi	Anggota Member	- Komisaris Commissioners - Komite Pemantau Risiko Risk Monitoring Committee	Rapat Keputusan Dewan Komisaris No. 011/KOM-OTO/IV/2022 Board of Commissioners Meeting Resolutions No. 011/KOM-OTO/ IV/2022	19 April 2022 – 19 April 2027 April 19, 2022 – April 19, 2027
3.	Koichiro Nakayama	Anggota Member	Presiden Komisaris President Commissioner	Rapat Keputusan Dewan Komisaris No. 014/KOM-OTO/IX/2019 Board of Commissioners Meeting Resolutions No. 014/KOM-OTO/ IX/2019	23 Oktober 2019 – 23 Oktober 2024 23 October 2019 – 23 October 2024
4.	Dian Ramdhiana	Anggota Member	HR Services Div Head	Rapat Keputusan Dewan Komisaris No. 011/KOM-OTO/IV/2022 Board of Commissioners Meeting Resolutions No. 011/KOM-OTO/ IV/2022	19 April 2022 – 19 April 2027 April 19, 2022 – April 19, 2027

Profil Keanggotaan Komite Nominasi dan Remunerasi

Profil lengkap anggota Komite Nominasi dan Remunerasi Perseroan yang merupakan anggota Dewan Komisaris dapat dilihat pada bab Profil Perusahaan, sub-bab Profil Dewan Komisaris, halaman 52-59.

Nomination and Remuneration Committee Membership Profile

Full profiles of members of the Company's Nomination and Remuneration Committee who serve as the Board of Commissioners members can be seen in the Company Profile chapter, sub-chapter Profile of the Board of Commissioners, page 52-59.

Sementara itu, profil anggota Komite Nominasi dan Remunerasi yang bukan merupakan anggota Dewan Komisaris, adalah sebagai berikut:

Meanwhile, the profiles of Nomination and Remuneration Committee members who are not members of the Board of Commissioners are as follows:

NAMA Name	USIA Age	RIWAYAT PENDIDIKAN Education History	RIWAYAT KARIER Career History
Dian Ramdhiana	44 tahun/years old	Sarjana Psikologi, Universitas Padjajaran (2001)	- HR Services Division Head of PT Oto Multiartha (2022 – current) - Deputy HR Services Division Head of PT Summit Oto Finance (2018 – 2020) - Personnel Department Head of PT Summit Oto Finance (2016 – 2018) - Personnel Department Head of PT Summit Auto Group (2012 – 2016) - Deputy Regional Human Resource of PT Summit Oto Finance (2008 – 2012) - System Career Development of PT Summit Oto Finance (2005 – 2008) - Recruitment Officer of PT Oto Multiartha (2003 – 2005) - Training & Recruitment Adm Officer of PT Oto Multiartha (2001 – 2002)

Independensi Komite Nominasi dan Remunerasi

Seluruh anggota Komite Nominasi dan Remunerasi wajib bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya. Sehubungan dengan hal ini, Perseroan memastikan bahwa semua anggota Komite Nominasi dan Remunerasi adalah pihak-pihak yang mampu bekerja secara mandiri, tidak terpengaruh pihak mana pun, dan tidak memiliki hubungan afiliasi dengan anggota Dewan Komisaris, Direksi, maupun pemegang saham Perseroan.

Independence of the Nomination and Remuneration Committee

All Nomination and Remuneration Committee members must act independently in carrying out their duties and responsibilities. In this regard, the Company ensures that all members of the Nomination and Remuneration Committee are parties who are able to work independently, are not influenced by any party, and have no affiliation with members of the Board of Commissioners, Board of Directors, or shareholders of the Company.

Rapat Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi wajib menyelenggarakan rapat sekurang-kurangnya 1 (satu) kali dalam 4 (empat) bulan. Kebijakan pelaksanaan rapat tersebut tercantum dalam Pedoman Kerja dan Tata Tertib Komite Nominasi dan Remunerasi yang penyusunannya sudah diselenggarakan dengan regulasi POJK 34/2014.

Sepanjang 2022, Komite Nominasi dan Remunerasi telah melaksanakan 3 kali rapat internal dengan uraian sebagai berikut:

Nomination and Remuneration Committee Meeting

The Nomination and Remuneration Committee shall convene regular meetings at least once in 4 (four) months. This has been regulated in the Work Guidelines and Rules of the Nomination and Remuneration Committee, in line with the provisions of POJK 34/2014.

Throughout 2022, the Nomination and Remuneration Committee has held three internal meetings with the following descriptions:

NAMA Name	JABATAN Position	JUMLAH PERTEMUAN Number of Meetings	KEHADIRAN Attendance	TINGKAT KEHADIRAN (%) Attendance Rate (%)
Murniaty Santoso	Ketua Chairman	3	3	100
Masataka Takanishi	Anggota Member	3	3	100
Koichiro Nakayama	Anggota Member	3	3	100
Dian Ramdhiana*)	Anggota Member	3	2	100

Catatan/Remark:

*) Beliau efektif menjabat sebagai anggota Komite Audit Perseroan sejak 19 April 2022.

She has effectively served as a member of the Company's Audit Committee since April 19, 2022.

Laporan Pelaksanaan Tugas Komite Nominasi dan Remunerasi Tahun 2022

Sepanjang tahun 2022, Komite Nominasi dan Remunerasi telah melaksanakan tugas dan tanggung jawabnya sebagaimana tercantum di dalam Pedoman Kerja dan Tata Tertib Komite Nominasi dan Remunerasi, antara lain:

- 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukkan Anggota Direksi;
- 2) Memberikan rekomendasi kepada Dewan Komisaris mengenai remunerasi Anggota Dewan Komisaris dan Direksi; dan
- 3) Memberikan rekomendasi kepada Dewan Komisaris mengenai keikutsertaan seminar Anggota Dewan Komisaris dan Anggota Direksi.

Report on the Implementation of the Nomination and Remuneration Committee's Duties for 2022

Throughout 2022, the Nomination and Remuneration Committee has performed its duties and responsibilities as stipulated in the Nomination and Remuneration Committee Work Guidelines and Rules of Conduct, including:

- 1) Provided recommendations to the Board of Commissioners regarding the appointment of members of the Board of Directors;
- 2) Gave recommendations to the Board of Commissioners regarding the remuneration amount for members of the Board of Commissioners and the Board of Directors; and
- 3) Provided recommendations to the Board of Commissioners regarding participation in seminars for Members of the Board of Commissioners and Members of the Board of Directors.

Program Pengembangan Kompetensi Komite Nominasi dan Remunerasi Tahun 2022

Nomination and Remuneration Committee Competency Development Program for 2022

NAMA Name	JABATAN Title	TANGGAL Date	PENYELENGGARA Organizer	WORKSHOP/TRAINING/SEMINAR
Murniaty Santoso	Ketua Komite Nominasi dan Remunerasi Chairperson of Nomination and Remuneration Committee	27 Januari 2022 January 27, 2022	OJK	Online Seminar "The Impact of ESG on the Performance of the Financial Services Industry"
Masataka Takanishi	Anggota Komite Nominasi dan Remunerasi Member of Nomination and Remuneration Committee	14 Juli 2022 July 14, 2022	OJK	Online Seminar "Banking Agility – Building resilience and Growing from Failure"
Koichiro Nakayama	Anggota Komite Nominasi dan Remunerasi Member of Nomination and Remuneration Committee	27 Juli 2022 July 22, 2022	APPI	Online Seminar "Managing Risk Amidst Uncertainty"



NAMA Name	JABATAN Title	TANGGAL Date	PENYELENGGARA Organizer	WORKSHOP/TRAINING/SEMINAR
Dian Ramdhiana	Anggota Komite Nominasi dan Remunerasi Member of Nomination and Remuneration Committee	27 Januari 2022 January 27, 2022	OJK	Online Seminar "The Impact of ESG on the Performance of the Financial Services Industry"
		3 Februari 2022 February 3, 2022	OJK	Online Seminar "Strengthening The Financial Services Industry Through State Defence"
		17 Juni 2022 June 17, 2022	BTPN & Daya.id	Online Seminar "Jenius Way of Working HR Digital Transformation"
		21 Oktober 2022 October 21, 2022	BTPN & Daya.id	Online Seminar "Dissecting the Job Creation Law and its impact on company productivity"
		16 November 2022 November 16, 2022	BTPN & Gadjian	Online Seminar "Sustainability HR Manager Capability Improvement Program (PPK): Introduction To Human Capital"
		23 November 2022 November 23, 2022	BTPN & Gadjian	Online Seminar "Sustainability PPK HR Manager: Indonesian Labor Law"
		7 Desember 2022 December 7, 2022	BTPN & Gadjian	Online Seminar "Sustainability PPK HR Manager: Designing Organization"
		21 Desember 2022 December 21, 2022	BTPN & Gadjian	Online Seminar "Sustainability PPK HR Manager: Recruitment"

KOMITE PEMANTAU RISIKO

Komite Pemantau Risiko pertama kali dibentuk dengan nama Komite Manajemen Risiko berdasarkan Keputusan Rapat Umum Pemegang Saham pada tanggal 5 Juni 2003. Selanjutnya berdasarkan Keputusan Rapat Dewan Komisaris No. 006/KOM-OTO/XII/2017 tanggal 12 Desember 2017, Komite Manajemen Risiko resmi berganti nama menjadi Komite Pemantau Risiko.

Komite Pemantau Risiko merupakan organ pendukung di bawah Dewan Komisaris yang dibentuk oleh dan bertanggung jawab langsung kepada Dewan Komisaris untuk membantu pelaksanaan tugas dan fungsi terkait pemantauan pelaksanaan manajemen risiko di Perseroan.

Pedoman Kerja dan Tata Tertib Komite Pemantau Risiko

Dalam menjalankan tugas dan tanggung jawabnya, Komite Pemantau Risiko wajib berpedoman pada Pedoman Kerja dan Tata Tertib Komite Pemantau Risiko yang sudah diperbaharui dan diratifikasi oleh Dewan Komisaris pada tanggal 27 Januari 2021.

Tugas dan Tanggung Jawab Komite Pemantau Risiko

Tugas dan tanggung jawab Komite Pemantau Risiko, antara lain sebagai berikut:

1. Memberikan pendapat profesional yang independen kepada Dewan Komisaris atas laporan atau hal-hal yang disampaikan oleh Direksi kepada Dewan Komisaris serta mengidentifikasi hal yang memerlukan perhatian Dewan Komisaris sehubungan dengan manajemen risiko Perseroan;
2. Mengamati kecukupan proses identifikasi, pengukuran, pemantauan, pengendalian dan sistem informasi manajemen risiko;
3. Mengkaji cakupan, efektivitas dan objektivitas manajemen risiko;
4. Mengevaluasi kebijakan manajemen risiko Perseroan;

RISK MONITORING COMMITTEE

The Risk Monitoring Committee was first established as the Risk Management Committee based on the Resolution of the General Meeting of Shareholders on June 5, 2003. Furthermore, based on the Decision of the Board of Commissioners Meeting No. 006/KOM-OTO/XII/2017, dated December 12, 2017, the Risk Management Committee officially changed its name to the Risk Monitoring Committee.

The Risk Monitoring Committee is the supporting organ under the Board of Commissioners formed by and reporting directly to the Board of Commissioners to assist in the implementation of duties and functions related to monitoring the implementation of risk management in the Company.

Work Guidelines and Rules of Conduct for Nomination and Remuneration

In discharging its duties and responsibilities, the Risk Monitoring Committee shall be referred to the Work Guidelines and Code of Conduct of the Risk Monitoring Committee which has been updated and ratified by the Board of Commissioners on January 27, 2021.

Duties and Responsibilities of the Risk Monitoring Committee

Duties and responsibilities of the Risk Monitoring Committee, among others, are as follows:

- 1) Provide professional and independent opinion to the Board of Commissioners upon report or issues presented by the Board of Directors to the Board of Commissioners as well as identify issue that requires attention from the Board of Commissioners related to the Company's risk management;
- 2) Observe the adequacy of the process of identification, measurement, monitoring, control and risk management information system;
- 3) Review the scope, effectiveness and objectivity of risk management;
- 4) Evaluate the Company's risk management policy;