

PIAGAM KOMITE NOMINASI DAN REMUNERASI

PT FAJAR SURYA WISESA TBK (Perseroan)

Komite Nominasi dan Remunerasi (“Komite”) adalah komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris.

Pembentukan Komite berdasarkan peraturan berikut :

1. Anggaran Dasar Perseroan tentang tugas dan wewenang Dewan Komisaris.
2. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik (“POJK 34/2014”).

Struktur Organisasi dan Keanggotaan Komite sebagai berikut :

1. Komite bertanggung jawab langsung kepada Dewan Komisaris. Dewan Komisaris dapat membentuk Komite Remunerasi dan Nominasi secara terpisah.
2. Komite sekurang-kurangnya terdiri terdiri dari 3 (tiga) orang anggota yaitu 1 (satu) orang Komisaris Independen merangkap sebagai Ketua, 1 (satu) orang Komisaris dan 1 (satu) orang pejabat pada perseroan yang membawahi Sumber Daya Manusia.

NOMINATION AND REMUNERATION COMMITTEE CHARTER

PT FAJAR SURYA WISESA TBK (Perseroan)

Nomination and Remuneration Committee (the “Committee”) is a committee established by and responsible to the Board of Commissioners in carrying out the functions and duties of the Board in relation Nomination and Remuneration to the Board of Directors and the Board of Commissioners.

Formation of the Committee under the following rules:

1. The Articles of Association of the duties and authority of the Board of Commissioners.
2. The Financial Services Authority Regulation No. 34 / POJK.04 / 2014 of the Nomination and Remuneration Committee on Public Company (“POJK 34/2014”).

Organizational Structure and Membership Committee as follows:

1. The Committee directly responsible to the Board of Commissioners. Board of Commissioner can form a Remuneration and Nomination Committee separately.
2. The Committee member consisting of at least 3 (three) persons and consisting at least 1 (one) Independent Commissioner as the Chairman, 1 (one) Commissioner and one (1) person at the company's official in charge of Human Resources.

3. Masa jabatan anggota Komite tidak lebih lama dari masa jabatan Dewan Komisaris yang sedang berjalan sebagaimana diatur dalam Anggaran Dasar Perseroan.
 4. Anggota Komite harus memiliki kemampuan, integritas, dan memiliki pengalaman terkait mengenai nominasi dan remunerasi.
 5. Anggota Komite Remunerasi dan Nominasi yang merupakan anggota Dewan Komisaris berhenti dengan sendirinya apabila masa jabatannya sebagai Anggota Dewan Komisaris berakhir.
 6. Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite yang dimaksud tidak dapat melaksanakan fungsinya.
 7. Dewan Komisaris berhak mengevaluasi Komite dan dapat memberhentikan anggota Komite sewaktu-waktu.
3. Committee member term should not be longer than the term Board of Commissioners as stipulated in the Articles of Association.
 4. Members of the Committee must have the ability, integrity, and have the relevant experience of the nomination and remuneration.
 5. Members of the Remuneration and Nomination Committee who is a member of the Board of Commissioners stops by itself when his term as a member of the Board of Commissioners expires.
 6. Replacement of members of the Committee did not come from the Board of Commissioners made no later than 60 (sixty) days from members of the Committee is unable to carry out its functions.
 7. The Board of Commissioners is entitled to evaluate Committee and may terminate the members of the Committee at any time.

Tugas dan tanggung jawab Komite sebagai berikut :

1. Komite dalam melaksanakan tugasnya bertindak secara independen.
2. Tugas nominasi adalah memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi jabatan anggota Direksi dan Dewan Komisaris, kriteria proses nominasi yang akan disampaikan kepada Rapat Umum Pemegang Saham, dan evaluasi kinerja dari Direksi dan Dewan Komisaris.

Duties and responsibilities of the Committee as follows:

1. The Committee in carrying out its duties to act independently.
2. The task of the nomination is to provide recommendations to the Board of Commissioners regarding the composition of members of the Board of Directors and the Board of Commissioners, criteria nomination process that will be submitted to the General Meeting Share Holders, and performance evaluation of the Board of Directors and Board of Commissioners.



3. Tugas remunerasi adalah memberikan rekomendasi kepada Dewan Komisaris mengenai struktur remunerasi, kebijakan atas remunerasi, dan besaran remunerasi yang berupa gaji, honorarium, insentif dan tunjangan yang bersifat tetap dan / atau variabel.

Komite wajib menyelenggarakan Rapat dan pelaporan kegiatan sebagai berikut :

1. Mengadakan rapat Komite paling kurang 1 (satu) kali dalam 4 (empat) bulan ("Rapat").
2. Rapat dapat diselenggarakan jika dihadiri oleh mayoritas anggota Komite, dan dihadiri oleh Ketua Komite.
3. Keputusan Rapat berdasarkan musyawarah mufakat.
4. Jika tidak tercapai musyawarah mufakat dilakukan pemungutan suara terbanyak.
5. Semua isi dan proses pengambilan keputusan dituangkan dalam risalah Rapat.
6. Risalah Rapat dan laporan kegiatan Komite wajib disampaikan kepada Dewan Komisaris.
7. Sekretaris Komite adalah Sekretaris Perusahaan.

Piagam Komite akan ditinjau secara berkala dan jika ada hal-hal yang belum diatur dalam Piagam Komite ini, dengan Persetujuan Dewan Komisaris dapat dilakukan penambahan dan pembaharuan.

Disetujui oleh Dewan Komisaris pada tanggal 17 November 2015.

3. The task of the remuneration is to provide recommendations to the Board of Commissioners on the structure of remuneration, the remuneration policy and the remuneration in the form of salaries, honoraria, incentives and benefits are fixed and / or variable.

The Committee shall hold meetings and reporting activities as follows:

1. Conduct a Committee meeting at least 1 (one) time in 4 (four) months (the "Meeting").
2. Meetings may be held if attended by a majority of members of the Committee, and was attended by the Chairman of the Committee.
3. Resolutions by consensus.
4. If no consensus is reached conducted a majority vote.
5. All the contents and the decision making process noted in the minutes of the Meeting.
6. Minutes of Meeting and activity reports of the Committee shall be submitted to the Board of Commissioners.
7. The Secretary of the Committee is the Company Secretary.

Committee Charter will be reviewed periodically and, if there are things that have not been regulated in the Charter of this Committee, with the approval of the Board of Commissioners could be do addition and renewal. Approved by the Board of Commissioners, dated 17 November 2015.



Dewan Komisaris




Airlangga Hartarto
Komisaris Utama /
President Commissioner



Lila Noto Pradono
Komisaris / Commissioner



Hadi Rebowo Ongkowidjojo
Komisaris Independen /
Independent Commissioner

Board of Commissioner



Winarko Sulistyono
Komisaris / Commissioner



Tony Tjandra
Komisaris Independen /
Independent Commissioner