

**PIAGAM
KOMITE REMUNERASI
PT DIAN SWASTATIKA SENTOSA TBK
("PERSEROAN")**

Piagam Komite Remunerasi adalah pedoman yang mengikat setiap anggota Komite Remunerasi dalam membantu pelaksanaan tugas Dewan Komisaris terkait remunerasi anggota Dewan Komisaris dan Direksi.

Piagam ini disusun sehubungan dengan telah dibentuknya Komite Remunerasi Perseroan pada tanggal 18 Juni 2019, dan merupakan penyempurnaan dari Pedoman Pelaksanaan Fungsi Nominasi dan Fungsi Remunerasi Perseroan yang sebelumnya merupakan lampiran Piagam Dewan Komisaris yang diterbitkan Perseroan pada tanggal 1 Desember 2015.

1. Landasan Hukum

- Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik ("POJK 34")

2. Nilai Dan Etika

- Dalam menjalankan tugas dan tanggung jawabnya, Komite Remunerasi wajib menerapkan Enam Nilai Sinarmas yaitu Integritas, Sikap Positif, Komitmen, Perbaikan Berkelanjutan, Inovasi, dan Loyalitas.

**CHARTER OF
THE REMUNERATION COMMITTEE OF
PT DIAN SWASTATIKA SENTOSA TBK
("COMPANY")**

The Charter of the Remuneration Committee is a guideline that binds every member of the Remuneration Committee in assisting the implementation of duties of the Board of Commissioners related to the remuneration of members of the Board of Commissioners and members of the Board of Directors.

This charter is prepared in connection with the establishment of the Remuneration Committee of the Company on June 18, 2019, and is a refinement of the Guidelines for the Implementation of the Nomination Function and Remuneration Function of the Company which was previously an attachment to Charter of the Board of Commissioners issued by the Company on December 1, 2015.

1. Legal Basis

- Indonesia's Financial Services Authority Regulation Number 34/POJK.04/2014 dated December 8, 2014 on the Nomination and Remuneration Committee of Issuers or Public Companies ("POJK 34")

2. Values And Ethics

- In performing its duties and responsibilities, the Remuneration Committee must implement the Six Values of Sinarmas, i.e, Integrity, Positive Attitude, Commitment, Continuous Improvement, Innovation, and Loyalty.

- Komite Remunerasi wajib bertindak sesuai peraturan perundang-undangan yang berlaku, Anggaran Dasar Perseroan, Kode Etik Perseroan, dan Piagam Komite Remunerasi.
- Komite Remunerasi wajib berlandaskan pada itikad baik, tanggung jawab, independensi, dan kehati-hatian.

3. Komposisi dan Kriteria

- Komite Remunerasi paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan sebagai berikut:
 - 1 (satu) orang Komisaris Independen bertindak sebagai ketua
 - Anggota Komite Remunerasi lainnya dapat berasal dari:
 - Anggota Dewan Komisaris Perseroan
 - Pihak yang berasal dari luar Perseroan, dengan ketentuan bahwa pihak tersebut memenuhi syarat-syarat sebagai berikut:
 - tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, dan/atau Pemegang Saham Utama Perseroan
 - memiliki integritas tinggi dan memiliki kemampuan dan pengalaman yang memadai dan relevan untuk melaksanakan fungsi remunerasi, dan
 - tidak merangkap jabatan sebagai anggota komite lainnya dalam Perseroan

- The Remuneration Committee must act in accordance with the applicable laws and regulations, the Articles of Association of the Company, Company's Code of Conduct, and Charter of the Remuneration Committee.
- The Remuneration Committee must act on good faith, accountability, independency, and prudence.

3. Composition and Criteria

- The Remuneration Committee consist of at least 3 (three) members, with the following conditions:
 - 1 (one) Independent Commissioner acting as the chairperson
 - Other members of the Remuneration Committee can come from:
 - Member of the Company's Board of Commissioners
 - Party from outside the Company, provided that the party meets the following conditions:
 - having no affiliation with the Company, members of the Board of Directors, members of the Board of Commissioners, and/or ultimate shareholders of the Company
 - having high integrity and relevant ability and experience to carry out the remuneration function, and
 - having no other position in other committee in the Company

- Manajer di bawah Direksi yang membidangi sumber daya manusia, dengan ketentuan bukan merupakan mayoritas anggota Komite Remunerasi
 - Manager who is structurally under the Board of Directors in charge of human resources, provided that he/she does not constitute the majority of the Remuneration Committee
- Pemilihan anggota Komite Remunerasi dilakukan dengan mempertimbangkan keterampilan komunikasi dan kerjasama, serta komitmen dari masing-masing anggota untuk menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya.
- The selection of the Remuneration Committee members is carried out by considering communication skill and teamwork, as well as the commitment of each member to provide sufficient time to carry out his/her duties and responsibilities.

4. Pengangkatan, Pemberhentian, dan Masa Jabatan

- Anggota Komite Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris dengan masa jabatan tidak lebih dari masa jabatan Dewan Komisaris, dan dapat diangkat kembali.
- Jabatan anggota Komite Remunerasi berakhir dalam hal:
 - i. Mengundurkan diri,
 - ii. Meninggal dunia,
 - iii. Diberhentikan oleh Dewan Komisaris, atau
 - iv. Tidak lagi memenuhi persyaratan perundang-undangan yang berlaku,
 - v. Masa jabatan berakhir.
- Anggota Komite Remunerasi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari sebelum tanggal pengunduran diri.

4. Appointment, Termination, and Tenure

- Members of the Remuneration Committee are appointed and terminated based on the decision of the Board of Commissioners with a term of office not exceeding the term of office of the Board of Commissioners, and can be reappointed.
- The termination of member of the Remuneration Committee occurs in the event of:
 - i. Resignation,
 - ii. Death,
 - iii. Termination by the Board of Commissioners, or
 - iv. Failure to meet the applicable legal requirements.
 - v. End of tenure.
- Member of the Remuneration Committee has the right to resign from his/her position by providing written notification of the intention to the Company at least 30 (thirty) days before the date of the resignation.

- Penggantian anggota Komite Remunerasi wajib dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.

5. Program Orientasi dan Pelatihan

- Program orientasi bagi anggota Komite Remunerasi dilaksanakan untuk memberikan arahan bagi anggota Komite Remunerasi yang baru agar memperoleh pemahaman tentang Perseroan.
- Pelatihan dan/atau seminar bagi anggota Komite Remunerasi dilaksanakan untuk mendukung dan meningkatkan kompetensi dalam melaksanakan tugasnya. Untuk itu, anggota Komite Remunerasi diwajibkan mengikuti seminar, lokakarya, konferensi, ataupun pelatihan sekurang kurangnya 1 (satu) kali dalam 1 (satu) tahun.

6. Tugas dan Tanggung Jawab

Komite Remunerasi bertanggung jawab kepada Dewan Komisaris dan wajib bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya.

Fungsi remunerasi secara umum mencakup namun tidak terbatas pada hal-hal sebagai berikut:

- i. Memberikan rekomendasi kepada Dewan Komisaris mengenai struktur remunerasi, kebijakan remunerasi, dan besaran remunerasi anggota Direksi dan Dewan Komisaris
- ii. Membantu Dewan Komisaris dalam melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan Dewan Komisaris

- Replacement of members of the Remuneration Committee should be made no later than 60 (sixty) days after member of the Remuneration Committee is no longer able to carry out its functions.

5. Orientation and Training Programs

- Orientation program for member of the Remuneration Committee is held to give guidance for the new member of the Remuneration Committee to gain understanding about the Company.
- Training and/or seminar for member of the Remuneration Committee is held to support and improve the competency. The member of the Remuneration Committee is required to attend the seminar, workshop, conference, or training at least once a year.

6. Duties and Responsibilities

The Remuneration Committee are responsible to the Board of Commissioners and must act independently in carrying out their duties and responsibilities.

Remuneration function in general includes, but not limited to, the followings:

- i. Provide recommendation to the Board of Commissioners regarding the remuneration structure, remuneration policy, and the amount of remuneration for members of the Directors and Board of Commissioners
- ii. Assist the Board of Commissioners in conducting performance evaluation commensurate to the remuneration received by each member of the Board of Directors and the Board of Commissioners

Kebijakan, struktur, dan besaran remunerasi harus dievaluasi paling kurang 1 (satu) kali dalam 1 (satu) tahun, dan penyusunannya harus dilakukan dengan memperhatikan hal-hal sebagai berikut:

- i. Remunerasi pembandingan yang berlaku pada industri yang relevan dan perusahaan lain dengan skala yang mirip
- ii. Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau Dewan Komisaris yang dikaitkan dengan pencapaian tujuan dan kinerja Perseroan
- iii. Target kinerja masing-masing anggota Direksi dan Dewan Komisaris
- iv. Keseimbangan antara komponen tetap dan komponen variabel dari remunerasi

7. Rapat

Ketentuan penyelenggaraan rapat Komite Remunerasi ditetapkan sebagai berikut:

- Rapat diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- Panggilan rapat Komite Remunerasi dilakukan oleh ketua Komite Remunerasi dan disampaikan kepada setiap anggota Komite Remunerasi paling lambat 5 (lima) hari kalender sebelum rapat diadakan.
- Anggota Komite Remunerasi yang tidak dapat menghadiri rapat secara fisik dapat memberikan kuasa kepada anggota Komite Remunerasi yang lain.
- Rapat hanya dapat diselenggarakan apabila dihadiri oleh mayoritas jumlah anggota Komite Remunerasi, dan salah satu dari mayoritas jumlah anggota Komite Remunerasi tersebut merupakan ketua Komite Remunerasi.

The policy, structure, and amount of remuneration must be reviewed at least once a year, and the preparation must be done by taking into account the following matters:

- i. Remuneration benchmark from relevant industry and other companies of similar size
- ii. Duties, responsibilities and authority of members of the Board of Directors and/or the Board of Commissioners, in relation to the achievement of the Company's goals and performance
- iii. Performance targets for each member of the Board of Directors and the Board of Commissioners
- iv. Balance of fixed component and variable component of the remuneration

7. Meeting

Provisions for holding a Remuneration Committee meeting are set as follows:

- Meeting is held regularly at least once in 4 (four) months.
- Call for the Remuneration Committee meeting is made by the chairperson of the Remuneration Committee and submitted to each member of the Remuneration Committee no later than 5 (five) calendar days before the meeting is held.
- Members of the Remuneration Committee who are unable to attend the meeting physically can give power of attorney to the other member of the Remuneration Committee.
- Meeting can only be held if attended by a majority of the members of the Remuneration Committee, whereas one of the members of the Remuneration Committee is the chairperson of the Remuneration Committee.

- Selain kehadiran fisik, Rapat Komite Remunerasi dapat juga dilakukan melalui *video conference* atau *audio conference* atau media elektronik lain yang memungkinkan semua peserta rapat dapat saling melihat, mendengar, dan berpartisipasi dalam rapat.
- Komite Remunerasi dapat mengundang pihak-pihak lain yang dianggap perlu untuk hadir dalam rapat Komite Remunerasi.
- Keputusan rapat Komite Remunerasi dilakukan berdasarkan musyawarah dan mufakat.
- Dalam hal keputusan berdasarkan musyawarah dan mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- Apabila suara setuju dan tidak setuju berimbang, maka keputusan akan ditentukan oleh ketua rapat.
- Hasil rapat Komite Remunerasi, termasuk segala perbedaan pendapat dalam proses pemungutan suara (jika ada), wajib dimuat dalam risalah rapat, dengan mencantumkan juga alasan perbedaan pendapat tersebut.
- Risalah rapat Komite Remunerasi dibuat oleh salah seorang yang hadir dalam rapat yang ditunjuk oleh ketua Komite Remunerasi, ditandatangani oleh seluruh anggota Komite Remunerasi yang hadir dan/atau diwakili dalam rapat, dan wajib didokumentasikan oleh Perseroan.
- Risalah rapat Komite Remunerasi wajib disampaikan secara tertulis kepada Dewan Komisaris.
- In addition to physical attendance, the Remuneration Committee Meetings can also be conducted through video conference or audio conference or other electronic media that allows all meeting participants to see, hear, and participate in the meeting.
- The Remuneration Committee can invite other parties deemed necessary to attend the Remuneration Committee meetings.
- The decision of the Remuneration Committee meetings is made based on deliberation and consensus.
- In the event that decision based on deliberation and consensus is not reached, the decision is made by voting.
- If the votes between pro and con are balanced, the decision will be determined by the chairman of the meeting.
- Results of the Remuneration Committee meeting, including all dissenting opinions in the voting process (if any), must be recorded in the minutes of the meeting, including the reasons for the dissent.
- Minutes of the Remuneration Committee meeting is made by one of those present at the meeting appointed by the chairperson of the Remuneration Committee, signed by all members of the Remuneration Committee who are present and/or represented at the meeting, and must be documented by the Company.
- Minutes of the Remuneration Committee meeting must be submitted in writing to the Board of Commissioners.

8. Penilaian Kinerja Anggota Komite Remunerasi

- Komite Remunerasi wajib melaksanakan penilaian kinerja individual dan kolektif sehubungan dengan pelaksanaan tugas dan tanggung jawabnya sekurang-kurangnya 1 (satu) kali dalam 1 (satu) tahun buku.
- Penilaian menyeluruh atas kinerja Komite Remunerasi dilakukan oleh Dewan Komisaris.

9. Pelaporan

- Komite Remunerasi wajib melaporkan pelaksanaan tugas dan tanggung jawab terkait fungsi remunerasi kepada Dewan Komisaris. Laporan yang dimaksud merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris untuk disampaikan dalam RUPS.
- Pernyataan yang menunjukkan bahwa Perseroan telah memiliki pedoman dan uraian singkat pelaksanaan tugas dan tanggung jawab Komite Remunerasi dalam tahun buku wajib diungkapkan dalam Laporan Tahunan dan laman Perseroan.

10. Kerahasiaan

Kecuali diwajibkan oleh peraturan perundang-undangan, perintah pengadilan, atau Peraturan Otoritas Jasa Keuangan, anggota Komite Remunerasi yang masih menjabat atau yang sudah tidak menjabat lagi sebagai anggota Komite Remunerasi wajib menjaga kerahasiaan data dan dokumen Perseroan.

8. Performance Appraisal of Members of the Remuneration Committee

- The Remuneration Committee must carry out individual and collective performance appraisal in connection with carrying out its duties and responsibilities at least once a year.
- A comprehensive appraisal of the performance of the Remuneration Committee is carried out by the Board of Commissioners.

9. Reporting

- The Remuneration Committee should report the execution of duties and responsibilities in relation to remuneration functions to the Board of Commissioners. The report is part of the report on the execution of the duties of the Board of Commissioners to be submitted at the GMS.
- A statement that indicates that the Company already has a guideline and a brief description of the implementation of the duties and responsibilities of the Remuneration Committee in the financial year must be disclosed in the Annual Report and the Company's website.

10. Confidentiality

Unless required by law, court order, or Indonesia's Financial Services Authority Regulation, members of the Remuneration Committee who still serves or who no longer serves as a member of the Remuneration Committee must maintain the confidentiality of data and documents of the Company.

11. Larangan

- Setiap anggota Komite Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan usaha Perseroan.
- Anggota Dewan Komisaris yang menjadi ketua atau anggota Komite Remunerasi tidak diberikan penghasilan tambahan, selain penghasilan sebagai anggota Dewan Komisaris, kecuali ditetapkan lain berdasarkan keputusan Dewan Komisaris

12. Sanksi

Pelanggaran atas pelaksanaan ketentuan dapat dikenakan sanksi sebagaimana diatur dalam POJK 34 dan peraturan perundang-undangan yang berlaku.

11. Prohibitions

- Each member of the Remuneration Committee is prohibited to take the personal advantage either directly or indirectly from the Company's business activities.
- Members of the Board of Commissioners who are appointed as the chairperson or member of the Remuneration Committee are not given additional remuneration, other than remuneration as a member of the Board of Commissioners, unless decided otherwise by the Board of Commissioners

12. Sanction

Violations of the implementation of the provisions may be subject to sanctions as stipulated in POJK 34 and applicable regulations.