

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

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

Piagam ini disusun sehubungan dengan telah dibentuknya Komite Nominasi 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 Nominasi wajib menerapkan Enam Nilai Sinarmas yaitu Integritas, Sikap Positif, Komitmen, Perbaikan Berkelanjutan, Inovasi, dan Loyalitas.

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

The Charter of the Nomination Committee is a guideline that binds every member of the Nomination Committee in assisting the implementation of duties of the Board of Commissioners related to the nomination 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 Nomination 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 Nomination Committee must implement the Six Values of Sinarmas, i.e, Integrity, Positive Attitude, Commitment, Continuous Improvement, Innovation, and Loyalty.

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

3. Komposisi dan Kriteria

- Komite Nominasi paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan sebagai berikut:
 - 1 (satu) orang Komisaris Independen bertindak sebagai ketua
 - Anggota Komite Nominasi 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 nominasi, dan
 - tidak merangkap jabatan sebagai anggota komite lainnya dalam Perseroan

- The Nomination 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 Nomination Committee.
- The Nomination Committee must act on good faith, accountability, independency, and prudence.

3. Composition and Criteria

- The Nomination Committee consist of at least 3 (three) members, with the following conditions:
 - 1 (one) Independent Commissioner acting as the chairperson
 - Other members of the Nomination 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 nomination 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 Nominasi
- Pemilihan anggota Komite Nominasi dilakukan dengan mempertimbangkan keterampilan komunikasi dan kerjasama, serta komitmen dari masing-masing anggota untuk menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya.

4. Pengangkatan, Pemberhentian, dan Masa Jabatan

- Anggota Komite Nominasi 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 Nominasi 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 Nominasi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari sebelum tanggal pengunduran diri.

- 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 Nomination Committee
- The selection of the Nomination 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. Appointment, Termination, and Tenure

- Members of the Nomination 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 Nomination 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 Nomination 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 Nominasi wajib dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dimaksud tidak dapat lagi melaksanakan fungsinya.

5. Program Orientasi dan Pelatihan

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

6. Tugas dan Tanggung Jawab

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

- **Fungsi Nominasi**
Fungsi nominasi secara umum mencakup namun tidak terbatas pada hal-hal sebagai berikut:
 - i. Memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi Direksi dan Dewan Komisaris, kebijakan dan kriteria dalam proses nominasi, dan kebijakan evaluasi kinerja bagi anggota Direksi dan Dewan Komisaris
 - ii. Membantu Dewan Komisaris dalam melakukan penilaian kinerja anggota Direksi dan Dewan Komisaris

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

5. Orientation and Training Programs

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

6. Duties and Responsibilities

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

- **Nomination Function**
Nomination function in general includes, but not limited to, the followings:
 - i. Provide recommendation to the Board of Commissioners regarding the composition of the Board of Directors and Board of Commissioners, policies and criteria in the nomination process, and performance evaluation policy for members of the Board of Directors and Board of Commissioners
 - ii. Assist the Board of Commissioners in evaluating the performance of members of the Board of Directors and Board of

- berdasarkan tolok ukur yang telah disusun
- iii. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kompetensi anggota Direksi dan Dewan Komisaris
 - iv. Memberikan usulan mengenai calon yang memenuhi syarat untuk diangkat sebagai anggota Direksi dan/atau Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS
- **Suksesi Direktur**
Untuk menjaga kesinambungan kepemimpinan dalam Perseroan dalam rangka mempertahankan keberlanjutan bisnis dan tujuan jangka panjang perusahaan, Komite Nominasi wajib:
 - i. Melakukan evaluasi persyaratan calon suksesi Direktur yang diajukan oleh Direksi dan/atau Dewan Komisaris dan/atau Pemegang Saham Utama
 - ii. Memberi rekomendasi *mentoring* dan pelatihan bagi calon suksesi Direktur dan melakukan peneelahan berkala terhadap perkembangan calon suksesi Direktur (jika diperlukan)
 - iii. Melakukan proses nominasi calon anggota Direksi
 - iv. Memberikan rekomendasi kepada Dewan Komisaris untuk diajukan dalam RUPS (jika calon suksesi Direktur lolos dalam proses nominasi)
- Commissioners based on benchmarks that have been prepared
- iii. Provide recommendation on competency development program for members of the Board of Directors and Board of Commissioners
 - iv. Provide proposal regarding candidates who meet the requirements to be appointed as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the GMS
- **Director Succession**
To maintain the continuity of leadership within the Company in order to maintain the business continuity and long-term objective of the company, the Nomination Committee must:
 - i. Evaluate the prospective succession requirements for Directors submitted by the Board of Directors and/or the Board of Commissioners and/or the Ultimate Shareholders
 - ii. Provide mentoring and training recommendations for candidates for Directors succession and periodic review of the development of candidates for Directors succession (if needed)
 - iii. Conduct nomination process for candidates for the Board of Directors
 - iv. Provide recommendations to the Board of Commissioners to be submitted at the GMS (if the candidate passes the nomination process)

7. Rapat

Ketentuan penyelenggaraan rapat Komite Nominasi ditetapkan sebagai berikut:

- Rapat diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- Panggilan rapat Komite Nominasi dilakukan oleh ketua Komite Nominasi dan disampaikan kepada setiap anggota Komite Nominasi paling lambat 5 (lima) hari kalender sebelum rapat diadakan.
- Anggota Komite Nominasi yang tidak dapat menghadiri rapat secara fisik dapat memberikan kuasa kepada anggota Komite Nominasi yang lain.
- Rapat hanya dapat diselenggarakan apabila dihadiri oleh mayoritas jumlah anggota Komite Nominasi, dan salah satu dari mayoritas jumlah anggota Komite Nominasi tersebut merupakan ketua Komite Nominasi.
- Selain kehadiran fisik, Rapat Komite Nominasi 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 Nominasi dapat mengundang pihak-pihak lain yang dianggap perlu untuk hadir dalam rapat Komite Nominasi.
- Keputusan rapat Komite Nominasi dilakukan berdasarkan musyawarah dan mufakat.
- Dalam hal keputusan berdasarkan musyawarah dan mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.

7. Meeting

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

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

- Apabila suara setuju dan tidak setuju berimbang, maka keputusan akan ditentukan oleh ketua rapat.
- Hasil rapat Komite Nominasi, 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 Nominasi dibuat oleh salah seorang yang hadir dalam rapat yang ditunjuk oleh ketua Komite Nominasi, ditandatangani oleh seluruh anggota Komite Nominasi yang hadir dan/atau diwakili dalam rapat, dan wajib didokumentasikan oleh Perseroan.
- Risalah rapat Komite Nominasi wajib disampaikan secara tertulis kepada Dewan Komisaris.
- If the votes between pro and con are balanced, the decision will be determined by the chairman of the meeting.
- Results of the Nomination 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 Nomination Committee meeting is made by one of those present at the meeting appointed by the chairperson of the Nomination Committee, signed by all members of the Nomination Committee who are present and/or represented at the meeting, and must be documented by the Company.
- Minutes of the Nomination Committee meeting must be submitted in writing to the Board of Commissioners.

8. Penilaian Kinerja Anggota Komite Nominasi

- Komite Nominasi 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 Nominasi dilakukan oleh Dewan Komisaris.

9. Pelaporan

- Komite Nominasi wajib melaporkan pelaksanaan tugas dan tanggung jawab terkait fungsi nominasi kepada Dewan Komisaris. Laporan yang dimaksud merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris untuk disampaikan dalam RUPS.

8. Performance Appraisal of Members of the Nomination Committee

- The Nomination 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 Nomination Committee is carried out by the Board of Commissioners.

9. Reporting

- The Nomination Committee should report the execution of duties and responsibilities in relation to nomination 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.

- Pernyataan yang menunjukkan bahwa Perseroan telah memiliki pedoman dan uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dalam tahun buku wajib diungkapkan dalam Laporan Tahunan dan laman Perseroan.
- 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 Nomination Committee in the financial year must be disclosed in the Annual Report and the Company's website.

10. Kerahasiaan

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

10. Confidentiality

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

11. Larangan

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

11. Prohibitions

- Each member of the Nomination 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 Nomination Committee is not given additional remuneration, other than remuneration as a member of the Board of Commissioners, unless decided otherwise by the Board of Commissioners

12. Sanksi

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

12. Sanction

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