



## **Pedoman Dan Tata Tertib Kerja Komite Remunerasi dan Nominasi**

### ***Remuneration and Nomination Committee Charter***

**PT Bank SMBC Indonesia Tbk**

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No	Penerima / <i>Recipient</i>
1	Direksi / <i>Board of Directors</i>
2	Human Resources
3	Internal Audit
4	Compliance

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Dokumen ini mengatur pedoman dan tata tertib kerja ("**Charter**") bagi Komite Remunerasi dan Nominasi ("**Komite**") PT Bank SMBC Indonesia Tbk ("**Bank**").

*This document governs the guidelines and rule of order ("**Charter**") of the Remuneration and Nomination Committee ("**Committee**") of PT Bank SMBC Indonesia Tbk ("**Bank**").*

Charter Komite ini disusun dengan merujuk dan memperhatikan ketentuan-ketentuan sebagai berikut:

*This Committee Charter was prepared with reference to and consideration of the following provisions:*

1. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas yang telah diubah, dihapus dan ditambahkan ketentuan baru, dengan Undang-Undang Republik Indonesia Nomor 6 tahun 2023 Tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang nomor 2 tahun 2022 tentang Cipta Kerja Menjadi Undang-Undang.
2. Peraturan Otoritas Jasa Keuangan Republik Indonesia nomor 17 tahun 2023 Tentang Penerapan Tata Kelola Bagi Bank Umum.
3. Peraturan Otoritas Jasa Keuangan Republik Indonesia nomor 30 tahun 2024 tentang Konglomerasi Keuangan dan Perusahaan Induk Konglomerasi Keuangan.
4. Surat Edaran Otoritas Jasa Keuangan Republik Indonesia Nomor 14/SEOJK.03/2025 tanggal 24 Juni 2025 tentang Penerapan Tata Kelola Bagi Bank Umum.
5. Anggaran Dasar Bank.
6. Pedoman Tata Kelola Bank.
7. Pedoman Tata Kelola Terintegrasi Konglomerasi Keuangan SMBC.

1. *Law Number 40 of 2007 concerning Limited Liability Companies, as amended, deleted, and supplemented by Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law Number 2 of 2022 concerning Job Creation as Law.*
2. *Regulation of the Financial Services Authority of the Republic of Indonesia Number 17 of 2023 concerning the Implementation of Governance for Commercial Banks.*
3. *Regulation of the Financial Services Authority of the Republic of Indonesia Number 30 of 2024 concerning Financial Conglomerates and Financial Conglomerate Holding Companies.*
4. *Circular Letter of the Financial Services Authority of the Republic of Indonesia Number 14/SEOJK.03/2025 dated June 24<sup>th</sup>, 2025 concerning Implementation of Governance for Commercial Banks.*
5. *The Articles of Association of the Bank.*
6. *The Good Corporate Governance Manual of the Bank.*
7. *The Integrated Governance Manual of SMBC Financial Conglomerate.*

Charter Komite ini lebih lanjut mengatur sebagai berikut:

*This Committee charter further regulates as follows:*

**1. Organisasi**

- a. Komite dibentuk oleh Dewan Komisaris karenanya bertanggung jawab kepada Dewan Komisaris.
- b. Anggota Komite diangkat dan diberhentikan oleh Direksi berdasarkan keputusan rapat Dewan Komisaris.

**1. Organization**

- a. *The Committee is established by the Board of Commissioners and therefore accounted to the Board of Commissioners.*
- b. *The Committee members are appointed and terminated by the Board of Directors based on the meeting resolution of the Board of Commissioners.*

- c. Anggota Komite sekurang-kurangnya 3 (tiga) orang yaitu sebagai berikut:
- 1 (satu) orang ketua merangkap anggota yang merupakan Komisaris Independen;
  - 1 (satu) orang Komisaris Non-Independen; dan
  - 1 (satu) orang Pejabat Eksekutif yang membawahkan fungsi Human Resources atau 1 (satu) orang perwakilan pegawai Bank.
- d. Komite diketuai oleh Komisaris Independen. Anggota Direksi dilarang menjadi anggota Komite. Dalam hal anggota Komite Remunerasi dan Nominasi ditetapkan lebih dari 3 (tiga) orang maka anggota Komisaris Independen dalam Komite paling kurang berjumlah 2 (dua) orang.
- e. Ketua Komite hanya dapat merangkap jabatan sebagai ketua komite paling banyak pada 1 (satu) komite lainnya.
- f. Komisaris lainnya dapat hadir sebagai peninjau (*observer*) atau memberikan keterangan dalam rapat, tanpa hak untuk memberikan suara dalam setiap pengambilan keputusan Komite. Kehadiran demikian dimungkinkan dengan undangan Ketua Komite.
- g. Pejabat Eksekutif adalah Pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh yang signifikan terhadap kebijakan dan/atau operasional Bank.
- h. Komisaris Independen atau anggota Dewan Pengawas Syariah dan anggota Komite Remunerasi dan Nominasi dari anak perusahaan yang merupakan anggota Konglomerasi Keuangan SMBC dari masing-masing perusahaan, dapat hadir dalam Rapat pada agenda tertentu, dengan undangan Ketua Komite, untuk memberikan keterangan terkait kebijakan, nominasi yang mencakup pemilihan, dan/atau rekomendasi, serta remunerasi anggota Direksi dan anggota Dewan Komisaris dalam Konglomerasi Keuangan.
- c. *Committee members consist of at least 3 (three) people, as follows:*
- *1 (one) chairman concurrently serving as member who is an Independent Commissioner;*
  - *1 (one) Non-Independent Commissioner; and*
  - *1 (one) Executive Officer overseeing Human Resources or 1 (one) employee representative of the Bank.*
- d. *The Committee is chaired by Independent Commissioner. Members of Board of Directors are prohibited from serving as Committee member. In the case that Remuneration and Nomination Committee members are more than 3 (three) persons, there must be at least 2 (two) Independent Commissioners as the member.*
- e. *Committee Chairman is only allowed to serve concurrently as Committee Chairman for a maximum 1 (one) other committee.*
- f. *Other Commissioners can serve as observer or provide statement in meeting, however has no right to vote in any decision making of the Committee. Attendance as observer is upon invitation from Committee Chairman.*
- g. *Executive Officer shall mean an officer directly responsible to the Board of Directors or have significant influence on policy and/or operational of the Bank.*
- h. *Independent Commissioners or members of the Sharia Supervisory Board and members of Remuneration and Nomination Committee of subsidiaries that happened to be members of the SMBC Financial Conglomerate may present in the Meeting on selected agenda with invitation of the Committee chairman to provide information regarding policies, nominations including elections, and/or recommendations, as well as remuneration of members of the Board of Directors and members of the Board of Commissioners in the Financial Conglomerate.*

## 2. Syarat Keanggotaan

- a. Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik.
- b. Pejabat Eksekutif yang membawahkan sumber daya manusia atau perwakilan pegawai yang menjadi anggota komite harus memiliki pengetahuan mengenai sistem remunerasi dan/atau nominasi serta rencana suksesi (*succession plan*) Bank.
- c. Memiliki pengetahuan yang memadai tentang peraturan pasar modal dan peraturan yang relevan lainnya.
- d. Mantan anggota Direksi atau pejabat eksekutif Bank atau pihak-pihak yang mempunyai hubungan dengan Bank yang dapat mempengaruhi kemampuannya untuk bertindak independen, dapat menjadi Komisaris Independen setelah menjalani masa tunggu (*cooling off*) paling singkat 1 (satu) tahun. Namun bagi mantan Direktur Utama dan Direksi atau pejabat eksekutif yang melakukan fungsi pengawasan, dapat menjadi Komisaris Independen setelah menjalani masa tunggu paling singkat 6 (enam) bulan.
- e. Anggota Komite dilarang memiliki hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan anggota Dewan Komisaris, Direksi, atau pemegang saham utama.
- f. Anggota Komite secara langsung maupun tidak langsung, dilarang memiliki hubungan usaha yang signifikan terkait dengan kegiatan usaha Bank.

## 3. Independensi

- a. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan

## 2. Members Qualification

- a. Uphold integrity and have adequate ability, knowledge and experience in accordance with education background, as well as able to communicate effectively.
- b. Executive Officer in charge of human resources or employee representative, who act as member of Committee is required to have knowledge in remuneration and/or nomination system as well as succession plan of the Bank.
- c. Have adequate knowledge regarding capital market law and other relevant regulations.
- d. Any former members of Board of Directors or executive officers of the Bank or parties who have relationship with the Bank that could affect his/her ability to act independently, may serve as Independent Commissioner after undergoing a cooling off period of at least 1 (one) year. However, former President Director and Directors or executive officers who oversee supervisory functions, may serve as Independent Commissioner after undergoing a cooling off period of at least 6 (enam) months.
- e. Members of Committee are prohibited to have family relationship due to marriage and descendant up to second degree, either horizontally or vertically with members of Board of Commissioners, Board of Directors or majority shareholders.
- f. Members of Committee are prohibited to have any significant business relationships related to the Bank's business activity, both directly or indirectly.

## 3. Independence

- a. Independent Commissioner is a member of the Board of Commissioners having 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 relationships, which may influence the ability to act.

Komisaris lainnya, Direksi dan/atau pemegang saham pengendali atau hubungan lain yang dapat mempengaruhi kemampuan nya untuk bertindak independen.

- b. Pihak Independen adalah pihak di luar Bank 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 memengaruhi kemampuannya untuk bertindak independen.

#### 4. **Tugas dan Tanggung Jawab**

Komite bertugas untuk memberikan pendapat profesional yang independen kepada Dewan Komisaris terhadap laporan atau hal-hal yang disampaikan oleh Direksi kepada Dewan Komisaris serta mengidentifikasi hal-hal yang memerlukan perhatian Dewan Komisaris, yang antara lain meliputi:

- a. Terkait dengan kebijakan remunerasi:
- 1) Melakukan evaluasi secara berkala terhadap kebijakan remunerasi bagi:
    - a) Direksi dan Dewan Komisaris, dan disampaikan kepada Rapat Umum Pemegang Saham;
    - b) Pejabat eksekutif dan pegawai, dan disampaikan kepada Direksi.
  - 2) Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris;
  - 3) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - Struktur, kebijakan dan besaran atas remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada RUPS; (Alur proses remunerasi anggota Dewan Komisaris dan Direksi dimuat dalam **Lampiran 1** Charter ini).

- b. *Independent Party is a party outside of the Bank which has no financial, administrative, share-ownership and/or family relationship with other members of Board of Commissioners, Board of Directors and/or controlling shareholders or other relationship which may influence the ability to act independently.*

#### 4. **Duties & Responsibilities**

*The Committee is responsible to provide professional and independent advice to Board of Commissioners regarding reports or other matters proposed to Board of Commissioners by the Board of Directors, as well as to identify matters that requires Board of Commissioners attention, which among others include:*

- a. *Related with remuneration policy:*
- 1) *Conduct evaluation on the remuneration policy periodically for:*
    - a) *Board of Directors and Board of Commissioners and submit it to General Meeting of Shareholders;*
    - b) *Executive officer and employee, and submit it to the Board of Directors;*
  - 2) *Assist the Board of Commissioners in conducting performance appraisal in accordance with the Remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners;*
  - 3) *Provide recommendation to the Board of Commissioners concerning:*
    - *The structure, policy and amount of remuneration for Board of Commissioners and Board of Directors to be conveyed to GMS; (the Flowchart of remuneration for Board of Commissioners and Board of Directors is stipulated in **Attachment 1** of this Charter).*
    - *Remuneration policy for Employees to be conveyed to the Board of Directors.*

- Kebijakan remunerasi bagi pegawai untuk disampaikan kepada Direksi.
- 4) Komite wajib memastikan bahwa kebijakan remunerasi untuk Dewan Komisaris dan Direksi paling kurang sesuai dengan:
- Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam perundang-undangan yang berlaku;
  - Prestasi kerja individual;
  - Kewajaran dengan *peer group* di dalam dan di luar Bank; dan
  - Pertimbangan sasaran dan strategi jangka panjang Bank.
- b. Terkait dengan kebijakan nominasi:
- 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi anggota Direksi dan/atau Dewan Komisaris.
  - 2) Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS.
  - 3) Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada RUPS; Khususnya untuk calon anggota Direksi, Human Resources membantu memfasilitasi melalui proses *talent management & succession planning* dimana dilakukan penilaian terhadap ketersediaan calon anggota, dan potensi pengembangannya di masa depan. Pelaksanaan suksesi dilakukan melalui identifikasi pejabat-pejabat eksekutif yang memiliki potensi tersebut. Masing-masing anggota Direksi menyampaikan calon penggantinya yang akan dievaluasi oleh Komite. (Alur proses nominasi anggota Dewan Komisaris dan Direksi
- 4) *Committee is required to ensure that remuneration policy for Board of Commissioners and Board of Directors comply with the following:*
- *Financial performance and fulfillment of reserves as stipulated in prevailing laws and regulations;*
  - *Individual work performance;*
  - *Fairness compared to peer group and outside the Bank; and*
  - *Consideration on long term goals and strategies of the Bank.*
- b. *Related to nomination policy:*
- 1) *Provide recommendation to the Board of Commissioners regarding the composition of Board of Directors and/or Board Commissioners.*
  - 2) *Prepare and provide recommendations regarding the system and procedure in selecting and/or replacing members of Board of Commissioners and Board of Directors to Board of Commissioners to be submitted to GMS.*
  - 3) *Provide recommendation on prospective members of Board of Commissioners and/or Board of Directors to Board of Commissioners to be submitted to the GMS; Specifically for prospective members of Board of Directors, Human Resources facilitates the process through Talent Management & Succession Planning whereby assessment on the availability of talents and future potential development is being carried out. Identification for succession is applicable to potential Executive Officers. Each member of Board of Directors submits potential successor who will be evaluated by the Committee; (The Flowchart of nomination of Board of Commissioners and Boards of Directors is stipulated in **Attachment 2** of this Charter).*
  - 4) *Provide recommendation related to Independent Parties that will serve*

dimuat dalam **Lampiran 2** Charter ini).

- 4) Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit, Komite Pemantau Risiko dan Komite Tata Kelola Terintegrasi kepada Dewan Komisaris; (Alur proses nominasi Pihak Independen untuk anggota Komite Audit, Komite Pemantau Risiko dan Komite Tata Kelola Terintegrasi dimuat dalam **Lampiran 3** Charter ini).
- 5) Menyusun mekanisme dan melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
- 6) Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
- 7) Membantu Dewan Komisaris melakukan penilaian kinerja Pihak Independen dengan cara:
  - Komite menentukan faktor-faktor penilaian kinerja perorangan. Form penilaian yang berlaku saat ini sebagaimana terlampir pada **Lampiran 4** Charter ini.
  - Komite menerima hasil penilaian terhadap anggota Komite-komite yang berada di bawah Dewan Komisaris, yang diperoleh dari Ketua Komite terkait.
  - Komite menyusun rekomendasi atas dasar penilaian tersebut, untuk diserahkan kepada Dewan Komisaris, sebagai dasar untuk keperluan pengangkatan kembali atau pemberhentian anggota Komite.

*as members of the Audit Committee, Risk Monitoring Committee and Integrated Governance Committee to the Board of Commissioners; (the Flowchart of nomination of Independent Parties for Audit Committee, Risk Monitoring Committee and Integrated Governance Committee is stipulated in **Attachment 3** of this Charter).*

- 5) *Prepare mechanism and conduct evaluation on the performance of Board of Directors and/or Board of Commissioners;*
- 6) *Prepare the capacity development program for Board of Directors and/or Board of Commissioners.*
- 7) *Assist the Board of Commissioners to evaluate the performance of Independent Parties:*
  - *Committee determines the assessment factor of individual performance. The applicable assessment form as referred to the **Attachment 4** of this Charter.*
  - *Committee receives the assessment result towards each member of Committees under Board of Commissioners, which have been received from relevant Committee's Chairman.*
  - *Committee prepares the recommendation towards the assessment, which will be used as the recommendation basis for Board of Commissioners in order to conduct reappointment or termination of Committee's member.*

### c. Tugas Terkait Konglomerasi Keuangan

#### *c. Duties Related to the Financial Conglomerate*

*To support the Bank's role as the Operational Financial Conglomerate Holding Company ("PIKK") in controlling the strategy, capitalization, and business and operational implementation of the*

Di dalam rangka mendukung peran Bank sebagai Perusahaan Induk Konglomerasi Keuangan ("PIKK") Operasional dalam mengendalikan strategi, permodalan, serta pelaksanaan bisnis dan operasional Konglomerasi Keuangan SMBC, dimana Bank bertanggung jawab atas pemenuhan sumber daya pada setiap anggota Konglomerasi Keuangan sesuai standar tata kelola grup dan entitas anggota Konglomerasi Keuangan, oleh karenanya Komite memberikan rekomendasi atas nominasi dan/atau remunerasi calon Direksi dan Dewan Komisaris entitas anggota Konglomerasi Keuangan (sesuai alur yang dijabarkan dalam **Lampiran 5** Charter ini).

- d. Menjaga kerahasiaan seluruh dokumen data dan informasi Bank, anak perusahaan serta afiliasi Bank yang diterima selama menerima penugasan maupun 6 (enam) bulan setelah penugasan berakhir.
- e. Tugas-tugas lain, selain disebutkan di atas yang diberikan oleh Dewan Komisaris kepada Komite sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan kebutuhan Dewan Komisaris.

## **5. Kebijakan Remunerasi Direksi dan Dewan Komisaris**

Remunerasi Direksi dan Dewan Komisaris ditetapkan dengan mempertimbangkan:

- a. *External competitiveness*, yaitu perbandingan dengan pasar/peer group. Yang dimaksud peer group adalah bank-bank yang dianggap sebagai kompetitor, yang ditetapkan oleh Komite Remunerasi dan Nominasi dengan mempertimbangkan hal-hal sebagai berikut: Visi Bank yang mencerminkan arah jangka panjang Bank, kompleksitas Bank yang tercermin dari

*SMBC Financial Conglomerate, where the Bank is responsible for providing resources to each member of the Financial Conglomerate in accordance with the group governance standards and the Financial Conglomerate's member entities, the Committee provides recommendations on the nomination and/or remuneration of candidates for the Board of Directors and Board of Commissioners of the Financial Conglomerate's member entities (in accordance with the procedures outlined in **Attachment 5** of this Charter).*

- d. *Maintain confidentiality of all documents, data and information of the Bank, subsidiaries and affiliates of the Bank which was received during the assignment or 6 (six) months after the assignment ends.*
- e. *Other tasks– in addition to the above mentioned which are assigned by the Board of Commissioners to the Committee in accordance with its functions and responsibility from time to time according to the need of the Board of Commissioners*

## **5. Policy of Remuneration for Board of Directors and Board of Commissioners**

*Remuneration of Board of Directors and Board of Commissioners is determined by considering:*

- a. *External competitiveness, namely the comparison to the market/peer group. Peer group refers to banks categorized as competitors, which are set by the Remuneration and Nomination Committee by considering the following: the Bank's vision which reflects the long-term direction of the Bank, the Bank's complexity which reflected in product, technology and service innovation, and broad services coverage, as well as the significant number of Employees.*
- b. *Internal Equity is equality in the significance of the job responsibilities.*

inovasi produk, teknologi dan layanan serta jangkauan pelayanan yang sangat luas dan jauh serta jumlah tenaga kerja yang signifikan.

- b. *Internal Equity*, yaitu kesetaraan terhadap bobot tanggung jawab pekerjaan. Bank membagi kategori Direksi dan Komisaris berdasarkan bobot pekerjaan sebagai berikut:

Direksi:

- a. Direktur Utama
- b. Wakil Direktur Utama
- c. Direktur

Dewan Komisaris:

- a. Komisaris Utama
- b. Komisaris

- c. Kinerja Bank, yang diukur berdasarkan pencapaian Rencana Bisnis Bank (RBB).

- d. Kinerja Individu, yang diukur berdasarkan hasil penilaian kinerja tahunan yang disusun berdasarkan tugas dan tanggung jawab yang telah ditetapkan sebagai tolok ukur/ kriteria pengukuran, khususnya untuk Direksi.

Remunerasi Direksi dan Dewan Komisaris anak perusahaan sebagai entitas anggota Konglomerasi Keuangan ditetapkan dengan mengacu pada pertimbangan sebagaimana tersebut di atas, namun tetap memperhatikan kondisi dan karakteristik usaha serta pencapaian kinerja masing-masing anak perusahaan.

## **6. Kebijakan Penilaian Diri Sendiri (*Self Assessment*) untuk Direksi dan Dewan Komisaris**

- a. Tujuan penilaian kinerja Dewan Komisaris dan Direksi adalah menjadi salah satu dasar pertimbangan bagi Komite Remunerasi dan Nominasi dalam memberikan rekomendasi kepada Dewan Komisaris untuk mengangkat kembali anggota Dewan Komisaris/ Direksi, serta sebagai bahan pertimbangan untuk menyusun struktur remunerasi Dewan

*Bank categorizes Board of Directors and Board of Commissioners based on the significance of work as follows:*

*Board of Directors:*

- a. *President Director*
- b. *Deputy President Director*
- c. *Director*

*Board of Commissioners:*

- a. *President Commissioner*
- b. *Commissioner*

- c. *The Bank's performance, which is measured by the achievement of the Bank's Business Plan.*

- d. *The Individual Performance, which is measured based on the results of the annual performance assessment, which is compiled based on the roles and responsibilities that have been set as benchmark/measurement criteria, especially for the Board of Directors.*

*The remuneration of the Board of Directors and the Board of Commissioners of subsidiaries as member entities of the Financial Conglomerate is determined by referring to the considerations as mentioned above, but still taking into account the conditions and business characteristics, as well as performance achievements of each subsidiary.*

## **6. Self Assessment Policy for Board of Directors and Board of Commissioners**

- a. *Board of Directors and Board of Commissioners performance assessment is designated as one of the considerations for Remuneration and Nomination Committee in providing their recommendation to Board of Commissioners to re-appoint member of Board of Commissioners/Board of Directors, and to be used as a basis of remuneration structure design for Board of Commissioners/Board of Directors as well as to improve the performance effectiveness of Board of Commissioners/Board of Directors.*
- b. *The performance assessment of Board of Commissioners and Board of*

Komisaris/ Direksi serta meningkatkan efektivitas kinerja Dewan Komisaris dan Direksi.

- b. Penilaian kinerja Dewan Komisaris dan Direksi dilakukan dengan berdasarkan kriteria yang telah ditetapkan dengan mempertimbangkan tugas dan tanggung jawab yang sesuai dengan ketentuan yang berlaku dan Anggaran Dasar serta kebijakan internal Bank.
- c. Penilaian Kinerja dilakukan secara *self-assessment* setiap tahun untuk menilai kinerja Dewan Komisaris dan Direksi secara kolektif.
- d. Penilaian sendiri terhadap kinerja anggota Dewan Komisaris dan Direksi paling sedikit memuat:
  - Dewan Komisaris: Penerapan Good Corporate Governance ("GCG") dalam setiap usaha Bank, dan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi.
  - Direksi: Implementasi terhadap strategi Bank secara keseluruhan, monitoring terhadap aktivitas manajemen risiko di area masing-masing dan penerapan prinsip-prinsip tata kelola perusahaan yang baik.
- e. Kertas kerja *self-assessment* untuk menilai kinerja Dewan Komisaris dan Direksi menjadi bagian yang tidak terpisahkan dari Charter ini.

Alur proses *self-assessment* untuk anggota Dewan Komisaris dan Direksi dimuat dalam **Lampiran 6** Charter ini.

## **7. Penilaian Komite Kinerja Komite secara keseluruhan**

Dalam rangka melakukan penilaian atas pemenuhan dan pelaksanaan tugas serta kewajiban Komite, maka Komite melakukan penilaian sendiri (*self assessment*) atas kinerja

*Directors is conducted based on the predetermined criteria by considering roles and responsibility in accordance with prevailing provisions, the Articles of Association as well as the Bank's internal policy.*

- c. *Performance assessment will be conducted through self-assessment mechanism on annual basis to appraise the performance of Board of Commissioners and Board of Directors.*
- d. *Self-assessment for each member of Board of Commissioners and Board of Directors shall at least consist of:*
  - *Board of Commissioners: Implementation of Good Corporate Governance ("GCG") in Bank's business activities, supervision towards the implementation of duty and responsibility of Board of Director.*
  - *Board of Directors: Implementation of overall Bank's strategy, monitoring of risk management activities in each area, and implementation of Good Corporate Governance's principals.*
- e. *Performance self-assessment working paper for Board of Commissioners and Board of Directors cannot be separated from this Charter.*

*The Flowchart of self-assessment of Board of Commissioners and Board of Directors members are stipulated in the **Attachment 6** of this Charter.*

## **7. Committee's Evaluation Committee Performance Evaluation (Overall)**

*In order to evaluate the compliance and implementation of tasks and duties of the Committee, the Committee shall conduct self-assessment towards the performance of the committee, and the result of the self-assessment must be documented and submitted to the Board of Commissioners.*

## **Committee Performance Evaluation (Individual)**

komite secara keseluruhan, dan hasil *self assessment* tersebut harus didokumentasikan dan disampaikan kepada Dewan Komisaris.

**Penilaian Kinerja anggota Komite secara individual**

Ketua Komite melakukan penilaian tahunan atas kinerja setiap anggota Komite (yang bukan anggota Dewan Komisaris), yang mencakup hal-hal berikut:

- Kecakapan, penguasaan pekerjaan/ kemampuan untuk melaksanakan tugas;
- Independensi dan objektivitas dalam proses pengambilan keputusan untuk memberikan saran dan rekomendasi kepada Dewan Komisaris;
- Integritas;
- Tanggung jawab dan kehandalan;
- Harmoni dan kerjasama kelompok;
- Kemampuan dan ketepatan dalam berpendapat pada rapat Komite;
- Kontribusi untuk mencapai tujuan Komite;
  
- Upaya untuk mengatasi kelemahan dan mempertahankan kekuatan, kompetensi dan kemampuan guna memastikan kinerja yang stabil.

Untuk keperluan penilaian, setiap anggota Komite menyertakan Surat Pernyataan mengenai independensi dan potensi benturan kepentingan dari anggota Komite karena hubungan kepemilikan, keuangan, kepengurusan, keluarga dan hubungan lainnya yang dapat mempengaruhi kemampuan seseorang untuk bertindak independen, sebagaimana terlampir pada **Lampiran 7** Charter ini.

Setelah melakukan penilaian, maka:

- Ketua Komite akan menyampaikan hasil penilaian tahunan sebagai bagian rekomendasi Komite Remunerasi dan Nominasi kepada Dewan Komisaris untuk keperluan pengangkatan kembali atau pemberhentian anggota Komite.
- Berdasarkan rekomendasi Komite Remunerasi dan Nominasi, Dewan Komisaris sesuai dengan kewenangannya akan memutuskan pengangkatan kembali atau pemberhentian para anggota Komite.

*The Chairman of Committee conducts yearly assessment for performance of each member of Committee (non-Board of Commissioners), which include the followings:*

- *Competency, knowledge of work/ capability to carry out the duties;*
- *Independency and objectivity in decision-making process to provide suggestions and recommendations to Board of Commissioners;*
- *Integrity;*
- *Responsibility and reliability;*
- *Teamwork and cooperation;*
- *Ability and accuracy in giving opinion in Committee's meetings;*
- *Contribution to achieve Committee's goals;*
- *Effort to overcome weaknesses and to maintain strengths, competency and capabilities in order to ensure stable performance.*

*For the purpose of assessment, each Committee member is required to submit Statement Letter regarding independency and potential conflict of interest of Committee member due to the relationship in ownership, financial, management, family and any other relationship which could influence someone to act independently, as attached to **Attachment 7** of this Charter.*

*After conducting the assessment:*

- *Chairman of the Committee will convey the result of yearly assessment as part of recommendation of Remuneration and Nomination Committee to the Board of Commissioners for the re-appointment or termination of Committee members.*
- *Based on the recommendation provided by Remuneration and Nomination Committee, Board of Commissioners at its sole discretion will decide on the re-appointment or termination of Committee members.*

**8. Remuneration and Nomination Committee Authorities**

- a. *The Committee is authorized to have full, unlimited and free access of*

## **8. Wewenang Komite Remunerasi dan Nominasi**

- a. Komite berwenang untuk memperoleh akses secara penuh, bebas dan tidak terbatas terhadap informasi tentang, karyawan, dana, aset serta sumber daya Bank lainnya yang berkaitan dengan pelaksanaan tugasnya.
- b. Dalam melaksanakan wewenang, Komite wajib bekerjasama dengan Direktorat Human Resources, dan unit-unit lainnya yang dipandang perlu.

## **9. Etika Kerja**

Setiap anggota Komite harus tunduk kepada Charter, Kode Etik dan Peraturan Perusahaan yang berlaku di Bank.

## **10. Rapat**

- a. Komite menyelenggarakan rapat secara berkala paling sedikit satu kali setiap tiga bulan.
- b. Rapat-rapat Komite dapat dihadiri secara fisik ataupun melalui fasilitas video conference. Rapat Komite tersebut hanya dapat dilaksanakan apabila dihadiri oleh sekurang-kurangnya 51% (lima puluh satu persen) dari seluruh jumlah anggota termasuk Ketua Komite atau Anggota Komite yang merupakan Komisaris Independen dan Pejabat Eksekutif.
- c. Keputusan Rapat Komite dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan prinsip 1 (satu) orang 1 (satu) suara.
- d. Rapat Komite dipimpin oleh Ketua Komite. Dalam hal Ketua Komite berhalangan hadir maka Rapat Komite dipimpin oleh Anggota Komite yang merupakan Komisaris Independen.
- e. Hasil rapat Komite wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik.
- f. Perbedaan pendapat (*dissenting opinions*) yang terjadi dalam rapat Komite, wajib

*information regarding employees, fund, asset and other Bank's resources related to the implementation of duties and responsibilities.*

- b. *In performing its authorities, the Committee shall cooperate with the Human Resources Directorate, and other units deemed necessary.*

## **9. Work Ethics**

*Every member of the Committee must comply with this Charter, Code of Ethics and applicable Company Regulations in the Bank.*

## **10. Meeting**

- a. *The Committee shall hold meetings at least once every three months.*
- b. *The Committee's Meeting may be attended physically or virtually through video conference facility. Committee meetings may only be conducted if attended by at least 51% (fifty-one percent) of total number of members including the Committee Chairman or Committee members namely Independent Commissioner and Executive Officer.*
- c. *The decisions of the Committee Meetings are made based on deliberation to reach consensus. If the consensus cannot be reached, decision making is carried out based on the majority vote with the principle of 1 (one) person 1 (one) vote.*
- d. *The Committee meeting is chaired by the Committee Chairman. In the event that the Committee Chairman unable to attend, the meeting can be chaired by the Committee Member who is an Independent Commissioner.*
- e. *The result of the Committee Meeting must be stated in the Minutes of Meeting and must be well documented.*
- f. *Dissenting opinion occurred in the Committee Meetings must be clearly stated in the Minutes of Meeting along with the reason for the dissenting opinions.*
- g. *The Committee may also make a valid decision without holding a Committee Meeting, provided that all Committee*

dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

- g. Komite dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Komite, dengan ketentuan semua anggota komite telah diberitahu secara tertulis dan semua anggota komite memberikan persetujuan sirkular mengenai usul yang diajukan secara tertulis dengan menandatangani persetujuan sirkular tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Komite.

### **11. Risalah Rapat**

Risalah setiap rapat akan disimpan dan didistribusikan kepada setiap anggota Komite, anggota Dewan Komisaris yang tidak menjadi anggota Komite dan Sekretaris Perusahaan.

### **12. Tanggung Jawab Pelaporan**

Komite bertanggung jawab kepada Dewan Komisaris atas pelaksanaan tugasnya dan secara berkala sekurang-kurangnya 3 (tiga) bulan sekali atau atas permintaan Dewan Komisaris melaporkan hasil kerjanya kepada Dewan Komisaris.

### **13. Masa Tugas**

- a. Masa tugas anggota Komite tidak boleh lebih lama dari masa tugas Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali untuk periode berikutnya.
- b. Apabila anggota Dewan Komisaris yang menjadi Ketua Komite berhenti sebelum masa tugasnya sebagai Komisaris Independen Bank berakhir, maka Ketua Komite digantikan oleh Komisaris Independen.
- c. Apabila masa jabatan anggota Komite telah berakhir dan berdasarkan ketentuan tidak memungkinkan untuk diangkat kembali, sementara pada saat yang bersamaan, Dewan Komisaris belum dapat menunjuk anggota Komite pengganti, maka keanggotaan Komite yang lama akan

*members has been notified in writing and all Committee members have given their approval on the proposed matters by signing the circular approval. The decisions made in this manner have the same legal standing as the decision made validly in a Committee meeting.*

### **11. Minutes of Meeting**

*Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board of Commissioners who are not member of the Committee and Corporate Secretary.*

### **12. Reporting Responsibilities**

*The Committee is responsible to the Board of Commissioners for the implementation of its duties and periodically at least once every 3 (three) months or upon request from the Board of Commissioners reports the results of its work to the Board of Commissioners.*

### **13. Term of Office**

- a. *The term of office of Committee members cannot be more than Term of office of the Board of Commissioners, as stipulated in the Bank's Article of Association and can be reappointed for the next period.*
- b. *If a member of the Board of Commissioners who is the Committee Chairman resigns before his/her term of office as the Independent Commissioner of the Bank ends, the the Committee Chairman will be replaced by an Independent Commissioner.*
- c. *If the term of office of the Committee member has ended and based on the provision it is not possible to re-appoint him/her, while at the same time, the Board of Commissioners has not been able to appoint a replacement for Committee member, then the membership of the old Committee will be extended until the Board of Commissioners can appoint a new Committee member.*
- d. *Replacement of a Committee member who is not member of Board of*

	Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee Charter</i>	RNC
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diperpanjang sampai Dewan Komisaris dapat menunjuk anggota Komite yang baru.

- d. Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota dimaksud tidak dapat melaksanakan fungsinya.

#### **14. Kajian Charter**

Komite wajib melakukan kajian atas Charter ini sekurang-kurangnya 1 tahun sekali dan melakukan usulan perubahannya apabila diperlukan.

Pedoman dan Tata Tertib Kerja ini berlaku efektif sejak tanggal 1 Januari 2026.

*Commissioners, should be conducted at the latest 60 (sixty) days since the date the respective committee member can no longer perform his/her roles.*

#### **14. Charter Review**

*The Committee is required to conduct a review of this charter at least once a year and to propose any amendment if necessary.*

*This Charter is effective as of 1 January 2026.*

Materi ini bersifat internal dan hanya digunakan di lingkungan PT Bank SMBC Indonesia Tbk. Dilarang menduplikasikan, mempublikasikan dalam bentuk apapun, baik secara elektronik maupun mekanik termasuk menyalin ataupun penyimpanan informasi dalam bentuk lainnya, dan dilarang menyebarkan materi ini kepada pihak lain tanpa izin tertulis dari PT Bank SMBC Indonesia Tbk. <i>This material is internal and only used within PT Bank SMBC Indonesia Tbk. No duplication, publication in any forms whatsoever either electronic or mechanical are allowed including copying or other information storage, and it is prohibited from distributing this material to any other parties without prior written approval of PT Bank SMBC Indonesia Tbk</i>	Telah diperiksa / Reviewed by:
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 <b>SMBC</b> BANK SMBC INDONESIA	Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee Charter</i>	RNC
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**RIWAYAT PERUBAHAN**  
**Revision Note**

Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
1 Februari 2019 <i>1 February 2019</i>	Penyesuaian karena penggabungan usaha <i>Adjustment due to merger</i>	1	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>
13 Maret 2020 <i>13 March 2020</i>	Kajian berkala Perbaiki salah ketik dan istilah yang tepat serta perbaikan flow chart. <i>Periodic review Revision on typo and proper terms and Revision on the flow chart.</i>	2	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>
20 September 2021 <i>20 September 2021</i>	Kajian berkala: 1. Menghilangkan klausula mengenai Pihak Independen karena tidak relevan dan mengganti dengan klausula mengenai Pejabat Eksekutif yang menjadi anggota Komite. 2. menghilangkan klausula mengenai independensi Pihak Independen dan mengganti dengan klausula mengenai independensi Komisaris Independen. 3. Memasukkan klausula mengenai penilaian kinerja Komite dan setiap Anggota Komite.  <i>Periodic Review:</i> 1. <i>To remove the clause on Independent Party due to irrelevant and replace with the clause on Executive Officer as Committee's member.</i> 2. <i>To remove the clause on the independency of Independent Party and replace with the clause on independency of Independent Commissioner.</i> 3. <i>To include the clause on assessment towards the performance of Committee and each Committee member.</i>	3	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>
1 November 2021 <i>1 November 2021</i>	Sesuai dengan pembahasan dalam Rapat Komite Remunerasi dan Nominasi pada tanggal 11 November 2021, maka dipandang perlu untuk menetapkan pengukuran independensi atas Pihak Independen berikut penyesuaian alur nominasi dan remunerasi dari Pihak Independen.  <i>In accordance with the discussion made in the Meeting of Remuneration and Nomination</i>	4	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>

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Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
	<i>Committee dated 11 November 2021, It is deemed necessary to stipulate the independence measurement towards Independent party as well as the adjustment of nomination and remuneration flow of Independent Party.</i>		
5 Desember 2022 <i>5 December 2022</i>	<p>Kajian berkala: Pedoman dan Tata Tertib Kerja Komite ini disusun dengan merujuk pada ketentuan</p> <ol style="list-style-type: none"> <li>Peraturan OJK Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.</li> <li>Peraturan OJK Nomor 55/POJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum.</li> <li>Surat Edaran Otoritas Jasa Keuangan Nomor 13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum,</li> </ol> <p>yang masih berlaku pada saat kajian <i>berkala</i> tahun 2022 dilakukan, karenanya tidak terdapat perbaikan terhadap Pedoman dan Tata Tertib Kerja Komite ini"</p> <p><i>Periodic review:</i> <i>This Remuneration and Nomination Committee Charter is prepared with reference to:</i></p> <ol style="list-style-type: none"> <li><i>OJK regulation Number 34/POJK.04/2014 regarding Nomination and Remuneration of Listed Company.</i></li> <li><i>OJK regulation Number 55/POJK.03/2016 dated 7 December 2016 regarding Implementation of Corporate Governance by Commercial Bank</i></li> <li><i>OJK Circular Letter OJK Number 13/SEOJK.03/2017 dated 17 March 2017 regarding Implementation of Corporate Governance by Commercial Bank.</i></li> </ol> <p><i>During the periodic review in year 2022 towards this Charter, the above said regulations are still applicable, therefore this Committee's Charter is not amended.</i></p>	5	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>

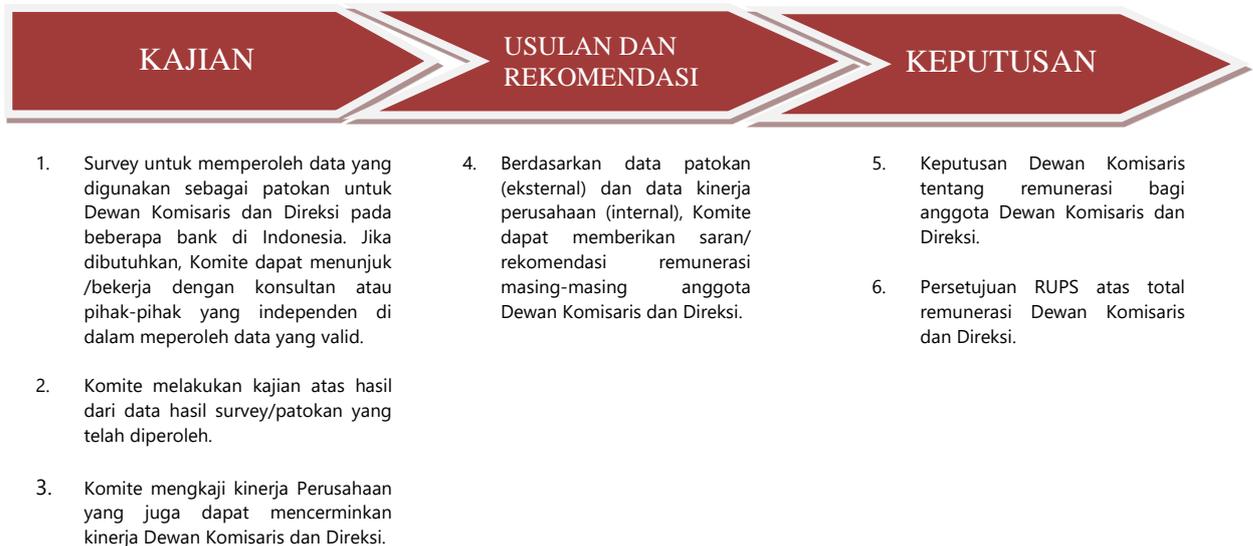
Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
29 November 2023 <i>29 November 2023</i>	<ol style="list-style-type: none"> <li>Penyesuaian dengan POJK 17 tahun 2023 tanggal 14 September 2023 tentang Penerapan Tata Kelola Bank Umum. <i>Adjustment with OJK Regulation Number 17 Year 2023 dated 14 September 2023 regarding the Implementation of Governance of Commercial Banks.</i></li> <li>Merubah jumlah penyelenggaraan rapat berkala Komite Remunerasi dan Nominasi pada poin 10 (Rapat) "paling kurang satu kali setiap empat bulan" menjadi "paling sedikit satu kali setiap tiga bulan". <i>To change total number of RNC regular meetings under point 10 (Meeting) which is "at least once every four months" to become "at least once every three months"</i></li> </ol>	6	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>
2 Desember 2024 <i>2 December 2024</i>	<ol style="list-style-type: none"> <li>Perubahan nama dan logo baru <i>Change in name and logo</i></li> <li>Perbaiki ejaan di beberapa bagian <i>Correction on typo-error at some parts</i></li> <li>Perbaiki kalimat pada angka 1e (Organisasi) dimana kehadiran komisaris lain sebagai pengamat atau pemberi keterangan dalam Rapat Komite mungkin dilakukan dengan undangan Ketua Komite <i>Revision of sentence at number 1e (Organization) where the attendance of other commissioner as observers or information providers at Committee Meetings are possible with the invitation of the Committee's Chairman</i></li> <li>Penyesuaian kalimat pada angka 2d (Syarat Keanggotaan) yang disesuaikan dengan bunyi Pasal 38 Peraturan OJK nomor 17 tahun 2023, dengan menyebutkan masa tunggu bagi calon Komisaris Independen yang berasal dari Direktur Utama dan Direksi atau pejabat eksekutif yang membawahi fungsi pengawasan menjadi paling singkat 6 bulan. <i>Adjustment of sentence at number 2d (members Qualification) of which are adjusted in accordance with the provision of article 38 of</i></li> </ol>	7	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>

Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
	<p><i>OJK Regulation number 17 Year 2023 that stipulates the cooling off period of candidate Independent Commissioner from President Director and Board of Directors or executive officer in charge of supervising function become at least 6 months.</i></p> <p>5. Perbaikan nama Human Capital menjadi Human Resources pada angka 4b 3) (Tugas dan Tanggung Jawab) dan 8b (Wewenang Komite Remunerasi dan Nominasi). <i>Revision from Human Capital to Human Resources at number 4b 3) (Duties and Responsibilities) and 8b (Authorities of Remuneration and Nomination Committee)</i></p> <p>6. Penyesuaian versi Bahasa pada angka 6d (Kebijakan Penilaian Diri Sendiri untuk Direksi dan Dewan Komisaris). <i>Adjustment of Bahasa version at number 6d (Self-Assessment Policy for Board of Directors and Board of Commissioners).</i></p> <p>7. Perbaikan judul pada angka 7 Penilaian Komite dengan menambahkan "individual" <i>Revision of title at number 7 Committee's Evaluation by adding "individual"</i></p> <p>8. Perbaikan dan penambahan catatan pada Lampiran 2 mengenai calon anggota Direksi dan Dewan Komisaris yang belum mendapat persetujuan OJK pada saat RUPS dan calon anggota Direksi dan Dewan Komisaris berkewarganegaraan asing <i>Improvements and additional notes in Appendix 2 regarding candidates for members of the Board of Directors and Board of Commissioners who have not received OJK approval at the time of the GMS and candidates for members of the Board of Directors and Board of Commissioners who are foreign nationals.</i></p>		
Desember 2025 <i>December 2025</i>	1. Menambah Daftar isi <i>To add Table of Contents</i>	8	Komite Nominasi dan Remunerasi <i>Nomination and Remuneration Committee</i>

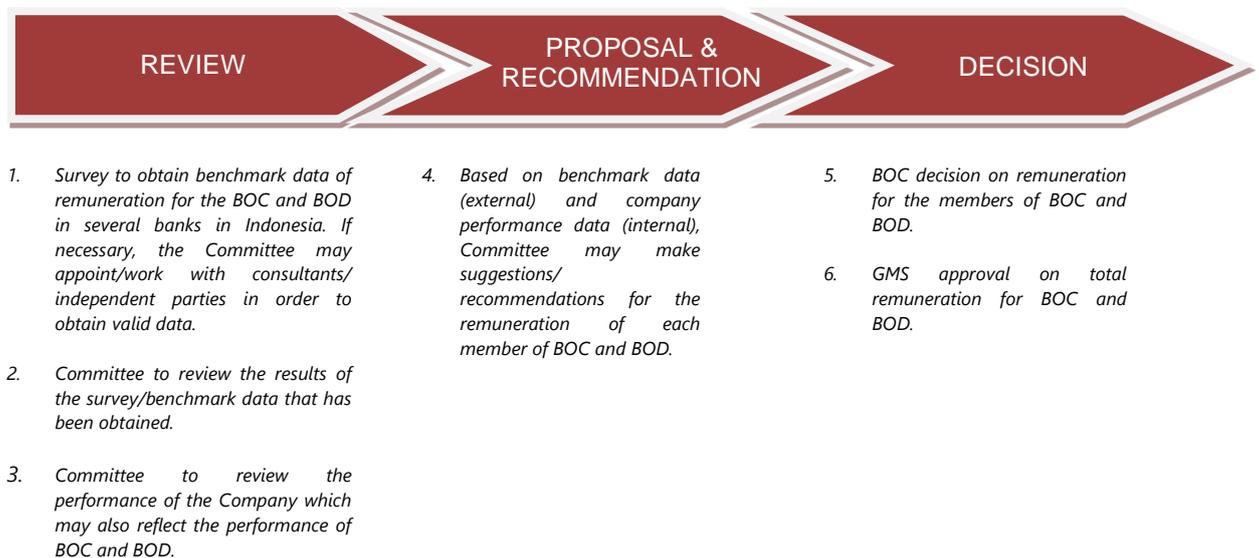
Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
	<p>2. Menambah bagian yang berisi rujukan Charter untuk mempermudah pengecekan kesesuaian dengan Peraturan yang berlaku. <i>Add a section containing Charter references to make it easier to check the compliance with prevailing Regulations.</i></p> <p>3. Memperjelas tugas dan tanggung jawab komite terkait dengan kebijakan remunerasi pada Bagian 4 poin a.1. <i>Adding information to Committee's roles and responsibilities related to remuneration policy on Part 4 point a.1.</i></p> <p>4. Menambahkan tugas dan tanggung jawab komite untuk membantu Dewan Komisaris melakukan penilaian kinerja sesuai remunerasi yang diterima anggota Direksi dan/atau Dewan Komisaris. <i>Adding role and responsibility for Committee to assist Board of Commissioners to conduct performance evaluation based on remuneration received by Board of Directors and/or Board of Commissioners.</i></p> <p>5. Menghapus Pejabat Eksekutif pada tugas dan tanggung jawab komite Bagian 4 poin a.3. <i>Deleting Executive Officer from roles and responsibilities Part 4 point a.3.</i></p> <p>6. Menambahkan Dewan Komisaris dan Direksi pada Bagian 4 poin a.4. <i>Adding Board of Commissioners and Board of Directors on Part 4 point a.4.</i></p> <p>7. Menyesuaikan dengan ketentuan SE OJK Nomor 14/SEOJK.03/2025 tanggal 24 Juni 2025 tentang Penerapan Tata Kelola Bagi Bank Umum. <i>Adjustment with the provisions of Circular Letter of OJK Number 14/SEOJK.03/2025 dated June 24<sup>th</sup>, 2025 concerning Implementation onf Governance for Commercial Banks.</i></p> <p>8. Menambah Lampiran 5 mengenai prosedur nominasi dan remunerasi pada anak Perusahaan sehubungan dengan</p>		

Tanggal <i>Date</i>	Catatan Perubahan <i>Notes on Changes</i>	Versi <i>Version</i>	Pihak Yang Mengubah <i>Changed by</i>
	<p>pembentukan Perusahaan Induk Konglomerasi Keuangan, karenanya merubah urutan penomoran lampiran <i>Adding Appendix 5 regarding nomination and remuneration procedures for subsidiaries in connection with the establishment of the Financial Conglomerate Holding Company, thereby changing the numbering order of the appendices</i></p> <p>9. Menyesuaikan Lampiran yang memuat penilaian Direksi dan Dewan Komisaris yang semula hanya berupa penilaian sendiri, menjadi penilaian tahunan (yang dilakukan sendiri) dan penilaian di akhir masa jabatan (yang dilakukan oleh Direktur Utama, Komisaris Utama dan Pemegang Saham Pengendali) berikut form evaluasi terkait <i>Adjusting the Attachment containing the assessment of the Board of Directors and Board of Commissioners, which was originally only a self-assessment, to an annual assessment (conducted by self assesment) and an assessment at the end of the term of office (conducted by the President Director, President Commissioner and Controlling Shareholder) along with the related evaluation form.</i></p>		

**LAMPIRAN 1**  
**Proses Remunerasi Anggota Dewan Komisaris dan Direksi**



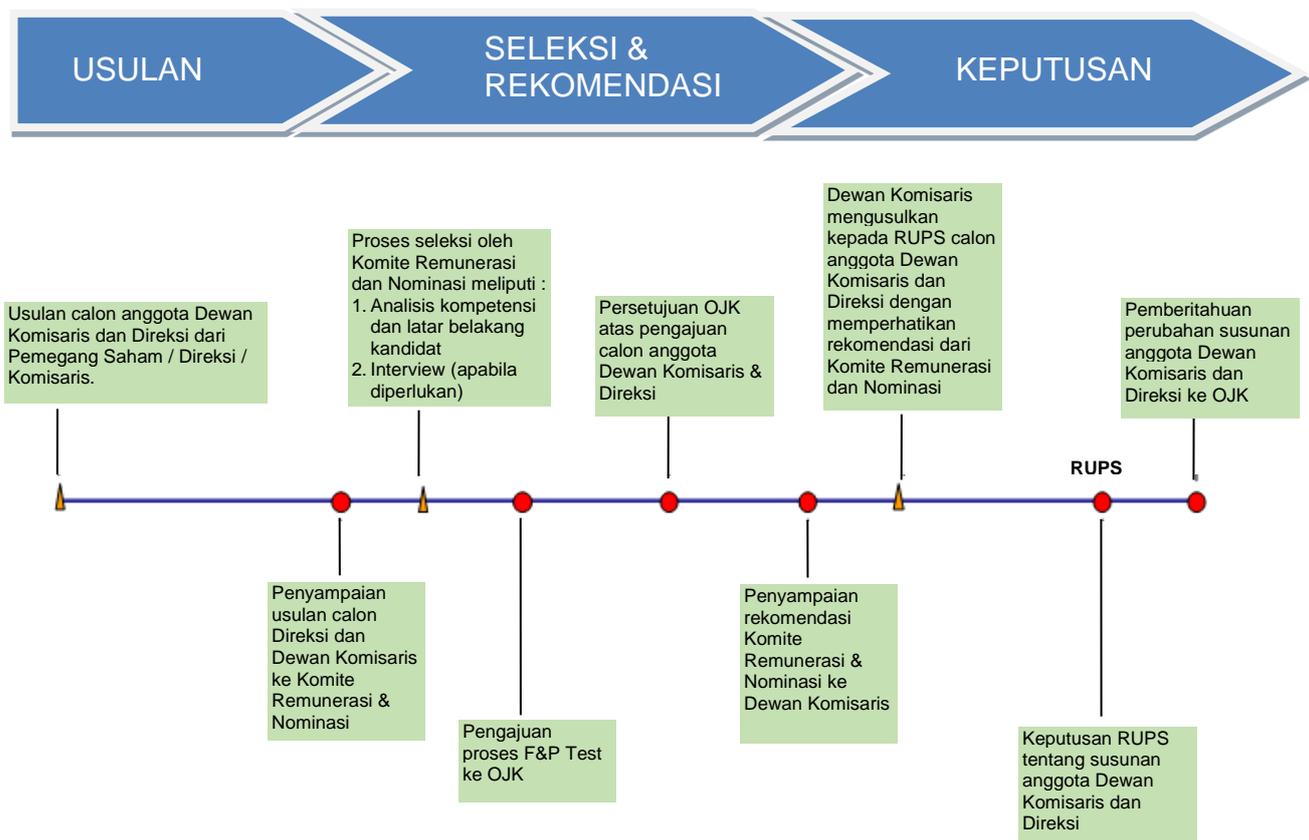
**ATTACHMENT 1**  
**Remuneration Process of Members of the Board of Commissioners (BOC) and Board of Directors (BOD).**



**LAMPIRAN 2**  
**Proses Nominasi dari Anggota Dewan Komisaris dan Direksi**

**Nominasi Anggota Dewan Komisaris dan Direksi:**

- 1) Pemilihan kandidat Dewan Komisaris dan Direksi tidak didasarkan pada diskriminasi suku, ras, agama, warga negara, gender.
- 2) Pemilihan didasarkan pada kualifikasi individu dan kebutuhan organisasi seperti antara lain terkait dengan komposisi Komisaris Independen dan keragaman latar belakang keahlian dan pengalaman.
- 3) Proses seleksi dilakukan oleh Komite Remunerasi dan Nominasi melalui evaluasi atas pemenuhan kualifikasi dan proses *interview*.
- 4) Kandidat yang telah direkomendasikan oleh Komite Remunerasi dan Nominasi diajukan kepada Dewan Komisaris untuk disetujui dan kemudian diajukan kepada Otoritas Jasa Keuangan untuk dilakukan proses uji kemampuan dan kepatutan (*Fit and Proper test*).
- 5) Setelah diperolehnya persetujuan Otoritas Jasa Keuangan, kandidat anggota Dewan Komisaris dan Direksi dicalonkan untuk dapat disetujui oleh RUPS.



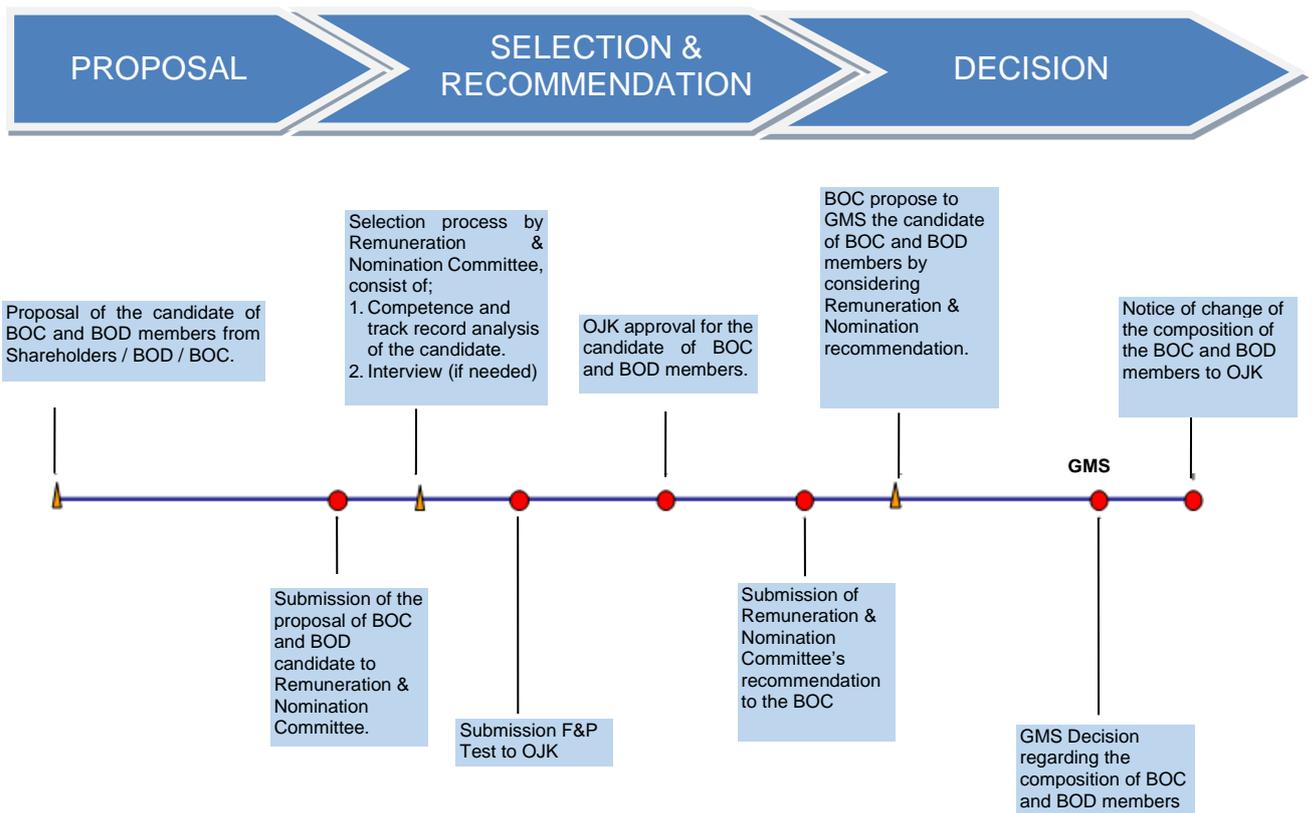
**Keterangan:**

- Apabila pada saat pengajuan ke RUPS, calon belum memperoleh persetujuan OJK karena satu dan lain hal, maka yang bersangkutan baru efektif menjabat setelah surat OJK diperoleh.
- Bagi calon anggota Direksi atau Dewan Komisaris berkewarganegaraan asing, akan efektif menjabat setelah seluruh perizinan yang berlaku terhadap warga negara asing diperoleh secara lengkap.

**ATTACHMENT 2**  
**Nomination Process of Members of Board of Commissioners and Board of Directors**

**Nomination of Members of Board of Commissioners and Board of Directors:**

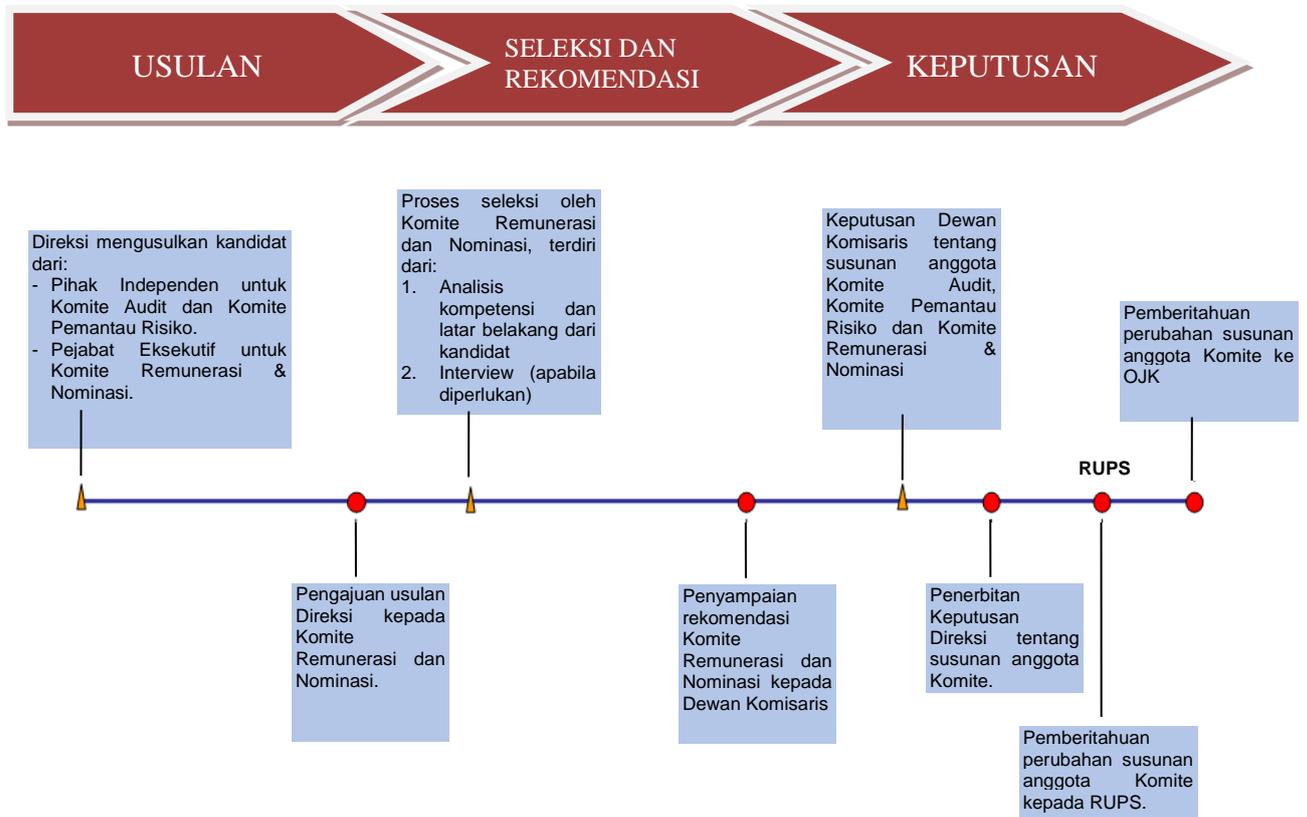
- 1) The selection of members of Board of Commissioners and Board of Directors candidate shall not be based upon the discrimination of ethnic group, race, religion, nationality, gender.
- 2) The selection shall be based upon individual qualifications and organization requirements such as: composition of Independent Commissioners and the diversity of expertise and experience background.
- 3) Selection process is performed by Remuneration and Nomination Committee through evaluation on the fulfilment of qualifications and interview process.
- 4) Candidates recommended by Remuneration and Nomination Committee will be proposed to Board of Commissioners for approval and thereafter will be proposed to the Financial Services Authority for Fit and Proper test.
- 5) After obtaining approval from Financial Services Authority, the candidate will be nominated for approval by the GMS.



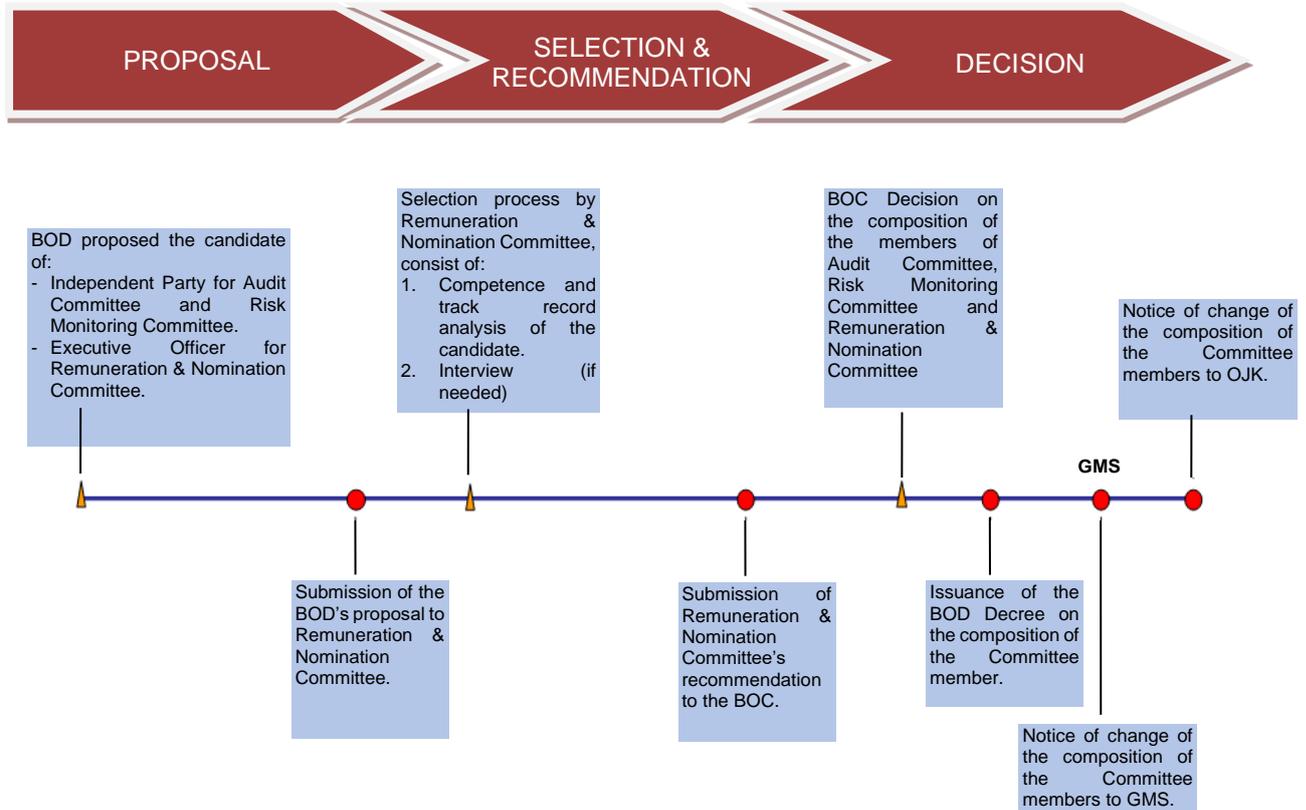
**Description:**

- If at the time of submission to the GMS, the candidate has not obtained OJK approval for one reason or another, then the candidate will only be effective after OJK letter is obtained.
- For candidate who is a foreign citizen, will be effective after all permits applicable to foreign citizens have been completely obtained.

**LAMPIRAN 3**  
**Proses Nominasi Pihak Independen Komite Audit, Komite Pemantau Risiko dan Pejabat Eksekutif pada Komite Remunerasi dan Nominasi**



**ATTACHMENT : 3**  
**Nomination Process of Independent Party for Audit Committee and Risk Monitoring Committee and Executive Officer for Remuneration & Nomination Committee**



**LAMPIRAN / ATTACHMENT: 4**  
**Lembar Penilaian / Assessment Form**

Penilaian Tahunan Anggota Komite dari Pihak Independen		Annual Assessment of Committee Member from Independent Party	
<p><b>Komite ●</b> <b>● Committee</b></p> <p><b>Masa Kerja/Tenure: ●</b></p>			
Tanggal Date	:		
Nama Name	:		
Jabatan Position	:		
Dinilai Oleh Evaluated by	:	● Ketua Komite ● / Chairman of ● Committee	
Tanggal Efektif sebagai Anggota Komite Effective date as a Committee Member	:		
Kompetensi/Keahlian Competency/Expertise	:		
Metode Penilaian Evaluation Method		Pengamatan Observation	Wawancara Interview

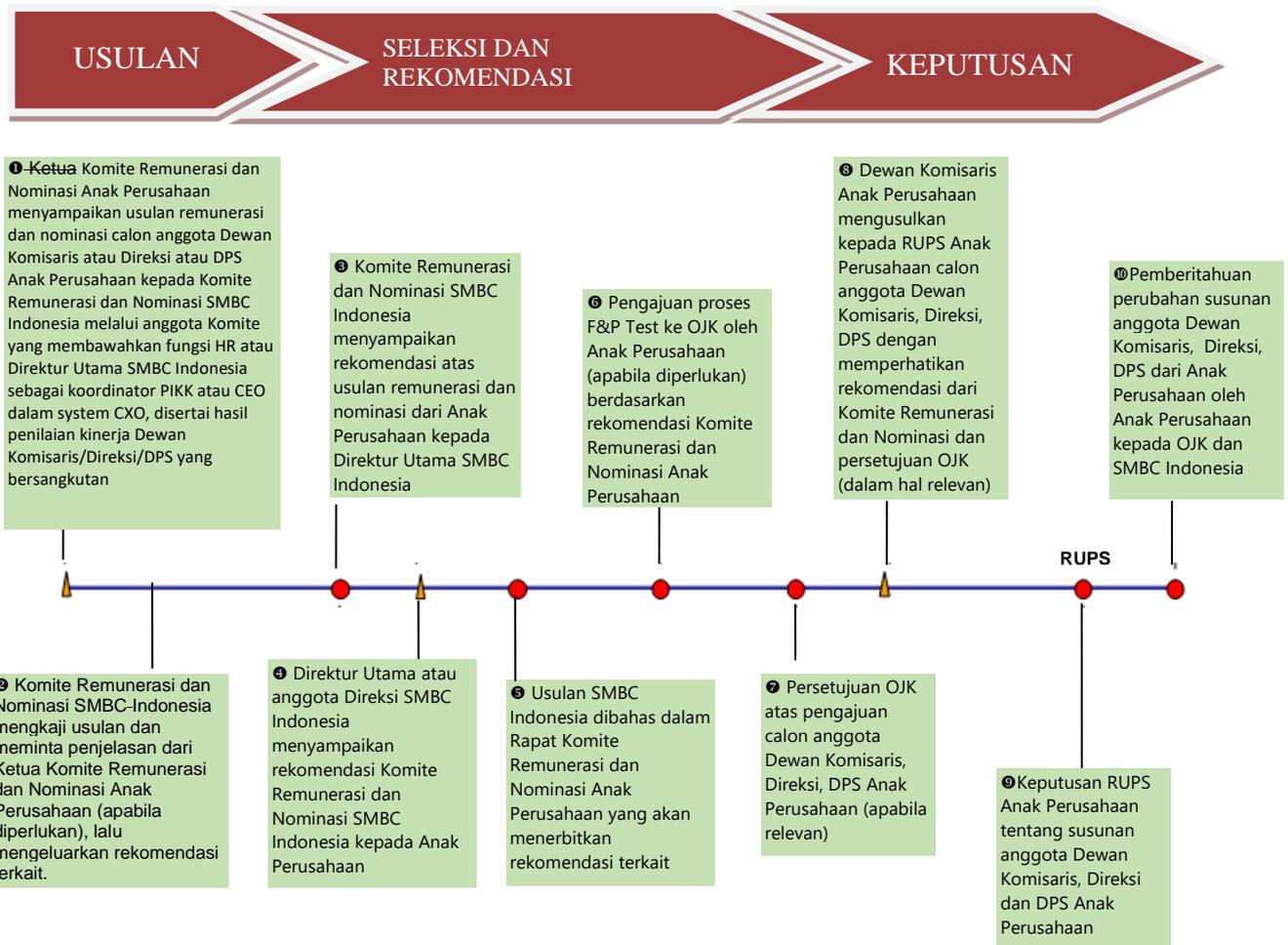
No	Hal Penting yang dievaluasi <i>Important Items to be Evaluated</i>	Melebihi Standar <i>Highly Acceptable</i>	Memenuhi Standar <i>Acceptable</i>	Di bawah standar <i>Less Acceptable</i>
Berdasarkan kinerja selama 1 (satu) tahun dengan penilaian terhadap faktor-faktor berikut ini: <i>Based on the work performance for the last 1 (one) year on the following factors:</i>				
1	Kecakapan, penguasaan pekerjaan/ kemampuan untuk melaksanakan tugas <i>Competency, Knowledge of Work/Capability to carry out duties</i>			
2	Independensi dan objektivitas dalam proses pengambilan keputusan untuk memberikan saran dan rekomendasi kepada Dewan Komisaris <i>Independency and objectivity in decision making process to provide suggestions and recommendations to Board of Commissioners</i>			
3	Integritas <i>Integrity</i>			
4	Tanggung jawab dan kehandalan <i>Responsibility and reliability</i>			
5	Harmoni dan kerjasama kelompok; <i>Team work and cooperation</i>			
6	Kemampuan dan ketepatan dalam berpendapat pada rapat Komite <i>Ability and efficiency in giving judgement in Committee's meetings</i>			
7	Kontribusi untuk mencapai tujuan Komite; <i>Contribution to achieve the Committee's goals</i>			
8	Upaya untuk mengatasi kelemahan dan mempertahankan kekuatan, kompetensi dan kemampuan guna memastikan kinerja yang stabil. <i>Effort to overcome weaknesses and to maintain strengths, competencies and capabilities in order to ensure stable performance</i>			
<b>Total Nilai Total Score</b>				

Dinilai oleh <i>Evaluated by</i>	
Ketua <i>Chairman</i>	●  Komisaris Independen/ <i>Independent Commissioner</i>
Tanggal Penilaian <i>Evaluation Date</i>	
<b>Kriteria Penilaian</b> <i>Judgment Criteria</i>	
<b>3 =</b>	<b>Highly Acceptable</b> <i>Exceed expectations on the requirements in terms of: Competency, Independency and Objectivity, Aspects such as Integrity, Responsibility and Reliability, Team Work, Ability to give Judgement, Contribution to achieve goals etc.</i>
<b>2 =</b>	<b>Acceptable</b> <i>Meet expectations on the requirements in terms of: Competency, Independency and Objectivity, Personality Aspects such as Integrity, Responsibility and Reliability, Team Work, Ability to give Judgement, Contribution to achieve goals etc.</i>
<b>1 =</b>	<b>Less Acceptable</b> <i>Does not meet expectations on the requirements in terms of: Competency, Independency and Objectivity, Personality Aspects such as Integrity, Responsibility and Reliability, Team Work, Ability to give Judgement, Contribution to achieve goals etc.</i>
<b>Items</b>	<b>Description</b>
<b>Rating</b>	22 – 24 = Excellent 16 – 21 = Satisfactory 8 – 15 = Less Satisfactory

Rekomendasi Anggota Komite dari Pihak Independen	Recommendation of Committee Member from Independent Party
<p>Berdasarkan Penilaian Ketua Komite ●  <i>Based upon the evaluation by the Chairman of ● Committee</i></p>	
<b>Kesimpulan</b> <i>Conclusion</i>	Direkomendasikan untuk terus menjabat sebagai Anggota Komite <i>Recommended to continue as Committee Member</i>
	Tidak Direkomendasikan <i>Not Recommended</i>
<b>Catatan</b> <i>Remarks</i>	
<p>Diketahui dan direkomendasikan oleh Komite Remunerasi dan Nominasi  <i>Acknowledged and recommended by Remuneration and Nomination Committee</i></p>	
Ketua <i>Chairman</i>	● Komisaris Independen/ <i>Independent Commissioner</i>
Anggota <i>Member</i>	● Komisaris Utama/ <i>President Commissioner</i>
Anggota <i>Member</i>	● Kepala Human Resources Head/ <i>Head of Human Resources</i>
Tanggal Rekomendasi <i>Date of Recommendation</i>	

**LAMPIRAN : 5** Proses Nominasi dan Remunerasi untuk Anak Perusahaan

**Pemberhentian dan/atau Pengangkatan Kembali Sesuai Masa Jabatan (Siklus normal)**



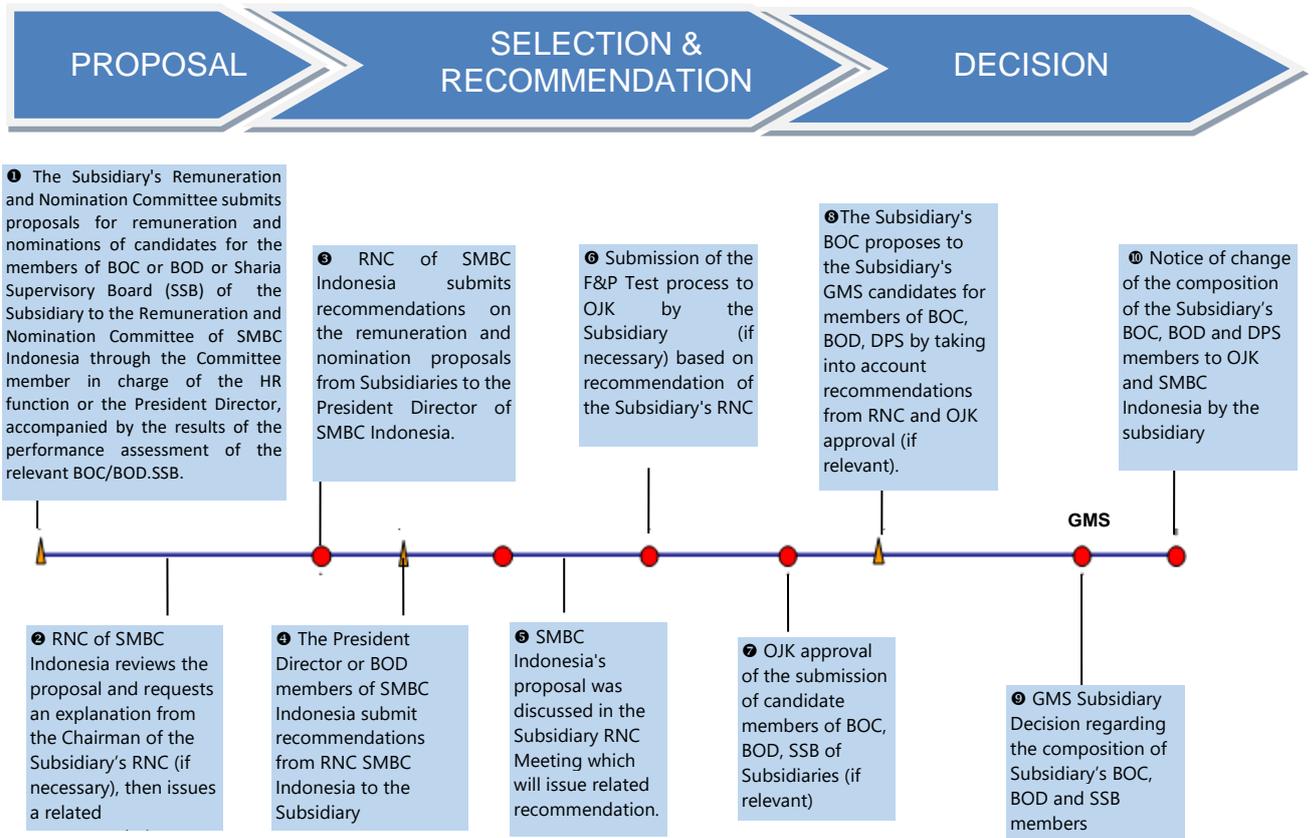
**Pemberhentian dan/atau Pengangkatan Kembali di tengah Masa Jabatan (adhoc)**

**Alur yang sama namun langkah 1 diganti menjadi:**

Berdasarkan pembahasan dengan anggota direksi lainnya atau dalam Rapat Dewan Komisaris, Direktur Utama SMBC Indonesia sebagai Koordinator PIKK dan CEO dalam fungsi CXO menyampaikan usulan nominasi atau remunerasi Direksi/Dewan Komisaris/Dewan Pengawas Syariah Anak Perusahaan kepada Komite Remunerasi dan Nominasi SMBC Indonesia.

**ATTACHMENT: 5**  
**Nomination and Remuneration Process at the Subsidiaries**

**Termination and/or Re-appointment According to the Term of Office (regular cycle)**



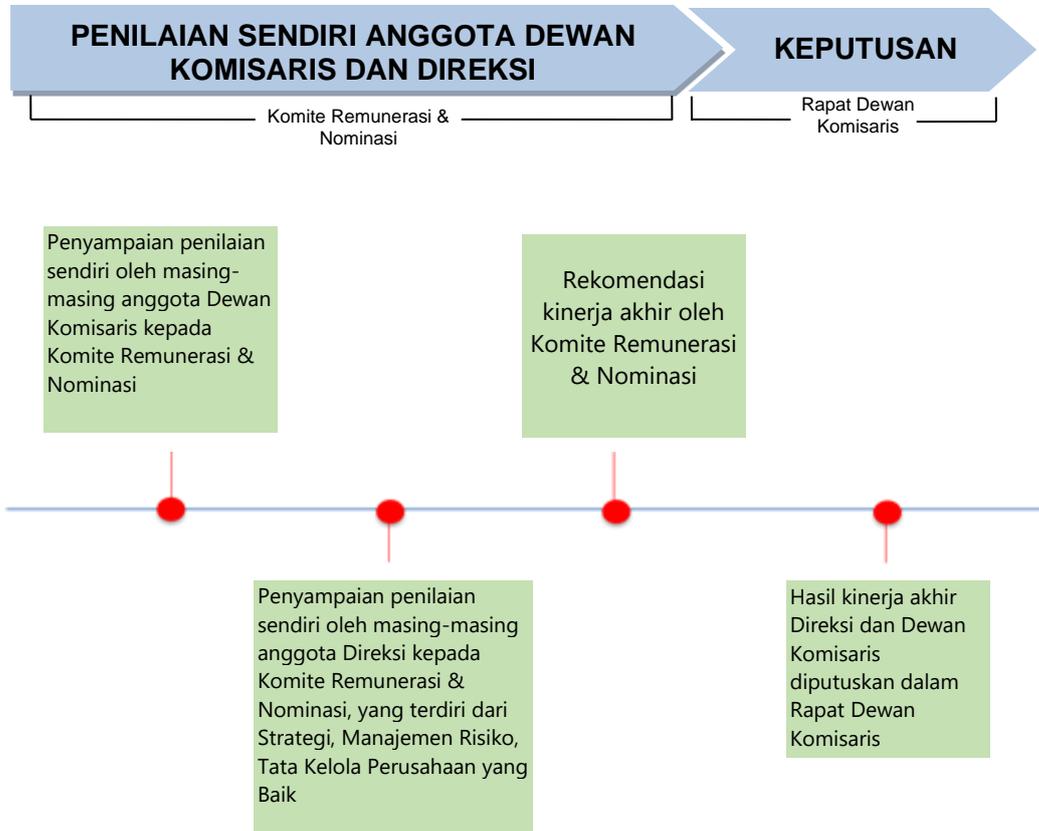
**Dismissal and/or Reappointment in the Middle of a Term (Ad Hoc)**

**The process is the same, but step 1 is changed to:**

Based on discussions with other members of the Board of Directors or at a Board of Commissioners Meeting, the President Director of SMBC Indonesia, acting as the FCHC Coordinator and CEO in the CXO role, submits the nomination or remuneration proposals for the Board of Directors/Board of Commissioners/Sharia Supervisory Board of Subsidiaries to the Remuneration and Nomination Committee of SMBC Indonesia.

**LAMPIRAN : 6**  
**Proses Penilaian Anggota Dewan Komisaris dan Direksi**

**Penilaian Tahunan**



**Penilaian di Akhir Masa Jabatan**

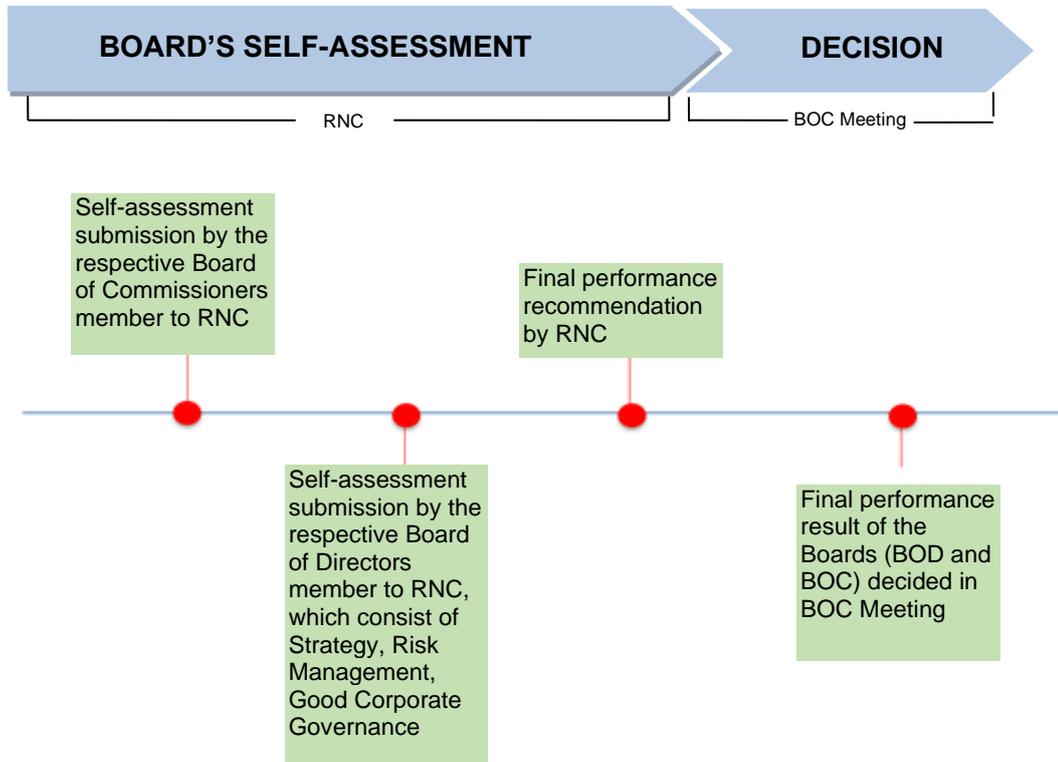
Sebelum masa jabatan berakhir, Anggota Direksi dan Dewan Komisaris akan dinilai dengan form evaluasi terlampir dan dengan skema:

- Wakil Direktur Utama dan para direktur akan dinilai oleh Direktur Utama
- Para komisaris akan dinilai oleh Komisaris Utama
- Direktur Utama dan Komisaris Utama akan dinilai oleh pemegang saham pengendali

Hasil penilaian akan dikaji dalam Rapat Komite Remunerasi & Nominasi yang akan memberikan rekomendasi mengenai pemberhentian atau pengangkatan kembali anggota Direksi atau Dewan Komisaris pada atau untuk periode masa jabatan berikutnya.

**ATTACHMENT : 6**  
***the Assessment Process of Members of Board of Commissioners and Board of Directors***

**Annual Assesment**



**End-of-Term Assessment**

Before the end of their term of office, members of the Board of Directors and Board of Commissioners will be assessed using the attached evaluation form and using the following scheme:

- The Deputy President Director and directors will be assessed by the President Director
- The commissioners will be assessed by the President Commissioner
- The President Director and President Commissioner will be assessed by the controlling shareholder

The assessment results will be reviewed at the Remuneration & Nomination Committee Meeting, which will provide recommendations regarding the dismissal or reappointment of members of the Board of Directors or Board of Commissioners at or for the next term of office.

 <b>SMBC</b> BANK SMBC INDONESIA	Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee Charter</i>	RNC
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**LAMPIRAN/ATTACHMENT : 7**  
**Surat Pernyataan / Statement Letter**

SURAT PERNYATAAN PIHAK INDEPENDEN  
 STATEMENT LETTER OF THE INDEPENDENT PARTY  
 PT BANK SMBC INDONESIA TBK

Yang bertanda tangan di bawah ini/*The undersigned*:

Nama/*Name* :  
 Alamat Rumah/*Home Address* :  
 No.ID/*ID Number* :

Dengan tujuan pengungkapan sehubungan dengan pelaksanaan *good corporate governance* yang diterapkan oleh PT Bank SMBC Indonesia Tbk (selanjutnya disebut "Bank"), dengan ini saya menyatakan bahwa selama masa jabatan saya sebagai Pihak Independen Bank sampai dengan tanggal dikeluarkannya surat ini:

*For the purpose of disclosure in connection with the implementation of good corporate governance in PT Bank SMBC Indonesia Tbk (the "Bank"), I hereby declare that during my tenure as an Independent Party of The Bank until the date of the issuance of this letter:*

1. Saya akan selalu menjaga komitmen di dalam mematuhi ketentuan dan peraturan perundang-undangan khususnya di bidang perbankan dan pasar modal;
2. Saya akan selalu memperhatikan dan menjalankan Kode Etik Bank, serta tugas dan tanggung jawab saya sesuai Pedoman dan Tata Tertib Kerja Komite Dewan Komisaris dimana saya ditugaskan.
3. Saya tidak memiliki **hubungan keuangan** yang mencakup, menerima penghasilan, bantuan keuangan, atau pinjaman dari:
  - a. anggota Direksi Bank dan/atau anggota Dewan Komisaris Bank, dan/atau
  - b. perusahaan yang pemegang saham pengendalinya adalah anggota Direksi dan/atau anggota Dewan Komisaris Bank, dan/atau
  - c. pemegang saham pengendali Bank;
4. Saya tidak memiliki **hubungan kepengurusan**, yang mencakup:
  - a. menjabat sebagai anggota Dewan Komisaris atau Direksi pada perusahaan

1. *I will always maintain my commitment in complying with the laws and regulations, especially banking and capital market sectors;*
2. *I will always be mindful of and implement Bank's Code of Ethics, as well as my duty and responsibility in accordance with the Charter of Committee under the Board of Commissioners where I am assigned in.*
3. *I do not have any **financial relationship** which includes receiving income, receiving financial aid, or receiving loans from:*
  - a. *members of Board of Directors of the Bank and/or members of Board of Commissioners of the Bank, and/or*
  - b. *the company whose controlling shareholder is member of Board of Directors and/or members of Board of Commissioners of the Bank, and/or*
  - c. *controlling shareholders of the Bank;*
4. *I do not have any **management relationship**, which includes:*
  - a. *serving as a member of Board of Commissioner or Board of Directors in a*

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- dimana anggota Dewan Komisaris perusahaan tersebut adalah anggota Dewan Komisaris dan/atau anggota Direksi Bank; dan/atau
- b. menjabat sebagai anggota Dewan Komisaris atau Direksi pada perusahaan yang Pemegang Saham Pengendalinya adalah anggota Dewan Komisaris Bank dan/atau anggota Direksi Bank; dan/atau,
  - c. menjabat sebagai anggota Dewan Komisaris, anggota Direksi atau Pejabat Eksekutif pada perusahaan pemegang saham pengendali Bank.
5. Saya tidak memiliki **hubungan kepemilikan saham** pada:
    - a. perusahaan yang secara bersama-sama dimiliki oleh anggota Dewan Komisaris, Direksi, dan/atau Pemegang Saham Pengendali Bank sehingga bersama-sama menjadi Pemegang Saham Pengendali pada perusahaan tersebut; dan/atau
    - b. perusahaan Pemegang Saham Pengendali Bank.
  6. Saya tidak memiliki **hubungan keluarga** sampai dengan derajat kedua baik hubungan vertikal maupun horizontal, termasuk mertua, menantu dan ipar, sampai dengan derajat kedua termasuk besan dengan anggota Direksi atau Dewan Komisaris Bank;
  7. Saya tidak memiliki **hubungan dengan Bank yang dapat mempengaruhi kemampuan saya untuk bertindak tidak independen**, yaitu dalam bentuk:
    - a. kepemilikan saham Bank dengan jumlah kepemilikan lebih dari 5% (lima persen) dari modal disetor Bank; dan/atau
    - b. menerima atau memberi penghasilan, bantuan keuangan, atau pinjaman dari atau kepada Bank yang menyebabkan
- company where members of Board of Commissioner of the company are members of the Board of Commissioner and/or members of the Board of Director of the Bank; and/or*
- b. *serving as a member of Board of Commissioner or Board of Directors in a company where Controlling Shareholder is a member of the Bank's Board of Commissioner and/or a member of the Bank's Board of Director; and/or,*
  - c. *serving as a member of the Board of Commissioner, member of the Board of Director or Executive Officer at the controlling shareholder's company.*
5. *I do not have any **share ownership relationship** in:*
    - a. *a company that is jointly owned by members of Board of Commissioner, Board of Director, and/or the Controlling Shareholder of the Bank and jointly become the Controlling Shareholder of the company; and/or*
    - b. *Controlling Shareholders' Company.*
  6. *I do not have any **family relationship** up to the second degree, both vertical and horizontal, including parents-in-law, son or daughter-in-law and brother or sister-in-law, up to the second degree, including being co-parent-in-law with member of Board of Director or Board of Commissioner of the Bank;*
  7. *I do not have **any relationship with the Bank that may affect my ability to act non-independently**, in the form of:*
    - a. *share ownership at the Bank with total ownership of more than 5% (five percent) from the Bank's paid-up capital; and/or*
    - b. *receive or provide income, financial aid, or loans from or to the Bank which could causes the party who provide income,*

pihak yang memberi penghasilan, bantuan keuangan atau pinjaman memiliki kemampuan untuk mempengaruhi (*controlling influence*) pihak yang menerima penghasilan bantuan keuangan atau pinjaman seperti:

- pihak terafiliasi yaitu pihak yang memberikan jasa kepada Bank antara lain akuntan publik, penilai, konsultan hukum dan konsultan lain;
- menerima penghasilan dari Bank, selain penghasilan yang diterima karena merangkap jabatan sebagai anggota Komite lain pada Bank; dan/atau
- transaksi keuangan dengan Bank yang dapat mempengaruhi kelangsungan usaha Bank dan/atau pihak yang melakukan transaksi keuangan, antara lain debitur inti, deposan inti, atau perusahaan yang sebagian besar sumber pendanaannya diperoleh dari Bank.

*financial aid, or loans to have controlling influence ability towards the party receiving income financial aid, or loans, such as:*

- *affiliated party, namely parties that provide services to the Bank, including public accountant, appraisal, legal consultant and other consultant;*
- *receive income from the Bank, other than income received from concurrent position as a member of the Committee at the Bank; and/or*
- *financial transaction with the Bank that may affect the business continuity of the Bank and/or parties who conduct financial transactions, including: core debtors, core depositors, or companies whose sources of funding are mostly obtained from the Bank.*

8. Sehubungan dengan **jabatan saya** sebagai:

*beri tanda ✓ pada pernyataan yang paling sesuai*

Komisaris (independen/non independen) pada

Direktur pada

Pemegang saham yang memegang pengendalian pada

Pihak Independen pada Komite  di bank

Pihak Independen pada Komite di Bank SMBC Indonesia dan tidak memiliki jabatan rangkap di perusahaan lain.

8. *In relation to **my position** as follows:*

*Write ✓ sign on the appropriate statement:*

*(independent/non-independent) Commissioner at*

*Director at*

*Controlling shareholders of*

*Independent Party on  Committee at*

*Independent Party on the Committee at Bank SMBC Indonesia and does not have concurrent positions in other companies.*

Maka saya akan selalu memenuhi kriteria independensi, menjaga rahasia Bank, dan tidak

*I will always meet the independency criteria, maintain the Bank's*

	Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi <i>Remuneration and Nomination Committee Charter</i>	RNC
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akan mengabaikan pelaksanaan tugas dan tanggung jawab sebagai anggota Komite Bank.

*confidentiality, and will not ignore the implementation of roles and responsibilities as the member of Bank's Committee.*

Apabila dikemudian hari terbukti bahwa Surat Pernyataan ini tidak benar, maka saya bersedia mengundurkan diri sebagai Pihak Independen Bank.

*Should this Statement Letter be proven to be untrue in the future, I am willing to resign from my position as Independent Party of the Bank.*

Demikian Surat Pernyataan ini dibuat dengan sebenar-benarnya.

*This Statement Letter is truly made accordingly.*

Jakarta,

\_\_\_\_\_  
Nama/Name: ●

Jabatan/Title: Anggota Komite ●

Materi ini bersifat internal dan hanya digunakan di lingkungan PT Bank SMBC Indonesia Tbk. Dilarang menduplikasikan, mempublikasikan dalam bentuk apapun, baik secara elektronik maupun mekanik termasuk menyalin ataupun penyimpanan informasi dalam bentuk lainnya, dan dilarang menyebarkan materi ini kepada pihak lain tanpa izin tertulis dari PT Bank SMBC IndonesiaTbk. <i>This material is internal and only used within PT Bank SMBC Indonesia Tbk. No duplication, publication in any forms whatsoever either electronic or mechanical are allowed including copying or other information storage, and it is prohibited from distributing this material to any other parties without prior written approval of PT Bank SMBC Indonesia Tbk</i>	Telah diperiksa / Reviewed by:
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