

**PT BANK CENTRAL ASIA Tbk**  
**REMUNERATION AND NOMINATION COMMITTEE CHARTER**

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<b>Purpose</b>	The Remuneration and Nomination Committee of PT Bank Central Asia, Tbk (the Company) is established by and reports to the Board of Commissioners with the objective of assisting the Board of Commissioners in carrying out its duties and responsibilities in providing recommendations on the nomination and remuneration of members of the Board of Commissioners and the Board of Directors in accordance with best practices in Good Corporate Governance (GCG) and compliance with applicable laws and regulations.
<b>References</b>	<p>The Remuneration and Nomination Committee shall be formed by the Board of Commissioners in accordance with the following:</p> <ol style="list-style-type: none"> <li>1. OJK Regulation No. 33/POJK.04/2014 dated 8 December 2014 concerning Board of Directors and Board of Commissioners Issuers or Public Companies.</li> <li>2. OJK Regulation No. 34/POJK.04/2014 dated 8 December 2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.</li> <li>3. OJK Regulation No. 45/POJK.03/2015 dated 28 December 2015 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks.</li> <li>4. OJK Regulation No. 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.</li> <li>5. OJK Circular Letter No. 40/SEOJK.03/2016 dated 26 September 2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks.</li> <li>6. OJK Circular Letter No. 14/SEOJK.03/2025 dated 24 June 2025 concerning the Implementation of Governance for Commercial Banks.</li> <li>7. BCA's Articles of Association.</li> <li>8. Board of Commissioners Decision No. 035/SK/ KOM/2017 regarding the Remuneration and Nomination Committee Structure.</li> </ol>
<b>Committee Membership Structure</b>	<p>The membership structure of the Remuneration and Nomination Committee are as follows:</p> <ol style="list-style-type: none"> <li>1. The Remuneration and Nomination Committee is responsible to the Board of Commissioners.</li> <li>2. The Remuneration and Nomination Committee shall at least consist of 3 (three) members with the following provisions: <ol style="list-style-type: none"> <li>a. 1 (one) Independent Commissioner as the Chairperson, who concurrently serve as a member.</li> <li>b. 1 (one) Non Independent Commissioner; and</li> <li>c. 1 (one) Executive Official who oversees human capital or 1 (one) Company's employee representative who possesses knowledge regarding remuneration system and/or nomination process as well Company's succession plan.</li> </ol> </li> <li>3. In instances in which the Remuneration and Nomination Committee comprises more than 3 (three) members, at least 2 (two) members must be Independent Commissioners.</li> <li>4. The Company's Board of Directors shall not become members of Remuneration and Nomination Committee.</li> </ol>

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, continuation****Membership Requirements**


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The Remuneration and Nomination Committee membership requirements are as follows:

1. The Remuneration and Nomination Committee Chairman may only serve as Chairman for a maximum of 1 (one) other committee within BCA.
  2. Remuneration and Nomination Committee Members shall:
    - a. possess integrity, good character, and morals;
    - b. possess the competence, knowledge, and experiences required for their field of work, and are able to communicate well.
    - c. comply with the BCA Code of Ethics.
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**Appointment & Dismissal**

1. Members of the Remuneration and Nomination Committee are appointed and dismissed by the Board of Directors based on a meeting resolution of the Board of Commissioners.
2. The members of the Remuneration and Nomination Committee referred to in paragraph 1 above are appointed for a fixed term and may be reappointed for another period.
3. The term of office of members of the Remuneration and Nomination Committee shall not exceed the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association.
4. In the event that:
  - a. the term of office of a member of the Remuneration and Nomination Committee expires due to the expiration of the term of office of a member of the Board of Commissioners, the appointment of a member of the Remuneration and Nomination Committee must be made within 60 (sixty) days from the date of the appointment or reappointment of the member of the Board of Commissioners and/or from the date of passing the fit and proper test by the OJK.
  - b. there is a replacement of a member of the Remuneration and Nomination Committee who is an Executive Officer in charge of human resources or a representative of BCA employees, the appointment of a member of the Remuneration and Nomination Committee must be made no later than 60 (sixty) days from the date the said member of the Remuneration and Nomination Committee can no longer perform their functions.

A member of the Remuneration and Nomination Committee may no longer perform his or her duties if he or she is removed from the Committee by a resolution of the Board of Commissioners, for reasons including:

- death;
  - resignation; or
  - permanent incapacity that prevents him or her from performing his or her duties, or a medical determination that he or she will be unable to perform his or her duties for more than 6 (six) consecutive months.
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**Disclosure**

Information regarding the appointment and dismissal of members of the Remuneration and Nomination Committee must be published on the Company's website.

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation*****Duties and  
Responsibilities**

The Remuneration and Nomination Committee shall act independently in carrying out its duties, which include, among other things, the following:

1. The duties and responsibilities relating to the remuneration function:
  - Evaluating and ensuring that the remuneration policy complies with the prevailing law, i.e., established on the basis of performance, risks, fairness with the peer group, the Company's long-term goals and strategies, fulfillment of the reserve requirement as stipulated by the laws and regulations and the Company's potential revenue in the future.
  - Submitting the results of the evaluation and recommendations to the Board of Commissioners regarding:
    - Remuneration policies for the Board of Commissioners and the Board of Directors to be submitted to the General Meeting of Shareholders (GMS);
    - The structure and amount of remuneration for members of the Board of Directors and/or members of the Board of Commissioners;
    - Remuneration policy for employees as a whole to be submitted to the Board of Directors.
  - Ensuring the remuneration policy complies with applicable regulations.
  - Conducting a periodic evaluation of the implementation of the remuneration policy.
  - Assisting the Board of Commissioners in evaluating whether the performance of the members of the Board of Directors and/or the members of the Board of Commissioners is commensurate with the remuneration they receive.
2. The duties and responsibilities relating to the nomination function:
  - Making and giving recommendations to the Board of Commissioners on the system and procedure for selecting and replacing members of the Board of Directors and members of the Board of Commissioners, to be further submitted to the GMS;
  - Identifying and providing recommendations regarding:
    - a. candidates for the Board of Directors and/or candidates for the Board of Commissioners to the Board of Commissioners for submission to the General Meeting of Shareholders;
    - b. renewal of the term of office of the Company's Independent Commissioner for more than 2 (two) terms.
  - Establishing mechanisms and conducting performance evaluations of the Board of Directors and the Board of Commissioners;
  - Giving recommendations to the Board of Commissioners on the competency development program for members of the Board of Directors and/or members of the Board of Commissioners; and
  - Giving recommendations to the Board of Commissioners on the Independent Parties that will be appointed as members of the Audit Committee, members of the Risk Oversight Committee, and/or members of Integrated Governance Committee.

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation***

<b>Authority</b>	<p>In carrying out its duties, the Remuneration and Nomination Committee has the following authority:</p> <ol style="list-style-type: none"> <li>1. To access the Company's documents, data, and information regarding employees, funds, assets, and resources as necessary.</li> <li>2. If necessary, to involve independent parties outside the Remuneration and Nomination Committee to assist in the performance of its duties.</li> <li>3. To exercise other authorities granted by the Board of Commissioners.</li> </ol>
<b>Work Mechanism</b>	<p>The work mechanism of the Remuneration and Nomination Committee shall be as follows:</p> <ol style="list-style-type: none"> <li>1. The duties and responsibilities of the Remuneration and Nomination Committee shall be performed through Remuneration and Nomination Committee Meetings.</li> <li>2. To help the Remuneration and Nomination Committee perform its duties smoothly, the Remuneration and Nomination Committee shall be assisted by a Committee Secretary to do the secretarial work, which includes, among others: <ol style="list-style-type: none"> <li>a. Arranging meeting schedules;</li> <li>b. Proposing and contacting the required resource persons;</li> <li>c. Preparing and distributing invitations to all meeting participants;</li> <li>d. Writing up and circulating Minutes of Meeting.</li> </ol> </li> <li>3. If necessary, the Remuneration and Nomination Committee may invite resource persons from the Board of Commissioners, the Board of Directors, or other parties, from within or outside the Company.</li> </ol>
<b>Working Hours</b>	<p>The Remuneration and Nomination Committee shall provide ample time to discharge its duties and responsibilities optimally.</p>
<b>Committee Meeting</b>	<p>The conduct of the Remuneration and Nomination Committee's Meeting shall be subject to the following provisions:</p> <ol style="list-style-type: none"> <li>1. Conduct of the Meeting: <ol style="list-style-type: none"> <li>a. The Meeting can be held physically at the Company's place of domicile;</li> <li>b. The Meeting can be held electronically through teleconferencing, videoconferencing, or other electronic media of similar nature that allow all the meeting participants to see and hear one another directly and participate in the Meeting.</li> </ol> </li> <li>2. Mechanism for Adopting Meeting Resolutions: <ol style="list-style-type: none"> <li>a. The Remuneration and Nomination Committee's Meeting shall be held according to the needs of the Company, at least 1 (one) time every 3 (three) months.</li> <li>b. The Remuneration and Nomination Committee's Meeting shall be valid if: attended by more than 50% (fifty percent) of all members of the committee including the Chairman of the Remuneration and Nomination Committee, one Independent Commissioner and the Executive Official who oversees human capital or 1 (one) Company's employee representative who possesses knowledge regarding remuneration system and/or nomination process as well Company's succession plan.</li> <li>c. The resolutions of the Remuneration and Nomination Committee's Meeting shall be adopted by deliberation for a consensus.</li> </ol> </li> </ol>

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**REMUNERATION AND NOMINATION COMMITTEE CHARTER, *continuation*****Committee Meeting,**  
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- d. If such consensus cannot be reached, the resolutions shall be adopted by a majority vote.
  - e. The Chairperson of the Committee and each member shall have 1 (one) vote respectively.
  - f. All resolutions of the Remuneration and Nomination Committee's Meeting shall be binding on all members of the Remuneration and Nomination Committee.
- 3. Minutes of Meeting:
    - a. The outcomes of the Remuneration and Nomination Committee's Meeting must be incorporated in the Minutes of Meeting, which shall be signed by all members of the Remuneration and Nomination Committee present and properly documented.
    - b. Any dissenting opinion in the Committee Meeting shall be expressly set out in the Minutes of Meeting as well as the reasons for such dissenting opinion.
    - c. The outcomes of the Committee Meeting shall constitute the Committee's recommendations, which can be optimally utilized by the Board of Commissioners.
  - 4. The members of the Remuneration and Nomination Committee shall participate in at least 75% of the total number of Committee Meetings held.
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**Competencies**

In addition to having relevant expertise in their respective fields, members of the Remuneration and Nomination Committee are required to keep their knowledge up to date through training, seminars, or workshops at least once a year.

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**Reporting**

The Remuneration and Nomination Committee shall be subject to the following reporting obligations:

- 1. The Remuneration and Nomination Committee must submit a report to the Board of Commissioners on the implementation of its duties, responsibilities, and procedures relating to Nomination and Remuneration.
- 2. The Remuneration and Nomination Committee must submit a report to the Board of Commissioners on each task assigned to it.
- 3. The Remuneration and Nomination Committee must prepare an annual report on the implementation of the activities of the Remuneration and Nomination Committee, to be incorporated in the Company's Annual Report.
- 4. The Remuneration and Nomination Committee is required to prepare a accountability report to be submitted to the Board of Commissioners no later than 1 (one) week before the end of its term of office.

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**Concluding provisions**

- 1. This Remuneration and Nomination Committee Charter shall be effective as of the date of its issuance.
  - 2. This Remuneration and Nomination Committee Charter shall be periodically reviewed at least 1 (one) time every 3 (three) years and/or adjustments/changes made as conditions and applicable laws and regulations change.
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