

## **KOMITE REMUNERASI & NOMINASI**

### *Remuneration & Nomination Committee*

Anggota Komite Remunerasi dan Nominasi diangkat oleh Direksi berdasarkan keputusan rapat Dewan Komisaris. Kriteria umum untuk diangkat menjadi Komite Remunerasi dan Nominasi adalah memiliki integritas, akhlak dan moral yang baik. Tidak ada anggota Direksi bank maupun Direksi bank lain yang menjadi anggota Komite Remunerasi dan Nominasi.

Komite ini dibentuk dengan berdasarkan Surat Keputusan Dewan Komisaris Nomor 046/09/SK/DK/BPD/2008 tentang Pedoman Kerja Komite Remunerasi dan Nominasi PT Bank Pembangunan Daerah Jawa Timur.

Susunan anggota Komite Remunerasi dan Nominasi telah memenuhi persyaratan yang ditetapkan oleh Otoritas Jasa Keuangan dalam pasal 44 Peraturan Otoritas Jasa Keuangan Nomor 55 /POJK.03/2016 Tentang Penerapan Tata Kelola Bagi Bank Umum yang menegaskan bahwa anggota Komite Remunerasi dan Nominasi paling sedikit beranggotakan 1 (satu) orang Komisaris Independen, 1 (satu) orang Komisaris dan, 1 (satu) orang Pejabat Eksekutif yang membawahkan fungsi sumber daya manusia atau 1 (satu) orang perwakilan pegawai.

*Remuneration and Nomination Committee members are appointed by the Board of Directors based on decision taken in the Board of Commissioners meeting. General requirement to be appointed as Remuneration and Nomination Committee is to have good integrity, honor and moral. There is no Director in the Bank or other Banks chaired as Remuneration and Nomination Committee member.*

*The Committee is established by referring to Board of Commissioners Decree No. 046/09/ SK/DK/ BPD/2008 concerning Working Manual and Self Assessment for Remuneration and Nomination Committee in PT Bank Pembangunan Daerah Jawa Timur.*

*The composition of the Remuneration and Nomination Committee members has met the requirements that are demanded by the Financial Services Authority in article 44 of the Financial Services Authority Regulation No.55/ POJK.03/2016 on the Implementation of Good Corporate Governance for Commercial Banks which affirm that members of the Remuneration and Nomination Committee shall have at least one Independent Commissioner, one Commissioner and one Executive Officer in charge of human resources or one representative employee.*

## TUGAS DAN TANGGUNG JAWAB KOMITE REMUNERASI DAN NOMINASI

Komite Nominasi dan Remunerasi mempunyai tugas dan tanggung jawab paling kurang:

- A. Terkait dengan fungsi Nominasi:
  1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - a) komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
    - b) kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
    - c) kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;
  2. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
  3. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
  4. memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
- B. Terkait dengan fungsi Remunerasi
  1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - a) struktur Remunerasi;
    - b) kebijakan atas Remunerasi; dan
    - c) besaran atas Remunerasi;
  2. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

Komite Remunerasi dan Nominasi dalam melaksanakan tugasnya berpedoman pada Surat Keputusan Dewan Komisaris Bank Jatim Nomor 046/09/SK/DK/BPD/2008 tanggal 23 Desember 2008 tentang Pedoman Kerja dan Self Assessment Komite Remunerasi dan Nominasi. Dalam menjalankan tugasnya, Komite Remunerasi dan Nominasi berkoordinasi dengan unit kerja terkait serta pihak-pihak yang dapat memberikan penjelasan/keterangan yang memadai dalam lingkungan tugasnya.

Program kerja Komite Remunerasi dan Nominasi tahun 2017 meliputi :

1. Melakukan evaluasi terhadap kebijakan remunerasi Pengurus dan Pegawai Bank Jatim dengan menggunakan sistem grading yang berbasis kompetensi;
2. Melakukan evaluasi terhadap penempatan jabatan eksekutif dibawah Direksi dan percepatan pengisian kekosongan pejabat di unit kerja operasional berdasarkan skala prioritas dalam rangka pengembangan organisasi;
3. Program pengisian pejabat melalui multi level entry dengan standar profesi yang dibutuhkan Bank Jatim dalam rangka mengejar kekosongan dan meningkatkan kinerja;
4. Monitoring pelaksanaan peraturan terkait PBI/POJK mengenai prinsip kehati-hatian dalam penyerahan pelaksanaan pekerjaan dan sumber daya manusia kepada pihak lain atau alih daya termasuk outsourcing;

## *Duties and Responsibilities of the Remuneration and Nomination Committee*

*The Nomination and Remuneration Committee has the duty and responsibility of at least:*

- A. *Related to the Nomination function:*
  1. *Providing recommendations to the Board of Commissioners on:*
    - a) *the composition of positions of members of the Board of Directors and / or members of the Board of Commissioners;*
    - b) *the policies and criteria required in the Nomination process; and*
    - c) *performance evaluation policy for members of the Board of Directors and / or members of the Board of Commissioners;*
  2. *Assisting the Board of Commissioners to evaluate the performance of members of the Board of Directors and / or members of the Board of Commissioners based on the benchmarks that have been prepared as an evaluation material;*
  3. *Providing recommendations to the Board of Commissioners on the capacity building program for members of the Board of Directors and / or members of the Board of Commissioners; and*
  4. *Nominating candidates who qualify as members of the Board of Directors and / or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS.*
- B. *Related to the Remuneration function:*
  1. *Providing recommendations to the Board of Commissioners on:*
    - a) *Remuneration structure;*
    - b) *the policy on Remuneration; and*
    - c) *the amount of Remuneration;*
  2. *Assisting the Board of Commissioners to conduct performance appraisals with the suitability of remuneration received by each member of the Board of Directors and / or members of the Board of Commissioners.*

*The Remuneration and Nomination Committee in carrying out its duties is guided by the Decision Letter of Bank Jatim Board of Commissioners Number 046/09 /SK/DK/ BPD/2008 dated December 23, 2008 regarding Working Guidance and Self Assessment of Remuneration and Nomination Committee. In performing its duties, the Remuneration and Nomination Committee coordinates with the relevant work units and those who can provide sufficient explanation/ description in their working environment.*

*The work programs of the Remuneration and Nomination Committee of 2017 are:*

1. *Evaluation on Bank Jatim Management and Employee Remuneration Policy using competency-based grading system.*
2. *Placement of Executives under the Board of Directors and acceleration of Executives recruitment in the operational unit based on priority scale with regards to organizational development.*
3. *Executive recruitment program via multi level entry with professional standard required by Bank Jatim to bridge the gap.*
4. *Monitoring the implementation of Bank Indonesia Regulation regarding prudential banking principle in transferring project and personnel to other parties including outsourcing activity.*

- |  |  |
|--|--|
| <ol style="list-style-type: none"> <li>5. Memverifikasi data dan memberikan rekomendasi atas usulan Direksi dalam rangka pemilihan calon pengurus (Direksi dan Dewan Komisaris) untuk persiapan spin off Bank Jatim Syariah;</li> <li>6. Mempersiapkan dan memberikan rekomendasi serta prosedur pemilihan, penggantian dan/atau penambahan anggota Direksi sesuai Struktur Organisasi Bank Jatim serta calon Dewan Komisaris untuk periode 2018 s/d 2021 sesuai dengan ketentuan yang berlaku.</li> </ol> | <ol style="list-style-type: none"> <li>5. <i>Verifying data and recommending the Board of Directors' recommendation in the selection of candidates for Board of Directors and Board of Commissioners for preparation of spin off of Bank Jatim Syariah;</i></li> <li>6. <i>Preparing and providing recommendation as well as nomination and/or succession procedure for Directors according to Bank Jatim organizational structure also Board of Commissioner candidate for 2018 to 2021 period in accordance with the applicable provisions.</i></li> </ol> |
|--|--|

#### KEBIJAKAN MENGENAI SUKSESI KOMISARIS DAN DIREKSI

Pergantian Komisaris dan Direksi Bank Jatim tunduk dan patuh pada mekanisme yang ditetapkan oleh peraturan perundang-undangan, diantaranya adalah Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas dan Peraturan Daerah Provinsi Jawa Timur No. 14 Tahun 2012 tentang Badan Usaha Milik Daerah dalam peraturan perundang-undangan tersebut adalah sebagai berikut:

1. Anggota Komisaris dan Direksi diangkat oleh RUPS.
2. Anggota Komisaris dan Anggota Direksi diangkat untuk jangka waktu tertentu dan dapat diangkat kembali.
3. Anggaran dasar mengatur tata cara pengangkatan, penggantian, dan pemberhentian anggota Direksi dan dapat juga mengatur tentang tata cara pencalonan anggota Komisaris dan Direksi.
4. Keputusan RUPS mengenai pengangkatan, penggantian, dan pemberhentian anggota Komisaris dan Direksi juga menetapkan saat mulai berlakunya pengangkatan, penggantian, dan pemberhentian tersebut.
5. Dalam hal RUPS tidak menetapkan saat mulai berlakunya pengangkatan, penggantian, dan pemberhentian anggota Komisaris dan Direksi, pengangkatan, penggantian, dan pemberhentian anggota Komisaris dan Direksi tersebut mulai berlaku sejak ditutupnya RUPS.

#### *Policy of the Succession of Commissioners and Directors*

*Substitution of Commissioners and Board of Directors of Bank Jatim are subject and obedient to the mechanism that is set by the laws and regulations as well as Law no. 40 Year 2007 regarding Incorporated Company and Regional Regulation of East Java Province No.14 Year 2012 about Regional Government Enterprises in the legislation are as follows:*

1. *Members of the Board of Commissioners and Board of Directors shall be appointed by the GMS.*
2. *Members of the Board of Commissioners and Members of the Board of Directors shall be appointed for a certain period of time and may be re-appointed.*
3. *The Articles of Association arrange the procedure for the appointment, replacement and dismissal of members of the Board of Directors and may also arrange the procedures for nominating members of the Board of Commissioners and the Board of Directors.*
4. *The resolutions of the GMS regarding the appointment, replacement and dismissal of the members of the Board of Commissioners and the Board of Directors also decide the effective date of such appointment, replacement and termination.*
5. *In the event that the GMS does not decide the effective date of appointment, replacement, and dismissal of the members of the Board of Commissioners and Board of Directors, the appointment, replacement and dismissal of the members of the Board of Commissioners and Board of Directors are valid since GMS' closing.*