



PT. Pan Brothers Tbk

Jl. Siliwangi No 178 Kel Alamjaya

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H.KOMITE NOMINASI DAN REMUNERASI PT. PAN BROTHERS Tbk (*Nomination and Remuneration Committee PT. PAN BROTHERS Tbk*)

Pedoman Kerja Komite Nominasi dan Remunerasi (*The Nomination and Remuneration Committees Scope of Work*)

Fungsi dari Komite Remunerasi adalah menelaah dan menstruktur rekomendasi paket remunerasi Dewan Komisaris dan Direksi sesuai dengan hak dan tanggung jawab mereka, dan menyampaikan rekomendasi itu ke Pemegang Saham untuk disahkan dalam Rapat Umum Pemegang Saham Tahunan (RUPST).

The function of the Remuneration Committee is to review and structure the remuneration package recommendations for the Board of Commissioners and Board of Directors as appropriate to their rights and responsibilities, and provide those recommendations to the Shareholders for approval at the Annual General Meeting of Shareholders (AGMS).

Komite Nominasi bertanggung jawab untuk perencanaan pencalonan serta memberikan masukan tentang calon yang akan diusulkan sebagai anggota Dewan Komisaris, anggota Direksi, dan / atau anggota berbagai Komite lainnya yang berada di bawah pengawasan Komite Nominasi.

The Nomination Committee is responsible for succession planning and for proposing candidates for membership to the Board of Commissioners, Board of Directors, and / or various other Committees that are subject to the Nomination Committee's oversight.

Komite Nominasi dan Remunerasi dipegang secara bersama-sama oleh Dewan Komisaris dan Direksi.

The Nomination and Remuneration Committee is handling by the Board of Commissioners and Board of Directors accordingly.

Anggota Komite Nominasi & Remunerasi diangkat berdasarkan Keputusan Rapat Dewan Komisaris.

Members of the Nomination & Remuneration Committee appointed by Resolution of the Board of Commissioners.

Komite Nominasi dan Remunerasi sekurang-kurangnya terdiri dari 3 (tiga) orang anggota yaitu 1 (satu) orang Komisaris Independen merangkap sebagai Ketua, 1 (satu) orang Komisaris dan 1 (satu) orang pejabat eksekutif pada perseroan yang membawahi Sumber Daya Manusia.

Nomination and Remuneration Committee consists of at least three (3) members, namely 1 (one) Independent Commissioner as the Chairman, 1 (one) Commissioner and one (1) person at the company's executive officer in charge of Human Resources.

Ketentuan terkait Komite Nominasi dan Remunerasi mengacu pada Peraturan Otoritas Jasa Keuangan Nomer 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik. (*The provisions related to Nomination and Remuneration Committee is based on OJK Rule Number 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuer or Public Company*)

PT. PAN BROTHERS Tbk

PIAGAM KOMITE NOMINASI DAN REMUNERASI

(*NOMINATION AND REMUNARATION COMMITTEE CHARTER*)

Piagam Komite Nominasi dan Remunerasi (*Nomination and Remuneration Committee Charter*)

1. Maksud dan Tujuan (*Purpose*)

Komite Nominasi dibentuk untuk memberikan masukan tentang calon yang akan diusulkan sebagai anggota Dewan Komisaris, anggota Direksi, dan / atau anggota berbagai Komite lainnya. yang berada di bawah pengawasan Komite Nominasi.



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Komite Remunerasi dibentuk untuk menyampaikan struktur dan rekomendasi paket remunerasi Dewan Komisaris dan Direksi sesuai dengan hak dan tanggung jawab mereka, dan menyampaikan rekomendasi itu ke Pemegang Saham untuk disahkan dalam Rapat Umum Pemegang Saham Tahunan (RUPST).

The Nomination Committee was set up to provide input on the candidates to be proposed as a member of the Board of Commissioners, members of the Board of Directors, and / or member of various other committees, which is under the oversight of the Nomination Committee. The Remuneration Committee was set up to convey the structure of the remuneration package and the recommendations of the Board of Commissioners and Board of Directors in accordance with their rights and responsibilities, and submit that recommendation to the shareholders for ratification at the General Meeting of Shareholders (AGM).

2. Organisasi (Organization)

Komite Nominasi dan Remunerasi dipegang secara bersama-sama oleh Dewan Komisaris dan Direksi.

The Nomination and Remuneration Committee is handling by the Board of Commissioners and Board of Directors accordingly.

Anggota Komite Nominasi & Remunerasi diangkat berdasarkan Keputusan Rapat Dewan Komisaris.

Members of the Nomination & Remuneration Committee appointed by Resolution of the Board of Commissioners.

Komite Nominasi dan Remunerasi sekurang-kurangnya terdiri dari 3 (tiga) orang anggota yaitu 1 (satu) orang Komisaris Independen merangkap sebagai Ketua, 1 (satu) orang Komisaris dan 1 (satu) orang pejabat eksekutif pada perseroan yang membawahi Sumber Daya Manusia.

Nomination and Remuneration Committee consists of at least three (3) members, namely 1 (one) Independent Commissioner as the Chairman, 1 (one) Commissioner and one (1) person at the company's executive officer in charge of Human Resource.

3. Tugas dan Tanggung Jawab serta Wewenang (Duties and Responsibilities and Authorities)

Tugas dan Tanggung Jawab (Duties and Responsibilities):

Melakukan evaluasi serta menyusun dan memberikan rekomendasi kepada Dewan Komisaris mengenai sistem/kebijakan nominasi dan remunerasi bagi Komisaris, Direksi, dan / atau anggota berbagai Komite lainnya. yang berada di bawah kepengawasan Komite Nominasi.

To evaluate and to develop and provide recommendations to the Board regarding the system / policy nominations and remuneration of the Board of Commissioners, Board of Directors, and / or member of various other committees, which is under the oversight of the Nomination Committee.

Wewenang Komite Nominasi dan Remunerasi (Nomination and Remuneration Committee Authorities):

Berdasarkan surat penugasan tertulis dari Dewan Komisaris, Komite Nominasi dan Remunerasi dapat mengakses catatan atau informasi tentang data karyawan, dana, aset, serta sumber daya lainnya milik perusahaan yang berkaitan dengan pelaksanaan tugasnya.

Based on a written assignment letter from the Board of Commissioners, the Nomination and Remuneration Committee may access the records or information about the data of employees, funds, assets, and other resources owned by the company relating to the performance of its duties.

Untuk melaksanakan tugasnya Komite Nominasi dan Remunerasi dapat bekerjasama dengan Divisi Sumber Daya Manusia dan Divisi lainnya yang terkait.

To carry out the duties of the Nomination and Remuneration Committee to cooperate with the Division of Human Resources and other relevant Division.

Komite Nominasi dan Remunerasi atas persetujuan Dewan Komisaris berhak menunjuk pihak ketiga (orang atau badan usaha) untuk membantu pelaksanaan tugasnya.



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Nomination and Remuneration Committee with the approval of the Board of Commissioners entitled to appoint a third party (person or entity) to help the performance of its duties.

Anggota Komite Nominasi dan Remunerasi wajib menjalankan tugas dengan baik dan menjaga kerahasiaan seluruh dokumen, data dan informasi Perusahaan, baik dari pihak internal maupun pihak eksternal dan hanya digunakan untuk kepentingan pelaksanaan tugas Komite.

Nomination and Remuneration Committee members shall perform their duties well and maintain the confidentiality of all documents, data and company information from both internal and external parties and only used for the benefit of the implementation of the tasks of the Committee.

Komite Nominasi dan Remunerasi dalam menjalankan tugas dan tanggung jawab terkait dengan kebijakan remunerasi wajib memperhatikan sekurang-kurangnya: Kinerja keuangan dan Prestasi kerja individual.

Nomination and Remuneration Committee in carrying out its duties and responsibilities related to the remuneration policy shall take into account at least: the financial performance and the achievement of individual work.

4. Rapat (Meeting) dan Pelaporan (Reporting)

Rapat Komite Nominasi dan Remunerasi diselenggarakan sesuai dengan kebutuhan.

Nomination and Remuneration Committee meeting held in accordance with the needs.

Hasil Rapat Komite Remunerasi dan Nominasi dituangkan dalam suatu risalah rapat yang ditandatangani oleh seluruh anggota Komite dan didokumentasikan dengan baik.

Meeting result of the Nomination and Remuneration Committee contained in minutes of the meeting signed by all members of the Committee and is well documented.

Risalah rapat disampaikan secara tertulis oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris.

Minutes of the meeting submitted in writing by the Remuneration and Nomination Committee to the Board of Commissioners.

5. Masa Tugas Anggota Komite Nominasi dan Remunerasi (Duties Period Nomination and Remuneration Committee Member)

Masa tugas anggota Komite Nominasi dan Remunerasi yang merupakan anggota Dewan Komisaris/ Direksi adalah sama dengan masa penunjukannya sebagai Komisaris/ Direksi yang ditentukan oleh Rapat Umum Pemegang Saham.

Duties period of the Nomination and Remuneration Committee who is a member of the Board of Commissioners/ Directors are the same as the period of his appointment as Commissioner / Directors determined by the General Meeting of Shareholders.

Piagam Komite Remunerasi dan Nominasi akan ditinjau kecukupannya secara periodik dan apabila diperlukan akan diperbaharui atau dilakukan perubahan dengan persetujuan Dewan Komisaris.

Remuneration and Nomination Committee Charter will be reviewed periodically for adequacy and, if necessary, will be renewed or be changed with the approval of the Board of Commissioners.

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Dewan Komisaris dan Direksi (Board of Commissioners and Board of Directors)