

PT GARUDAFOOD PUTRA PUTRI JAYA, Tbk.

PIAGAM KOMITE NOMINASI & REMUNERASI *NOMINATION & REMUNERATION COMMITTEE CHARTER*



PT GARUDAFOOD PUTRA PUTRI JAYA, Tbk.
(GARUDAFOOD GROUP)

PIAGAM KOMITE NOMINASI & REMUNERASI

NOMINATION & REMUNERATION CHARTER

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PT Garudafood Putra Putri Jaya, Tbk.

**Piagam Komite Nominasi &
Remunerasi**

**Nomination & Remuneration
Committee**

1. LATAR BELAKANG DAN PENDAHULUAN

Penerapan prinsip tata kelola perusahaan yang handal atau "Good Corporate Governance" ("GCG") di dalam lingkungan PT.Garuda Food Putra Putri Jaya, Tbk. beserta seluruh anak Perusahaan ("Perseroan") merupakan bagian penting yang tidak terpisahkan dari upaya pencapaian visi dan misi Perseroan. Salah satu bentuk pelaksanaan GCG tersebut adalah dengan merumuskan fungsi dan tugas dari setiap organ perusahaan agar proses kerja dapat dijalankan dan dikelola secara transparan, akuntabel, bertanggung jawab, independen dan wajar.

Sesuai dengan ketentuan pada anggaran dasar Perseroan, Dewan Komisaris bertugas dan bertanggungjawab untuk melakukan (i) pengawasan atas kebijaksanaan pengurusan, jalannya pengurusan pada umumnya, baik mengenai perseroan maupun usaha perseroan; (ii) memberikan nasihat kepada Direksi serta; (iii) meneliti dan menelaah setiap laporan termasuk diantaranya laporan tahunan yang disiapkan oleh Direksi serta menandatangani laporan tersebut sebelum dimintakan persetujuan para pemegang saham melalui Rapat Umum Pemegang Saham. Dengan tujuan agar Perseroan dikelola sesuai dengan prinsip-prinsip GCG yang dilaksanakan secara konsisten dan patuh pada peraturan-perundangan, PT.Garuda Food Putra Putri Jaya, Tbk. perlu membentuk Komite Remunerasi dan Nominasi berdasarkan Surat Keputusan Dewan Komisaris.

2. TUGAS & TANGGUNG JAWAB

Komite Nominasi & Remunerasi memiliki tugas dan tanggung jawab sebagai berikut ;

- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan, besaran, dan struktur atas remunerasi bagi Direksi dan Dewan Komisaris yang akan menjadi bagian dari Laporan Dewan Komisaris untuk kemudian disampaikan dan kemudian

1. BACKGROUND AND INTRODUCTION

In accordance to apply the principles of good corporate governance ("GCG") within the PT.Garuda Food Putra Putri Jaya, Tbk. and its subsidiaries (the "Company") are an integral part of the Company's vision and mission. One form of GCG implementation is to formulate the functions and tasks of each organ of the company so that the work process can be run and managed in a transparent, accountable, responsible, independent and reasonable.

In accordance with the provisions of the Company's articles of association, the Board of Commissioners is responsible and responsible for (i) supervision of management policies, general management of both the company and the company's business; (ii) give advice to the Board of Directors and; (iii) examine and review each report including annual reports prepared by the Board of Directors and sign the report prior to the approval of shareholders through the General Meeting of Shareholders.

With the aim that the Company is managed in accordance with GCG principles that are implemented consistently and in compliance with the regulations, PT.Garuda Food Putra Putri Jaya, Tbk. needs to establish a Remuneration and Nomination Committee based on the Board of Commissioners Decree.

2. ROLES & RESPONSIBILITIES

The Nomination & Remuneration Committee has the following duties and responsibilities;

- a. *Provide recommendations to the Board of Commissioners regarding the policies, magnitudes, and structures of the remuneration for the Board of Directors and Board of Commissioners which shall become part of the Board of Commissioners' Reports*

ditetapkan dalam RUPS.

- b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.
- c. Memberikan rekomendasi kepada Dewan Komisaris mengenai: (i) komposisi jabatan Direksi dan Dewan Komisaris, (ii) kebijakan dan kriteria yang dibutuhkan dalam proses nominasi anggota Direksi dan Dewan Komisaris, dan (iii) kebijakan evaluasi kinerja bagi anggota Direksi dan Dewan Komisaris.
- d. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi.
- e. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan anggota Dewan Komisaris.
- f. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
- g. Melakukan tugas-tugas lain, selain yang disebutkan diatas yang diberikan oleh Dewan Komisaris sesuai dengan fungsi dan tugasnya dari waktu ke waktu sesuai dengan kebutuhan.
- h. Dalam melaksanakan tugasnya, Komite Remunerasi dan Nominasi bertanggung jawab kepada Dewan Komisaris dan wajib bertindak independen dalam melaksanakan tugasnya.

3. STRUKTUR KEANGGOTAAN

Komposisi dan struktur keanggotaan Komite Nominasi dan Remunerasi adalah sebagai berikut;

- a. Anggota Komite Remunerasi dan Nominasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.

for subsequent submission and subsequently stipulated in the RUPS.

- b. Assisting the Board of Commissioners to conduct a performance appraisal with the appropriateness of remuneration received by each member of the Board of Directors and members of the Board of Commissioners.*
- c. Provide recommendations to the Board of Commissioners on: (i) the composition of the Board of Directors and Board of Commissioners, (ii) the policies and criteria required in the nomination process for members of the Board of Directors and Board of Commissioners; and (iii) performance evaluation policies for members of the Board of Directors and Board of Commissioners.*
- d. Assist the Board of Commissioners to evaluate the performance of members of the Board of Directors and Board of Commissioners based on the benchmarks that have been prepared as evaluation materials.*
- e. Providing recommendations to the Board of Commissioners regarding the capacity building program for members of the Board of Directors and members of the Board of Commissioners.*
- f. Provide proposals of eligible candidates 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.*
- g. Perform other duties, other than those mentioned above which are given by the Board of Commissioners in accordance with their functions and duties from time to time as required.*
- h. In performing its duties, the Remuneration and Nomination Committee is responsible to the Board of Commissioners and shall act independently in carrying out its duties.*

3. MEMBERSHIP STRUCTURE

The composition and structure of membership of the Nomination and Remuneration Committee are as follows;

- a. *Members of the Remuneration and Nomination Committee are appointed and dismissed based on the decision of the Board of Commissioners' meeting.*

- b. Anggota Komite Remunerasi dan Nominasi paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan: (i) 1 (satu) orang di antara anggota merangkap sebagai ketua, yang merupakan Komisaris Independen; dan (ii) anggota lainnya dapat berasal dari anggota Dewan Komisaris, pihak luar yang berasal dari luar Perseroan, atau pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia;
- c. Anggota Direksi tidak dapat menjadi anggota Komite Remunerasi dan Nominasi;
- d. Anggota Komite Remunerasi dan Nominasi yang berasal dari luar Perseroan tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan, atau bukan merupakan pihak yang terafiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama dari Perseroan, dan wajib memiliki pengalaman terkait Nominasi dan/atau Remunerasi;
- e. Anggota Komite Remunerasi dan Nominasi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari sebelum tanggal pengunduran dirinya. Dalam waktu paling lambat 60 (enam puluh) hari sejak anggota Komite Remunerasi dan Nominasi dimaksud tidak dapat lagi melaksanakan fungsinya, Dewan Komisaris akan mengangkat seseorang untuk menggantikannya melalui Keputusan Dewan Komisaris; dan
- f. Anggota Komite Remunerasi dan Nominasi tidak diperkenankan memiliki kepentingan pribadi yang dapat menimbulkan benturan kepentingan terhadap Perseroan, dan bersedia untuk menyediakan waktu yang cukup untuk menyelesaikan tugasnya.

4. TATA CARA & PROSEDUR KERJA

Komite Remunerasi dan Nominasi wajib memberikan rekomendasi kepada Dewan Komisaris dan menjalankan prosedur kerja sebagai berikut:

- a. Menyusun komposisi jabatan dan proses nominasi bagi anggota Direksi dan Dewan Komisaris.
- b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi dan

- b. *The members of the Remuneration and Nomination Committee shall at least consist of 3 (three) members, provided that: (i) 1 (one) person is a member of the Board of Directors, who is an Independent Commissioner; and (ii) other members may come from members of the Board of Commissioners, outsiders from outside the Company, or those who hold managerial positions under the Board of Directors in charge of human resources;*
- c. *Members of the Board of Directors may not be members of the Remuneration and Nomination Committee;*
- d. *Members of the Remuneration and Nomination Committee from outside the Company shall not be concurrently members of other committees owned by the Company, nor a party affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, or major shareholders of the Company, and shall have Nominated and / or Remuneration;*
- e. *Members of the Remuneration and Nomination Committee shall be entitled to withdraw from their positions by notifying in writing to the Company at least 30 (thirty) days prior to the date of his resignation. Within no later than 60 (sixty) days since the member of the Remuneration and Nomination Committee can no longer perform its functions, the Board of Commissioners shall appoint someone to replace it through the Board of Commissioners' Decree; and*
- f. *Members of the Remuneration and Nomination Committee are not allowed to have a personal interest that may cause a conflict of interest to the Company, and are willing to provide sufficient time to complete its task.*

4. WORKING PROCEDURES

The Remuneration and Nomination Committee shall provide recommendations to the Board of Commissioners and perform the following work procedures:

- a. *Formulate the composition of positions and nomination process for members of the Board of Directors and Board of Commissioners.*
- b. *Establish the policies and criteria required in the Nomination process and the evaluation*

proses evaluasi atas kinerja anggota Direksi dan Dewan Komisaris.

- c. Membantu Dewan Komisaris untuk melakukan evaluasi atas kinerja anggota Direksi dan Dewan Komisaris sehingga mendapat masukan dan merancang pengembangan atas kompetensi anggota Direksi dan Dewan Komisaris maupun dalam mempersiapkan suksesi anggota Direksi dan Dewan Komisaris.
- d. Mengajukan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris Perseroan.
- e. Perseroan dapat memberikan kesempatan kepada pemegang saham untuk berpartisipasi dalam mengusulkan kriteria calon Direksi dan Dewan Komisaris.
- f. Menyusun struktur remunerasi bagi anggota Direksi dan Dewan Komisaris.
- g. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan Dewan Komisaris.
- h. Menyusun besaran atas remunerasi bagi Direksi dan Dewan Komisaris.
- i. Struktur remunerasi dapat berupa gaji, honorarium, insentif, dan tunjangan yang bersifat tetap dan variabel.
- j. Dalam penyusunan kebijakan, besaran, dan struktur remunerasi sebagaimana dimaksud diatas harus memperhatikan: (i) remunerasi yang berlaku pada industri Perseroan atau bidang usaha yang sejenis; (ii) tugas, tanggung jawab dan wewenang anggota Direksi dan Dewan Komisaris dikaitkan pencapaian tujuan dan kinerja Perseroan; (iii) target, kinerja masing-masing anggota Direksi dan Dewan Komisaris; dan (iv) keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.
- k. Kebijakan, besaran, dan struktur remunerasi akan dievaluasi oleh Komite Remunerasi dan Nominasi paling kurang sekali dalam setahun.

process for the performance of members of the Board of Directors and Board of Commissioners.

- c. *Assisting the Board of Commissioners to evaluate the performance of members of the Board of Directors and Board of Commissioners to gain insight into and design the development of the competencies of members of the Board of Directors and Board of Commissioners and in preparing for the succession of members of the Board of Directors and Board of Commissioners.*
- d. *Submit a proposal of eligible candidates as members of the Board of Directors and / or members of the Board of Commissioners of the Company.*
- e. *The Company may give shareholders the opportunity to participate in proposing the criteria for candidates for the Board of Directors and Board of Commissioners.*
- f. *Prepare a remuneration structure for members of the Board of Directors and Board of Commissioners.*
- g. *Prepare a policy on remuneration for members of the Board of Directors and Board of Commissioners.*
- h. *Arrange the amount of the remuneration for the Board of Directors and Board of Commissioners.*
- i. *The structure of remuneration can be a fixed and variable salary, honorarium, incentive, and allowance.*
- j. *In the preparation of the remuneration policies, magnitudes, and structures referred to above shall take into account: (i) remuneration applicable to the Company's industry or similar business field; (ii) the duties, responsibilities and authorities of members of the Board of Directors and Board of Commissioners in relation to the achievement of the Company's objectives and performance; (iii) target, performance of each member of the Board of Directors and Board of Commissioners; and (iv) the balance of benefits between fixed and variable.*
- k. *The remuneration policies, magnitudes, and structures will be evaluated by the Remuneration and Nomination Committee at least once a year.*

5. KEBIJAKAN PENYELENGGARAAN RAPAT

- a. Rapat Komite Remunerasi dan Nominasi diselenggarakan secara berkala paling kurang sekali dalam 4 (empat) bulan.
- b. Rapat dipimpin oleh Ketua Komite Remunerasi dan Nominasi.
- c. Rapat hanya dapat diselenggarakan dalam hal dihadiri mayoritas dari jumlah anggota komite dan salah satu dari mayoritas anggota tersebut merupakan Ketua Komite Nominasi dan Remunerasi.
- d. Rapat dapat diadakan baik dengan kehadiran secara fisik maupun non fisik. Rapat yang dihadiri secara non fisik dilakukan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya yang memungkinkan semua peserta rapat saling berbicara dan mendengar secara langsung serta berpartisipasi dalam rapat.
- e. Keputusan Rapat diambil berdasarkan musyawarah mufakat. Dalam hal keputusan musyawarah mufakat tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- f. Hasil Rapat wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik. Risalah Rapat tersebut wajib disampaikan secara tertulis kepada Dewan Komisaris.
- g. Perbedaan pendapat (*dissenting opinions*) dalam pengambilan keputusan Rapat wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
- h. Komite Remunerasi dan Nominasi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat, dengan ketentuan semua anggota komite telah diberitahu secara tertulis dan semua anggota komite memberikan persetujuan mengenai usul yang diajukan secara tertulis dengan menandatangani suatu persetujuan sirkular. Keputusan yang diambil dengan cara yang demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat.

6. SISTEM PELAPORAN KEGIATAN

Ketua Komite Remunerasi dan Nominasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi kepada Dewan Komisaris. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam Laporan Tahunan. Pengungkapan dalam Laporan Tahunan Perseroan paling

5. MEETING POLICY

- a. *The Remuneration and Nomination Committee meetings are held periodically at least once every 4 (four) months.*
- b. *The meeting was chaired by the Chairman of the Remuneration and Nomination Committee.*
- c. *Meetings can only be held in the presence of a majority of the number of committee members and one of the majority members is the Chair of the Nomination and Remuneration Committee.*
- d. *Meetings can be held either with a physical or non-physical presence. Meetings attended non-physically conducted through teleconference media, video conferences, or other electronic media means that allow all meeting participants to talk to each other and hear directly and participate in the meeting.*
- e. *The decision of the Meeting is based on consensus deliberation. In the case of consensus decision not reached, then decision-making is done by majority vote.*
- f. *Meeting results shall be set forth in minutes of meetings and properly documented. The minutes of the Meeting shall be submitted in writing to the Board of Commissioners.*
- g. *The dissenting opinions in the Meeting's decision shall be contained in the minutes of the meeting and the reasons for the dissent.*
- h. *The Remuneration and Nomination Committee may also take a lawful decision without holding a Meeting, provided that all members of the committee have been notified in writing and all members of the committee give consent to the proposal submitted in writing by signing a circular agreement. Decisions taken in such a manner shall have the same power as the decisions taken with law in the Meeting.*

6. REPORTING SYSTEM ACTIVITIES

The Chairman of the Remuneration and Nomination Committee shall report on the execution of duties, responsibilities, and nomination and remuneration procedures to the Board of Commissioners. The Company shall disclose the execution of functions related to nomination and remuneration in the Annual Report. Disclosure in the Annual Report of the

kurang memuat:

- a. Pernyataan bahwa Perseroan telah memiliki pedoman kerja Komite Remunerasi dan Nominasi dan
- b. Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Remunerasi dan Nominasi.

7. MASA JABATAN

Masa jabatan anggota Komite Remunerasi dan Nominasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan dan para anggota dapat diangkat kembali.

8. PEMBERLAKUAN

Piagam Komite Nominasi & Remunerasi ini mulai berlaku sejak tanggal ditetapkan dan secara berkala akan dievaluasi untuk disesuaikan dengan perkembangan peraturan yang berlaku.

Company at least contains:

- a. *A statement that the Company already has the working guidelines of the Remuneration and Nomination Committee and*
- b. *A brief description of the duties and responsibilities of the Remuneration and Nomination Committee.*

7. TERM OF OFFICE

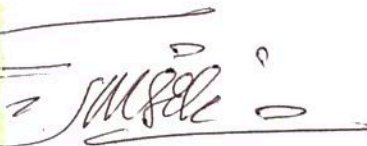
The term of the Remuneration and Nomination Committee members shall not be longer than the term of the Board of Commissioners as stipulated in the Company's Articles of Association and the members may be re-appointed.

8. ENFORCEMENT

The Charter of the Nomination & Remuneration Committee shall come into force as from the date of stipulation and shall periodically be evaluated to conform with the development of applicable regulations

Ditetapkan di/Declared in : Jakarta
Pada tanggal/Date : 2 Juli 2018

PT GARUDAFOOD PUTRA PUTRI JAYA, Tbk
Dewan Komisaris/Board of Commissioner



Nama/Name : Sudhamek Agoeng Waspodo S.
Jabatan/Position : Komisaris Utama / President
Commissioner

Nama/Name : Dorodjatun Kuntjoro Jakti.
Jabatan/Position : Komisaris Independen /
Independent Commissioner



Nama/Name : Hartono Atmadja
Jabatan/Position : Komisaris/Commissioner