Unofficial Translation

GUIDELINES AND RULES OF PROCEDURE
OF THE REMUNERATION AND NOMINATION COMMITTEE
PT BANK TABUNGAN NEGARA (PERSERO) TBK

PART I

GENERAL PROVISIONS

Article 1

DEFINITIONS

In these regulations, the following terms shall have the following meanings:

(1) **Bank** means PT Bank Tabungan Negara (Persero) Tbk.

(2) **State-Owned Enterprise**, hereinafter referred to as "SOE", means a business entity whose entire or majority capital is owned by the State through direct participation originating from separated state assets.

(3) **Board of Commissioners** means the Organ of the Bank tasked with carrying out general and/or specific supervision in accordance with the Articles of Association and providing advice to the Board of Directors in the management of the Bank.

(4) **Independent Commissioner** means a member of the Board of Commissioners who has no financial, management, share

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ownership, and/or family relationship with other members of the Board of Commissioners, the Board of Directors, and/or the controlling shareholder or relationship with the Bank, which may affect his/her ability to act independently.

(5) **Commissioner** means a member of the Board of Commissioners who is not an Independent Commissioner.

(6) **Board of Directors** means the Organ of the Bank fully responsible for the management of the Bank for the interests and purposes of the Bank and representing the Bank both inside and outside the court in accordance with the provisions of the Articles of Association.

(7) **Sharia Supervisory Board**, hereinafter abbreviated as "DPS", means the board tasked with providing advice and recommendations to the Board of Directors and supervising the activities of the Sharia Business Unit ("UUS") to ensure compliance with Sharia principles.

(8) **Supporting Organs of the Board of Commissioners** means the bodies or organs established by the Board of Commissioners to assist in facilitating the supervisory duties carried out by the Board of Commissioners, consisting of the Board of Commissioners Secretariat, the Audit Committee, the Risk Monitoring Committee, and the Remuneration and Nomination Committee; or other committees if necessary.

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(9) **Remuneration and Nomination Committee,** hereinafter referred to as the Committee, means a Supporting Organ established by and accountable to the Board of Commissioners, tasked with assisting the Board of Commissioners in carrying out its duties. The Remuneration and Nomination Committee constitutes one of the Supporting Organs of the Board of Commissioners, working jointly with the Human Resources Work Unit as an apparatus owned by the Board of Directors for the appreciation of human resources and the preparation of future leaders who provide exemplary examples and close attention to the implementation of good corporate governance, including remuneration policies and amounts.

(10) Guidelines and Rules of Procedure of the Committee means working guidelines containing a set of rights, obligations, and rules of procedure established by the Board of Commissioners as guidelines for the Committee in assisting the Board of Commissioners in carrying out its duties and functions so that the Committee may work more optimally, thereby improving the implementation of human resources management, the implementation of the prudential banking principle, and Corporate Governance (good corporate governance). The Guidelines and Rules of Procedure of the Committee are also known as the committee charter.

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(11) **Independent Party** means a party outside the Bank that has no financial, management, share ownership, and/or family relationship with the Board of Commissioners, the Board of Directors, and/or the controlling shareholder or relationship with the Bank, which may affect its ability to act independently.

(12) **Executive Officer** means an officer who is directly responsible to the Board of Directors or has a significant influence on the policies and operations of the Bank, including the Head of Division, Head of Regional Office, Head of Branch Office, Head of Functional Office whose position is at least equivalent to that of Head of Branch Office, Head of Human Resources Work Unit, Head of Compliance Work Unit, and Head of Internal Audit Work Unit, and/or other equivalent officers.

(13) **Board of Commissioners Secretariat** means a functional unit established by the Board of Commissioners headed by a Secretary of the Board of Commissioners and assisted by Staff of the Board of Commissioners Secretariat in carrying out its duties.

(14) **Corporate Governance** means corporate governance based on a balance of authority so that abuse of authority cannot occur and checks and balances exist in the operations of the Bank by applying the principles of transparency,

accountability, responsibility, independency, and fairness.

(15) **Code of Ethics** means a set of unwritten norms or values believed by a particular group of society to constitute a standard of conduct of such group based on laws and regulations and business ethics.

(16) **Conflict of Interest** means the occurrence of a conflict between the economic interests of the Bank and the personal economic interests of the owners, members of the Board of Commissioners, members of the Board of Directors, Executive Officers, Employees, and/or parties affiliated with the Bank.

Article 2

PURPOSE OF ESTABLISHMENT OF THE COMMITTEE

(1) To assist and strengthen the function of the Board of Commissioners in carrying out its supervisory function, providing advice, determining the selection criteria for prospective members of the Board of Commissioners, members of the Board of Directors, and members of the Sharia Supervisory Board, as well as proposing the remuneration system and amount thereof.

(2) To assist the Board of Commissioners in carrying out the duties and functions of preparing selection criteria and nomination procedures for members of the Board of Commissioners, members of the Board of Directors, and

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members of the Sharia Supervisory Board, as well as providing recommendations concerning the composition and nomination process for members of the Board of Commissioners, members of the Board of Directors, and members of the Sharia Supervisory Board.

(3) To assist the Board of Commissioners in carrying out the duties and functions of preparing a performance assessment system and mechanism for members of the Board of Commissioners, members of the Board of Directors, and members of the Sharia Supervisory Board.

PART II

DUTIES, RESPONSIBILITIES, AND AUTHORITIES OF THE COMMITTEE

Article 3

DUTIES OF THE COMMITTEE

The Committee shall have duties relating to remuneration and nomination as follows:

(1) Duties of the Committee relating to Remuneration:

a. Provide recommendations to the Board of Commissioners regarding:

i. remuneration structure;

ii. remuneration policy; and

iii. amount of remuneration.

b. Assist the Board of Commissioners in conducting performance assessments with regard to the suitability of the Remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners.

c. In carrying out the remuneration function, the Committee shall be required to carry out the following procedures:
   i. prepare the structure, policy, and amount of remuneration for members of the Board of Directors and/or members of the Board of Commissioners; and
   ii. prepare the structure, policy, and amount of remuneration for members of the Sharia Supervisory Board (DPS).
d. The remuneration structure as referred to in letter c may be in the form of:
   i. Salary;
   ii. Honorarium;
   iii. Incentives; and/or
   iv. Fixed and/or variable allowances.
e. The preparation of the structure, policy, and amount of Remuneration as referred to in letter c shall take into account:
   i. remuneration applicable in the industry in accordance with the Bank's business activities and the Bank's business scale within its industry;

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ii. the duties, responsibilities, and authorities of members of the Board of Directors and/or members of the Board of Commissioners in relation to the achievement of the Bank's objectives and performance;

iii. the performance targets or performance of each member of the Board of Directors and/or member of the Board of Commissioners; and

iv. the balance between fixed and variable allowances.

f. Conduct an evaluation of the remuneration policy based on performance, risk, fairness with the peer group, targets, and the Bank's long-term strategy, fulfilment of reserves as stipulated in laws and regulations, and the potential income of the Bank in the future.

g. Submit the results of the evaluation and recommendations to the Board of Commissioners regarding:

i. the Remuneration policy for the Board of Directors, Board of Commissioners, and DPS to be submitted to the General Meeting of Shareholders; and

ii. the Remuneration policy for Employees as a whole to be submitted to the Board of Directors.

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h. Ensure that the Remuneration policy is in accordance with the provisions of laws and regulations.

i. Conduct periodic evaluations at least 1 (one) time in 1 (one) year of the structure, policy, and amount of Remuneration.

j. Prepare and evaluate the payroll system and provision of allowances to members of the Board of Commissioners, members of the Sharia Supervisory Board, and members of the Board of Directors and provide recommendations regarding:

   i. assessment of such system;

   ii. options provided, including options over shares;

   iii. Pension System, Old-Age Benefits; and

   iv. compensation system and other benefits in the event of employee reduction.

k. Carry out other duties of the Board of Commissioners in accordance with the field of remuneration duties.

(2) Duties of the Committee relating to Nomination:

a. Provide recommendations to the Board of Commissioners regarding:

   i. nomination of prospective members of the Board of Directors with reference to the Company's strategy;

   ii. composition of positions of members of the Board of Directors and/or members of the Board

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of Commissioners and members of the Sharia Supervisory Board;

iii. policies and criteria required in the Nomination process;

iv. performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners and members of the Sharia Supervisory Board; and

v. proposal for the appointment and/or replacement of members of the Sharia Supervisory Board to the GMS.

b. Assist the Board of Commissioners in conducting performance assessments of members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board based on benchmarks that have been prepared as evaluation materials.

c. Provide recommendations to the Board of Commissioners regarding programmes for developing the capabilities of members of the Board of Directors and/or members of the Board of Commissioners.

d. Provide recommendations for proposals of candidates who meet the requirements as members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board to the Board of Commissioners for submission to the GMS.

e. In carrying out the Nomination function as referred to in letters b and d, the Committee shall carry out the following procedures:

   i. preparing the composition and nomination process for members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board;

   ii. preparing the policies and criteria required in the nomination process for prospective members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board;

   iii. assisting in the implementation of performance evaluations of members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board;

   iv. preparing competency development programmes for members of the Board of Directors and/or members of the Board of Commissioners; and

   v. reviewing and proposing recommendations for candidates who meet the requirements to become members of the Board of Directors, members of the Board of Commissioners, and members of the

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Sharia Supervisory Board to the Board of Commissioners for submission to the GMS.

f. Providing recommendations on the criteria and procedures for the selection, composition of positions, appointment, and/or replacement of members of the Board of Directors, members of the Board of Commissioners, and members of the Sharia Supervisory Board.

g. Preparing the system and mechanism for performance evaluation of the Board of Commissioners, Board of Directors, and Sharia Supervisory Board.

h. Monitoring and analysing the criteria and procedures for the nomination of other Executive Officers up to 1 (one) level below the Board of Directors, hereinafter referred to as BOD-1.

i. Conducting familiarization with and monitoring the profiles of the Board of Commissioners, Board of Directors, and Executive Officers, particularly those who have been or will be included in the nominated talent pool, through[1]:

   i. Research through the internet and/or print media, including monitoring of social media;

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[1] Regulation of Financial Services Authority Number 08 of 2023 dated 14 June 2023 concerning the Implementation of Programs for Anti-Money Laundering, Countering the Financing of Terrorism, and Countering the Financing of Proliferation of Weapons of Mass Destruction in the Financial Services Sector.

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ii. Verifying the Report on the Assets of State Officials (*Laporan Harta Kekayaan Pejabat Negara*/LHKPN);

iii. Ensuring that the Board of Commissioners, Board of Directors, and Executive Officers as referred to above do not have non-performing or problematic loans or have been declared bankrupt;

iv. Ensuring that the Board of Commissioners, Board of Directors, and Executive Officers as referred to above are not involved in activities/actions prohibited under the prevailing laws and regulations.

j. Conducting early detection of abuse of authority through reporting on the detection of crimes/abuse of authority through the Whistleblowing System (WBS) reporting mechanism involving the Board of Commissioners, Board of Directors, and Executive Officers as referred to in letter i above.

k. Providing a report on the results of the familiarization with and monitoring of the profiles of the Board of Commissioners, Board of Directors, and Executive Officers as referred to in letter i above to the President Commissioner.

l. Providing recommendations to the Board of Commissioners regarding Independent Parties to

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become members of the Audit Committee as referred to in the Regulation of Financial Services Authority Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks, Article 64 paragraph (1) letter b, as well as members of the Risk Monitoring Committee as referred to in Article 65 paragraph (1) letters b and c.

m. Conducting a review of the management system of the Human Resources Work Unit and human resources development policies, commencing from recruitment, assessment, competency enhancement, evaluation, promotion, demotion, termination, succession, selection, and others.

n. Carrying out other duties assigned by the Board of Commissioners in relation to the Nomination function in accordance with the provisions of laws and regulations and in alignment with the Shareholders' Aspirations.

o. Committee members shall sign an integrity pact constituting a statement and commitment to comply with all provisions of laws and regulations and the principles of good corporate governance (Good Corporate Governance).

Article 4

RESPONSIBILITIES

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In carrying out its duties, the Committee is responsible to the Board of Commissioners as follows:

(1) The Committee shall submit reports to the Board of Commissioners regarding the execution of its duties, accompanied by recommendations, where necessary[2], for any matters identified as requiring the Board of Commissioners' attention concerning remuneration and nomination policies for the Board of Commissioners, the Board of Directors, the Sharia Supervisory Board, Executive Officers, and Employees as a whole, taking into account at a minimum:

   a. Financial performance and the fulfillment of reserves as stipulated in applicable laws and regulations;
   b. Performance achievements and individual assessment results;
   c. Reasonableness relative to the peer group;
   d. Consideration of the Bank's long-term objectives and strategies; and
   e. Criteria and procedures as stipulated by law.

(2) The Committee shall prepare quarterly and annual reports for the Board of Commissioners and submit them to the Board of Commissioners as part of the Committee's responsibility to the Board;

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[2] Article 155 paragraph (1) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises

(3) The Committee reports referred to in paragraphs (1) and (3) shall be signed by the Chairperson and members of the Committee; and

(4) Reporting is restricted to the Board of Commissioners, and the Committee may not issue reports to parties outside the Company without the knowledge or consent of the Board of Commissioners.

Article 5

AUTHORITY

The Committee is authorized by the Board of Commissioners to:

(1) Review, examine, analyze, and provide opinions and recommendations within the scope of its duties.

(2) Request the Bank to conduct surveys and/or benchmarking studies in accordance with the Committee's needs.

(3) Request, seek, and obtain necessary information from internal and external parties of the Bank.

(4) Seek and obtain various information, including necessary documents, from:

a. Bank BTN (including Bank employees); and/or

b. Other interested parties.

(5) Obtain input and/or suggestions from parties outside the Bank regarding its duties.

(6) Communicate directly with parties related to the Committee's duties.

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PART III

STRUCTURE AND MEMBERSHIP

Article 6

COMPOSITION AND STRUCTURE

1. Membership Composition[3] of the Remuneration and Nomination Committee shall consist of at least:
   a. 1 (one) Independent Commissioner;
   b. 1 (one) Commissioner;
   c. 1 (one) person from outside the Issuer or Public Company concerned[4]; and
   d. 1 (one) Executive Officer in charge of human resources functions or 1 (one) employee representative.
2. If the Bank does not have a Commissioner[5], the Membership of the Remuneration and Nomination Committee, as referred to in Article 6 paragraph (1), must consist of at least:
   a. 2 (two) Independent Commissioners; and
   b. 1 (one) Executive Officer in charge of human resources functions or 1 (one) employee representative of the Bank.

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[3] Article 66 paragraph (1) of Regulation of the Financial Services Authority of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

[4] Article 3 paragraph (1) of the Financial Services Authority Regulation of the Republic of Indonesia Number 34/POJK.04/2014 dated 8 December 2014 concerning the Nomination and Remuneration Committee.

[5] Article 66 paragraph (2) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

3. For Banks conducting Sharia-compliant business activities and banks conducting conventional business activities that have UUS, then 1 (one) member of the Sharia Supervisory Board may serve as a member of the Remuneration and Nomination Committee.[6]
4. The Remuneration and Nomination Committee is chaired by an Independent Commissioner who also serves as a member.
5. If the Remuneration and Nomination Committee has more than 3 (three) members, the number of Independent Commissioners must be at least 2 (two).
6. If necessary, the Remuneration and Nomination Committee may appoint members from independent external parties.
7. The Chair and members of the Remuneration and Nomination or Nomenclature Committee are appointed and dismissed by the Board of Commissioners.[7]
8. Members of the Remuneration and Nomination Committee are appointed by the Board of Directors based on a decision of a Board of Commissioners meeting.[8]
9. Executive officers or employee representatives who are members of the Remuneration Committee must have knowledge of the Bank's remuneration system and the Bank's nomination system and succession plan.

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[6] Article 66 paragraph (3) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.
[7] Article 138 paragraph (2) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises
[8] Article 63 paragraph (5) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

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Article 7

MEMBERSHIP REQUIREMENTS

The requirements for Committee Membership are as follows:

(1) Possess high integrity, good character and morals, as well as adequate ability, knowledge, and experience commensurate with their educational background, and possess good communication skills.

(2) Committee members must carry out their duties, responsibilities, and authority with integrity, independence, and competence, while upholding their reputation.[9]

(3) Not having personal interests or affiliations that could result in negative impacts or conflicts of interest regarding BTN.

(4) Not having an affiliation—up to the third degree of kinship, whether in the direct line or collateral line—with members of the Board of Commissioners, members of the Board of Directors of BTN, or Major Shareholders of BTN.[10]

(5) Being capable of acting independently—meaning the ability to perform duties comprehensively without conflicts of interest or influence/pressure from any party that is

[9] Article 74 paragraph (2) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.
[10] Article 159 paragraph (3) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

inconsistent with applicable laws and regulations and sound corporate principles.

(6) Not owning BTN shares, either directly or indirectly.

(7) Not having business relationships, either directly or indirectly, with BTN.

(8) Not being a member of the Board of Directors or an employee of BTN, except as stipulated in Article 6 paragraphs (1) and (2).

(9) Comply with the Code of Ethics established by the Bank.

(10) Being capable of cooperating and communicating effectively.

(11) Possess sufficient knowledge to read and understand financial statements, the Bank's business activities, human resource management, and laws and regulations concerning the Capital Market, banking, and other relevant legal provisions.

(12) Understand the concept of human resource management comprehensively and possess knowledge regarding the Bank's remuneration and/or nomination system provisions and succession plan.

(13) Committee members originating from Independent Parties are not permitted to concurrently hold positions as:

a. Member of the Board of Commissioners/Supervisory Board and member of the Board of Directors of BTN or an SOE/other company;

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b. Secretary/Secretariat Staff to the Board of Commissioners/Supervisory Board of an SOE or other company;

c. Member of another committee at BTN; and/or

d. Member of a committee at an SOE or other company.

(14) Committee members must possess commitment and adequate knowledge regarding the SOE's business sector, and be able to dedicate sufficient time and effort to fulfill their duties and responsibilities.

(15) If a committee member originates from a specific institution, that institution may not provide services to BTN.[11]

Article 8

TERM OF OFFICE

(1) The term of office of a Committee member who is also a member of the Board of Commissioners shall automatically terminate upon the expiration of their term as a member of the Board of Commissioners.[12]

(2) The term of office for a Committee member who is not a member of the Board of Commissioners shall be a maximum of 3 (three) years and may be extended once for a period of 2 (two) years, without prejudice to the right of the

[11] Article 159 paragraph (1) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

[12] Article 138 paragraph (6) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

Board of Commissioners to dismiss the relevant Committee member at any time.[13]

(3) In the event that a member of the Board of Commissioners serving as the Committee Chair ceases to be a member of the Board of Commissioners, the Committee Chair must be replaced by another member of the Board of Commissioners within a maximum period of 30 (thirty) days.[14]

(4) The replacement of a Nomination and Remuneration Committee member who is not from the Board of Commissioners shall be carried out no later than 60 (sixty) days after the said member is no longer able to perform their functions.[15]

PART IV

WORKING MECHANISMS AND RELATIONSHIPS

Article 9

WORKING MECHANISMS

The working mechanisms of the Committee are as follows:

(1) The Committee operates collectively in carrying out its duties to assist the Board of Commissioners.

[13] Article 141 of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

[14] Article 138 paragraph (7) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

[15] Article 4 paragraph (6) of the Financial Services Authority Regulation Number 34/POJK.04/2014 dated 8 December 2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.

(2) The Committee acts independently in the execution of its duties and responsibilities.

(3) Committee members must allocate sufficient time to optimally fulfill their duties and responsibilities in accordance with the Bank's working days.

(4) Committee members must possess integrity, good character, and high moral standards, and must comply with the code of ethics applicable at the Bank.

(5) Committee members must carry out their duties, responsibilities, and authority with integrity, independence, and competence, while upholding the Bank's reputation.[16]

(6) Committee members must maintain the confidentiality of all information, documents, reports, and matters related to the execution of the Committee's duties—whether obtained from internal or external sources—and ensure such information is used solely for the purpose of performing their duties.

(7) Committee members must be objective, honest, and transparent in carrying out their duties and responsibilities.

(8) No Committee member shall derive personal gain—whether directly or indirectly—from the Bank's activities, other

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[16] Article 74 paragraph (2) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

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(9) In the event of a conflict of interest between the Bank and a Committee member, said member is prohibited from taking actions that could harm the Bank or diminish its profits and is required to disclose the conflict of interest in connection with any decision-making. Such disclosure must be recorded in the meeting minutes, which shall include, at a minimum, the name of the party with the conflict of interest, the nature of the conflict, and the basis for the decision taken.

Article 10

WORKING RELATIONSHIPS

In carrying out its duties, responsibilities, and authority, the Committee maintains the following working relationships:

(1) The Committee is positioned under the coordination of the Board of Commissioners and is structurally accountable to the Board of Commissioners.

(2) Communicates with the Board of Directors, Executive Officers, the Human Resources Work Unit, and/or relevant Bank units to obtain necessary information, clarifications, documents, and/or reports.

(3) Coordinates with the Supporting Organs of the Board of Commissioners.

Article 11

SUPPORTING PERSONNEL

Subject to the approval of the Board of Commissioners and at the Bank's expense, the Committee may invite external parties (professionals) or appoint third parties to support the execution of the Committee's duties.

PART V

WORK PLANNING AND IMPLEMENTATION

Article 12

WORK PLAN AND BUDGETING

(1) Prior to the current financial year, the Committee must prepare and submit an annual work plan and budget to the Board of Commissioners/Supervisory Board for approval.[17]

(2) A copy of the Committee's work plan and budget as referred to in paragraph (1) shall be submitted by the Board of Commissioners/Supervisory Board to the Board of Directors for their information.

(3) The implementation of the Committee's annual work plan and budget shall be reported to the Board of Commissioners/Supervisory Board.

[17] Article 153 paragraph (1) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

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Article 13

COMMITTEE MEETINGS

(1) Meetings shall be held at a frequency at least equal to the minimum requirement for Board of Commissioners meetings stipulated in the Bank's Articles of Association.

(2) Meetings of the Remuneration and Nomination Committee shall be convened if attended by a majority of the committee members, including the presence of[18]:

a. 1 (one) Independent Commissioner; and

b. 1 (one) Executive Officer overseeing the human resources function or 1 (one) representative of the Bank's employees.

(3) In the event that the members of the Remuneration and Nomination Committee do not meet the minimum requirements as referred to in Article 6 paragraphs (1), (2), and (3), recommendations made by the committee performing the nomination function shall be[19]:

a. acceptable, provided that the membership of the remuneration and nomination committee includes at least 1 (one) Independent Commissioner or 1 (one) Commissioner; or

[18] Article 77 paragraph (4) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.
[19] Article 77 paragraph (5) of the Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

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b. exempted, in the event of a vacancy among the members of the Board of Commissioners.

(4) In the event that a member of the Board of Commissioners cannot attend the meeting in person, they may attend using:

a. A Power of Attorney;

b. Teleconferencing technology;

c. Other methods permitted under applicable procedures and statutory regulations.

(5) The meeting shall be chaired by the Committee Chairperson or a member designated by the members present, should the Committee Chairperson be unable to attend.

(6) Committee meeting decisions shall primarily be reached through deliberation to achieve consensus.[20]

(7) In the event that consensus as referred to in paragraph (5) is not reached, the decision shall be made based on a majority vote.

(8) The results of the Committee meeting shall be recorded in meeting minutes signed by all Committee members present, properly documented, and submitted to the Board of Commissioners. The meeting results shall include the time and venue of the meeting, the meeting agenda, attendees, topics discussed, dissenting opinions (if any), and meeting decisions.

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[20] Article 78 paragraph (1) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

(9) Any dissenting opinions arising during the Committee meeting must be clearly stated in the meeting minutes, along with the reasons for such dissent.[21]

(10) The Committee may hold special meetings or sessions if necessary.

(11) Committee meetings may invite Management or Other Parties to serve as resource persons.

(12) Committee meetings shall be convened based on an invitation and an agenda agreed upon prior to the meeting; the meeting results must be recorded in minutes, the original copy of which shall be retained by the Committee, while copies shall be submitted to the Secretary of the Board of Commissioners and—if necessary—distributed to invitees who did not attend the meeting.

Article 14

REPORTS

(1) The Committee shall submit reports to the Board of Commissioners regarding the performance of its duties, accompanied by recommendations, where necessary[22], for any issues identified as requiring the Board of Commissioners' attention.

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[21] Article 78 paragraph (4) of the Financial Services Authority Regulation of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

[22] Article 155 paragraph (1) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

(2) The Committee shall prepare quarterly and annual reports for the Board of Commissioners.[23]

(3) The Committee reports referred to in paragraphs (1) and (2) shall be signed by the Chairperson and members of the Committee.[24]

(4) Reporting shall be restricted and intended solely for the Board of Commissioners.

Article 15

PERFORMANCE EVALUATION

(1) The performance evaluation of the Committee shall be conducted objectively by the Board of Commissioners on an annual basis.

(2) The performance evaluation referred to in paragraph (1) shall be conducted using methods[25] established by the Board of Commissioners, based on benchmarks or assessment criteria that are specific, measurable, achievable, and relevant.

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23 Article 155 paragraph (2) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

24 Article 155 paragraph (3) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

25 Article 158 of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

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PART VI

COMPETENCY DEVELOPMENT AND REMUNERATION

Article 16

COMPETENCY DEVELOPMENT

(1) Committee members may participate in training, workshops, and/or educational programs related to enhancing their ability to perform Committee duties.

(2) Participation by Committee members in training, education, workshops, and/or other competency development activities shall be subject to the approval of the Board of Commissioners.

Article 17

REMUNERATION OF COMMITTEE MEMBERS

(1) The remuneration of Nomination and Remuneration Committee members shall be determined by the Board of Commissioners, taking into account the Company's financial capacity.[26]

(2) The remuneration of Nomination and Remuneration Committee members referred to in paragraph (1) shall consist of:[27]

a. an honorarium of a maximum of 20% (twenty percent) of the salary of the Bank's President Director;

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[26] Article 143 paragraph (1) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

[27] Article 143 paragraph (2) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

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b. healthcare facilities covering inpatient care, outpatient care, and medication for the member concerned, excluding their family; and

c. a religious holiday allowance paid once a year, amounting to 1 (one) month's honorarium.

(3) The tax on the income referred to in paragraph (2) shall be borne by the Company.[28]

(4) The Committee is prohibited from receiving any income other than the income referred to in paragraph (2).

(5) A member of the Board of Commissioners serving as the Chair or a member of the Committee, and an Executive Officer overseeing the Human Resources Work Unit, shall not receive additional remuneration for their position on the Committee.

PART VII

CLOSING PROVISIONS

Article 18

CLOSING PROVISIONS

(1) These Committee Guidelines and Rules of Procedure are subject to applicable laws and regulations.

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[28] Article 143 paragraph (4) of Regulation of the Minister of State-Owned Enterprises Number PER-3/MBU/03/2023 dated 24 March 2023 concerning Organs and Human Resources of State-Owned Enterprises.

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(2) These Committee Guidelines and Rules of Procedure shall be jointly signed by a representative of the Board of Commissioners and the members of the Committee.

(3) These Committee Guidelines and Rules of Procedure shall be reviewed periodically and updated as necessary.[29]

Stipulated in : Jakarta

Dated : December 2024

PT BANK TABUNGAN NEGARA (PERSERO) Tbk

CHANDRA M. HAMZAH President Commissioner/ Independent	**IQBAL LATANRO** Vice President Commissioner/ Independent

[29] Article 75 paragraph (3) of Regulation of the Financial Services Authority of the Republic of Indonesia Number 17 of 2023 dated 14 September 2023 concerning the Implementation of Governance for Commercial Banks.

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APPROVAL SHEET

WORK GUIDELINES AND RULES OF PROCEDURE

OF THE REMUNERATION AND NOMINATION COMMITTEE

PT BANK TABUNGAN NEGARA (PERSERO) TBK

NAME **POSITION**	**SIGNATURE**
Chandra M. Hamzah Chairman concurrently serving as a Member	
Iqbal Latanro Member	
Armand B. Arief Member	
Sentot A. Sentausa Member	
Adi Sulistyowati Member	
Bambang Widjanarko Member	
Andin Hadiyanto Member	
Himawan A. Sugoto Member	
Herry Trisaputra Zuma Member	

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Moch. Amin Nurdin Member	
Rahmayati Ex-officio Member	

AFFIDAVIT

I, SOESILO, a Sworn Translator in the Republic of Indonesia, pursuant to the prevailing laws and regulations in the Republic of Indonesia, hereby certify and declare, in accordance with my oath of office, that this document is a true, faithful, and complete translation from Indonesian to English.

Jakarta, August 31, 2026

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Decree of the Minister of Law and Human Rights R.I.

No. AHU-40 AH.03.07.2022, Reg. No. 285 /SOE /31/08/2026