PT HINO FINANCE INDONESIA

HINO

PIAGAM KOMITE NOMINASI DAN REMUNERASI
(*NOMINATION AND REMUNERATION COMMITTEE CHARTER*)

PT HINO FINANCE INDONESIA

Judul (*Title*)	:	Piagam Komite Nominasi dan Remunerasi (*Nomination and Remuneration Committee Charter*)
Kode GP (*GP Code*)	:	GP-CMP.001
No. Revisi (*Revision No.*)	:	GP-CMP.003
Ruang Lingkup (*Scope*)	:	Direksi dan Dewan Komisaris (*Board of Directors and Board of Commisioners*)
Versi Bahasa (*Language Version*)	:	Bahasa Indonesia dan Bahasa Inggris (*Bahasa and English*)
Tanggal Efektif (*Effective Date)*	:	09 November 2020
Tanggal Review Berikutnya (Next Review Date)	:	

GENERAL POLICY

Judul *(Title)*	:	**Piagam Komite Nominasi dan Remunerasi** **(*Nomination and Remuneration Committee Charter*)**
Kode GP *(GP Code)*	:	**GP-CMP.001**
Nomor Revisi *(Revision No)*	:	**GP-CMP.003**
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NOMINATION AND REMUNERATION COMMITTEE CHARTER PT HINO FINANCE INDONESIA

A. Latar Belakang

Menimbang

1. Bahwa Penyusunan Piagam Komite Nominasi dan Remunerasi PT Hino Finance ("Perseroan") Indonesia merupakan salah satu wujud komitmen Perseroan dalam meningkatkan implementasi seluruh prinsip Tata Kelola Perseroan Yang Baik atau *Good Corporate Governance* ("GCG") di lingkungan Perseroan yang secara konsisten dalam rangka pengelolaan Perseroan untuk menjalankan misi dan mencapai visi yang telah ditetapkan;

2. Berdasarkan hal tersebut di atas, maka dipandang perlu adanya acuan pelaksanaan tugas Komite Nominasi dan Remunerasi yang dikodifikasikan dan ditetapkan oleh Dewan Komisaris PT Hino Finance Indonesia. Piagam Komite Nominasi dan Remunerasi ini merupakan dokumen yang mengatur tindakan, hak dan kewajiban bagi Komite Nominasi dan Remunerasi Perseroan dalam menjalankan peran dan tanggung jawabnya.

Mengingat

1. Undang – Undang No. 40 tahun 2007 Tentang Perseroan Terbatas;

2. Peraturan Otoritas Jasa Keuangan No. 29/POJK.05/2020 Tentang Perubahan Atas Peraturan Otoritas Jasa Keuangan No. 30/POJK.05/2014 Tentang Tata Kelola Perseroan Yang Baik Bagi Perusahaan Pembiayaan.

3. Piagam Komite Nominasi dan Remunerasi No. GP-CMP.003 tanggal 1 Maret 2019

A. Background

Considering

1. Whereas the preparation of the Nomination and Remuneration Committee Charter of PT Hino Finance Indonesia ("the Company") is a manifestation of the Company's commitment to improve the implementation of Good Corporate Governance ("GCG") principles within the Company that are consistently within the Company's management to carry out missions and achieve a predetermined vision;

2. Based on the foregoing, thus it is deemed necessary to provide the reference to the implementation of the duties of the Nomination and Remuneration Committee which are codified and determined by the Board of Commissioners of PT Hino Finance Indonesia. Nomination and Remuneration Committee Charter is a document that regulates the actions, rights and obligations of the Nomination Committee and Remuneration of the Company in carrying out its roles and responsibilities.

Reference

1. Act No. 40 year of 2007 regarding Limited Liability Company;

2. Regulation of Financial Service Authority No. 29/POJ.05/2020 On the Amendment Of Regulation of Financial Service Authority No. 30/POJK.05/2014 On Good Corporate Governance of Financing Company.

3. Nomination and Remuneration Committee Charter No. GP-CMP.003 dated 1 March 2019.

Memutuskan

Menetapkan Piagam Komite Nominasi dan Remunerasi PT Hino Finance Indonesia.

PASAL 1
KETENTUAN UMUM

1. Perseroan adalah PT Hino Finance Indonesia.
2. Dewan Komisaris adalah Dewan Komisaris Perseroan.
3. Direksi adalah Direksi Perseroan.
4. Komite adalah Komite Nominasi dan Remunerasi Perseroan.
5. *Human Resources Department* adalah satuan kerja yang melaksanakan fungsi manajemen Ketenagakerjaan.
6. Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi dan Dewan Komisaris.
7. Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada Anggota Direksi dan Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab dan wewenang anggota Direksi dan Dewan Komisaris.
8. Komisaris Independen adalah Anggota Dewan Komisaris yang berasal dari luar Perseroan dan memenuhi persyaratan sebagai Komisaris Independen sebagaimana Peraturan Otoritas Jasa Keuangan No. 29/POJK.05/2020 Tentang Perubahan Atas Peraturan Otoritas Jasa Keuangan No. 30/POJK.05/2014 Tentang Tata Kelola Perseroan Yang Baik Bagi Perusahaan Pembiayaan

PASAL 2
SUSUNAN KOMITE

A. Struktur Komite:
   1. Susunan Komite Nominasi dan Remunerasi terdiri dari sekurang-

Decree

Stipulating the Nomination and Remuneration Committee Charter of PT Hino Finance Indonesia.

ARTICLE 1
GENERAL PROVISION

1. The Company is PT Hino Finance Indonesia.
2. Board of Commissioners is Board of Commissioners of the Company.
3. Board of Directors is Board of Directors of the Company.
4. The Committee is the Nomination and Remuneration Committee of the Company.
5. The Human Resources Department is a work unit that carries out the employment management function.
6. Nominations are the nomination of a person to be appointed to positions as members of the Board of Directors and Board of Commissioners.
7. Remuneration is a reward determined and given to the Board of Directors and the Board of Commissioners because of the position and accordance with the duties, responsibilities and authorities of the Board of Directors and the Board of Commissioners.
8. Independent Commissioners are Members of the Board of Commissioners who come from outside the Company and fulfill the requirements as Independent Commissioners as regulate in the Regulation of Financial Service Authority No. 29/POJ.05/2020 On the Amendment Of Regulation of Financial Service Authority No. 30/POJK.05/2014 On Good Corporate Governance of Financing Company

ARTICLE 2
COMPOSITION OF COMMITTEE

A. Committee Structure:
   1. The composition of the Nomination and Remuneration Committee

kurangnya 3 (tiga) orang anggota dengan ketentuan:

a. 1 (satu) orang Ketua yang merangkap juga sebagai Komisaris Independen.
b. Anggota lainnya yang dapat berasal dari:

    1) Anggota Dewan Komisaris; atau
    2) Pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

2. Susunan Komite Nominasi dan Remunerasi Perseroan adalah sebagai berikut:

consists of at least 3 (three) members with following below:

a. 1 (one) Chairman who also serves as a member of the Independent Commissioners.
b. Other members who can come from:

    1) Members of the Board of Commissioners; or
    2) Parties occupying managerial positions under the Board of Directors in charge of human resources.

2. The composition of Nomination and Remuneration Committee of the Company is as follows:

Susunan Komite/ The composition	Jabatan/Position
Ketua (Chairman)	Komisaris Independen /Independent Commisioners
Anggota (Member)	Presiden Komisaris /President Commisioners (perwakilan dari/representative from PT Indomobil Multi Jasa Tbk)
Anggota (Member)	Komisaris/Commisioners (perwakilan dari/representative from Hino Motor, Ltd)
Anggota (Member)	Komisaris/Commisioners (perwakilan dari/representative from Summit Global Auto Management B.V.)
Anggota (Member)	1 (satu) orang pejabat Perseroan dengan level jabatan 1 (satu) tingkat di bawah Direksi yang membidangi pengelolaan sumber daya manusia / 1 (one) Company official with a position level of 1 (one) level under the Director in of Human Resource Management.

3. Pengangkatan anggota Komite Nominasi dan Remunerasi berdasarkan Surat Keputusan (SK) yang ditandatangani oleh Dewan Komisaris Perseroan dan merupakan bagian yang tidak terpisahkan dari Piagam ini.
4. Anggota Direksi dilarang untuk menjadi anggota Komite Nominasi dan Remunerasi.

3. Appointment of members of the Nomination and Remuneration Committee have to use a decree (SK) signed by the Board of Commissioners of the Company as constitute an integral part of this Charter.
4. The member of the Board of Directors is prohibited becoming the Nomination and Remuneration Committee Member.

B. Masa Jabatan Anggota Komite:
1. Setiap anggota Komite diangkat dan diberhentikan berdasarkan keputusan Dewan Komisaris;
2. Masa Jabatan anggota Komite tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan yakni 2 (dua) tahun terhitung sejak tanggal pengangkatan dan berakhir sampai dengan penutupan Rapat Umum Pemegang Saham Tahunan yang ke 2 (dua) dari tanggal pengangkatannya.
3. Setiap anggota Komite dapat dipilih kembali.
4. Keanggotaan Komite Nominasi dan Remunerasi dapat berakhir sewaktu-waktu sebelum berakhirnya masa jabatannya berdasarkan keputusan Dewan Komisaris.
5. Perseroan wajib mendokumentasikan keputusan pengangkatan dan pemberhentian anggota Komite.

C. Persyaratan anggota Komite Nominasi dan Remunerasi
1. Memiliki integritas, dedikasi, kemampuan, pendidikan, independensi dan pengalaman sesuai dengan bidang pekerjaannya, serta mampu mengkomunikasikan secara lisan maupun tertulis semua hasil pelaksanaan tugasnya kepada Dewan Komisaris sesuai dengan ketentuan yang belaku.
2. Memiliki pengetahuan yang cukup untuk memahami GCG Perseroan, memahami prinsip-prinsip nominasi calon direksi, calon komisaris dan sistem remunerasinya.
3. Tidak memiliki kepentingan pribadi yang dapat menimbulkan dampak negatif berbenturan dengan kepentingan Perseroan.
4. Mampu bekerjasama dan memiliki komunikasi yang baik serta memiliki

B. Term of Office of Committee Members:
1. Each Committee member is appointed and dismissed based on the decision of the Board of Commissioners;
2. The term of a Committee member may not be longer than the term of the Board of Commissioners as stipulated in the Company's Articles of Association which is 2 (two) years from the appointment date and ends until the closing of the 2 (two) Annual General Meeting of Shareholders since their appointment.
3. Each member of the Committee could be re-elected.
4. Membership of the Nomination and Remuneration Committee may expire at any time before the expiration of the term based on the decision of the Board of Commissioners.
5. The Company have to documentation of the decision to appoint and dismissed the Committee members.

C. Requirements for members of the Nomination and Remuneration Committee
1. Having integrity, dedication, ability, education, independence and experience in accordance with the field of work, also being able to communicate verbally or in writing all the results of the implementation of their duties to the Board of Commissioners in accordance with the applicable provisions.
2. Have sufficient knowledge to understand the Company's GCG, understand the principles of nomination of candidate of Directors, candidate of commissioners and their remuneration system.
3. Do not have personal interests that can cause negative impacts in conflict with the interests of the Company.
4. Be able to work together and have good communication and have

cukup waktu untuk menyelesaikan tugasnya dengan baik dan tepat waktu.

5. Mematuhi kode etik yang ditetapkan Perseroan.

enough time to complete the task properly and on time.

5. Comply with the code of ethics which determined by the Company.

PASAL 3
TUGAS, WEWENANG, DAN TANGGUNG JAWAB

Komite Nominasi dan Remunerasi bertugas dan bertanggung jawab untuk membantu kinerja Dewan Komisaris dalam menetapkan Nominasi dan Remunerasi anggota Direksi dan Dewan Komisaris. Setiap anggota Komite wajib bertindak secara independen.

1. Tugas dan Tanggung Jawab
   Komite Nominasi dan Remunerasi mempunyati tugas dan tanggung jawab paling sedikit:
   A. Fungsi Remunerasi
      a) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
         i. Struktur remunerasi bagi Direksi dan Dewan Komisaris.
         ii. Kebijakan atas remunerasi bagi Direksi dan Dewan Komisaris.
         iii. Besaran atas remunerasi bagi Direksi dan Dewan Komisaris.
      b) Membantu Dewan Komisaris untuk melakukan penilaian kinerja dan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.
      c) Struktur Remunerasi dapat berupa:
         i. Gaji.
         ii. Honorarium.
         iii. Insentif; dan
         iv. Tunjangan yang bersifat tetap dana tau variable.

ARTICLE 3
DUTY, AUTHORITY AND RESPONSIBILITY

The Nomination and Remuneration Committee has the duty and responsibility to assist the performance of the Board of Commissioners in determining the Nomination and Remuneration of the Board of Directors and the Board of Commissioners. Each member of the Committee have to act independently.

1. Duty and Responsibility
   The Nomination and Remuneration Committee has the fewest duties and responsibilities as follows:
   A. Remuneration Function
      a) Provide recommendations to the Board of Commissioners regarding:
         i. Remuneration structure for the Board of Directors and Board of Commissioners.
         ii. Policy on remuneration for the Board of Directors and Board of Commissioners.
         iii. The amount of remuneration for the Board of Directors and Board of Commissioners.
      b) Assist the Board of Commissioners to evaluate the performance and suitability of remuneration received by each member of the Board of Directors and members of the Board of Commissioners.
      c) Remuneration structure can be in the form of:
         i. Salary.
         ii. Honorarium.
         iii. Incentives; and
         iv. Fixed and or variable benefits.

B. Fungsi Nominasi
   a) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
      i. Komposisi jabatan anggota Direksi dan atau Dewan Komisaris.
      ii. Kebijakan dan kriteria yang dibutuhkan dalam proses nominasi anggota Direksi dan atau Dewan Komisaris.
      iii. Membantu melakukan evaluasi atas kinerja anggota Direksi dan atau Dewan Komisaris.
      iv. Menyusun program pengembangan kemampuan anggota Direksi dan atau Dewan Komisaris.
      v. Menelaah dan mengusulkan calon anggota Direksi dan atau Dewan Komisaris yang telah memenuhi syarat untuk diajukan kepada Rapat Umum Pemegang Saham.

B. Nomination Function
   a) Provide recommendations to the Board of Commissioners regarding:
      i. Position composition of members of the Board of Directors and or Board of Commissioners.
      ii. Policies and criteria needed in the process of nominating members of the Board of Directors and or the Board of Commissioners.
      iii. Assist in evaluating the performance of members of the Board of Directors and or the Board of Commissioners.
      iv. Develop competency programs for members of the Board of Directors and or the Board of Commissioners.
      v. Review and propose candidates for the Board of Directors and or Board of Commissioners who have met the requirements to be submitted to the General Meeting of Shareholders.

PASAL 4
KODE ETIK

1. Menjunjung tinggi integritas, akhlak dan moral serta profesionalisme dalam melaksanakan tugas-tugasnya sebagai Komite Nominasi dan Remunerasi.
2. Berpegang teguh pada prinsip GCG yaitu transparansi, akuntabilitas, responsibilitas, independensi dan kewajaran dalam setiap melaksanakan tugas dan tanggung jawab secara jujur, obyektif dan independen semata-mata untuk kepentingan Perseroan.
3. Menghindari kegiatan yang bertentangan dengan hukum, etika dan norma-norma yang berlaku di masyarakat serta kegiatan yang bertentangan dengan kepentingan dan tujuan Perseroan.
4. Tidak dengan sengaja membuat kekeliruan atau melakukan manipulasi dalam melaksanakan tugas, tanggung jawab dan wewenang yang diberikan.
5. Tidak menerima imbalan dalam bentuk apapun (suap) dari pihak manapun.

ARTICLE 4
CODE OF ETHIC

1. Uphold integrity, morals and professionalism in carrying out their duties as the Nomination and Remuneration Committee.
2. Commit to the principles of GCG which include transparency, accountability, responsibility, independence and fairness in every duties and responsibilities honestly, objectively and independently solely for the Company Interest.
3. Avoid activities that are contrary to law, ethics and prevailing norms in the community also the activities that conflict with the interests and objectives of the Company.
4. Not intentionally make mistakes or manipulate in carrying out the duties, responsibilities and authorities which have been given.
5. Not receive compensation in any form (bribe) from any party.

6. Menjaga kerahasiaan dokumen, data dan informasi milik Perseroan dan dilarang menyebarluaskan dokumen, data dan informasi milik Perseroan kepada pihak manapun, kecuali untuk pemenuhan perundang-undangan atau oleh otoritas yang berwenang.
7. Tidak menggunakan informasi milik Perseroan untuk kepentingan pribadi atau pihak lainnya yang terafiliasi.
8. Anggota Komite (termasuk yang sudah tidak menjabat lagi) wajib menjaga kerahasiaan dokumen, data dan informasi yang didapatnya selama menjabat baik dari pihak internal maupun eksternal.

6. Maintain the confidentiality of the Company's documents, data and information and are prohibited from disseminating the Company's documents, data and information to any party, except for the fulfillment of laws or by the competent authorities.
7. Does not use the Company's proprietary information for personal interests or other affiliated parties.
8. Committee members (including those who have no longer in their position) are required to maintain the confidentiality of documents, data and information obtained during their tenure from both internal and external parties.

PASAL 5
RAPAT KOMITE

A. Rapat Komite
   1. Rapat Komite diselenggarakan sekurang-kurangnya 1 (satu) kali dalam 1 (satu) tahun sebelum Rapat Umum Pemegang Saham Tahunan.
   2. Rapat hanya dapat dilaksanakan apabila:
      a) Dihadiri oleh mayoritas dari jumlah anggota Komite.
      b) Salah satu dari mayoritas jumlah anggota Komite di atas merupakan Ketua Komite.
   3. Keputusan Rapat Komite dilakukan berdasarkan musyawarah mufakat.
   4. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, maka perbedaan pendapat tersebut wajib dimuat dalam risalah rapat berikut perbedaan pendapat tersebut.
   5. Hasil Rapat Komite wajib dituangkan dalam risalah rapat dan wajib didokumentasikan dengan baik oleh Perseroan.
   6. Risalah Rapat wajib disampaikan secara tertulis kepada Dewan Komisaris Perseroan.

ARTICLE 5
COMMITTEE MEETING

A. Committee Meeting
   1. Committee Meetings at least 1 (one) time in 1 (one) year before the Annual General Meeting of Shareholders.
   2. Meetings can only be held if:
      a) Attended by a majority of the members of the Committee.
      b) One of the majority of the members of the Committee above is the Chair of the Committee.
   3. Decisions of Committee Meetings are carried out based on consensus.
   4. In the event that the decision has differences of opinion, the difference of opinion must be included in the minutes of the meeting with the dissenting opinions.
   5. Resolution of Committee Meetings have to be stated in minutes of meetings and have to be properly documented by the Company.
   6. Minutes of the Meeting must be submitted in writing to the Board of Commissioners of the Company.

PASAL 6
LARANGAN

1. Anggota Komite dilarang untuk mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari Perseroan selain penghasilan yang sah;
2. Anggota Dewan Komisaris yang menjadi Ketua atau Anggota Komite tidak diberikan penghasilan tambahan selain sebagai penghasilan sebagai anggota Dewan Komisaris.

ARTICLE 6
PROHIBITION

1. Committee members are prohibited to taking personal profits either directly or indirectly from the Company other than legitimate income.
2. Members of the Board of Commissioners who are Chairpersons or Committee Members are not given additional income other than as income as a member of the Board of Commissioners.

PASAL 7
PENUTUP

1. Piagam ini akan ditinjau secara berkala sekurang-kurangnya sekali dalam 4 (empat) tahun akan dievaluasi untuk penyempurnaan.
2. Piagam Komite Nominasi dan Remunerasi ini akan menjadi efektif setelah mendapat persetujuan dari seluruh Dewan Komisaris.
3. Piagam Komite Nominasi dan Remunerasi ini dapat ditinjau secara berkala untuk penyempurnaannya atau dilakukannya pemutakhiran apabila dianggap perlu dengan tetap memperhatikan ketentuan hukum dan perundang-undangan yang belaku.
4. Bilamana terdapat berbagai hal yang belum diatur secara tegas, maka hal itu akan diatur kemudian.
5. Setiap perubahan pada Piagam ini, harus diajukan dalam Rapat Komite untuk disetujui oleh Rapat Komite.

ARTICLE 7
CLOSING

1. This Charter will be reviewed periodically at least once in 4 (four) years to be evaluated for improvement.
2. The Nomination and Remuneration Committee Charter will be effective after obtaining approval from the Board of Commissioners.
3. The Nomination and Remuneration Committee Charter can be reviewed periodically for improvement or updating if deemed necessary while taking into account the applicable legal and statutory provisions.
4. If there are some matters not yet regulated, this will be regulated.
5. Every amendment on this Charter have to submit to the Committee Meeting to approved by the Committee Meeting.