



**PIAGAM KOMITE NOMINASI DAN REMUNERASI /
NOMINATION AND REMUNERATION COMMITTEE CHARTER
PT VICTORIA CARE INDONESIA TBK.
("PERSEROAN / THE COMPANY")**

1. LATAR BELAKANG DAN PENDAHULUAN	1. BACKGROUND AND INTRODUCTION
<p>Penerapan prinsip tata kelola perusahaan yang baik atau "Good Corporate Governance" ("GCG") dalam Perseroan dan anak(-anak) perusahaannya 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 Perseroan agar proses kerja dapat dijalankan dan dikelola secara transparan, akuntabel, bertanggung jawab, independen dan wajar.</p>	<p><i>The implementation of the principles of good corporate governance ("GCG") within the Company and its subsidiary(-ies) is an integral part of the Company's endeavor to achieve its vision and mission. One of the forms 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 transparently, accountably, responsibly, independently and reasonably.</i></p>
<p>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; dan (iii) meneliti dan menelaah setiap laporan termasuk di antaranya laporan tahunan yang disiapkan oleh Direksi serta menandatangani laporan tersebut sebelum dimintakan persetujuan para pemegang saham melalui Rapat Umum Pemegang Saham ("RUPS").</p>	<p><i>In accordance with the provisions of the Company's articles of association, the Board of Commissioners is in charge of and responsible for (i) supervising management policies, general management of both the Company and the Company's business; (ii) providing advice to the Board of Directors; and (iii) examining and reviewing each report including annual reports prepared by the Board of Directors and signing the report prior to requesting the approval of shareholders through the General Meeting of Shareholders ("GMS").</i></p>
<p>Dengan tujuan agar Perseroan dikelola sesuai dengan prinsip-prinsip GCG yang dilaksanakan secara konsisten dan patuh pada peraturan-perundangan, khususnya peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, Perseroan perlu membentuk Komite Nominasi dan Remunerasi berdasarkan keputusan Dewan Komisaris.</p>	<p><i>For the purpose of the Company being managed in accordance with GCG principles that are implemented consistently and in compliance with the regulations, particularly Financial Services Authority regulation No. 34/POJK.04/2014 regarding Nomination and Remuneration Committee of Issuer or Public Company, the Company needs to establish a Nomination and Remuneration Committee based on the Board of Commissioners Resolution.</i></p>



2. TUGAS DAN TANGGUNG JAWAB	2. ROLES AND RESPONSIBILITIES
Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab sebagai berikut:	<i>The Nomination and Remuneration Committee has the following duties and responsibilities:</i>
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 ditetapkan dalam RUPS;	a. <i>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 to subsequently be submitted to and thereafter determined by the GMS;</i>
b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan Dewan Komisaris;	b. <i>Assisting the Board of Commissioners to conduct performance appraisal on the appropriateness of remuneration received by each member of the Board of Directors and the Board of Commissioners;</i>
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;	c. <i>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 the Board of Commissioners; and (iii) performance evaluation policies for members of the Board of Directors and Board of Commissioners;</i>
d. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi;	d. <i>Assist the Board of Commissioners with the evaluation of the performance of members of the Board of Directors and Board of Commissioners based on the benchmarks that have been prepared as evaluation materials;</i>
e. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan Dewan Komisaris;	e. <i>Providing recommendations to the Board of Commissioners regarding the capacity development program for members of the Board of Directors and the Board of Commissioners;</i>
f. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS;	f. <i>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;</i>



<p>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; dan</p>	<p>g. <i>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; and</i></p>
<p>h. Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab kepada Dewan Komisaris dan wajib bertindak independen dalam melaksanakan tugasnya.</p>	<p>h. <i>In performing its duties, the Nomination and Remuneration Committee is responsible to the Board of Commissioners and shall act independently in carrying out its duties.</i></p>
<p>3. STRUKTUR KEANGGOTAAN</p>	<p>3. MEMBERSHIP STRUCTURE</p>
<p>Komposisi dan struktur keanggotaan Komite Nominasi dan Remunerasi adalah sebagai berikut:</p>	<p><i>The composition and structure of membership of the Nomination and Remuneration Committee are as follows:</i></p>
<p>a. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan Dewan Komisaris;</p>	<p>a. <i>Members of the Nomination and Remuneration Committee are appointed and dismissed based on the resolution of the Board of Commissioners;</i></p>
<p>b. Anggota Komite Nominasi dan Remunerasi paling kurang terdiri dari 3 (tiga) orang anggota, yang mana masing-masing diharuskan untuk memenuhi ketentuan-ketentuan berikut:</p> <p>(i) 1 (satu) orang ketua yang merangkap sebagai anggota, yang merupakan Komisaris Independen; dan</p> <p>(ii) anggota lainnya, yang dapat merupakan: (A) anggota Dewan Komisaris; (B) pihak luar yang berasal dari luar Perseroan, dengan ketentuan bahwa anggota tersebut (1) tidak memiliki afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama Perseroan; (2) memiliki pengalaman dalam menjalankan fungsi nominasi dan remunerasi; dan (3) tidak merangkap sebagai anggota komite lain dalam Perseroan; atau</p> <p>(iii) suatu pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia, dengan ketentuan bahwa pihak tersebut tidak menjadi mayoritas anggota Komite Nominasi dan Remunerasi;</p>	<p>b. <i>The members of the Nomination and Remuneration Committee shall at least consist of 3 (three) members, which are required to satisfy the following conditions:</i></p> <p>(i) <i>1 (one) Chairman concurrently serving as a member, who is an Independent Commissioner; and</i></p> <p>(ii) <i>other members who may be: (A) a member of the Board of Commissioners; (B) a party from outside the Company, provided that such member (1) does not have an affiliation with the Company, members of the Board of Directors and Board of Commissioners, or the main shareholders of the Company; (2) has experience in implementing the nomination and/or remuneration function; and (3) does not hold any concurrent position as a member of another committee of the Company; or</i></p> <p>(iii) <i>a party who holds a managerial position under the Board of Directors in charge of human resources, provided that such</i></p>



	<i>party does not form a majority of the members of the Nomination and Remuneration Committee;</i>
c. Anggota Direksi tidak dapat menjadi anggota Komite Nominasi dan Remunerasi;	<i>c. Members of the Board of Directors may not be members of the Nomination and Remuneration Committee;</i>
d. Anggota Komite Nominasi dan Remunerasi 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 Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya, Dewan Komisaris akan mengangkat seseorang untuk menggantikannya melalui Keputusan Dewan Komisaris; dan	<i>e. Members of the Nomination and Remuneration 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 Nomination and Remuneration Committee can no longer perform its functions, the Board of Commissioners shall appoint someone to replace it by virtue of the Board of Commissioners Resolution; and</i>
f. Anggota Komite Nominasi dan Remunerasi tidak diperkenankan memiliki kepentingan pribadi yang dapat menimbulkan benturan kepentingan terhadap Perseroan, dan bersedia untuk menyediakan waktu yang cukup untuk menyelesaikan tugasnya.	<i>g. Members of the Nomination and Remuneration Committee are not allowed to have any personal interest that may cause a conflict of interest with the Company, and are willing to provide sufficient time to complete their tasks.</i>
4. TATA CARA DAN PROSEDUR KERJA	4. WORKING PROCEDURES
Komite Nominasi dan Remunerasi wajib memberikan rekomendasi kepada Dewan Komisaris dan menjalankan prosedur kerja sebagai berikut:	<i>The Nomination and Remuneration Committee shall provide recommendations to the Board of Commissioners and perform the following work procedures:</i>
Terkait dengan fungsi Nominasi:	<i>In relation to the Nomination function:</i>
a. Menyusun komposisi jabatan dan proses nominasi bagi anggota Direksi dan Dewan Komisaris;	<i>a. Formulate the composition of positions and nomination process with respect to the members of the Board of Directors and Board of Commissioners;</i>
b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi dan proses evaluasi atas kinerja anggota Direksi dan Dewan Komisaris;	<i>b. Formulate the policies and criteria required in the Nomination process and the evaluation process with respect to the performance of members of the Board of Directors and Board of Commissioners;</i>
c. Membantu Dewan Komisaris untuk melakukan evaluasi atas kinerja anggota Direksi dan Dewan Komisaris sehingga	<i>c. Assist the Board of Commissioners with evaluating the performance of members of the Board of Directors and Board of</i>



mendapat masukkan dan merancang pengembangan atas kompetensi anggota Direksi dan Dewan Komisaris maupun dalam mempersiapkan suksesi anggota Direksi dan Dewan Komisaris;	<i>Commissioners to obtain inputs and design the development of the competencies of members of the Board of Directors and Board of Commissioners and with preparing for the succession of members of the Board of Directors and Board of Commissioners;</i>
d. Mengajukan usulan calon yang memenuhi syarat sebagai anggota Direksi atau Dewan Komisaris Perseroan kepada Dewan Komisaris untuk disampaikan kepada RUPS; dan	d. <i>Submit proposals of candidates who are eligible to be members of the Board of Directors or Board of Commissioners of the Company to the Board of Commissioners to be submitted to the GMS; and</i>
e. Perseroan dapat memberikan kesempatan kepada pemegang saham untuk berpartisipasi dalam mengusulkan kriteria calon Direksi dan Dewan Komisaris.	e. <i>The Company may give shareholders the opportunity to participate in proposing the criteria for candidates for the Board of Directors and Board of Commissioners.</i>
Terkait dengan fungsi Remunerasi:	<i>In relation to the Remuneration function:</i>
a. Menyusun struktur remunerasi bagi anggota Direksi dan Dewan Komisaris;	a. <i>Formulate a remuneration structure for members of the Board of Directors and Board of Commissioners;</i>
b. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan Dewan Komisaris;	b. <i>Formulate a policy on remuneration for members of the Board of Directors and Board of Commissioners;</i>
c. Menyusun besaran atas remunerasi bagi anggota Direksi dan Dewan Komisaris;	c. <i>Formulate the amount of the remuneration for the Board of Directors and Board of Commissioners;</i>
d. Struktur remunerasi dapat berupa gaji, honorarium, insentif, dan tunjangan yang bersifat tetap atau variabel;	d. <i>The structure of remuneration can be in the form of salary, honorarium, incentive, and allowance which are either fixed or variable;</i>
e. Dalam penyusunan kebijakan, besaran, dan struktur remunerasi sebagaimana dimaksud di atas, hal-hal berikut ini harus diperhatikan: (i) remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Perseroan dan skala usaha dari Perseroan dalam industrinya; (ii) tugas, tanggung jawab dan wewenang anggota Direksi dan Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan; (iii) target dan kinerja masing-masing anggota Direksi dan Dewan Komisaris; dan (iv) keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel; dan	e. <i>When formulating the policies, amounts and structure of remuneration as provided above, the following matters are to be taken into account: (i) remuneration applicable to the Company's business activities and the business magnitude of the Company in its industry; (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 and performance of each member of the Board of Directors and Board of</i>



	<i>Commissioners; and (iv) the balance of benefits between those that are fixed and variable; and</i>
f. Kebijakan, besaran, dan struktur remunerasi akan dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang sekali dalam setahun.	f. <i>The policies, amounts and structure of remuneration will be evaluated by the Nomination and Remuneration Committee at least once a year.</i>
5. KEBIJAKAN PENYELENGGARAAN RAPAT	5. MEETING POLICY
a. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang sekali dalam 4 (empat) bulan.	a. <i>The Nomination and Remuneration Committee meetings are held periodically at least once every 4 (four) months.</i>
b. Rapat dipimpin oleh Ketua Komite Nominasi dan Remunerasi.	b. <i>The meeting is to be chaired by the Chairman of the Nomination and Remuneration Committee.</i>
c. Rapat hanya dapat diselenggarakan apabila dihadiri mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi, dan salah satu dari mayoritas anggota tersebut merupakan Ketua Komite Nominasi dan Remunerasi.	c. <i>Meetings can only be held in the presence of a majority of the number of committee members, and one of such members is the Chairman of the Nomination and Remuneration Committee.</i>
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.	d. <i>Meetings can be held either with a physical or non-physical presence. Meetings attended non-physically are to be conducted by 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.</i>
e. Keputusan Rapat diambil berdasarkan musyawarah mufakat. Dalam hal keputusan musyawarah mufakat tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.	e. <i>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.</i>
f. Hasil Rapat wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik. Risalah Rapat tersebut wajib disampaikan secara tertulis kepada Dewan Komisaris.	f. <i>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</i>



	<i>of Commissioners.</i>
g. Perbedaan pendapat (<i>dissenting opinions</i>) dalam pengambilan keputusan Rapat wajib dimuat dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut.	g. <i>The dissenting opinions in the Meeting's decision shall be contained in the minutes of the meeting and the reasons for the dissent.</i>
h. Komite Nominasi dan Remunerasi 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.	h. <i>The Nomination and Remuneration 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.</i>
6. SISTEM PELAPORAN KEGIATAN	6. ACTIVITIES REPORTING SYSTEM
a. Ketua Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi kepada Dewan Komisaris yang akan disampaikan dalam RUPS.	a. <i>The Chairman of the Nomination and Remuneration Committee shall report on the execution of duties, responsibilities, and nomination and remuneration procedures to the Board of Commissioners which is to be submitted to the GMS.</i>
b. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam Laporan Tahunan dan situs web Perseroan.	b. <i>The Company shall disclose the execution of functions related to nomination and remuneration in the Annual Report and website of the Company.</i>
Informasi mengenai pelaksanaan fungsi terkait nominasi dan remunerasi yang diungkapkan dalam Laporan Tahunan Perseroan paling kurang memuat:	<i>Information on the implementation of the nomination and remuneration function disclosed in the Annual Report of the Company at least contains:</i>



<p>(i) Pernyataan bahwa Perseroan telah memiliki pedoman kerja Komite Nominasi dan Remunerasi; dan</p>	<p>(i) <i>A statement that the Company already has the working guidelines of the Nomination and Remuneration Committee; and</i></p>
<p>(ii) Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.</p>	<p>(ii) <i>A brief description of the duties and responsibilities of the Nomination and Remuneration Committee within the financial year.</i></p>
<p>Informasi mengenai pelaksanaan fungsi terkait nominasi dan remunerasi yang diungkapkan dalam situs web Perseroan paling kurang memuat:</p>	<p><i>Information on the implementation of the nomination and remuneration function disclosed in the website of the Company at least contains:</i></p>
<p>(i) Isi pedoman kerja Komite Nominasi dan Remunerasi; dan</p>	<p>(i) <i>The content of the working guidelines of the Nomination and Remuneration Committee; and</i></p>
<p>(ii) Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.</p>	<p>(ii) <i>A brief description of the duties and responsibilities of the Nomination and Remuneration Committee within the financial year.</i></p>
<p>7. MASA JABATAN</p>	<p>7. TERM OF OFFICE</p>
<p>Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan.</p>	<p><i>The members of the Nomination and Remuneration Committee are appointed for a certain tenure and can be re-appointed. The term of the Nomination and Remuneration Committee members shall not be longer than the term of the Board of Commissioners as stipulated in the Company's Articles of Association.</i></p>
<p>8. PEMBERLAKUAN</p>	<p>8. ENFORCEMENT</p>
<p>Piagam Komite Nominasi dan Remunerasi ini mulai berlaku sejak tanggal ditetapkan dan secara berkala akan dievaluasi untuk disesuaikan dengan perkembangan peraturan yang berlaku.</p>	<p><i>This charter of the Nomination and 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.</i></p>



Jakarta, 28 September 2020
Dewan Komisaris Perseroan/
Board of Commissioner of the Company,



Luhur Dino Herlambang
Komisaris Utama /*President Commissioner*

Luhur Iwan Hernadi
Komisaris/*Commissioner*

Herbudianto
Komisaris Independen/*Independent Commissioner*