

**PT CHANDRA ASRI PETROCHEMICAL TBK  
REMUNERATION COMMITTEE CHARTER**

**Recital**

This Charter aims to stipulate the scope of work of the Remuneration Committee, the position of the Remuneration Committee in PT Chandra Asri Petrochemical Tbk (**"the Company"**), and the authorities and responsibilities of the Remuneration Committee in accordance to Financial Services Authority Regulation No. 34/POJK.04/2014 on Nomination and Remuneration Committee of Issuer or Public Companies.

**Organization**

***Organization Structure and Membership***

1. The Remuneration Committee shall consist of at least 1 (one) Independent Commissioner and at least 2 (two) members from:
  - a. members of the Board of Commissioners;
  - b. outside the Company; or
  - c. managerial position in human resources under the Board of Directors.
2. The member of the Remuneration Committee who is an Independent Commissioner shall serve as the Chairman of the Remuneration Committee.
3. A member of the Remuneration Committee from outside the Company shall fulfill the following requirements: (a) not affiliated to the Company, members of the Board of Directors, members of the Board of Commissioners or Principal Shareholders of the Company; (b) have an experience in Remuneration; and (c) is not holding concurrent position as a member of another committee in the Company.
4. Members of the Board of Directors of the Company shall not be a member of the Remuneration Committee.

**PT CHANDRA ASRI PETROCHEMICAL TBK  
PIAGAM KOMITE REMUNERASI**

**Pendahuluan**

Piagam ini bertujuan untuk menetapkan cakupan kerja Komite Remunerasi, posisi Komite Remunerasi dalam PT Chandra Asri Petrochemical Tbk (**"Perseroan"**), serta kewenangan dan tanggung jawab Komite Remunerasi sesuai dengan ketentuan Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

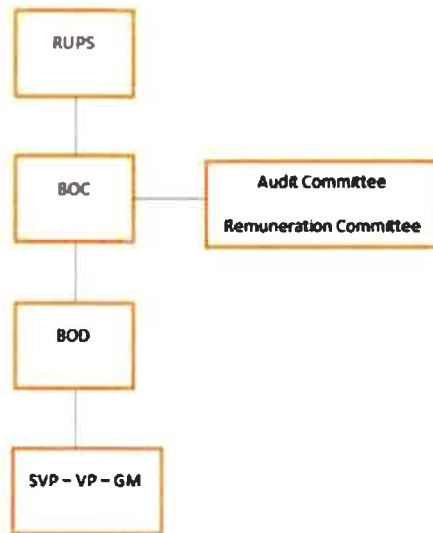
**Organisasi**

***Struktur Organisasi dan Keanggotaan***

1. Komite Remunerasi terdiri dari sekurang-kurangnya 1 (satu) orang Komisaris Independen dan sekurang-kurangnya 2 (dua) anggota yang berasal dari:
  - a. anggota Dewan Komisaris;
  - b. luar Perseroan; atau
  - c. jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
2. Anggota Komite Remunerasi yang merupakan Komisaris Independen bertindak sebagai Ketua Komite Remunerasi.
3. Anggota Komite Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat sebagai berikut: (a) tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris atau Pemegang Saham Utama Perseroan; (b) memiliki pengalaman terkait Remunerasi; dan (c) tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.
4. Anggota Direksi Perseroan tidak dapat menjadi anggota Komite Remunerasi.

### **Capacity**

The capacity of the Remuneration Committee in the Company Organization structure are as follow:



### **Kedudukan**

Kedudukan Komite Remunerasi dalam struktur Organisasi Perseroan adalah sebagai berikut:

### **Appointment and Dismissal**

1. Members of the Remuneration Committee are appointed and dismissed by the Board of Commissioners.
2. Chairman of the Remuneration Committee is entitled to propose replacement of members of the Remuneration Committee to the Board of Commissioners if one of the members of the Remuneration Committee's tenure has ended, resign, or does not perform his duties in accordance with the Remuneration Committee Charter or the prevailing laws and regulations.
3. The replacement of the member of the Remuneration Committee who is not from the Board of Commissioners and who is no longer capable to perform his duties in accordance with the Remuneration Committee Charter or the prevailing laws and regulations shall be made no later than 60 days since such member is no longer capable in performing his duties.

### **Pengangkatan dan Pemberhentian**

1. Anggota Komite Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris.
2. Ketua Komite Remunerasi berhak mengusulkan penggantian anggota Komite Remunerasi kepada Dewan Komisaris jika salah seorang dari anggota Komite Remunerasi berakhir masa tugasnya, mengundurkan diri, atau tidak melaksanakan tugasnya sesuai dengan Piagam Komite Remunerasi atau peraturan perundang-undangan yang berlaku.
3. Penggantian anggota Komite Remunerasi yang bukan berasal dari Dewan Komisaris Perseroan dan yang tidak dapat lagi melaksanakan tugasnya sesuai dengan Piagam Komite Remunerasi atau peraturan perundang-undangan yang berlaku wajib dilakukan paling lambat dalam waktu 60 hari sejak anggota dimaksud tidak dapat lagi melaksanakan tugasnya.

### ***Term of Office***

1. For the Independent Commissioner who is concurrently serving as member of the Remuneration Committee, his term of office as member of the Remuneration Committee shall be the same with his term of appointment as the Independent Commissioner as stipulated in the General Meeting of Shareholders.
2. For members of the Remuneration Committee who are not serving as the Independent Commissioner, the term of office of such members is 3 years commencing from the date of Board of Commissioners' Resolution appointing them.
3. The Board of Commissioners may dismiss the member of the Remuneration Committee at any time if such member is considered to be no longer capable to conduct the duties as provided in the Remuneration Committee Charter.

### **Duties and Responsibilities**

The duties and responsibilities of the Remuneration Committee are as follows:

1. Providing recommendation to the Board of Commissioners on:
  - a. Remuneration structure;
  - b. Remuneration policy; and
  - c. Remuneration amount;
2. Assisting the Board of Commissioners in conducting performance evaluation in consideration of the properness of the remuneration received by each of the members of the Board of Directors and/or the Board of Commissioners.
3. In performing its duties, the Remuneration Committee is accountable to the Board of Commissioners.
4. The Remuneration Committee shall be independent in performing its duties.

### ***Masa Kerja***

1. Bagi Komisaris Independen yang merangkap sebagai anggota Komite Remunerasi, masa jabatannya adalah sama dengan masa jabatannya sebagai Komisaris Independen sebagaimana diangkat dan ditunjuk melalui Rapat Umum Pemegang Saham.
2. Bagi anggota Komite Remunerasi yang bukan Komisaris Independen, masa jabatan anggota Komite Remunerasi adalah 3 tahun terhitung sejak tanggal Keputusan Dewan Komisaris yang mengangkatnya dan dapat dipilih kembali.
3. Dewan Komisaris dapat memberhentikan sewaktu-waktu anggota Komite Remunerasi jika dinilai tidak dapat lagi melaksanakan tugas sebagaimana diatur dalam Piagam Komite Remunerasi.

### **Tugas dan Tanggung Jawab**

Tugas dan tanggung jawab Komite Remunerasi adalah sebagai berikut:

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - a. Struktur remunerasi;
  - b. Kebijakan atas remunerasi; dan
  - c. Besaran remunerasi;
2. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau Dewan Komisaris.
3. Dalam melaksanakan tugasnya, Komite Remunerasi bertanggung jawab kepada Dewan Komisaris.
4. Komite Remunerasi wajib bertindak independen dalam melaksanakan tugasnya.

### **Working Guidelines and Procedures**

In conducting the function of remuneration, the Remuneration Committee shall:

1. Draft the remuneration structure of the members of the Board of Directors and/or the members of the Board of Commissioners;
2. Draft the remuneration policy of the members of the Board of Directors and/or the members of the Board of Commissioners; and
3. Determine the amount of the remuneration of the members of the Board of Directors and/or the members of the Board of Commissioners.

### **Meetings of the Remuneration Committee**

1. The Remuneration Committee shall convene a meeting at least once every 4 (four) months.
2. The Remuneration Committee Meeting may adopt a resolution if attended by at least more than 1/2 (one half) of the members, provided that the Chairman of the Remuneration Committee is present in the meeting.
3. The resolution of the Remuneration Committee meeting shall be adopted based on deliberation to reach consensus. In the event that the deliberation fails to be reached, the resolution shall be deemed valid if it is approved by more than 1/2 (one half) of the members of the Remuneration Committee attending the meeting.
4. In the event that the affirmative votes are equal to the negative votes, the proposal is deemed to have been refused and can be re-proposed in the subsequent Remuneration Committee meeting.
5. Meeting of the Remuneration Committee shall be chaired by the Chairman of the Remuneration Committee.
6. Each meeting of the Remuneration Committee shall be recorded in minutes of meeting, including any dissenting opinions, signed by all attending members of the Remuneration Committee and

### **Tata Cara dan Prosedur Kerja**

Dalam melaksanakan fungsi remunerasi, Komite Remunerasi akan:

1. Menyusun struktur remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
2. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
3. Menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

### **Rapat Komite Remunerasi**

1. Komite Remunerasi mengadakan rapat sekurang-kurangnya sekali dalam 4 (empat) bulan.
2. Rapat Komite Remunerasi dapat mengambil keputusan apabila sekurang-kurangnya dihadiri oleh lebih dari 1/2 (satu per dua) dari jumlah anggota, dengan ketentuan Ketua Komite Remunerasi hadir dalam rapat tersebut.
3. Keputusan rapat Komite Remunerasi diambil berdasarkan musyawarah untuk mufakat. Apabila musyawarah untuk mufakat tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh lebih dari 1/2 (satu per dua) jumlah anggota Komite Remunerasi yang hadir.
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pengambilan suara terjadi suara yang sama banyaknya, usulan dianggap ditolak dan dapat diajukan kembali dalam rapat Komite Remunerasi selanjutnya.
5. Rapat Komite Remunerasi dipimpin oleh Ketua Komite Remunerasi.
6. Setiap rapat Komite Remunerasi dituangkan dalam risalah rapat, termasuk apabila terdapat perbedaan pendapat (dissenting opinions), yang ditandatangani oleh seluruh anggota Komite

shall be reported in writing to the Board of Commissioners.

#### **Reporting**

1. The Remuneration Committee shall submit a report of the implementation of duties and responsibilities, and the remuneration procedures to the Board of Commissioners by no later than 5 (five) business days following the completion of the report of the implementation of duties and responsibilities, and the remuneration procedures conducted by the Remuneration Committee.
2. The Remuneration Committee through the Board of Commissioners shall annually submit report to the General Meeting of Shareholders on the implementation of duties and responsibilities, and the remuneration procedures as well as other information which are needed to be submitted.
3. The Remuneration Committee shall prepare an annual report of the implementation of the Remuneration Committee activities to be presented in the Company's Annual Report and the official website of the Company.

#### **Closing**

1. This Charter shall be effective on the date of execution as mentioned below.
2. This Charter will be evaluated on a regular basis for improvement purposes.
3. This Charter may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed as original, and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

Remunerasi yang hadir dan wajib disampaikan secara tertulis kepada Dewan Komisaris.

#### **Pelaporan**

1. Komite Remunerasi wajib menyampaikan laporan pelaksanaan tugas, tanggung jawab, serta prosedur remunerasi kepada Dewan Komisaris selambat-lambatnya 5 (lima) hari kerja setelah selesainya laporan pelaksanaan tugas, tanggung jawab, serta prosedur remunerasi yang dilakukan Komite Remunerasi.
2. Setiap tahun Komite Remunerasi melalui Dewan Komisaris melaporkan kepada Rapat Umum Pemegang Saham mengenai pelaksanaan tugas, tanggung jawab dan prosedur remunerasi serta informasi lainnya yang perlu disampaikan.
3. Komite Remunerasi wajib membuat laporan tahunan pelaksanaan kegiatan Komite Remunerasi yang diungkapkan dalam Laporan Tahunan Perseroan dan situs resmi Perseroan.

#### **Penutup**

1. Piagam ini berlaku efektif pada tanggal penandatanganan sebagaimana disebut dibawah ini.
2. Piagam ini secara berkala akan dievaluasi untuk penyempurnaan.
3. Piagam ini dapat ditandatangani dalam sejumlah salinan yang terpisah, masing-masing ketika ditandatangani, harus dianggap sebagai salinan yang asli, dan semua salinan yang ditandatangani bersama tersebut dianggap sebagai instrumen yang satu dan sama.

Jakarta, 6 March 2017

**PT Chandra Asri Petrochemical Tbk.**

**Board of Commissioners / Dewan Komisaris**



**Djoko Suyanto**

President Commissioner/*Presiden Komisaris*  
as/*merangkap*  
Independent Commissioner/*Komisaris Independen*



**Tan Ek Kia**

Vice President Commissioner/*Wakil Presiden Komisaris*  
as/*merangkap*  
Independent Commissioner/*Komisaris Independen*



**Ho Hon Cheong**

Commissioner/*Komisaris*  
as/*merangkap*  
Independent Commissioner/*Komisaris Independen*



**Agus Salim Pangestu**  
Commissioner/*Komisaris*



**Loeki Sundjaja Putra**  
Commissioner/*Komisaris*



**Chaovalit Ekabut**  
Commissioner/*Komisaris*



**Cholanat Yanaranop**  
Commissioner/*Komisaris*