

**NOMINATION and REMUNERATION COMMITTEE CHARTER
OF THE BOARD OF COMMISSIONERS
OF PT INDONESIA INFRASTRUCTURE FINANCE**

1. Introduction

PT Indonesia Infrastructure Finance (“IIF” or the “**Company**”) has been established as an Indonesian financial institution under the Ministry of Finance Regulation (PMK No.100/PMK.010/2009), and functions on the principles that govern any modern international financial institution.

In compliance with IIF’s (i) Articles of Association, (ii) Operating Manual and (iii) its Shareholders Agreement dated 15 January 2010 as lastly amended by the Third Amendment of the Shareholders Agreement dated 19 March 2012 (“Shareholders Agreement”), the Board of Commissioners (“BoC”) of IIF must form a Nomination and Remuneration Committee.

Indonesia adopts a two-tier board system, whereby the function of the BoC is supervisory/oversight rather than management. Therefore, in this Charter the Nomination and Remuneration Committee of the BoC is defined Nomination and Remuneration Committee (“NRC” or the “Committee”).

2. Main Objective

- a. For any company one of its key success factors is the quality of leadership. A nomination committee with a written mandate and terms of reference that are consistent with good practice must ensure the proper selection of directors and a Chief Executive Officer (CEO) of the highest caliber. Chaired by an independent commissioner, the committee should have a written definition of independence, inclusive of both subjective and objective criteria. A remuneration committee should set the remuneration and compensation policy for directors, the CEO, the independent commissioners and Executive Vice Presidents, commensurate with performance measured against comparable industry benchmarks and key performance indicators such as economic value added.
- b. The main responsibility of the Committee is defined in Section 3.08 of the Shareholders Agreement. It consists of (i) to nominate members of the Board of Directors and Independent Commissioners (with the actual appointment of any Director or Independent Commissioner made at a GMS), (ii) as authorized by the Shareholders during 2015 AGMS, to recommend to the Shareholders, the remuneration for the members of the Board of Directors and Board of Commissioners; and (iii) to set forth general remuneration policies for the Company’s staff.
- c. The Committee is formed by the BoC in order to support its supervisory function, primarily in providing oversight of the nomination and remuneration issues of IIF on behalf of the BoC.

3. Authority

In order to carry out its responsibilities the Committee shall have the following authorities.

- a. NRC shall have access to obtain all required information within its responsibilities from directors, executives, employees and from external/professional resources (for the avoidance of doubt, in case external/professional resources are requested, prior to appointing external/professional resources the Committee shall seek the consultation with and the approval of IIF's BoC to support its duties).
- b. Under acknowledgment of the BoC, the Chairperson of the Committee may invite directors or executives or employees or the independent auditor of IIF to attend the Committee meeting;

In implementing the above authorities, the Committee co-ordinates with the President Director (CEO).

4. Structure and Qualification

4.1. Composition

- a. In consideration of IIF's current shareholding structure as well as its business operation the composition of the members of the Committee shall be as follows:
 - a. Permanent Members
 - Chairman, who is an Independent Commissioner;
 - The Chairman of NRC has the rights to appoint Vice Chairman, who is one of the members of NRC other than the Independent Commissioner.
 - One member, who is a Commissioner nominated by SMI;
 - One member, who is a Commissioner nominated by the Supranational Investorsⁱ;
 - One member, who is Commissioner nominated by the Private Sector Investor;
 - b. Non-permanent and non-voting Members
 - 1) Chief Executive Officer (as Observer);
 - 2) Any other member/s that the BoC deems necessary.

4.2. Qualification

The Committee members must meet the following requirements:

- a. Possess a good integrity, reputation and independent attitude;
- b. Have adequate expertise, background knowledge and experience;
- c. The Chairperson is an Independent Commissionerⁱ as defined in the Shareholders' Agreement and IIF's Operations Manual and in Article 13 paragraph (3) of IIF's Articles of Association and other relevant regulations (if any). Unless prohibitive by prevailing laws and regulations, any exceptions to this shall require the consent from IIF's shareholdersⁱⁱ.

4.3. Appointment

- a. The Committee members are appointed by the BoC and acknowledged by the Board of Directors ("BoD");

- b. The appointment of the Committee Chairperson and its members shall be reported to the shareholders of IIF in the Annual General Shareholders' Meeting ("AGMS").

4.4. Membership Period

The membership period of the Committee is equal to that of the BOC.

5. Responsibilities and Duties

5.1. Responsibilities and Duties under Nomination Function:

- a. Analyze, compose and give recommendations concerning the system and procedures of selection and/or replacement of members of the BoC and the Directors to the BoC. The Committee shall also compose a performance evaluation system for the BoC and Directors.
- b. Recommend candidates for Commissioners and/or Directors to the BoC and recommend actions on nominations, appointment and termination of Commissioners and Directors to the BoC in accordance with provisions of the Shareholders' Agreement, in particular when a change in the BoC is required due to a change in the shareholding pattern of IIF.
- c. If it is deemed necessary, NRC can monitor the execution and analyze the criteria and procedures for the selection of officers one level below that of the Directors and also analyze the data of officers one level below that of Directors submitted quarterly by the BoD and on each change occurring;
- d. Recommend the number of members of the BoC and the BoD;
- e. Recommend to the BoC the candidates that shall be appointed as independent members to the Audit Committee and the Risk Oversight Committee.

5.2. Responsibilities and Duties under Compensation/Remuneration Function:

- a. Evaluate prevailing remuneration policies for the BoC, the BoD, and the Employees of IIF;
- b. Evaluate the KPIs for the BoD ex ante (in IIF's annual business plans) and ex post (after the close of each financial year of IIF).
- c. Based on the 2015 AGMS, the Shareholders has resolved to authorize the NRC of the Company to annually review, determine and recommend the salary of the Board of Commissioners and Board of Directors based on the following:
 - real value of the amount due to inflation;
 - benchmark for relevant executive in accordance with the reputable market survey;
 - budget plan of the Company approved by the Shareholders;
 - internal and external equity.
- d. Recommend the pension plan for IIF employees, if any and recommend the system of compensation and other benefits as well as mechanism for salary adjustment.
- e. Evaluate and provide recommendations to the BoC on employment policies and other functions in HR management that may have a significant impact on financial and/or legal risks to IIF.

6. Meeting

6.1. Frequency

The Committee will not meet less than twice in a year to fulfill its duties. A quorum of the Committee is three members, one of which must be the Chairman.

6.2. Agenda

The Committee meeting agenda shall be clearly defined and be distributed to the Committee members at least 1 (one) week prior to the meeting.

6.3. Attendees

Notwithstanding the provisions of 4.1 (b) above, the Committee may request the BoD, or a Director, executives and the internal auditor of IIF to attend the Committee meeting if required.

6.4. Secretary

Head of Human Resources Division shall attend all meetings of the Committee to provide the Minutes of Meeting.

6.5. Minutes

All Committee meetings must be properly documented in a form of Minutes of Meeting, which shall be signed by all attending members. Any dissenting opinion in the meeting must be clearly stated in the Minutes of Meeting, together with the reason of the dissenting opinion for further decisions of the BoC. A copy of all Minutes of Meeting shall be distributed to the BoC members for their information.

7. Reporting

7.1. Report to the Committee

The CEO and all other Directors of IIF shall ensure that all information of material concerns that are relevant to the Committee's responsibilities are brought to the attention of the Committee promptly.

7.2. Report by the Committee

- a. The Committee has to prepare a quarterly report explicating roles and responsibilities that the Committee has done during the quarter period to the BoC.
- b. The Committee has to prepare a report explicating roles and responsibilities that the Committee has done during the period audited by the independent auditor of IIF. The said report shall become part of IIF's annual report that is submitted to the IIF shareholders.

8. Secrecy/ Confidentiality

Each Committee member shall maintain the secrecy/confidentiality of IIF's documents, data and information; as well as adhere to the Code of Conduct as outlined in IIF's Operations Manual.


9. Others

- a. The Charter will be reviewed periodically by the Committee and approved by the BoC;
- b. To maintain and improve the quality of the Committee, the Committee might arrange orientation, development, training or continuing education program for the


- Committee members, which shall be coordinated through the President Director and obtain approval from the BoC;
- c. Subject to the prior approval of the BOC the Committee shall have the power to engage and select independent counsel and other professional advisers at the expense of IIF and to invite them to attend meetings.

PT INDONESIA INFRASTRUCTURE FINANCE




By 
Name>Nama : M. Chatib Basri
Title/Jabatan : President Commissioner/
Independent Commissioner
Date/Tanggal : _____

By 
Name>Nama : Zulkifli Zaini
Title/Jabatan : Independent Commissioner
Date/Tanggal : _____

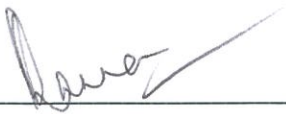
By 
Name>Nama : Edwin Gerungan
Title/Jabatan : Independent Commissioner
Date/Tanggal : _____


By 
Name>Nama : Marwanto Harjowiryo
Title/Jabatan : Commissioner
Date/Tanggal : _____

By 
Name>Nama : Robert Pakpahan
Title/Jabatan : Commissioner
Date/Tanggal : _____

By 
Name>Nama : Hans-Juergen Hertel
Title/Jabatan : Commissioner
Date/Tanggal : _____

By 
Name>Nama : Robert Dolk
Title/Jabatan : Commissioner
Date/Tanggal : _____

By 
 Name>Nama : Rajeev Kannan
 Title/Jabatan : Commissioner
 Date/Tanggal : _____

By 
 Name>Nama : Richard Ranken
 Title/Jabatan : Commissioner
 Date/Tanggal : _____

ⁱ A person qualified to become an Independent Commissioner of the Company is a person who: (i) has not been employed by the Company or any subsidiary of the Company, any shareholder, or their respective Affiliates in the past five years, (ii) is not, and is not affiliated with a company that is an advisor or consultant to the Company or any subsidiary of the Company, any shareholder, or their respective Affiliates, (iii) is not affiliated with a significant customer or supplier of the Company or any subsidiary of the Company, any shareholder, or their respective Affiliates, (iv) has no personal service contracts with the Company or any subsidiary of the Company, any shareholder, their respective Affiliates, or their respective senior management, (v) is not a member of the immediate family of an individual who is, or has been during the past five years, employed by the Company or any subsidiary of the Company, any shareholder, or their respective Affiliates as an executive officer; (vi) is not a Controlling Person of the Company (or member of a group of individuals and/or entities that collectively exercise control over the Company) (vii) is not a direct or indirect shareholder of the Company, (viii) is not an Affiliate to the Company, any director, any commissioner or any Shareholder holding 5% (five per cent) or more of issued shares of the Company, (ix) does not have a business relation directly or indirectly with the business of the Company.

ⁱⁱ As per IIF's Shareholders Agreement, sections relating to Social and Environmental Framework and Corporate Governance of IIF's Operations Manual must not be revised unless consents are obtained from the shareholders.