

**Remuneration Committee  
Terms of Reference  
PT Multi Bintang Indonesia Tbk**

**1) Objective**

To assist the Board of Commissioners in fulfilling its responsibilities relating to remuneration practices for Board of Commissioners and Board of Directors of PT Multi Bintang Indonesia Tbk (the Company) and Audit Committee and Remuneration Committee Members.

**2) Roles and Responsibilities**

- a) The roles and responsibility of the Remuneration Committee are:
  - i) To review and recommend for approval the remuneration strategy for both Commissioners and (Functional) Directors other Committees of the Company.
  - ii) To propose recommendation to the Board of Commissioners on remuneration for Commissioners (to be proposed during the Annual General Meeting).
  - iii) To provide advice/guidance on the remuneration strategy and policy to the Board of Directors
  
- b) The Remuneration Committee shall, wherever necessary and reasonable, in accordance with the procedure and at the cost of the Company:
  - i) Have the authority to investigate any matter within its terms of reference;
  - ii) Have the resources which are required to perform its duties;
  - iii) Have the full and unrestricted access to any information pertaining to the Company;
  - iv) Be able to obtain independent professional advice.

**3) Composition**

- a) Remuneration Committee consists of the following people:
  - i) Two Independent Commissioner with one of them as Chairman;
  - ii) A Commissioner.
  
- b) In case of the Remuneration Committee consist of more than three persons, the Independent Commissioner members must be at least two persons.
  
- c) The members of the Remuneration Committee shall elect the Chairman from among its members.
  
- d) In addition to the above, the Human Resources Director will be a non-voting member of the Remuneration Committee and responsible as the Secretary of Remuneration Committee.
  
- e) In the event of any vacancy in the Remuneration Committee, the vacancy must be filled in within 60 (sixty) days of the event.

**4) Meetings**

- a) The Remuneration Committee shall meet at least three times a year, and if requires additional meetings, the Chairman shall decide, in order to fulfill its duties.
- b) Members of Remuneration Committee may request presence of guests (e.g. experts) who can attend the entire part of meeting related to the agenda item.
- c) The Secretary shall be responsible for keeping the minutes of meetings and in conjunction with the Chairman, drawing up the agenda and circulating it, supported by explanatory document to committee members prior to each meeting.
- d) If a member wishes to discuss an issue that is not on the agenda, the Remuneration Committee may discuss it and vote on such issue provided that majority of the present members give their consent and decide on such issue.
- e) The Remuneration Committee shall have a quorum provided that at least majority members are present, and each member has one vote.

This Term of Reference is accepted and agreed by the Board of Commissioners, and shall be effective as of the date mentioned below.

Jakarta, December 14, 2015

On behalf of the Board of Commissioners  
PT Multi Bintang Indonesia Tbk



**Cosmas Batubara**  
President Commissioner