

GUIDANCE FOR NOMINATION AND REMUNERATION COMMITTEE OF PT UNILEVER INDONESIA TBK

I. BACKGROUND

The Nomination and Remuneration Committee ("**Committee**") of PT Unilever Indonesia Tbk., ("**Company**") is the committee established and being responsible to the Board of Commissioners of the Company ("**Board of Commissioners**") to assist the implementation of tasks and responsibilities of the Board of Commissioners relating to the grant of recommendation for nomination and remuneration of members of Board of Commissioners, Board of Directors, the members of committees in Board of Commissioners level as well as the remuneration frame of executive officers and employees entirely in accordance with the Good Corporate Governance ("**GCG**") principles.

The Committee is established with the intention to support the implementation of supervision function of the Board of Commissioners in nomination and remuneration aspects of the members of the Board of Commissioners, the Board of Directors, committees in Board of Commissioners level ("**Commissioners Committee**") as well as the executive officers to hold the key positions in the Company management ("**Executive Officer**").

The legal foundation of Committee establishment is:

- (a) Law No. 40 Year 2007 regarding Limited Liability Company;
- (b) Law No. 8 Year 1995 regarding Capital Market;
- (c) Regulation of Financial Service Authority No. 34/POJK.04/2014 dated December 8, 2014 regarding Nomination and Remuneration Committee for Issuer or Public Company ("**POJK No. 34/2014**");
- (d) The provisions of the articles of association of the Company regarding the tasks and authorities of the Board of Commissioners; which entirely are in force upon the enforcement of this Committee Guidance.

II. Vision and Mission

II.1 Vision

To be the Committee having highly competence in assisting the Board of Commissioners in applying the Good Corporate Governance principles and the code of business principles of the Company ("**COBP**") in managing the human resources ("**HR**") and the implementation of nomination and remuneration function for the members of the Board of Directors, the Board of

Commissioners, Commissioners Committee and the Executive Officer in the Company management.

II.2 Mission

Assisting the Board of Commissioners to perform the tasks and functions of the supervision as well as the grant of advice in implementing the GCG and COBP principles in the process of nomination of candidates of Board of Directors and Board of Commissioners, Commissioners Committee and the Executive Officer and remuneration management for Board of Directors, Board of Commissioners, Commissioners Committee and the Executive Officer as well as the Company Human Resources management in general conducted gradually and sustainably in accordance with the prevailing GCG and COBP principles by upholding the harmonious relationship of the Company with all relevant stakeholders.

III. Aim and Objective

This guidance of Nomination and Remuneration Committee (“**Guidance**”) is intended as the guidance for the Committee in order it is able to perform its tasks and responsibilities efficiently, transparently, professionally, independently and accountably in accordance with the prevailing legislation.

The objectives of preparation and enforcement of this Guidance are:

- a. To give the guidance in determining the structure, membership and terms of service of the tasks of the Committee;
- b. To give the limitation of tasks, responsibilities and authority of the Committee in implementing its operational tasks; and
- c. To apply GCG related provisions which are applied but not set forth yet in the Company’s articles of association.

IV. STRUCTURE, MEMBERSHIP AND TERMS OF SERVICE

IV.1 Structure

1. The Committee members consists of at least 3 (three) members with the compositions as follows:
 - a. 1 (one) Independent Commissioner;
 - b. at least 1 (one) member of the Board of Commissioners; and
 - c. at least 1 (one) executive officer under the Board of Directors supervising the human resource aspect;

- provided that total members as referred to in item (c) above cannot be the majority in the Committee membership.
2. Committee is chaired by the Independent Commissioner.
 3. In the event the Committee members are more than 3 (three) persons, the Committee members being the Independent Commissioner will be at least 2 (two) persons.
 4. Chairman and members of the Committee are appointed and dismissed by the Board of Commissioners based on the resolution of meeting of the Board of Commissioners.
 5. If one the Committee members resigns or quits due to specific reason causing the membership is less than 3 (three) persons, at the latest within 60 (sixty) calendar days as of the occurrence, the Board of Commissioners is obliged to appoint the new Committee member to fulfill the minimum total member of the Committee to at least 3 (three) persons.

IV.2 Membership

1. Requirements:

The members of Committee are obliged to fulfill the requirements as follows:

 - (a) Having high integrity, adequate capacity, knowledge and experience in accordance with its field of work and educational background as well as being capable of food communication;
 - (b) Having the sufficient knowledge in order to be able to understand the company's GCG and COBP principles, understand the determination nomination principles of the prospective Board of Commissioners, Board of Directors and the executive officers within the company's environment as well as its remuneration system;
 - (c) Having the knowledge on the articles of association of the company, legislation principles relating to the company's operation, other legislation relating to GCG as well as the competence on nomination and remuneration;
 - (d) The independent chairman and members of committee do not have any affiliate relationship to the main shareholders, members of the Board of Commissioners or Board of Directors of the company;
 - (e) Having no business relationship, both directly and indirectly relating to the company's business activity possibly causing the arising of conflict of interest;

- (f) Is willing to prepare and sign the written statement relating to the independence requirements and there is no conflict of interest;
- (g) Being able to cooperate and communicate properly and based on ethics as well as providing the sufficient time to perform the task properly and with added value;
- (h) Being obliged to adhere to the company's COBP; and
- (i) The members of the Board of Directors are prohibited to be the members of the Committee's.

2. Evaluation

The evaluation on the performance of the Committee's members both individually and collectively will be conducted at the end of every fiscal year on self-assessment basis by using the evaluation method in a system stipulated in the resolution of Board of Commissioners from time to time.

IV.3 Term of Service

1. The term of service of the Committee's members being the members of the Board of Commissioners is the same as that of the members of Board of Commissioners stipulated in the company's articles of association.
2. The term of service of the Committee's members not being the members of Board of Commissioners is stipulated following the term of service of Board of Commissioners being the Committee's members and is extensible for the subsequent 1 (one) service period without prejudice the right of the Board of Commissioners to dismiss them any time.
3. The term of service of the Committee's members appointed among the service period of Board of Commissioners follows the service period of such Board of Commissioners.

V. TASKS, RESPONSIBILITIES AND AUTHORITIES

V.1 Task

The Committee has the tasks and is responsible for giving the recommendation to the Board of Commissioners including but not limited to the matters as follows:

1. Relating to the Nomination Function
 - (a) Preparing and giving the recommendation to the Board of Commissioners relating to the determination of:

- (i) composition of position of members of Board of Directors, Board of Commissioners, Commissioners Committee and Executive Officer;
 - (ii) policy and criteria required in Nomination process;
 - (iii) evaluation policy of members of Board of Directors, Board of Commissioners, Commissioners Committee and Executive Officer;
 - (iv) development program for members of Board of Directors, Board of Commissioners, Commissioners Committee and Executive Officer;
- (b) Giving the suggestion on the candidate of members of Board of Commissioners and/or Board of Directors to the Board of Commissioners to be submitted to the General Meeting of Shareholders of the Company;
 - (c) Determining the criteria to be implemented in identifying the candidates, examining and approving the candidates of members of Board of Directors, Board of Commissioners, Commissioners Committee and Executive Officer, and in taking that measure the Committee will apply the principle that each candidate will be able and appropriate for the relevant position and qualified for that position with the experience, capability and other relevant factors;
 - (d) Following the nomination procedure for the members of Board of Commissioners and/or Board of Directors or Commissioners Committee and Executive Officer as referred to above.

2. Relating to Remuneration Function

- (a) Making the evaluation to the remuneration policy as well as to the suitability to the remuneration policy implementation from time to time;
- (b) Giving the recommendation to the Board of Commissioners on structure, policy and amount of remuneration for Board of Commissioners and Board of Directors to be submitted to the Company's General Meeting of Shareholders.
- (c) Giving the recommendation to the Board of Commissioners on remuneration policy frame for the Commissioners Committee and Executive Officer as well

as the employees as a whole already approved previously by the Board of Directors. Such recommendation (if any) will then be submitted by the Board of Commissioners to the Board of Directors.

- (d) Assisting the Board of Commissioners to evaluate the performance of the members of Board of Directors and/or Board of Commissioners and the Commissioners Committee based on the criteria already established as the evaluation material;
- (e) The Committee is obliged to follow the remuneration procedure for the members of Board of Commissioners, Board of Directors, Commissioners Committee and Executive Officer to as follows:
 - i. Preparing the remuneration structure in terms of salary, honorarium, incentive and allowance invariably and variably;
 - ii. Preparing the policy for the remuneration structure; and
 - iii. Preparing the amount of remuneration structure.
- (f) Structure, policy and amount of remuneration as referred to in Chapter V.1 Article 2(a) must have the reasonable feasibility, appropriateness as well as the benchmark by considering:
 - (i) Remuneration applied in the Company's business activity industrial sector from time to time;
 - (ii) Financial obligation and fulfillment of the Company's financial obligation;
 - (iii) Individual work performance of the members of Board of Directors and/or Board of Commissioners;
 - (iv) Performance, task, responsibility and authority of the members of Board of Commissioners, Board of Directors and/or executive officer; and
 - (v) Short term and long term performance objective and achievement according to the Company's strategy;
 - (vi) Invariable and variable allowance balance by taking into account the feasibility and whole remuneration for the Board of Commissioners and the Board of Directors.
- (g) The Committee can consider the input from the members of Board of Directors and Board of

Commissioners relating to the policy to be recommended.

- (h) Structure, policy and amount of remuneration must be evaluated by the committee at least twice a year.
- (i) Performing other tasks given by Board of Commissioners relating to the remuneration in accordance with the prevailing provision.

3. Conflict of Interest

In the event the Committee members have the conflict of interest to the suggestion recommended, it is obliged to disclose in such suggestion the existence of the conflict of interest as well as the considerations underlying such suggestion.

V.2 Responsibility

1. The Committee is responsible to the Board of Commissioners.
2. The Committee's accountability is submitted to Board of Commissioners in terms of reports as follows:
 - i. Minutes of Meeting;
 - ii. Report on quarter activity and performance of the Committee;
 - iii. Report on annual activity and performance of the Committee; and
 - iv. Report on the field visit containing among others the findings or field fact, evaluation, analysis, conclusion and suggestion, if any.
3. Committee members who are still or who do not hold the position any longer as the Committee members must keep the confidentiality of the document, data and information of the company obtained when they hold the position of the Committee members both internal and external and only use it for the interest of the task performance.
4. Committee members are prohibited to abuse the important information relating to the Company for personal use.
5. Committee members in performing their tasks and responsibilities are obliged to adhere to the prevailing regulation and COBP of the Company as well as are prohibited to earn any personal gain both directly and indirectly from the Company activities other than from the honorarium together with the facilities and other allowance.

V.3 Authority

1. The Committee has the authority to access the document, data and information of the company regarding employee, fund, assets and resources of the Company required relating to its tasks performance.
2. If required, the Committee can involve the experts and/or consultant/independent party outside the Committee required in assisting the tasks implementation at the cost of the Company upon the written approval from Board of Commissioners.
3. If required the Committee can in performing its tasks establish an ad-hoc team with the assignment criteria and period are adjusted to the work need and type.
4. The Committee has the authority to directly communicate with the employee including the Board of Directors and the party relating to the tasks implementation.
5. Committee conducts other authority given by the Board of Commissioners.

VI. MEETING AND REPORTING

VI.1 Meeting

1. The Committee can hold the meeting at any time at least 3 (three) times in 1 (one) fiscal year.
2. The meeting can only be held if attended by at least 51% (fifty one percent) of total Committee members including the Chairman.
3. If deemed necessary, the Committee can invite other party relating to the meeting material to attend the meeting upon prior approval from the Board of Commissioners.
4. The meeting is chaired by the Committee Chairman. The Chairman may delegate his/her authority as the chairman of meeting to one of the attending members.
5. The Meeting can be held through the teleconference media, conference video or other electronic media facility enabling all Committee meeting participants to look and listen directly to each other as well as to participate in the meeting.
6. Summon to the meeting is served by the Chairman of Committee. In the event the Chairman is indisposed, summon to the meeting can be served by the proxy based on the power of attorney signed by the Chairman of Committee.
7. The summon to the meeting is served at least 7 (seven) calendar days and in case of urgency minimum 2 (two)

calendar days before the meeting date, by containing the day, date, hour, venue or meeting media and the meeting agenda to discuss and held in the company domicile or other places already agreed.

8. A Committee member who attend and is appointed by the Committee Chairman must record and prepare the minutes of meeting.
9. The resolution of the Committee meeting is adopted amicably for consensus. In the event of failure to reach the deliberation for consensus, the resolution is adopted based on majority votes.
10. Anything discussed and resolved in the Committee meeting including the dissenting opinions must be contained in the minutes of meeting contained in a written form signed by all attending members of Committee as the valid evidence for the resolution adopted in the meeting and submitted to the Board of Commissioners.
11. Any member of Committee is given the liberty to the broadest sense of the word to express his/her professional opinion in discussing any meeting agenda without any intervention by anyone.
12. Any member of the Committee is entitled to receive the copy of minutes of meeting although the relevant party does not attend such meeting.
13. The attendance of the Committee members in the meeting must be reported in the quarter and annual report of the Committee.
14. Total meeting and total attendance of the respective Committee members in the meeting as well as the brief report of the Committee containing the important matters discussed by the Committee must be submitted to the Board of Commissioners to be disclosed in the Annual Report.
15. The Discipline of the Meeting of Committee not provided in this Guidance will be set out in a separate regulation.

VI.2 Reporting

1. The Committee is obliged to prepare the annual report on its tasks and responsibilities including the implementation of the Committee's activities, and its performance achievement degree to the Board of Commissioners to be disclosed in the Company's annual report to be submitted to the General Meeting of Shareholders.
2. The Committee's annual report as referred to in paragraph 1 item VII.2 hereof must consist at least of:

- (a) Composition of Committee including name, position and status of the parties;
 - (b) Objective and scope of work;
 - (c) Total Committee meeting in the current year and the breakdown of attendance of each member of the Committee in the meeting; and
 - (d) Summary of Committee's tasks and responsibilities implementation during the current year comprising but not limited to (i) Committee Requirements; and (ii) Proposal on the appointment of the Board of Commissioners and the Board of Directors.
3. Conclusion, opinion or recommendation that have ever been given by the Committee to the Board of Commissioners.
 4. Report of the Committee signed by all members of the Committee. The Committee members not signing the same are obliged to disclose the reasons in such report.

VII. CLOSING

1. This Guidance becomes effective as of its ratification by the meeting of Board of Commissioners on January 29, 2016.
2. This Guidance will be evaluated periodically and if deemed necessary or required by the prevailing regulation, it will be amended or improved accordingly.
3. Original document of this Committee Guidance is submitted to the Board of Directors for documentation in the annual report and will be contained in the Company website.

Ratified in: Jakarta, Indonesia

Date : 29 January 2016
