

**CHARTER of the REMUNERATION COMMITTEE
OF
PT INDOSAT TBK**

1. APPOINTMENT

- A. The Remuneration Committee (the "RC") of PT Indosat Tbk (the "Company") shall be appointed by the Board of Commissioners (the "Board") from amongst its members, and shall comprise of not fewer than two (2) members, a majority of whom shall be independent with at least one member who is knowledgeable in executive compensation, failing which expert advice may be obtained internally or externally.
- B. The Chairman shall be elected by the Board.
- C. If a member, for any reason, ceases to be a member, the Board shall appoint a new member so that the number of members does not fall below two.
- D. A member who wishes to retire or resign from the RC shall notify the Board in writing, giving at least three (3) months notice. The Board shall have the discretion to abridge or waive this notice period.
- E. The office of a member shall become vacant upon the member's resignation/retirement/removal or disqualification as a Commissioner of the Company or upon the resolution of the Board to this effect.
- F. The appointment of a member shall be for a period of 2 (two) years or until such member ceases to be a Commissioner, or up till such date as may be approved by the Board.

II. DUTIES

The RC shall have the following duties:

- A. to advise the Board on the remuneration, bonus and benefits of the Commissioners, Directors and other employees of the Company and its subsidiaries to ensure that it is adequate to attract, motivate and retain personnel of good caliber and provide reward for enhancing shareholder value responsibly in relation to their individual contributions for approval by the shareholders at a General Meeting of the Company where this may be required;
- B. to advise the Board on the structure, terms and implementation of the share option scheme for the Commissioners, Directors and employees of the Company and such other persons as may be entitled to participate in the scheme;
- C. to advise the Board on any other matter as may be relevant to the remuneration, benefits, terms of service of the Commissioners, Directors and employees of the Company;
- D. to obtain advice from external parties for the purposes of its duties;
- E. to submit reports from time to time concerning any matters above to the Board;
- F. As part of its review, the RC shall ensure that all aspects of remuneration including but not limited to fees, salaries, allowances, bonuses, options and benefits-in-kind should be covered.

III. ADMINISTRATION

A. Meetings

1. The meetings of the RC may be conducted with direct attendance or by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid;
2. The meetings shall be held at least twice a year. Additional meetings may also be held by the RC to discuss other issues, which the RC considers necessary;
3. The RC shall have full discretion with regard to the calling of the meetings and the proceedings thereat and may invite any director or management to its meetings;
4. The Chairman of the meeting will be the Chairman of the committee. If the Chairman is not present in the meeting, the Chairman of the meeting shall be an RC member who is present and appointed by the Chairman of the committee;
5. The RC shall appoint a secretary who shall attend all meetings and minutes the proceedings. The minutes shall be confirmed by the Chairman of the meeting and circulated to all members of the RC.

B. Notice

The notice of each meeting of the RC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the RC not fewer than three (3) working days prior to the date of the meeting unless all members of the RC consent to shorter notice.

C. Quorum

The quorum of the meeting shall be two (2) members, including at least one independent commissioner.

D. Voting

Each member present shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the Chairman of the meeting shall have a casting vote.

E. Written Resolutions

A resolution in writing signed by all the members of the RC who are entitled to vote on the matter shall be as valid and effectual as if it has been passed at a meeting of the RC duly convened and held.