

PIAGAM KOMITE NOMINASI DAN REMUNERASI
CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE OF
PT Elang Mahkota Teknologi Tbk
(“Perseroan”/the “Company”)

1. Dasar Hukum

Piagam Komite Nominasi dan Remunerasi (“**Piagam**”) ini disusun terutama berdasarkan Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, sebagaimana diubah dari waktu ke waktu.

2. Definisi dan Tujuan

- a) Komite Nominasi dan Remunerasi (selanjutnya disebut “**Komite**”) adalah Komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait nominasi dan remunerasi anggota Direksi dan anggota Dewan Komisaris Perseroan.
- b) Komite wajib menyusun pedoman kerja yang mengikat bagi setiap anggota Komite, yang akan menjadi acuan dan pedoman kerja bagi Komite dalam menjalankan tugas dan wewenangnya.
- c) Setiap anggota Komite wajib melaksanakan tugas dan tanggung jawabnya dengan itikad baik, dengan ketelitian dan tanggung jawab, serta sesuai dengan hal-hal sebagai berikut:
 - (i) peraturan perundang-undangan yang berlaku, terutama di bidang pasar modal yang relevan;
 - (ii) Anggaran Dasar dan kebijakan-kebijakan Perseroan;
 - (iii) Piagam ini; dan
 - (iv) seluruh instruksi dan/atau keputusan dari Dewan Komisaris Perseroan.

1. Legal Basis

*This Nomination and Remuneration Committee’s Charter (“**Charter**”) is prepared mainly in accordance with the Financial Services Authority Regulation Number 34/POJK.04/2014 on Nomination and Remuneration Committee of Issuer or Public Company, as amended from time to time.*

2. Definition and Purpose

- a) *The Nomination and Remuneration Committee (hereinafter referred to as “**Committee**”) is a Committee established by and is accountable to the Board of Commissioners in assisting the functions and duties of the Board of Commissioners related to the nomination and remuneration of the Company’s members of the Board of Directors and members of the Board of Commissioners.*
- b) *The Committee shall prepare the working guidelines binding upon each member of Committee in performing his/her duties and authorities.*
- c) *Each Committee’s members shall perform the duties and responsibilities in good faith, with a high degree of care and responsibilities, as well as in accordance with the following:*
 - (i) *prevailing laws and regulations, particularly relevant in the capital market sector;*
 - (ii) *the Company’s Articles of Association and policies of the Company;*
 - (iii) *this Charter; and*
 - (iv) *all instructions and/or resolutions issued by the Board of Commissioners of the Company.*

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3. Komposisi, Struktur, dan Persyaratan Keanggotaan

- a) Komite terdiri dari: (i) Komite Nominasi; dan (ii) Komite Remunerasi.
- b) Masing-masing Komite paling sedikit terdiri dari 3 (tiga) orang anggota, dengan ketentuan 1 (satu) orang Ketua merangkap anggota, yang merupakan Komisaris Independen dan 2 (dua) anggota lainnya yang dapat berasal dari anggota Dewan Komisaris dan diutamakan yang merupakan komisaris independen, pihak luar Perseroan atau pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- c) Anggota Direksi Perseroan tidak dapat menjabat menjadi anggota Komite.
- d) Anggota Komite wajib memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan latar belakang pendidikannya, serta mampu bekerja sama dan berkomunikasi dengan baik.

4. Kode Etik

Setiap anggota Komite yang masih, atau yang sudah tidak menjabat lagi sebagai anggota Komite, wajib menjaga kerahasiaan dokumen, data, dan informasi Perseroan yang didapat atau diperoleh sewaktu menjabat sebagai anggota Komite, baik dari pihak internal maupun eksternal dan hanya digunakan untuk kepentingan pelaksanaan tugasnya.

5. Tugas, Tanggung Jawab, dan Wewenang

Komite memiliki tugas, tanggung jawab serta wewenang sebagai berikut:

- a) terkait fungsi nominasi yang dijalankan oleh Komite Nominasi, antara lain:
 - (i) memberikan rekomendasi kepada Dewan Komisaris terkait

3. Composition, Structure, and Membership Qualifications

- a) *The Committee consists of: (i) Nomination Committee; and (ii) Remuneration Committee.*
- b) *Each Committee shall at least consist of 3 (three) members, provided that 1 (one) the Chairman also acts as a member who also serves as an Independent Commissioner and 2 (two) other members that may be nominated from the members of the Board of Commissioners and preferably come from independent commissioners, external party of the Company or any person holding a managerial position under the Board of Directors to supervise human resources.*
- c) *Members of the Board of Directors of the Company shall not be a member of the Committee.*
- d) *Members of the Committee are required to have high integrity, capability, knowledge and sufficient experience according to their educational background, and be able to cooperate and have good communication skills.*

4. Code of Conduct

Any member of the Committee who is still, or no longer serves as a member of the Committee, shall maintain the confidentiality of all documents, data, and information of the Company acquired or received during his/her term of office as a member of the Committee, both from internal and external parties and may be utilized only for the purpose of performing his/her duties.

5. Duties, Responsibilities and Authorities

The Committee has the following duties, responsibilities, and authorities:

- a) *regarding the nomination function carried out by the Nomination Committee, including:*
 - (i) *to provide recommendations to the Board of Commissioners*

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komposisi jabatan, kebijakan dan kriteria dalam proses nominasi, serta kebijakan evaluasi kinerja bagi anggota Dewan Komisaris dan/atau anggota Direksi;

- (ii) membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan kualifikasi yang telah ditetapkan;
 - (iii) memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - (iv) memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris dengan memperhatikan keberagaman, keahlian, pengetahuan dan pengalaman dari masing-masing calon, kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (“RUPS”).
- b) terkait fungsi remunerasi antara lain memberikan rekomendasi kepada Dewan Komisaris mengenai struktur remunerasi, kebijakan atas remunerasi, besaran atas remunerasi, dan membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima oleh masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.
- c) wewenang Komite antara lain mengakses dokumen, data, dan informasi Perseroan yang berkaitan dengan pelaksanaan tugasnya, berkomunikasi langsung dengan karyawan, termasuk Direksi dan pihak lainnya yang terkait dengan tugas, tanggung jawab, dan kewenangan lain yang diberikan oleh Dewan Komisaris.

relating to the composition, policies and criteria in the nomination process, and performance evaluation policies for members of the Board of Commissioners and/or members of the Board of Directors;

- (ii) to assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or members of the Board of Commissioners pursuant to the determined qualifications;*
 - (iii) providing recommendations to the Board of Commissioners regarding the development program for the skills of members of the Board of Directors and/or members of the Board of Commissioners; and*
 - (iv) to propose the candidate(s) who qualified to be members of the Board of Directors and/or members of the Board of Commissioners by considering the diversity, expertise, knowledge and experience of each candidate, to the Board of Commissioners to be presented at the General Meeting of Shareholders (“GMS”).*
- b) *regarding the remuneration function among others providing recommendations to the Board of Commissioners on the structure of remuneration, policies for remuneration, and the amount of remuneration and assisting the Board of Commissioners in the assessment of performance with the conformity of remuneration received by each member of the Board of Directors and/or the Board of Commissioners.*
- c) *the Committee shall have the authority to access documents, data, and information of the Company relating to the performance of their duty, communicate directly with employees, including the Board of Directors and other parties relating to other duties, responsibilities, and authorities vested by the Board of Commissioners.*

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6. Tata Cara dan Prosedur Kerja

Komite bekerja secara kolektif dan bersifat mandiri dalam melaksanakan tugas-tugasnya. Komite dapat bekerja sama dengan di antaranya organ pendukung Dewan Komisaris dan satuan kerja terkait di level manajemen.

7. Mekanisme Nominasi

Salah satu tugas dari Komite Nominasi adalah menyusun suatu sistem nominasi bagi anggota Direksi dan/atau anggota Dewan Komisaris Perseroan sebagai pedoman bagi Dewan Komisaris dan dalam pelaksanaan RUPS dengan memberikan rekomendasi kepada Dewan Komisaris berdasarkan komposisi jabatan, kebijakan, kriteria dalam proses nominasi, serta kebijakan evaluasi kinerja bagi anggota Dewan Komisaris dan/atau anggota Direksi.

1. Prinsip Dasar

- a. persyaratan calon anggota Direksi dan Dewan Komisaris.

Calon anggota Direksi dan/atau calon anggota Dewan Komisaris wajib memenuhi persyaratan yang telah ditentukan dalam Anggaran Dasar Perseroan serta peraturan perundang-undangan yang berlaku, terutama di bidang pasar modal.

- b. pencalonan dan pengajuan calon anggota Direksi dan/atau calon Dewan Komisaris.

Calon anggota Direksi dan Dewan Komisaris diajukan melalui seleksi dengan memperhatikan persyaratan yang telah ditetapkan. Calon anggota Direksi dan Dewan Komisaris diajukan melalui seleksi dengan memperhatikan persyaratan yang telah ditetapkan.

6. Procedures

The Committee shall work collectively and independently to conduct their duties. The Committee may work together among others with the supporting organs of the Board of Commissioners and other relevant work units at the management level.

7. Nomination Mechanism

One of the duties of the Nomination Committee is to prepare a nomination system for members of the Board of Directors and/or members of the Board of Commissioners of the Company as a guideline for the Board of Commissioners and GMS by providing recommendations to the Board of Commissioners based on position composition, policies, criteria in nomination process, and performance evaluation policies for members of the Board of Commissioners and/or members of the Board of Directors.

1. Basic Principles

- a. candidates' requirements for members of the Board of Directors and the Board of Commissioners.

Candidates for members of the Board of Directors and/or for members of the Board of Commissioners must meet the requirements set out in the Company's Articles of Association and applicable laws and regulations, particularly in capital market sector.

- b. nomination and submission of candidates for members of the Board of Directors and/or the Board of Commissioners.

Candidates for members of the Board of Directors and the Board of Commissioners are submitted through selection by taking into account predetermined requirements.

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2. Prosedur

Dalam melaksanakan fungsi nominasi, Komite Nominasi wajib melakukan prosedur sebagai berikut:

- a. menyusun komposisi dan proses nominasi anggota Direksi dan/atau Dewan Komisaris;
- b. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau Dewan Komisaris;
- c. melakukan pembahasan terkait calon anggota Direksi dan/atau Dewan Komisaris dimaksud dalam rapat Komite Nominasi dengan mempertimbangkan beberapa hal sebagai berikut:
 - 1) alasan dan/atau pertimbangan atas kandidat;
 - 2) kualifikasi kandidat sesuai dengan kriteria; dan
 - 3) memperhatikan kondisi eksternal dan internal sesuai dengan arahan Perseroan.
- d. Setelah melakukan pembahasan, Komite Nominasi memberikan rekomendasi kepada Dewan Komisaris.
- e. Berdasarkan rekomendasi Komite Nominasi, Dewan Komisaris memutuskan untuk mengajukan calon Dewan Komisaris dan/atau Direksi kepada RUPS.
- f. Pemegang saham akan memberikan persetujuan dalam mata acara RUPS terkait nominasi Dewan Komisaris dan/atau Direksi.

3. Persyaratan dan Kriteria

- a. Yang dapat diusulkan menjadi anggota Direksi dan/atau Dewan Komisaris adalah:

2. Procedure

In carrying out the nomination function, the Nomination Committee must carry out the following procedures:

- a. *organizing the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners;*
- b. *preparing policies and criteria needed in the process of nominating candidates for members of the Board of Directors and/or the Board of Commissioners;*
- c. *conducting discussions regarding the candidates for members of the Board of Directors and/or the Board of Commissioners referred to in the Nomination Committee meeting by considering the following matters:*
 - 1) *reasons and/or considerations on the candidate;*
 - 2) *qualifications of candidates according to the criteria; and*
 - 3) *monitoring external and internal conditions in accordance with the direction of the Company.*
- d. *After conducting discussions, the Nomination Committee provides recommendations to the Board of Commissioners.*
- e. *Based on the recommendation of the Nomination Committee, the Board of Commissioners decides to nominate candidates for the Board of Commissioners and/or Board of Directors to the GMS.*
- f. *The shareholders shall approve in the GMS agenda regarding the nomination of the Board of Commissioners and/or the Board of Directors.*

3. Requirements and Criteria

- a. *Those who can be proposed as members of the Board of Directors*

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and/or the Board of Commissioners are:

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| <ol style="list-style-type: none">1) orang perorangan yang mempunyai akhlak, integritas, moral yang baik, kemampuan, pengetahuan, pengalaman, keahlian, dan kompetensi yang sesuai dengan bidang usaha Perseroan serta selaras dengan tujuan strategis Perseroan;2) cakap dan mampu melaksanakan perbuatan hukum;3) memiliki komitmen untuk mematuhi peraturan perundang-undangan; dan4) dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat tidak pernah dinyatakan pailit dan tidak pernah menjadi anggota Direksi atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perseroan dinyatakan pailit, tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau tindak pidana yang berkaitan dengan sektor keuangan, tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat pernah tidak menyelenggarakan RUPS tahunan atau pertanggung jawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggung jawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS; dan pernah menyebabkan perusahaan yang memperoleh izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban | <ol style="list-style-type: none">1) <i>any individual with good personalities, integrity, good moral, ability, knowledge, experience, expertise, and competence that are appropriate for the Company's business field as well as aligned with the Company's strategic direction;</i>2) <i>qualified and capable on taking legal action;</i>3) <i>having a commitment to comply with laws and regulations; and</i>4) <i>within 5 (five) years prior to appointment and during his/her term of office never been declared as bankrupt and never registered as members of the Board of Directors or members of the Board of Commissioners which being declared as guilty for causing a company to be declared bankrupt, never been convicted of monetary crime resulting in financial loss to the state and/or any crime relating to financial sector, never been registered as members of the Board of Directors and/or members of the Board of Commissioners whose during his/her term of office never been carried out for the annual GMS or whose accountability as members of the Board of Directors and/or members of the Board of Commissioners never been approved by the GMS or has failed to present his/her accountability report as members of the Board of Directors and/or members of the Board of Commissioners to the GMS; and has ever caused the company which has obtained permits,</i> |
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menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan, serta tidak pernah diberhentikan dengan tidak hormat dari suatu pekerjaan dalam kurun waktu 5 (lima) tahun terakhir dan tidak dalam pengampunan.

4. Penilaian Kinerja Direksi dan Dewan Komisaris
- a. Penilaian kinerja Direksi dilakukan melalui mekanisme *self assessment* sebagaimana diatur dalam Piagam Direksi Perseroan minimal 1 (satu) kali dalam 1 (satu) tahun.
 - b. Penilaian kinerja Dewan Komisaris dilakukan melalui mekanisme *self assessment* sebagaimana diatur dalam Piagam Dewan Komisaris Perseroan minimal 1 (satu) kali dalam 1 (satu) tahun.

8. Mekanisme Remunerasi

Salah satu tugas dari Komite Remunerasi adalah melakukan proses identifikasi terhadap kualitas Direksi dan Dewan Komisaris yang selaras dengan tujuan strategis Perseroan.

1. Prinsip Dasar
- a. Kebijakan remunerasi merupakan salah satu faktor penting untuk mendapatkan dan/atau mempertahankan anggota Direksi dan anggota Dewan Komisaris yang berkualitas.
 - b. Dalam menetapkan remunerasi Direksi dan/atau Dewan Komisaris, Komite Remunerasi mempertimbangkan beberapa hal, sebagai berikut:
 - 1) kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam

authorizations or registration from the Financial Services Authority fails to fulfill the obligation to submit annual report and/or financial statements to the Financial Services Authority, and never been dismissed from an employment within the last 5 (five) years and is not being put under custody.

4. *Performance Assessment of the Board of Directors and Board of Commissioners*
- a. *The performance assessment of the Board of Directors is carried out through a self-assessment mechanism in accordance with the Company's Board of Directors Charter minimum 1 (once) a year.*
 - b. *The performance assessment of the Board of Commissioners is carried out through a self-assessment mechanism in accordance with the Company's Board of Commissioners Charter minimum 1 (once) a year.*

8. Remuneration Mechanism

One of the duties of the Remuneration Committee is to carry out the process of identifying the quality of the Board of Directors and Board of Commissioners aligned with the Company's strategic directions.

1. *Basic Principles*
- a. *The remuneration policy is an important factor in obtaining and/or retaining quality members of the Board of Directors and members of the Board of Commissioners.*
 - b. *In determining the remuneration of the Board of Directors and/or the Board of Commissioners, Remuneration Committee considers several aspects, as follows:*
 - 1) *financial performance and fulfillment of reserves as governed in prevailing laws and regulations;*

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- peraturan perundang-undangan yang berlaku;
- 2) remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Perseroan sejenis dan skala usaha Perseroan dalam industrinya;
 - 3) tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
 - 4) target kinerja atau kinerja masing-masing anggota Direksi dan/atau Dewan Komisaris agar tercapai kesteraan antara hasil kerja dengan imbalan yang diterima; dan
 - 5) pertimbangan sasaran dan strategi jangka panjang Perseroan.

2. Kebijakan Remunerasi

Struktur remunerasi terdiri dari:

- a. remunerasi jangka pendek terdiri dari gaji pokok, tunjangan kesehatan, tunjangan transportasi dan komunikasi, mobil dinas dalam bentuk program kepemilikan mobil (*car ownership program*) dan/atau bonus tahunan; dan
- b. remunerasi jangka panjang terdiri dari opsi kepemilikan saham Perseroan.

3. Prosedur

Dalam melaksanakan fungsi remunerasi, Komite Remunerasi wajib melakukan prosedur sebagai berikut:

- a. menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;

- 2) *the applicable remuneration in the similar industry with the Company's business activities and the Company's business scale in its industry;*
- 3) *the duties, responsibilities, and authorities of members of the Board of Directors and/or the Board of Commissioners are related to the achievement of the Company's objectives and performance;*
- 4) *performance target or the performance of each member of the Board of Directors and/or Board of Commissioners in order to achieve equality between work results and rewards received; and*
- 5) *consideration of the Company's long-term goals and strategies.*

2. Remuneration Policy

The remuneration structure consists of:

- a. *short-term remuneration consists of basic salary, medical allowance, transportation and communication allowances, official car in the form of a car ownership program and/or annual bonus; and*
- b. *long-term remuneration consists of the Company's share ownership options.*

3. Procedure

In carrying out the remuneration function, the Remuneration Committee is obliged to carry out the following procedures:

- a. *preparing a remuneration structure for members of the Board of Directors and/or the Board of Commissioners;*

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- b. menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
- c. menyusun besaran atas remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
- d. memberikan usul atau rekomendasi kepada Dewan Komisaris tentang kebijakan remunerasi yang layak diterapkan;
- e. memberikan usul atau rekomendasi kepada Dewan Komisaris tentang besaran remunerasi yang layak diterapkan; dan
- f. struktur, kebijakan, dan besaran remunerasi wajib dievaluasi oleh Komite Remunerasi paling sedikit 1 (satu) kali dalam 1 (satu) tahun.

- b. preparing policies on remuneration for members of the Board of Directors and/or the Board of Commissioners;
- c. arranging the amount of remuneration for members of the Board of Directors and/or the Board of Commissioners;
- d. providing suggestions or recommendations to the Board of Commissioners regarding appropriate remuneration policies;
- e. providing suggestions or recommendations to the Board of Commissioners regarding the appropriate amount of remuneration; and
- f. the structure, policies, and amount of remuneration must be evaluated by the Remuneration Committee at least 1 (once) a year.

9. Penyelenggaraan Rapat

- a) Rapat Komite dilaksanakan sesuai kebutuhan sekurang-kurangnya 1 (satu) kali dalam 4 (empat) bulan atau 3 (tiga) kali dalam setahun.
- b) Rapat Komite hanya dapat diselenggarakan apabila dihadiri oleh mayoritas dari anggota Komite.
- c) Salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi yang hadir merupakan ketua Komite Nominasi dan Remunerasi.
- d) Keputusan rapat Komite dilakukan berdasarkan musyawarah mufakat. Dalam hal keputusan musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak. Lebih lanjut, jika hasil pemungutan suara sama banyak, maka keputusan ditetapkan oleh ketua Komite.
- e) Komite dapat mengundang pihak lain untuk hadir dalam rapat Komite, sebagaimana dianggap perlu.
- f) Seorang anggota Komite hanya dapat diwakilkan oleh anggota Komite lainnya berdasarkan surat kuasa.

9. Meeting

- a) The meeting of Committee shall be held as deemed necessary at least 1 (once) within every 4 (four) months or 3 (three) times a year.
- b) The Committee's meeting shall only be held if attended by a majority of the Committee's members.
- c) One of the majority members present in the Nomination and Remuneration Committee is the chairman of the Nominations and Remuneration Committee.
- d) Resolution of the Committee's meeting is conducted to reach consensus. In the event that the consensus is not reached, the resolution is conducted by majority votes. Furthermore, if the results of the vote are equal, the resolution shall be determined by the chairperson of the Committee.
- e) The Committee may invite other parties to attend the meeting of Committee, if deemed necessary.
- f) A member of the Committee can only be represented by another member of the Committee based on a power of attorney.

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- g) Hasil rapat Komite wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Komite yang hadir dan didokumentasikan oleh Perseroan serta disampaikan secara tertulis kepada Dewan Komisaris.

- g) The result of the Committee meeting shall be drawn into the minutes signed by all present members of the Committee and documented by the Company and submitted in writing to the Board of Commissioners.*

10. Sistem Pelaporan Kegiatan

Komite wajib membuat laporan kinerja bulanan dan/atau tahunan terkait pelaksanaan tugas, tanggung jawab, serta pencapaiannya yang disampaikan kepada Dewan Komisaris. Laporan tersebut merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris untuk kemudian diungkapkan dalam laporan tahunan Perseroan dan disampaikan dalam RUPS.

10. Reporting System

The Committee is required to prepare monthly and/or annual performance reports on its duty, responsibility, and achievement to be submitted to the Board of Commissioners. The aforesaid report is part of the report on the performance of duties of the Board of Commissioners to be disclosed in the annual report of the Company and presented at the GMS.

11. Masa Jabatan

- a) Anggota Komite diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan Dewan Komisaris. Masa jabatan anggota Komite tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan.
- b) Masa jabatan seorang anggota Komite berakhir apabila anggota tersebut:
- (i) mengundurkan diri dari jabatannya;
 - (ii) tidak lagi memenuhi persyaratan peraturan perundang-undangan yang berlaku;
 - (iii) meninggal dunia; atau
 - (iv) diberhentikan berdasarkan keputusan Dewan Komisaris.
- c) Dalam hal berakhirnya masa jabatan anggota salah satu Komite sebagaimana dimaksud pada butir b di atas mengakibatkan jumlah anggota Komite menjadi kurang dari 3 (tiga) anggota, maka dalam jangka waktu paling lambat 60 (enam puluh) hari kalender sejak kekosongan tersebut, Dewan Komisaris wajib untuk melakukan pengangkatan anggota Komite yang

11. Term of Office

- a) *The Committee's members are appointed and dismissed by the Board of Commissioners by resolution of the Board of Commissioners. The term of office of the Committee's members shall not exceed the term of office of the Board of Commissioners pursuant to the Articles of Association of the Company.*
- b) *The term of office of a member of the Committee shall automatically expire if the relevant member:*
- (i) resigns from his/her position;*
 - (ii) has no longer comply with the qualifications under the prevailing laws and regulations;*
 - (iii) passed away; or*
 - (iv) dismissed by the resolution of the Board of Commissioners.*
- c) *In the event of expiry of the term of office of a member of the Committee as referred to in point b above resulting the number of the Committee's members being less than 3 (three) members, then no later than 60 (sixty) calendar days from the vacancy, the Board of Commissioners shall appoint new member of the Committee to replace*

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baru sebagai pengganti anggota Komite yang masa jabatannya telah berakhir.

the Committee’s member whose term of office has expired.

12. Alokasi Anggaran

Sebelum tahun buku baru berjalan, Komite harus menyusun dan menyampaikan program kerja dan anggaran tahunan kepada Dewan Komisaris untuk ditetapkan. Anggaran Komite tersebut merupakan bagian dari anggaran Dewan Komisaris.

12. Budget Allocation

Prior to the new financial year, the Committee shall prepare and submit the annual work plan and budget program to the Board of Commissioners for approval. The said budget of the Committee is part of the budget of the Board of Commissioners.

13. Evaluasi Kinerja

Dewan Komisaris menilai kinerja Komite sekurang-kurangnya 1 (satu) tahun sekali. Evaluasi Komite dilakukan dengan membandingkan kinerja aktual terhadap peran dan tanggung jawab Komite yang tercakup dalam rencana kerja tahunan dan anggaran Komite.

13. Performance Evaluation

The Board of Commissioners will assess the performance of the Committee at least 1 (once) a year. The evaluation of the Committee is performed by comparing the actual performance to the role and responsibility of the Committee covered in the annual work and budget plan of the Committee.

14. Ketentuan Lain – lain

- a) Piagam ini berlaku efektif terhitung sejak tanggal 30 Agustus 2023 (“**Tanggal Efektif**”).
- b) Dengan menandatangani lembar persetujuan, seluruh anggota Komite dianggap menerima dan menyetujui seluruh ketentuan dalam Piagam ini dan menyatakan kepada Perseroan akan senantiasa mematuhi. Setiap anggota Komite yang diangkat setelah Tanggal Efektif akan dengan sendirinya dianggap menerima dan menyetujui seluruh ketentuan Piagam ini dan menyatakan kepada Perseroan akan mematuhi seluruh ketentuannya.
- c) Piagam ini dapat diubah dengan persetujuan dari Dewan Komisaris Perseroan.
- d) Dalam hal terdapat ketentuan dalam Piagam ini yang bertentangan dengan Anggaran Dasar Perseroan atau ketentuan peraturan perundang-undangan yang berlaku, maka ketentuan Anggaran Dasar atau

14. Miscellaneous Provisions

- a) This Charter will be effective as of 30 Agustus 2023 (“**Effective Date**”).
- b) By signing the approval sheet, all of the Committee’s members shall be considered to have agreed with and accepted all of the terms of this Charter and declared to comply with the terms of this Charter. Each of the Committee’s member appointed after the Effective Date shall be deemed to have accepted and agreed to the terms of this Charter and declared to comply with the provisions hereof.
- c) This Charter may be modified with authorizations of the Board of Commissioners.
- d) In the case of conflict or inconsistency of this Charter with the Articles of Association or applicable laws and regulations, the Articles of Association or such applicable laws and regulations shall prevail.

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ketentuan peraturan perundang-undangan tersebut yang akan berlaku.

- e) Apabila terjadi ketidaksesuaian atau perbedaan antara Bahasa Indonesia dan Inggris dalam Piagam ini, maka versi dalam Bahasa Indonesia dari Piagam ini yang berlaku.

- e) In the case of any inconsistency or discrepancy between the Indonesian and English language versions of this Charter, the Indonesian language version of this Charter shall prevail.*