

**SURAT KEPUTUSAN DEWAN KOMISARIS
PIAGAM KOMITE NOMINASI DAN REMUNERASI
004/KOM-PG/X/2022**

Piagam Komite Remunerasi dan Nominasi

**Charter of Remuneration and Nomination
Committee**

1. Visi dan Misi Komite Remunerasi dan Nominasi

1. Vision and Mission of the Remuneration and Nomination Committee

a. Visi Komite Remunerasi dan Nominasi adalah "Menjadi organ Dewan Komisaris yang independen dan profesional di bidang remunerasi dan nominasi Perseroan".

a. Vision of the Remuneration and Nomination Committee is "To be an independent and professional organ of the Board of Commissioners in the remuneration and nomination of the Company".

b. Misi Komite Remunerasi dan Nominasi adalah "Membantu Dewan Komisaris dalam melaksanakan tugas pengawasan terhadap Perseroan, khususnya untuk memastikan bahwa sistem/kebijakan remunerasi dan nominasi Perseroan telah disusun dan dilaksanakan berdasarkan azas keadilan dan transparansi serta patuh kepada peraturan perundang-undangan yang berlaku".

b. Mission of the Remuneration and Nomination Committee is "To assist the Board of Commissioners in performing supervisory duties to the Company, particularly to ensure that the remuneration and nomination system/policy of Company is duly developed and implemented based on the principles of fairness and transparency and in compliance with the prevailing laws and regulations".

2. Struktur Organisasi dan Keanggotaan Komite Remunerasi dan Nominasi

2. Organizational Structure and Membership of the Remuneration and Nomination Committee

a. Pengangkatan Anggota Komite Remunerasi & Nominasi dilakukan berdasarkan Keputusan Rapat Dewan Komisaris.

a. The Remuneration and Nomination Committee is established by the Board of Commissioners and is directly responsible to the Board of Commissioners. The Board of Commissioners may establish a Remuneration and Nomination Committee separately.

b. Pengangkatan Anggota Komite Remunerasi & Nominasi dilakukan berdasarkan Keputusan Rapat Dewan Komisaris.

b. Appointment of Members of the Remuneration & Nomination Committee shall be done based on a resolution of the Board of Commissioners Meeting.

c. Komite Remunerasi dan Nominasi sekurang-kurangnya terdiri dari 3 (tiga) orang anggota yaitu 1 (satu) orang Komisaris Independen merangkap sebagai Ketua, 1 (satu) orang Komisaris dan 1 (satu) orang pejabat eksekutif pada perseroan yang membawahi Sumber Daya Manusia.

c. The Remuneration and Nomination Committee consists of at least three (3) members, namely one (1) Independent Commissioner as Chairman, one (1) Commissioner and one (1) executive officer of the Company in charge of Human Resources.

d. Komite Remunerasi dan Nominasi diketuai Komisaris Independen. Ketua Komite Remunerasi dan Nominasi hanya diperbolehkan merangkap jabatan sebagai Ketua Komite paling banyak pada 1 (satu)

d. The Remuneration and Nomination Committee is chaired by an Independent Commissioner. Chairman of the Remuneration and Nomination Committee is only allowed to have a concurrent position as a Committee

Komite lainnya pada perseroan.

Chairman of at most one (1) other Committee at the Company.

e. Anggota Komite Remunerasi dan Nominasi dilarang berasal dari anggota Direksi

e. Members of the Remuneration and Nomination Committee must not be from members of the Board of Directors.

f. Dalam hal anggota Komite Remunerasi & Nominasi ditetapkan lebih dari 3 (tiga) orang maka anggota Komite yang merupakan Komisaris Independen paling kurang berjumlah 2 (dua) orang.

f. In the event that members of the Remuneration & Nomination Committee are determined to be more than three (3) members, members of the Committee who are Independent Commissioners shall be at least two (two) persons.

g. Jika dianggap perlu, Komite dapat mengangkat seorang Sekretaris Komite dengan penugasan, hak, wewenang dan tanggung jawabnya ditetapkan oleh Ketua Komite.

g. If deemed necessary, the Committee may appoint a Secretary of the Committee with assignments, rights, powers, and responsibilities to be assigned by the Chairman of the Committee.

3. Persyaratan Keanggotaan Komite Remunerasi dan Nominasi

3. Membership Requirements of the Remuneration and Nomination Committee

a. Komite Remunerasi dan Nominasi dibentuk oleh Dewan Komisaris dan bertanggung jawab langsung kepada Dewan Komisaris. Dewan Komisaris dapat membentuk Komite Remunerasi dan Nominasi secara terpisah :

a. Members of the Remuneration and Nomination Committee shall meet the following requirements:

1) Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman kerja yang memadai di bidang tugas Komite Remunerasi dan Nominasi, serta memiliki pemahaman atas bisnis perusahaan.

1) Having high integrity, ability, knowledge, and adequate work experience in the field of the Remuneration and Nomination Committee's duties, as well as having an understanding of the Company's business.

2) Tidak memiliki kepentingan/keterkaitan pribadi yang dapat menimbulkan dampak negative dan benturan kepentingan terhadap perseroan

2) Having no private interest/ relationship that may pose negative impacts and conflicts of interest with the Company.

3) Dapat menyediakan waktu yang cukup untuk menyelesaikan tugasnya

3) Ability to provide sufficient time to complete the duties.

4) Mampu bekerja sama dan berkomunikasi dengan baik dan secara efektif

4) Ability to work and communicate well and effectively.

b. Disamping persyaratan sebagaimana disebutkan dalam butir a tersebut di atas, anggota Komite Remunerasi dan Nominasi yang berasal dari pihak independen harus

b. In addition to these requirements as referred to in point a above, members of the Remuneration and Nomination Committee from independent parties must meet the

Memenuhi persyaratan sebagai berikut:

- 1) Tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau Pemegang Saham sesuai peraturan yang berlaku, atau hubungan dengan Perseroan yang dapat mempengaruhi kemampuannya untuk bertindak independen.
 - 2) Bukan merupakan pemilik, pengurus atau pegawai dari perusahaan, badan ataupun lembaga yang memberikan jasa kepada Perseroan atau memiliki hubungan bisnis dengan Perseroan.
 - 3) Bukan merupakan karyawan Perseroan
 - 4) Tidak merangkap sebagai:
 - a) Anggota Dewan Komisaris/Dewan Pengawas pada perusahaan lain;
 - b) Sekretaris/staf Sekretaris Dewan Komisaris/Dewan Pengawas pada Perusahaan lain.
 - c) Anggota Komite Remunerasi dan Nominasi pada perusahaan lain pada periode yang sama.
- 4. Tanggung jawab Komite Remunerasi dan Nominasi**

Melakukan evaluasi serta menyusun dan memberikan rekomendasi kepada Dewan Komisaris mengenai sistem/kebijakan remunerasi dan nominasi bagi Komisaris, Direksi, pejabat eksekutif dan pegawai secara menyeluruh.

following requirements:

- 1) Having no financial, management, shareholding and/or family relationships with any members of the Board of Commissioners, Board of Directors and/or Shareholders according to the applicable regulations, or any relationship with the Company that could affect his/her ability to act independently.
 - 2) Notanowner, manageror employee of any company,corporation or institution that provides services to the Company or has a business relationship with the Company.
 - 3)NotanemployeeoftheCompany.
 - 4)Notconcurrentlyservingas:
 - a) Members of Board of Commissioners/ Board of Supervisors in any other companies;
 - b) Secretary/ Secretary staff of Board of Commissioners/ Board of Supervisors in any other companies.
 - d) Members of Remuneration and Nomination Committee in other companies in the same periode
- 4. Responsibilities of the Remuneration and Nomination Committee**

To evaluate and develop and provide recommendations to the Board of Commissioners regarding the remuneration and nomination system/ policy for the Board of Commissioners, Board of Directors, executive officers and employees thoroughly.

5. Tugas Komite Remunerasi dan Nominasi

- a. Terkait dengan kebijakan remunerasi:
- 1) Melakukan evaluasi terhadap kebijakan remunerasi; dan
 - 2) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a) kebijakan remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham;
 - b) kebijakan remunerasi bagi Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi;

- b. Terkait dengan kebijakan nominasi:
- 1) Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;
 - 2) Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;
 - 3) Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada Dewan Komisaris.

- c. Melaksanakan tugas lainnya yang diberikan oleh Dewan Komisaris.

6. Wewenang, hak dan Kewajiban Komite Remunerasi dan Nominasi

- a. Berdasarkan surat penugasan tertulis dari

5. Duties of the Remuneration and Nomination Committee

- a. In association with the remuneration policy:

- 1) To evaluate the remuneration policy; and
- 2) To provide recommendations to the Board of Commissioners with regard to:
 - a) the remuneration policy for the Board of Commissioners and Board of Directors to be submitted to the General Meeting of Shareholders;
 - b) the remuneration policy for executive officers and employees to be submitted to the Board of Directors;

- b. In association with the nomination policy:

- 1) To prepare and provide recommendations on election and/or replacement systems and procedures of members of the Board of Commissioners and Board of Directors to the Board of Commissioners to be submitted to the General Meeting of Shareholders;
- 2) To provide recommendations regarding candidates for members of the Board of Commissioners and/or Board of Directors to the Board of Commissioners to be submitted to the General Meeting of Shareholders;
- 3) To provide recommendations on Independent Parties, who will be members of the Audit Committee and the Risk Monitoring Committee to the Board of Commissioners

- c. To carry out other duties given by the Board of Commissioners.

6. Authorities, rights, and responsibilities of the Remuneration and Nomination Committee

- a. Based on a written assignment letter from the

Dewan Komisaris, Komite Remunerasi dan Nominasi dapat mengakses catatan atau informasi tentang karyawan, dana, aset, serta sumber daya lainnya milik perusahaan yang berkaitan dengan pelaksanaan tugasnya. Komite wajib melaporkan secara tertulis hasil penugasan tersebut kepada Dewan Komisaris.

- b. Untuk melaksanakan tugasnya Komite Remunerasi dan Nominasi dapat bekerjasama dengan Divisi Sumber Daya Manusia dan Divisi lainnya yang terkait.
- c. Komite Remunerasi dan Nominasi atas persetujuan Dewan Komisaris berhak menunjuk pihak ketiga (orang atau badan usaha) untuk membantu pelaksanaan tugasnya.
- d. Anggota Komite Remunerasi dan Nominasi wajib menjalankan tugas dengan baik dan menjaga kerahasiaan seluruh dokumen, data dan informasi Perusahaan, baik dari pihak internal maupun pihak eksternal dan hanya digunakan untuk kepentingan pelaksanaan tugas Komite.
- e. Komite Remunerasi dan Nominasi dalam menjalankan tugas dan tanggung jawab terkait dengan kebijakan remunerasi wajib memperhatikan sekurang-kurangnya:
 - 1) Kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam perundang-undangan yang berlaku.
 - 2) Prestasi kerja individual.
 - 3) Kewajaran dengan peer group, dan
 - 4) Pertimbangan sasaran dan strategi jangka panjang Perseroan
- f. Sebelum tahun buku berjalan, Komite Remunerasi dan Nominasi wajib menyusun dan menyampaikan rencana kerja dan anggaran tahunan kepada Dewan Komisaris untuk ditetapkan, yang salinannya disampaikan Dewan Komisaris kepada Direksi untuk diketahui. Pelaksanaan rencana kerja

Board of Commissioners, the Remuneration and Nomination Committee may access records or information about employees, funds, assets, and other resources owned by the Company in relation to performance of their duties. The Committee shall report in writing the results of such assignment to the Board of Commissioners.

- b. To carry out the duties, the Remuneration and Nomination Committee may cooperate with the Human Resources Division and other relevant Divisions.
- c. The Remuneration and Nomination Committee, upon approval of the Board of Commissioners, is entitled to appoint any third parties (individuals or entities) to help the performance of its duties.
- d. Members of the Remuneration and Nomination Committee are obliged to perform their duties well and maintain confidentiality of all documents, data and company information from both internal and external parties and only use the same for the purposes of implementation of the Committee's duties.
- e. The Remuneration and Nomination Committee, in carrying out its duties and responsibilities relevant to the remuneration policy, shall take into account at least:
 - 1) Financial performance and fulfillment of reserves as set forth in the applicable legislation.
 - 2) Individual work performance.
 - 3) Fairness with peer group, and
 - 4) Consideration of long-term goals and strategies of the Company
- f. Before the current financial year, the Remuneration and Nomination Committee shall prepare and submit a work plan and annual budget to the Board of Commissioners for determination, with a copy delivered by the Board of Commissioners to the Board of Directors for acknowledgment. The

dan anggaran tahunan Komite Remunerasi dan Nominasi tersebut dilaporkan kepada Dewan Komisaris.

- g. Komite Remunerasi dan Nominasi wajib membuat dan menyampaikan laporan pelaksanaan tugas dan tanggung jawab kepada Dewan Komisaris.

7. Rapat Komite Remunerasi dan Nominasi

- a. Rapat Komite Remunerasi dan Nominasi diselenggarakan sesuai dengan kebutuhan Perseroan, sekurang – kurangnya dilaksanakan 4 (empat) kali dalam setahun
- b. Rapat Komite Remunerasi & Nominasi hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51 % (lima puluh satuperseratus) dari jumlah anggota termasuk seorang Komisaris Independen dan Pejabat Eksekutif yang membawahi sumber daya manusia.
- c. Pengambilan keputusan rapat Komite Remunerasi dan Nominasi dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah mufakat, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan prinsip 1 (satu) orang 1 (satu) suara.
- d. Rapat dipimpin oleh Ketua Komite Remunerasi dan Nominasi dan apabila Ketua Komite berhalangan hadir maka rapat dipimpin oleh anggota komite senior yang ditunjuk/disepakati dalam Rapat.
- e. Hasil Rapat Komite Remunerasi dan Nominasi dituangkan dalam suatu risalah rapat yang ditandatangani oleh seluruh anggota Komite dan didokumentasikan dengan baik.
- f. Perbedaan pendapat (dissenting opinions) yang terjadi dalam rapat Komite wajib

implementation of the work plan and annual budget of the Remuneration and Nomination Committee shall be reported to the Board of Commissioners.

- g. The Remuneration and Nomination Committee shall prepare and submit a report on implementation of its duties and responsibilities to the Board of Commissioners.

7. Meetings of the Remuneration and Nomination Committee

- a. A Remuneration and Nomination Committee meeting shall be convened as per the requirement of the Company, to be held at least four (4) times a year.
- b. A Remuneration & Nomination Committee meeting may only be convened when it is attended by at least 51% (fifty one percent) of the members including an Independent Commissioner and an Executive Officer in charge of Human Resources.
- c. Resolution adoption in a Remuneration and Nomination Committee meeting shall be by consensus, failing which, a resolution shall be adopted based on a majority vote with the principle of one (1) person one (1) vote.
- d. The meeting shall be presided over by the Chairman of the Remuneration and Nomination Committee and, if the Chairman of the Committee is unable to attend the meeting, it shall be presided over by a senior member of the Committee appointed in/ approved by the meeting.
- e. Resolution of a Remuneration and Nomination Committee meeting shall be set forth in minutes of the meeting, to be signed by all members of the Committee and well documented.
- f. Any dissenting opinions arising in a Committee meeting shall be clearly state in

dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

- g. Risalah rapat sebagaimana dimaksud dalam butir e tersebut di atas disampaikan secara tertulis oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris.
- h. Kehadiran anggota Komite Remunerasi dan Nominasi dalam rapat dilaporkan dalam laporan triwulanan dan laporan tahunan Komite Remunerasi dan Nominasi.

The minutes of the meeting and any reasons there of.

- g. Minutes of meeting as referred to in point e above shall be submitted in writing by the Remuneration and Nomination Committee to the Board of Commissioners.
- h. Attendance of members of the Remuneration and Nomination Committee at meetings shall be reported in a quarterly report and an annual report of the Remuneration and Nomination Committee.

8. Masa Tugas Anggota Komite Remunerasi dan Nominasi

- a. Masa tugas anggota Komite Remunerasi dan Nominasi yang merupakan anggota Dewan Komisaris adalah sama dengan masa penunjukannya sebagai Komisaris yang ditentukan oleh Rapat Umum Pemegang Saham.
- b. Anggota Komite Remunerasi dan Nominasi yang merupakan anggota Dewan Komisaris berhenti dengan sendirinya apabila masa jabatannya sebagai Anggota Dewan Komisaris berakhir.
- c. Apabila anggota Dewan Komisaris yang diangkat menjadi anggota Komite Remunerasi dan Nominasi berhenti dari jabatannya sebagai Komisaris sebelum masa tugasnya selesai, maka jabatan anggota Komite dimaksud dapat digantikan oleh anggota Komisaris yang lain.
- d. Apabila anggota Dewan Komisaris yang menjabat sebagai Ketua Komite Remunerasi dan Nominasi berhenti dari jabatannya sebagai anggota Dewan Komisaris maka jabatan Ketua Komite Nominasi dan Remunerasi wajib diganti oleh anggota Dewan Komisaris Independen lainnya dalam waktu paling lambat 30 (tigapuluh) hari.
- e. Masa jabatan anggota Komite Remunerasi dan Nominasi yang berasal dari pihak

8. Term of Office of Remuneration and Nomination Committee Members

- a. Term of office of a Remuneration and Nomination Committee member who is member of the Board of Commissioners shall be the same as his/her period of appointment as Commissioner determined by the General Meeting of Shareholders.
- b. Term of office of a Remuneration and Nomination Committee member who is member of the Board of Commissioners shall expire automatically when his term of office as member of the Board of Commissioners expires.
- c. If a member of the Board of Commissioners appointed as a member of the Remuneration and Nomination Committee ceases from office as Commissioner before his term expires, the office of such Committee member may be replaced by another member of Commissioner.
- d. If a member of the Board of Commissioners serving as Chairman of the Remuneration and Nomination Committee ceases from office as member of the Board of Commissioners, the post of Nomination and Remuneration Committee Chairman shall be replaced by another member of Independent Commissioner no later than 30 (thirty) days.
- e. Term of office of a Remuneration and Nomination Committee member from

independen paling lama adalah 5 (lima) tahun dan dapat diperpanjang satu kali masa jabatan dengan tidak mengurangi hak Dewan Komisaris untuk memberhentikan anggota Komite yang bersangkutan sewaktu-waktu.

Independent party shall be no later than five (5) years and may be extended for another term without prejudice to the right of the Board of Commissioners to dismiss such Committee member at any 9.time.

9. Penutup

- a. Setiap biaya yang timbul berkaitan dengan pelaksanaan tugas Komite Remunerasi dan Nominasi dibebankan kepada Perseroan
- b. Piagam Komite Remunerasi dan Nominasikan ditinjau kecukupannya secara periodik dan apabila diperlukan akan diperbaharui atau dilakukan perubahan dengan persetujuan Dewan Komisaris.
- c. Hal-hal yang belum diatur dalam Piagam Komite Remunerasi dan Nominasi ini akan diatur kemudian dengan surat Keputusan Dewan Komisaris.

9. Closing

- a. Any costs incurred with respect to the implementation of duties of the Remuneration and Nomination Committee shall be charged to the Company.
- b. The Charter of Remuneration and Nomination Committee is subject to review periodically for adequacy and, if necessary, may be subject to renewal or change, upon approval of the Board of Commissioners.
- c. Things that have not been regulated in the Charter of Remuneration and Nomination Committee shall be determined later under a Decree of the Board of Commissioners.

Jakarta, 11 Oktober 2022

Dewan Komisaris
PT Pradiksi Gunatama Tbk



Liana Saputri
Komisaris Utama



Indra Surya
Komisaris Independen