

PT MERDEKA COPPER GOLD TBK

PIAGAM KOMITE KEBERLANJUTAN DAN ESG

Pendahuluan

Piagam ini bertujuan untuk menetapkan cakupan tugas dan tanggung jawab, kewenangan dan keanggotaan, Komite Keberlanjutan dan *Environmental, Social and Governance* (ESG) (“**Komite**”) PT Merdeka Copper Gold Tbk. (“**Merdeka**”).

Tujuan Komite

Komite dibentuk oleh Dewan Direksi Merdeka (“Dewan Direksi”) untuk membantu Dewan Direksi melaksanakan tanggung jawab pengawasan atas pelaksanaan dan realisasi komitmen keberlanjutan Merdeka.

Rujukan

1. Peraturan Otoritas Jasa Keuangan (OJK) No.21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka dan Surat Edaran OJK No.32 /SEOJK.04/2015.
2. Peraturan OJK No. 51/POJK.03/2017 tentang Penerapan Keuangan Berkelanjutan Bagi Lembaga Jasa Keuangan, Emiten dan Perusahaan Publik.
3. Global Reporting Initiative (GRI) 2: Pengungkapan Umum 2021.
4. Pedoman Umum Governansi Korporat Indonesia (PUGKI) 2021.

Keanggotaan

1. Ketua dan anggota Komite ditunjuk dan diberhentikan oleh Dewan Direksi.
2. Komite diketuai oleh Wakil Presiden Direktur Merdeka.
3. Anggota Komite paling sedikit terdiri dari Komite Eksekutif, *General Manager* Operasional, *General Manager* Fungsi Pendukung, dan Manajer Keberlanjutan Merdeka.

PT MERDEKA COPPER GOLD TBK

SUSTAINABILITY AND ESG COMMITTEE CHARTER

Recital

*This Charter aims to stipulate the roles and responsibilities, the authorities, and the membership of the Sustainability and Environmental, Social and Governance (ESG) Committee (“**Committee**”) of PT Merdeka Copper Gold Tbk. (“**Merdeka**”).*

Committee Purpose

The Committee is established by the Board of Directors of Merdeka (“the “Board”) to assist the Board in carrying out its oversight responsibilities on the implementation and realization of Merdeka’s sustainability commitment.

References

1. *Regulation of the Financial Services Authority (OJK) No. 21/POJK.04/2015 regarding the Implementation of Corporate Governance in Public Companies and OJK’s Circular Letter No.32 /SEOJK.04/2015.*
2. *Regulation of OJK No. 51/POJK.03/2017 on the Application of Sustainable Finance for Financial Services Institutions, Issuers, and Publicly Listed Companies.*
3. *Global Reporting Initiative (GRI) 2: General Disclosures 2021.*
4. *General Guidelines for Indonesian Corporate Governance 2021.*

Membership

1. *The Committee Chair and members are appointed and removed by the Board.*
2. *The Committee is chaired by the Vice President Director of Merdeka.*
3. *The members of the Committee shall at minimum consist of the Executive Committee, Operational General Managers, Support Function General Managers, and the Sustainability Manager of Merdeka.*

4. Sekretaris Komite adalah *General Manager* HSE, Risiko, dan Keberlanjutan Merdeka.

4. *The Committee Secretary is the General Manager of HSE, Risk, and Sustainability of Merdeka.*

Tugas dan Tanggung Jawab

1. Menelaah kebijakan, strategi, target-target dan pedoman-pedoman keberlanjutan Merdeka secara berkala.
2. Memantau peraturan-peraturan keberlanjutan nasional dan global, perkembangan standar-standar keberlanjutan dan tren keberlanjutan yang relevan bagi Merdeka dan memberikan rekomendasi kepada Dewan Direksi untuk memperbarui strategi, kebijakan-kebijakan, target-target dan pedoman-pedoman keberlanjutan Merdeka agar sesuai dengan peraturan-peraturan dan standar-standar nasional dan internasional dan praktik terbaik.
3. Menelaah kinerja keberlanjutan Merdeka secara berkala yang mencakup seluruh aspek pada Kebijakan Keberlanjutan Merdeka yaitu, perlindungan terhadap lingkungan hidup, keamanan dan keselamatan kerja, ketenagakerjaan, hak asasi manusia, pelibatan dan penguatan masyarakat, pemasok, kontraktor dan rekan bisnis yang bertanggung jawab, tata kelola perusahaan dan keberlanjutan.
4. Menelaah uji tuntas Merdeka dan proses-proses dalam mengidentifikasi dan mengelola dampak operasi Merdeka terhadap ekonomi, lingkungan dan manusia.
5. Memantau kasus-kasus kontroversial terkait aspek-aspek pada Kebijakan Keberlanjutan Merdeka dan memberikan rekomendasi kepada Dewan Direksi untuk mengatasi kasus-kasus kontroversial tersebut.
6. Menelaah metode-metode komunikasi strategi, kebijakan-kebijakan, target-target dan kinerja sustainability Merdeka kepada pihak internal Merdeka dan pihak eksternal.

Kewenangan dan Sumberdaya

1. Komite memiliki akses tidak terbatas pada informasi Merdeka terkait aspek-aspek pada Kebijakan Keberlanjutan Merdeka.
2. Komite dapat meminta saran dari ahli independen dengan biaya Merdeka dalam

Roles and Responsibilities

1. *Review Merdeka's sustainability policy, strategy, targets, and guidelines regularly.*
2. *Monitor national and global sustainability regulations, sustainability standards development, and sustainability trends that are relevant to Merdeka and provide recommendations to the Board to update Merdeka's sustainability strategy, policies, targets, and guidelines to be in line with national and international regulations and standards and best practices.*
3. *Review Merdeka's sustainability performance regularly that covers all aspects stated in Merdeka's Sustainability Policy, namely environmental stewardship, occupational health and safety, employment, human rights, community engagement and empowerment, responsible suppliers, contractors and business partners, and corporate and sustainability governance.*
4. *Review Merdeka's due diligence and other processes to identify and manage Merdeka's impacts on the economy, environment, and people.*
5. *Monitor controversy cases related to aspects stated in Merdeka's Sustainability Policy and provide recommendations to the Board to address the controversy cases.*
6. *Review the methods of communicating Merdeka's sustainability strategy, policies, targets, and performance throughout Merdeka and externally.*

Authorities and Resources

1. *The Committee shall have unrestricted access to Merdeka's information related to all aspects stated in Merdeka's Sustainability Policy.*
2. *The Committee may obtain external independent expert advice at Merdeka's*

melaksanakan tugas dan tanggung jawab Komite.

expense in carrying out its roles and responsibilities.

Prosedur Rapat

Meeting Procedures

1. Ketua Komite memimpin rapat Komite.
2. Jika Ketua Komite tidak dapat menghadiri rapat, rapat dipimpin oleh General Manager HSE, Risk dan Keberlanjutan atau anggota lain yang ditunjuk Ketua Komite.
3. Hanya Ketua dan anggota Komite yang berhak menghadiri rapat Komite. Komite dapat mengundang pihak lain yang bukan anggota Komite untuk menghadiri rapat apabila diperlukan.
4. Komite akan mengadakan rapat tidak kurang dari empat kali setahun.
5. Kuorum dicapai apabila disetujui oleh mayoritas anggota.
6. Rapat Komite diadakan oleh Sekretaris Komite sesuai dengan permintaan Ketua Komite.
7. Berita acara rapat Komite disiapkan oleh Sekretaris Komite dan diedarkan kepada Ketua dan anggota Komite setelah pelaksanaan rapat.

1. *The Committee Chair shall lead the Committee meeting.*
2. *In the absence of the Committee Chair, the General Manager of HSE, Risk, and Sustainability, or another member appointed by the Chair will lead the meeting.*
3. *Only the Chair and members of the Committee have the right to attend the Committee meeting. The Committee may invite non-members to attend the meeting as necessary.*
4. *The Committee shall meet no less than four times a year.*
5. *A quorum for the Committee shall be a majority of the members.*
6. *Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair.*
7. *Minutes of the meeting must be prepared by the Committee Secretary and shall be circulated to the Committee Chair and members after the meeting.*

Laporan

Reports

Ketua Komite atau anggota Komite yang ditunjuk oleh Ketua akan melaporkan hasil rapat Komite kepada Dewan Direksi setelah pelaksanaan setiap rapat Komite.

The Committee Chair or a Committee member appointed by the Chair will report the Committee meeting results to the Board following each Committee meeting.

Pengembangan Kompetensi Berkelanjutan

Continuous Competencies Development

1. Ketua dan anggota Komite diharuskan secara berkelanjutan mengembangkan pengetahuan mereka terkait aspek-aspek pada Kebijakan Keberlanjutan Merdeka.
2. Ketua dan anggota Komite diharuskan menghadiri pelatihan terkait aspek-aspek pada Kebijakan Keberlanjutan Merdeka yang diadakan oleh Merdeka bagi Ketua dan anggota Komite.

1. *The Committee Chair and members shall continuously improve their knowledge of aspects stated in Merdeka's Sustainability Policy.*
2. *The Committee Chair and members shall attend training on aspects stated in Merdeka's Sustainability Policy organized by Merdeka for the Committee Chair and members.*

Evaluasi Kinerja

Komite diharuskan melaksanakan evaluasi tahunan atas kinerja Komite dalam melaksanakan tugas dan tanggung jawab Komite. Hasil evaluasi tahunan dilaporkan kepada Dewan Direksi.

Penelaahan Piagam

Komite diharuskan menelaah Piagam setiap tahun dengan mempertimbangkan persyaratan peraturan-peraturan, standar-standar dan tren keberlanjutan yang relevan bagi Merdeka dan memberikan rekomendasi kepada Dewan Direksi untuk memperbarui Piagam apabila diperlukan.

Performance Evaluation

The Committee shall conduct an annual evaluation of its performance in carrying out the Committee's roles and responsibilities. The evaluation results shall be reported to the Board.

Review of the Charter

The Committee shall review the Charter annually taking into account any applicable regulatory requirements, sustainability standards, and trends, and provide recommendations to the Board for the Charter update as necessary.