

## Piagam Komite Nominasi dan Remunerasi ("Piagam")

### Pendahuluan

Piagam ini bertujuan untuk menetapkan cakupan tugas, kedudukan, serta kewenangan dan tanggung jawab Komite Nominasi dan Remunerasi dalam PT Merdeka Copper Gold Tbk ("Perseroan").

### Organisasi

#### Pembentukan

Komite Nominasi dan Remunerasi adalah komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris.

Komite Nominasi dan Remunerasi dibentuk berdasarkan keputusan Dewan Komisaris.

#### Komposisi, Struktur Organisasi, dan Keanggotaan

1. Komite Nominasi dan Remunerasi paling kurang terdiri dari 1 (satu) orang Komisaris Independen dan 2 (dua) anggota yang dapat berasal dari:
  - a. anggota Dewan Komisaris;
  - b. pihak luar Perseroan; atau
  - c. pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
2. Salah satu anggota Komite Nominasi dan Remunerasi yang merupakan Komisaris Independen bertindak sebagai Ketua Komite Nominasi dan Remunerasi;
3. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat sebagai berikut: (a) tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama Perseroan; (b) memiliki pengalaman terkait

## Charter of Nomination and Remuneration Committee ("Charter")

### Recital

*This Charter aims to stipulate the scope of work, the position, and the authorities and responsibilities of the Nomination and Remuneration Committee in PT Merdeka Copper Gold Tbk (the "Company").*

### Organization

#### Establishment

*The Nomination and Remuneration Committee is a committee established by and accountable to the Board of Commissioners to assist in carrying out the functions and responsibilities of the Board of Commissioners related to the Nomination and Remuneration of members of the Board of Directors and members of the Board of Commissioners.*

*The Nomination and Remuneration Committee is established by the Board of Commissioners' resolution.*

#### Composition, Organization Structure, and Membership

1. *The Nomination and Remuneration Committee shall consist of at least 1 (one) Independent Commissioner and 2 (two) members who may be from:*
  - a. *member of the Board of Commissioners;*
  - b. *external to the Company; or*
  - c. *individuals holding managerial positions below the Board of Directors responsible for human resources.*
2. *One of the members of the Nomination and Remuneration Committee who is an Independent Commissioner shall serve as the Chairman of the Nomination and Remuneration Committee;*
3. *A member of the Nomination and Remuneration Committee from external of the Company shall fulfil the following requirements: (a) not affiliated to the Company, members of the Board of Directors, members of the Board of Commissioners or principal shareholders of the*

nominasi dan/atau remunerasi; dan (c) tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan;

4. Anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada ketentuan angka 1 huruf c di atas sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia;
5. Apabila dirasa perlu, jumlah anggota Komite Nominasi dan Remunerasi dapat ditambah dengan anggota ahli yang independen dan tidak terafiliasi dengan Perseroan yang bukan anggota Dewan Komisaris; dan
6. Anggota Direksi Perseroan tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.

#### **Kedudukan**

Kedudukan Komite Nominasi dan Remunerasi dalam struktur organisasi Perseroan adalah sebagaimana tercantum dalam Lampiran yang merupakan bagian tidak terpisahkan dan merupakan satu-kesatuan dengan Piagam ini.

#### **Pengangkatan dan Pemberhentian**

1. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan surat keputusan rapat Dewan Komisaris;
2. Jabatan Anggota Komite Nominasi dan Remunerasi berakhir apabila anggota tersebut :
  - a. mengundurkan diri;
  - b. tidak lagi memenuhi persyaratan perundang-undangan yang berlaku;
  - c. meninggal dunia; dan
  - d. diberhentikan berdasarkan keputusan Dewan Komisaris.
3. Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris Perseroan dilakukan paling lambat dalam waktu 60 (enam puluh) hari sejak

*Company; (b) have an experience in nomination and/or remuneration; and (c) is not holding a concurrent position as a member of another committee in the Company;*

4. *The member of the Nomination and Remuneration Committee as referred to in the abovementioned provision 1 letter c cannot be dominated by the person who holds a managerial position in human resources under the Board of Directors;*
5. *If deemed necessary, the number of Nomination and Remuneration Committee may be enlarged by including an independent and unaffiliated expert who is not a member of the Board of Commissioners; and*
6. *Members of the Board of Directors of the Company shall not be a member of the Nomination and Remuneration Committee.*

#### **Position**

*The position of the Nomination and Remuneration Committee in the Company's organization structure is as stipulated in the Appendix which is an integral part of and constitutes one instrument of this Charter.*

#### **Appointment and Dismissal**

1. *Members of the Nomination and Remuneration Committee are appointed and dismissed based on the resolution of the Board of Commissioners' meeting;*
2. *The term of office of a Member of the Nomination and Remuneration Committee ends if the member:*
  - a. *resigns;*
  - b. *No longer fulfills the qualifications required by the prevailing laws and regulations;*
  - c. *passes away; and*
  - d. *Dismissed based on the decision of the Board of Commissioners*
3. *The replacement of the members of the Nomination and Remuneration Committee who are not from the Board of Commissioners shall be carried out no*

anggota dimaksud tidak dapat lagi melaksanakan fungsinya.

*later than 60 (sixty) days since such member is no longer perform their duties.*

### **Masa Jabatan**

1. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris Perseroan sebagaimana diatur dalam Anggaran Dasar Perseroan.
2. Anggota Komite Nominasi dan Remunerasi yang masa jabatannya telah berakhir dapat diangkat kembali.

### **Term of Office**

1. *The term of office of the Nomination and Remuneration Committee shall be the same as and not more than the office term of the Board of Commissioners of the Company as stipulated in the Article of Association of the Company and may be re-appointed.*
2. *A member of Nomination and Remuneration Committee whose terms of office have expired may be reappointed.*

### **Tugas dan Tanggung Jawab**

Tugas dan tanggung jawab Komite Nominasi dan Remunerasi adalah sebagai berikut:

### **Duties and Responsibilities**

*The duties and responsibilities of the Nomination and Remuneration Committee are as follows:*

Terkait dengan fungsi nominasi:

*In relation to the nomination function:*

1. memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - a. komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
  - b. kebijakan dan kriteria yang dibutuhkan dalam proses nominasi; dan
  - c. kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;
2. membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
3. memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
4. memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk

1. *providing recommendations to the Board of Commissioners on:*
  - a. *the composition of the member(s) of the Board of Directors and/or the member(s) of the Board of Commissioners;*
  - b. *the policy and criteria required in the nomination process; and*
  - c. *the policy of performance evaluation of the members of the Board of Directors and/or the members of the Board of Commissioners;*
2. *assisting the Board of Commissioners in the performance evaluation of the members of the Board of Directors and/or the members of the Board of Commissioners based on the determined factors as evaluation points;*
3. *providing recommendations to the Board of Commissioners on the skills development of the members of the Board of Directors and/or the members of the Board of Commissioners; and*
4. *providing eligible nominees for the member(s) of the Board of Directors and/or the member(s) of the Board of Commissioners to the Board of*

disampaikan kepada Rapat Umum Pemegang Saham (“RUPS”).

*Commissioners to be presented before the General Meeting of Shareholders (“GMS”).*

Terkait dengan fungsi remunerasi:

*In relation to the remuneration function:*

1. memberikan rekomendasi kepada Dewan Komisaris mengenai:
  - a. struktur remunerasi, dapat berupa:
    - i. gaji;
    - ii. honorarium;
    - iii. insentif; dan/atau
    - iv. tunjangan yang bersifat tetap dan/atau variabel;
  - b. kebijakan atas remunerasi; dan
  - c. besaran remunerasi.
2. membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

1. *providing recommendations to the Board of Commissioners regarding the following matters:*
  - a. *remuneration structure, can be in the form of:*
    - i. *salary;*
    - ii. *honorarium;*
    - iii. *incentive; and/or*
    - iv. *fixed and/or variable allowance;*
  - b. *remuneration policy; and*
  - c. *remuneration amount.*
2. *assisting the Board of Commissioners in conducting performance evaluation by considering the appropriateness of the remuneration received by each of the members of the Board of Directors and/or the member of the Board of Commissioners.*

Penyusunan struktur, kebijakan, dan besaran remunerasi di atas harus memperhatikan:

*Preparation of the structure, policy, and amount of the remuneration should take into account:*

1. remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Perseroan dan skala usaha dari Perseroan dalam industrinya;
2. tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
3. target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
4. keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.

1. *remuneration applicable in the industry suitable to the business activity of the Company and the Company's business scale in its industry;*
2. *duty, responsibility, and authority of the member of the Board of Directors and/or the member of the Board of Commissioners related to the Company's goal achievement and performance;*
3. *performance target or performance of each member of the Board of Directors and/or the member of the Board of Commissioners; and*
4. *the balance between the fixed and variable allowance.*

Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab kepada Dewan Komisaris.

*In performing its duties, the Nomination and Remuneration Committee is accountable to the Board of Commissioners.*

Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya.

*The Nomination and Remuneration Committee shall be independent in performing its duties.*

### **Tata Cara dan Prosedur Kerja**

Dalam melaksanakan fungsi nominasi, Komite Nominasi dan Remunerasi akan:

1. menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris melalui penilaian kemampuan dan kepatutan dengan melaksanakan pemeriksaan yang sewajarnya dan saksama atas latar belakang masing-masing nominasi;
2. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau calon anggota Dewan Komisaris;
3. membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
4. menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
5. menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

Dalam melaksanakan fungsi remunerasi, Komite Nominasi dan Remunerasi akan:

1. menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris dengan tetap mempertimbangkan aspek keberlanjutan;
2. menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris dengan tetap mempertimbangkan aspek keberlanjutan; dan
3. menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris dengan tetap mempertimbangkan aspek keberlanjutan.

### **Working Guidelines and Procedures**

*In conducting the function of nomination, the Nomination and Remuneration Committee will:*

1. *arranging the nomination composition and process of the member(s) of the Board of Directors and/or the member(s) of the Board of Commissioners through a fit and proper test by conducting due and careful inquiries on the background of each nominee;*
2. *drafting the required policy and criteria in the nomination process of the proposed member(s) of the Board of Directors and/or the proposed member(s) of the Board of Commissioners;*
3. *assisting the evaluation process on the performance of the members of the Board of Directors and/or the members of the Board of Commissioners;*
4. *drafting the development program of the members of the Board of Directors and/or the members of the Board of Commissioners; and*
5. *analyzing and proposing any eligible nominee as a member of the Board of Directors and/or the member of the Board of Commissioners to the Board of Commissioners to be presented before the GMS.*

*In conducting the function of remuneration, the Nomination and Remuneration Committee shall:*

1. *drafting the remuneration structure of the member of the Board of Directors and/or the member of the Board of Commissioners by also considering the sustainability aspect;*
2. *drafting the remuneration policy of the member of the Board of Directors and/or the member of the Board of Commissioners by also considering the sustainability aspect; and*
3. *determining the amount of the remuneration of the member of the Board of Directors and/or the member of the Board of Commissioners by also considering the sustainability aspect.*

Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.

Anggota Dewan Komisaris yang menjadi ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

#### **Rapat Komite Nominasi dan Remunerasi**

1. Komite Nominasi dan Remunerasi mengadakan rapat secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan;
2. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila:
  - a. dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi; dan
  - b. salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi sebagaimana dimaksud pada huruf a merupakan Ketua Komite Nominasi dan Remunerasi.
3. Keputusan rapat Komite Nominasi dan Remunerasi diambil berdasarkan musyawarah untuk mufakat. Apabila musyawarah untuk mufakat tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh suara terbanyak dari anggota Komite Nominasi dan Remunerasi yang hadir;
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pengambilan suara terjadi suara yang sama banyaknya, usulan dianggap ditolak dan dapat diajukan kembali dalam rapat Komite Nominasi dan Remunerasi selanjutnya;
5. Rapat Komite Nominasi dan Remunerasi dipimpin oleh Ketua Komite Nominasi dan Remunerasi;
6. Setiap rapat Komite Nominasi dan Remunerasi dituangkan dalam risalah rapat, termasuk apabila terdapat perbedaan pendapat (*dissenting*)

*Each member of the Nomination and Remuneration Committee is prohibited to retrieve whether direct or indirect personal gain from the Company's activities aside from his/her legitimate salary.*

*Member(s) of the Board of Commissioners which acts as the chairman or member(s) of the Nomination and Remuneration Committee will not be given an additional salary aside from its salary as the member(s) of the Board of Commissioners.*

#### **Meeting of the Nomination and Remuneration Committee**

1. *The Nomination and Remuneration Committee shall convene regular meeting at least once every 4 (four) months;*
2. *Meeting of Nomination and Remuneration Committee can only be held if:*
  - a. *it is attended by a majority of the total members of the Nomination and Remuneration Committee; and*
  - b. *one of the majority of the members of the Nomination and Remuneration Committee, as referred to in point (a), serves as the Chairman of the Nomination and Remuneration Committee.*
3. *The resolution of the Nomination and Remuneration Committee meeting shall be adopted based on deliberation to reach a consensus. In the event that the deliberation fails to be reached, the resolution shall be deemed valid if it is approved by majority vote the members of the Nomination and Remuneration Committee attending the meeting;*
4. *In the event that the affirmative votes are equal to the negative votes, the proposal is deemed to have been refused and can be re-proposed in the subsequent Nomination and Remuneration Committee meeting;*
5. *Meeting of the Nomination and Remuneration Committee shall be presided by the Chairman of the Nomination and Remuneration Committee;*
6. *Each meeting of the Nomination and Remuneration Committee shall be recorded in the minutes of a meeting, including any dissenting*

*opinions*), yang ditandatangani oleh seluruh anggota Komite Nominasi dan Remunerasi yang hadir dan wajib disampaikan secara tertulis kepada Dewan Komisaris; dan

7. Komite Nominasi dan Remunerasi dapat mengambil keputusan yang sah tanpa mengadakan rapat Komite Nominasi dan Remunerasi, dengan ketentuan bahwa semua anggota Komite Nominasi dan Remunerasi diberitahukan secara tertulis dan semua anggota Komite Nominasi dan Remunerasi memberikan persetujuan mengenai usul yang diajukan secara tertulis dengan menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan hukum yang sama dengan keputusan yang diambil dengan sah dalam rapat Komite Nominasi dan Remunerasi.

#### **Pelaporan**

1. Komite Nominasi dan Remunerasi wajib menyampaikan laporan pelaksanaan tugas, tanggung jawab, serta prosedur nominasi dan remunerasi kepada Dewan Komisaris;
2. Setiap tahun Komite Nominasi dan Remunerasi melalui Dewan Komisaris melaporkan kepada RUPS mengenai pelaksanaan tugas, tanggung jawab, prosedur nominasi dan remunerasi, serta informasi lainnya yang perlu disampaikan; dan
3. Komite Nominasi dan Remunerasi wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam Laporan Tahunan Perseroan dan situs web resmi Perseroan.

#### **Penutup**

1. Piagam ini berlaku efektif pada tanggal penandatanganan Keputusan Edaran di Luar Rapat Dewan Komisaris Perseroan yang menetapkan Piagam Komite Nominasi dan Remunerasi ini;

*opinions, signed by all attending members of the Nomination and Remuneration Committee and shall be reported in writing to the Board of Commissioners; and*

7. *The Nomination and Remuneration Committee may adopt a valid resolution without convening a Nomination and Remuneration Committee meeting, provided that all members of the Nomination and Remuneration Committee have been notified in writing and all members of the Nomination and Remuneration Committee approve the proposal in writing by signing the approval. The resolution adopted in such manner shall have the same legal force as a resolution duly adopted in a Nomination and Remuneration Committee meeting.*

#### **Reporting**

1. *The Nomination and Remuneration Committee shall submit a report on the implementation of duties and responsibilities, and the nomination and remuneration procedures to the Board of Commissioners;*
2. *The Nomination and Remuneration Committee through the Board of Commissioners shall annually submit a report to the GMS on the implementation of duties and responsibilities, the nomination and remuneration procedures as well as other information which are needed to be submitted; and*
3. *The Nomination and Remuneration Committee shall disclose the implementation of the functions related to the nomination and remuneration to be presented in the Company's Annual Report and the official website of the Company.*

#### **Closing**

1. *This Charter shall be effective on the date of execution of the Circular Resolution in Lieu of a Meeting of the Board of Commissioners which enacts this Charter of Nomination and Remuneration Committee;*

**PT Merdeka Copper Gold Tbk**

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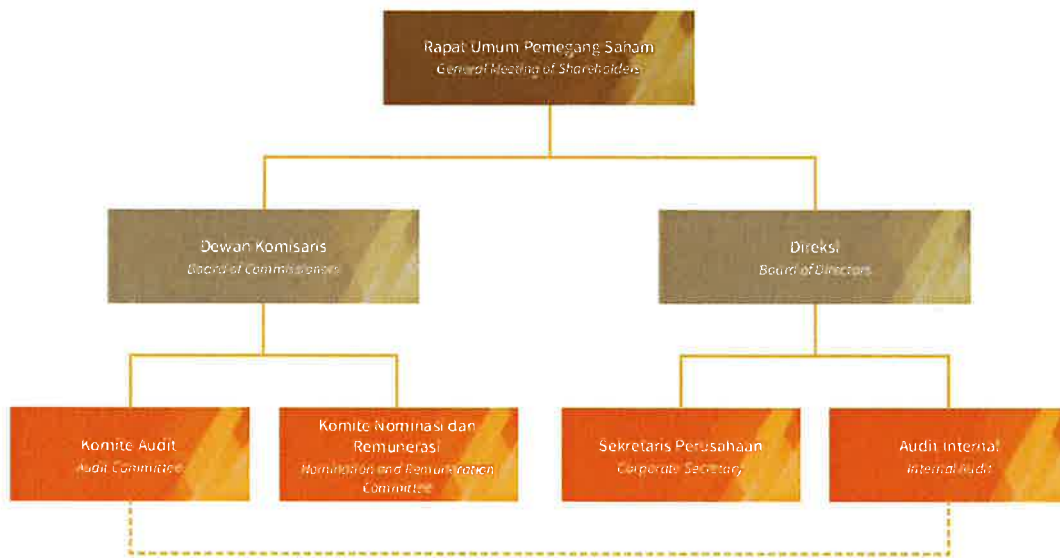
2. Piagam ini secara berkala akan dievaluasi serta dapat diubah dan/atau direvisi untuk penyempurnaan dan penyesuaian dengan peraturan perundang-undangan yang berlaku; dan
  3. Piagam ini dapat ditandatangani dalam sejumlah salinan yang terpisah, masing-masing ketika ditandatangani, harus dianggap sebagai salinan yang asli, dan semua salinan yang ditandatangani bersama tersebut dianggap sebagai instrumen yang satu dan sama.
2. *This Charter will be evaluated on a regular basis and can be amended and/or revised for improvement and adjustment to the prevailing laws and regulations; and*
  3. *This Charter may be executed in any number of separate counterparts, each of which, when executed, shall be deemed as original, and all of the said counterparts taken together shall be deemed to constitute one and the same instrument.*



**LAMPIRAN PIAGAM KOMITE NOMINASI DAN REMUNERASI**

**APPENDIX OF CHARTER OF NOMINATION AND REMUNERATION COMMITTEE**

Kedudukan Komite Nominasi dan Remunerasi dalam struktur organisasi Perseroan  
*The capacity of the Nomination and Remuneration Committee in the Company's organization structure*



Catatan/Notes:

————— : Garis struktural / *structural line*

- - - - - : Garis koordinasi / *coordination line*