



PT Mitrabara Adiperdana Tbk

**PIAGAM KOMITE NOMINASI DAN
REMUNERASI
NOMINATION AND REMUNERATION
COMMITTEE CHARTER
2024**

www.mitrabaraadiperdana.co.id

MBAP

**PIAGAM KOMITE NOMINASI DAN REMUNERASI
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PT MITRABARA ADIPERDANA TBK**

A. Pendahuluan:

Perseroan didirikan pada tahun 1992 berdasarkan Akta Pendirian No. 34 tertanggal 29 Mei 1992 yang telah mendapatkan persetujuan dari Menteri Kehakiman Republik Indonesia No. 02–8887.ET.01.01.TH’92, dan seiring dengan berjalannya waktu, Perseroan memutuskan untuk menjadi perusahaan terbuka, dan mencatatkan diri di Bursa Efek Indonesia dengan Kode Emiten MBAP pada tanggal 10 Juli 2014.

Berdasarkan ketentuan pasal 2 peraturan Otoritas Jasa Keuangan (“OJK”) No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik (“POJK No. 34/2014”), Emiten atau Perusahaan Publik wajib memiliki fungsi Nominasi dan Remunerasi, yang kemudian ditindaklanjuti oleh Perseroan dengan didirikannya Komite Nominasi dan Remunerasi, berdasarkan Keputusan Sirkuler Rapat Dewan Komisaris tertanggal 2 Desember 2015.

Pedoman Pelaksanaan fungsi Nominasi dan Remunerasi (“**Pedoman**”) disusun dalam rangka memenuhi ketentuan pasal 19 POJK No. 34/2014, dengan tujuan menjadi pedoman bagi Dewan Komisaris untuk dapat melaksanakan tugas pengawasan dan tanggung jawabnya dengan baik, sejalan dengan komitmen Perseroan untuk menerapkan Tata Kelola Perusahaan yang Baik.

B. Landasan Hukum:

1. Undang – Undang Nomor 40 tahun 2007 tentang Perseroan Terbatas, berikut dengan semua perubahan dan peraturan pelaksanaannya (“UU PT No. 40/2007”).
2. Undang – undang Nomor 8 tahun 1995 tentang Pasar Modal jo. Undang –

A. Introduction:

The Company was established in 1992 pursuant to Deed of Establishment No. 34 dated 29 May 1992 which was approved by the Minister of Justice of the Republic of Indonesia No. 02–8887.ET.01.01.TH’92, and over the course of time, the Company decided to become a publicly listed company, and be listed on the Indonesia Stock Exchange with Issuer Code MBAP on 10 July 2014.

Pursuant to the provision of article 2 of the Financial Services Authority (“OJK”) Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies (“POJK No. 34/2014”), Issuers or Public Companies must have a Nomination and Remuneration function, which must later be followed up by the Company with the establishment of the Nomination and Remuneration Committee, based on the Circular Resolution of the Meeting of the Board of Commissioners dated 2 December 2015.

Guidelines the Implementation of Nomination and Remuneration function (“**Guidelines**”) are prepared to fulfill the provision of article 19 of POJK No. 34/2014, with the purpose to serve as guidelines for the Board of Commissioners in the proper performance of their supervisory duties and responsibilities, in line with the Company’s commitment to the implementation of Good Corporate Governance.

B. Legal Background:

1. Law Number 40 of 2007 concerning Limited Liability Companies, as well as all of its amendments and implementing regulations (“**Company Law No. 40/2007**”).
2. Law Number 8 of 1995 concerning Capital Market in conjunction with Law

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Undang Nomor 21 tahun 2011 tentang Otoritas Jasa Keuangan berikut dengan semua perubahan dan peraturan pelaksana lainnya ("UU Pasar Modal").

Number 21 of 2011 concerning the Financial Services Authority as well as all of its amendments and other implementing regulations ("Capital Market Law").

3. Peraturan Otoritas Jasa Keuangan (OJK) No. 34/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

3. Financial Service Authorities (OJK) Regulation No. 34/2014 dated 8 December 2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.

4. Anggaran Dasar Perseroan No. 27 tanggal 28 Juni 2022, yang dibuat oleh Notaris Liestiani Wang. SH., M.KN., yang telah disampaikan kepada Menteri Hukum dan Hak Asasi Manusia berdasarkan Surat Penerimaan Pemberitahuan Perubahan Anggaran Dasar Perseroan No. AHU-AH.01.09-0259451 tertanggal 1 Juli 2022 ("Anggaran Dasar").

4. Articles of Association of the Company No. 27 dated 28 June 2022, made by Notary Liestiani Wang. SH., M.KN., having been submitted to the Minister of Law and Human Rights based on the Letter of Receipt of Notification of Amendment to the Articles of Association of the Company No. AHU-AH.01.09-0259451 dated 1 July 2022 ("Articles of Association").

C. Definisi

Perseroan adalah PT Mitrabara Adiperdana Tbk, sebuah perusahaan yang didirikan berdasarkan hukum Negara Republik Indonesia.

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

Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan anggaran dasar serta memberikan nasihat kepada Direksi.

Direksi adalah organ Perseroan yang berwenang dan bertanggungjawab penuh atas pengurusan Perseroan untuk

C. Definitions

Company is PT Mitrabara Adiperdana Tbk, a company established under the laws of the Republic of Indonesia.

Nomination and Remuneration Committee is a committee, established by and responsible to the Board of Commissioners to assist the implementation of the function and duties of the Board of Commissioners in relation with the Nomination and Remuneration of members of the Board of Commissioners and the Board of Directors of the Company.

Board of Commissioners is a part of the Company's organization with the task to carry out general and/or specific supervision in accordance with the articles of association and give advice to the Board of Directors.

Board of Directors is a part of the Company's organization with the authority and full responsibility for the management of the

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kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan.

Company for the benefit of the Company, in accordance with the purpose and objective of the Company.

Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Dewan Komisaris atau Direksi.

Nomination is the nomination of a person to be appointed as a member of the Board of Commissioners or the Board of Directors.

Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada anggota Dewan Komisaris dan Direksi karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang anggota Dewan Komisaris dan Direksi.

Remuneration is a reward that is determined and given to members of the Board of Commissioners and the Board of Directors due to their position and role in accordance with the duties, responsibilities and authority of the members of the Board of Commissioners and the Board of Directors.

D. Organisasi dan Keanggotaan

1. Komite Nominasi dan Remunerasi dibentuk serta bertanggungjawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Nominasi dan Remunerasi anggota Dewan Komisaris dan Direksi.
2. Komite Nominasi dan Remunerasi paling kurang terdiri dari 3 (tiga) orang anggota, dengan mengikuti syarat dan ketentuan sebagaimana diatur dalam POJK No. 34/2014.
3. Komite Nominasi dan Remunerasi diketuai oleh Komisaris Independen Perseroan.
4. Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu, dan tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan. Masa jabatan anggota Komite Nominasi dan Remunerasi akan berakhir apabila:

D. Organization and Membership

1. The Nomination and Remuneration Committee is established by and responsible to the Board of Commissioners in providing assistance to the implementation of the function and duties of the Board of Commissioners in connection with Nomination and Remuneration of members of the Board of Commissioners and the Board of Directors.
2. The Nomination and Remuneration Committee shall consist at least 3 (three) members, in accordance with the requirements and conditions as set forth in POJK No. 34/2014.
3. The Nomination and Remuneration Committee shall be chaired by the Independent Commissioner of the Company
4. Members of the Nomination and Remuneration Committee are appointed for a specific period, and it will not be longer than the period of the Board of Commissioners as set forth in the Company's Articles of Association. The service period of a member of the Nomination and Remuneration

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| a. Meninggal dunia. | Committee will be terminated, if the following events occurred: |
| b. Mengajukan pengunduran diri. | a. Passed away. |
| c. Tidak lagi memenuhi persyaratan peraturan perundang – undangan yang berlaku. | b. Submits for a resignation. |
| d. Dinyatakan tidak cakap bertindak secara hukum. | c. Is no longer in compliance with the requirements according to the prevailing laws and regulations. |
| e. Diberhentikan oleh keputusan Dewan Komisaris. | d. is declared incompetent to take legal acts. |
| | e. Is dismissed by the resolution of the Board of Commissioners. |

E. Tugas dan Tanggung Jawab, Tata Cara dan Prosedur

1. Tugas dan Tanggung Jawab:

Komite Nominasi dan Remunerasi berkewajiban untuk melaksanakan tugas dan tanggung jawab sebagaimana diatur dalam POJK No. 34/2014, khususnya dalam hal:

- a. Terkait fungsi Remunerasi, adalah menyusun dan memberikan rekomendasi kepada Dewan Komisaris, termasuk melakukan evaluasi secara berkala mengenai remunerasi anggota Dewan Komisaris dan Direksi.
- b. Terkait fungsi Nominasi, adalah menyusun dan memberikan rekomendasi kepada Dewan Komisaris mengenai calon anggota Dewan Komisaris dan Direksi.

2. Tata Cara dan Prosedur

Dalam menyusun fungsi Nominasi dan Remunerasi, Komite Nominasi dan Remunerasi berkewajiban melakukan prosedur sebagai berikut:

- a. Fungsi Nominasi:

E. Duties and Responsibilities, Guidelines and Procedures

1. Duties and Responsibilities:

The Nomination and Remuneration Committee must perform its duties and responsibilities as set forth in POJK No. 34/2014, especially in the case of:

- a. Related to the Remuneration functions, to prepare and give recommendations to the Board of Commissioners, including conducting periodic evaluations of the remuneration of members of the Board of Commissioners and the Board of Directors.
- b. Related to the Nomination functions, to prepare and give recommendations to the Board of Commissioners about prospective members of the Board of Commissioners and the Board of Directors.

2. Guidelines and Procedures

In preparing the Nomination and Remuneration functions, the Nomination and Remuneration Committee must perform the following procedures:

- a. Nomination Functions:

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| <p>(1) Menyusun dan menetapkan komposisi dan proses Nominasi anggota Dewan Komisaris dan/atau Direksi.</p> <p>(2) Menyusun dan menetapkan kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Dewan Komisaris dan/atau Direksi.</p> <p>(3) Melakukan evaluasi atas kinerja anggota Dewan Komisaris dan/atau Direksi.</p> <p>(4) Menetapkan program pengembangan kemampuan anggota Dewan Komisaris dan/atau Direksi; dan</p> <p>(5) Menelaah dan menetapkan calon yang memenuhi syarat sebagai anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan dan diputuskan dalam Rapat Umum Pemegang Saham.</p> <p>b. Fungsi Remunerasi:</p> <p>(1) Menyusun dan menetapkan struktur Remunerasi bagi anggota Dewan Komisaris dan/atau Direksi yang dapat berupa:</p> <p>(a) Gaji.</p> <p>(b) Honorarium.</p> <p>(c) Insentif; dan/atau</p> <p>(d) Tunjangan yang bersifat tetap dan/atau variabel.</p> | <p>(1) To prepare and determine the composition and process of Nomination of members of the Board of Commissioners and/or the Board of Directors.</p> <p>(2) To prepare and determine the policies and criteria required in the process of Nomination of candidates for members of the Board of Commissioners and/or the Board of Directors.</p> <p>(3) To evaluate the performance of members of the Board of Commissioners and/or the Board of Directors.</p> <p>(4) To determine a program for skills development for all members of the Board of Commissioners and/or the Board of Directors; and</p> <p>(5) To review and propose for qualify candidates as members of the Board of Commissioners and/or the Board of Directors to the Board of Commissioners to be proposed and resolved at the General Meeting of Shareholders.</p> <p>b. Remuneration Functions:</p> <p>(1) To prepare and determine the structure of Remuneration for members of the Board of Commissioners and/or the Board of Directors which can be:</p> <p>(a) Salary.</p> <p>(b) Honorarium.</p> <p>(c) Incentive; and/or</p> <p>(d) Fixed and/or variable benefits.</p> |
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- (2) Menyusun dan menetapkan besaran atas Remunerasi bagi anggota Dewan Komisaris dan/atau Direksi, dengan memperhatikan hal – hal sebagai berikut:
- (a) Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Perseroan atau perusahaan publik sejenis dan skala usaha dari Perseroan dalam industrinya.
 - (b) Tugas, tanggung jawab, dan wewenang anggota Dewan Komisaris dan/atau Direksi dikaitkan dengan pencapaian tujuan dan kinerja Perseroan.
 - (c) Target kinerja atau kinerja masing – masing anggota Dewan Komisaris dan/atau Direksi; dan
 - (d) Keseimbangan tunjangan antara yang bersifat tetap dan variabel.
- (3) Menyusun dan memberikan rekomendasi/usulan atas besaran Remunerasi bagi anggota Dewan Komisaris dan/atau Direksi.
- (4) Struktur, kebijakan, dan besaran Remunerasi tersebut akan dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.
- (2) To prepare and determine the amount of Remuneration for members of the Board of Commissioners and/or the Board of Directors, by observing the following matters:
- (a) Remuneration applicable in the industry in where the business activities of the Company or similar public companies exist and the business scale of the Company in its industry.
 - (b) The duties, responsibilities and authorities of members of the Board of Commissioners and/or the Board of Directors are related to the achievement of the Company's objectives and performance.
 - (c) The targeted performance or the performance of each member of the Board of Commissioners and/or the Board of Directors; and
 - (d) The balance between fixed and variable benefits.
- (3) To prepare and provide recommendation/proposal for the Remuneration amount for all members of the Board of Commissioners and/or the Board of Directors;
- (4) The structure, policy and amount of Remuneration will be evaluated by the Nomination and Remuneration Committee at least 1 (one) time in 1 (one) year.

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F. Penyelenggaraan Rapat Komite Nominasi dan Remunerasi

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan, yang 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 merupakan Ketua Komite Nominasi dan Remunerasi.
2. Keputusan Rapat dilakukan secara musyawarah untuk mufakat, yang jika tidak tercapai maka akan dilakukan pengambilan suara terbanyak dengan prinsip setiap anggota Komite memiliki 1 (satu) hak suara dan suara abstain dianggap sama dengan suara setuju.
3. Hasil Rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam risalah rapat, yang akan disampaikan secara tertulis kepada Dewan Komisaris, dan didokumentasikan oleh Perseroan.

G. Pengungkapan Informasi dan Sistem Pelaporan Kegiatan

Perseroan wajib mengungkapkan pelaksanaan fungsi terkait Nominasi dan Remunerasi dalam Laporan Tahunan dan situs web Perseroan, paling kurang meliputi:

1. Pedoman Komite Nominasi dan Remunerasi; dan
2. Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.

F. Meeting of Nomination and Remuneration Committee

1. The Meeting of the Nomination and Remuneration Committee is held periodically at least 1 (one) time in 4 (four) months, which can only be held if:
 - a. Attended by the majority of members of the Nomination and Remuneration Committee; and
 - b. One of the majority of the members of the Nomination and Remuneration Committee is the Head of the Nomination and Remuneration Committee.
2. The Resolutions of Meeting are adopted amicable ways, and if it's not reached, the voting is held based on the majority of votes with a principle that each member of the Committee has 1 (one) vote and abstention is considered the same as the affirmative vote.
3. The results of the Meeting of the Nomination and Remuneration Committee must be restated in the minutes of meeting, which will be submitted in writing to the Board of Commissioners, and documented by the Company.

G. Information Disclosure and System for Activities Reporting

The Company must disclose the implementation of functions related to Nomination and Remuneration in the Annual Report and the Company's website, which at least includes:

1. Guidelines for the Nomination and Remuneration Committee; and
2. A brief description of the implementation of duties and responsibilities of the Nomination and Remuneration Committee in the financial year.

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PT MITRABARA ADIPERDANA Tbk

Komite Nominasi Remunerasi

(ABDULLAH FAWZY SIDDIK)

Ketua Komite

(YO ANGELA SOEDJANA)

Anggota

(PAUL TAMBUNAN)

Anggota