



PT Sariguna Primatirta Tbk

Piagam Komite Nominasi dan Remunerasi
Nomination and Remuneration Committee Charter

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BAB I PENDAHULUAN

1. Latar Belakang

Untuk mendorong agar Perseroan dikelola sesuai dengan prinsip-prinsip *Good Corporate Governance* (GCG) dan untuk mewujudkan ketentuan dalam Peraturan OJK No.34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi, Dewan Komisaris memutuskan untuk membentuk Komite Nominasi dan Remunerasi.

Komite ini bekerja secara independen dan berperan membantu Dewan Komisaris dalam menetapkan sistem, kriteria, dan basis nominasi dan remunerasi anggota Dewan Komisaris dan anggota Direksi.

2. Visi dan Misi

Sesuai dengan visi dan misi Perseroan, Komite Nominasi dan Remunerasi menetapkan visi dan misinya sebagai berikut:

Visi

Menjadi partner Dewan Komisaris yang bernilai tambah dalam hal pemberian usulan tentang nominasi dan remunerasi anggota Dewan Komisaris dan Direksi Perseroan.

CHAPTER I PRELIMINARY

1. Background

To encourage the Company to be managed in accordance with the principles of Good Corporate Governance (GCG) and to realize the provisions in OJK Regulation No.34/POJK.04/2014 concerning the Nomination and Remuneration Committee, the Board of Commissioners decided to establish a Nomination and Remuneration Committee.

This committee works independently and plays a role in assisting the Board of Commissioners in determining the system, criteria, and basis for nomination and remuneration for members of the Board of Commissioners and members of the Board of Directors.

2. Vision and Mission

In accordance with the vision and mission of the Company, the Nomination and Remuneration Committee sets its vision and mission as follows:

Vision

Become a value-added partner of the Board of Commissioners in terms of providing proposals on the nomination and remuneration of members of the Board of Commissioners and Board of Directors of the Company.

Misi

- a. Membantu Dewan Komisaris dalam menetapkan sistem dan kriteria untuk memilih calon anggota Dewan Komisaris dan Direksi;
- b. Membantu Dewan Komisaris dalam menetapkan basis remunerasi dan besarnya untuk anggota Dewan Komisaris dan Direksi.

Mission

- a. *Assist the Board of Commissioners in determining the system and criteria for selecting candidates for members of the Board of Commissioners and the Board of Directors;*
- b. *Assist the Board of Commissioners in determining the basis of remuneration and the amount for members of the Board of Commissioners and Board of Directors.*

BAB II

STRUKTUR ORGANISASI DAN MASA JABATAN

1. Pengangkatan dan Pemberhentian

Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris.

2. Kedudukan dalam Organisasi

Komite Nominasi dan Remunerasi dibentuk oleh Dewan Komisaris untuk membantu pelaksanaan peran Dewan Komisaris yang terkait dengan nominasi dan remunerasi anggota Direksi dan anggota Dewan Komisaris.

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

3. Organisasi Komite Nominasi dan Remunerasi

a. Struktur Keanggotaan

Komposisi dan struktur keanggotaan Komite Nominasi dan Remunerasi adalah sebagai berikut :

- 1) Satu orang ketua, yang merupakan Komisaris Independen.

- 2) Dua anggota Dewan Komisaris.

CHAPTER II

ORGANIZATIONAL STRUCTURE AND TERM OF OFFICE

1. Appointment and Termination

Members of the Nomination and Remuneration Committee are appointed and dismissed by the Board of Commissioners.

2. Position in the Organization

The Nomination and Remuneration Committee was established by the Board of Commissioners to assist the implementation of the role 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.

In carrying out its role, the Nomination and Remuneration Committee is responsible to the Board of Commissioners.

3. Organization of the Nomination and Remuneration Committee

a. Membership Structure

The composition and structure of the Nomination and Remuneration Committee membership are as follows:

- 1) *One chairman, who is an Independent Commissioner.*

- 2) *Two members of the Board of Commissioners.*

3) Anggota Direksi tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.

b. Masa Jabatan

Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan.

3) Members of the Board of Directors cannot become members of the Nomination and Remuneration Committee.

b. Term of Office

Members of the Nomination and Remuneration Committee are appointed for a certain term of office and may be reappointed. The term of office of members of the Nomination and Remuneration Committee may not be longer than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association.

BAB III

PERAN DAN TANGGUNG JAWAB

1. Peran dan Tanggung Jawab

Dalam melaksanakan peranannya, Komite Nominasi dan Remunerasi berkewajiban untuk melaksanakan fungsinya sebagai berikut:

a. Fungsi Nominasi

- 1) Komite memberikan rekomendasi kepada Dewan Komisaris tentang hal-hal yang berhubungan dengan:
 - a) Komposisi jabatan anggota Direksi dan anggota Dewan Komisaris yang sesuai dengan Anggaran Dasar Perseroan dan peraturan perundangan yang berlaku;
 - b) Kebijakan dan kriteria yang dibutuhkan dalam proses nominasi;
 - c) Kebijakan evaluasi kinerja anggota Direksi dan anggota Dewan Komisaris.
- 2) Komite membantu Dewan Komisaris dalam menyusun tolok ukur kinerja anggota Dewan Komisaris dan anggota Direksi dan membantu menyediakan informasi mengenai indikator kinerja sebagai basis untuk penilaian kinerja mereka;

CHAPTER III

ROLES AND RESPONSIBILITIES

1. Roles and Responsibilities

In carrying out its role, the Nomination and Remuneration Committee is obliged to carry out its functions as follows:

a. Nomination Function

- 1) *The Committee provides recommendations to the Board of Commissioners on matters relating to:*
 - a) *The composition of the positions of members of the Board of Directors and members of the Board of Commissioners is in accordance with the Company's Articles of Association and applicable laws and regulations;*
 - b) *Policies and criteria required in the nomination process;*
 - c) *Policies for evaluating the performance of members of the Board of Directors and members of the Board of Commissioners.*
- 2) *The Committee assists the Board of Commissioners in setting benchmarks for the performance of members of the Board of Commissioners and members of the Board of Directors and assists in providing information on performance indicators as a basis for evaluating their performance;*

3) Komite mengusulkan calon anggota Direksi dan anggota Dewan Komisaris yang memenuhi syarat masing-masing untuk menjadi anggota Direksi dan anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS).

4) Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan Dewan Komisaris.

b. Fungsi Remunerasi

1) Komite memberikan rekomendasi kepada Dewan Komisaris tentang kebijakan, struktur dan besaran remunerasi anggota Direksi dan anggota Dewan Komisaris.

2) Komite membantu Dewan Komisaris dalam menetapkan besaran remunerasi dengan mempertimbangkan hasil penilaian kinerja setiap anggota Direksi dan anggota Dewan Komisaris.

3) *The Committee proposes candidates for members of the Board of Directors and members of the Board of Commissioners who meet the respective requirements to become members of the Board of Directors and members of the Board of Commissioners to be submitted to the General Meeting of Shareholders (GMS).*

4) *Provide recommendations to the Board of Commissioners regarding the capacity building program for members of the Board of Directors and Board of Commissioners.*

b. Remuneration Function

1) *The Committee provides recommendations to the Board of Commissioners regarding the policy, structure and amount of remuneration for members of the Board of Directors and members of the Board of Commissioners.*

2) *The Committee assists the Board of Commissioners in determining the amount of remuneration by considering the results of the performance appraisal of each member of the Board of Directors and members of the Board of Commissioners.*

2. Rapat Komite Nominasi dan Remunerasi

Untuk melaksanakan peran dan tanggung jawabnya, Komite Nominasi dan Remunerasi mengadakan rapat dengan ketentuan sebagai berikut:

a. Jadwal Rapat

Dalam melaksanakan peran Nominasi dan Remunerasinya, Komite mengadakan rapat dengan ketentuan sebagai berikut:

- 1) Rapat dilakukan secara berkala paling kurang sekali dalam 4 (empat) bulan.
- 2) Selain daripada itu rapat dapat dilakukan setiap saat jika dipandang perlu apabila:
 - i) Dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi
 - ii) Salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi merupakan Ketua Komite Nominasi dan Remunerasi.

b. Tata Cara Rapat

Rapat diselenggarakan dengan tata cara sebagai berikut:

- 1) Panggilan rapat dilakukan oleh Ketua Komite Nominasi dan Remunerasi atau yang diberi kuasa olehnya.
- 2) Panggilan rapat harus mencantumkan acara, tanggal, waktu dan tempat rapat.

2. *Nomination and Remuneration Committee Meeting*

To carry out its roles and responsibilities, the Nomination and Remuneration Committee holds meetings with the following provisions:

a. Meeting Schedule

In carrying out its Nomination and Remuneration role, the Committee holds meetings with the following provisions:

- 1) Meetings are held periodically at least once in 4 (four) months.*
- 2) Apart from that, the meeting may be held at any time if deemed necessary if:*
 - i) Attended by a majority of the members of the Nomination and Remuneration Committee*
 - ii) One of the majority of the members of the Nomination and Remuneration Committee is the Chairman of the Nomination and Remuneration Committee*

b. Meeting Procedures

Meetings are held in the following manner:

- 1) The summons for the meeting shall be made by the Chairperson of the Nomination and Remuneration Committee or the person authorized by him/her.*
- 2) The summons for the meeting must include the agenda, date, time and place of the meeting.*

- 3) Rapat diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha Perseroan.
- 4) Rapat dipimpin oleh Ketua Komite Nominasi dan Remunerasi.
- 5) Seorang anggota Komite dapat diwakili dalam rapat hanya oleh anggota Komite lainnya berdasarkan surat kuasa. Dengan demikian hak suara anggota Komite yang tidak hadir diserahkan kepada penerima kuasa.
- 6) Keputusan rapat dilakukan berdasarkan musyawarah untuk mufakat. Apabila mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- 7) Komite dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat, dengan ketentuan bahwa semua anggota komite telah diberitahu secara tertulis mengenai keputusan yang akan diambil yang memerlukan persetujuan tertulis lebih dari satu per dua bagian dari anggota Komite. Keputusan yang diambil dengan cara yang demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat.

c. Risalah Rapat

Hasil rapat dituangkan dalam risalah yang dibuat secara tertulis dan ditandatangani seluruh anggota Komite yang ikut serta. Risalah Rapat tersebut wajib disampaikan secara tertulis kepada Dewan Komisaris.

- 3) *Meetings are held at the domicile of the Company or the place of business activities of the Company.*
- 4) *The meeting is chaired by the Chairman of the Nomination and Remuneration Committee.*
- 5) *A member of the Committee may be represented at a meeting only by other Committee members based on a power of attorney. Thus, the voting rights of Committee members who are not present are transferred to the proxies.*
- 6) *Meeting decisions are made based on deliberation for consensus. If consensus is not reached, decisions are made based on a majority vote.*
- 7) *The Committee may also make valid decisions without holding a meeting, provided that all committee members have been notified in writing of the decisions to be taken which require the written approval of more than one-half of the members of the Committee. Decisions taken in this way have the same power as decisions taken legally at the Meeting.*

c. Minutes of Meetings

The results of the meeting are stated in the minutes which are made in writing and signed by all participating Committee members. The Minutes of the Meeting must be submitted in writing to the Board of Commissioners.

3. Pelaporan

- a. Dalam melaksanakan perannya, Komite berkewajiban untuk melaporkan kepada Dewan Komisaris dalam bentuk Laporan Komite Nominasi dan Remunerasi yang merupakan bagian dari laporan pelaksanaan peran Dewan Komisaris dan disampaikan dalam RUPS.
- b. Ketua Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi kepada Dewan Komisaris yang akan disampaikan dalam RUPS.
- c. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait nominasi dan remunerasi dalam Laporan Tahunan dan situs web Perseroan.

Informasi mengenai pelaksanaan fungsi terkait nominasi dan remunerasi yang diungkapkan dalam Laporan Tahunan Perseroan paling kurang memuat:

- 1) Pernyataan bahwa Perseroan telah memiliki pedoman kerja Komite Nominasi dan Remunerasi; dan
- 2) Uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.

3. Reporting

- a. *In carrying out its role, the Committee is obliged to report to the Board of Commissioners in the form of the Nomination and Remuneration Committee Report which is part of the report on the implementation of the role of the Board of Commissioners and submitted at the GMS.*
- b. *The Chairperson of the Nomination and Remuneration Committee must report the implementation of the duties, responsibilities, and procedures for nomination and remuneration to the Board of Commissioners which will be submitted at the GMS.*
- c. *The Company is required to disclose the implementation of functions related to nomination and remuneration in the Annual Report and the Company's website.*

Information regarding the implementation of functions related to nomination and remuneration disclosed in the Company's Annual Report shall at least contain:

- 1) A statement that the Company has a working guideline for the Nomination and Remuneration Committee; and*
- 2) Brief description of the implementation of the duties and responsibilities of the Nomination and Remuneration Committee in the financial year.*

BAB IV PENUTUP

Masa Berlaku dan Evaluasi

Piagam Komite Nominasi dan Remunerasi ini mulai berlaku sejak tanggal ditetapkan dan akan dievaluasi secara berkala untuk disesuaikan dengan perkembangan peraturan yang berlaku.

Apabila ketentuan dalam piagam ini tidak sesuai dengan peraturan perundangan yang berlaku, yang berlaku adalah ketentuan dalam peraturan perundangan.

Ditetapkan di Sidoarjo, 2024

CHAPTER IV CLOSING

Validity and Evaluation

This Nomination and Remuneration Committee Charter comes into force as of the date of its stipulation and will be evaluated periodically to be adjusted to the development of applicable regulations.

If the provisions in this charter are not in accordance with the applicable laws and regulations, the provisions in the laws and regulations will apply.

Stipulated in Sidoarjo, 2024