

**PEDOMAN DAN TATA TERTIB KERJA
KOMITE REMUNERASI DAN NOMINASI
PT ADHI KARTIKO PRATAMA TBK/
*WORKING GUIDELINES AND PROCEDURES FOR THE
NOMINATION AND REMUNERATION COMMITTEE OF
PT ADHI KARTIKO PRATAMA TBK
("Perseroan"/ the "Company")***

I. PENDAHULUAN

I.1 Deskripsi

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**"). Fungsi nominasi yang dimaksud adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi atau anggota Dewan Komisaris ("**Nominasi**"), sedangkan yang dimaksud fungsi remunerasi adalah imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan anggota Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang anggota Direksi dan anggota Dewan Komisaris ("**Remunerasi**").

Pembentukan Komite Nominasi dan Remunerasi dilakukan dalam rangka meningkatkan penerapan prinsip tata kelola perusahaan yang baik bagi Emiten atau Perusahaan Publik yang berkaitan dengan transparansi proses Nominasi dan Remunerasi serta meningkatkan kualitas, kompetensi dan tanggung jawab Direksi dan Dewan Komisaris secara keseluruhan sesuai dengan prinsip-prinsip *Good Corporate Governance*. Bahwa Komite Nominasi dan Remunerasi diketuai oleh Komisaris Independen yaitu seorang anggota Dewan Komisaris yang berasal dari luar Emiten atau Perusahaan Publik dan memenuhi persyaratan sebagai komisaris independen ("**Komisaris Independen**").

Pedoman Komite Nominasi dan Remunerasi ini disusun untuk memberikan arahan kepada anggota Komite Nominasi dan Remunerasi dalam menjalankan tugas dan tanggung jawabnya.

Pembentukan Komite Nominasi dan Remunerasi tersebut didasarkan pada peraturan-peraturan sebagai berikut:

I. FOREWORD

I.1 Description

The Nomination and Remuneration Committee is a committee formed by and responsible to the Board of Commissioners to assist in carrying out the Commissioners' functions and duties in relation to the nomination and remuneration of Directors and Commissioners (the "**Nomination and Remuneration Committee**"). The nomination functions are the proposal of a person to be appointed to the office of member of the Board of Directors or member of the Board of Commissioners (the "**Nomination**"), while remuneration functions are the determination of the compensation to be given to members of the Board of Directors and members of the Board of Commissioners due to the position and roles given to them in accordance with their duties, responsibilities and authority (the "**Remuneration**").

The Nomination and Remuneration Committee is being formed in order to enhance the application of the principles of good corporate governance for Issuers or Public Companies in relation to the transparency of the Nomination and Remuneration processes and to enhance the overall quality, competency, and responsibility of the Directors and Commissioners in accordance with the principles of Good Corporate Governance. The Nomination and Remuneration Committee is chaired by an Independent Commissioner, i.e., a member of the Board of Commissioners whose origin is outside the Issuer or Public Company and who meets the requirements for an independent commissioner (the "**Independent Commissioner**").

These Guidelines for the Nomination and Remuneration Committee are compiled to provide direction for the members of the Nomination and Remuneration Committee in carrying out their duties and responsibilities.

The formation of the Nomination and Remuneration Committee is based on the following regulations:

1. Undang-Undang No. 8 Tahun 1995 Tentang Pasar Modal sebagaimana telah diubah terakhir kali dengan Undang-Undang No. 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan;
2. Undang-Undang No. 40 Tahun 2007 Tentang Perseroan Terbatas sebagaimana diubah terakhir kali dengan Undang-Undang No. 6 Tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja menjadi Undang-Undang; dan
3. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 Tahun 2014 Tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

1. Law No. 8 of 1995 concerning Capital Market as amended most recently by Law No. 4 of 2023 concerning the Development and Strengthening of the Financial Sector;
2. Law No. 40 of 2007 concerning Limited Liability Companies as amended most recently by Law No. 6 of 2023 concerning the Determination of Government Regulation in Lieu of Law No. 2 of 2022 concerning Job Creation as a Law; and
3. Regulation of the Financial Services Authority No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.

I.2 Tugas dan Tata Cara

Komite Nominasi dan Remunerasi dibentuk dengan tujuan untuk melaksanakan tugas dan tanggung jawab paling kurang sebagai berikut:

I.2.1. Terkait dengan Fungsi Nominasi:

- 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.

I.2 Duties and Procedures

The Nomination and Remuneration Committee is formed for the purpose of carrying out at least the following duties and responsibilities:

I.2.1. In Relation to the Nomination Functions

- 1) The Nomination and Remuneration Committee is formed for the purpose of carrying out at least the following duties and responsibilities:
 - a. the composition of the offices of the members of the Board of Directors and/or members of the Board of Commissioners;
 - b. policies and criteria necessary in the Nomination process; and
 - c. performance evaluation criteria for members of the Board of Directors and/or members of the Board of Commissioners.

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| <p>2) Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi.</p> | <p>2) Assisting the Board of Commissioners in evaluating the performance of members of the Board of Directors and/or members of the Board of Commissioners based on the benchmarks compiled as materials for evaluation.</p> |
| <p>3) Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> | <p>3) Providing recommendations to the Board of Commissioners regarding the professional development programmes for the members of the Board of Directors and/or members of the Board of Commissioners; and</p> |
| <p>4) Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan dalam Rapat Umum Pemegang Saham ("RUPS").</p> | <p>4) Proposing to the Board of Commissioners candidates who meet the requirements for members of the Board of Directors and/or members of the Board of Commissioners to be presented to the General Meeting of Shareholders ("GMS").</p> |

Dalam melaksanakan fungsi Nominasi di atas, Komite Nominasi dan Remunerasi wajib melakukan tata cara sebagai berikut:

In carrying out the above Nomination functions, the Nomination and Remuneration Committee shall follow these procedures:

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| <p>a. menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;</p> | <p>a. Compiling the composition and Nomination process for members of the Board of Directors and/or members of the Board of Commissioners;</p> |
| <p>b. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;</p> | <p>b. Compiling policies and criteria necessary for the process of nominating prospective members of the Board of Directors and/or Board of Commissioners</p> |
| <p>c. membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;</p> | <p>c. Assisting in the evaluation of the performance of the members of the Board of Directors and/or members of the Board of Commissioners</p> |
| <p>d. menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> | <p>d. Compiling a professional development programme for the members of the Board of Directors and/or members of the Board of Commissioners; and</p> |
| <p>e. menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota</p> | <p>e. Reviewing and proposing to the Board of Commissioners candidates who meet the</p> |

Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

requirements for members of the Board of Directors and/or members of the Board of Commissioners to be presented to the GMS.

I.2.2 Terkait dengan Fungsi Remunerasi:

- 1) Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a. struktur Remunerasi;
 - b. kebijakan atas Remunerasi; dan
 - c. besaran atas Remunerasi.

- 2) Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

Dalam melaksanakan fungsi Remunerasi di atas, Komite Nominasi dan Remunerasi wajib melakukan tata cara sebagai berikut:

- a. menyusun struktur Remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
- b. menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau Dewan Komisaris; dan
- c. menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

I.2.2 In Relation to the Remuneration Function

- 1) Providing the Board of Commissioners with recommendations regarding:
 - a. The Remuneration structure;
 - b. Policies on Remuneration; and
 - c. Amounts of Remuneration.

- 2) Assisting the Board of Commissioners in the evaluation of performance with adjustments to the Remuneration received by each member of the Board of Directors and/or Board of Commissioners

In carrying out the above functions of Remuneration, the Nomination and Remuneration Committee shall follow these procedures:

- a. Compiling the structure for the Remuneration of the members of the Board of Directors and/or Board of Commissioners;
- b. Compiling policies on Remuneration for members of the Board of Directors and/or Board of Commissioners; and
- c. Compiling the amounts of the Remuneration for members of the Board of Directors and/or Remuneration.

I.3 Tanggung Jawab

Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya. Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab kepada Dewan Komisaris Perseroan.

II. KEANGGOTAAN

- 1) Anggota Komite Nominasi dan Remunerasi paling kurang terdiri dari 3 (tiga) orang anggota dengan ketentuan, yaitu:
 - a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen;
 - b. anggota lainnya yang dapat berasal dari:
 - i. anggota Dewan Komisaris;
 - ii. pihak yang berasal dari luar Perseroan; atau
 - iii. pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
- 2) Komite Nominasi dan Remunerasi diketuai oleh Komisaris Independen.
- 3) Anggota Komite Nominasi dan Remunerasi lainnya sebagaimana dimaksud pada angka II poin 1 huruf b sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

I.3 Responsibilities

The Nomination and Remuneration Committee shall act independently in carrying out its duties. In carrying out its duties, the Nomination and Remuneration Committee shall be responsible to the Company's Board of Commissioners.

II. KEANGGOTAAN

- 1) The members of the Nomination and Remuneration Committee shall consist of at least 3 (three) person with the provisos that:
 - a. 1 (one) person, who shall be the Independent Commissioner, shall be the chair and simultaneously a member;
 - b. Other members who may originate from:
 - i. Members of the Board of Commissioners;
 - ii. Parties originating from outside the Company; or
 - iii. Parties occupying managerial positions below the Board of Directors in the field of human resources.
- 2) The Nomination and Remuneration Committee shall be chaired by the Independent Commissioner.
- 3) Parties originally occupying managerial positions below the Board of Directors in the field of human resources may not constitute a majority of the other members of the Nomination and Remuneration Committee contemplated in number II point 1 letter b.

4) Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat:

- a. tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Perseroan;
- b. memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan
- c. tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.

4) The members of the Nomination and Remuneration Committee originating from outside the Company must meet these requirements:

- a. They have no affiliation with the Company, the members of the Board of Directors, the members of the Board of Commissioners, or the Company's Major Shareholders;
- b. They have experience in relation to Nomination and/or Remuneration; and
- c. They do not simultaneously hold office as members of the Company's other committees.

III. PENGANGKATAN, MASA JABATAN DAN TATA CARA PENGGANTIAN ANGGOTA

- 1) Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.
- 2) Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan paling lama 5 (lima) tahun dan dapat diangkat kembali.

Jabatan anggota Komite Nominasi dan Remunerasi berakhir apabila anggota tersebut:

- a. Mengundurkan diri;
- b. Tidak lagi memenuhi persyaratan perundang-undangan yang berlaku;

III. APPOINTMENT, TERM OF OFFICE AND PROCEDURE FOR REPLACEMENT OF MEMBERS

- 1) Members of the Nomination and Remuneration Committee shall be appointed and dismissed pursuant to a resolution of a meeting of the Board of Commissioners.
- 2) The members of the Nomination and Remuneration Committee shall be appointed for a maximum term of office of 5 (five) years and may be re-appointed.

The term of office of a member of the Nomination and Remuneration Committee shall expire if the member:

- a. Resigns;
- b. No longer meets the requirements of prevailing law;

- c. Meninggal dunia; atau
- d. Diberhentikan berdasarkan keputusan Dewan Komisaris.

Anggota Komite Nominasi dan Remunerasi yang masa jabatannya telah berakhir dapat diangkat kembali.

Seorang anggota Komite Nominasi dan Remunerasi dapat mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari kalender sebelum tanggal pengunduran dirinya. Jika pengunduran diri anggota Komite Nominasi dan Remunerasi tersebut mengakibatkan jumlah anggota Komite Nominasi dan Remunerasi menjadi kurang dari 3 (tiga), maka Dewan Komisaris wajib menyelenggarakan Rapat Dewan Komisaris paling lambat 60 (enam puluh) hari kalender setelah diterimanya pemberitahuan tertulis pengunduran diri tersebut untuk mengangkat orang lain sebagai pengganti anggota Komite Nominasi dan Remunerasi yang mengundurkan diri tersebut.

- 3) Masa jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar.
- 4) Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.

- c. Dies; or
- d. Is dismissed pursuant to a resolution of the Board of Commissioners.

Members of the Nomination and Remuneration Committee whose terms of office have expired may be re-appointed.

A member of the Nomination and Remuneration Committee may resign from office by giving the Company at least 30 (thirty) calendar days' written notice. If the resignation of a member of the Nomination and Remuneration Committee would result in the Nomination and Remuneration Committee having less than 3 (three) members, the Board of Commissioners shall hold a Meeting of the Board of Commissioners no later than 60 (sixty) calendar days after its receipt of the written notice of resignation in order to appoint another person as a replacement for the resigning member of the Nomination and Remuneration Committee.

- 3) The period of office of the members of the Nomination and Remuneration Committee shall not be longer than the period of office of the Board of Commissioners as provided in the Articles of Association.
- 4) The period of office of the members of the Nomination and Remuneration Committee shall not be longer than the period of office of the Board of Commissioners as provided in the Articles of Association.

IV. TATA CARA RAPAT KOMITE NOMINASI DAN REMUNERASI

- 1) Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- 2) Rapat Komite Nominasi dan Remunerasi hanya dapat dilaksanakan apabila:
 - a. dihadiri oleh mayoritas anggota 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 dilakukan berdasarkan musyawarah mufakat.
- 4) Dalam hal keputusan berdasarkan musyawarah mufakat sebagaimana dimaksud pada angka IV.3 tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- 5) Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil melalui mekanisme yang diatur dalam pedoman Komite Nominasi dan Remunerasi.
- 6) Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

IV. PROCEDURES FOR MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE

- 1) Meetings of the Nomination and Remuneration Committee shall be held regularly at least once every 4 (four) months.
- 2) Meetings of the Nomination and Remuneration Committee may only proceed if:
 - a. Attended by a majority of the members of the Nomination and Remuneration Committee; and
 - b. One of the majority of the members of the Nomination and Remuneration Committee referred to in item a shall be the Chair of the Nomination and Remuneration Committee.
- 3) Resolutions of meetings of the Nomination and Remuneration Committee shall be based on mutual consensus.
- 4) If no resolution based on mutual consensus as contemplated in item IV.3 can be achieved, resolutions shall be adopted based on majority votes.
- 5) In the event of a tie vote in adopting resolutions by voting, the resolution shall be adopted via the mechanism provided in the guidelines for the Nomination and Remuneration Committee.
- 6) If there are any dissenting opinions in the process of adopting a resolution, the dissenting opinions must be contained in the minutes of meeting together with the reasons for the dissenting opinions.

- 7) Hasil rapat Komite Nominasi dan Remunerasi wajib dituangkan dalam risalah rapat dan didokumentasikan oleh Perseroan.
- 8) Risalah rapat Komite Nominasi dan Remunerasi sebagaimana dimaksud pada angka 7 wajib disampaikan secara tertulis kepada Dewan Komisaris.

- 7) The outcome of a meeting of the Nomination and Remuneration Committee shall be embodied in a minutes of meeting and documented by the Company.
- 8) The minutes of meetings of the Nomination and Remuneration Committee contemplated in point 7 shall be delivered to the Board of Commissioners in writing.

V. PENGUNGKAPAN DAN PELAPORAN KEGIATAN

- 1) Komite Nominasi dan Remunerasi harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris.
- 2) Laporan sebagaimana dimaksud pada angka 1 merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
- 3) Pelaksanaan fungsi terkait Nominasi dan Remunerasi wajib termuat dalam:
 - a. laporan tahunan; dan
 - b. situs web Perseroan.
- 4) Informasi mengenai pelaksanaan fungsi terkait Nominasi dan Remunerasi yang diungkapkan dalam laporan tahunan Perseroan paling kurang memuat:
 - a. pernyataan bahwa Perseroan telah memiliki pedoman sebagaimana diatur dalam peraturan perundang-undangan yang berlaku; dan
 - b. uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku.

V. DISCLOSURE AND REPORTING OF ACTIVITIES

- 1) The Nomination and Remuneration Committee shall report to the Board of Commissioners the implementation of the Nomination and Remuneration duties, responsibilities, and procedures it carries out.
- 2) The report contemplated in point 1 shall constitute part of the report of the performance of the duties of the Board of Commissioners and shall be presented in the GMS
- 3) The performance of the functions related to Nomination and Remuneration shall be contained in:
 - a. The annual reports; and
 - b. The Company's website.
- 4) Information regarding the performance of the functions related to Nomination and Remuneration disclosed in the Company's annual reports shall contain at least:
 - a. A statement that the Company has the guidelines contemplated in the prevailing laws and regulations; and
 - b. A short description of the performance of the duties and responsibilities of the Nomination and Remuneration Committee during the financial year.

- 5) Informasi mengenai pelaksanaan fungsi terkait Nominasi dan Remunerasi yang diungkapkan dalam situs web Perseroan paling kurang meliputi:
- a. pedoman; dan
 - b. uraian singkat pelaksanaan tugas dan tanggung jawab Komite Nominasi dan Remunerasi dalam tahun buku
- 5) Information regarding the performance of the functions related to Nomination and Remuneration disclosed on the Company's website shall include:
- a. The guidelines; and
 - b. A short description of the performance of the duties and responsibilities of the Nomination and Remuneration Committee during the financial year.

Ditetapkan di/ Promulgated in
Pada tanggal/ On

: Jakarta
: 7 September 2023



Victor Agung Susantyo
*Komisaris Utama/
President Commissioner*



PT. ADHI
KARTIKO
PRATAMA



DR. IR. Raden Sukhyar
*Komisaris Independen/
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