

PT MERDEKA COPPER GOLD TBK

**NOMINATION AND REMUNERATION
COMMITTEE CHARTER**

Recital

This Charter aims to stipulate the scope of work of the Nomination and Remuneration Committee, the position of the Nomination and Remuneration Committee in PT Merdeka Copper Gold Tbk ("the Company"), and the authorities and responsibilities of the Nomination and Remuneration Committee in accordance to Financial Services Authority Regulation No. 34/POJK.04/2014 on Nomination and Remuneration Committee of Issuer or Public Companies.

Organization

Establishment

The Nominasi dan Remunerasi Committee is established by the Board of Commissioners Resolution.

Organization Structure and Membership

- 1. The Nomination and Remuneration Committee shall consist of at least 1 (one) Independent Commissioner and at least 2 (two) members from:*
 - a. members of the Board of Commissioners;*
 - b. outside the Company; or*
 - c. managerial position in human resources under the Board of Directors.*
- 2. The member 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 outside the Company shall fulfill 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 Company; (b) have an experience in Nomination and/or Remuneration; and (c) is not holding concurrent position as a member of another committee in the Company.*

PT MERDEKA COPPER GOLD TBK

PIAGAM KOMITE NOMINASI DAN REMUNERASI

Pendahuluan

Piagam ini bertujuan untuk menetapkan cakupan tugas Komite Nominasi dan Remunerasi, posisi Komite Nominasi dan Remunerasi dalam PT Merdeka Copper Gold Tbk ("Perseroan"), serta kewenangan dan tanggung jawab Komite Nominasi dan Remunerasi sesuai dengan ketentuan Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

Organisasi

Pembentukan

Komite Nominasi dan Remunerasi dibentuk dengan Keputusan Dewan Komisaris.

Struktur Organisasi dan Keanggotaan

- Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 1 (satu) orang Komisaris Independen dan sekurang-kurangnya 2 (dua) anggota yang berasal dari:
 - anggota Dewan Komisaris;
 - luar Perseroan; atau
 - jabatan manajerial dibawah Direksi yang membidangi sumber daya manusia.
- Anggota Komite Nominasi dan Remunerasi yang merupakan Komisaris Independen bertindak sebagai Ketua Komite Nominasi dan Remunerasi.
- 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 Nominasi dan/atau Remunerasi; dan (c) tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.

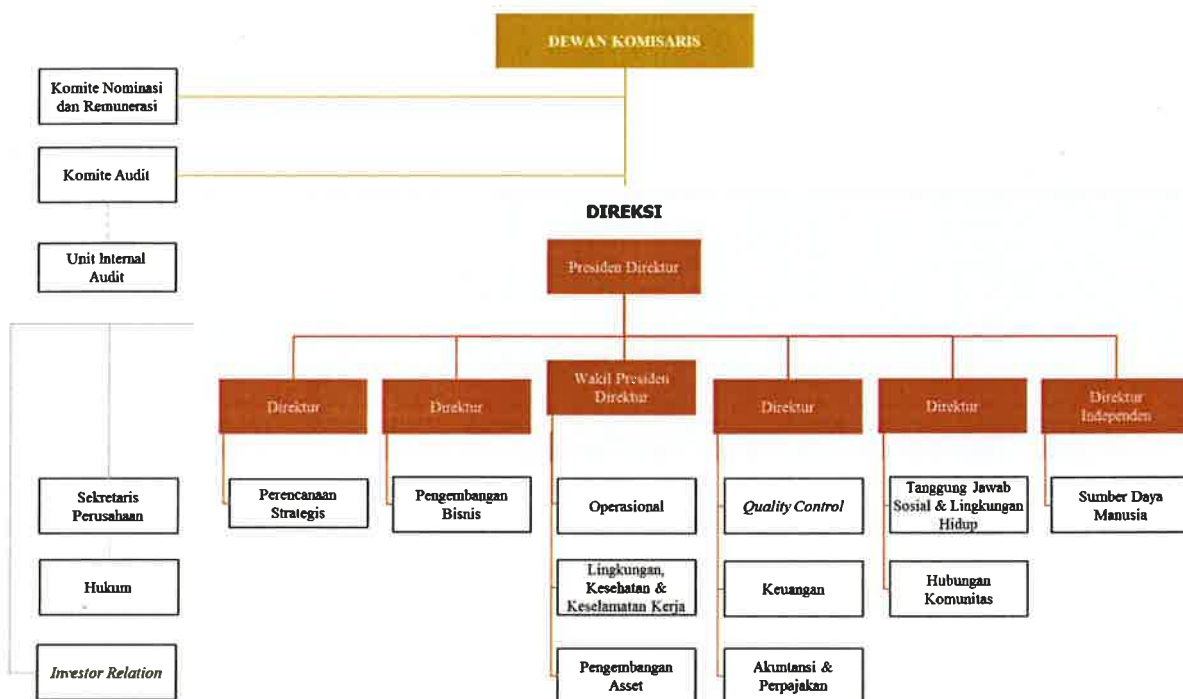
4. *Members of the Board of Directors of the Company shall not be a member of the Nomination and Remuneration Committee.*
4. Anggota Direksi Perseroan tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.

Capacity

The capacity of the Nomination and Remuneration Committee in the Company Organization structure are as follow:

Kedudukan

Kedudukan Komite Nominasi dan Remunerasi dalam struktur Organisasi Perseroan adalah sebagai berikut:



Appointment and Dismissal

1. *Members of the Nomination and Remuneration Committee are appointed and dismissed by the Board of Commissioners.*
2. *Chairman of the Nomination and Remuneration Committee is entitled to propose replacement of members of the Nomination and Remuneration Committee to the Board of Commissioners if one of the member of the Nomination and Remuneration Committee's tenure has ended, resign, or does not perform his duties in accordance with the Nomination and*

Pengangkatan dan Pemberhentian

1. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan oleh Dewan Komisaris.
2. Ketua Komite Nominasi dan Remunerasi berhak mengusulkan penggantian anggota Komite Nominasi dan Remunerasi kepada Dewan Komisaris jika salah seorang dari anggota Komite Nominasi dan Remunerasi berakhir masa tugasnya, mengundurkan diri, atau tidak melaksanakan tugasnya sesuai dengan Piagam Komite Nominasi dan Remunerasi atau peraturan

Remuneration Committee Charter or the prevailing laws and regulations.

- The replacement of the member of the Nomination and Remuneration Committee who is not from the Board of Commissioners and who is no longer capable to perform his duties in accordance with the Nomination and Remuneration Committee Charter or the prevailing laws and regulations shall be made no later than 60 days since such member is no longer capable in performing his duties.*

Term of Office

- For the Independent Commissioner who is concurrently serving as member of the Nomination and Remuneration Committee, his term of office as member of the Nomination and Remuneration Committee shall be the same with his term of appointment as the Independent Commissioner as stipulated in the General Meeting of Shareholders.*
- For members of the Nomination and Remuneration Committee who are not serving as the Independent Commissioner, the term of office of such members is 5 (five) years commencing from the date of Board of Commissioners' Resolution appointing them.*
- The Board of Commissioners may dismiss the member of the Nomination and Remuneration Committee at any time if such member is considered to be no longer capable to conduct the duties as provided in the Nomination and Remuneration Committee Charter.*

Duties and Responsibilities

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

In relation to the nomination function :

- providing recommendation to the Board of Commissioners on:*
 - The composition of the Board of Directors and/or the Board of Commissioners;*
 - The policy and criteria required in the nomination process;*

perundang-undangan yang berlaku.

- Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris Perseroan dan yang tidak dapat lagi melaksanakan tugasnya sesuai dengan Piagam Komite Nominasi dan Remunerasi atau peraturan perundang-undangan yang berlaku wajib dilakukan paling lambat dalam waktu 60 hari sejak anggota dimaksud tidak dapat lagi melaksanakan tugasnya.

Masa Kerja

- Bagi Komisaris Independen yang merangkap sebagai anggota Komite Nominasi dan Remunerasi, masa kerjanya sama dengan masa penunjukannya sebagai Komisaris Independen melalui Rapat Umum Pemegang Saham.
- Bagi anggota Komite Nominasi dan Remunerasi yang bukan Komisaris Independen, masa jabatan anggota Komite Nominasi dan Remunerasi adalah 5 (lima) tahun terhitung sejak tanggal Keputusan Dewan Komisaris yang mengangkatnya dan dapat dipilih kembali.
- Dewan Komisaris dapat memberhentikan sewaktu-waktu anggota Komite Nominasi dan Remunerasi jika dinilai tidak dapat lagi melaksanakan tugas sebagaimana diatur dalam Piagam Komite Nominasi dan Remunerasi.

Tugas dan Tanggung Jawab

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

Terkait dengan fungsi nominasi:

- memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - komposisi jabatan anggota Direksi dan/atau Dewan Komisaris;
 - Kebijakan dan kriteria yang dibutuhkan dalam proses nominasi;

c. The policy of performance evaluation of the member of the Board of Directors and/or the member of the Board of Commissioners;

c. Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;

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;*

2. membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi;

3. *Providing recommendation 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;*

3. memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris;

4. *Providing eligible nominees for the members of the Board of Directors and/or the members of the Board of Commissioners to be presented before the General Meeting of Shareholders;*

4. memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;

In relation the remuneration function :

Terkait dengan fungsi remunerasi:

1. *Providing recommendation to the Board of Commissioners on:*
a. *Remuneration structure;*
b. *Remuneration policy; and*
c. *Remuneration amount;*

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
a. Struktur remunerasi;
b. Kebijakan atas remunerasi; dan
c. Besaran remunerasi;

2. *Assisting the Board of Commissioners in conducting performance evaluation in consideration of the properness of the remuneration received by each of the member of the Board of Directors and/or the member of the Board of Commissioners.*

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

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

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

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

Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya.

Working Guidelines and Procedures

Tata Cara dan Prosedur Kerja

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

Dalam melaksanakan fungsi nominasi, Komite Nominasi dan Remunerasi akan:

1. *draft the nomination composition and process of the member of the Board of Directors and/or the member of the Board of Commissioners based on*

1. menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan pemeriksaan yang sewajarnya dan

due and careful inquiries on the background of the nominees;

2. *Draft the required policy and criteria in the nomination process of the proposed member of the Board of Directors and/or the proposed member of the Board of Commissioners;*
3. *assist the evaluation process on the performance of the members of the Board of Directors and/or the members of the Board of Commissioners;*
4. *draft the development program of the members of the Board of Directors and/or the members of the Board of Commissioners; and*
5. *analyze and submit any eligible nominee as the 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 General Meeting of Shareholders.*

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

1. *Draft the remuneration structure of the members of the Board of Directors and/or the members of the Board of Commissioners;*
2. *Draft the remuneration policy of the members of the Board of Directors and/or the members of the Board of Commissioners; and*
3. *Determine the amount of the remuneration of the members of the Board of Directors and/or the members of the Board of Commissioners.*

Meetings of the Nomination and Remuneration Committee

1. *The Nomination and Remuneration Committee shall convene a meeting at least once every 4 (four) months.*
2. *The Nomination and Remuneration Committee Meeting may adopt a resolution if attended by at least more than 1/2 (one half) of the members, provided that the Chairman of the Nomination and Remuneration Committee is present in the meeting.*

seksama 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 Rapat Umum Pemegang Saham.

Dalam melaksanakan fungsi remunerasi, Komite Nominasi dan Remunerasi akan:

1. Menyusun struktur remunerasi bagi anggota Direksi dan/atau Dewan Komisaris;
2. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
3. Menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

Rapat Komite Nominasi dan Remunerasi

1. Komite Nominasi dan Remunerasi mengadakan rapat sekurang-kurangnya sekali dalam 4 (empat) bulan.
2. Rapat Komite Nominasi dan Remunerasi dapat mengambil keputusan apabila sekurang-kurangnya dihadiri oleh lebih dari 1/2 (satu per dua) dari jumlah anggota, dengan ketentuan Ketua Komite Nominasi dan Remunerasi hadir dalam rapat tersebut.

3. *The resolution of the Nomination and Remuneration Committee meeting shall be adopted based on deliberation to reach consensus. In the event that the deliberation fails to be reached, the resolution shall be deemed valid if it is approved by more than 1/2 (one half) of 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 chaired by the Chairman of the Nomination and Remuneration Committee.*
6. *Each meeting of the Nomination and Remuneration Committee shall be recorded in minutes of meeting, including any dissenting opinions, signed by all attending members of the Nomination and Remuneration Committee and shall be reported in writing to the Board of Commissioners.*
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 lebih dari 1/2 (satu per dua) jumlah 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 opinions), yang ditandatangani oleh seluruh anggota Komite Nominasi dan Remunerasi yang hadir dan wajib disampaikan secara tertulis kepada Dewan Komisaris.

Reporting

1. *The Nomination and Remuneration Committee shall submit a report of the implementation of duties and responsibilities, and the nomination and remuneration procedures to the Board of Commissioners by no later than 5 (five) business days following the completion of the report of the implementation of duties and responsibilities, and the nomination and remuneration procedures conducted by the Nomination and Remuneration Committee.*
2. *The Nomination and Remuneration Committee through the Board of Commissioners shall annually submit report to the General Meeting of Shareholders on the implementation of duties and responsibilities, and the nomination and remuneration procedures as well as other information which are needed to be submitted.*

Pelaporan

1. Komite Nominasi dan Remunerasi wajib menyampaikan laporan pelaksanaan tugas, tanggung jawab, serta prosedur nominasi dan remunerasi kepada Dewan Komisaris selambat-lambatnya 5 (lima) hari kerja setelah selesainya laporan pelaksanaan tugas, tanggung jawab, serta prosedur nominasi dan remunerasi yang dilakukan Komite Nominasi dan Remunerasi.
2. Setiap tahun Komite Nominasi dan Remunerasi melalui Dewan Komisaris melaporkan kepada Rapat Umum Pemegang Saham mengenai pelaksanaan tugas, tanggung jawab dan prosedur nominasi dan remunerasi serta informasi lainnya yang perlu disampaikan.

- The Nomination and Remuneration Committee shall prepare an annual report of the implementation of the Nomination and Remuneration Committee activities to be presented in the Company's Annual Report and the official website of the Company.*
- Komite Nominasi dan Remunerasi wajib membuat laporan tahunan pelaksanaan kegiatan Komite Nominasi dan Remunerasi yang diungkapkan dalam Laporan Tahunan Perseroan dan situs resmi Perseroan.

Closing

- This Charter shall be effective on the date of execution as mentioned below.*
- This Charter will be evaluated on a regular basis for improvement purposes.*
- This Charter may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed as original, and all of said counterparts taken together shall be deemed to constitute one and the same instrument.*

Penutup

- Piagam ini berlaku efektif pada tanggal penandatanganan sebagaimana disebut dibawah ini.
- Piagam ini secara berkala akan dievaluasi untuk penyempurnaan.
- 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.