

**PEDOMAN KOMITE NOMINASI DAN REMUNERASI  
PT MULTIFILING MITRA INDONESIA Tbk (“Perseroan”)**

**I. Landasan Hukum**

- a. Undang-Undang Nomor 8 Tahun 1995 tanggal 10 November 1995 tentang Pasar Modal beserta perubahannya;
- b. Undang-Undang Nomor 40 Tahun 2007 tanggal 16 Agustus 2007 tentang Perseroan Terbatas beserta perubahannya;
- c. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi Dan Remunerasi Emiten atau Perusahaan Publik; dan
- d. Anggaran Dasar Perseroan beserta perubahannya yang telah mendapatkan pengesahan dari Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia (“**AD Perseroan**”).

**II. Definisi dan Fungsi Komite Nominasi dan Remunerasi**

- a. Nominasi adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi atau anggota Dewan Komisaris Perseroan;
- b. Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan anggota Dewan Komisaris Perseroan karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab dan wewenang anggota Direksi dan anggota Dewan Komisaris Perseroan; dan
- c. Komite Nominasi dan Remunerasi (“**Komite**”) dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris Perseroan untuk membantu melaksanakan fungsi dan tugas Dewan Komisaris Perseroan terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris Perseroan.

**III. Tugas, Prosedur dan Tanggung Jawab Komite**

Komite wajib bertindak independen dalam melaksanakan tugasnya, yaitu sebagai berikut:

- a. Fungsi Nominasi
  - 1) Tugas Komite dalam menjalankan fungsi Nominasi:
    - i. 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.

- ii. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
  - iii. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - iv. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan ke Rapat Umum Pemegang Saham (“RUPS”).
- 2) Dalam melaksanakan tugas Nominasi, Komite wajib melakukan prosedur sebagai berikut:
- i. Menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
  - ii. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;
  - iii. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
  - iv. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - v. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

b. Fungsi Remunerasi

- 1) Tugas Komite dalam menjalankan fungsi Remunerasi:
- i. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - (a) Struktur Remunerasi;
    - (b) Kebijakan atas Remunerasi; dan
    - (c) Besaran atas Remunerasi.
  - ii. Dalam memberikan rekomendasi Remunerasi, Komite wajib memperhatikan:
    - (a) Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha Emiten atau Perusahaan Publik sejenis dan skala usaha dari Perseroan dalam industrinya;

- (b) Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
  - (c) Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - (d) Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.
- iii. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.
- 2) Dalam melaksanakan tugas Remunerasi, Komite wajib melakukan prosedur sebagai berikut:
- i. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;
  - ii. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
  - iii. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

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

#### **IV. Penyelenggaraan Rapat Komite**

- a. Komite mengadakan rapat secara berkala paling tidak 1 (satu) kali dalam 4 (empat) bulan.
- b. Rapat Komite hanya dapat diselenggarakan apabila dihadiri oleh:
  - 1) Ketua Komite sebagai pimpinan Rapat Komite; dan
  - 2) Mayoritas dari jumlah anggota Komite.
- c. Keputusan Rapat Komite diambil berdasarkan musyawarah mufakat. Dalam hal keputusan berdasarkan musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- d. Hasil Rapat Komite wajib dituangkan dalam risalah rapat. Jika dalam proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
- e. Risalah Rapat Komite wajib disampaikan secara tertulis kepada Dewan Komisaris dan didokumentasikan oleh Perseroan.

## **V. Pengungkapan dan Pelaporan**

- a. Komite harus melaporkan pelaksanaan tugas, prosedur dan tanggung jawab Nominasi dan Remunerasi yang telah dijalankan kepada Dewan Komisaris;
- b. Laporan pelaksanaan tugas, prosedur dan tanggung jawab Komite sebagaimana dimaksud dalam point a diatas, merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dalam RUPS;
- c. Pelaksanaan fungsi terkait Nominasi dan Remunerasi wajib diungkapkan dalam laporan tahunan dan situs web Perseroan.

## **VI. Keanggotaan Komite**

- a. Susunan anggota Komite paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan:
  - 1) 1 (satu) orang Ketua merangkap anggota, yang merupakan Komisaris Independen Perseroan; dan
  - 2) Anggota lainnya yang dapat berasal dari anggota Dewan Komisaris Perseroan, atau pihak yang berasal dari luar Perseroan, atau pihak yang menduduki jabatan manajerial di bawah Direksi Perseroan yang membidangi sumber daya manusia, dengan ketentuan sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi Perseroan yang membidangi sumber daya manusia.
- b. Anggota Komite yang berasal dari luar Perseroan wajib memenuhi syarat:
  - 1) Tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota Direksi, anggota Dewan Komisaris, atau Pemegang Saham Utama Perseroan;
  - 2) Memiliki pengalaman terkait Nominasi dan/atau Remunerasi;
  - 3) Tidak merangkap jabatan sebagai anggota komite lainnya yang dimiliki Perseroan.

## **VII. Nilai-nilai Kerja Anggota Komite**

- a. Setiap anggota Komite wajib mematuhi kode etik yang berlaku di Perseroan, menjalankan tugasnya dengan itikad baik, penuh tanggung jawab dan kehati-hatian dengan selalu mengindahkan peraturan perundang-undangan yang berlaku dan AD Perseroan, serta wajib menegakkan standar integritas tertinggi dan independent.
- b. Setiap anggota Komite dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.

### **VIII. Masa Jabatan Anggota Komite**

- a. Masa jabatan anggota Komite tidak lebih lama dari masa jabatan Dewan Komisaris Perseroan sebagaimana diatur dalam AD Perseroan dan dapat diangkat kembali.
- b. Jabatan anggota Komite berakhir apabila:
  - 1) Masa jabatan berakhir;
  - 2) Meninggal dunia;
  - 3) Mengundurkan diri; atau
  - 4) Diberhentikan berdasarkan Rapat Dewan Komisaris.
- c. Seorang anggota Komite berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Dewan Komisaris Perseroan sekurang-kurangnya 30 hari sebelum tanggal pengunduran dirinya.

### **IX. Tata Cara Penggantian Anggota Komite**

- a. Apabila oleh suatu sebab apapun, jabatan salah satu atau lebih anggota Komite lowong sehingga jumlahnya lebih kecil dari persyaratan minimal, maka dalam jangka waktu paling lambat 60 hari sejak terjadi lowongan tersebut, Dewan Komisaris harus menunjuk dan mengangkat pengganti anggota dimaksud.
- b. Penggantian anggota Komite yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 hari sejak anggota Komite dimaksud tidak dapat melaksanakan fungsinya.

### **X. Gaji dan Fasilitas Anggota Komite**

- a. Anggota Komite dapat diberikan gaji dan fasilitas menurut pertimbangan Dewan Komisaris dan tidak bertentangan dengan kebijakan Perseroan maupun peraturan perundang-undangan yang berlaku.
- b. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

Pedoman ini disusun oleh Komite Nominasi dan Remunerasi dan ditetapkan oleh Dewan Komisaris Perseroan, dan mulai berlaku terhitung sejak ditetapkan.

Bekasi, 5 Mei 2021

*[Tanda tangan di halaman selanjutnya]*

**Dewan Komisaris**  
**PT Multifiling Mitra Indonesia Tbk**



**GREGORY MARK LEVER**  
Presiden Komisaris



**PATRICIA MARINA SUGONDO**  
Komisaris Independen



**RICHARD GORDON JOHNSTONE**  
Komisaris

## *LAMPIRAN – TERJEMAHAN BAHASA INGGRIS*

### **GUIDELINES OF THE NOMINATION AND RENUMERATION COMMITTEE PT MULTIFILING MITRA INDONESIA Tbk (the “Company”)**

#### **I. Legal Basis**

- a. Law No. 8 of 1995 dated 10 November 1995 on Capital Market and its amendments;
- b. Law No. 40 of 2007 dated 16 August 2007 on Limited Liability Companies and its amendments;
- c. OJK Regulation No. 34/POJK/04/2014 dated 8 December 2014 on Nomination and Entity Remuneration Committee or Public Company and its amendments; and
- d. Articles of Association of the Company and its amendments which were approved by the Ministry of Law and Human Rights of the Republic of Indonesia (“**Company’s AOA**”).

#### **II. Definitions and Functions of Nomination and Remuneration Committee**

- a. Nomination is a proposal of a person to be appointed to a position as a member of the Board of Directors (“**BOD**”) or a member of the Board of Commissioners (“**BOC**”) of the Company;
- b. Remuneration is reward stipulated and given to a member of the BOD and a member of BOC of the Company for the position and role given in accordance with the duties, responsibilities and authority of the members of BOD and BOC of the Company; and
- c. The Nomination and Remuneration Committee (“**Committee**”) is established by and responsible to the BOC of the Company to help perform the function and duties of the BOC of the Company related to Nomination and Remuneration for the members of the BOD and the BOC.

#### **III. Duties, Procedure and Responsibilities of the Committee**

The Committee shall act independently in performing their duties, namely as follows:

- a. Nomination Function
  - 1) Duties of the Committee in performing the Nomination function:
    - i. To give recommendations to the BOC regarding:
      - (a) Composition of positions of members of the BOD and/or the BOC;

- (b) Policy and criteria required in the Nomination process; and
    - (c) Policy on performance evaluation for members of the BOD and/or the BOC.
  - ii. To assist the BOC in evaluating performance of members of the BOD and/or the BOC in accordance with benchmarks arranged as evaluation materials;
  - iii. To give recommendation to the BOC regarding skill development programs for members of the BOD and/or the BOC; and
  - iv. To give suggestions on candidates who are qualified as member of the BOD and/or the BOC to the BOC to be conveyed to the General Meeting of Shareholders (“GMS”).
- 2) In performing Nomination duties, the Committee shall conduct the following procedure:
- i. Arrange the Nomination composition and process of the members of the BOD and/or the BOC;
  - ii. Arrange policy and criteria required in the Nomination process of candidates of members of the BOD and/or the BOC;
  - iii. Assist the implementation of performance evaluation of the members of the BOD and/or the BOC;
  - iv. Arrange skills development programs for the members of the BOD and/or the BOC;
  - v. Examine and propose candidates who are qualified as members of the BOD and/or BOC to the BOC, to be conveyed to the GMS.

b. Remuneration Function

- 1) Duties of the Committee in executing Remuneration Function:
- i. Give recommendation to the BOC regarding:
    - (a) Structure of the Remuneration;
    - (b) Policy of the Remuneration; and
    - (c) Value of the Remuneration.
  - ii. In providing Remuneration recommendation, the Committee must pay attention to:
    - (a) The applicable remuneration in the industry that is in accordance with the business activities of similar Issuers or Public Companies and scale of business of the Company in its industry;



- (b) Duties, responsibilities and authorities of members of the BOD and/or members of the BOC in relation to the achievement of the objectives and performance of the Company;
  - (c) Performance target or performance of each member of the BOD and/or BOC; and
  - (d) Balance between fixed and variable allowances.
- iii. Assist the BOC in conducting performance evaluation with the suitability of Remuneration received by each member of the BOD and/or the BOC.
- 2) In performing Remuneration duties, the Committee shall conduct the following procedure:
  - i. Arrange Remuneration structure for members of the BOD and/or the BOC;
  - ii. Arrange policy of Remuneration for members of the BOD and/or BOC; and
  - iii. Arrange the value of the Remuneration for members of the BOD and/or BOC.

In performing duties and procedure of Nomination and Remuneration, the Committee is responsible to the BOC.

#### **IV. Committee Meetings**

- a. The Committee shall hold meetings periodically at least once in 4 (four) months.
- b. The Committee Meetings can only be held if attended by:
  - 1) Chairman of the Committee as the leader of the Committee Meeting; and
  - 2) Majority of the Committee members.
- c. The decision of the Committee Meeting is determined based on deliberation to reach consensus. In the event that deliberation to reach consensus cannot be achieved, decision making is carried out based on majority votes.
- d. Results of the Committee Meeting shall be stated into a minute of meeting. If there is any dissenting opinion in the process of decision making, such dissenting opinion shall be included in the minutes of meeting along with the reasons of such dissent.
- e. The minutes of Committee Meeting shall be delivered in writing to the BOC and documented by the Company.

## **V. Disclosure and Reporting**

- a. The Committee shall report the Nomination and Remuneration duties, procedure and responsibilities which have been performed by the BOC;
- b. Report of the implementation of duties, procedure and responsibilities of the Committee as stated in point a above, is a part of the duty implementation reporting of the BOC in the GMS;
- c. Implementation of functions related with Nomination and Remuneration shall be disclosed in the annual report and website of the Company.

## **VI. Membership of the Committee**

- a. Composition of the Committee members shall at least consist of 3 (three) members, with conditions:
  - 1) 1 (one) Chairman who is concurrently also a member, who is an Independent Commissioner of the Company;
  - 2) Other members may be from the members of the BOC of the Company, or parties outside of the Company, or parties occupying managerial positions under the BOD of the Company in the field of human resources, provided that the majority may not originate from parties occupying managerial positions under the BOD of the Company in the field of human resources.
- b. Committee Members from outside of the Company shall qualify these requirements:
  - 1) Do not have Affiliate relationship with the Company, members of the BOD, members of the BOC, or the Majority Shareholder of the Company;
  - 2) Possess experiences related to Nomination and/or Remuneration;
  - 3) Do not hold concurrent positions as members of other committees of the Company.

## **VII. Work Values of the Committee Members**

- a. Each member of the Committee shall obey the prevailing code of ethics in the Company, perform its duties in good faith, with full responsibility along with due care by always obeying the prevailing laws and regulations as well as the Company's AOA, and shall also uphold the highest standards of integrity and independence;
- b. Each member of the Committee is prohibited from taking personal advantage either directly or indirectly from the activities of the Company aside from the legitimate income.

### **VIII. Term of Office of the Committee**

- a. Term of office of members of the Committee may not be longer than the term of office of the BOC of the Company as regulated in the Company's AOA and can be reappointed.
- b. The term of office of a member of the Committee expires if:
  - 1) The term of office has expired;
  - 2) The member has passed away;
  - 3) The member has resigned; or
  - 4) The member has been dismissed based on the resolution of the GMS.
- c. A member of the Committee is entitled to resign from their position by informing the BOC of the Company in writing regarding such intention 30 days before the date of resignation at the latest.

### **IX. Procedure of the Committee Members Replacement**

- a. If by any reason, one or more position of the members of the Committee is vacant so that the number of members is less than the minimum requirements, the BOC shall nominate and appoint replacements of said members 60 days since the vacancies at the latest.
- b. The replacement of members of the Committee who are not from the BOC should be done at the latest within 60 days since said members of the BOC are no longer able to perform their duties.

### **X. Salary and Facilities of the Committee Members**

- a. Committee Member may be given salary and facilities pursuant to the consideration of the BOC and do not conflict with the Company's policy as well as prevailing laws and regulations.
- b. Members of the BOC who become the Chairman or member of the Committee will not be given additional income aside from the income as member of the BOC.

This guideline is arranged by the Nomination and Remuneration Committee and stipulated by the BOC of the Company and will come into effect as of the date of the stipulation.

Bekasi, 5 May 2021