

**CHARTER OF  
NOMINATIONS AND REMUNERATIONS  
COMMITTEE  
PT GLOBAL DIGITAL NIAGA TBK**

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**2022**

## **CHARTER OF NOMINATIONS AND REMUNERATIONS COMMITTEE**

### **1. Introduction**

As a limited liability company established according to the laws of Indonesia, PT Global Digital Niaga Tbk (the “**Company**”) has three major corporate organs, comprising of:

- General Meeting of Shareholders;
- Board of Commissioners; and
- Board of Directors.

Each corporate organ of the Company has their own duties and authorities, and each is independent (from each other) in the performance of their individual duties and authorities, in line with the provisions of the Company’s Articles of Association and of applicable laws and regulations.

The General Meeting of Shareholders (“**GMS**”) is basically the forum for Shareholders to determine the members of the Board of Directors and Board of Commissioners, and to approve the Annual Financial Report, the Annual Report, the use of net profits, changes to capital, and the restructuring of the Company.

The Board of Commissioners performs the monitoring function, while the Board of Directors runs and manages the Company.

The Board of Commissioners establishes the Nominations and Remunerations Committee (“**NRC**”), whose duty is to assist the Board of Commissioners in its monitoring duties and functions in relation with the nomination and remunerations system for members of both the Board of Directors and the Board of Commissioners.

This NRC Charter (“**Charter**”) was created in order to direct the NRC and its members in the discharge of their duties and responsibilities.

### **2. Duties and Responsibilities**

#### **2.1 The Nomination Function**

NRC has duties and responsibilities as follows:

- 2.1.1 To submit recommendations to, and/or to assist the Board of Commissioners on:
  - a. The composition of positions in the Board of Directors and Board of Commissioners;
  - b. The required policies and criteria required for nominating

members of the Board of Directors and of the Board of Commissioners;

- c. The performance evaluation policies for members of the Board of Directors and of the Board of Commissioners; and
- d. Development programs for members of the Board of Directors and of the Board of Commissioners.

2.1.2 To assist Board of Commissioners in assessing the work performance of the members of the Board of Directors and of the Board of Commissioners according to stipulated criteria;

2.1.3 To submit suggestion for qualified candidates for membership of the Board of Directors and of the Board of Commissioners to Board of Commissioners, to be submitted later to GMS for approval.

## **2.2 The Remuneration Function**

NRC has duties and responsibilities as follows:

2.2.1 To submit recommendations to, and/or to assist the Board of Commissioners on:

- a. The remuneration structure of the members of the Board of Directors and of the Board of Commissioners;
- b. The remuneration policies for members of the Board of Directors and of the Board of Commissioners; and
- c. The amount of remuneration for the members of the Board of Directors and of the Board of Commissioners.

2.2.2 To assist the Board of Commissioners in reviewing the suitability of the remunerations received by each member of the Board of Directors and of the Board of Commissioners in relation with their work performance.

The duties and responsibilities NRC shall be performed as regulated in Part 5 below.

The Board of Commissioners may give power to the NRC to perform specific duties and responsibilities of the Board of Commissioners in relation with its nomination and remuneration functions.

The NRC must be independent in performing its duties and responsibilities as regulated in this Charter.

All NRC members are prohibited from making personal profit, whether directly or indirectly, of the Company's activities.

### **3. Membership Composition and Structure**

NRC shall comprise of at least 3 (three) people, with provisions as follows:

- a. 1 (one) member shall act as the Head of the NRC, and must be an Independent Commissioner.
- b. People who have the right to be appointed as other members of the NRC are as follows:
  - (i) Current members of the Board of Commissioners of the Company; and/or
  - (ii) Persons from outside of the Company; and/or
  - (iii) Persons who hold a managerial position below the Board of Directors in the field of Human Resources, with the provision that most of the members of NRC as meant in Part 3.b cannot originate as a person with a managerial position in Human Resources.

If a person coming from outside of the Company as meant in Part 3.b above is about to be appointed as a member of the NRC, they may not originate from an Affiliate of the Company, a member of the Board of Directors, a member of the Board of Commissioners, or a Major Shareholder of the Company. They must have experience in nomination and/or remunerations, and must not be a member of any other Committee in the Company.

NRC members must have a high level of integrity, as well as sufficient competence, knowledge, and skill. NRC members must be able to cooperate and communicate well, and reserve sufficient time to perform the duties and responsibilities of the NRC.

NRC may appoint the Company official in Human Resources as its Secretary.

### **4. Appointment**

NRC members shall be appointed and terminated according to the decision of the Board of Commissioners. They are appointed for their position since the date as stipulated by the Board of Commissioners until the closing of the third Annual GMS since that date, with due consideration of applicable regulations.

The tenure of NRC members shall end when the relevant member:

- a. Resigns;
- b. No longer complies with the provisions of applicable laws and regulations;

- c. Dies; or
- d. Is terminated according to a decision made by the Board of Commissioners.

An NRC member whose tenure has ended may be re-appointed.

An NRC member may resign from their position by informing of this intent to the Company at least 30 (thirty) calendar days before the date of resignation. If such resignation of the NRC member causes the number of NRC members to be fewer than 3 (three) persons, the Board of Commissioners must hold a Meeting at the latest 60 (sixty) calendar days after receiving such written notice of resignation, in order to appoint another person to replace the resigning NRC member.

## **5. Work Processes and Procedures**

### **5.1 The Nomination Function**

In the course of discharging its duties and responsibilities as mentioned in Part 2 above, the NRC must perform the following:

- a. Identify and suggest qualified candidates as members of the Board of Directors and of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS for approval.
- b. Review and determine on behalf of the Board of Commissioners:
  - The suitable structure, number of members, and composition for the Board of Directors and Board of Commissioners.
  - The succession plans for the Board of Directors and Board of Commissioners.
  - The necessary policies and criteria in the Board of Directors and Board of Commissioners nomination process.
  - The work performance assessment policies for members of the Board of Directors and of the Board of Commissioners.
  - The work performance assessment results of members of the Board of Directors and of the Board of Commissioners according to the stipulated criteria.
  - The Development Programs for members of the Board of Directors and of the Board of Commissioners.

### **5.2 The Remunerations Function**

5.2.1 In discharging of its duties and responsibilities as mentioned in Part 2 above, the NRC must review and determine, on behalf of the Board of Commissioners:

- a. The remuneration structure for members of the Board

- of Directors and of the Board of Commissioners.
- b. The remuneration policies for members of the Board of Directors and of the Board of Commissioners.
- c. The remuneration for each member of the Board of Directors.
- d. The remunerations for each member of the Board of Commissioners (unless stipulated otherwise by GMS).
- e. The assessment of the suitability of the remunerations received by each member of the Board of Directors and of the Board of Commissioners in relation with their work performance.

- 5.2.2 In determining such remuneration structure, policies, and amount, the NRC must consider the below items:
- a. The level of remunerations that apply in the industry with a similar business and/or scale as the Company;
  - b. The duties, responsibilities, and authorities of members of the Board of Directors and of the Board of Commissioners, in relation with the achievement of the objectives and work performance of the Company;
  - c. The work targets and performance of each member of the Board of Directors and of the Board of Commissioners; and
  - d. The balance between fixed and variable benefits provided.

The NRC has the authority to perform any other action that it considers to be necessary to discharge its duties and responsibilities, in accordance with the provisions of applicable laws and regulations.

## **6. Meetings**

### **6.1 Schedule**

NRC Meetings shall be held regularly at least 1 (once) in every 4 (four) months.

### **6.2 Summons**

- a. Summons for an NRC Meeting shall be made by either the Head of NRC or an NRC members.
- b. An NRC Meeting Summons shall be delivered to each NRC member at least 10 (ten) calendar days beforehand, and at least 5 (five) calendar days before the Meeting in cases of emergency, without including the date of the Summons and the date of the

Meeting in the calculation.

- c. The NRC may also invite other party(ies) that they consider to be necessary in the discharge of their duties to attend an NRC Meeting.
- d. The Meeting Summons must clearly mention the date, time, venue, and agenda of the Meeting.
- e. NRC Meetings must be held in the offices of the Company or the place of business of the Company. If all NRC members are duly present or represented, such preliminary Summons is not required, and the NRC Meeting may be held anywhere, and it shall has the right to make valid and binding decisions.
- f. NRC Meetings may also be performed using video conference, or other electronic means or media that allows all Meeting participants to see and hear each other clearly, and to otherwise participate in the Meeting.

### **6.3 Meeting Chair and Decisions**

- a. NRC Meetings shall be chaired by the Head of the NRC.
- b. NRC Meetings may only be held when attended by a majority of NRC members, including the Head of the NRC.
- c. NRC Meeting decisions shall be taken according to the principle of discussion for unanimous decisions. If a unanimous decision based on discussion cannot be achieved, decision shall be made according to majority vote.
- d. If the number of votes for and against the decision is equal, the decision shall be considered to be rejected.
- e. In case of difference of opinion in the voting process, such difference of opinion must be duly noted in the Minutes of the Meeting, along with the reason for same.
- f. The Minutes of an NRC Meeting must be created by a person attending the Meeting appointed by the NRC Meeting Chair. Such Minutes must then be signed by the NRC Meeting Chair and an NRC member attending the Meeting appointed for the purpose, in order to ensure the correctness and completeness of the Minutes of Meeting.

- g. The results of the NRC Meeting must be documented in the Minutes of Meeting.
- h. The confidentiality of the Meeting's materials and Minutes must be strictly kept.
- i. The NRC may also make a valid decision without holding an NRC Meeting, with the provision that all NRC members are informed of same in writing and that all members have given their approval of the proposed decision in writing, and have duly signed the Decision of the Meeting.

## **7. Reporting**

In discharging their duties, the NRC is accountable to the Board of Commissioners.

NRC shall report the performance of its duties and responsibilities to the Board of Commissioners. This NRC Report is part of the Board of Commissioners' Report of Discharge of Duties included in the Company's Annual Report to be reported in the GMS.

This Charter is effective from 2<sup>nd</sup> of December 2021.

This Charter shall be regularly evaluated for improvements.