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MERDEKA GOLD RESOURCES

**PEDOMAN
KOMITE NOMINASI DAN REMUNERASI
PT MERDEKA GOLD RESOURCES TBK**

***NOMINATION AND REMUNERATION
COMMITTEE GUIDELINES
PT MERDEKA GOLD RESOURCES TBK***

Menetapkan	:	**PEDOMAN KOMITE NOMINASI DAN REMUNERASI PT MERDEKA GOLD RESOURCES TBK**	To enact	:	***NOMINATION AND REMUNERATION COMMITTEE GUIDELINES OF PT*** **MERDEKA GOLD RESOURCES** ***TBK***
Pertama	:	Membentuk Pedoman Komite Nominasi dan Remunerasi ("**Pedoman**") Perseroan.	First	:	*Establishing the Nomination and Remuneration Committee Guidelines ("**Guidelines**") of the Company.*
Kedua	:	**<u>Komposisi dan Struktur Keanggotaan</u>**	Second	:	***<u>Composition and Membership Structure</u>***

1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota dengan ketentuan:

   a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen; dan

   b. Anggota lainnya dapat berasal dari anggota Dewan Komisaris, pihak luar Perseroan, atau pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

2. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat:

   a. Tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota Direksi,

1. The Nomination and Remuneration Committee shall consist of at least 3 (three) members under the conditions:

   a. 1 (one) person as a chairman and concurrently as a member, who is an Independent Commissioner; and

   b. Other members may come from the Board of Commissioners, external parties to the Company, or any person holding managerial positions under the Board of Directors responsible for the human resources function.

2. The Nomination and Remuneration Committee members who are from outside from the Company shall meet the following requirements:

   a. Must not be Affiliated with the Company, members of the Board of Directors, members of 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.

3. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.

the Board of Commissioners, or the Major Shareholders of the Company;

b. Must have experience related to Nomination and/or Remuneration; and

c. Do not concurrently hold any position as members of other committees in the Company.

3. Members of the Nomination and Remuneration Committee are appointed and dismissed by the Board of Commissioners based on the resolution of the Board of Commissioners' meeting.

Ketiga : **Masa Jabatan**

1. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak lebih lama dari masa jabatan Dewan Komisaris Perseroan sebagaimana diatur dalam Anggaran Dasar Perseroan.
2. Anggota Komite Nominasi dan Remunerasi yang masa jabatannya telah berakhir dapat diangkat kembali.

Third : ***Term of Office***

1. The term of office of the members of the Nomination and Remuneration Committee shall not exceed the term of office of the Company's Board of Commissioners as stipulated in the Articles of Association of the Company.

2. A member of Nomination and Remuneration Committee whose terms of office have expired may be re-appointed.

Keempat : **Tugas dan Tanggung Jawab**

Dalam menjalankan fungsinya, Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab antara lain sebagai berikut:

Fourth : ***Duties and Responsibilities***

In carrying out its functions, the Nomination and Remuneration Committee has the following duties and responsibilities:

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1. Terkait dengan fungsi Nominasi:

   a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:

      (1) Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;

      (2) Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan

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

   b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;

   c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan

   d. Memberikan usulan calon yang

1. Related to its nomination function:

   a. Gives recommendations to the Board of Commissioners regarding:

      (1) The composition of members of the Board of Directors and/or members of the Board of Commissioners

      (2) policies and criteria required in the Nomination process; and

      (3) performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners;

   b. Assists the Board of Commissioners in assessing the performance of the members of the Board of Directors and/or members of the Board of Commissioners using benchmarks set for evaluation.

   c. Provides recommendations to the Board of Commissioners regarding the development program for the members of the Board of Directors and/or the Board of Commissioners; and

   d. Proposes candidates who meet the qualifications to serve memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.

as members of the Board of Directors and/or the Board of Commissioners, to the Board of Commissioners for submission to the General Meeting of Shareholders.

2. Terkait dengan fungsi Remunerasi:
   a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
      (1) Struktur Remunerasi;
      (2) Kebijakan atas Remunerasi; dan
      (3) Besaran atas Remunerasi;
   b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

2. Related to its remuneration function:
   a. Recommends to the Board of Commissioners regarding:
      (1) Remuneration structure;
      (2) Remuneration policy; and
      (3) Remuneration amount;
   b. Assists the Board of Commissioners in assessing the suitability of the remuneration received by each member of the Board of Directors and/or the Board of Commissioners.

3. Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya.

3. The Nomination and Remuneration Committee must act independently in carrying out its duties

Kelima : **<u>Tata Cara dan Prosedur Kerja</u>**

Dalam melaksanakan tugas, tanggung jawab dan wewenangnya, Komite Nominasi dan Remunerasi akan:

Fifth : ***<u>Working Procedures</u>***

In exercising its duties, responsibilities and authority, the Nomination and Remuneration Committee shall:

1. Dalam melaksanakan fungsi Nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:

   a. Menyusun komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;

   b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;

   c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;

   d. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan

   e. 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.

1. *In performing its nomination function, the Nomination and Remuneration Committee must perform the following procedures:*

   a. Arrange the composition and Nomination process of the members of the Board of Directors and/or the Board of Commissioners;

   b. Prepare the policies and criteria required in the Nomination process for candidates for the members of the Board of Directors and/or the Board of Commissioners;

   c. Assist in the implementation of performance evaluations of the members of the Board of Directors and/or the Board of Commissioners.

   d. Establish competency development program for the members of the Board of Directors and/or the Board of Commissioners; and

   e. Review and propose qualified candidates for the members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners for submission to the General Meeting of Shareholders.

2. Dalam melaksanakan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:

   a. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;

   b. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan

   c. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

3. Penyusunan struktur, kebijakan dan besaran Remunerasi harus memperhatikan:

   a. Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha perusahaan 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

2. In performing its remuneration function, the Nomination and Remuneration Committee must perform the following procedures:

   a. Prepare the Remuneration structure for members of the Board of Directors and/or the Board of Commissioners;

   b. Develop the Remuneration policy for members of the Board of Directors and/or the Board of Commissioners; and

   c. Set the Remuneration amount for members of the Board of Directors and/or the Board of Commissioners.

3. In determining the structure, policy and amount of the Remuneration, the following factors should be taken into account:

   a. Remuneration that applies to industries with business activities and/or business scale that is similar to that of the Company;

   b. Duties, responsibilities and authority of the members of the Board of Directors and/or the Board of Commissioners in relation to the achievement of the goals and performance of the Company;

   c. Performance targets and/or the individual performance of each member of the Board of

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Direksi dan/atau anggota Dewan Komisaris; dan

d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.

4. Struktur, kebijakan dan besaran Remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.

5. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.

6. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

Keenam : **Kebijakan Penyelenggaraan Rapat**

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 diselenggarakan apabila dihadiri oleh

Directors and/or the Board of Commissioners; and

d. The balance between fixed and variable allowances.

4. The structure, policy and amount of Remuneration shall be evaluated by the Nomination and Remuneration Committee at least once a year.

5. Every member of the Nomination and Remuneration Committee is prohibited from obtaining personal benefits, either directly or indirectly, from the Company's activities, other than legitimate income.

6. Any member of the Board of Commissioners who is the Chairman or a member of the Nomination and Remuneration Committee is not given additional income other than income as a member of the Board of Commissioners.

Sixth : ***Meeting Implementation Policy***

1. Nomination and Remuneration Committee meeting shall be held regularly at least once in 4 (four) months.

2. Nomination and Remuneration Committee meeting may only be held if attended by a majority of the mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi dengan ketentuan Ketua Komite Nominasi dan Remunerasi hadir dalam rapat Komite Nominasi dan Remunerasi tersebut.

3. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat, dan apabila tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh suara terbanyak dari anggota Komite Nominasi dan Remunerasi yang hadir.

4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, usulan dianggap ditolak dan dapat diajukan kembali dalam rapat Komite Nominasi dan Remunerasi selanjutnya.

5. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

total members of the Nomination and Remuneration Committee and under the condition that the Chairman of the Nomination and Remuneration Committee is present at the Nomination and Remuneration Committee meeting.

3. Resolutions of the Nomination and Remuneration Committee Meeting shall be taken based on deliberation to reach consensus, and if no consensus is reached, the resolutions are deemed valid if approved by majority vote of the Nomination and Remuneration Committee members who are present.

4. Where the members of the Nomination and Remuneration Committee take a vote on a proposal and there is a tie in votes, the proposal is deemed to have been refused and can be re-proposed in the subsequent Nomination and Remuneration Committee meeting.

5. Dissenting opinions in the decision-making process shall be recorded in the minutes of meeting stating the reasons for such dissenting opinion.

Ketujuh : **<u>Sistem Pelaporan Kegiatan</u>**

1. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris.

Seventh : ***<u>Activity Reporting System</u>***

1. The Nomination and Remuneration Committee shall report the implementation of its duties, responsibilities and procedures of Nomination and Remuneration to the Board of Commissioners.

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2. Laporan sebagaimana dimaksud angka 1 merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.

2. The report referred to in point 1 is part of the Board of Commissioners' performance report and shall be at the General Meeting of Shareholders.

Kedelapan : **Tata Cara Penggantian Anggota**

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.

Eighth : ***Member Replacement Procedures***

Replacement of any Nomination and Remuneration Committee member who is not from the Board of Commissioners must be made no later than 60 (sixty) days after such member is no longer able to perform his/her function.

Kesembilan : **Penutup**

1. Pedoman ini berlaku efektif sejak tanggal 15 Juni 2025;
2. Pedoman ini dibuat dalam Bahasa Indonesia dan Bahasa Inggris. Apabila terdapat inkonsistensi atau perbedaan penafsiran antara kedua versi, maka versi Bahasa Indonesia yang akan berlaku.
3. Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan.

Ninth : ***Closing***

1. This Guidelines is effective from 15 June 2025;

2. This Guidelines is made in both the Indonesian and English languages. In the event of any inconsistency or difference in interpretation between the two versions, the Indonesian version shall prevail.

3. This Guidelines will be periodically evaluated for improvements.