

Lampiran 2/ *Attachment 2*
SK Dekom/ *Decree of the* : No: 003/SK-DK/MBM/II/2023
Board of Commissioners
Tanggal/ *Date* : 17 Januari/*January* 2023

**PEDOMAN KOMITE NOMINASI DAN REMUNERASI/ THE NOMINATION AND REMUNERATION
COMMITTEE GUIDELINES
PT MERDEKA BATTERY MATERIALS TBK**

Pendahuluan

Pedoman ini bertujuan untuk menetapkan cakupan tugas Komite Nominasi dan Remunerasi, posisi Komite Nominasi dan Remunerasi dalam PT Merdeka Battery Materials 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.

Pembentukan

Komite Nominasi dan Remunerasi dibentuk dengan Keputusan Dewan Komisaris.

Struktur Organisasi dan Keanggotaan

1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 1 (satu) orang Komisaris Independen dan sekurang-kurangnya 2 (dua) anggota yang berasal dari:
 - a. anggota Dewan Komisaris;
 - b. luar Perseroan; atau
 - c. jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
2. Anggota Komite Nominasi dan Remunerasi yang merupakan Komisaris Independen bertindak sebagai Ketua Komite Nominasi dan Remunerasi.

Introduction

These guidelines aim to determine the scope of duties of the Nomination and Remuneration Committee, the position of the Nomination and Remuneration Committee in PT Merdeka Battery Materials Tbk (the "**Company**"), as well as the authority and responsibility of the Nomination and Remuneration Committee in accordance with the Regulation of the Financial Services Authority Number 34/POJK.04/2014 on the Nomination and Remuneration Committee of Issuers or Public Companies.

Establishment

The Nomination and Remuneration Committee is established by a Decree of the Board of Commissioners.

Organizational Structure and Membership

1. The Nomination and Remuneration Committee shall consist of at least one (1) Independent Commissioner and at least two (2) members originating from:
 - a. members of the Board of Commissioners;
 - b. outside the Company; or
 - c. the managerial position below the Board of Directors in charge of human resources.
2. A member of the Nomination and Remuneration Committee who is an Independent Commissioner shall act as the Head of the Nomination and Remuneration Committee.

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| <p>3. 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.</p> | <p>3. A member of the Nomination and Remuneration Committee originating from outside the Company must meet the following requirements: (a) having no affiliation with the Company, members of the Board of Directors, members of the Board of Commissioners or Main Shareholders of the Company; (b) having experience related to Nomination and/or Remuneration; and (c) having no other position as a member of another committee in the Company.</p> |
| <p>4. Anggota Direksi Perseroan tidak dapat menjadi anggota Komite Nominasi dan Remunerasi.</p> | <p>4. A member of the Company's Board of Directors cannot be a member of the Nomination and Remuneration Committee.</p> |

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 Pedoman Komite Nominasi dan Remunerasi atau peraturan perundang-undangan yang berlaku.
3. Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris Perseroan dan yang tidak dapat lagi melaksanakan tugasnya sesuai dengan Pedoman 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

Appointment and Dismissal

1. A member of the Nomination and Remuneration Committee shall be appointed and dismissed by the Board of Commissioners.
2. The Head of the Nomination and Remuneration Committee shall have the right to propose the replacement of a member of the Nomination and Remuneration Committee to the Board of Commissioners if their term of service has expired or they resign or fail to perform their duties in accordance with the Nomination and Remuneration Committee Guidelines or the applicable laws and regulations.
3. The replacement of a member of the Nomination and Remuneration Committee who is not from the Board of Commissioners of the Company and who can no longer carry out their duties in accordance with the Nomination and Remuneration Committee Guidelines or the applicable laws and regulations shall be carried out no later than 60 days after such member can no longer carry out their duties.

Term of Service

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| <p>1. 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.</p> | <p>1. For Independent Commissioners who is also a member of the Nomination and Remuneration Committee, the term of service is the same as that of their appointment as an Independent Commissioner through a General Meeting of Shareholders.</p> |
| <p>2. Bagi anggota Komite Nominasi dan Remunerasi yang bukan Komisaris Independen, masa jabatan anggota Komite Nominasi dan Remunerasi adalah 5 (lima) tahun dihitung sejak tanggal Keputusan Dewan Komisaris yang mengangkatnya dan dapat dipilih kembali.</p> | <p>2. For members of the Nomination and Remuneration Committee who is not an Independent Commissioner, the term of service is five (5) years from the date of their appointment by a Decree of the Board of Commissioners and may be reappointed thereafter.</p> |
| <p>3. Dewan Komisaris dapat memberhentikan sewaktu-waktu anggota Komite Nominasi dan Remunerasi jika dinilai tidak dapat lagi melaksanakan tugas sebagaimana diatur dalam Pedoman Komite Nominasi dan Remunerasi.</p> | <p>3. The Board of Commissioners may at any time dismiss a member of the Nomination and Remuneration Committee if they are deemed to have failed in performing their duties as set out in the Nomination and Remuneration Guidelines.</p> |

Tugas dan Tanggung Jawab

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

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
 - (3) 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 tolak ukur yang telah disusun sebagai bahan evaluasi;

Duties and Responsibilities

In performing its function, the Nomination and Remuneration Committee shall have duties and responsibilities, among others, as follows:

1. Related to the Nomination function:
 - a. Providing recommendations to the Board of Commissioners regarding the:
 - (1) Composition of position of the members of the Board of Directors and/or of the Board of Commissioners;
 - (2) Policies and criteria required in the Nomination process; and
 - (3) Performance evaluation policy for members of the Board of Directors and/or of the Board of Commissioners;
 - b. Assisting the Board of Commissioners in assessing the performance of the members of the Board of Directors and/or of the Board of Commissioners based on

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| | the yardsticks that have been set for the evaluation; |
| c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan | c. Providing recommendations to the Board of Commissioners regarding the capability development program for members of the Board of Directors and/or of the Board of Commissioners; and |
| d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham. | d. Proposing qualified candidates for members of the Board of Directors and/or of the Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders. |
| 2. Terkait dengan fungsi Remunerasi: | 2. Related to the Remuneration function: |
| a. Memberikan rekomendasi kepada Dewan Komisaris mengenai: | a. Providing recommendations to the Board of Commissioners regarding the: |
| (1) Struktur remunerasi; | (1) Remuneration structure; |
| (2) Kebijakan atas remunerasi; dan | (2) Policy on remuneration; and |
| (3) Besaran atas remunerasi; | (3) Amount of remuneration; |
| b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris. | b. Assisting the Board of Commissioners in assessing the performance and proper remuneration of each member of the Board of Directors and/or the Board of Commissioners. |
| 3. Dalam melaksanakan tugasnya, Komite Nominasi dan Remunerasi bertanggung jawab kepada Dewan Komisaris. | 3. In performing its duties, the Nomination and Remuneration Committee shall be responsible to the Board of Commissioners. |
| 4. Komite Nominasi dan Remunerasi wajib bertindak independen dalam melaksanakan tugasnya. | 4. The Nomination and Remuneration Committee must act independently in carrying out its duties. |

Tata Cara dan Prosedur Kerja

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

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

Work Procedures

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

1. In performing the Nomination function, the Nomination and Remuneration

Committee shall implement the following procedure:

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| <ul style="list-style-type: none"> a. Menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan pemeriksaan yang sewajarnya dan seksama atas latar belakang masing-masing nominasi; 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 untuk meningkatkan 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. <p>2. Dalam melaksanakan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:</p> <ul style="list-style-type: none"> 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. | <ul style="list-style-type: none"> a. Formulating the composition and nomination process of the members of the Board of Directors and/or of the Board of Commissioners based on proper and thorough examination of the background of each nomination; b. Formulating the necessary policies and criteria in the nomination process of the prospective members of the Board of Directors and/or of the Board of Commissioners; c. Assisting in the evaluation of performance of the members of the Board of Directors and/or of the Board of Commissioners; d. Formulating the development program for improving the capability of the members of the Board of Directors and/or of the Board of Commissioners; and e. Reviewing and proposing qualified candidates as members of the Board of Directors and/or of the Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders. <p>2. In performing the Remuneration function, the Nomination and Remuneration Committee shall implement the following procedure:</p> <ul style="list-style-type: none"> a. Formulating the remuneration structure for the members of the Board of Directors and/or of the Board of Commissioners; b. Formulating the policy on remuneration for the members of the Board of Directors and/or of the Board of Commissioners; and c. Determining the amount of remuneration for the members of |
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the Board of Directors and/or of the Board of Commissioners.

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 diselenggarakan apabila dihadiri oleh lebih dari 1/2 (satu per dua) 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 lebih dari 1/2 (satu per dua) jumlah 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. 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.

Pelaporan

Meetings of the Nomination and Remuneration Committee

1. Meetings of the Nomination and Remuneration Committee shall be held periodically at least once in four (4) months.
2. A meeting of the Nomination and Remuneration Committee may be held only if it is attended by more than one half (1/2) of the total members of the Nomination and Remuneration Committee provided that the Head of the Nomination and Remuneration Committee is present in the Meeting of the Nomination and Remuneration Committee.
3. A resolution of the Nomination and Remuneration Committee shall be adopted on the basis of deliberation for consensus, failing which the resolution shall be deemed valid if it is agreed by more than one half (1/2) of the total members of the Nomination and Remuneration Committee present in the meeting.
4. In the event of a tie vote in a voting for a resolution, the proposal shall be deemed declined and may be resubmitted in the subsequent meeting of the Nomination and Remuneration Committee.
5. A meeting of the Nomination and Remuneration Committee shall be presided over by the Head of the Nomination and Remuneration Committee.
6. Each meeting of the Nomination and Remuneration Committee shall be set out in the minutes of meeting, including in the event of a dissenting opinion, which are signed by all members of the Nomination and Remuneration Committee present in the meeting and shall be submitted in writing to the Board of Commissioners.

Reporting

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.
 3. Komite Nominasi dan Remunerasi wajib membuat laporan tahunan pelaksanaan kegiatan Komite Nominasi dan Remunerasi yang diungkapkan dalam Laporan Tahunan Perseroan dan situs resmi Perseroan.
1. The Nomination and Remuneration Committee must submit a report on the performance of their duties, responsibilities, and nomination and remuneration procedures to the Board of Commissioners no later than five (5) business days upon completion of the report on the performance of the duties, responsibilities, and nomination and remuneration procedures carried out by the Nomination and Remuneration Committee.
 2. Every year the Nomination and Remuneration Committee through the Board of Commissioners shall report to the General Meeting of Shareholders about the performance of their duties, responsibilities and nomination and remuneration procedures as well as other necessary information.
 3. The Nomination and Remuneration Committee must prepare annual reports on the performance of its activities to be disclosed in the Annual Report of the Company and the Company's official website.

Penutup

Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan.

Closing

These guidelines will be evaluated periodically for improvement.