

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

**提名與薪酬委員會指引  
PT MERDEKA GOLD RESOURCES TBK**

- To enact : **NOMINATION AND REMUNERATION COMMITTEE GUIDELINES OF PT MERDEKA GOLD RESOURCES TBK** 頒布 : **PT MERDEKA GOLD RESOURCES TBK 提名與薪酬委員會指引**
- First : Establishing the Nomination and Remuneration Committee Guidelines (“Guidelines”) of the Company. 一 : 制定公司提名與薪酬委員會指引(「指引」)。
- Second : **Composition and Membership Structure** 二 : **組成及成員架構**
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 the Board of Commissioners, or the Major Shareholders of the Company;
    - b. Must have experience related to Nomination and/or Remuneration; and
1. 提名與薪酬委員會應由至少3名成員組成，條件如下：
    - a. 一(1)名主席兼成員，其為獨立監事；及
    - b. 其他成員可來自監事會、公司外部人士，或任何在董事會下擔任管理職位並負責人力資源職能的人士。
  2. 來自公司外部的提名與薪酬委員會成員須符合以下規定：
    - a. 不得與公司、董事會成員、監事會成員或公司主要股東有關聯；
    - b. 必須具備與提名及／或薪酬相關的經驗；及

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

c. 不得兼任本公司其他委員會的成員。

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.

3. 提名與薪酬委員會成員由監事會根據監事會會議決議委任及罷免。

Third : **Term of Office**

三 : **任期**

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.

1. 提名與薪酬委員會成員的任期不得超過公司組織章程細則規定的公司監事會任期。

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

2. 任期屆滿的提名與薪酬委員會成員可以續任。

Fourth : **Duties and Responsibilities**

四 : **職責與責任**

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

提名與薪酬委員會在履行其職能時，具有以下職責與責任：

1. Related to its nomination function:

1. 與其提名職能相關：

a. Gives recommendations to the Board of Commissioners regarding:

a. 向監事會提供有關以下事項的建議：

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

(1) 董事會成員及／或監事會成員的組成

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

(2) 提名程序中所需的政策及標準；及

- |   |  |
|---|--|
| <p>(3) performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners;</p>  | <p>(3) 董事會成員及／或監事會成員的績效評估政策；</p>                 |
| <p>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.</p>                            | <p>b. 協助監事會使用為評估設定的基準，評估董事會成員及／或監事會成員的績效。</p>    |
| <p>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</p>   | <p>c. 就董事會成員及／或監事會成員的發展計劃向監事會提供建議；及</p>          |
| <p>d. Proposes candidates who meet the qualifications to serve 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.</p> | <p>d. 向監事會提名符合資格擔任董事會成員及／或監事會成員的候選人，以提交股東大會。</p> |
| <p>2. Related to its remuneration function:</p>   | <p>2. 與其薪酬職能相關：</p>                              |
| <p>a. Recommends to the Board of Commissioners regarding:</p>   | <p>a. 向監事會建議以下事項：</p>                            |
| <p>(1) Remuneration structure;</p>  | <p>(1) 薪酬架構；</p>                                 |
| <p>(2) Remuneration policy; and</p>   | <p>(2) 薪酬政策；及</p>                                |
| <p>(3) Remuneration amount;</p>   | <p>(3) 薪酬金額；</p>                                 |
| <p>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.</p>  | <p>b. 協助監事會評估各董事會成員及／或監事會成員所獲薪酬的適當性。</p>         |

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

3. 提名與薪酬委員會在履行職責時必須獨立行事

Fifth : **Working Procedures**

五 : **工作程序**

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

提名與薪酬委員會在行使其職責、責任及權限時，應：

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

1. 在履行其提名職能時，提名與薪酬委員會必須執行以下程序：

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

- a. 安排董事會成員及／或監事會成員的組成及提名程序；

- 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;

- b. 為董事會成員及／或監事會成員候選人的提名程序制訂所需的政策及標準；

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

- c. 協助實施對董事會成員及／或監事會成員的績效評估。

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

- d. 為董事會成員及／或監事會成員制定能力發展計劃；及

- 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.

- e. 審查並向監事會提名合資格的董事會成員及／或監事會成員候選人，以提交股東大會。

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 Directors and/or the Board of Commissioners; and
    - d. The balance between fixed and variable allowances.
2. 在履行其薪酬職能時，提名與薪酬委員會必須執行以下程序：
    - a. 為董事會成員及／或監事會成員制訂薪酬架構；
    - b. 為董事會成員及／或監事會成員制訂薪酬政策；及
    - c. 設定董事會成員及／或監事會成員的薪酬金額。
  3. 在釐定薪酬的架構、政策及金額時，應考慮以下因素：
    - a. 適用於與公司業務活動及／或業務規模相似的行業的薪酬；
    - b. 董事會成員及／或監事會成員在實現公司目標及績效方面的職責、責任及權限；
    - c. 各董事會成員及／或監事會成員的績效目標及／或個人績效；及
    - d. 固定及可變津貼之間的平衡。

- |  |   |
|--|---|
| <p>4. The structure, policy and amount of Remuneration shall be evaluated by the Nomination and Remuneration Committee at least once a year.</p> <p>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.</p> <p>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.</p> | <p>4. 薪酬的架構、政策及金額應由提名與薪酬委員會每年至少評估一次。</p> <p>5. 提名與薪酬委員會的每位成員均不得從公司的活動中直接或間接獲取除合法收入外的個人利益。</p> <p>6. 任何擔任提名與薪酬委員會主席或成員的監事會成員，除作為監事會成員的收入外，不獲發額外收入。</p> |
|--|---|

Sixth : **Meeting Implementation Policy**

六 : **會議實施政策**

- |  |   |
|--|---|
| <p>1. Nomination and Remuneration Committee meeting shall be held regularly at least once in 4 (four) months.</p> <p>2. Nomination and Remuneration Committee meeting may only be held if attended by a majority of the 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.</p> <p>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.</p> | <p>1. 提名與薪酬委員會會議應定期舉行，至少每四(4)個月一次。</p> <p>2. 提名與薪酬委員會會議僅在提名與薪酬委員會全體成員過半數出席，且提名與薪酬委員會主席出席會議的情況下，方可舉行。</p> <p>3. 提名與薪酬委員會會議的決議應經協商達成共識，倘無法達成共識，則決議經出席的提名與薪酬委員會成員多數票批准後視為有效。</p> |
|--|---|

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.

Seventh : **Activity Reporting System**

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.
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.

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.

4. 倘提名與薪酬委員會成員對某項提案進行表決且票數相等，則該提案視為被否決，並可在其後的提名與薪酬委員會會議上重新提出。
5. 決策過程中的不同意見應載入會議紀要，並說明該等不同意見的理由。

七 : **活動報告制度**

1. 提名與薪酬委員會應向監事會報告其提名與薪酬的職責、責任及程序的實施情況。
2. 第1點所述的報告是監事會績效報告的一部分，並應在股東大會上呈報。

八 : **成員更換程序**

任何非來自監事會的提名與薪酬委員會成員的更換，必須在該成員不再能履行其職能後六十(60)天內完成。

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.

九 : **結語**

1. 本指引自2025年6月15日起生效；
2. 本指引以印尼文及英文兩種語言擬備。倘兩個版本之間存在任何不一致或詮釋差異，概以印尼文版本為準。
3. 本指引將定期評估以作改進。