

**PIAGAM KOMITE  
NOMINASI DAN REMUNERASI  
PT MASTERSYSTEM INFOTAMA Tbk  
("Perseroan")**

**NOMINATION AND REMUNERATION  
COMMITTEE CHARTER OF  
PT MASTERSYSTEM INFOTAMA Tbk  
("Perseroan")**

**Latar Belakang**

Piagam ini diterbitkan dan diatur sesuai dengan:

**Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten Atau Perusahaan Publik.**

Penting untuk dicatat bahwa Piagam ini harus diawasi dan dilaksanakan dengan tingkat integritas, ketekunan, dan konsistensi yang tinggi. Dengan mempertimbangkan aspek-aspek tersebut, Dewan Komisaris Perseroan secara resmi menetapkan Piagam Komite Nominasi dan Remunerasi sebagaimana dijelaskan di dalam dokumen ini.

**Komposisi dan Struktur Keanggotaan**

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 yang dapat berasal dari anggota Dewan Komisaris, pihak yang berasal dari 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, anggota Dewan Komisaris, atau Pemegang Saham Utama Perseroan;
  - b. Memiliki pengalaman terkait Nominasi dan/atau Remunerasi; dan

**Background**

This charter is issued and regulated in accordance with the:

**Financial Services Authority Regulation Number 34/POJK.04/2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies.**

It is essential to note that this charter must be overseen and implemented with a high level of integrity, diligence, and consistency. Taking these aspects into consideration, the Company's Board of Commissioners officially establishes the Company's Audit Committee Charter as outlined in this document.

**Composition and Membership Structure**

1. The Nomination and Remuneration Committee consists of a minimum of 3 (three) members with the following provisions:
  - a. 1 (one) chairman who also serves as a member, who is an Independent Commissioner; and
  - b. Other members who may from the Board of Commissioners, individuals from outside the Company, or individuals holding managerial positions under the Board of Directors responsible for human resources.
2. Members of the Nomination and Remuneration Committee from outside the Company must meet the following criteria:
  - a. Is not Affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, or the Company's Major Shareholders;
  - b. Have relevant experience in Nomination and/or Remuneration; and

- 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.

- c. Do not hold positions as members of other committees owned by the Company.
3. Members of the Nomination and Remuneration Committee are appointed and dismissed based on the decision of the Board of Commissioners.

### **Masa Tugas**

Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan paling lama 5 tahun dan dapat diangkat kembali.

### **Term of Service**

Members of the Nomination and Remuneration Committee are appointed for a maximum term of 5 years and may be reappointed.

### **Tugas dan Tanggung Jawab**

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

### **Duties and Responsibilities**

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

1. Terkait dengan fungsi Nominasi:
  - a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
    - i. Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
    - ii. Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
    - iii. 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

1. Related to the Nomination function:
  - a. Provide recommendations to the Board of Commissioners on:
    - i. The composition of positions for members of the Board of Directors and/or members of the Board of Commissioners;
    - ii. Policies and criteria needed in the Nomination process; and
    - iii. Performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners;
  - b. Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or members of the Board of Commissioners based on established benchmarks as evaluation material;
  - c. Provide recommendations to the Board of Commissioners on development programs for the capabilities of members of the Board of Directors and/or members 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.
2. Terkait dengan fungsi Remunerasi:
    - a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
      - i. Struktur remunerasi;
      - ii. Kebijakan atas remunerasi; dan
      - iii. Besaran atas remunerasi;
    - b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

- d. Propose qualified candidates as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners for presentation to the General Meeting of Shareholders.
2. Related to the Remuneration function:
    - a. Provide recommendations to the Board of Commissioners on:
      - i. Remuneration structure;
      - ii. Remuneration policies; and
      - iii. The amount of remuneration;
    - b. Assist the Board of Commissioners in assessing performance with the appropriateness of remuneration received by each member of the Board of Directors and/or members of the Board of Commissioners.

### **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:
  - 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

### **Working Procedures**

In carrying out its tasks, responsibilities, and authorities, the Nomination and Remuneration Committee will:

1. In carrying out the Nomination function, the Nomination and Remuneration Committee must perform the following procedures:
  - a. Compile the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners;
  - b. Compile policies and criteria needed in the nomination process for candidates for members of the Board of Directors and/or members of the Board of Commissioners;
  - c. Assist in the evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners;
  - d. Compile development programs for the capabilities of members of the Board of Directors and/or members of the Board of Commissioners; and

- e. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
  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 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.
- e. Review and propose eligible candidates as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners for presentation to the General Meeting of Shareholders (GMS).
  2. In carrying out the Remuneration function, the Nomination and Remuneration Committee must perform the following procedures:
    - a. Compile the remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners;
    - b. Compile policies on remuneration for members of the Board of Directors and/or members of the Board of Commissioners; and
    - c. Compile the amount of remuneration for members of the Board of Directors and/or members of the Board of Commissioners.
  3. The preparation of the structure, policies, and amount of remuneration must consider:
    - a. Remuneration applicable in the industry according to the business activities of similar companies and the scale of the Company in its industry;
    - b. The tasks, responsibilities, and authorities of members of the Board of Directors and/or members of the Board of Commissioners are associated with the achievement of the Company's goals and performance;
    - c. Performance targets or performance of each member of the Board of Directors and/or members of the Board of Commissioners; and
    - d. The balance of allowances between fixed and variable.
  4. The structure, policies, and amount of remuneration must be evaluated by the Nomination and Remuneration Committee at least once a year.

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.

5. Each member of the Nomination and Remuneration Committee is prohibited from taking personal benefits directly or indirectly from the Company's activities other than legitimate income.
6. Members of the Board of Commissioners who serve as Chair or members of the Nomination and Remuneration Committee are not given additional income other than the income as members of the Board of Commissioners.

### **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:
  - a. Dihadiri oleh mayoritas dari jumlah anggota Komite Nominasi dan Remunerasi; dan
  - b. Salah satu dari mayoritas jumlah anggota Komite Nominasi dan Remunerasi merupakan Ketua Komite Nominasi dan Remunerasi.
3. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat, dan apabila tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
4. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

### **Meeting's Holding Policy**

1. Nomination and Remuneration Committee meetings are held regularly at least once every 4 (four) months.
2. Nomination and Remuneration Committee meetings can only be held if:
  - a. Attended by the majority of the number of Nomination and Remuneration Committee members; and
  - b. One of the majority of the number of Nomination and Remuneration Committee members is the Chairman of the Nomination and Remuneration Committee.
3. Decisions of the Nomination and Remuneration Committee Meeting are made based on consensus, and if not achieved, decisions are made based on the majority vote.
4. Differences of opinion that occur in the decision-making process must be included in the meeting minutes along with the reasons for the differences of opinion.

### **Sistem Pelaporan Kegiatan**

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

### **Activity Reporting System**

1. The Nomination and Remuneration Committee reports the implementation of tasks, responsibilities, and nomination and remuneration procedures to the Board of Commissioners.

2. Laporan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dilaporkan Komite Nominasi dan Remunerasi merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.

2. The report on the implementation of tasks, responsibilities, and nomination and remuneration procedures reported by the Nomination and Remuneration Committee is part of the Board of Commissioners' report on the implementation of tasks and is presented at the General Meeting of Shareholders.

### **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.

### **Procedure for Replacement of Members**

Replacement of members of the Nomination and Remuneration Committee who are not from the Board of Commissioners must be carried out no later than 60 (sixty) days since the member of the Nomination and Remuneration Committee concerned can no longer perform his functions.

### **Penutup**

1. Piagam ini berlaku efektif sejak tanggal ditetapkannya; dan
2. Piagam ini secara berkala akan dievaluasi untuk penyempurnaan.

### **Conclusion**

1. This charter is effective as of the date of its establishment; and
2. This charter will be periodically evaluated for improvement.

Ditetapkan di : Jakarta  
Pada Tanggal : 31 Juli 2023

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Date : July 31, 2023