



PT MULIA INDUSTRINDO TBK

PIAGAM KOMITE NOMINASI DAN REMUNERASI

I. Pendahuluan

Sehubungan dengan penerapan tata kelola perusahaan yang baik, PT Mulia Industrindo Tbk (“Perseroan”) membentuk Piagam Komite Nominasi dan Remunerasi (“KNR”) berdasarkan Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik. KNR dibentuk oleh Dewan Komisaris untuk membantu melaksanakan tugas dan fungsi pengawasan terkait sistem Nominasi dan Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.

Pembaharuan atas Piagam KNR ini untuk memperbaharui tugas, wewenang, dan tanggung jawab dari anggota KNR.

II. Dasar Hukum

Pembentukan dan pelaksanaan tugas KNR berpedoman dan berlandaskan kepada peraturan perundang-undangan yang berlaku serta *best practices* yang dapat diterapkan, khususnya Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

III. Tugas and Tanggung Jawab

1. Fungsi Nominasi

KNR memiliki tugas dan tanggung jawab sebagai berikut:

- 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 anggota Direksi dan/atau anggota Dewan Komisaris; 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 tolak 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 memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS).

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2. Fungsi Remunerasi

KNR memiliki tugas dan tanggung jawab sebagai berikut:

- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - i. Struktur Remunerasi anggota Direksi dan/atau anggota Dewan Komisaris;
 - ii. Kebijakan atas Remunerasi anggota Direksi dan/atau anggota Dewan Komisaris;
 - iii. Besaran atas Remunerasi anggota Direksi dan/atau anggota Dewan Komisaris;
- b. Membantu Dewan Komisaris dalam melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

IV. Komposisi dan Struktur Keanggotaan

KNR paling kurang terdiri dari 3 (tiga) orang anggota, dengan ketentuan:

1. 1 (satu) orang ketua merangkap anggota yang merupakan Komisaris Independen;
2. Anggota lain yang dapat berasal dari:
 - a. Anggota Dewan Komisaris;
 - b. Pihak yang berasal dari luar Perseroan; atau
 - c. Pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
3. Anggota KNR sebagian besar tidak dapat berasal dari pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
4. Anggota KNR yang berasal dari luar Perseroan sebagaimana dimaksud dalam pasal IV.2.b. di atas wajib memenuhi syarat:
 - a. Tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi atau Pemegang Saham Utama Perseroan;
 - b. Memiliki pengalaman terkait nominasi dan/atau remunerasi; dan
 - c. Tidak merangkap jabatan sebagai anggota komite lainnya dalam Perseroan.
5. Anggota Direksi Perseroan tidak dapat menjadi anggota KNR.

V. Pengangkatan

1. Anggota KNR diangkat dan diberhentikan berdasarkan keputusan Dewan Komisaris;
2. Anggota KNR diangkat untuk masa jabatan tertentu dan dapat diangkat kembali;
3. Masa jabatan anggota KNR tidak lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar;
4. Penggantian anggota KNR yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota KNR dimaksud tidak dapat lagi melaksanakan fungsinya.

Perseroan wajib mendokumentasikan keputusan pengangkatan dan pemberhentian anggota KNR.

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VI. Tata Cara dan Prosedur Kerja

1. Fungsi Nominasi

Dalam melaksanakan fungsi Nominasi sebagaimana disebutkan dalam pasal III.1 di atas, KNR wajib melaksanakan 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 Dewan Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan dalam RUPS.

2. Fungsi Remunerasi

a. Dalam melaksanakan fungsi Remunerasi sebagaimana dimaksud pasal III.2 di atas, KNR wajib melakukan prosedur sebagai berikut:

- i. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel;
 - ii. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;
 - iii. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
- b. Penyusunan struktur, kebijakan, dan besaran Remunerasi harus memperhatikan:
- i. Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha perusahaan sejenis dan skala usaha Perseroan dalam industrinya;
 - ii. Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
 - iii. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - iv. Keseimbangan tunjangan yang bersifat tetap dan bersifat variabel.

3. Struktur, kebijakan dan besaran Remunerasi harus dievaluasi oleh KNR paling kurang 1 (satu) kali dalam 1 (satu) tahun.

VII. Rapat

1. Rapat KNR diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat KNR hanya dapat diselenggarakan apabila:
 - a. Dihadiri oleh mayoritas dari jumlah anggota KNR;
 - b. Salah satu dari mayoritas jumlah anggota KNR merupakan Ketua KNR.

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3. Keputusan rapat KNR dilakukan berdasarkan musyawarah mufakat, dalam hal keputusan tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil berdasarkan mekanisme yang diatur dalam pedoman KNR.
5. Dalam hal proses pengambilan keputusan terdapat perbedaan pendapat, perbedaan pendapat tersebut wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
6. Hasil rapat KNR wajib dituangkan dalam risalah rapat dan didokumentasikan oleh Perseroan dan wajib disampaikan secara tertulis kepada Dewan Komisaris.

VIII. Pelaporan

1. KNR harus melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan kepada Dewan Komisaris dan merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris yang disampaikan dalam RUPS.
2. Perseroan wajib mengungkapkan pelaksanaan fungsi terkait Nominasi dan Remunerasi dalam:
 - a. Laporan tahunan;
 - b. Situs web Perseroan.
3. Informasi mengenai pelaksanaan fungsi terkait Nominasi dan Remunerasi yang diungkapkan dalam laporan tahunan dan situs web Perseroan paling kurang memuat pernyataan bahwa Perseroan telah memiliki KNR dan uraian singkat pelaksanaan tugas dan tanggung jawab KNR dalam tahun buku.

IX. Larangan

1. Setiap anggota KNR dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.
2. Anggota Dewan Komisaris yang menjadi Ketua atau anggota KNR tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.

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NOMINATION AND REMUNERATION COMMITTEE CHARTER

I. Introduction

With respect to the implementation of good corporate governance, PT Mulia Industrindo Tbk (the "Company") established the Nomination and Remuneration Committee ("NRC") Charter based on Financial Services Authority Regulation No. 34/POJK.04/2014 dated December 8, 2014 concerning Nomination and Remuneration Committee of Issuers or Public Companies. NRC was formed by the Board of Commissioners to assist in the completion of duties and supervisory functions related to the Nomination and Remuneration system for Board of Directors and/or Board of Commissioners members.

NRC Charter is updated to revitalize duties, authorities, and responsibilities of NRC members.

II. Legal Basis

The establishment and implementation of duties of NRC are governed and based on the applicable laws and regulations, as well as best practices, in particular the Financial Services Authority Regulation No. 34/POJK.04/2014 dated December 8, 2014 concerning Nomination and Remuneration Committee of Issuers or Public Companies.

III. Duties and Responsibilities

1. Nomination Function

NRC has the following duties and responsibilities:

- a. To provide recommendations to Board of Commissioners on:
 - i. Composition of the positions of members of Board of Directors and/or Board of Commissioners;
 - ii. Policies and required criteria for the Nomination process of members of Board of Directors and/or Board of Commissioners; and
 - iii. Performance evaluation policies for members of Board of Directors and/or Board of Commissioners;
- b. To assist Board of Commissioners in evaluating the performance of members of Board of Directors and/or Board of Commissioners based on the benchmarks set forth as evaluation material;
- c. To offer recommendations to Board of Commissioners on the capability-building program for members of Board of Directors and/or Board of Commissioners; and
- d. To provide proposals to Board of Commissioners on candidates who satisfy the requirements for membership on Board of Directors and/or Board of Commissioners to the General Meeting of Shareholders (GMS).

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2. Remuneration Function

NRC has the following duties and responsibilities:

- a. To provide recommendations to Board of Commissioners on:
 - i. Remuneration Structure for members of Board of Directors and/or Board of Commissioners;
 - ii. Remuneration policy for members of Board of Directors and/or Board of Commissioners;
 - iii. Amount of Remuneration for members of Board of Directors and/or Board of Commissioners;
- b. To assist Board of Commissioners in evaluating performance against the Remuneration received by each member of Board of Directors and/or Board of Commissioners.

IV. Membership Composition and Structure

NRC consists of a minimum 3 (three) members, provided that:

1. 1 (one) chairman concurrently as a member and an Independent Commissioner;
2. Other members, include:
 - a. Members of Board of Commissioners;
 - b. Parties from outside of the Company; or
 - c. Parties in managerial positions under Board of Directors in charge of human resources.
3. The majority of members of NRC cannot be sourced from parties with managerial positions under Board of Directors in charge of human resources.
4. Members of NRC from outside of the Company as stated in article IV.2.b. above, should have the following requirements:
 - a. Have no affiliation with the Company, members of Board of Commissioners, Board of Directors, or Major Shareholders;
 - b. Have experiences relating to nomination and/or remuneration; and
 - c. Have no position as a member of other committees in the Company.
5. Members of the Company's Board of Directors are prohibited to become members of NRC.

V. Appointment

1. Members of NRC are appointed and discharged based on the decision of Board of Commissioners;
2. Members of NRC are appointed for a particular tenure and can be reappointed;
3. Tenure of members of NRC is no longer than tenure of Board of Commissioner as stated in Article of Association;
4. Replacement of members of NRC who are not from Board of Commissioners should be completed maximum 60 (sixty) days since the member of NRC is unable to perform his/her functions.

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The Company should document its decisions on the appointment and discharge of NRC members.

VI. Rules and Work Procedures

1. Nomination Function

In performing the Nomination function as stated in article III.1 above, NRC should adhere to the following procedures:

- a. Preparing Nomination composition and process for members of Board of Directors and/or Board of Commissioners;
- b. Preparing policies and required criteria in Nomination process for candidates qualifying for members of Board of Directors and/or Board of Commissioners;
- c. Assisting evaluation performance of members of Board of Directors and/or Board of Commissioners;
- d. Preparing a competency development program for members of Board of Directors and/or the Board of Commissioners; and
- e. Reviewing and proposing candidates who meet the requirements for membership of Board of Directors and/or Board of Commissioners for submission at GMS.

2. Remuneration Function

a. In performing the Remuneration function as stated in article III.2 above, NRC should adhere to the following procedures:

- i. Preparing Remuneration structure for members of Board of Directors and/or Board of Commissioners, including salary, honoraria, incentive/fixed or variable allowances;
 - ii. Preparing Remuneration policies for members of Board of Directors and/or the Board of Commissioners;
 - iii. Preparing the amount of Remuneration for members of Board of Directors and/or the Board of Commissioners.
- b. The preparation of structure, policy, and amount of Remuneration should take into account:
- i. The prevailing Remuneration in the industry, correspondences with business activities of comparable companies and the scale of the Company's business within the industry;
 - ii. Duties, responsibilities, and authorities of members of Board of Directors and/or the Board of Commissioners are related to achievements of the Company's goals and performance;
 - iii. Performance targets or performance of each member of Board of Directors and/or Board of Commissioners; and
 - iv. Balance of fixed and variable allowances.

3. Structure, policy and amount of Remuneration should be evaluated by NRC at a minimum 1 (one) time in 1 (one) year.

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VII. Meeting

1. NRC meetings are held periodically at a minimum 1 (one) time in 4 (four) months.
2. NRC meeting could only be held if:
 - a. A majority member of NRC attended;
 - b. One of the majority members of NRC is Chairman of the NRC.
3. Decisions of NRC meetings are resolved based on deliberation and consensus; should there be no resolution reached, the decision is made by a majority vote.
4. Should there be an equal number of votes casted in the decision-making process, the decision is made based on NRC guidelines' mechanism.
5. Should there be a dissenting opinion during decision-making process, the dissenting opinion should be recorded in the minutes of meeting, along with the reasons for the dissenting opinion.
6. The results of NRC meeting should be stated in minutes of meeting, documented by the Company, and presented in writing to Board of Commissioners.

VIII. Reporting

1. NRC should report the implementation of duties, responsibilities, and procedures of Nomination and Remuneration to Board of Commissioners as part of the implementation report of Board of Commissioners to be submitted at GMS.
2. The Company should disclose the implementation of Nomination and Remuneration functions in:
 - a. Annual Report;
 - b. Company's website.
3. Information regarding implementation of Nomination and Remuneration functions published in annual report and the Company's website, at a minimum should include a statement that the Company has an NRC and a brief description of implementation of duties and responsibilities of the NRC in the fiscal year.

IX. Prohibition

1. Every member of NRC is prohibited from taking personal's benefits, either directly or indirectly, from the Company's activities other than legitimate income.
2. Members of Board of Commissioners who are Chairman or members of NRC do not receive additional compensation in addition to their salaries as members of Board of Commissioners.

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