



PT MULIA INDUSTRINDO TBK

PIAGAM KOMITE NOMINASI DAN REMUNERASI NOMINATION AND REMUNERATION COMMITTEE CHARTER

I. Pendahuluan

Sehubungan dengan penerapan tata kelola perusahaan yang baik, PT Mulia Industrindo Tbk dan entitas anak ("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.

Revisi terhadap Piagam KNR ini untuk memperbarui tugas, wewenang, dan tanggung jawab anggota KNR.

II. Dasar Hukum

Pembentukan dan pelaksanaan tugas KNR berpedoman dan berlandaskan kepada peraturan perundang-undangan yang berlaku serta *best practices*, yaitu:

1. Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal;
2. Undang-Undang No.40 Tahun 2007 tentang Perseroan Terbatas sebagaimana telah diubah dengan Undang-Undang Nomor 6 Tahun 2023 tentang Penetapan Perppu Cipta Kerja menjadi Undang-Undang;
3. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten Atau Perusahaan Publik;

I. Introduction

With respect to the implementation of good corporate governance, PT Mulia Industrindo Tbk and its subsidiaries (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 Board of Commissioners to assist in implementations of duties and supervisory functions concerning Nomination and Remuneration systems for Board of Directors and/or Board of Commissioners members.

NRC Charter is revised to update duties, authorities, and responsibilities of NRC members.

II. Legal Basis

The establishment and implementation of duties of NRC are governed and based on applicable laws and regulations, as well as best practices, including:

1. Laws No.8/1995 on Capital Market;
2. Laws No.40/2007 concerning Limited Liability Companies, as amended by Law No. 6 of 2023 concerning the Stipulation of the Government Regulation in Lieu of Law on Job Creation as Law;
3. Financial Services Authority No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies;

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4. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik;
 5. Peraturan Otoritas Jasa Keuangan No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka;
 6. Surat Edaran Otoritas Jasa Keuangan Nomor 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perusahaan Terbuka;
 7. Perubahan III Piagam Dewan Komisaris dan Direksi tanggal 30 Juni 2026.
4. Financial Services Authority Regulation No. 34/POJK.04/2014 dated December 8, 2014 concerning Nomination and Remuneration Committee of Issuers or Public Companies;
 5. Financial Services Authority No. 21/POJK.04/2015 concerning Implementation of Public Company Governance Guidelines;
 6. Financial Services Authority Circular No. 32/SEOJK.04/2015 concerning Guidelines for Public Company Governance;
 7. Amendment III of the Board of Commissioners and Board of Directors Charter dated June 30, 2026.

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;

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 positions of members of Board of Directors and/or Board of Commissioners;
 - ii. Policies and required criteria for 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 performances of members of Board of Directors and/or Board of Commissioners based on the benchmarks set forth as evaluation materials;

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- 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).

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 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;

- c. To offer recommendations to Board of Commissioners on capability building programs for members of Board of Directors and/or Board of Commissioners; and
- d. To provide proposals to Board of Commissioners on candidates meeting requirements for membership of Board of Directors and/or Board of Commissioners, to be submitted to General Meeting of Shareholders (GMS).

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 performances 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 with the following provisions:

- 1. 1 (one) chairman concurrently as a member and Independent Commissioner;
- 2. Other members, originating from:
 - a. Members of Board of Commissioners;
 - b. Parties from outside of the Company; or

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- 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.
- c. Parties in managerial positions under Board of Directors in charge of human resources.
- 3. The majority members of NRC should not be sourced from parties with managerial positions under Board of Directors in charge of human resources.
- 4. Members of NRC originating from outside the Company as stated in article IV.2.b. above, should meet the following requirements:
 - a. Have no affiliation with the Company, members of Board of Commissioners, Board of Directors, or Major Shareholders;
 - b. Have experiences on nomination and/or remuneration; and
 - c. Have no other position as a member of other committees in the Company.
- 5. Members of the Company's Board of Directors are not permitted to become members of NRC.

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.

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 specific tenure and can be reappointed;
- 3. Tenure of members of NRC shall be 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 at the latest 60 (sixty) days since the member of NRC is unable to perform his/her functions.

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Perseroan wajib mendokumentasikan keputusan pengangkatan dan pemberhentian anggota KNR.

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

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 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;

VI. Rules and Work Procedures

1. Nomination Function

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

- a. Prepare Nomination composition and process for members of Board of Directors and/or Board of Commissioners;
- b. Prepare policies and required criteria in Nomination process for candidates qualifying for members of Board of Directors and/or Board of Commissioners;
- c. Assist evaluation performances of members of Board of Directors and/or Board of Commissioners;
- d. Prepare competency development programs for members of Board of Directors and/or the Board of Commissioners; and
- e. Review and propose candidates meeting 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. Prepare Remuneration structure for members of Board of Directors and/or Board of Commissioners, including salary, honoraria, incentive/fixed or variable allowances;

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- ii. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;
- iii. Menyusun besaran 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 setiap 4 (empat) bulan.
- 2. Rapat KNR hanya dapat diselenggarakan apabila:
 - a. Dihadiri oleh mayoritas dari jumlah anggota KNR;

- ii. Prepare Remuneration policies for members of Board of Directors and/or the Board of Commissioners;
- iii. Prepare amounts of Remuneration for members of Board of Directors and/or the Board of Commissioners.
- b. Preparations of structure, policy, and amount of Remuneration should take into account:
 - i. Prevailing Remuneration in the industry, corresponding with business activities of comparable companies and scales of the Company's business within the industry;
 - ii. Duties, responsibilities, and authorities of members of Board of Directors and/or Board of Commissioners should be in correlation with 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. Weighing up 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.

VII. Meeting

- 1. NRC meetings are held periodically at a minimum 1 (one) time every 4 (four) months.
- 2. NRC meeting could only be held if:
 - a. A majority member of NRC attended;

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- b. Salah satu dari mayoritas jumlah anggota KNR merupakan Ketua KNR.
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

- b. One of the majority members of NRC is Chairman of 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 minutes of meeting, along with reasons for the dissenting opinion.
6. 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 implementations of duties, responsibilities, and procedures of Nomination and Remuneration to Board of Commissioners as part of reports on implemented duties of Board of Commissioners to be submitted at GMS.
2. The Company should disclose implementations 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

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pelaksanaan tugas dan tanggung jawab
KNR dalam tahun buku.

implementation of duties and
responsibilities of the NRC in the fiscal year.

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.

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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