



SURAT KEPUTUSAN DEWAN KOMISARIS

Board of Commissioners Decision Letter

PT CIKARANG LISTRINDO TBK

Nomor: 2024-VIII/032/DIR

Tentang

**PERUBAHAN ATAS PEDOMAN KOMITE NOMINASI DAN REMUNERASI
PT CIKARANG LISTRINDO TBK**

AMENDMENT TO THE NOMINATION AND REMUNERATION COMMITTEE GUIDELINES
PT CIKARANG LISTRINDO TBK

Rev. : 01

**DEWAN KOMISARIS PT CIKARANG LISTRINDO TBK
BOARD OF COMMISSIONERS PT CIKARANG LISTRINDO TBK**

- Menimbang/ : a. bahwa perlu adanya suatu format a. that there is a need for a transparent
Considering : a. bahwa perlu adanya suatu format nominasi bagi Direksi dan Dewan Board of Directors and Board of
a. bahwa perlu adanya suatu format nominasi bagi Direksi dan Dewan Commissioners nomination format and
format remunerasi yang wajar reasonable remuneration format based
berdasarkan kontribusi prestasi bagi on achievement contribution for the
anggota Direksi dan Dewan Komisaris members of Directors and Board of
PT Cikarang Listrindo Tbk (selanjutnya Commissioners of PT Cikarang Listrindo
disebut "**Perseoran**"); Tbk (hereinafter referred to as "**the
Company**");
- b. bahwa karenanya telah dibentuk suatu b. that a Nomination and Remuneration
Komite Nominasi dan Remunerasi PT Committee for PT Cikarang
Cikarang Listrindo Tbk berdasarkan Surat Listrindo Tbk has been formed based
Keputusan Dewan Komisaris Nomor on the Board of Commissioner
2015-X/005/DIR tentang Pembentukan Decision Letter No. 2015-
Komite Nominasi dan Remunerasi PT X/005/DIR concerning the
Cikarang Listrindo Tbk; Establishment of a Nomination
and Remuneration Committee
PT Cikarang Listrindo Tbk;
- c. bahwa berdasarkan ketentuan c. that based on the prevailing laws and
peraturan perundang-undangan yang regulations, the Nomination and
berlaku, Komite Nominasi dan Remuneration Committee is required
Remunerasi wajib menyusun pedoman to prepare binding guidelines for the
yang bersifat mengikat bagi setiap members of the Nomination and
anggota Komite Nominasi dan Remuneration Committee; and
Remunerasi; dan

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d.	bahwa Perseroan telah memiliki Pedoman Komite Nominasi dan Remunerasi berdasarkan Surat Keputusan Dewan Komisaris No. 2015-X/006/DIR tanggal 18 November 2015 dan Perseroan memandang perlu untuk membuat perubahan terhadap Pedoman Komite Nominasi dan Remunerasi Perseroan dan menetapkannya dalam suatu Surat Keputusan Dewan Komisaris.	d.	that the Company has established a Nomination and Remuneration Committee Guidelines pursuant to Board of Commissioners Decision Letter No. 2015-X/006/DIR dated 18 November 2015 and the Company considers it is necessary to amend the Company's Nomination and Remuneration Committee Guidelines and stipulate the guidelines in a Board of Commissioner Decision Letter.		
Mengingat/ In view of	:	a.	<p>Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana terakhir diubah oleh Peraturan Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja sebagaimana telah ditetapkan menjadi Undang-Undang berdasarkan Undang-Undang No. 6 Tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja menjadi Undang-Undang;</p> <p>b. Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal sebagaimana terakhir diubah dengan Undang-Undang No. 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan;</p> <p>c. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten Atau Perusahaan Publik; dan</p> <p>d. Anggaran Dasar Perseroan (sebagaimana diubah dari waktu ke waktu).</p>	a.	<p>Law No. 40 of 2007 concerning Limited Liability Company as lastly amended by Government Regulation in lieu of Law No. 2 of 2022 concerning Job Creation as stipulated to become a Law based on Law No. 6 of 2023 concerning Stipulation of Government Regulation in lieu of Law No. 2 of 2022 concerning Job Creation to become Law;</p> <p>b. Law No. 8 of 1995 concerning Capital Market as lastly amended by Law No. 4 of 2023 concerning Financial Sector Development and Reinforcement;</p> <p>c. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies;</p> <p>d. Articles of Association of the Company (as amended from time to time).</p>

MEMUTUSKAN / HAS DECIDED

Menetapkan / To enact	:	PERUBAHAN ATAS PEDOMAN KOMITE NOMINASI DAN REMUNERASI PT CIKARANG LISTRINDO TBK	AMENDMENT TO NOMINATION AND REMUNERATION COMMITTEE GUIDELINES OF PT CIKARANG LISTRINDO TBK
Pertama First	:	Mengubah dan menyatakan kembali Pedoman Komite Nominasi dan Remunerasi.	Amend and restate the Company's Nomination and Remuneration Committee Guidelines.

Kedua Second	<p><u>Komposisi dan Struktur Keanggotaan</u></p> <ol style="list-style-type: none"> 1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota dengan ketentuan: <ol style="list-style-type: none"> a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen; dan b. 2 (dua) orang 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: <ol style="list-style-type: none"> 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. 3. Anggota Komite Nominasi dan Remunerasi diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris. 4. Anggota Direksi Perseroan tidak dapat menjadi anggota Komite Nominasi dan Remunerasi. 	<p><u>Composition and Membership Structure</u></p> <ol style="list-style-type: none"> 1. The Nomination and Remuneration Committee consists of at least 3 (three) members with following provisions: <ol style="list-style-type: none"> a. 1 (one) chairman and member, who is an Independent Commissioner; and b. 2 (two) other members who may be the members of the Board of Commissioners, parties outside the Company, or parties who occupy managerial position under the Directors in charge of human resource. 2. Members of the Nomination and Remuneration Committee who come from outside of the Company must fulfill the following requirements: <ol style="list-style-type: none"> a. Have no affiliation with the Company, members of the Board of Directors, members of the Board of Commissioners, or major shareholders of the Company; b. Have experience related to Nomination and/or Remuneration; and c. Do not hold concurrent positions as member of other committees in the Company. 3. Members of the Nomination and Remuneration Committee shall be appointed and dismissed by the Board of Commissioners. 4. Members of the Company's Board of Directors cannot be members of the Nomination and Remuneration Committee.
Ketiga Third	<p><u>Kedudukan</u></p> <p>Kedudukan Komite Nominasi dan Remunerasi dalam struktur organisasi Perseroan adalah sebagaimana terdapat pada lampiran.</p>	<p><u>Position</u></p> <p>The position of Nomination and Remuneration Committee in the organizational structure of the Company is as stated in the attachment.</p>

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Keempat Fourth	: <u>Masa Jabatan</u> Anggota Komite Nominasi dan Remunerasi diangkat untuk masa jabatan paling lama 5 (lima) tahun dan dapat diangkat kembali.	<u>Service Term</u> Members of the Nomination and Remuneration Committee are appointed for a maximum term of 5 (five) years and may be reappointed.
Kelima Fifth	: <u>Tugas dan Tanggung Jawab</u> 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 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 d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris, kepada Dewan	<u>Duties and Responsibilities</u> In carrying out its functions, the Nomination and Remuneration Committee has duties and responsibilities as follows: 1. Related to Nomination function: a. Provide recommendations to the Board of Commissioners regarding: (1) Position composition of members of the Board of Directors and/or members of the Board of Commissioners; (2) Policies and criteria required for the nomination process; and (3) 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 conducting performance evaluation of the members of the Board of Directors and/or members of the Board of Commissioners based on a pre-arranged measurement for evaluation material; c. Provide recommendations to the Board of Commissioners regarding the development programs for members of the Board of Directors and/or members of the Board of Commissioners; and d. Provide suggestions of prospective candidates who are eligible to become members of the Board of Directors and/or

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Komisaris, untuk disampaikan kepada Rapat Umum Pemegang Saham.

members of the Board of Commissioners, to the Board of Commissioners, to be proposed to the General Meeting of Shareholders.

2. Terkait dengan fungsi Remunerasi:

a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:

- (1) Struktur remunerasi;
- (2) Kebijakan atas remunerasi; dan
- (3) Besaran atas remunerasi;

b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

2. Related to Remuneration function:

a. Provide recommendations to the Board of Commissioners regarding the:

- (1) Remuneration structure;
- (2) Remuneration policies; and
- (3) amount of remuneration;

b. Assist the Board of Commissioners in conducting performance evaluation compared to the remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners.

Keenam
Sixth

: **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;

Work Procedures

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

1. In carrying out the Nomination function, the Nomination and Remuneration Committee is required to carry out the following procedures:

a. Prepare the composition and nomination process for the members of the Board of Directors and/or members of the Board of Commissioners;

b. Develop policies and criteria required in the nomination process for prospective members of the Board of Directors and/or members of the Board of Commissioners;

c. Assist in carrying out evaluations of the performance of the members of the Board of Directors and/or members of the Board of Commissioners;

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- 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 kepada Rapat Umum Pemegang Saham.
 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;
- d. Preparing capacity development programs for the members of the Board of Directors and/or members of the Board of Commissioners; and
 - e. Review and propose candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be proposed to the General Meeting of Shareholders.
 2. In carrying out the Remuneration function, the Nomination and Remuneration Committee is required to carry out the following procedures:
 - a. Develop a remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners;
 - b. Develop policies on remuneration for members of the Board of Directors and/or members of the Board of Commissioners; and
 - c. Prepare 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 take into account the:
 - a. Remuneration applicable to the industry in accordance with the business activities of similar companies and the business scale of the Company in the industry;
 - b. duties, responsibilities, and authorities of the members of the Board of Directors and/or members of the Board of Commissioners, in relation with the achievement of the Company's objectives and performance;

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|---|---|
| <p>c. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.</p> | <p>c. Performance targets or performances of each members of the Board of Directors and/or members of the Board of Commissioners; and</p> <p>d. Balance of allowances between fixed and variable.</p> |
| <p>4. Struktur, kebijakan, dan besaran remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.</p> | <p>4. The structure, policies, and amount of remuneration must be evaluated by the Nomination and Remuneration Committee at least once a year.</p> |
| <p>5. Komite Nominasi dan Remunerasi berwenang untuk:</p> <p>a. Dengan sepengetahuan Dewan Komisaris, melakukan komunikasi secara langsung dengan Direksi, unit kerja atau pihak lain yang terkait dengan penerapan sistem nominasi dan remunerasi dalam Perseroan; dan</p> <p>b. Melalui Dewan Komisaris, meminta Direksi agar melakukan upaya-upaya yang optimal dalam penerapan sistem nominasi dan remunerasi di Perseroan.</p> | <p>5. The Nomination and Remuneration Committee has the authority to:</p> <p>a. With the knowledge of the Board of Commissioners, communicate directly with the Board of Directors, work units or other parties related to the implementation of the nomination and remuneration system within the Company; and</p> <p>b. Through the Board of Commissioners, request the Board of Directors to make optimal efforts in implementing the nomination and remuneration system in the Company.</p> |
| <p>6. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.</p> | <p>6. Every member of the Nomination and Remuneration Committee is prohibited from taking personal advantage, either directly or indirectly, from the Company's activities other than legitimate income.</p> |
| <p>7. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.</p> | <p>7. Members of the Board of Commissioners who are the chairperson or members of the Nomination and Remuneration Committee, are not given additional income other than income as members of the Board of Commissioners.</p> |

Ketujuh
Seventh

: **Kebijakan Penyelenggaraan Rapat**

Meeting Policy

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| <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 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. 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. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut. | <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee meetings are held periodically at least once every 4 (four) months. 2. Nomination and Remuneration Committee meetings can only be held if: <ol style="list-style-type: none"> a. Attended by the majority of the Nomination and Remuneration Committee members; and b. One of the majority members of the Nomination and Remuneration Committee is the Chairperson of the Nomination and Remuneration Committee. 3. Decisions at the Nomination and Remuneration Committee meetings are made based on deliberation and consensus, otherwise decisions are made based on the majority vote. 4. If during a voting, equal number of votes occurs, the proposal is considered rejected and can be submitted again at the next meeting of the Nomination and Remuneration Committee. 5. Differences of opinion that occur during the decision making process must be included in the minutes of meeting along with the reason for the difference of opinion. |
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Kedelapan
Eighth

: **Sistem Pelaporan Kegiatan**

Activity Reporting System

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| <ol style="list-style-type: none"> 1. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dijalankan kepada Dewan Komisaris. 2. Laporan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dilaporkan Komite Nominasi dan Remunerasi merupakan bagian dari laporan pelaksanaan tugas | <ol style="list-style-type: none"> 1. The Nomination and Remuneration Committee reports the implementation of duties, responsibilities, and nomination and remuneration procedures to the Board of Commissioners. 2. The report on the implementation of duties, responsibilities, and nomination and remuneration procedures reported by the Nomination and Remuneration Committee is part of the report on the |
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Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.

implementation of the duties of the Board of Commissioners and is submitted at the General Meeting of Shareholders.

Kesembilan : **Tata Cara Penggantian Anggota**
ninth

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.

Member Replacement Procedures

Replacement of the members of the Nomination and Remuneration Committee who are not members of the Board of Commissioners shall be carried out no later than 60 (sixty) days after the members of the Nomination and Remuneration Committee are no longer able to carry out their functions.

Kesepuluh : **Penutup**
tenth

1. Perubahan dan pernyataan kembali atas Pedoman ini berlaku efektif sejak tanggal penandatanganan sebagaimana disebut di bawah ini dan Surat Keputusan Dewan Komisaris ini mencabut Pedoman Komite Nominasi dan Remunerasi berdasarkan Surat Keputusan Dewan Komisaris No. 2015-X/006/DIR tanggal 18 November 2015;
2. Dalam hal terdapat konflik antara versi Bahasa Inggris dan versi Bahasa Indonesia dari pedoman ini, maka versi Bahasa Indonesia dari pedoman ini yang berlaku
3. Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan;
4. Pedoman ini dapat ditandatangani dalam sejumlah salinan yang terpisah, masing-masing ketika ditandatangani, harus dianggap sebagai salinan yang asli, dan semua salinan yang ditandatangani bersama tersebut dianggap sebagai instrumen yang satu dan sama.

Closing

1. Amendment and restatement of this guidelines is effective from the date of signing as set out below and this Board of Commissioners Decision Letter revokes the Nomination and Remuneration Committee Guidelines pursuant to Board of Commissioners Decision Letter No. 2015-X/006/DIR dated 18 November 2015;
2. In the event of any conflict between the English version and the Indonesian version of this guidelines, the Indonesian version of this guidelines shall prevail.
3. These guidelines will be evaluated regularly for adjustment;
4. These guidelines can be signed in a number of separate copies, each of which when signed, must be considered as an original copy, and all the copies signed jointly are considered as the same instrument.

CIKARANG LISTRINDO

Ditetapkan di / Enacted in : Jakarta
Pada tanggal / At the date of : 9 Agustus / August 2024

PT Cikarang Listrindo Tbk.

Komite Nominasi dan Remunerasi/ Nomination and Remuneration Committee



Nama/Name : Ir. Kiskenda Suriahardja
Jabatan/Title : Ketua Komite Nominasi
dan Remunerasi/
*Chairman of Nomination
and Remuneration
Committee*



Nama/Name : Sutanto Joso
Jabatan/Title : Anggota Komite Nominasi
dan Remunerasi/
*Member of Nomination
and Remuneration
Committee*



Nama/Name : Iwan P. Brasali
Jabatan/Title : Anggota Komite Nominasi
dan Remunerasi/
*Member of Nomination
and Remuneration
Committee*

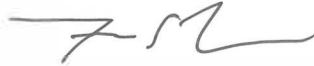
Dewan Komisaris/ Board of Commissioners



Name/*Nama* : Sutanto Joso
Title/*Jabatan* : President Commissioner/
Komisaris Utama



Name/*Nama* : Iwan P. Brasali
Title/*Jabatan* : Commissioner/*Komisaris*



Name/*Nama* : Fenza Sofyan
Title/*Jabatan* : Commissioner/*Komisaris*



Name/*Nama* : Djeradjat Janto Joso
Title/*Jabatan* : Commissioner/*Komisaris*



Name/*Nama* : Drs. Josep Karnady
Title/*Jabatan* : Independent Commissioner/
Komisaris Independen



Name/*Nama* : Ir. Kiskenda Suriahardja
Title/*Jabatan* : Independent Commissioner/
Komisaris Independen