

## Piagam Komite Nominasi dan Remunerasi/ Nomination and Remuneration Committee Charter

### PT GOTO GOJEK TOKOPEDIA Tbk

#### I. DASAR HUKUM

Latar belakang dari pembentukan Komite Nominasi dan Remunerasi didasarkan pada:

- A. Peraturan Otoritas Jasa Keuangan No.33/POJK.04/2014 tertanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik (“**POJK No.33/2014**”); dan
- B. Peraturan Otoritas Jasa Keuangan No.34/POJK.04/2014, tertanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi dari Emiten atau Perusahaan Publik (“**POJK No.34/2014**”)

#### II. DEFINISI

- a. **Dewan Komisaris** berarti organ Perusahaan yang mengawasi Direksi secara umum dan/atau secara khusus sesuai dengan Anggaran Dasar Perusahaan, serta memberikan nasihat-nasihat kepada Direksi;
- b. **Direksi** berarti organ Perusahaan yang memiliki kewenangan dan tanggung jawab penuh untuk mengelola Perusahaan, untuk mencapai maksud dan tujuannya, serta mewakili Perusahaan atau perusahaan publik baik di dalam maupun di luar pengadilan sesuai dengan Anggaran Dasar Perusahaan;
- c. **Komisaris Independen** berarti anggota Dewan Komisaris dari luar Perusahaan dan yang memenuhi persyaratan-persyaratan independensi berdasarkan POJK No.33/2014;
- d. **Otoritas Jasa Keuangan (“OJK”)** berarti lembaga pemerintah yang didirikan berdasarkan Undang-Undang No. 21 tahun 2011 tentang Otoritas Jasa Keuangan, yang berfungsi untuk melaksanakan sistem pengelolaan dan pengawasan yang terintegrasi atas seluruh kegiatan di sektor keuangan;

#### I. LEGAL FOUNDATION

The background of forming the Nomination and Remuneration Committee is based on:

- A. Regulation of the Financial Services Authority No.33/POJK.04/2014 dated December 8, 2014 regarding the Board of Directors and Board of Commissioners of the Issuer or Public Companies (“**POJK No.33/2014**”); and
- B. Regulation of the Financial Services Authority No.34/POJK.04/2014, dated December 8, 2014 regarding the Nomination and Remuneration Committee of the Issuer or Public Companies (“**POJK No.34/2014**”)

#### II. DEFINITION

- a. **Board of Commissioners** means an organ of the Company that supervises the Board of Directors in general and/or specifically pursuant to the Articles of Association of the Company, and also provides advice to the Board of Directors;
- b. **Board of Directors** means an organ of the Company that has the full authority and responsibility for the management of the Company in order to enable the Company to fulfill its purpose and objectives, as well as represent the Company or public company both in and out of the court pursuant to the Article of Association of the Company;
- c. **Independent Commissioner** means a member of the Board of Commissioners from outside the Company and fulfills the independence requirements under POJK No.33/2014;
- d. **Financial Service Authority Otoritas Jasa Keuangan/ “OJK”** means a government institution which is established based on the Law No. 21 year of 2011 regarding the Financial Services Authority, with the function to implement integrated management and supervision systems for all activities in the financial sector;

- e. **Remunerasi** berarti total imbalan yang ditentukan dan diberikan kepada Direksi, Dewan Komisaris berdasarkan posisi dan peran mereka masing-masing sesuai dengan tugas-tugas, tanggung jawab-tanggung jawab dan kewenangan-kewenangan mereka;
- f. **Nominasi** berarti diusulkannya seseorang untuk diangkat sebagai anggota Direksi, Dewan Komisaris;
- g. **Para Pemegang Saham** berarti seluruh pemegang saham Perusahaan;
- h. **Perusahaan** berarti PT GoTo Gojek Tokopedia Tbk;
- i. **RUPS** berarti Rapat Umum Pemegang Saham;
- j. **Situs Web** berarti sebuah set halaman web yang memuat informasi atau data yang dapat diakses melalui sebuah sistem koneksi internet.

### III. VISI DAN MISI

Komite Nominasi dan Remunerasi didirikan untuk membantu Dewan Komisaris untuk secara efektif melaksanakan fungsi pengawasan atas proses nominasi dan remunerasi dalam Perusahaan sehingga fungsi Dewan Komisaris dapat lebih obyektif, efektif dan efisien.

### IV. KOMPOSISI, STRUKTUR, KEANGGOTAAN DAN MASA JABATAN

- a. Komite Nominasi dan Remunerasi dibentuk dan didirikan oleh Dewan Komisaris dan bertanggung jawab kepada Dewan Komisaris.
- b. Komite Nominasi dan Remunerasi harus terdiri dari, sekurang-kurangnya, 3 (tiga) anggota, yaitu (i) seorang Komisaris Independen dari Perusahaan, dan (ii) anggota-anggota Dewan Komisaris lainnya, pihak-pihak independen dari luar Perusahaan, atau seorang personil dari divisi sumber daya manusia Perusahaan yang memiliki posisi manajerial di bawah Direksi.

- e. **Remuneration** means the total reward determined and given to the Board of Directors and Board of Commissioners based on their respective position and roles in accordance with their duties, responsibilities and authorities;
- f. **Nomination** means the proposal of a person to be appointed as a member of the Board of Directors or the Board of Commissioners;
- g. **Shareholders** means the shareholders of the Company;
- h. **Company** means PT GoTo Gojek Tokopedia Tbk;
- i. **GMS** means General Meeting of Shareholders;
- j. **Website** means a set of web pages containing information or data which can be accessed through an internet connection system.

### III. VISION AND MISSION

The Nomination and Remuneration Committee is established to assist the Board of Commissioners to effectively implement a supervisory function over the nomination and remuneration process in the Company so that the Board of Commissioners function can be more objective, effective, and efficient.

### IV. COMPOSITION, STRUCTURE, MEMBERSHIP AND TERMS OF OFFICE

- a. The Nomination and Remuneration Committee is formed and established by the Board of Commissioners and is responsible to the Board of Commissioners.
- b. The Nomination and Remuneration Committee must consist of, at least, 3 (three) members, namely (i) an Independent Commissioner of the Company, and (ii) any other member of the Board of Commissioners, an independent party from outside of the Company, or an employee from the human resources division of the Company who has a managerial position under the Board of Directors.

- c. Seorang Komisaris Independen juga harus bertindak sebagai Ketua dari Komite Nominasi dan Remunerasi.
- d. Anggota-anggota Komite Nominasi dan Remunerasi ditunjuk dan diberhentikan oleh Dewan Komisaris.
- e. Masa jabatan anggota Komite Nominasi dan Remunerasi tidak dapat melebihi masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perusahaan dan anggota hanya dapat diangkat kembali untuk 1 (satu) periode.

**V. PERSYARATAN KEANGGOTAAN KOMITE NOMINASI DAN REMUNERASI**

- a. Persyaratan Komite Nominasi dan Remunerasi adalah sebagai berikut:
  - 1. Memiliki integritas tinggi, kemampuan, pengetahuan dan pengalaman dengan pendidikan yang memadai, dan kemampuan untuk berkomunikasi secara efektif;
  - 2. Anggota Komite Nominasi dan Remunerasi dari pihak-pihak independen dari luar Perusahaan,
    - i. tidak memiliki hubungan afiliasi dengan anggota Dewan Komisaris, anggota Direksi atau pemegang saham utama Perusahaan;
    - ii. harus memiliki pengalaman yang terkait dengan nominasi dan/atau remunerasi; dan
    - iii. tidak dapat menjabat posisi apa pun sebagai anggota komite lain dalam Perusahaan.
- b. Keanggotaan Komite Nominasi dan Remunerasi akan berakhir apabila anggota yang relevan:

- c. an Independent Commissioner must also act as the Chairman of the Nomination and Remuneration Committee.
- d. Members of the Nomination and Remuneration Committee shall be appointed and dismissed by the Board of Commissioners.
- e. The tenure of a Nomination and Remuneration Committee member shall be no longer than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association and a member may only be re-elected for 1 (one) term.

**V. NOMINATION AND REMUNERATION COMMITTEE MEMBERSHIP REQUIREMENTS**

- a. The requirements of the Nomination and Remuneration Committee are as follows:
  - 1. Have high integrity, capability, knowledge and experience with adequate education, and the ability to communicate effectively;
  - 2. A member of the Nomination and Remuneration Committee from an independent entity outside of the Company, must fulfill the following criteria:
    - i. does not have any affiliation or relationship with any members of the Board of Commissioners, members of the Board of Directors or the principal shareholders of the Company;
    - ii. must have experience related to nomination and/or remuneration; and
    - iii. must not hold any position as a member of another committee in the Company.
- b. Membership of the Nomination and Remuneration Committee will terminate, if the relevant member:

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| <ol style="list-style-type: none"> <li>1. telah berakhir masa jabatannya;</li> <li>2. meninggal dunia;</li> <li>3. telah mengundurkan diri dari posisinya;</li> <li>4. tidak lagi memenuhi persyaratan; atau</li> <li>5. diberhentikan oleh Dewan Komisaris.</li> </ol> | <ol style="list-style-type: none"> <li>1. Upon the expiry of the member's tenure;</li> <li>2. Upon the death of a member;</li> <li>3. If a member resigns from his/her position;</li> <li>4. If a member no longer meets requirements; or</li> <li>5. Upon dismissal by the Board of Commissioners</li> </ol> |
| <p>c. Anggota Komite Nominasi dan Remunerasi dapat mengundurkan diri dengan memberikan pemberitahuan tertulis kepada Dewan Komisaris setidaknya 30 (tiga puluh) hari sebelum tanggal efektif pengunduran diri.</p>  | <p>c. The Nomination and Remuneration Committee members may resign by giving written notification to the Board of Commissioners at least 30 (thirty) days prior to the effective date of resignation.</p>   |
| <p>d. 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.</p>                        | <p>d. The replacement of the members of the Nomination and Remuneration Committee who are not a member of the Board of Commissioners must be carried out no later than 60 (sixty) days since the members of the Nomination and Remuneration Committee can no longer carry out their functions.</p>            |

## **VI. FUNGSI DAN TANGGUNG JAWAB**

### **a. Fungsi Nominasi**

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai (i) susunan Direksi dan Dewan Komisaris; (ii) kebijakan, kriteria dan proses untuk proses pengangkatan anggota-anggota Direksi dan Dewan Komisaris; (iii) kebijakan tentang evaluasi kinerja dari anggota-anggota Direksi dan Dewan Komisaris.
2. Membantu Dewan Komisaris dalam melakukan penilaian atas kinerja dari anggota-anggota Direksi dan Dewan Komisaris berdasarkan indikator kinerja yang telah disepakati;

## **VI. FUNCTION AND RESPONSIBILITIES**

### **a. Nomination Function**

1. Providing recommendations to the Board of Commissioners on (i) the composition of the Board of Directors and Board of Commissioners; (ii) the policy, criteria, and process for the nomination and process of the members of the Board of Directors and Board of Commissioners; (iii) the policy on performance evaluation for the members of the Board of Directors and Board of Commissioners.
2. Assisting the Board of Commissioners in performing assessments on the performance of the members of the Board of Directors and Board of Commissioners based on the agreed performance index;

3. Memberikan rekomendasi kepada Dewan Komisaris tentang program pengembangan untuk Direksi dan Dewan Komisaris;
4. Mengidentifikasi dan mengusulkan calon-calon untuk anggota Direksi dan Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS untuk pengangkatan.

**b. Fungsi Remunerasi**

1. Memberikan rekomendasi kepada Dewan Komisaris tentang (i) struktur remunerasi untuk Direksi dan Dewan Komisaris; (ii) kebijakan remunerasi untuk Direksi dan Dewan Komisaris; (iii) jumlah remunerasi untuk Direksi dan Dewan Komisaris.
2. Membantu Dewan Komisaris dalam mengevaluasi remunerasi yang diterima oleh masing-masing anggota Direksi dan Dewan Komisaris berdasarkan pencapaian individual, perlakuan adil serta target dan strategi jangka panjang Perusahaan.
3. Mengusulkan jumlah remunerasi untuk anggota-anggota Direksi dan Dewan Komisaris untuk disetujui oleh RUPS. Berdasarkan Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana diubah dengan Undang-Undang No. 11 Tahun 2020 tentang Cipta Kerja, jumlah remunerasi Dewan Komisaris harus ditentukan oleh RUPS, sedangkan penentuan jumlah remunerasi Direksi dapat dilimpahkan oleh RUPS kepada Dewan Komisaris.

3. Providing recommendations to the Board of Commissioners on the development program for the Board of Directors and the Board of Commissioners;
4. Identifying and proposing candidates for members of the Board of Directors and Board of Commissioners to the Board of Commissioners to be conveyed to the GMS for appointment.

**b. Remuneration Function**

1. Providing recommendations to the Board of Commissioners on (i) the structure for the Board of Directors and Board of Commissioners remuneration package; (ii) remuneration policy for the Board of Directors and Board of Commissioners; (iii) remuneration amount for the Board of Directors and Board of Commissioners.
2. Assisting the Board of Commissioners with evaluating the remuneration received by each member of the Board of Directors and Board of Commissioners based on individual achievement and the Company's long term target and strategy.
3. Proposing the remuneration amount for members of the Board of Directors and the Board of Commissioners to be approved by the GMS. Under the Law No. 40 of 2007 on Limited Liability Company as amended with Law No. 11 of 2020 on Job Creation Law, the remuneration amount of the Board of Commissioners must be determined by the GMS, while the determination of the remuneration amount of the Board of Directors can be delegated by GMS to the Board of Commissioners.

## **VII. IMPLEMENTASI TUGAS-TUGAS**

- a. Dalam menjalankan tugas-tugasnya, Komite Nominasi dan Remunerasi harus bertindak secara independen.
- b. Setiap anggota Komite Nominasi dan Remunerasi dilarang untuk mengambil keuntungan pribadi, baik secara langsung atau tidak langsung.
- c. Membuat program kerja tahunan dan melapor kepada Dewan Komisaris.
- d. Dalam menjalankan tugas-tugasnya, Komite Nominasi dan Remunerasi harus mematuhi undang-undang dan peraturan-peraturan yang berlaku untuk menghindari sanksi-sanksi oleh pihak yang berwenang.
- e. Para anggota Komite Nominasi dan Remunerasi harus menjaga kerahasiaan seluruh dokumen, data dan informasi milik Perusahaan, baik dari dan kepada pihak-pihak internal dan eksternal, dan hanya menggunakannya untuk keperluan dinas resmi.

## **VIII. RAPAT KOMITE NOMINASI DAN REMUNERASI**

- a. Komite Nominasi dan Remunerasi harus menyelenggarakan rapat secara rutin setidaknya 3 (tiga) kali dalam setahun.
- b. Pemberitahuan penyelenggaraan rapat Komite Nominasi dan Remunerasi harus disampaikan setidaknya 3 (tiga) hari sebelum rapat diadakan, kecuali untuk rapat-rapat yang telah dijadwalkan sejak rapat sebelumnya.
- c. Pemberitahuan rapat Komite Nominasi dan Remunerasi dapat dibuat secara langsung atau dengan menggunakan surat, surel, faksimili, atau telepon.
- d. Rapat-rapat Komite Nominasi dan Remunerasi dapat diselenggarakan melalui rapat-rapat secara fisik atau melalui konferensi video/telepon.

## **VIII. DUTIES IMPLEMENTATION**

- a. In performing its duties, the Nomination and Remuneration Committee must act independently.
- b. Each member of the Nomination and Remuneration Committee is strictly prohibited to receive personal benefit, either directly or indirectly.
- c. Create an annual working program and report to the Board of Commissioners.
- d. In performing its duties, the Nomination and Remuneration Committee must comply with the laws and regulations that apply to avoid sanctions by the authorized party.
- e. Members of the Remuneration and Nomination Committee must maintain confidentiality of all documents, data and information of the Company, both from and to internal and external parties, and only use it for the purpose of official duty.

## **VIII. NOMINATION AND REMUNERATION COMMITTEE MEETINGS**

- a. The Nomination and Remuneration Committee must hold regular meetings at least 3 (three) times per year.
- b. Notice for convening a meeting of the Nomination and Remuneration Committee must be submitted at least 3 (three) days before the meeting is held, except for meetings that have been scheduled since the previous meeting.
- c. The Nomination and Remuneration Committee meeting notification can be made directly or by using postal mail, e-mail, facsimile, or telephone.
- d. The Nomination and Remuneration Committee meetings could be implemented through physical meetings or by video/teleconference.

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| <p>e. Rapat Komite Nominasi dan Remunerasi akan dipimpin oleh Ketua Komite Nominasi dan Remunerasi. Apabila Ketua berhalangan hadir, rapat dapat dipimpin oleh anggota- anggota lain dari Komite Nominasi dan Remunerasi yang diangkat di dalam rapat.</p> <p>f. Rapat Komite Nominasi dan Remunerasi hanya dapat diadakan apabila dihadiri oleh lebih dari 1/2 (setengah) jumlah anggota Komit Nominasi dan Remunerasi.</p> <p>g. Keputusan-keputusan dari rapat-rapat Komite Nominasi dan Remunerasi diambil berdasarkan musyawarah dan kesepakatan, dan apabila tidak tercapai kesepakatan, keputusan-keputusan harus disetujui oleh lebih dari 1/2 (setengah) dari jumlah anggota Komite Nominasi dan Remunerasi yang menghadiri rapat-rapat tersebut.</p> <p>h. Setiap rapat Komite Nominasi dan Remunerasi harus direkam dalam berita acara rapat, termasuk apabila terdapat perbedaan pendapat, dan berita acara rapat tersebut harus ditandatangani oleh seluruh anggota Komite Nominasi dan Remunerasi yang hadir di dalam rapat dan disampaikan secara tertulis kepada Dewan Komisaris.</p> | <p>e. The Nomination and Remuneration Committee meeting will be chaired by the Chairman of the Nomination and Remuneration Committee. If the Chairman is unable to attend, the meeting can be led by other members of the Nomination and Remuneration Committee who are appointed at the meeting.</p> <p>f. The Nomination and Remuneration Committee meetings can only be held if attended by more than ½ (one half) the number of members of the Nomination and Remuneration Committee.</p> <p>g. The Nomination and Remuneration Committee meetings' resolutions are taken based on consultation and consensus, and if such consensus cannot be reached, the resolutions shall be approved by more than ½ (one half) the number of members of the Nomination and Remuneration Committee attending such meetings.</p> <p>h. Each meeting of the Nomination and Remuneration Committee shall be recorded in the minutes of the meeting, including if there is a dissenting opinion, and such minutes of the meeting must be signed by all members of the Nomination and Remuneration Committee that were present in the meeting and submitted in writing to the Board of Commissioners.</p> |
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**IX. PELAPORAN**

- a. Komite Nominasi dan Remunerasi harus melapor ke Dewan Komisaris.
- b. Laporan Komite Nominasi dan Remunerasi harus menjadi bagian dari laporan Dewan Komisaris yang akan disertakan dalam Laporan Tahunan Perusahaan yang akan disampaikan kepada dan disetujui dalam RUPS.

**IX. REPORTING**

- a. The Nomination and Remuneration Committee must report to the Board of Commissioners.
- b. The Nomination and Remuneration Committee's report must be part of the Board of Commissioners' report to be included in the Company's Annual Report which will be conveyed to and approved in the GMS.

## **X. PENUTUP**

- a. Piagam Komite Nominasi dan Remunerasi ini berlaku efektif sejak tanggal ditetapkan.
- b. Piagam Komite Nominasi dan Remunerasi ini harus diumumkan di Situs Web milik Perusahaan.
- c. Piagam Komite Nominasi dan Remunerasi ini dapat dikaji secara berkala atau diperbarui ketika dianggap perlu untuk pertimbangan yang lebih halus atas ketentuan-ketentuan dan peraturan-peraturan yang berlaku yang disetujui oleh Dewan Komisaris Perusahaan.

## **X. CLOSING**

- a. This Nomination and Remuneration Committee charter is effective from the date of enactment.
- b. This Nomination and Remuneration Committee charter shall be published in the Company's Website.
- c. This Nomination and Remuneration Committee charter may be reviewed periodically or updated when deemed necessary for a more refined consideration of the applicable provisions and regulations which are approved by the Board of Commissioners of the Company.