



PT HARTADINATA ABADI, Tbk  
• JEWELLERY MANUFACTURER •

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# NOMINATION AND REMUNERATION COMMITTEE CHARTER

No. 02/KOM/HRTA/PKNDR/VI/2022

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Guidelines for Determining Nomination and Remuneration  
for the Board of Commissioners and Board of Directors  
Compliant with Good Corporate Governance

PT HARTADINATA ABADI, Tbk

PT. HARTADINATA ABADI, Tbk.

Jl. Kopo Sayati No.165, Bandung 40228 INDONESIA • Tel. +6222-5405201 • Email corsec@hartadinataabadi.co.id

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**I. Basis for the Establishment of the Nomination and Remuneration Committee**

- A. Company's Articles of Association.
- B. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.
- C. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.
- D. This Internal Audit Charter is a formal document that acknowledges the existence and commitment of the management of PT Hartadinata Abadi Tbk. ("the Company") to the functions of the Nomination and Remuneration Committee. This Charter is used as the basis for the existence and implementation of the supervisory duties of the Nomination and Remuneration Committee and to be known by workers and other related parties, so that mutual understanding and good cooperation can be achieved in realizing the Company's vision and mission.

**II. Purpose of Establishment of Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was established with the aim of assisting the supervision of the Board of Commissioners, providing limits on the duties, responsibilities and authorities of Committee Members, and implementing provisions related to the principles of Good Corporate Governance as determined by the Financial Services Authority (OJK).

**III. Structure and Position of the Nomination and Remuneration Committee**

- A. Committee members shall consist of at least 3 (three) members, namely:
  - 1. The Chairman of the Committee shall concurrently be a Member who is an Independent Commissioner and must meet the following requirements:
    - a. Does not own shares either directly or indirectly in the Company.
    - b. Does not have a business relationship either directly or indirectly related to the Company's business activities.
    - c. Not a person who works or has the authority and responsibility to plan, lead, control or supervise this Company within 6 (six) months before being appointed by the Board of Commissioners.
    - d. Does not have blood family relations up to the 3rd degree, either according to straight line or sideways or relationships arising from marriage with other Members of the Board of Commissioners or with Members of the Board of Directors.
  - 2. Other Committee members may come from:
    - a. Member of the Board of Commissioners.
    - b. Parties from outside the Company.

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- c. Parties who occupy managerial positions under the Board of Directors in charge of Human Resources.
  - B. Other Committee members as referred to in number 1 letter b above most cannot come from parties occupying managerial positions under the Board of Directors in charge of Human Resources.
  - C. Members of the Board of Directors of the Company cannot be Committee Members.
- IV. Term of Office of the Nomination and Remuneration Committee**
- A. Each Committee Member is appointed and dismissed based on the resolution of the Board of Commissioners meeting.
  - B. The term of office of each Committee Member shall not be longer than the term of office of the Board of Commissioners as stipulated in the Articles of Association, which is 3 (three) years from the date of appointment and ends until the closing of the 3rd Annual General Meeting of Shareholders of the Company after the date of his appointment.
  - C. Each Committee Member may be re-elected only for the next 1 (one) term.
  - D. Committee membership may end at any time before the term of office ends in accordance with the Decision of the Board of Commissioners.
  - E. Replacement of Committee Members who are not from the Board of Commissioners shall be carried out no later than 60 (sixty) days since the said Committee Member can no longer carry out his functions.
  - F. The Company is required to document the decision of appointment and dismissal of Committee Members.
- V. Nomination and Remuneration Committee Requirements**
- A. Members of the Nomination and Remuneration Committee must have the following requirements:
    - 1. Have high integrity, ability, knowledge and adequate work experience in the task area of the Nomination and Remuneration Committee.
    - 2. Do not have personal interests/relationships that can cause negative impacts and conflicts of interest on the company.
    - 3. Can provide sufficient time to complete the task
    - 4. Able to cooperate and communicate well and effectively.
  - B. In addition to the requirements as mentioned in point a mentioned above, members of the Nomination and Remuneration Committee from independent parties must meet the following requirements:
    - 1. Does not have financial, management, shareholding and/or family relationships with the Board of Commissioners, Board of Directors and/or Shareholders in accordance with applicable regulations, and which may affect his ability to act independently.

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2. Not an owner, management or employee of a company, entity or institution that provides services to the Company or has a business relationship with the Company.
- C. Executive officers in charge of human resources must have knowledge of the remuneration and/or nomination system.

#### **VI. Duties and Responsibilities of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has the following duties and responsibilities:

- A. Evaluate and compile and provide recommendations to the Board of Commissioners regarding the system/policy of remuneration and nomination for Commissioners, Board of Directors, executive officers as a whole.
- B. Provide recommendations to the relevant Board of Commissioners:
  1. Composition and nomination process for members of the Board of Directors and/or Board of Commissioners.
  2. Policies and criteria required in the nomination process.
  3. Performance evaluation policy for members of the Board of Directors and/or Board of Commissioners.
- C. Assist the Board of Commissioners in evaluating the performance of the Board of Directors and/or the Board of Commissioners.
- D. Provide recommendations to the Board of Commissioners regarding capacity building programs for members of the Board of Directors and / or Members of the Board of Commissioners.
- E. Conduct a review and provide proposals for qualified candidates to be submitted to the GMS.
- F. Provide recommendations to the Board of Commissioners regarding:
  1. Remuneration Structure for members of the Board of Directors and Board of Commissioners.
  2. Remuneration Policy for members of the Board of Directors and Board of Commissioners.
  3. Remuneration for members of the Board of Directors and Board of Commissioners.
- G. Assist the Board of Commissioners in conducting performance appraisals.

#### **VII. Authority of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has the authority to: access records or information about funds, assets, and other resources belonging to the company related to the performance of its duties.

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**VIII. Code of Ethics of the Nomination and Remuneration Committee**

- A. Committee Members who are still or who are no longer serving as Committee Members, must maintain the confidentiality of documents, data and company information obtained while serving as Committee Members, both from internal and external parties and only used for the purposes of carrying out their duties.
- B. Committee members are prohibited from misusing important information related to the interests of the Company for personal gain.
- C. Committee members in carrying out their duties and responsibilities must comply with the Company's Code of Ethics and are prohibited from taking personal benefits either directly or indirectly from the Company's activities other than honorarium and other facilities and benefits.

**IX. Accountability of the Nomination and Remuneration Committee**

- A. The Committee submits reports on the implementation of duties, responsibilities and procedures to the Board of Commissioners periodically at least 1 (one) time a year or at the request of the Board of Commissioners.
- B. The Committee report is part of the report on the implementation of the duties of the Board of Commissioners and submitted at the General Meeting of Shareholders.
- C. The implementation of the functions of the Committee shall be disclosed in the annual report and the Company's website shall at least contain:
  - 1. A statement that the Company has a Nomination and Remuneration Committee Charter.
  - 2. A brief description of the implementation of the duties and responsibilities of the Committee in the financial year.

**X. Prohibitions**

- A. Committee members are prohibited from taking personal advantage either directly or indirectly from the Company other than legitimate income.
- B. Members of the Board of Commissioners who become Chairman or Committee Members are not given additional income other than income as Members of the Board of Commissioners.

**XI. Concluding**

- a. This Nomination and Remuneration Committee Charter shall be effective from the date of its establishment.

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- b. This Nomination and Remuneration Committee Charter may be reviewed periodically and updated if deemed necessary to be further refined while taking into account the applicable laws and regulations approved by the Board of Directors and the Board of Commissioners of the Company.

Approved and stipulated in : Bandung  
Date : June 24, 2022

**Board of Commissioners**

**Ferriyady Hartadinata**  
President Commissioner

**Fendy Wijaya**  
Commissioner

**Drs. Suprihadi Usman**  
Independent Commissioner

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