PT TRIPUTRA AGRO PERSADA TBK

PEDOMAN KOMITE NOMINASI DAN REMUNERASI	GUIDELINES FOR THE NOMINATION AND REMUNERATION COMMITTEE
Dasar Hukum • Undang-undang Nomor 40 Tahun 2007 Tentang Perseroan Terbatas; • Undang-undang Nomor 8 Tahun 1995 Tentang Pasar Modal; • Peraturan Otoritas Jasa Keuangan (OJK) No.34/POJK.04/2014 Tentang Kkomite Nominasi dan Remunerasi Emiten atau Perusahaan Publik; • Anggaran Dasar Perseroan.	**Legal Basis** • Law Number 40 Year 2007 Concerning Limited Liability Company; • Law Number 8 Year 1995 Concerning Capital Market; • Regulation of Financial Services Authority (FSA) No.34/POJK.04/2014 Concerning the Nomination and Remuneration Committee of Issuers or Public Corporations; • The Company's Articles of Association.
Dasar Pembentukan • Surat Keputusan Dewan Komisaris No. 032/TAP/S-COM-HO/ XII/20 tanggal 11 Desember 2020 tentang Pembentukan Komite Nominasi dan Remunerasi PT Triputra Agro Persada Tbk. • Pedoman Komite Nominasi dan Remunerasi Perseroan ditetapkan Dewan Komisaris Perseroan berdasarkan Surat Keputusan Dewan Komisaris PT Triputra Agro Persada Tbk No. 033/TAP/SCOM-HO/XII/20 tanggal 11 Desember 2020 tentang Pembentukan Pedoman Komite Nominasi dan Remunerasi PT Triputra Agro Persada Tbk.	**Basis for Establishment** • Decree of the Board of Commissioners No. 032/TAP/S-COM-HO/ XII/20 dated December 11, 2020 concerning the Establishment of the Nomination and Remuneration Committee of PT Triputra Agro Persada Tbk. • Guidelines of the Nomination and Remuneration Committee of the Company stipulated by the Board of Commissioners of PT Triputra Agro Persada Tbk No. 033/TAP/SCOM-HO/XII/20 dated December 11, 2020 Concerning the Establishment of Guidelines for the Nomination and Remuneration Committee of PT Triputra Agro Persada Tbk.
Komite Nominasi dan Remunerasi 1. Komite Nominasi dan Remunerasi dalam melaksanakan tugasnya bertanggung jawab kepada Dewan Komisaris Perseroan.	**Nomination and Remuneration Committee** 1. In implementing its duties, the Nomination and Remuneration Committee shall be responsible to the Company's Board of

2. Komite Nominasi dan Remunerasi bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya.

Komposisi dan Struktur Keanggotaan

1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota dengan ketentuan:
   a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen; dan
   b. Anggota lainnya yang dapat berasal dari anggota Dewan Komisaris, luar Perseroan, atau jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.
2. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat:
   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.

Commissioners.

2. In implementing its duties and responsibilities, the Nomination and Implementation Committee shall act independently.

Composition and Structure of Membership

1. The Nomination and Remuneration Committee shall consist of not less than 3 (three) members as follows:
   a. 1 (one) chairperson concurrently acting as member, who is an Independent Commissioner; and
   b. Other members from members of the Board of Commissioners, from outside the Company, or managerial level officers under the Directors in charge of human capital.
2. Nomination and Remuneration Committee members from outside the Company must meet the following requirements:
   a. They should not have Affiliate relation with the Company, members of Directors, members of the Board of Commissioners, or the Company's Major Shareholder.
   b. They should possess experience related to Nomination and/or Remuneration; and
   c. They should not act concurrently as member of another committee of the Company.
3. Nomination and Remuneration Committee Members shall be appointed and dismissed based on decision of the Board of Commissioners.

Masa Jabatan

Anggota Komite Nominasi dan Remunerasi diangkat mengikuti masa jabatan Dewan Komisaris yaitu 5 (lima) tahun terhitung sejak tanggal pengangkatannya, dengan tidak menutup kemungkinan dilakukan pergantian sewaktu-waktu berdasarkan keputusan Dewan Komisaris.

Term of Tenure

Members of the Nomination and Remuneration Committee shall be appointed in line with the tenure of the Board of Commissioners in 5 (five) years as from the date of their appointment, with the possibility of replacement from being made based on the decision of the Board of Commissioners.

Tugas dan Tanggung Jawab

Dalam menjalankan fungsinya, Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab antara lain sebagai berikut:

a. 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;

Duties and Responsibilities

In implementing its functions, the Nomination and Remuneration Committee shall have the following duties and responsibilities, among other things:

1. Related to the Nomination function:
   a. Provide recommendations to the Board of Commissioners about the following:
      1) Compositions of office of members of the Directors and/or members of the Board of Commissioners;
      2) Policy criteria required in the Nomination process; and
      3) Policy concerning evaluation criteria for members of Directors and/or members of the Board of Commissioners;
   b. Assist the Board of Commissioners in evaluating the performance of members of Directors and/or members of the Board of Commissioners based on the benchmarks formulated as a basis for evaluation;
   c. Provide recommendations to the Board of Commissioners concerning programs for the enhancement of capacity of members of Directors and/or members of the Board of

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.

b. 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.

3. Komite wajib bertindak independen dalam melaksanakan tugasnya.

Commissioners; and

d. Provide proposed nomination of eligible candidates as members of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders.

2. Related to the Remuneration function:
   a. Provide recommendations to the Board of Commissioners about:
      1) Remuneration structure;
      2) Remuneration policy; and
      3) The amount of remuneration;
   b. Assist the Board of Directors in implementing performance assessment in view of the compatibility of remuneration received by each member of Directors and/or member of the Board of Commissioners.

3. The Committee shall be obligated to act independently in performing its duties.

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;

Working Method and Procedure

In the implementation of its tasks, responsibilities and authorities, the Nomination and Remuneration Committee shall:

1. In implementing its functions, the Nomination and Remuneration Committee shall be obligated to follow the following procedure:
   a. Formulate the composition and nomination process of members of Directors and/or members of the Board of Commissioners;
   b. Formulate the policy and criteria required in the nomination process of candidate members of Directors and/or members of the Board of Commissioners;

c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;	c. Assist in the implementation of evaluation of the performance of members of Directors and/or members of the Board of Commissioners;
d. Menyusun program pengembangan untuk meningkatkan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan	d. Formulate development program to enhance the capacity of members of the Directors and/or members of the Board of Commissioners; and
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.	e. Analyze and propose eligible candidates as members of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders.
2. Dalam melaksanakan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:	2. In implementing its Remuneration function, the Nomination and Remuneration Committee shall be obligated to follow the following procedures:
a. Menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;	a. Formulate the remuneration structure for members of Directors and/or members of the Board of Commissioners;
b. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan	b. Formulate the remuneration policy for members of Directors and/or members of the Board of Commissioners;
c. Menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.	c. Formulate the amount of remuneration for members of Directors and/or members of the Board of Commissioners.
3. Penyusunan struktur, kebijakan dan besaran remunerasi harus memperhatikan:	3. In formulating the structure, policy and amount of remuneration, the following must be taken into account:
a. Remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha perusahaan sejenis dan skala usaha dari Perseroan dalam industrinya;	a. The remuneration applicable in the industry in accordance with the business activities of companies of similar type and scope to those of the Company in the industry concerned;
b. Tugas, tanggung jawab, dan	b. The duties, responsibilities and

wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;	authorities of members of Directors and/or members of the Board of Commissioners relevant to the achievement of the Company's objectives and performance;
c. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan	c. The performance target or the performance of each member of Directors and/or member of the Board of Commissioners; and
d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variable.	d. Balancing between fixed and variable allowances.
4. Struktur, kebijakan dan besaran remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.	4. The structure, policy and amount of remuneration must be evaluated by the Nomination and Remuneration Committee at least 1 (once) in every 1 (one) year.
5. Komite Nominasi dan Remunerasi berwenang untuk:	5. The Nomination and Remuneration Committee shall be have the authority for the following:
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	a. With the knowledge of the Board of Commissioners, communicate directly with the Directors, work unit or other parties related to the application of the nomination and remuneration system in the Company; and
b. Melalui Dewan Komisaris, meminta Direksi agar melakukan upaya-upaya yang optimal dalam penerapan sistem nominasi dan remunerasi di Perseroan.	b. Through the Board of Commissioners, request the Directors to make optimal endeavors in the application of the nomination and remuneration system in the Company.
6. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.	6. Every member of the Nomination and Remuneration Committee shall be prohibited from taking personal advantage either directly or indirectly from the Company's activities other than legitimate income.
7. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain	7. Members of the Board of Commissioners acting as the Chairperson or member of the Nomination and Remuneration Committee shall not be granted additional income in

penghasilan sebagai anggota Dewan Komisaris.	addition to their income as members of the Board of Commissioners.
Kebijakan Penyelenggaraan Rapat	**Policy for Convening Meetings**
1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.	1. Meeting of the Nomination and Remuneration Committee shall be held at least 1 (once) in every 4 (four) months.
2. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh lebih dari ½ (satu per dua) dari jumlah anggota Komite Nominasi dan Remunerasi dengan ketentuan Ketua Komite Nominasi dan Remunerasi hadir dalam Rapat Komite Nominasi dan Remunerasi tersebut.	2. A Meeting of the Nomination and Remuneration Committee can only be held if attended by more than ½ (one half) of the total members of the Nomination and Remuneration Committee provided that the Chairperson of the Nomination and Remuneration Committee attends such Meeting of the Nomination and Remuneration Committee.
3. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat, dan apabila tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh lebih dari ½ (satu per dua) jumlah anggota Komite Nominasi dan Remunerasi yang hadir.	3. Decisions of the Nomination and Remuneration Committee shall be made based on deliberation for consensus, and if it is not reached, the decision shall be deemed valid if agreed by more than ½ (one half) of the total attending members of the Nomination and Remuneration Committee.
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil oleh Ketua Komite Nominasi dan Remunerasi.	4. In the event of a tie in the decision making by voting, the Chairperson of the Nomination and Remuneration Committee shall decide.
5. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.	5. Dissenting opinions in the decision making process must be set out in the minutes of the meeting along with the reason for such dissenting opinions.
Sistem Pelaporan Kegiatan	**The Mechanism of the Reporting System**
1. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dijalankan kepada	1. The Nomination and Remuneration Committee shall report the implementation of its duties, responsibilities and the nomination and remuneration procedure to

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 Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.	the Board of Commissioners. 2. The report on the implementation of duties, responsibilities and nomination and remuneration procedure submitted by the Nomination and Remuneration Committee shall constitute a part of the report on the performance of duties of the Board of Commissioners and it shall be conveyed in the General Meeting of Shareholders.
Tata Cara Penggantian Anggota 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 menjalankan fungsinya.	**Procedure for the Replacement of Members** The replacement of members of the Nomination and Remuneration Committee who do not come from the Board of Commissioners shall be made by no later than 60 (sixty) days as from the time at which such member of the Nomination and Remuneration Committee is no longer able to implement his/her functions.
Penutup 1. Pedoman ini berlaku efektif sejak tanggal 11 Desember 2020; 2. Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan.	**Closing** 1. These Guidelines shall become effective as from December 11, 2020; 2. These Guidelines shall be subject to periodic evaluation for improvement.