

DECREE OF THE BOARD OF COMMISSIONERS
PT AMMAN MINERAL INTERNASIONAL (“COMPANY”)
No. 025/DIR-AWS/AMI/XII/2022
REGARDING

COMPANY NOMINATION AND REMUNERATION COMMITTEE GUIDELINES

THE COMPANY’S BOARD OF COMMISSIONERS

- Considering
- a. that based on the Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies (“OJK Regulation 34/2014”), Issuers or Public Companies must prepare guidelines for the nomination and remuneration committee;
 - b. The Nomination and Remuneration Committee (“**Committee**”) is a committee formed and responsible to the Board of Commissioners to assist the Board of Commissioners in carrying out their duties and responsibilities related to providing recommendations on nomination and remuneration from members of the Board of Commissioners, Directors, and members of Committees at the same level. The Board of Commissioners, as well as the remuneration framework for Executive Officers and employees as a whole, are in accordance with the principles of Good Corporate Governance;
- In view of
- a. Law Number: 40 of 2007 concerning Limited Liability Companies;
 - b. Law Number: 8 of 1995 concerning Capital Market;
 - c. Financial Services Authority Regulation Number: 34 of 2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies;

- d. The Articles of Association of the Company (as amended from time to time).

In regards of : Decree of the Board of Commissioners of Company No. 019/DIR-AWS/AMI/XII/2022 dated December 23, 2022, concerning the Establishment of the Company's Nomination and Remuneration Committee.

HAS DECIDED

THE ESTABLISHMENT OF THE COMPANY'S NOMINATION AND REMUNERATION COMMITTEE

CHARTER

1. DUTIES AND RESPONSIBILITIES

- 1.1. Duties and responsibilities of the Nomination and Remuneration Committee related to the Nomination function at least:
 - 1.1.1. provide recommendations to the Board of Commissioners regarding:
 - 1.1.1.1. position composition of members of the Board of Directors and/or members of the Board of Commissioners;
 - 1.1.1.2. policies and criteria needed in the nomination process; and
 - 1.1.1.3. performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners;
 - 1.1.2. assist the Board of Commissioners in evaluating the performance of members of the Board of Directors and/or members of the Board of Commissioners based on benchmarks that have been prepared as evaluation material;
 - 1.1.3. 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; and

- 1.1.4. submit proposals for candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the General Meeting of Shareholders.
- 1.2. Duties and responsibilities of the Nomination and Remuneration Committee related to the Remuneration function at least:
 - 1.2.1. provide recommendations to the Board of Commissioners regarding:
 - 1.2.1.1. Remuneration structure;
 - 1.2.1.2. policy on Remuneration; and
 - 1.2.1.3. amount of Remuneration.
 - 1.2.2. assist the Board of Commissioners in evaluating performance according to the Remuneration received by each member of the Board of Directors and/or members of the Board of Commissioners.

2. COMPOSITION AND STRUCTURE OF MEMBERSHIP

- 2.1. Committee members consist of at least 3 (three) members, with the following conditions:
 - 2.1.1 (one) chairman and member, who is an Independent Commissioner;
 - 2.1.2 other members who can come from:
 - 2.1.2.1. members of the Board of Commissioners;
 - 2.1.2.2. parties originating from outside the Company; or
 - 2.1.2.3. parties holding managerial positions under the Board of Directors in charge of human resources.
- 2.2. The Nomination and Remuneration Committee is chaired by an Independent Commissioner.
- 2.3. Committee members are appointed and dismissed by the Board of Commissioners based on the decision of the Board of Commissioners Meeting.
- 2.4. Members of the Nomination and Remuneration Committee who come from outside the Company must meet the following requirements:

- 2.4.1. does not have an obligation relationship with the Company, members of the Board of Directors and Board of Commissioners of the Company, or the main shareholder of the Company;
- 2.4.2. not a member of the Board of Directors of the Company;
- 2.4.3. have experience related to Nomination and Remuneration; and
- 2.4.4. did not hold a position as a member of the other committees owned by the Company.

3. WORKING METHODS AND PROCEDURES

- 3.1. In carrying out the Nomination function, the Committee must carry out the following procedures:
 - 3.1.1. compile the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners;
 - 3.1.2. formulate policies and criteria needed in the nomination process for candidates for members of the Board of Directors and/or members of the Board of Commissioners;
 - 3.1.3. assisting the evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners;
 - 3.1.4. compile capacity-building programs for members of the Board of Directors and/or members of the Board of Commissioners; and
 - 3.1.5. review and propose candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the General Meeting of Shareholders.
- 3.2. In carrying out the Remuneration function, the Committee is required to carry out the following procedures:
 - 3.2.1. compile a remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners which can be in the form of salary, honorarium, incentives, and/or fixed and/or variable allowances;

- 3.2.2. formulate policies on Remuneration for members of the Board of Directors and/or members of the Board of Commissioners; and
 - 3.2.3. compile the amount of Remuneration for members of the Board of Directors and/or members of the Board of Commissioners.
- 3.3. Formulation of the structure, policies, and amount of Remuneration as referred to in point 3.2. must pay attention to:
- 3.3.1. remuneration that applies to the industry in accordance with the business activities of similar companies and the business scale of the Company in its industry;
 - 3.3.2. the duties, responsibilities, and authorities of members of the Board of Directors and/or members of the Board of Commissioners are related to achieving the goals and performance of the Company;
 - 3.3.3. performance targets or the performance of each member of the Board of Directors and/or members of the Board of Commissioners; and
 - 3.3.4. allowance balance between fixed and variable.

4. IMPLEMENTATION OF MEETINGS

Based on the observance of the provisions in OJK Regulation 34/2014, the following are the procedures for holding the Nomination and Remuneration Committee meetings (“Meetings”):

- 4.1. Committee meetings are held according to the needs of the Company, at least 1 (one) time in 4 (four) months.
- 4.2. Committee meetings can only be held if:
 - 4.2.1. attended by a majority of the members of the Nomination and Remuneration Committee; and
 - 4.2.2. one of the majority members of the Committee is the Chair of the Nomination and Remuneration Committee.

- 4.3. The meeting is chaired by the Committee Chair and if the Committee Chair is unable to attend, the meeting is chaired by a senior Committee member appointed or approved at the Committee Meeting.
- 4.4. Decisions of the Committee Meetings are taken based on deliberation to reach a consensus and in the event that a decision by deliberation to reach a consensus is not reached, then the decision is made based on the majority of votes.
- 4.5. If a decision is made by voting with the same number of votes, the chairman of the meeting will decide.
- 4.6. Dissenting opinions on the decisions of the Committee Meeting must be clearly stated in the minutes of the meeting along with the reasons for these differences of opinion.
- 4.7. The results of the Committee Meeting must be recorded in the minutes of the meeting and properly documented.
- 4.8. The minutes of Committee Meetings and their recommendations must be signed by all members of the Committee who are present and must be submitted to the Board of Commissioners.

5. ACTIVITY REPORTING SYSTEM

- 5.1. The Chairman of the Committee submits a report on the activities of the Committee to the Board of Commissioners at the Board of Commissioners' Meeting with due observance of the provisions in OJK Regulation 34/2014.
- 5.2. Information regarding the implementation of functions related to Nomination and Remuneration must be disclosed in the:
 - 5.2.1 annual report; AND
 - 5.2.2 Company website
- 5.3. Information regarding the implementation of functions related to Nomination and Remuneration disclosed in the Company's annual report at least contains:
 - 5.3.1. a statement that the Company already has Committee guidelines; and

- 5.3.2. a brief description of the implementation of the duties and responsibilities of the Committee in the financial year.
- 5.4. The Company is required to disclose the implementation of functions related to the Committee on the Company's website, where the information includes at least the matters mentioned in point number 4.3 above.

6. TERM OF OFFICE AND REPLACEMENT PROCEDURE

- 6.1. The term of office of the Committee members may not be longer than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association and can be reappointed. The term of office of the Committee members who are appointed between the terms of office of the Board of Commissioners will end simultaneously with the end of the term of office of the said Board of Commissioners.
- 6.2. Committee membership can end at any time before the term of office ends in accordance with the Decision of the Board of Commissioners.
- 6.3. The replacement of Committee members who are not from the Board of Commissioners is carried out no later than 60 (sixty) days after the said Committee members can no longer carry out their functions.
- 6.4. The company is required to document the decisions of the Board of Commissioners regarding the appointment and dismissal of Committee members.

Thus, the Board of Commissioners establishes the Committee Charter as a guide for the implementation of tasks by the Committee. This Committee Charter will take effect at the time of its signing.

Stipulated in Jakarta,

On 23 December 2022

[SIGNED]

Name : Agoes Projosasmito

Position: Chief Commissioners

Date:

[SIGNED]

Name : M. Teguh Pamuji

Position: Commissioners

Date:

[SIGNED]

Name : Markus Permadi

Position: Independent Commissioner

Date :

[SIGNED]

Name : Teguh Boentoro

Position: Independent Commissioner

Date: