

PT RADIANT UTAMA INTERINSKO TBK




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NOMINATION & REMUNERATION  
COMMITTEE

# CHARTER

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 [www.radiant.co.id](http://www.radiant.co.id)

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# CHAPTER I

## ORGANIZATION

- Committee members are appointed based on a decision letter from the Board of Commissioners.
- Committee members consist of at least 3 (three) members, which include:
  - One Independent Commissioner;
  - One Commissioner; and
  - One Independent Party;
- The Committee is chaired by the Independent Commissioner, and members of the Board of Directors are prohibited from being committee members. In the event that the Committee members are set at more than 3 (three) people, the Independent Parties must number at least 2 (two) people.
- Independent Commissioner is a member of the Board of Commissioners who does not hold an executive position, ownership of shares, and/or family relations with other members of the Board of Commissioners, the Board of Directors, and/or controlling shareholders, or other relationships that may affect their ability to act independently.
- The Independent Party is an individual who has no affiliation with the Company and possesses expertise and experience in the fields of human resources capital, nomination, and/or remuneration.

## CHAPTER II

# MEMBERSHIP REQUIREMENTS

Possessing a high level of integrity, sufficient knowledge, skills, and experience in accordance with their educational heritage, and the ability to communicate effectively.

One of the Independent Party members of the Committee must possess expertise and experience in the areas of human resource management, human resource capital, nomination, and/or remuneration.

Possessing a sufficient understanding of capital market or other legislative regulations.

## CHAPTER III

# DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

### NOMINATION COMMITTEE

Providing recommendations to the Board of Commissioners regarding:

- The composition of the positions of the Board of Directors and/or the Board of Commissioners
- Policies and criteria needed in the nomination of members of the Board of Directors and/or Board of Commissioners
- The names of the prospective members of the Board of Directors and/or Board of Commissioners to be submitted to the General Meeting of Shareholders ("GMS"); and
- Performance evaluation for members of the Board of Directors and/or Board of Commissioners;

Evaluate and suggest succession planning for members of the Board of Directors and/or Board of Commissioners.

Conducting an assessment and evaluation of the Board of Directors and/or Board of Commissioners' performance to enhance their capabilities.

### REMUNERATION COMMITTEE

Advising the Board of Commissioners on the rules, amounts, and structure of compensation for members of the Board of Directors and/or Board of Commissioners, tailored to work performance, industry remuneration norms, and the Company's financial capacity.

Reviewing the employment contracts of the Board of Directors and Board of Commissioners members

## CHAPTER IV COMMITTEE AUTHORITY

- Accessing records or information regarding human resources, finances, and other resources within the Company that are pertinent to the performance of duties, authority, and responsibilities.
- To provide an overview and assessment of the capabilities and qualifications of prospective members of the Board of Directors and/or Board of Commissioners, individuals are contacted and requested to provide information.
- Entitled to recommend or reject the proposed candidates for the Board of Directors and/or Board of Commissioners based on reasonable considerations.

## CHAPTER V WORK ETHIC

- The committee executes its obligations and obligations autonomously.
- Committee members are obligated to preserve the confidentiality of the Company's documents, data, and information.

## CHAPTER VI

# COMMITTEE MEETING

- The Committee convenes meetings in accordance with the requirements of its responsibilities, authorities, and responsibilities.
- At least one Independent Commissioner and an Independent Party, in addition to at least one-half of the total number of Committee members, must attend the Committee meeting in order for it to be conducted.
- Consensus deliberation is the foundation for decision-making. If consensus is not achieved, the majority vote is used to make a decision. The Chairperson of the Committee conducts the Committee meeting.
- In the event that the Committee Chair is unavailable, a member of the Committee who is present at the Meeting will be designated as the leader.
- The Committee Meeting's outcomes must be documented in the Meeting Minutes.
- The Meeting Minutes must explicitly state the reasons for any dissenting opinions that arise during the Committee Meeting.
- The Committee may also make valid decisions without conducting a Committee Meeting, provided that all committee members have been notified in writing and have given circular approval by signing the circular approval paper. Decisions made in this manner are equivalent to those made duly in a Committee Meeting.



## CHAPTER VII MEETING NOTES

The minutes of each Committee Meeting must be documented and stored properly.

## CHAPTER VIII REPORTING

The committee is responsible to the Board of Commissioners for the execution of its duties, responsibilities, and authority on a regular basis or at any time upon the request of the Board of Commissioners to report its work results to the Board of Commissioners.

## CHAPTER IX

### TERM OF OFFICE

The term of office for each Committee member is a minimum of 1 (one) fiscal year but shall not exceed the term of the Board of Commissioners as stipulated in the Articles of Association and may be re-elected for the next period.

In the event of a vacancy in the Committee for any reason, the Board of Commissioners shall assume the duties, responsibilities, and power of the Committee until new members are selected in accordance with these Guidelines and Work Regulations.

## CHAPTER X CLOSING

The Committee may annually examine these Guidelines and Work Regulations and, if deemed necessary, present recommended amendments to the Board of Commissioners.

## COMPOSED BY



Drs. Winarno Zain  
**Chairperson**



Ir. Ahmad Ganis  
**Member**



M. A. Rifai  
**Member**