CHARTER OF THE NOMINATING AND REMUNERATION COMMITTEE

PT XLSMART Telecom Sejahtera Tbk

Duly approved and adopted by the Board of Commissioners of
PT XLSMART Telecom Sejahtera Tbk at the Board of Commissioners Meeting held on
21 April 2025

CHARTER OF THE
NOMINATING AND REMUNERATION COMMITTEE
PT XLSMART Telecom Sejahtera Tbk

1. PURPOSE

1.1 Structure

The Nominating and Remuneration Committee ("**NRC**") is a committee of the Board of Commissioners ("**BOC**") of PT XLSMART Telecom Sejahtera Tbk ("**Company**") pursuant to Indonesian Financial Services Authority (*Otoritas Jasa Keuangan* or "**OJK**") Regulation No. 34/POJK.04/2014 on the Nominating and Remuneration Committee of Issuers or Public Companies issued on 8 December 2014 ("**OJK Rule No. 34/2014**").

This charter governs among others the meetings and proceedings of the NRC. This charter should be read in conjunction with OJK Rule No. 34/2014. To the extent not expressly provided for in this charter, the provisions under OJK Rule No. 34/2014 shall apply to the NRC.

To the extent there is any inconsistency between this charter and OJK Rule No. 34/2014, OJK Rule No. 34/2014 shall prevail and this charter shall be deemed to be amended accordingly.

Nothing in this charter limits any powers or responsibilities of the BOC.

1.2 General Purpose

Under this charter, the following definitions shall apply:

(a) The NRC shall mean the committee duly established by and responsible to the BOC in helping with the BOC's duty in nominating and providing remuneration to members of the Board of Directors ("**BOD**") and BOC.

(b) Nominating shall mean proposing a candidate for a position as member of the BOD or BOC.

(c) Remuneration shall mean the fees and/or allowances set out and disbursed to members of the BOD or BOC as compensation for the execution of their duties, roles, and responsibilities as well as authorities as members of the BOC and BOD.

(d) The BOD shall mean the organ of the Company fully responsible for the management roles in the best interest of the Company as per its objective and purpose. The BOD can represent the Company inside and outside the court as prescribed in the Company's Articles of Association.

(e) The BOC shall mean the organ of the Company having its fiduciary duty to supervise the management in general and provide advice to the BOD.

(f) Independent Commissioner shall mean any external member of the BOC who confirms its independence as per the prevailing regulations.

1.3 Responsibility of the NRC

The NRC's responsibilities are as follows:

(a) Remuneration

(i) Provide recommendations to the BOC with regard to:

(A) remuneration structure;

(B) policy on the remuneration; and

(C) amount of the remuneration.

(ii) Oversee the performance and alignment of the remuneration received by each member of the BOC and/or BOD.

(b) Nomination

(i) Provide recommendations to the BOC with regard to:

(A) composition of members of the BOC and/or BOD;

(B) the required policy and criteria for the process of nomination;

(C) policy on evaluating the performance of members of the BOC and/or BOD; and

(D) development program for members of the BOC and/or BOD.

(ii) Oversee the performance of members of the BOC and/or BOD based on the criteria and/or indicators set out.

(iii) Propose qualified candidate(s) for members of the BOC and/or BOD to be further recommended to the General Meeting of Shareholders.

1.4 Purpose of the NRC

(a) The NRC's role is to assist the BOC in the effective discharge of its responsibilities for ensuring that the BOC and BOD comprise individuals who are best able to discharge their responsibilities as members of the BOC and BOD, having regard to the law, the highest standards of governance, and the diversity of membership.

(b) The NRC does not relieve any members of the BOC of their responsibilities for these matters.

(c) The NRC is a committee of the BOC. It plays an advisory role and is authorized to exercise the BOC's powers expressly delegated to it in this charter.

(d) Other than the BOC, the NRC has no direct obligation to or from any management group, branch, or division of the Company.

1.5 Function of the NRC

(a) In exercising the roles in clause 1.3(a) above, the NRC must ensure that the policy framework and procedures for the following matters are in place:

(i) remuneration structure, comprising salary, fees, incentive, and/or fixed and/or variable allowances;

(ii) policy on the remuneration; and

(iii) amount of the remuneration.

The NRC must also consider the following matters upon setting up the policy framework and procedures:

(i) such remuneration shall align with prevailing industry remuneration as per the Company's line of business as well as taking into consideration the Company's business scale within such industry;

(ii) duties, responsibilities, and authorities of members of the BOC and/or BOD in relation to the performance of the Company;

(iii) performance target or each individual performance of members of the BOC and/or BOD; and

(iv) balance between fixed and variable allowances.

The NRC must evaluate the policy framework and amount of remuneration at minimum once (1 time) every year.

(b) In exercising the roles in clause 1.3(b) above, the NRC must ensure that the policy framework and procedures for the following matters are in place:

(i) the nomination process and composition of members of the BOC and/or BOD;

(ii) the criteria for the process of nomination;

(iii) the evaluation of the performance of members of the BOC and/or BOD;

(iv) development program for members of the BOC and/or BOD; and

(v) assessment and proposal of qualified candidate(s) for members of the BOC and/or BOD to be further recommended to the General Meeting of Shareholders.

(c) The members of the NRC are not employees of the Company. The NRC:

(i) is not required to personally conduct studies, reviews, interviews, and all communications;

(ii) is entitled to rely on employees of the Company or professional advisers or consultants engaged by the Company where:

(A) there are reasonable grounds to believe that the employee, adviser, or consultant is reliable and competent; and

(B) the reliance was made in good faith and after making an independent assessment of the information.

1.6 Exercise of powers

(a) The NRC must exercise the powers delegated to it in accordance with any directions, strategies, objectives, or policies of the BOC. Without limiting the generality of the foregoing, the NRC must obtain the BOC's prior approval on the skills mix and selection criteria to be applied by the NRC when seeking applications or recommending or short listing any persons for appointment to the BOC.

(b) The NRC's recommendations to the BOC for appointments must be set out in a report containing:

(i) a short-list of preferred and recommended candidates;

(ii) a long-list of all candidates; and

(iii) such other relevant information as the NRC considers appropriate or is reasonably requested by the BOC or is required by the applicable laws and regulations.

Where possible, the NRC must endeavor to identify and have nominated at least two (2) candidates for each vacancy arising in the BOC or BOD.

(c) Recommendations of the NRC shall not be binding on the Company unless, in respect of nominations of the BOC and/or BOD, the recommendations are endorsed by the BOC to be approved by the General Meeting of Shareholders.

2. COMPOSITION OF THE NRC

2.1 Membership

(a) The NRC consists of (as appointed by the BOC in its meeting) at least three (3) members, with one (1) NRC Chair counted as a member, and other members comprised of:

(i) member of the BOC;

(ii) competent party external to the Company (non-affiliated to the BOC, BOD, Company, and/or main shareholders of the Company and is not a member to any committees of the Company); or

(iii) senior human resources (HR) personnel under the BOD.

(b) The vacancy of member from party external to the Company shall be replaced at least sixty (60) days as of the vacancy.

(c) The appointment and dismissal of NRC members shall be properly documented.

2.2 NRC Chair

Pursuant to OJK Rule No. 34/2014, the NRC Chair shall be an Independent Commissioner.

2.3 Fees

No fees shall be paid to the NRC Chair or any BOC member acting as NRC members for their service in the NRC.

2.4 Tenure

(a) Members of the NRC shall serve for a certain period and can be reappointed.

(b) The tenure of members of the NRC shall be no longer than the tenure of BOC members as per the Company's Articles of Association.

2.5 Secretary

The NRC Secretary shall be the Company Secretary.

2.6 Code of Conduct

The members of the NRC shall comply with the Company's applicable Code of Conduct as amended from time to time.

3. POWERS OF THE NRC

3.1 Access to Management

The NRC, in performing its functions, may:

(a) request any employee of the Company to attend a meeting of the NRC; and

(b) have unlimited access to senior management of the Company.

3.2 Access to Independent Advice

The NRC may obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by the Company.

Any appointment of independent professionals must observe the requirements and threshold as adopted from time to time by the resolutions of the BOC which further regulate the management policies of the Company, which are prepared after considering the provisions as may be determined by the Company's controlling shareholders from time to time.

4. MEETINGS

4.1 Holding of Meetings

(a) The NRC will meet at least once (1 time) every four (4) months.

(b) Meetings may be face to face or via telephone or video conference as considered appropriate by the NRC Chair.

(c) A member of the NRC may request that a meeting of the NRC be convened.

(d) The NRC Chair should consider calling for an unscheduled meeting if requested to do so by the BOC, an NRC member, the President Director (Chief Executive Officer or "**CEO**"), or the Company Secretary.

4.2 Quorum

At least fifty percent (50%) plus one (1) of the members of the NRC (one of whom is the NRC Chair) present in person or by using any technology shall constitute a quorum.

4.3 Attendance at Meetings

(a) The NRC Chair and members or their proxy and the Company Secretary may attend all meetings of the NRC, other than the NRC meetings or part of NRC meetings which are deemed to be closed to the management.

(b) The NRC Chair may invite any of the following to attend a meeting of the NRC:

(i) any other employee or officer of the Company; and

(ii) a party external to the Company.

Each invitee must undertake to keep the relevant communications of the proceedings of the NRC meeting confidential in accordance with clause 7 below.

4.4 NRC Papers

Unless directed by the NRC Chair, the NRC Secretary shall distribute in advance, no later than seven (7) days prior to a meeting of the NRC, an agenda and any related papers to:

(a) each member of the NRC;

(b) the CEO; and

(c) if requested, to any Director (on a need basis).

4.5 Minutes of the NRC

(a) The NRC Secretary shall prepare minutes of meetings and have them reviewed by all NRC members.

(b) Minutes of meeting subsequently approved by the NRC Chair and another NRC member shall be conclusive evidence of the matters recorded in such minutes.

4.6 Resolutions of the NRC

(a) The NRC shall resolve all matters amicably. In the event that the NRC fails to come to an amicable resolution, voting will be required with a simple majority vote from the NRC members present at the meeting.

(b) Apart from passing resolutions at actual NRC meetings, the NRC may also pass written resolutions (by means of a circular, conference call, or any communication system) deemed as adopting valid and binding resolutions, provided that all NRC members grant their signatures.

5. NRC REVIEW

The NRC shall review its charter and performance and that of its members from time to time, and report to the BOC on the result of this review.

6. REPORTING OF THE NRC

(a) The NRC Chair or delegate must report to the BOC concerning:

(i) the proceedings of the NRC; and

(ii) all matters relevant to the NRC's functions, roles, and responsibilities.

(b) Such a report shall be included in the BOC report to the General Meeting of Shareholders as part of the execution and implementation of the BOC's roles and responsibilities.

7. CONFIDENTIALITY

Unless otherwise required by law, any court order, or OJK Rule No. 34/2014, the members of the NRC are required to keep NRC discussions, papers, and deliberations confidential.

8. INCONSISTENCY WITH OJK REGULATIONS

This charter may be amended by the BOC from time to time, subject to the requirements of OJK Rule No. 34/2014 and the prevailing regulations, after obtaining prior approval from the controlling shareholders of the Company. This charter binds the NRC and each of its members.

Jakarta, 21 April 2025

Board of Commissioners
PT XLSMART Telecom Sejahtera Tbk