

KEBIJAKAN NOMINASI DAN REMUNERASI DEWAN PENGAWAS DAN DIREKSI

Nomination and Remuneration Policy of the Supervisory Board and the Board of Directors

Penetapan besaran remunerasi, termasuk gaji atau honorarium bagi Direksi dan Dewan Pengawas, didasarkan pada gaji Direktur Utama dan faktor jabatan terkait. Kebijakan ini merujuk pada Peraturan Menteri No.PER-3/MBU/03/2023 yang diterbitkan pada 20 Maret 2023, mengenai Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

Prosedur Pengusulan hingga Penetapan Remunerasi Dewan Pengawas dan Direksi

Penetapan Remunerasi Ketua Dewan Pengawas berdasarkan Peraturan Menteri No.PER-3/MBU/03/2023 dengan faktor jabatan 45% Direktur Utama, dan Anggota Dewan Pengawas sebesar 90% dari Honor Ketua Dewan Pengawas.

- Dewan Pengawas melakukan *review* atas kebijakan dan mekanisme penyusunan usulan remunerasi direksi perusahaan setiap tahunnya serta menguji kesesuaiannya dalam pelaksanaannya;
- Dewan Pengawas melakukan pengkajian atas usulan remunerasi Direksi dalam penyusunan RKAP tahunan dengan pertimbangan, antara lain:
 - Ketentuan dalam peraturan Menteri BUMN mengenai Pedoman Penetapan Penghasilan Direksi, Komisaris dan Dewan Pengawas BUMN;
 - Prognosa pencapaian kinerja dan KPI tahun sebelumnya;
 - Kemampuan keuangan Perusahaan dan kewajarannya.
- Dewan Pengawas selaku Komite Remunerasi menyampaikan surat Usulan Remunerasi kepada Kementerian BUMN yang berisikan Usulan Remunerasi Gaji/Honorarium dan Tantiem tahun buku sebelumnya;
- Setiap tahun Direksi dan Dewan Pengawas menerima jawaban dari Kementerian BUMN berupa Surat Penyampaian Penetapan Penghasilan Direksi dan Dewan Pengawas.

Struktur Remunerasi Dewan Pengawas dan Direksi

Komponen remunerasi Dewan Pengawas dan Direksi sebagai berikut:

- Remunerasi Dewan Pengawas
 - Honorarium;
 - Tunjangan;
 - Fasilitas;
 - Tantiem/Insentif Kinerja;
 - LTI / Insentif Jangka Panjang;

The determination of remuneration amounts, including salaries or honoraria for the Board of Directors and the Supervisory Board, is based on the President Director's salary and related position factors. This policy refers to Ministerial Regulation No. PER-3/MBU/03/2023 issued on March 20, 2023, concerning Organs and Human Resources of State-Owned Enterprises.

Procedure for Proposing through Determining Remuneration of the Supervisory Board and Board of Directors

The determination of the Supervisory Board Chair's remuneration is based on Ministerial Regulation No. PER-3/MBU/03/2023 with a position factor of 45% of the President Director, and Supervisory Board members receive 90% of the Chair's honorarium.

- The Supervisory Board reviews the policy and mechanism for drafting proposals for Company Directors' remuneration each year and tests its conformity in implementation;
- The Supervisory Board evaluates the Directors' remuneration proposal in drafting the annual RKAP with considerations including:
 - Provisions in the Ministry of SOEs regulation regarding Guidelines for Determining Directors', Commissioners', and Supervisory Board Members' Compensation for SOEs;
 - Forecast of performance achievement and KPIs from the previous year;
 - The Company's financial capacity and fairness thereof.
- The Supervisory Board, as the Remuneration Committee, submits a Remuneration Proposal letter to the Ministry of SOEs containing the proposed salaries/honoraria and tantiem for the previous fiscal year;
- Each year, the Board of Directors and Supervisory Board receive a response from the Ministry of SOEs in the form of a Remuneration Determination letter for the Board of Directors and Supervisory Board.

Remuneration Structure for the Supervisory Board and Board of Directors

Components of Supervisory Board and Board of Directors remuneration are as follows:

- Supervisory Board Remuneration
 - Honoraria;
 - Allowances;
 - Facilities;
 - Tantiem/Performance Incentives;
 - LTI / Long-Term Incentives;

- f. Pajak atas honorarium, tunjangan dan fasilitas bagi Dewan Pengawas ditanggung dan menjadi beban Perusahaan, sedangkan pajak atas tantiem/insentif kinerja bagi Dewan Pengawas ditanggung dan menjadi beban masing-masing anggota Dewan Pengawas.

- f. Taxes on honoraria, allowances, and facilities for the Supervisory Board are borne by and become the Company's expense, whereas taxes on tantiem/ performance incentives for the Supervisory Board are borne by each Supervisory Board member.

2. Remunerasi Direksi

- a. Gaji;
b. Tunjangan;
c. Fasilitas;
d. *Tantiem*/Insentif Kinerja;
e. LTI/Insentif Jangka Panjang;
f. Pajak atas gaji, tunjangan dan fasilitas bagi Direksi ditanggung dan menjadi beban Perusahaan, sedangkan pajak atas *tantiem*/insentif kinerja bagi Direksi ditanggung dan menjadi beban masing-masing Direksi.

2. Board of Directors Remuneration

- a. Salaries;
b. Allowances;
c. Facilities;
d. Tantiem/Performance Incentives;
e. LTI/Long-Term Incentives;
f. Taxes on salaries, allowances, and facilities for the Board of Directors are borne by and become the Company's expense, whereas taxes on tantiem/ performance incentives for the Board of Directors are borne by each Director.

Besaran Amount	Faktor Jabatan tmt 2023 Position Factor since 2023	Gaji/ Honorarium Salary/ Honorarium	Tunjangan Transportasi Transportation Allowance	Tunjangan Perumahan Housing Allowance	Tunjangan Asuransi Purnabakti Pension Insurance Allowance	THR Holiday Allowance	<i>Tantiem</i>
		Faktor Jabatan x Gaji Direktur Utama Position Factor x President Director Salary	20% x Honorarium	27.500.000.-	25% x Gaji/ Honorarium 25% x Salary/ Honorarium	1x Gaji/ Honorarium 1x Salary/ Honorarium	Sesuai Penetapan As Determined
Ketua Dewan Pengawas Chairman of the Supervisory Board	45%	√	√	-	√	√	√
Anggota Dewan Pengawas Supervisory Board Member	40,50%	√	√	-	√	√	√
Direktur Utama President Director	100%	√	-	√	√	√	√
Direktur Lainnya Other Directors	85%	√	-	√	√	√	√

Pengungkapan Indikator untuk Penetapan Remunerasi Direktur Utama dan Perhitungan Remunerasi bagi Dewan Pengawas dan Anggota Direksi Lainnya

Menurut Peraturan Menteri BUMN No. PER-3/MBU/03/2023, gaji Direktur Utama menjadi faktor utama dalam menentukan besaran gaji atau honorarium bagi anggota Dewan Pengawas dan Direksi lainnya. Penetapan remunerasi tersebut mempertimbangkan kondisi kesehatan Perusahaan serta mengikuti ketentuan yang berlaku.

Disclosure of Indicators for Determining the President Director's Remuneration and Calculation of Remuneration for the Supervisory Board and Other Board of Directors Members

According to Regulation of the Minister of State-Owned Enterprises No. PER-3/MBU/03/2023, the President Director's salary serves as the main factor in determining the amount of salary or honorarium for members of the Supervisory Board and other Board of Directors members. The determination of such remuneration takes into account the Company's health and follows applicable provisions.

Transparansi Remunerasi Dewan Pengawas dan Direksi 2024

Remuneration Transparency for the Supervisory Board and Board of Directors 2024

Uraian Description	Total (Rp)
Jumlah Remunerasi Dewan Pengawas Total Remuneration of the Supervisory Board	18.128.281.534
Jumlah Remunerasi Direksi Total Remuneration of the Board of Directors	36.707.370.306