

Kebijakan Nominasi dan Remunerasi Dewan Komisaris dan Direksi

Nomination And Remuneration Policy Of The Board Of Commissioners And Board Of Directors

Pengangkatan dan pemberhentian Dewan Komisaris dan Direksi serta penetapan besaran remunerasi bagi Dewan Komisaris dan Direksi merupakan wewenang Pemegang Saham yang dilakukan melalui mekanisme RUPS.

The appointment and dismissal of the Board of Commissioners and the Board of Directors as well as the determination of remuneration amount for the Board of Commissioners and the Board of Directors is the authority of the Shareholders through the GMS mechanism.

Prosedur Nominasi Dewan Komisaris dan/atau Direksi

Proses pengangkatan calon anggota Dewan Komisaris dan Direksi Perseroan dilaksanakan dengan berpedoman kepada peraturan perundang-undangan yang mengatur tata cara pengangkatan anggota Dewan Komisaris dan Direksi, antara lain:

1. Peraturan Menteri BUMN No. PER-2/MBU/03/2023 tanggal 03 Maret 2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara;
2. Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara;
3. Peraturan OJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.

Nomination Procedure for the Board of Commissioners and/or Board of Directors

The process of appointing candidates for members of the Board of Commissioners and Board of Directors of the Company is carried out by referring to the laws and regulations governing the procedures for appointing members of the Board of Commissioners and Board of Directors, among others:

1. SOE Minister Regulation No. PER-2/MBU/03/2023 dated March 03, 2023 on Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises;
2. SOE Minister Regulation No. PER-3/MBU/03/2023 dated March 20, 2023 on Organs and Human Resources of State-Owned Enterprises;
3. OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies.

Kriteria Anggota Dewan Komisaris

Sesuai dengan Peraturan Menteri BUMN No. PER-3/MBU/03/2023, untuk dapat diangkat sebagai anggota Dewan Komisaris BUMN atau anggota Dewan Komisaris Anak Perusahaan, seseorang harus memenuhi syarat materiil yaitu:

- a. Integritas;
- b. Dedikasi;
- c. Memahami masalah-masalah manajemen perusahaan yang berkaitan dengan salah satu fungsi manajemen;
- d. Memiliki pengetahuan yang memadai di bidang usaha di mana yang bersangkutan dicalonkan; dan
- e. Dapat menyediakan waktu yang cukup untuk melaksanakan tugasnya.

Criteria for Members of the Board of Commissioners

In accordance with SOE Minister Regulation No. PER-3/MBU/03/2023, to be appointed as a member of the Board of Commissioners of SOEs or a member of the Board of Commissioners of a Subsidiary, a person must meet the material requirements, as follows:

- a. integrity;
- b. dedication;
- c. understanding of company management issues related to one of the management functions;
- d. sufficient knowledge in the business field in which he/she is nominated; and
- e. ability to provide sufficient time to carry out the duties.

Selain itu, calon anggota Dewan Komisaris juga harus memenuhi syarat lain sebagai berikut:

- a. Bukan pengurus partai politik, calon anggota legislatif, dan/atau anggota legislatif pada Dewan Perwakilan Rakyat, Dewan Perwakilan Daerah, Dewan Perwakilan Rakyat Provinsi, dan Dewan Perwakilan Rakyat Daerah Kabupaten/Kota;
- b. Bukan calon kepala/wakil kepala daerah dan/atau kepala/wakil kepala daerah, termasuk penjabat kepala/wakil kepala daerah;
- c. Tidak sedang menduduki jabatan yang berpotensi menimbulkan benturan kepentingan dengan BUMN/Anak Perusahaan yang bersangkutan;
- d. Tidak menjabat sebagai anggota Dewan Komisaris/Dewan Pengawas pada BUMN atau Dewan Komisaris pada Anak Perusahaan yang bersangkutan selama 2 (dua) periode;
- e. Tidak sedang menduduki jabatan yang berdasarkan peraturan perundang-undangan dilarang untuk dirangkap dengan jabatan anggota Dewan Komisaris;
- f. Sehat jasmani dan rohani, yang tidak sedang menderita suatu penyakit yang dapat menghambat pelaksanaan tugas sebagai anggota Dewan Komisaris/Dewan Pengawas, yang dibuktikan dengan surat keterangan sehat dari rumah sakit; dan
- g. Memiliki Nomor Pokok Wajib Pajak (NPWP) dan telah melaksanakan kewajiban membayar pajak selama 2 (dua) tahun terakhir.

Selain memenuhi kriteria tersebut, anggota Dewan Komisaris BUMN juga harus memenuhi syarat lain sebagai berikut:

- a. bagi bakal calon dari kementerian teknis atau instansi pemerintah lain, harus berdasarkan surat usulan dari pimpinan instansi yang bersangkutan; dan
- b. bagi bakal calon anggota Dewan Komisaris/Dewan Pengawas yang berasal dari penyelenggara Negara harus melaporkan Laporan Harta Kekayaan Penyelenggara Negara (LHKPN) selama 2 (dua) tahun terakhir yang dibuktikan dengan bukti lapor LHKPN kepada institusi yang berwenang.

Kriteria Anggota Direksi

Sesuai dengan Peraturan Menteri BUMN No. PER-3/MBU/03/2023, untuk dapat diangkat sebagai anggota Direksi BUMN atau anggota Direksi Anak Perusahaan, seseorang harus memenuhi syarat materiil yaitu:

- a. Keahlian;
- b. Integritas;
- c. Kepemimpinan;
- d. Pengalaman;

Furthermore, candidates for members of the Board of Commissioners must also fulfill the following other requirements:

- a. not an administrator of a political party, candidate for legislative members, and/or legislative members in the House of Representatives, Regional Representative Council, Provincial Representative Council, and Regency/City Regional Representative Council;
- b. not a candidate for head/deputy regional head and/or head/deputy regional head, including acting head/deputy regional head;
- c. not currently holding a position that has the potential to cause a conflict of interest with the relevant SOE/Subsidiary;
- d. not serving as a member of the Board of Commissioners/Supervisory Board at the SOE or the Board of Commissioners at the relevant Subsidiary for 2 (two) periods;
- e. not currently holding a position that based on laws and regulations is prohibited to be concurrently held by a member of the Board of Commissioners;
- f. physically and mentally healthy, who is not currently suffering from an illness that may hinder the performance of duties as a member of the Board of Commissioners/Supervisory Board, as evidenced by a medical certificate from a hospital; and
- g. has a Taxpayer Identification Number (NPWP) and has carried out the obligation to pay taxes for the last 2 (two) years.

In addition to meeting these criteria, members of the Board of Commissioners of SOEs must meet the following additional requirements:

- a. For candidates from technical ministries or other government agencies, a proposal letter from the institution head is required.
- b. Candidates for members of the Board of Commissioners/Supervisory Board who come from State administrators must report the State Officials' Wealth Report (LHKPN) for the last 2 (two) years and provide proof to the authorized institution.

Criteria for Members of the Board of Directors

In accordance with SOE Minister Regulation No. PER-3/MBU/03/2023, to be appointed as a member of the Board of Directors of SOEs or a member of the Board of Directors of a Subsidiary, a person must meet the material requirements, as follows:

- a. expertise;
- b. integrity
- c. leadership;
- d. experience

- e. Jujur;
- f. Perilaku yang baik; dan
- g. Dedikasi yang tinggi untuk memajukan dan mengembangkan perusahaan.

Selain itu, calon anggota Direksi juga harus memenuhi syarat lain sebagai berikut:

- a. Bukan pengurus partai politik, calon anggota legislatif, dan/atau anggota legislatif pada dewan perwakilan rakyat, dewan perwakilan daerah, dewan perwakilan rakyat daerah provinsi, dan dewan perwakilan rakyat daerah kabupaten/kota;
- b. Bukan calon kepala/wakil kepala daerah dan/atau kepala/wakil kepala daerah, termasuk penjabat kepala/wakil kepala daerah;
- c. Tidak menjabat sebagai anggota Direksi pada BUMN atau anak perusahaan yang bersangkutan selama 2 (dua) periode;
- d. Tidak sedang menjabat sebagai pejabat pada kementerian/lembaga, anggota Dewan Komisaris/Dewan Pengawas pada BUMN lain, anggota Direksi pada BUMN lain, anggota Direksi pada anak perusahaan dan/atau badan usaha lainnya;
- e. Tidak sedang menduduki jabatan yang berdasarkan peraturan perundang-undangan dilarang untuk dirangkap dengan jabatan anggota Direksi;
- f. Memiliki dedikasi dan menyediakan waktu sepenuhnya untuk melakukan tugasnya, yang dinyatakan dengan surat pernyataan dari yang bersangkutan;
- g. Sehat jasmani dan rohani, yakni tidak sedang menderita suatu penyakit yang dapat menghambat pelaksanaan tugas sebagai anggota Direksi, yang dibuktikan dengan surat keterangan sehat dari rumah sakit; dan
- h. Memiliki Nomor Pokok Wajib Pajak (NPWP) dan telah melaksanakan kewajiban membayar pajak selama 2 (dua) tahun terakhir.

Tata Cara Pengangkatan Anggota Dewan Komisaris

Sumber bakal calon Dewan Komisaris BUMN berasal dari:

- a. Mantan Direksi BUMN;
- b. Dewan Komisaris/Dewan Pengawas BUMN;
- c. Pejabat struktural dan pejabat fungsional pemerintah; atau
- d. Sumber lain.

Kementerian BUMN selaku Pemegang Saham Perseroan akan melakukan penilaian terhadap bakal calon yang Dewan Komisaris dengan cara berikut:

- e. honesty;
- f. good behavior; and
- g. high dedication to advance and develop the company.

Furthermore, candidates for members of the Board of Directors must also fulfill the following other requirements:

- a. not an administrator of a political party, candidate for legislative members, and/or legislative members in the House of Representatives, Regional Representative Council, Provincial Regional Representative Council, and Regency/City Regional Representative Council;
- b. not a candidate for head/deputy regional head and/or head/deputy regional head, including acting head/deputy regional head;
- c. not serving as a member of the Board of Directors of the relevant SOE or Subsidiary for 2 (two) periods;
- d. not currently serving as an official at a ministry/agency, member of the Board of Commissioners/Supervisory Board at another SOE, member of the Board of Directors at another SOE, member of the Board of Directors at a Subsidiary and/or other business entity;
- e. not currently holding a position that based on laws and regulations is prohibited to be concurrent with the position of member of the Board of Directors;
- f. has dedication and provide full time to perform the duties, which is stated in a statement letter from the relevant person;
- g. physically and mentally healthy, i.e. not suffering from an illness that may hinder the performance of duties as a member of the Board of Directors, as evidenced by a medical certificate from a hospital; and
- h. has a Taxpayer Identification Number (NPWP) and has carried out the obligation to pay taxes for the last 2 (two) years.

Procedure for Appointment of Members of the Board of Commissioners

The source of prospective candidates for the Board of Commissioners of SOEs comes from:

- a. former Directors of a SOE;
- b. Board of Commissioners/Supervisory Board of SOEs;
- c. government structural and functional officials; or
- d. other sources.

The Ministry of SOEs as the Company's Shareholder will assess the candidates for the Board of Commissioners in the following ways:

- a. Menilai daftar riwayat hidup (*curriculum vitae*) dan dokumen pendukung;
- b. Khusus untuk menilai integritas dilakukan dengan pernyataan tertulis dari calon yang bersangkutan;
- c. Wawancara.

Hasil penilaian disajikan dalam bentuk narasi kualitatif dengan kriteria 'Disarankan' atau 'Tidak Disarankan'. RUPS/Menteri dapat menetapkan calon yang telah dinyatakan memenuhi syarat formal dan syarat lain serta telah dilakukan penilaian dengan kriteria 'Disarankan' menjadi anggota Dewan Komisaris Perseroan.

Tata Cara Pengangkatan Anggota Direksi

RUPS/Menteri dapat menetapkan Kandidat yang diusulkan oleh Komite Suksesi menjadi anggota Direksi BUMN. Manajemen suksesi merupakan proses pemilihan Direksi BUMN yang berasal dari Wadah Talenta (*talent pool*) Kementerian BUMN atau sumber lain yang ditentukan oleh Menteri. Manajemen suksesi dilakukan oleh Kementerian BUMN melalui mekanisme Uji Kepatutan dan Kepantasan (UKK) oleh Komite Suksesi dan/atau mempertimbangkan hasil Asesmen dari Lembaga Profesional.

Penetapan seseorang menjadi anggota Direksi BUMN dapat dilakukan melalui:

- a. Keputusan Menteri selaku RUPS/pemilik modal apabila seluruh saham/modal BUMN dimiliki oleh Negara; atau
- b. Keputusan RUPS atau keputusan seluruh pemegang saham secara sirkuler, apabila tidak seluruh saham dimiliki oleh Negara.

Kebijakan Remunerasi Dewan Komisaris dan Direksi

Penghasilan Direksi dan Dewan Komisaris Perseroan ditetapkan oleh RUPS. Prosedur penetapan Remunerasi bagi Dewan Komisaris dan Direksi mengacu pada Peraturan Menteri BUMN No. PER-3/MBU/03/2023.

Penetapan Penghasilan yang berupa Gaji atau Honorarium, Tunjangan, dan Fasilitas yang bersifat tetap dilakukan dengan mempertimbangkan faktor skala usaha, faktor kompleksitas usaha, tingkat inflasi, kondisi dan kemampuan keuangan Perseroan, dan faktor lain yang relevan, serta tidak boleh bertentangan dengan peraturan perundang-undangan.

- a. assessment of curriculum vitae and supporting documents;
- b. specifically for integrity assessment, it is conducted with a written statement from the relevant candidate;
- c. interview.

The assessment results are presented in the form of a qualitative narrative with the criteria 'Recommended' or 'Not Recommended'. The GMS/Minister may appoint candidates who have been declared to have met the formal and other requirements and have been assessed with 'Recommended' criteria to become members of the Company's Board of Commissioners.

Procedure for Appointment of Members of the Board of Directors

The GMS/Minister may appoint candidates proposed by the Succession Committee to become members of the Board of Directors of the SOE. Succession management is the process of selecting Directors of SOEs from the talent pool of the Ministry of SOEs or other sources determined by the Minister. Succession management is carried out by the Ministry of SOEs through the mechanism of Fit and Proper Test (UKK) by the Succession Committee and/or considering the assessment results from Professional Institutions.

A person is appointed as a member of an SOE's Board of Directors through the following process:

- a. Decree of the Minister as GMS/capital owner if all shares/capital of the SOE are owned by the State; or
- b. GMS resolution or circular decision of all shareholders, if not all shares are owned by the State.

Remuneration Policy for Board of Commissioners and Board of Directors

The GMS determines the income of the Company's Board of Directors and Board of Commissioners. The procedure for determining remuneration for the Board of Commissioners and Board of Directors is outlined in SOE Minister Regulation No. PER-3/MBU/03/2023.

Income in the form of salary or honorarium, allowances, and fixed-type facilities is determined by considering business scale factors, business complexity factors, inflation rates, the Company's conditions and financial capabilities, and other relevant factors, and must not violate laws and regulations.

Prosedur Pengusulan Hingga Penetapan Remunerasi Dewan Komisaris dan Direksi

Penetapan besarnya remunerasi anggota Dewan Komisaris dan Direksi setiap tahunnya, ditentukan melalui RUPS berdasarkan kajian dan usulan Komite Nominasi & Remunerasi Perseroan.

Procedures for Proposing and Determining Remuneration of the Board of Commissioners and Board of Directors

Determination of the remuneration amount for members of the Board of Commissioners and Board of Directors each year is determined through the GMS based on the review and proposal of the Company's Nomination & Remuneration Committee.

Skema Prosedur Penetapan Remunerasi Anggota Dewan Komisaris Dan Direksi

Scheme of Procedure for Determination of Remuneration for Members of the Board of Commissioners and Board of Directors



Struktur Remunerasi Dewan Komisaris dan Direksi

Struktur remunerasi Dewan Komisaris dan Direksi mengacu kepada Peraturan Menteri BUMN No. PER-3/MBU/03/2023 adalah sebagai berikut:

1. Penghasilan anggota Direksi terdiri dari:
 - a. Gaji
 - b. Tunjangan;
 - c. Fasilitas;
 - d. Tantiem/Insentif Kinerja/Insentif Khusus; dan
 - e. LTI (*long term incentive*).
2. Penghasilan anggota Dewan Komisaris terdiri dari:
 - a. Honorarium;
 - b. Tunjangan;
 - c. Fasilitas;
 - d. Tantiem/Insentif Kinerja/Insentif Khusus; dan
 - e. LTI (*long term incentive*).

Adapun struktur remunerasi dan komponennya bagi Dewan Komisaris dan Direksi dapat disampaikan sebagai berikut:

Remuneration Structure of the Board of Commissioners and Board of Directors

The remuneration structure of the Board of Commissioners and the Board of Directors refers to the SOE Minister Regulation No. PER-3/MBU/03/2023 as follows:

1. Income of members of the Board of Directors consists of:
 - a. Salary
 - b. Allowances;
 - c. Facilities;
 - d. Tantiem/Performance Incentive/Special Incentive; and
 - e. LTI (long-term incentive).
2. The income of members of the Board of Commissioners consists of:
 - a. Honorarium;
 - b. Allowance;
 - c. Facilities;
 - d. Tantiem/Performance Incentive/Special Incentive; and
 - e. LTI (long-term incentive).

The remuneration structure and its components for the Board of Commissioners and Board of Directors are presented below:

STRUKTUR REMUNERASI DEWAN KOMISARIS REMUNERATION STRUCTURE OF THE BOARD OF COMMISSIONERS

Gaji Dewan Komisaris

Penghasilan tetap berupa uang yang diterima setiap bulan karena kedudukannya sebagai anggota Dewan Komisaris Perseroan, dengan ketentuan sebagai berikut:

- Perhitungan gaji Komisaris Utama sebesar 45% dari gaji Direktur Utama.
- Perhitungan gaji Anggota Dewan Komisaris sebesar 90% dari gaji Komisaris Utama.

Board of Commissioners' Salary

Monthly fixed income in the form of monetary due to being a member of the Board of Commissioners of the Company, under the following provisions:

- Calculation of the President Commissioner's salary is 45% of the President Director's salary.
- Calculation of salary for members of the Board of Commissioners is 90% of the salary of the President Commissioner.

Tunjangan Dewan Komisaris

Penghasilan berupa uang atau yang dapat dinilai dengan uang yang diterima pada waktu tertentu oleh anggota Dewan Komisaris selain Honorarium, yang dapat berupa:

- Tunjangan Hari Raya, diberikan paling banyak 1 (satu) kali penghasilan tetap per bulan di setiap tahunnya.
- Tunjangan Transportasi, diberikan sebesar 20% dari Honorarium.
- Asuransi Purna Jabatan, diberikan dengan ketentuan premi yang ditanggung Perseroan paling banyak 25% dari honorarium per tahun.

Board of Commissioners' Allowance

An allowance in the form of money or that can be valued with money received at a certain time by members of the Board of Commissioners in addition to Honorarium, which can be in the form of:

- Religious Holiday Allowance, given at a maximum of 1 (one) time the fixed monthly income each year.
- Transportation Allowance, given at 20% of the Honorarium.
- Post-employment Insurance, provided that the premium borne by the Company is at most 25% of the honorarium per year.

STRUKTUR REMUNERASI DIREKSI REMUNERATION STRUCTURE OF THE BOARD OF DIRECTORS

Gaji Direksi

Penghasilan tetap berupa uang yang diterima setiap bulan karena kedudukannya sebagai anggota Direksi Perseroan, dengan ketentuan sebagai berikut:

- Gaji Direktur Utama ditetapkan dengan menggunakan pedoman Kementerian BUMN.
- Perhitungan gaji Direktur lainnya sebesar 85% dari gaji Direktur Utama.

Board of Directors' Salary

Monthly fixed income in the form of monetary due to being a member of the Board of Directors of the Company, under the following provisions:

- The salary of the President Director is determined by using the guidelines of the Ministry of SOEs.
- The calculation of other Director's salary is 85% of the President Director's salary.

Tunjangan Direksi

Penghasilan berupa uang atau yang dapat dinilai dengan uang yang diterima pada waktu tertentu oleh anggota Direksi selain Gaji, yang dapat berupa:

- Tunjangan Hari Raya, diberikan paling banyak 1 (satu) kali penghasilan tetap per bulan di setiap tahunnya.
- Tunjangan Perumahan, diberikan secara bulanan sebesar 40% dari gaji dengan ketentuan paling banyak sebesar Rp27.500.000,00.
- Asuransi Purna Jabatan, diberikan dengan ketentuan premi yang ditanggung Perseroan paling banyak 25% dari gaji per tahun.

Board of Directors' Allowance

An allowance in the form of money or that can be valued in money received at a certain time by members of the Board of Directors in addition to Salary, which can be in the form of:

- Religious Holiday Allowance, given at a maximum of 1 (one) time the fixed monthly income each year.
- Housing Allowance, given monthly amounting to 40% of salary with a maximum provision of Rp27,500,000.00.
- Post-employment Insurance, given with the provision that the premium borne by the Company is at most 25% of salary per year.

STRUKTUR REMUNERASI DEWAN KOMISARIS REMUNERATION STRUCTURE OF THE BOARD OF COMMISSIONERS

Fasilitas Dewan Komisaris

Penghasilan berupa sarana dan/atau kemanfaatan dan/atau penjaminan yang digunakan/dimanfaatkan oleh anggota Dewan Komisaris dalam rangka pelaksanaan tugas, wewenang, kewajiban dan tanggung jawab berdasarkan peraturan perundang-undangan, yang dapat berupa:

- Fasilitas kesehatan, diberikan dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan.
- Fasilitas bantuan hukum, diberikan dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatannya yang berkaitan dengan maksud dan tujuan serta kegiatan usaha Perseroan.

Board of Commissioners' Facilities

Facilities and/or benefits and/or guarantees used/ utilized by members of the Board of Commissioners in the context of carrying out their duties, authorities, obligations, and responsibilities based on laws and regulations, which can be in the form of:

- Health facilities, provided in the form of health insurance or reimbursement of medical expenses.
- Legal aid facilities, provided in the event of an action for and on behalf of his/ her position relating to the purposes and objectives and business activities of the Company.

STRUKTUR REMUNERASI DIREKSI REMUNERATION STRUCTURE OF THE BOARD OF DIRECTORS

Fasilitas Direksi

Penghasilan berupa sarana dan/atau kemanfaatan dan/atau penjaminan yang digunakan/dimanfaatkan oleh anggota Direksi dalam rangka pelaksanaan tugas, wewenang, kewajiban dan tanggung jawab berdasarkan peraturan perundang-undangan, yang dapat berupa:

- Fasilitas kendaraan, diberikan berupa 1 unit beserta biaya pemeliharaan dan operasional, dengan memperhatikan kondisi keuangan Perseroan.
- Fasilitas kesehatan, diberikan dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan.
- Fasilitas bantuan hukum, diberikan dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatannya yang berkaitan dengan maksud dan tujuan serta kegiatan usaha Perseroan.

Board of Directors' Facilities

Facilities and/or benefits and/or guarantees used/ utilized by members of the Board of Directors in the context of carrying out their duties, authorities, obligations, and responsibilities based on laws and regulations, which can be in the form of:

- Vehicle facilities, given in the form of 1 unit along with maintenance and operational costs, by considering the Company's financial condition.
- Health facilities, provided in the form of health insurance or reimbursement of medical expenses.
- Legal aid facilities, provided in the event of an action for and on behalf of his/her position relating to the purposes and objectives and business activities of the Company.

STRUKTUR REMUNERASI DEWAN KOMISARIS REMUNERATION STRUCTURE OF THE BOARD OF COMMISSIONERS

Tantiem/Insentif Kinerja Dewan Komisaris

- Tantiem adalah Penghasilan yang merupakan penghargaan yang diberikan kepada anggota Dewan Komisaris apabila Perseroan memperoleh laba dan tidak mengalami akumulasi kerugian. Perseroan dapat memberikan Tantiem kepada anggota Dewan Komisaris berdasarkan penetapan RUPS dalam pengesahaan Laporan Tahunan apabila Realisasi Pencapaian *Key Performance Indicators* melebihi 100%.
- Insentif Kinerja adalah Penghasilan yang merupakan penghargaan yang diberikan kepada anggota Dewan Komisaris.
- Perhitungan Tantiem/Insentif Kinerja bagi Dewan Komisaris adalah sebagai berikut:
 - » Perhitungan Tantiem/Insentif Kinerja Komisaris Utama sebesar 45% dari Tantiem/Insentif Kinerja Direktur Utama.
 - » Perhitungan Anggota Dewan Komisaris lainnya sebesar 90% dari Tantiem/Insentif Kinerja Ketua Dewan Pengawas.

Board of Commissioners' Tantiem/Performance Incentive

- Tantiem is an income that is awarded to members of the Board of Commissioners if the Company makes a profit and does not incur any accumulated losses. If the achievement of Key Performance Indicators exceeds 100%, the Company may grant Tantiem to members of the Board of Commissioners based on the GMS resolutions in the approval of the Annual Report.
- A performance incentive is a monetary reward given to members of the Board of Commissioners.
- The calculation of Tantiem/Performance Incentive for the Board of Commissioners is as follows:
 - » Calculation of Tantiem/Performance Incentive for the President Commissioner is 45% of Tantiem/Performance Incentive for the President Director.
 - » The calculation of other members of the Board of Commissioners is 90% of the Tantiem/Performance Incentive of the Head of Supervisory Board.

STRUKTUR REMUNERASI DIREKSI REMUNERATION STRUCTURE OF THE BOARD OF DIRECTORS

Tantiem/Insentif Kinerja Direksi

- Tantiem, yaitu penghasilan yang merupakan penghargaan yang diberikan kepada anggota Direksi BUMN apabila Perseroan memperoleh laba dan tidak mengalami akumulasi kerugian. Tantiem dapat diberikan sebagai tambahan berupa Penghargaan Jangka Panjang (*Long Term Incentive/LTI*). Perseroan dapat memberikan Tantiem kepada anggota Direksi berdasarkan penetapan RUPS dalam pengesahaan Laporan Tahunan apabila Realisasi Pencapaian *Key Performance Indicators* melebihi 100%.
- Insentif Kinerja, yaitu penghasilan yang merupakan penghargaan yang diberikan kepada anggota Direksi apabila terjadi peningkatan kinerja walaupun masih mengalami kerugian atau akumulasi kerugian.
- Perhitungan Tantiem/Insentif Kinerja bagi Direksi adalah sebagai berikut:
 - » Tantiem/Insentif Kinerja Direktur Utama ditetapkan dengan menggunakan pedoman Kementerian BUMN.
 - » Perhitungan Tantiem/Insentif Kinerja Direktur yang membidangi Sumber Daya Manusia sebesar 90% dari Tantiem/Insentif Kinerja Direktur Utama.
 - » Perhitungan Tantiem/Insentif Kinerja Direktur lainnya sebesar 85% Tantiem/Insentif Kinerja gaji Direktur Utama.

Board of Directors' Performance Tantiem/Incentive

- Tantiem is income that is awarded to members of the SOE Board of Directors if the Company makes a profit and does not incur any accumulated losses. Tantiem can be given in addition to the Long-Term Incentive (LTI). If the achievement of Key Performance Indicators exceeds 100%, the Company may grant Tantiem to members of the Board of Directors based on the GMS resolutions in the approval of the Annual Report.
- A performance incentive is a monetary reward given to members of the Board of Directors if their performance improves despite any ongoing or accumulated losses.
- The calculation of Tantiem/Performance Incentive for the Board of Directors is as follows:
 - » Tantiem/Performance Incentive for the President Director is determined by using the guidelines of the Ministry of SOEs.
 - » Calculation of Tantiem/Performance Incentive for the Director in charge of Human Resources is 90% of the Tantiem/Performance Incentive for the President Director.
 - » The calculation of Tantiem/Performance Incentive of other Directors is 85% of the Tantiem/Performance Incentive of the President Director's salary.

STRUKTUR REMUNERASI DEWAN KOMISARIS
REMUNERATION STRUCTURE OF THE BOARD OF
COMMISSIONERS

Tidak ada komponen lainnya
(komponen yang dimaksud, seperti bonus non
kinerja, opsi saham, asuransi, dll)

No other components (components such as non-
performance bonuses, stock options, insurance,
etc.)

STRUKTUR REMUNERASI DIREKSI
REMUNERATION STRUCTURE OF THE BOARD OF DIRECTORS

Seperti bonus non kinerja, opsi saham, asuransi,
dll tidak ada komponen lainnya (komponen yang
dimaksud, seperti bonus non kinerja, opsi saham,
asuransi, dll)

No other components (components such as non-
performance bonuses, stock options, insurance, etc.)

**Pengungkapan Indikator Untuk
Penetapan Remunerasi Direktur
Utama dan Perhitungan Remunerasi
Bagi Dewan Komisaris dan Anggota
Direksi Lainnya**

Sesuai Peraturan Menteri BUMN No. PER-13/
MBU/09/2021, gaji Direksi menjadi variabel utama
sebagai perhitungan besaran gaji/honorarium
bagi Dewan Komisaris dan Anggota Direksi selain
Direktur Utama. Besaran remunerasi bagi Dewan
Komisaris dan Direksi, dalam hal ini gaji Direktur
Utama sebagai variabel utama, ditetapkan dengan
mempertimbangkan beberapa faktor di bawah ini:

1. Skala usaha;
2. Kompleksitas usaha; dan
3. Kondisi dan kemampuan keuangan Perseroan.

**Disclosure of Indicators for
Determining the Remuneration of the
President Director and Calculation
of Remuneration for the Board of
Commissioners and Other Members
of the Board of Directors**

In accordance with SOE Minister Regulation No. PER-
13/MBU/09/2021, the salary of the Board of Directors
is the main variable for calculating the salary/
honorarium amount for the Board of Commissioners
and Members of the Board of Directors other than the
President Director. The remuneration amount for the
Board of Commissioners and Board of Directors, in
this case the salary of the President Director as the
main variable, is determined by considering several
factors below:

1. Business scale;
2. Business complexity; and
3. The Company's financial condition and capability.

**PERHITUNGAN BESARAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI
(SESUAI PERATURAN MENTERI BUMN NO. PER-01/MBU/05/2019)**
CALCULATION OF THE REMUNERATION AMOUNT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS (IN
ACCORDANCE WITH SOE MINISTER REGULATION NO. PER-01/MBU/05/2019)

Direktur Utama President Director	100% (ditetapkan dengan menggunakan pedoman Kementerian BUMN) 100% (determined using Ministry of SOE guidelines)
Direktur Lainnya Other Directors	Sebesar 85% dari Gaji/Tantiem/Insentif Kinerja Direktur Utama 85% of Salary/Tantiem/Performance Incentive of President Director
Komisaris Utama President Commissioner	Sebesar 45% dari Gaji/Tantiem/Insentif Kinerja Direktur Utama 45% of Salary/Tantiem/Performance Incentive of President Director
Komisaris Lainnya Other Commissioners	Sebesar 90% dari Honorarium/Tantiem/Insentif Kinerja Komisaris Utama 90% of Honorarium/Tantiem/Performance Incentive of President Commissioner

**Penetapan Besaran Remunerasi
Dewan Komisaris dan Direksi Tahun
2023**

Sesuai dengan RUPS Tahunan Tahun Buku 2022 yang
diselenggarakan pada tanggal 26 Juni 2023, RUPS
memutuskan bahwa Penetapan Gaji/Honorarium
bagi Direksi dan Dewan Komisaris Tahun 2023 serta
tantiem Direksi dan Dewan Komisaris Tahun Buku
2022 ditetapkan secara tersendiri.

**Determination of Remuneration
Amount for Board of Commissioners
and Board of Directors for 2023**

In accordance with the Annual GMS for 2022
Financial Year, which was held on June 26, 2023,
the GMS determined that the Determination of
Salary/Honorarium for the Board of Directors and
the Board of Commissioners for 2023 as well as the
tantiem for the Board of Directors and the Board of
Commissioners for the 2022 Fiscal Year were to be
determined separately.

Melalui Surat KBUMN No. SR-3/Wk.MBU.09/07/2023 tanggal 23 Juli 2023 tentang Penetapan Penghasilan Direksi dan Dewan Komisaris PT Danareksa (Persero) Tahun 2023, ditetapkan hal-hal sebagai berikut:

1. Gaji Direktur Utama untuk tahun 2023 ditetapkan sebesar Rp240.000.000 (dua ratus empat puluh juta rupiah) per bulan yang akan digunakan sebagai acuan utama dalam perhitungan Gaji/Honorarium Dewan Komisaris dan Direksi lainnya.
2. Tantiem/Insentif Kinerja Direktur Utama untuk kinerja tahun buku 2023 ditetapkan sebesar Rp 3.439.155.114 (tiga miliar empat ratus tiga puluh sembilan juta seratus lima puluh lima ribu seratus empat belas rupiah) yang akan digunakan sebagai acuan utama dalam perhitungan Tantiem/Insentif Kinerja Dewan Komisaris dan Direksi lainnya.

The Ministry of SOEs Letter No. SR-3/Wk.MBU.09/07/2023 dated July 23, 2023 on the Determination of Remuneration of the Board of Directors and Board of Commissioners of PT Danareksa (Persero) in 2022 determines the following matters:

1. The salary of the President Director for 2023 is set at Rp240,000,000 (two hundred forty million rupiah) per month which will be used as the main reference in the calculation of Salary/Honorarium of the Board of Commissioners and other Directors.
2. Tantiem/Performance Incentive of the President Director for the performance of fiscal year 2023 is set at Rp 3,439,155,114 (three billion four hundred thirty-nine million one hundred fifty-five thousand one hundred fourteen rupiah), which will be used as the main reference in the calculation of Tantiem/Performance Incentive of the Board of Commissioners and other Directors.

Jumlah Remunerasi Dewan Komisaris dan Direksi Tahun 2023 Total Remuneration of the Board of Commissioners and Board of Directors in 2023

Jumlah Remunerasi Dewan Komisaris Total Remuneration of the Board of Commissioners	Rp 9.966.403.634
Jumlah Remunerasi Direksi Total Remuneration of the Board of Directors	Rp 32.199.192.262
Jumlah Remunerasi Dewan Komisaris dan Direksi Tahun 2023 Total Remuneration of the Board of Commissioners and Board of Directors in 2023	Rp 42.165.595.896

Rasio Gaji/Honorarium

Informasi mengenai rasio gaji Dewan Komisaris, Direksi, dan karyawan Perseroan dimaksud adalah sebagai berikut:

Salary/Honorarium Ratio

Information regarding the salary ratio of the Board of Commissioners, Board of Directors, and employees of the Company is as follows:

Rasio Gaji Salary Ratio	2022	2023
Direktur Utama terhadap Direktur President Director to Directors	1.2 : 1	1.2 : 1
Komisaris Utama terhadap Anggota Dewan Komisaris President Commissioner to Members of the Board of Commissioners	1.1 : 1	1.1 : 1
Direktur Utama terhadap Komisaris Utama President Director to President Commissioner	2.2 : 1	2.2 : 1
Direktur Utama terhadap Karyawan tertinggi President Director to the Highest Employee	2.0 : 1	2.0 : 1
Direktur Utama terhadap Karyawan terendah President Director to the Lowest Employee	33.3 : 1	38.4 : 1
Karyawan Tertinggi terhadap Karyawan Terendah Highest Employee to Lowest Employee	16.7 : 1	19.2 : 1
Karyawan Terendah terhadap Upah Minimum Regional (UMR) Rata-rata Lowest Employee to Average Regional Minimum Wage (UMR)	1.3 : 1	1.3 : 1

Yang dimaksud karyawan tertinggi pada tabel di atas adalah SEVP (*Senior Executive Vice President*), sementara karyawan terendah adalah level *Associate*.

The highest employee in the table above is SEVP (*Senior Executive Vice President*), while the lowest employee is Associate level.