

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.