

NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Nomination and Remuneration for the Board of Commissioners and Board of Directors

Prosedur Nominasi Dewan Komisaris dan Direksi [GRI 2-19, 2-20, 2-21]

Perseroan menerapkan proses nominasi Dewan Komisaris dan Direksi dengan mengacu pada Peraturan Menteri BUMN PER-10/MBU/10/2020 tanggal 09 Oktober 2020 tentang Perubahan Atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-02/MBU/02/2015 Tentang Persyaratan dan Tata Cara Pengangkatan dan Pemberhentian Anggota Dewan Komisaris dan Dewan Pengawas Badan Usaha Milik Negara dan pada Peraturan Menteri BUMN PER-03/MBU/02/2015 tanggal 17 Februari 2015 tentang Persyaratan dan Tata Cara Pengangkatan dan Pemberhentian Anggota Direksi Badan Usaha Milik Negara.

Bakal calon Dewan Komisaris dan Direksi diusulkan melalui Dewan Komisaris yang dibantu oleh Komite Remunerasi dan Nominasi. Bakal calon yang akan ditetapkan menjadi calon anggota Dewan Komisaris dan Direksi adalah seorang yang telah dinyatakan memenuhi Persyaratan formal, persyaratan materiil dan persyaratan lain serta lulus Uji Kelayakan dan Kepatutan (UKK). Penetapan Direksi dan Dewan dilakukan melalui Keputusan RUPS.

Prosedur dan Pelaksanaan Remunerasi Direksi dan Dewan Komisaris

Penetapan remunerasi bagi anggota Dewan Komisaris dan Direksi merupakan kewenangan pemegang saham melalui mekanisme RUPS, dengan formulasi yang mengacu pada Peraturan Menteri BUMN Nomor PER-04/MBU/2014 Tanggal 10 Maret 2014 Tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN, dengan perubahan terakhir berdasarkan Peraturan Menteri BUMN Nomor PER-13/MBU/09/2021 Tanggal 24 September 2021 tentang Perubahan Perubahan Keenam Atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-04/MBU/2014 Tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara.

Board of Commissioners and Board of Directors Nomination Procedure [GRI 2-19, 2-20, 2-21]

The Company implements the nomination process for the Board of Commissioners and Board of Directors with reference to the Minister of SOE Regulation PER-10/MBU/10/2020 dated October 9, 2020 concerning Amendments to the Regulation of the Minister of State-Owned Enterprises No. PER-02/MBU/02/2015 concerning Requirements and Procedures Methods of Appointment and Dismissal of Members of the Board of Commissioners and Supervisory Board of State-Owned Enterprises and in the Minister of SOE Regulation PER-03/MBU/02/2015 dated 17 February 2015 concerning Requirements and Procedures for Appointment and Dismissal of Members of the Board of Directors of State-Owned Enterprises.

Prospective candidates for the Board of Commissioners and Directors are proposed through the Board of Commissioners who are assisted by the Remuneration and Nomination Committee. A candidate to be determined as a candidate for members of the Board of Commissioners and Board of Directors is a person who has been declared to have met the formal requirements, material requirements and other requirements and passed the Fit and Proper Test (UKK). Determination of the Board of Directors and the Board is carried out through GMS Resolution.

Procedures and Implementation of Remuneration for Directors and Board of Commissioners

Determination of remuneration for members of the Board of Commissioners and Directors is the authority of shareholders through the GMS mechanism, with the formulation referring to the Minister of SOE Regulation No. PER-04/MBU/2014 dated 10 March 2014 concerning Guidelines for Determining Income for Directors, Board of Commissioners and SOE Supervisory Board. with the latest amendment based on SOE Minister Regulation No. PER-13/MBU/09/2021 dated September 23, 2021 concerning Amendments to the Sixth Amendment to the Minister of State-Owned Enterprises Regulation Number PER-04/MBU/2014 concerning Guidelines for Determining the Income of Board of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises.

Prosedur Penetapan Remunerasi

Dalam proses penetapan besaran remunerasi Dewan Komisaris dan Direksi, Dewan Komisaris dengan dibantu Komite Nominasi dan Remunerasi melakukan kajian dan evaluasi tentang besaran dana remunerasi yang akan diberikan. Selanjutnya, hasil kajian dan evaluasi disampaikan kepada RUPS untuk dikaji kembali hingga kemudian disahkan setelah mendapat kesepakatan.

Indikator Penetapan Remunerasi

Penetapan remunerasi berupa gaji atau honorarium, tunjangan, dan fasilitas yang bersifat tetap dilakukan dengan mempertimbangkan sejumlah indikator mencakup skala usaha, kompleksitas usaha, tingkat inflasi, kondisi dan kemampuan keuangan Perseroan, serta faktor-faktor lain yang relevan, dengan batasan yang diatur di dalam peraturan perundang-undangan yang berlaku.

Struktur dan Besaran Remunerasi Masing-Masing Anggota Direksi dan Anggota Dewan Komisaris

Berdasarkan prosedur dan indikator penetapan remunerasi yang diuraikan sebelumnya, struktur remunerasi Dewan Komisaris dan Direksi yang berlaku untuk tahun 2022 adalah sebagai berikut:

Struktur Remunerasi Dewan Komisaris dan Direksi

Jenis Penghasilan / Type of Remuneration	Keputusan / Resolution		Keterangan / Description
	Dewan Komisaris / Board of Commissioners	Direksi / Board of Directors	
Honorarium/Gaji / Honorarium/Salary	<ul style="list-style-type: none"> Honorarium Komisaris Utama: 45% dari Direktur Utama / Honorarium of the President Commissioner: 45% from the President Director Anggota Dewan Komisaris: 90% dari Komisaris Utama / Members of the Board of Commissioners: 90% from the President Commissioner 	<ul style="list-style-type: none"> Gaji Direktur Utama: 100% dari gaji Direktur Utama / President Director's salary: 100% of the President Director's salary Anggota Direksi lainnya 85% dari gaji Direktur Utama / Other members of the Board of Directors are given 85% of the salary of the President Director 	Sesuai SR-47/Wk2.MBU.E/08/2022 Tanggal 31 Agustus 2022. / In accordance with SR-47/Wk2.MBU.E/08/2022 dated August 31, 2022
Tunjangan / Allowance			
Tunjangan Hari Raya Keagamaan / Religious Holiday Allowance	1(satu) kali honorarium / 1(one) time honorarium	1(satu) kali gaji / 1(one) time salary	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/ MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021
Asuransi Purna Jabatan / Post-Service Insurance	Premi yang ditanggung oleh perusahaan sebesar 25% dari gaji dalam 1 tahun / The premium borne by the company is 25% of salary in 1 year	Premi yang ditanggung oleh perusahaan sebesar 25% dari gaji dalam 1 tahun / The premium borne by the company is 25% of salary in 1 year	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/ MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021

Remuneration Determination Procedure

In the process of determining the amount of remuneration for the Board of Commissioners and Board of Directors, the Board of Commissioners with the assistance of the Nomination and Remuneration Committee conducts a study and evaluation of the amount of remuneration to be given. Furthermore, the results of the review and evaluation are submitted to the GMS to be reviewed until later ratified after obtaining an agreement.

Remuneration Determination Indicator

Determination of remuneration in the form of salary or honorarium, allowances and facilities that are fixed in nature is carried out by taking into account a number of indicators including business scale, business complexity, inflation rate, condition and financial capacity of the Company, as well as other relevant factors, with limits stipulated in regulations current regulation.

Structure and Amount of Remuneration of Each Member of the Board of Directors and Member of the Board of Commissioners

Based on the procedures and indicators for determining remuneration previously described, the remuneration structure for the Board of Commissioners and Board of Directors that applies for 2022 is as follows:

Remuneration Structure for the Board of Commissioners and Board of Directors

Jenis Penghasilan / Type of Remuneration	Keputusan / Resolution		Keterangan / Description
	Dewan Komisaris / Board of Commissioners	Direksi / Board of Directors	
Tunjangan perumahan / Housing Allowance	-	Tunjangan perumahan diberikan secara bulanan / Housing allowances are given on a monthly basis	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/MBU/09/2021. Apabila menyediakan rumah jabatan wajib digunakan sampai masa jabatan Direksi berakhir dan yang bersangkutan tidak diberikan tunjangan perumahan. / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021. If providing a house of office, it must be used until the term of office of the Board of Directors ends and the person concerned is not given a housing allowance.
Tunjangan Transportasi / Transportation Allowance	20% dari honorarium per bulan / 20% of the honorarium per month	-	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021
Fasilitas / Facilities			
Fasilitas Kendaraan / Vehicle Facility	-	1 (satu) unit beserta biaya pemeliharaan dan biaya operasional, dengan memperhatikan kondisi keuangan perusahaan. / 1 (one) unit of vehicle along with maintenance costs and operational costs, taking into account the company's financial condition.	Spesifikasi dan jenis kendaraan diatur oleh Dewan Komisaris dengan batas maksimal 3.500 cc. Untuk kendaraan berbahan bakar minyak atau batas maksimal 100 kWh untuk kendaraan bermotor listrik berbasis baterai (<i>battery electric vehicle</i>) / The specifications and types of vehicles are regulated by the Board of Commissioners with a maximum limit of 3,500 cc for oil-fueled vehicles or a maximum of 100 kWh for battery-based electric vehicles
Fasilitas Kesehatan / Medical Facility	Dalam bentuk asuransi Kesehatan atau penggantian biaya pengobatan (<i>at cost</i>) / In the form of health insurance or reimbursement of medical expenses (<i>at cost</i>)	Dalam bentuk asuransi Kesehatan atau penggantian biaya pengobatan (<i>at cost</i>) / In the form of health insurance or reimbursement of medical expenses (<i>at cost</i>)	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021
Fasilitas Bantuan Hukum / Legal Aid Facility	Sebesar pemakaian (<i>at cost</i>)	Sebesar pemakaian (<i>at cost</i>)	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021
Tantiem/Insentif Kinerja / Tantiem/Performance Incentive	Pemberian Tantiem/IK diberikan secara proporsional berdasarkan capaian kinerja pada tahun yang bersangkutan serta mempertimbangkan capaian kontribusi dividen kepada Negara atau indikator lainnya yang ditetapkan oleh RUPS/Menteri dalam Rencana Kerja dan Anggaran Perusahaan (RKAP) tahun yang bersangkutan. / Provision of of Tantiem/IK is given proportionally based on the achievement of performance in the year concerned and taking into account the achievement of dividend contributions to the State or other indicators determined by the GMS/Minister in the Company's Work Plan and Budget (RKAP) for the year concerned.	Pemberian Tantiem/IK diberikan secara proporsional berdasarkan capaian kinerja pada tahun yang bersangkutan serta mempertimbangkan capaian kontribusi dividen kepada Negara atau indikator lainnya yang ditetapkan oleh RUPS/Menteri dalam Rencana Kerja dan Anggaran Perusahaan (RKAP) tahun yang bersangkutan. / Provision of of Tantiem/IK is given proportionally based on the achievement of performance in the year concerned and taking into account the achievement of dividend contributions to the State or other indicators determined by the GMS/Minister in the Company's Work Plan and Budget (RKAP) for the year concerned.	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-13/MBU/09/2021 / In accordance with PER-04/MBU/2014 as amended several times, most recently with PER-13/MBU/09/2021

Adapun, besaran remunerasi masing-masing anggota Dewan Komisaris dan anggota Direksi untuk tahun 2022 adalah sebagai berikut.

The amount of remuneration for each member of the Board of Commissioners and members of the Board of Directors for 2022 is as follows.

Besaran Remunerasi Dewan Komisaris Tahun 2022

Amount of Remuneration for the Board of Commissioners in 2022

(Dalam rupiah)

(In rupiah)

Jenis Remunerasi dan Fasilitas Lain / Types of Remuneration and Other Facilities	Jumlah Diterima / Amount Received			
	Dewan Komisaris / Board of Commissioners		Direksi / Board of Directors	
	Jumlah Orang / Number of people	Nilai / Amount	Jumlah Orang / Number of people	Nilai / Amount
Honorarium/Gaji / Honorarium/ Salary	Dewan Komisaris (termasuk yang sudah berhenti pada tahun 2022) / Board of Commissioners (including those who retired in 2022)	14.060.280.000	Direksi (termasuk yang sudah berhenti pada tahun 2022) / Directors (including those who retired in 2022)	27.972.000.000
Tantiem/Insentif Khusus Dewan Komisaris / Tantiem/Special Incentive for the Board of Commissioners	Dewan Komisaris (termasuk yang sudah berhenti pada tahun 2022) / Board of Commissioners (including those who retired in 2022)	9.368.962.656	Direksi (termasuk yang sudah berhenti pada tahun 2022) / Directors (including those who retired in 2022)	27.816.896.266
Tunjangan / Allowance				
Tunjangan Hari Raya Keagamaan / Religious Holiday Allowance	Dewan Komisaris (termasuk yang sudah berhenti pada tahun 2022) / Board of Commissioners (including those who retired in 2022)	886.950.000	Direksi (termasuk yang sudah berhenti pada tahun 2022) / Directors (including those who retired in 2022)	2.106.000.000

KOMITE DI BAWAH DEWAN KOMISARIS

Committees under the Board of Commissioners

Dalam melaksanakan fungsinya sebagai organ pengawas dan pemberi nasihat Perseroan, Dewan Komisaris didukung oleh sejumlah komite yaitu Komite Audit, Komite Nominasi dan Remunerasi, serta Komite Pemantau Manajemen Risiko. Masing-masing komite telah dibentuk dan difungsikan sesuai peraturan perundang-undangan dan standar penerapan GCG yang berlaku, mencakup ketentuan di dalam Peraturan Menteri Negara BUMN No. PER-12/MBU/2012 tentang Organ Pendukung Dewan Komisaris/Dewan Pengawas Badan Usaha Milik Negara.

The Board of Commissioners is supported by several committees in carrying out its functions as the supervisory organ and advisor to the Company, namely the Audit Committee, the Nomination and Remuneration, as well as the Risk Oversight Committee. Each committee was established and functioned in accordance with the laws and regulations and the applicable GCG implementation standards, including the provisions in State Minister of BUMN Regulation No. PER-12/MBU/2012 concerning Supporting Organs for the Board of Commissioners/Supervisory Board of State-Owned Enterprises.

KOMITE AUDIT

Komite Audit merupakan organ pendukung Dewan Komisaris yang membantu Dewan Komisaris dalam menilai kecukupan sistem pengendalian internal, kecukupan pelaporan, dan pengungkapan laporan keuangan, serta tugas-tugas lain yang tercantum dalam Piagam Komite Audit.

AUDIT COMMITTEE

The Audit Committee is a supporting organ that assists the Board of Commissioners in assessing the adequacy of the internal control system, adequacy of reporting, disclosure of financial statements, and other duties as stated in the Audit Committee Charter.

Pembentukan Komite Audit merupakan bagian yang tidak terpisahkan dari upaya Perseroan untuk memastikan efektivitas sistem pengendalian intern serta pelaksanaan prinsip tata kelola perusahaan yang baik.

The establishment of the Audit Committee is inseparable from the Company's effort in ensuring the internal control system effectiveness as well as the good corporate governance implementation.