NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Nomination and Remuneration of The Board of Commissioners and The Board of Directors

NOMINASI DEWAN KOMISARIS DAN DIREKSI

Perseroan menjalankan proses nominasi bagi calon anggota Dewan Komisaris dan Direksi dengan berpedoman pada Peraturan Menteri BUMN No. PER-10/MBU/10/2020 tanggal 09 Oktober 2020 tentang Perubahan Atas Peraturan Menteri BUMN No. 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 No. PER-03/MBU/02/2015 tanggal 17 Februari 2015 tentang Persyaratan dan Tata Cara Pengangkatan dan Pemberhentian Anggota Direksi Badan Usaha Milik Negara.

Calon anggota Dewan Komisaris dan Direksi diusulkan melalui Dewan Komisaris dengan dibantu oleh Komite Remunerasi dan Nominasi. Seseorang yang akan ditetapkan sebagai calon anggota Dewan Komisaris dan Direksi harus telah dinyatakan memenuhi persyaratan formal, persyaratan materiil, serta persyaratan lainnya, dan lulus dalam Uji Kelayakan dan Kepatutan (UKK). Penetapan anggota Direksi dan Dewan Komisaris dilakukan melalui keputusan Rapat Umum Pemegang Saham (RUPS).

PROSEDUR DAN PELAKSANAAN REMUNERASI DIREKSI DAN DEWAN KOMISARIS

Penentuan besaran remunerasi untuk anggota Dewan Komisaris dan Direksi adalah hak dari pemegang saham yang dilakukan melalui mekanisme Rapat Umum Pemegang Saham (RUPS), dengan formulasi yang mengacu pada Peraturan Menteri BUMN No. 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 No. PER-13/MBU/09/2021 tanggal 24 September 2021 tentang Perubahan Keenam Atas Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara.

PROSEDUR PENETAPAN REMUNERASI

Dalam proses penetapan besaran remunerasi Dewan Komisaris dan Direksi, Dewan Komisaris bersama dengan Komite Nominasi dan Remunerasi melakukan kajian serta evaluasi terhadap jumlah dana remunerasi yang akan diberikan. Hasil kajian dan evaluasi

NOMINATION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

The Company carries out the nomination process for prospective members of the Board of Commissioners and the Board of Directors in accordance with Minister of State-Owned Enterprises Regulation No. PER-10/MBU/10/2020 dated October 9, 2020 concerning Amendments to Minister of State-Owned Enterprises Regulation No. PER-02/MBU/02/2015 on the Requirements and Procedures for the Appointment and Dismissal of Members of the Board of Commissioners and the Supervisory Board of State-Owned Enterprises, as well as Minister of State-Owned Enterprises Regulation No. PER-03/MBU/02/2015 dated February 17, 2015 concerning the Requirements and Procedures for the Appointment and Dismissal of Members of the Board of Directors of State-Owned Enterprises.

Candidates for the Board of Commissioners and the Board of Directors are proposed through the Board of Commissioners with the assistance of the Remuneration and Nomination Committee. Individuals to be nominated as candidates for the Board of Commissioners or the Board of Directors must satisfy the formal, substantive, and other prescribed requirements, and successfully pass the Fit and Proper Test. The appointment of members of the Board of Commissioners and the Board of Directors is determined through a resolution of the General Meeting of Shareholders (GMS).

REMUNERATION PROCEDURES AND IMPLEMENTATION FOR THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS

The determination of remuneration for members of the Board of Commissioners and the Board of Directors is the prerogative of the shareholders and is resolved through the General Meeting of Shareholders (GMS). The remuneration framework refers to Minister of State-Owned Enterprises Regulation No. PER-04/MBU/2014 dated March 10, 2014 concerning Guidelines for Determining the Remuneration of the Board of Directors, the Board of Commissioners, and the Supervisory Board of State-Owned Enterprises, as last amended by Minister of State-Owned Enterprises Regulation No. PER-13/MBU/09/2021 dated September 24, 2021 concerning the Sixth Amendment to Minister of State-Owned Enterprises Regulation No. PER-04/MBU/2014 on the Guidelines for Determining the Remuneration of the Board of Directors, the Board of Commissioners, and the Supervisory Board of State-Owned Enterprises.

REMUNERATION DETERMINATION PROCEDURE

In determining the remuneration of the Board of Commissioners and the Board of Directors, the Board of Commissioners, together with the Nomination and Remuneration Committee, conducts a review and evaluation of the proposed remuneration allocation.

tersebut kemudian disampaikan kepada RUPS untuk ditelaah kembali hingga akhirnya disahkan setelah mencapai kesepakatan. Adapun indikator penetapan remunerasi yang berupa gaji atau honorarium, tunjangan, serta fasilitas tetap ditetapkan dengan mempertimbangkan berbagai indikator, seperti skala usaha, tingkat kompleksitas usaha, laju inflasi, kondisi dan kemampuan keuangan Perseroan, serta faktor-faktor lain yang relevan, sesuai dengan batasan yang diatur dalam peraturan perundang-undangan yang berlaku.

The results of the review and evaluation are then submitted to the General Meeting of Shareholders (GMS) for further consideration and approval. The determination of remuneration components, including salaries or honoraria, allowances, and fixed benefits, takes into account various factors such as the scale of the Company's business, the level of business complexity, inflation, the Company's financial condition and capacity, and other relevant considerations, in accordance with the limits prescribed by the prevailing laws and regulations.

STRUKTUR DAN BESARAN REMUNERASI MASING-MASING ANGGOTA DIREKSI DAN ANGGOTA DEWAN KOMISARIS

Mengacu pada prosedur dan indikator penetapan remunerasi yang telah dijelaskan sebelumnya, susunan remunerasi bagi Dewan Komisaris dan Direksi yang berlaku pada tahun buku 2025 adalah sebagai berikut:

REMUNERATION STRUCTURE AND AMOUNT FOR EACH MEMBER OF THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS

Based on the remuneration procedures and determination indicators described above, the remuneration structure applicable to the Board of Commissioners and the Board of Directors for the 2025 financial year is as follows:

Struktur Remunerasi Dewan Komisaris dan Direksi

Berdasarkan prosedur dan indikator penetapan remunerasi yang diuraikan sebelumnya, struktur remunerasi Dewan Komisaris dan Direksi yang berlaku tahun 2025 adalah sebagai berikut:

Remuneration Structure of the Board of Commissioners and the Board of Directors

Based on the remuneration procedures and determination indicators described above, the remuneration structure applicable to the Board of Commissioners and the Board of Directors for the 2025 financial year is as follows:

Tabel Struktur Remunerasi Dewan Komisaris dan Direksi Tahun 2025
Table of Remuneration Structure of the Board of Commissioners and the Board of Directors for 2025

No	Jenis Penghasilan Type of Remuneration	Keputusan | Resolution		Keterangan Remarks
		Dewan Komisaris Board of Commissioners	Direksi Board of Directors	
1	Honorarium/Gaji Honorarium/ Salary	Honorarium Komisaris Utama: 45% dari Direktur Utama Anggota Dewan Komisaris: 90% dari Komisaris Utama Honorarium for President Commissioner: 45% of the President Director's Salary Members of the Board of Commissioners: 90% of the President Commissioner's Honorarium	• Gaji Direktur Utama: 100% dari gaji Direktur Utama Salary for President Director: 100% of the President Director's Salary • Anggota Direksi lainnya 85% dari gaji Direktur Utama Members of the Board of Directors: 85% of the President Director's Salary	Sesuai SR-4/Wk.MBU.11/07/2023 Tanggal 24 Juli 2023 In accordance with Letter No. SR-4/ Wk.MBU.11/07/2023 dated July 24, 2023
Tunjangan | Allowances				
2	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-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023
3	Asuransi Purna Jabatan Post-Employment Insurance	Premi yang ditanggung oleh perusahaan sebesar 25% dari gaji dalam 1 tahun Company-paid premium equivalent to 25% of one year's salary	Premi yang ditanggung oleh perusahaan sebesar 25% dari gaji dalam 1 tahun Company-paid premium equivalent to 25% of one year's salary	Sesuai PER-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023

NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

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

Tabel Struktur Remunerasi Dewan Komisaris dan Direksi Tahun 2025

Table of Remuneration Structure of the Board of Commissioners and the Board of Directors for 2025

No	Jenis Penghasilan Type of Remuneration	Keputusan | Resolution		Keterangan Remarks
		Dewan Komisaris Board of Commissioners	Direksi Board of Directors	
4	Tunjangan perumahan Housing Allowance	-	Tunjangan perumahan termasuk biaya utilitas diberikan secara bulanan yang besarannya ditetapkan oleh Menteri; A monthly housing allowance, including utility expenses, in an amount determined by the Minister.	Sesuai PER-3/MBU/03/2023 Apabila Direksi BUMN masih mendapatkan fasilitas rumah dinas, maka tetap dapat menggunakan fasilitas tersebut paling lambat tanggal 31 Desember 2024 In accordance with Minister of SOEs Regulation No. PER-3/MBU/03/2023. Members of the Board of Directors who continue to receive official housing facilities may use such facilities until no later than December 31, 2024.
5	Tunjangan Transportasi Transportation Allowance	20% dari honorarium per bulan 20% of the monthly honorarium	-	Sesuai PER-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023
Fasilitas | Facility				
6	Fasilitas Kendaraan Vehicle Facility		1 (satu) unit beserta biaya pemeliharaan dan biaya operasional, dengan memperhatikan kondisi keuangan Perusahaan One official vehicle, including maintenance and operational costs, subject to 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 (*battery electric vehicle*) Vehicle specifications and type are determined by the Board of Commissioners, with a maximum engine capacity of 3,500 cc for internal combustion engine vehicles or a maximum battery capacity of 100 kWh for battery electric vehicles (BEVs).
7	Fasilitas Kesehatan Health Facility	Dalam bentuk asuransi Kesehatan atau penggantian biaya pengobatan (*at cost*) Health insurance or reimbursement of medical expenses (at cost)	Dalam bentuk asuransi Kesehatan atau penggantian biaya pengobatan (at cost) Health insurance or reimbursement of medical expenses (at cost)	Sesuai PER-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023
8	Fasilitas Badan Hukum Legal Assistance Facility	• Diberikan dengan memperhatikan prinsip kewajaran, transparansi, dan akuntabilitas sesuai dengan ketentuan yang berlaku, serta memperhatikan kemampuan keuangan BUMN yang bersangkutan; Provided in accordance with the principles of reasonableness, transparency, and accountability, while considering the Company's financial capability and prevailing regulations; • Sebesar pemakaian (at cost) Reimbursed on an actual-cost basis (at cost).	• Diberikan dengan memperhatikan prinsip kewajaran, transparansi, dan akuntabilitas sesuai dengan ketentuan yang berlaku, serta memperhatikan kemampuan keuangan BUMN yang bersangkutan; Provided in accordance with the principles of reasonableness, transparency, and accountability, while considering the Company's financial capability and prevailing regulations; • Sebesar pemakaian (at cost) Reimbursed on an actual-cost basis (at cost).	Sesuai PER-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023

NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

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

Tabel Struktur Remunerasi Dewan Komisaris dan Direksi Tahun 2025
Table of Remuneration Structure of the Board of Commissioners and the Board of Directors for 2025

No	Jenis Penghasilan Type of Remuneration	Keputusan | Resolution		Keterangan Remarks
		Dewan Komisaris Board of Commissioners	Direksi Board of Directors	
9	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 Granted proportionally based on the achievement of annual performance targets, taking into account the achievement of the dividend contribution commitment to the State and/or other indicators determined by the GMS/Minister in the relevant Corporate Work Plan and Budget (RKAP).	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 Granted proportionally based on the achievement of annual performance targets, taking into account the achievement of the dividend contribution commitment to the State and/or other indicators determined by the GMS/Minister in the relevant Corporate Work Plan and Budget (RKAP).	Sesuai PER-3/MBU/03/2023 In accordance with PER-3/MBU/03/2023

BESARAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Informasi besaran remunerasi masing-masing anggota Dewan Komisaris dan anggota Direksi untuk tahun 2025 adalah sebagai berikut:

REMUNERATION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

The remuneration of each member of the Board of Commissioners and the Board of Directors for 2025 is presented as follows:

Tabel Besaran Remunerasi Dewan Komisaris dan Direksi Tahun 2025
Table of Remuneration of the Board of Commissioners and the Board of Directors for 2025

Dalam jutaan rupiah
In million rupiah

No	Jenis Remunerasi dan Fasilitas Type of Remuneration and Benefits	Jumlah Diterima | Amount Received			
		Dewan Komisaris | Board of Commissioners		Direksi | Board of Commissioners	
		Jumlah Orang Number of People	Nilai Amount	Jumlah Orang Number of People	Nilai Amount
1	Honorarium/Gaji	8 Orang 8 People	12.256	10 Orang 8 People	30.550
2	Tantiem	-	-	-	-

NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

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

RINCIAN BESARAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Pada laporan ini, KAI tidak mengungkap rincian mengenai rasio kompensasi total tahunan bagi individu dengan bayaran tertinggi di organisasi terhadap median (nilai tengah) total kompensasi tahunan untuk semua pekerja (tidak termasuk individu dengan bayaran tertinggi).

DETAILS OF THE REMUNERATION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

In this report, KAI does not disclose the ratio of the total annual compensation of the highest-paid individual in the organization to the median (midpoint) annual compensation of all employees, nor does it disclose the ratio of the percentage increase in the total annual compensation of the highest-paid individual to the median percentage increase in the total annual compensation of all employees.

KOMITE DI BAWAH DEWAN KOMISARIS

Committees Under the Board of Commissioners

Dalam menjalankan perannya sebagai organ pengawas dan pemberi nasihat bagi Perseroan, Dewan Komisaris didukung oleh beberapa komite, yakni Komite Audit, Komite Nominasi dan Remunerasi, serta Komite Pemantau Manajemen Risiko. Setiap komite telah dibentuk dan dijalankan sesuai dengan peraturan perundang-undangan serta standar penerapan GCG yang berlaku, termasuk ketentuan dalam Peraturan Menteri Negara BUMN Nomor PER-12/MBU/2012 tentang Organ Pendukung Dewan Komisaris/ Dewan Pengawas Badan Usaha Milik Negara.

In carrying out its role as the Company's supervisory and advisory body, the Board of Commissioners is supported by several committees, namely the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Monitoring Committee. Each committee has been established and operates in accordance with the prevailing laws and regulations as well as the applicable Good Corporate Governance (GCG) standards, including the provisions of Minister of State-Owned Enterprises Regulation No. PER-12/MBU/2012 concerning Supporting Organs of the Board of Commissioners/Supervisory Board of State-Owned Enterprises.