

Nominasi dan Remunerasi Direksi dan Dewan Komisaris

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

KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Kebijakan Nominasi Dewan Komisaris dan Direksi

1. Berdasarkan Pasal 27 ayat (1) Undang-Undang Nomor 19 Tahun 2003 tentang Badan Usaha Milik Negara, pengangkatan dan pemberhentian anggota Dewan Komisaris ditetapkan oleh Rapat Umum Pemegang Saham, dan pada pasal 27 ayat (2), dinyatakan bahwa dalam hal Menteri Badan Usaha Milik Negara bertindak selaku Rapat Umum Pemegang Saham, maka pengangkatan dan pemberhentian anggota Dewan Komisaris ditetapkan oleh Menteri.
2. Berdasarkan Pasal 15 ayat (1) Undang-Undang Nomor 19 Tahun 2003 tentang Badan Usaha Milik Negara, pengangkatan dan pemberhentian anggota Direksi dilakukan oleh RUPS, dan pada ayat (2) dinyatakan bahwa dalam hal Menteri Badan Usaha Milik Negara bertindak selaku Rapat Umum Pemegang Saham, maka pengangkatan dan pemberhentian anggota Dewan Komisaris ditetapkan oleh Menteri.
3. Peraturan Menteri Badan Usaha Milik Negara Nomor PER-3/MBU/03/2023 Tentang Organ Dan Sumber Daya Manusia, BAB II Syarat Anggota Direksi Dan Dewan komisaris/Dewan pengawas BUMN Dan Anak Perusahaan; BAB IV Tata Cara Pengangkatan Anggota Direksi Dan Dewan Komisaris/Dewan Pengawas BUMN.

Prosedur Nominasi Dewan Komisaris

Berdasarkan Peraturan Menteri Badan Usaha Milik Negara Nomor: PER-3/MBU/03/2023 tentang Organ Dan Sumber Daya Manusia Badan Usaha Milik Negara Bagian Kelima Tata Cara Pengangkatan Anggota Dewan Komisaris/Dewan Pengawas Badan Usaha Milik Negara, pelaksanaan pengangkatan Anggota Dewan Komisaris meliputi:

1. Penjaringan oleh Menteri, Wakil Menteri, Sekretaris Kementerian, dan/atau Deputi yang berasal dari mantan Direksi, Dewan Komisaris/Dewan Pengawas BUMN, pejabat struktural dan pejabat fungsional pemerintah atau sumber lain;
2. Penilaian persyaratan formal dan persyaratan lain oleh Deputi;
3. Usulan pengangkatan bagi calon yang dinyatakan memenuhi persyaratan;
4. Penetapan melalui Keputusan Menteri BUMN atau RUPS, setelah calon menandatangani surat pernyataan mengundurkan diri dari jabatan lain yang dilarang untuk dirangkap oleh Dewan Komisaris.

BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS REMUNERATION POLICY

Nomination Policy For The Board Of Commissioners And Board Of Directors

1. Based on Article 27 paragraph (1) of Law Number 19 of 2003 concerning State-Owned Enterprises, the appointment and dismissal of members of the Board of Commissioners is determined by the GMS, where article 27 paragraph (2) states that in the case of the Minister of SOEs, the SOE acts as the General GMS, so the appointment and dismissal of members of the Board of Commissioners is determined by the Minister.
2. Based on Article 15 paragraph (1) of Law No. 19 of 2003 concerning SOEs, the appointment and dismissal of members of the Board of Directors is carried out by the GMS, and in paragraph (2) it is stated that in the event the Minister of SOEs acts as the GMS, the appointment and dismissal of members of the Board of Commissioners is determined by the Minister.
3. Minister of SOEs Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources, CHAPTER II Requirements for Members of the Board of Directors and Board of Commissioners/Supervisory Board of SOEs and Subsidiaries; CHAPTER IV Procedures for Appointing Members of the Board of Directors and Board of Commissioners/Supervisory Board of SOEs.

Nomination Procedure Board of Commissioners

Based on the Minister of SOEs Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of SOEs, Part Five, the Procedures for Appointing Members of the Board of Commissioners/Supervisory Board of SOEs, the appointment of Members of the Board of Commissioners includes:

1. Recruitment by the Minister, Deputy Minister, Secretary to the Ministry, and/or Deputy who comes from former Directors, Board of Commissioners/Supervisory Board of SOEs, structural officials and functional officials of the government or other sources;
2. Assessment of formal requirements and other requirements by the Deputy;
3. Proposed appointment for candidates who meet the requirements;
4. Determination through the Minister of SOEs or GMS Decree, after the candidate signs a statement letter resigning from other positions that are prohibited from being held concurrently by the Board of Commissioners.

Direksi

Berdasarkan Peraturan Menteri Badan Usaha Milik Negara Nomor: PER-3/MBU/03/2023 tentang Organ Dan Sumber Daya Manusia Badan Usaha Milik Negara Bagian Keempat Tata Cara Pengangkatan Anggota Direksi Badan Usaha Milik Negara, berikut Prosedur Nominasi Direksi hingga Penetapan:

1. Manajemen Sukses (proses pemilihan dari Talent Pool atau sumber lain).
2. Uji Kelayakan dan Kematangan (UKK)
3. Bakal calon yang akan ditetapkan menjadi calon anggota Direksi, adalah seseorang yang telah dinyatakan memenuhi Persyaratan Formal dan Persyaratan lain dan lulus UKK. UKK terhadap bakal calon dilakukan oleh lembaga profesional yang ditunjuk oleh Menteri.
4. Usulan Pengangkatan
5. Bagi calon yang telah mendapatkan rekomendasi dari tim penilai UKK dapat diangkat menjadi Direksi Perseroan.
6. Penetapan
7. Penetapan dilakukan melalui mekanisme RUPS sebagaimana diatur dalam Peraturan Otoritas Jasa Keuangan dan peraturan terkait lainnya.

Kebijakan Remunerasi Dewan Komisaris dan Direksi

Remunerasi Direksi dan Dewan Komisaris berpedoman pada Peraturan Menteri BUMN No. PER-3/MBU/ 03/2023 Tentang Organ Dan Sumber Daya Manusia BUMN serta Surat PT Danareksa (Persero) No. S-16/DR/DIR/10/2024 tanggal 21 Oktober 2024 Hal: Penetapan Penghasilan Direksi dan Dewan Komisaris PT Perusahaan Pengelola Aset.

Board of Directors

Based on the Minister of SOEs Regulation No. PER-3/MBU/03/2023 concerning Organs and Human Resources of SOEs, Part Four, the Procedures for Appointing Members of the Board of Directors of SOEs, the Procedures for Nominating Directors to Determination includes:

1. Submission and Screening of Candidates as Directors Succession Management (selection process from Talent Pool or other sources).
2. Fit and Proper Test (UKK)
3. The prospective candidates chosen as a candidate member of the Board of Directors is someone who has been declared to have fulfilled the Formal Requirements and other requirements and passed the UKK. UKK for prospective candidates is carried out by a professional institution appointed by the Minister.
4. Appointment Proposals
5. Candidates who were recommended by the UKK assessment team can be appointed as Directors of the Company
6. Determination
7. Determination is made through the GMS mechanism as regulated in the Financial Services Authority Regulations and other related regulations.

Board of Commissioners and Board of Directors Remuneration Policy

The Board of Directors and Board of Commissioners Remuneration is guided by the Minister of SOEs Regulation No. PER-3/MBU/03/2023 Concerning SOE Organs and Human Resources, and PT Danareksa (Persero) Letter No. S-16/DR/DIR/10/2024 dated October 21, 2024, Subject: Determination of PT Perusahaan Pengelola Aset Board of Directors and Board of Commissioners Remuneration.

Prosedur Pengusulan Hingga Penetapan Remunerasi Dewan Komisaris dan Direksi

Berdasarkan Rencana Kerja dan Anggaran Perusahaan (RKAP), Perseroan mengalokasikan anggaran untuk rencana kenaikan penghasilan Direksi dan Dewan Komisaris. Penyesuaian jumlah tersebut mempertimbangkan beberapa faktor, termasuk skala usaha, tingkat kompleksitas bisnis, tingkat inflasi, kondisi serta kemampuan keuangan Perseroan, pertumbuhan dan pencapaian kinerja, besarnya target yang telah ditetapkan, serta tingkat penghasilan yang umum berlaku dalam industri sejenis.

1. Berdasarkan pencapaian kinerja dan KPI tahunan, kemampuan keuangan Perseroan serta kewajaran besarnya penghasilan pada industri/perusahaan sejenis di market Direksi mengusulkan kepada Dewan Komisaris untuk mengusulkan kepada RUPS;
2. Berdasarkan usulan Direksi dan pertimbangan Dewan Komisaris selanjutnya Dewan Komisaris mengusulkan besaran penghasilan bagi Direksi dan Dewan Komisaris kepada RUPS/Menteri untuk ditetapkan dalam RUPS Laporan Tahunan;
3. RUPS/Menteri menetapkan penghasilan bagi Direksi dan Dewan Komisaris.

Jenis Penghasilan Direksi dan Dewan Komisaris

No	Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1.	Gaji Salary	Honorarium Honorarium
2.	Tunjangan: 1. Tunjangan Hari Raya Keagamaan 2. Asuransi Purna jabatan 3. Tunjangan Perumahan Allowances: 1. Religious holiday allowance 2. Post-employment insurance 3. Housing Allowance	Tunjangan: 1. Tunjangan Hari Raya Keagamaan 2. Asuransi Purna jabatan 3. Tunjangan Perumahan Allowances: 1. Religious holiday allowance 2. Post-employment insurance 3. Housing Allowance
3.	Fasilitas: 1. Fasilitas Kendaraan 2. Fasilitas Kesehatan 3. Fasilitas bantuan Hukum Facilities: 1. Vehicle Facilities 2. Medical Facilities 3. Legal Aid Facilities	Fasilitas : 1. Fasilitas Kesehatan 2. Fasilitas bantuan Hukum Facilities: 1. Medical Facilities 2. Legal Aid Facilities
4.	Tantiem/Insentif Kinerja Tantiem/Performance Incentives	Tantiem/Insentif Kinerja Tantiem/Performance Incentives

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

Based on the Company's Work Plan and Budget (RKAP), the Company allocates a budget for planned increases in the Board of Directors and Board of Commissioners remuneration with the amount adjusted to several factors, including business scale, level of business complexity, inflation rate, the Company's financial condition and capability, performance growth and achievements, the size of targets set, and the that generally accepted remuneration levels in similar industries.

1. Based on annual performance and KPI achievements, the Company's financial capabilities and the reasonableness of the amount of remuneration in similar industries/companies in the market, the Board of Directors submits a proposal to the Board of Commissioners to propose to the GMS;
2. Based on the Board of Directors' proposal and after the Board of Commissioners' consideration, the Board of Commissioners then proposes the amount of remuneration for the Board of Directors and Board of Commissioners to the GMS/Minister to be determined in the Annual Report GMS;
3. The GMS/Minister determines the remuneration for the Board of Directors and Board of Commissioners.

Types of Income for Board of Directors and Board of Commissioners

Realisasi Remunerasi Dewan Komisaris Tahun 2024 Realization of Board of Commissioners Remuneration in 2024

Direksi (3 orang) Board of Directors (3 persons)	Nilai (Rp) Amount	Dewan Komisaris (1 orang) Board of Commissioners (1 person)	Nilai (Rp) Amount
Gaji Salary	6.839.654.545	Honorarium	1.010.880.000
Tunjangan Perumahan Housing Allowance	1.006.250.000	Tunjangan Transport Transport Allowance	200.232.000
THR Religious Allowance	561.600.000	THR Religious Allowance	84.240.000
Tunjangan Pakaian Clothing Allowance	60.000.000	Tunjangan Pakaian Clothing Allowance	20.000.000
Asuransi Purna Jabatan Full-time insurance premium	3.304.800.000	Asuransi Purna Jabatan Full-time insurance premium	495.720.000
Kesehatan Rawat Jalan Outpatient Reimbursement	314.909.004	Kesehatan Rawat Jalan Outpatient Reimbursement	125.364.042
Asuransi Rawat Inap + BPJS Kesehatan Inpatient Insurance and BPJS Health	255.522.000	Asuransi Rawat Inap + BPJS Kesehatan Inpatient Insurance and BPJS Health	70.750.500
BPJS Ketenagakerjaan BPJS Employment	283.599.880	BPJS Ketenagakerjaan BPJS Employment	41.212.800
Uang Saku dan Transport Perjalanan Dinas Pocket Money and Transport for Business Trip	252.472.100	Uang Saku dan Transport Perjalanan Dinas Pocket Money and Transport for Business Trip	13.200.000
Operasional Kendaraan Office Car	548.863.636	Operasional Kendaraan Office Car	0
Keanggotaan Club Membership	170.180.000	Keanggotaan Club Membership	0
Insentif Khusus (Netto) Tahun Sebelumnya Incentive (Net) Previous Year	2.216.297.224	Insentif Khusus (Netto) Tahun Sebelumnya Incentive (Net) Previous Year	769.016.367
Pajak Penghasilan Income Tax	6.792.785.290	Pajak Penghasilan Income Tax	1.172.788.930
Jumlah Penghasilan Direksi Total Earning of Board of Directors	22.606.933.679	Jumlah Penghasilan Dewan Komisaris Total Earning of Board of Commissioners	4.003.404.639

Catatan:

- Untuk jumlah penghasilan Direksi termasuk proporsional 1 (satu) Anggota Direksi yang mengundurkan diri efektif 19 Januari 2024.
- Untuk jumlah penghasilan Dewan Komisaris termasuk 1 (satu) anggota Dewan Komisaris yang berakhir 15 Desember 2023 yang masih memperoleh Insentif Khusus 2023.

Note:

- The Board of Directors remuneration includes proportional 1 (one) member of the Board of Directors who resigned effective January 19, 2024.
- The Board of Commissioners remuneration includes 1 (one) member of the Board of Commissioners who ceased serving on December 15, 2023 but still received the 2023 Special Incentive.