

# Nominasi dan Remunerasi Anggota Dewan Komisaris dan Direksi

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

Pengangkatan dan pemberhentian serta penetapan besaran remunerasi bagi anggota Dewan Komisaris dan Direksi merupakan wewenang pemegang saham yang dilakukan melalui mekanisme RUPS.

Appointment and dismissal as well as determination of the total remuneration for members of the Board of Commissioners and Directors is the shareholders' authority conducted through the GMS mechanism.

### PROSEDUR NOMINASI ANGGOTA DEWAN KOMISARIS DAN DIREKSI

Pengangkatan anggota Dewan Komisaris dan Direksi PERTAMINA merupakan wewenang pemegang saham, dalam hal ini adalah Kementerian BUMN. Prosedur pengangkatan Dewan Komisaris mengacu pada Peraturan Menteri Badan Usaha Milik Negara Nomor PER-10/MBU/10/2020 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. Sedangkan prosedur pengangkatan Direksi mengacu pada Peraturan Menteri Badan Usaha Milik Negara Nomor PER - 11/MBU/07/2021 Tentang Persyaratan, Tata Cara Pengangkatan, Dan Pemberhentian Anggota Direksi Badan Usaha Milik Negara.

Seluruh calon anggota Dewan Komisaris dan/atau Direksi PERTAMINA harus memenuhi persyaratan formal dan materil sesuai yang tertera pada ketentuan tersebut.

### KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Besaran remunerasi bagi anggota Dewan Komisaris dan Direksi PERTAMINA ditetapkan oleh RUPS/ Menteri, dan berlaku setiap tahun selama satu tahun terhitung sejak bulan Januari tahun berjalan. Penetapan mengacu pada pedoman sebagaimana tercantum dalam Peraturan Menteri Badan Usaha Milik Negara Nomor PER-13/MBU/09/2021 tanggal 24 September 2021 tentang Perubahan Keenam atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-04/MBU/2014 tentang Pedoman Penetapan

### NOMINATION PROCEDURE FOR MEMBERS OF THE BOARD OF COMMISSIONERS AND DIRECTORS

The appointment of members of PERTAMINA's Board of Commissioners and Directors is the authority of the shareholders, in this case the SOE Ministry. The appointment procedure for the Board of Commissioners refers to the State-Owned Enterprises Minister Regulation Number PER-10/MBU/10/2020 concerning Amendments to the State-Owned Enterprises Minister Regulation Number PER-02/MBU/02/2015 concerning Requirements and Procedures for Appointment and Termination of Members of the Board of Commissioners and Supervisory Board of State Owned Enterprises. Meanwhile, the appointment procedure for the Board of Directors refers to the State-Owned Enterprises Minister Regulation Number PER - 11/MBU/07/2021 concerning Requirements, Procedures for Appointment, and Dismissal of Members of the Board of Directors of State-Owned Enterprises.

All prospective members of the Board of Commissioners and/or Directors of PERTAMINA must fulfill the formal and material requirements as stated in these provisions.

### REMUNERATION POLICY FOR THE BOARD OF COMMISSIONERS AND DIRECTORS

Total remuneration for members of the Board of Commissioners and Directors of PERTAMINA is determined by the GMS/Minister, and is valid every year for one year starting from January of the year. The determination refers to the guidelines as stated in the State-Owned Enterprises Minister Regulation Number PER-13/MBU/09/2021 dated September 24, 2021 concerning the Sixth Amendment to the State-Owned Enterprises Minister Regulation Number PER-04/MBU/2014 concerning Guidelines for Determination

Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN.

### Struktur dan Komponen Remunerasi

Dalam penetapan remunerasi, struktur dan komponen yang diberikan kepada anggota Direksi dan Dewan Komisaris meliputi:

1. Gaji untuk anggota Direksi, sedangkan honorarium untuk anggota Dewan Komisaris;
2. Tunjangan;
3. Fasilitas; dan
4. Tantiem/Insentif Kinerja/Insentif Khusus.

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 Perusahaan, dan faktor-faktor lain yang relevan, serta tidak boleh bertentangan dengan peraturan perundang-undangan. Faktor-faktor lain yang relevan di antaranya adalah tingkat penghasilan yang berlaku umum dalam industri yang sejenis.

of the Income of the Board of Directors, Board of Commissioners and Supervisory Board of SOEs.

### Remuneration Structure and Components

To establish remuneration, the structure and components given to members of the Board of Directors and Board of Commissioners include:

1. Salary for members of the Board of Directors; and honorarium for members of the Board of Commissioners;
2. Benefits;
3. Facilities; and
4. Bonus/Work Incentive/Special Incentive.

Establishment of remuneration in the form of salary or honorarium, benefits, and facilities which are fixed by nature is carried out by considering several factors, such as business scale, business complexity, inflation rate, Company's financial condition and capability, and other relevant factors as well as ensuring zero conflict with laws and regulations. Another relevant factor is income level that is deemed general in similar industries.

## STRUKTUR GAJI ANGGOTA DIREKSI DAN HONORARIUM ANGGOTA DEWAN KOMISARIS

Komponen Gaji Direksi Salary Component of Board of Directors	
Gaji Direktur Utama President Director & CEO's Salary	Gaji Anggota Direksi Lain Other Members of the Board of Director's Salary
<b>100%</b>	<b>85%</b>
dari Gaji Direktur Utama of the President Director & CEO Salary	dari Gaji Direktur Utama of the President Director & CEO Salary

## STRUCTURE OF SALARY FOR MEMBERS OF THE BOARD OF DIRECTORS AND HONORARIUM FOR MEMBERS OF THE BOARD OF COMMISSIONERS

Komponen Honorarium Dewan Komisaris Honorarium Component of Board of Commissioners		
Honorarium Komisaris Utama President Commissioner's Honorarium	Honorarium Wakil Komisaris Utama Vice President Commissioner's Honorarium	Honorarium Anggota Komisaris Lain Other Members of the Board of Commissioners' Honorarium
<b>45%</b>	<b>42,5%</b>	<b>90%</b>
dari Gaji Direktur Utama of the President Director & CEO Salary	dari Gaji Direktur Utama of the President Director & CEO Salary	dari honorarium Komisaris Utama of the President Commissioner's Honorarium

## JENIS TUNJANGAN ANGGOTA DIREKSI DAN ANGGOTA DEWAN KOMISARIS

Direksi Board of Directors
<ul style="list-style-type: none"> <li>Tunjangan hari raya (THR) Religious Holiday Allowance (THR)</li> <li>Tunjangan perumahan Housing allowance</li> <li>Asuransi purna jabatan Retirement insurance</li> </ul>

## TYPES OF BENEFITS FOR MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Dewan Komisaris Board of Commissioners
<ul style="list-style-type: none"> <li>Tunjangan hari raya (THR) Religious Holiday Allowance (THR)</li> <li>Tunjangan transportasi Transportation allowance</li> <li>Asuransi purna jabatan Retirement insurance</li> </ul>

## JENIS FASILITAS ANGGOTA DIREKSI DAN ANGGOTA DEWAN KOMISARIS

Direksi Board of Directors
<ul style="list-style-type: none"> <li>Fasilitas kendaraan Vehicle facilities</li> <li>Fasilitas kesehatan Health facilities</li> <li>Fasilitas bantuan hukum Legal assistance facilities</li> </ul>

## TYPES OF FACILITIES FOR MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Dewan Komisaris Board of Commissioners
<ul style="list-style-type: none"> <li>Fasilitas kesehatan Health facilities</li> <li>Fasilitas bantuan hukum Legal assistance facilities</li> </ul>

## TANTIEM/INSENTIF KINERJA/INSENTIF KHUSUS

PERTAMINA dapat memberikan tantiem/inentif kinerja (tantiem/IK) kepada anggota Direksi dan Dewan Komisaris berdasarkan penetapan RUPS dalam pengesahan laporan tahunan, dengan persyaratan yang sudah ditetapkan. Perhitungan tantiem/IK menggunakan pedoman yang ditetapkan oleh Menteri BUMN.

Penetapan penghasilan yang berupa Tantiem/Insentif Kinerja/Insentif Khusus yang bersifat variabel (*merit rating*) dilakukan dengan mempertimbangkan faktor kinerja dan kemampuan keuangan Perusahaan, serta faktor-faktor lain yang relevan. Faktor-faktor lain yang relevan termasuk di antaranya adalah tingkat penghasilan yang berlaku umum dalam industri yang sejenis.

## BONUS/WORK INCENTIVE/SPECIAL INCENTIVE

The Company can provide bonus/work incentive (tantiem/IK) for members of the Board of Directors and Board of Commissioners according to the GMS resolutions related to annual reports ratification by adhering to the established requirements. The calculation of bonus/work incentive uses a guideline that was established by the SOE Minister.

Establishment of remuneration in the form of Bonus/Work Incentive/Special Incentive which are variable (*merit rating*) by nature is performed by considering the Company's financial performance and capability as well as other relevant factors. Another relevant factor is the general income level in similar industries.

## STRUKTUR TANTIEM/INSENTIF KINERJA/INSENTIF KHUSUS BAGI ANGGOTA DIREKSI DAN DEWAN KOMISARIS

Insentif Direktur Utama President Director & CEO's incentive	Insentif Anggota Direksi Lain Other Members of the Board of Director's incentive
100%	85%
dari Insentif Direktur Utama of the President Director & CEO incentive	dari Insentif Direktur Utama of the President Director & CEO incentive

## STRUCTURE OF BONUS/WORK INCENTIVE/SPECIAL INCENTIVE FOR MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Insentif Komisaris Utama President Commissioner's incentive	Insentif Wakil Komisaris Utama Vice President Commissioner's incentive	Insentif Anggota Komisaris Lain Other Members of the Board of Commissioners' incentive
45%	42,5%	90%
dari Insentif Direktur Utama of the President Director & CEO incentive	dari Insentif Direktur Utama of the President Director & CEO incentive	dari Insentif Komisaris Utama of the President Commissioner incentive