



Tata Kelola Perusahaan

Corporate Governance

05





Komitmen Penerapan Tata Kelola

Commitment to Corporate Governance Implementation



PERTAMINA berkomitmen secara penuh untuk menerapkan prinsip-prinsip Tata Kelola Perusahaan yang Baik atau *Good Corporate Governance* (GCG) secara konsisten dan komprehensif di setiap kegiatan usaha. PERTAMINA meyakini penerapan GCG secara konsisten dan berkesinambungan dapat berdampak baik bagi PERTAMINA. Hal ini mampu mendorong kinerja perusahaan untuk semakin kompetitif dan dinamis sekaligus meningkatkan kepercayaan *stakeholders*.

DASAR PENERAPAN TATA KELOLA PERUSAHAAN

Penerapan tata kelola perusahaan PERTAMINA dilandasi atas sejumlah peraturan perundang-undangan sebagai berikut:

1. Undang-Undang Republik Indonesia Nomor 19 Tahun 2003 tentang Badan Usaha Milik Negara;
2. Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas;
3. Peraturan Menteri BUMN No. PER-01/MBU/2011 juncto No. PER-09/MBU/2012 tentang Penerapan Tata Kelola Perusahaan yang Baik (*Good Corporate Governance*) pada BUMN;

PERTAMINA is fully committed to consistently and comprehensively implementing the principles of Good Corporate Governance (GCG) in every business activity. PERTAMINA believes that a consistent and continuous implementation of GCG will have a positive impact on PERTAMINA. This implementation of GCG can encourage the Company to realize more competitive and dynamic performance while at the same time increasing stakeholders' trust.

BASIS FOR CORPORATE GOVERNANCE IMPLEMENTATION

The implementation of corporate governance in PERTAMINA is based on several laws and regulations as follows:

1. Law of the Republic of Indonesia Number 19 of 2003 concerning State Owned Enterprises;
2. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies;
3. Minister of SOE Regulation Number PER-01/MBU/2011 juncto Number PER-09/MBU/2012 on the Implementation of Good Corporate Governance in SOEs;

4. Keputusan Sekretaris Kementerian BUMN No. SK-16/S.MBU/2012 tentang Indikator/Parameter Penilaian dan Evaluasi atas Penerapan Tata Kelola Perusahaan yang Baik (*Good Corporate Governance*) pada BUMN;
5. Anggaran Dasar Perusahaan.

4. Secretary to the Ministry of SOE Decree Number SK-16/S.MBU/2012 on Indicators/Parameters for Assessing and Evaluating the Implementation of Good Corporate Governance in SOEs.
5. The Company's Articles of Association

PRINSIP TATA KELOLA PERUSAHAAN

PERTAMINA berpegang kepada 5 (lima) prinsip GCG yaitu TARIF; *Transparency, Accountability, Responsibility, Independency* dan *Fairness*, dengan jangkauan dan ruang lingkup mencakup ke setiap operasional bisnis dan seluruh elemen organisasi.

- Transparansi (*transparency*), yaitu keterbukaan dalam melaksanakan proses pengambilan keputusan dan keterbukaan dalam mengungkapkan informasi material dan relevan mengenai perusahaan.
- Akuntabilitas (*accountability*), yaitu kejelasan fungsi, pelaksanaan, dan pertanggungjawaban organ sehingga pengelolaan perusahaan terlaksana secara efektif.
- Pertanggungjawaban (*responsibility*), yaitu kesesuaian di dalam pengelolaan perusahaan terhadap peraturan perundang-undangan dan prinsip-prinsip korporasi yang sehat.
- Independensi (*independency*), yaitu keadaan perusahaan dikelola secara profesional tanpa benturan kepentingan dan pengaruh/tekanan dari pihak manapun yang tidak sesuai dengan peraturan perundang-undangan dan prinsip-prinsip korporasi yang sehat.
- Kewajaran (*fairness*), yaitu keadilan dan kesetaraan di dalam memenuhi hak-hak pemangku kepentingan yang timbul berdasarkan perjanjian dan peraturan perundang-undangan.

CORPORATE GOVERNANCE PRINCIPLES

PERTAMINA adheres to 5 (five) GCG principles, namely TARIF: *Transparency, Accountability, Responsibility, Independence* and *Fairness*, with the reach and scope covering every business operation and all elements of the organization.

- Transparency, is openness in carrying out the decision-making process and openness in disclosing material and relevant information concerning the Company.
- Accountability, is clarity in functions, implementation, and responsibility of organs for effective implementation of the Company's management.
- Responsibility, is adherence in the company's management to laws and regulations and sound corporate principles.
- Independency, is the state of the Company being professionally managed without conflict of interests and influences/pressures from any parties, which are not in conformity with laws and regulations and sound corporate principles.
- Fairness, is justice and equality in meeting the rights of stakeholders, arising based on agreements and laws and regulations.

Kerangka Tata Kelola

Corporate Governance Framework

Penerapan GCG di PERTAMINA mengacu pada peraturan perundang-undangan yang berlaku dan *best practices* yang berlaku di industri. Untuk itu, PERTAMINA telah menyusun kerangka penerapan GCG yang secara umum dapat dibagi menjadi 3 (tiga) bagian, yaitu:

1. *Governance Structure* yaitu struktur tata kelola yang terdiri dari organ utama dan organ pendukung.
2. *Governance Process* yaitu proses dan mekanisme kerja dari organ tata kelola.
3. *Governance Outcome* yaitu hasil dari penerapan tata kelola.

The implementation of GCG at PERTAMINA refers to the applicable laws and regulations and best practices that apply in the industry. For this reason, PERTAMINA has developed a GCG implementation framework which can generally be divided into 3 (three) parts, namely:

1. Governance Structure, which consists of main organs and supporting organs.
2. Governance Process, which is the process and work mechanism of the governance organs.
3. Governance Outcome, which is the result of governance implementation.

STRUKTUR TATA KELOLA

Sesuai dengan Undang-Undang No. 40 tahun 2007 tentang Perseroan Terbatas, Organ Perusahaan terdiri dari:

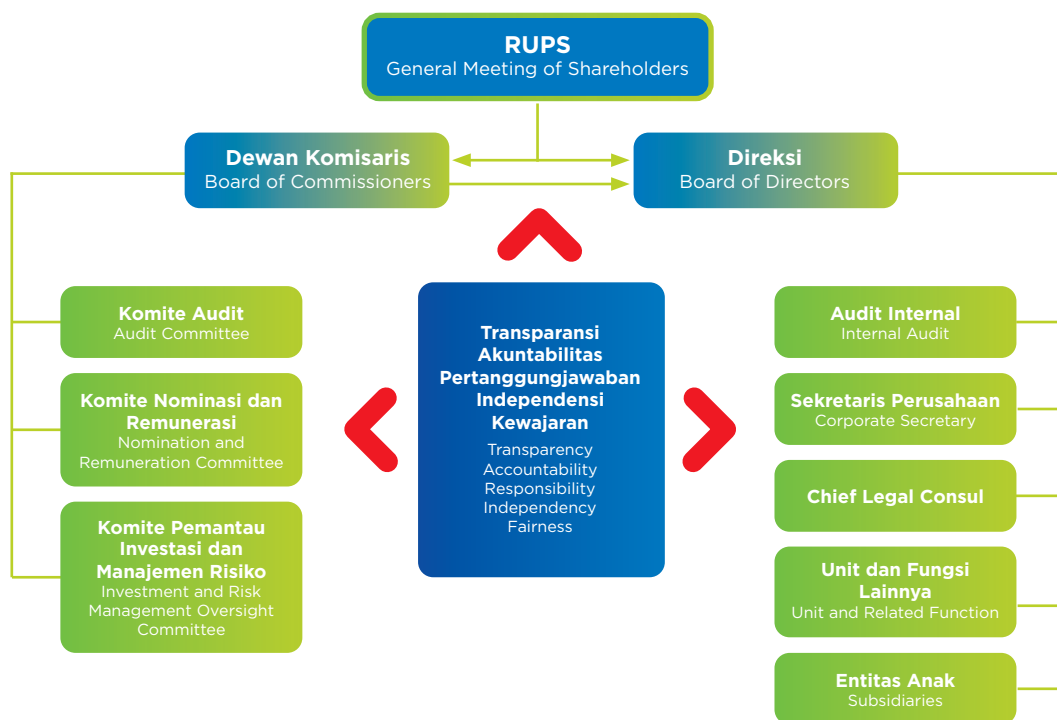
1. Rapat Umum Pemegang Saham (RUPS)
Organ perusahaan yang mempunyai wewenang yang tidak diberikan kepada Direksi atau Dewan Komisaris dalam batas yang ditentukan dalam Undang-Undang dan/atau Anggaran Dasar.
2. Dewan Komisaris
Organ perusahaan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan Anggaran Dasar serta memberi nasihat kepada Direksi.
3. Direksi
Organ perusahaan yang berwenang dan bertanggung jawab penuh atas pengurusan perusahaan, sesuai dengan maksud dan tujuan yang telah ditentukan untuk mencapai kepentingan perusahaan, termasuk mewakili sesuai dengan ketentuan Anggaran Dasar.

GOVERNANCE STRUCTURE

In accordance with Law No. 40 of 2007 concerning Limited Liability Companies, the Company's organs consist of:

1. General Meeting of Shareholders (GMS)
The Company's organ that has the authorities that are not granted to the Board of Directors or the Board of Commissioners within the limits specified in the Law and/or the Articles of Association.
2. Board of Commissioners
The Company's organ that is in charge of carrying out general and/or specific supervision in accordance with the Articles of Association and providing advice to the Board of Directors.
3. The Board of Directors
The Company's organ that is authorized and fully responsible for managing the Company, in accordance with the aims and objectives that have been determined to achieve the interests of the Company, including representing the Company in accordance with the provisions of the Articles of Association.

Bagan Struktur Tata Kelola Governance Structure



Dalam menjalankan tugas dan tanggung jawabnya, Dewan Komisaris dan Direksi dapat membentuk organ pendukung, sesuai dengan kebutuhan dan peraturan perundang-undangan yang berlaku.

Hingga 31 Desember 2022, organ pendukung yang dimiliki Dewan Komisaris adalah:

1. Komite Audit
2. Komite Nominasi dan Remunerasi
3. Komite Pemantau Investasi dan Manajemen Risiko

Selain itu, Dewan Komisaris dan komite-komite tersebut juga dibantu oleh Sekretaris Dewan Komisaris, khususnya terkait hal-hal yang bersifat administratif.

Sedangkan organ pendukung yang dimiliki Direksi adalah:

1. Unit Audit Internal
2. Sekretaris Perusahaan
3. Unit dan Fungsi Lainnya
4. Entitas Anak

Seluruh organ tata kelola tersebut memiliki hubungan yang saling terkait satu dengan lainnya dan bekerja berdasarkan prinsip tata kelola yaitu TARIF.

In carrying out their duties and responsibilities, the Board of Commissioners and the Board of Directors may form supporting organs according to the needs and prevailing laws and regulations.

As of December 31, 2022, the supporting organs owned by the Board of Commissioners are:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Investment Monitoring and Risk Management Committee

In addition, the Board of Commissioners and the committees are also assisted by the Secretary to the Board of Commissioners, especially regarding administrative matters.

While the supporting organs owned by the Board of Directors are:

1. Internal Audit Unit
2. Corporate Secretary
3. Other Units and Functions
4. Subsidiaries

All these governance organs have interrelated relationships with one another and work based on the governance principle, namely TARIF.

PROSES TATA KELOLA

Governance process merupakan serangkaian mekanisme dan proses penerapan prinsip *corporate governance* yang didukung oleh kecukupan struktur dan infrastruktur agar dapat menghasilkan *outcome* yang sesuai dengan harapan pemangku kepentingan PERTAMINA.

Untuk meningkatkan kualitas dan cakupan implementasi tata kelola secara berkelanjutan, PERTAMINA telah menyusun dan menerapkan kebijakan-kebijakan operasional bagi seluruh unit kerja sejalan dengan prinsip tata kelola perusahaan, antara lain dengan memberlakukan Pedoman Tata Kelola Perusahaan (*Code of Corporate Governance*), Panduan Dewan (*Board Manual*), dan Pedoman Perilaku (*Code of Conduct*). Selain itu, ada kode kepatuhan yang mengatur perihal gratifikasi, benturan kepentingan, Laporan Harta Kekayaan Penyelenggara Negara (LHKPN), dan *Whistleblowing System* (WBS), serta didukung penerapan *Compliance Online System* (Compols).

Mekanisme Tata Kelola Perusahaan

Mekanisme tata kelola merupakan proses yang mengatur peran dan fungsi organ tata kelola dalam menyelaraskan harapan dari seluruh pemangku kepentingan, baik pemangku kepentingan internal maupun pemangku kepentingan eksternal. Dengan penerapan mekanisme tata kelola yang baik, diharapkan dapat mendorong terciptanya hasil tata kelola yang berkualitas untuk memenuhi harapan seluruh pemangku kepentingan dan meningkatkan nilai Perseroan, sebagaimana tergambar dalam bagan berikut:

GOVERNANCE PROCESS

Governance process is a series of mechanisms and processes for implementing corporate governance principles which are supported by adequate structure and infrastructure in order to produce outcome according to the expectations of PERTAMINA stakeholders.

To enhance the quality and scope of governance implementation in a sustainable manner, PERTAMINA has prepared and implemented operational policies for all work units in line with the principles of corporate governance, among others by enforcing the Code of Corporate Governance, Board Manual, and Code of Conduct. In addition, there is a code of compliance that regulates gratuities, conflicts of interest, State Official Wealth Report (LHKPN), and the Whistleblowing System (WBS), and is supported by the implementation of the Compliance Online System (Compols).

Corporate Governance Mechanism

The governance mechanism is a process that regulates the roles and functions of the governance organs in aligning the expectations of all stakeholders, both internal and external stakeholders. The implementation of good governance mechanism is expected to encourage the creation of quality governance results to meet the expectations of all stakeholders and increase the value of the Company, as illustrated in the following chart:



Komitmen penerapan GCG berpijak pada kepatuhan terhadap ketentuan yang menjadi dasar penerapan tata kelola perusahaan, dan mengedepankan hal-hal yang menjadi prinsip-prinsip tata kelola perusahaan. Secara berkala PERTAMINA melakukan penilaian untuk mengetahui tingkat penerapan GCG, dan menindaklanjuti setiap rekomendasi yang diberikan untuk peningkatan penerapan GCG.

The commitment to implementing GCG is based on compliance with the provisions that form the basis for implementing corporate governance, and prioritizing matters that become the principles of corporate governance. Periodically PERTAMINA conducts an assessment to determine the level of GCG implementation, and follows up on any recommendations provided to improve GCG implementation.

HASIL PENERAPAN TATA KELOLA

Implementasi GCG di PERTAMINA bertujuan untuk meningkatkan pencapaian hasil usaha serta memberikan nilai tambah bagi pemangku kepentingan dan pemegang saham, guna mendukung visi dan misi Perseroan. Penerapan GCG memiliki manfaat yang besar bagi Perseroan, salah satunya adalah untuk memandu Perseroan dalam menjalankan roda bisnisnya.

Penerapan prinsip GCG juga dapat memberikan perlindungan atas aset Perseroan dan kemampuan Perseroan dalam menghadapi risiko, di samping peningkatan profitabilitas secara berkelanjutan. Karena itu, PERTAMINA bertekad dan memiliki semangat kuat untuk terus memperbaiki serta meningkatkan kualitas penerapan GCG.

Penerapan prinsip GCG yang secara konsisten dilakukan PERTAMINA telah memberikan hasil yang sangat baik. Hal ini dapat tercermin dari kinerja operasional dan keuangan Perseroan yang sangat kuat. Bahkan, di tahun 2022, PERTAMINA berhasil membukukan sejumlah hasil yang sangat baik, antara lain:

1. Corporate Governance Asia (Hong Kong)
2. Indonesia Excellence Good Corporate Governance 2022: Implementing a Continuous Process

GOVERNANCE OUTCOME

GCG implementation at PERTAMINA aims to increase the achievement of business results and provide added value for stakeholders and shareholders, with a view to support the Company's vision and mission. The implementation of GCG has great benefits for the Company, one of which is to guide the Company in running its business.

The implementation of GCG principles can also provide protection for the Company's assets and the Company's ability to deal with risks, in addition to increasing profitability on an ongoing basis. Therefore, PERTAMINA is determined and has a strong passion to continuously improve and increase the quality of GCG implementation.

PERTAMINA's consistent application of GCG principles has yielded excellent results. This can be reflected in the Company's very strong operational and financial performance. In fact, in 2022, PERTAMINA managed to record several outstanding results, including:

1. Corporate Governance Asia (Hong Kong)
2. Indonesia Excellence Good Corporate Governance 2022: Implementing a Continuous Process

Peningkatan Kualitas Penerapan Tata Kelola Secara Berkelanjutan

Continuous Improvement of Governance Implementation Quality

PERTAMINA menyadari, untuk terus meningkatkan kualitas penerapan *Good Corporate Governance* (GCG), diperlukan adanya upaya yang secara terus-menerus dan terarah serta secara konsisten berkelanjutan diterapkan oleh seluruh Organ Perusahaan.

PERTAMINA terus berupaya untuk menyempurnakan struktur, organ dan mekanisme tata kelola. Tahun 2021 lalu, sebagai bagian dari upaya PERTAMINA untuk meningkatkan kualitas penerapan GCG, khususnya untuk menjadikan PERTAMINA sebagai organisasi yang bebas dari praktik korupsi dan suap, PERTAMINA meraih sertifikat ISO 37001:2016 Sistem Manajemen Anti-Penyuapan (SMAP) untuk lingkup korporat. Sertifikasi tersebut menjadi bukti bahwa PERTAMINA sebagai *holding* BUMN migas telah menerapkan SMAP di seluruh proses bisnisnya.

PERTAMINA juga berinisiatif melakukan kerja sama dengan Komisi Pemberantasan Korupsi (KPK) untuk memperkuat GCG pada kerangka penerapan ESG, serta penegak hukum lainnya, yakni Pusat Pelaporan dan Analisis Transaksi Keuangan (PPATK), Badan Pengawasan Keuangan dan Pembangunan (BPKP), dan Kejaksaan Agung. Upaya tersebut merupakan bentuk penerapan GCG dan komitmen PERTAMINA dalam meningkatkan kelangsungan usaha yang sehat, kompetitif, dan meningkatkan kepercayaan dan pelayanan publik.

PERTAMINA realizes that in order to constantly improve the quality of Good Corporate Governance (GCG) implementation, continuous, directed, and consistent efforts shall be done by all Company's Organs.

PERTAMINA continuously strive to improve the structure, organs and mechanism of governance. In 2021, as part of PERTAMINA's efforts to improve the quality of GCG implementation, most notably to make PERTAMINA an organization that is free from corruption and bribery practices, PERTAMINA obtained an ISO 37001: 2016 Anti-Bribery Management System (SMAP) certificate for the corporate scope. This certification is proof that PERTAMINA as a SOE oil and gas holding company has implemented SMAP in all of its business processes.

PERTAMINA also took the initiative to collaborate with the Corruption Eradication Commission (KPK) to strengthen GCG within the ESG implementation framework, as well as with other law enforcers, namely the Indonesian Financial Transaction Reports and Analysis Center (PPATK), the Financial and Development Supervisory Agency (BPKP), and the Attorney General's Office. This effort is a form of GCG implementation and PERTAMINA's commitment to improving healthy, competitive business continuity and increasing public trust and services.

ASSESSMENT GCG

PENILAIAN/EVALUASI PENERAPAN GCG

PERTAMINA melakukan penilaian (*assessment*)/evaluasi (*review*) atas implementasi GCG yang bertujuan untuk memperoleh gambaran mengenai kondisi penerapan GCG sesuai dengan ketentuan yang berlaku dan praktik-praktik terbaik (*Best Practices*) penerapan GCG, sehingga area-area yang memerlukan penyempurnaan dapat diidentifikasi. Penilaian dilakukan oleh pihak eksternal yang independen dua tahun sekali dan di antara periode tersebut Perseroan melakukan penilaian mandiri (*self assessment*). Hasil penilaian GCG akan memberikan gambaran terkini terkait kondisi penerapan GCG di Perusahaan.

GCG ASSESSMENTS

ASSESSMENT/EVALUATION OF GCG IMPLEMENTATION

PERTAMINA conducts an assessment/evaluation (review) of GCG implementation which aims to obtain an overview of the condition of GCG implementation in accordance with applicable regulations and best practices for GCG implementation, so that areas requiring improvement can be identified. The assessment is carried out by an independent external party once every two years and between these periods the Company conducts a self-assessment. The results of the GCG assessment will provide an up-to-date picture regarding the condition of GCG implementation in the Company.

Kriteria yang Digunakan Dalam Penilaian

Penilaian/Evaluasi penerapan GCG di PERTAMINA mengacu pada ketentuan Peraturan Menteri BUMN Nomor PER-01/MBU/2011 tanggal 1 Agustus 2011 tentang Penerapan Tata Kelola Perusahaan yang Baik pada BUMN. Proses penilaian GCG menggunakan standar alat uji yang diatur di dalam Keputusan Sekretaris Menteri BUMN Nomor SK-16/S. MBU/2012 tentang Indikator/Parameter Penilaian dan Evaluasi atas Penerapan Tata Kelola Perusahaan yang Baik (GCG) pada BUMN. Aspek-aspek GCG yang dinilai terangkum dalam 43 indikator dengan 153 parameter. Penilaian mencakup tingkat kesesuaian penerapan GCG berdasarkan pemenuhan parameter/*scorecard* pada 6 aspek berikut ini:

Criteria Used in Assessment

The assessment/evaluation of GCG implementation at PERTAMINA refers to the provisions of the SOE Minister Regulation Number PER-01/MBU/2011 dated August 1, 2011 concerning the Implementation of Good Corporate Governance in SOE. The GCG assessment process uses the standard test tool regulated in the Decree of the Secretary to the SOE Minister Number SK-16/S. MBU/2012 concerning Indicators/Parameters for Assessment and Evaluation of the Implementation of Good Corporate Governance (GCG) in SOEs. GCG aspects assessed are summarized in 43 indicators with 153 parameters. The assessment includes the suitability level of GCG implementation based on the fulfillment of the parameters/*scorecard* in the following 6 aspects:



Hasil Assessment

Berdasarkan *assessment* terhadap penerapan GCG periode tahun buku 2022, PERTAMINA memperoleh skor 95,06 dengan predikat Sangat Baik. Pencapaian tersebut sedikit lebih rendah dibandingkan hasil *assessment* tahun sebelumnya di mana PERTAMINA memperoleh skor 96,94 dengan predikat Sangat Baik. Penurunan skor tersebut disebabkan oleh beberapa pedoman yang belum dimutakhirkan, perlunya pengembangan Sistem Pengendalian Internal (SPI) yang holistik yang meliputi komponen-komponen yaitu pendekatan unsur lingkungan pengendalian, pengelolaan risiko, aktivitas pengendalian, sistem informasi dan komunikasi dan pemantauan, pelaksanaan dan pelaporannya.

Assessment results

Based on the assessment of GCG implementation for the 2022 financial year, PERTAMINA obtained a score of 95.06 with the title Very Good. This achievement was slightly lower than the results of the previous year's assessment where PERTAMINA obtained a score of 96.94 with a Very Good predicate. The decrease in the score is mainly due to the fact that there are still several guidelines that have not been updated and the need to develop a holistic Internal Control System (SPI) which includes components, namely the approach to elements of the control environment, risk management, control activities, information and communication systems and monitoring, implementation and reporting.

Jenis Penilaian Assessment Type	: Penilaian (Assessment) Assessment
Asesor/Penilai Assessor	: PT Adikarya Gemilang Solusindo
Periode Penerapan Implementation Period	: 1 Januari - 31 Desember 2022 January 1 - December 31, 2022
Tahun Ukur Measurement Year	: 2022
Waktu Pengukuran Measurement Time	: November 2022 sd Maret 2023 November 2022 to March 2023

Hasil Penilaian GCG PERTAMINA Tahun 2022
Results of PERTAMINA's GCG Assessment 2022

Aspek Penilaian Aspect of Assessment	Bobot (%) Weight (%)	Nilai Value	Capaian (%) Achievement (%)
Komitmen terhadap Penerapan Tata Kelola Perusahaan yang Baik secara Berkelanjutan Commitment to the Sustainable Implementation of Good Corporate Governance	7.00	6.85	97,83%
Pemegang Saham dan RUPS Shareholders and GMS	9.00	8.75	97,27%
Dewan Komisaris Board of Commissioners	35.00	34,19	97,66%
Direksi Board of Directors	35.00	32,96	94,18%
Pengungkapan Informasi dan Transparansi Information Disclosure and Transparency	9.00	8,06	89,58%
Aspek Lainnya Other Aspects	5.00	4,25	85,00%
Skor Capaian Keseluruhan Overall Score Achievement	100.00	95,06	95,06%
Kualifikasi Kualitas Penerapan GCG GCG Implementation Quality Qualification			SANGAT BAIK VERY GOOD

REKOMENDASI DAN TINDAK LANJUT

Terhadap parameter pada masing-masing aspek pengujian yang masih memerlukan perbaikan, direkomendasikan hal-hal sebagai berikut:

1. KOMITMEN TERHADAP PENERAPAN TATA KELOLA PERUSAHAAN YANG BAIK SECARA BERKELANJUTAN
 - a. Perusahaan agar memutakhirkan Pedoman Tata Kelola Perusahaan yang Baik (GCG Code) dengan mengacu pada Peraturan yang dikeluarkan oleh Kementerian BUMN khususnya terkait penyusunan RJPP dan Kontrak Manajemen.
 - b. Perusahaan agar memutakhirkan kebijakan/ketentuan tentang pengendalian gratifikasi dengan menambahkan pernyataan Komitmen Dewan Komisaris dan Direksi.

RECOMMENDATIONS AND FOLLOW-UPS

Regarding the parameters in each assessment aspect that still need improvement, the following are recommended:

1. COMMITMENT TO SUSTAINABLE IMPLEMENTATION OF GOOD CORPORATE GOVERNANCE
 - a. The Company should update the GCG Code with reference to regulations issued by the SOE Ministry, specifically regarding the preparation of the Company's Long-Term Plan (RJPP) and Management Contracts.
 - b. The Company should update the policies/provisions regarding gratification control by adding a statement of Commitment of the Board of Commissioners and the Board of Directors.

2. PEMEGANG SAHAM DAN RUPS

- Pemegang Saham dan RUPS agar menetapkan pengangkatan anggota Direksi yang definitif selambat-lambatnya 30 (tiga puluh) hari sejak masa jabatan tersebut berakhir.
- Pemegang Saham dan RUPS agar menetapkan komposisi jumlah Dewan Komisaris maksimal sama dengan jumlah anggota Direksi.
- Pemegang Saham dan RUPS agar menambahkan indikator kinerja utama dan kriteria keberhasilan dalam ketentuan tentang evaluasi kinerja anggota Dewan Komisaris serta memberikan penilaian kinerja Dewan Komisaris berdasarkan Laporan Kinerja Dewan Komisaris dan dituangkan dalam Risalah RUPS/Keputusan Menteri.

3. DEWAN KOMISARIS

- Dewan Komisaris agar merencanakan kebutuhan tema pelatihan dalam rencana pelatihan Dewan Komisaris yang dituangkan dalam Rencana Kerja Dewan Komisaris.
- Dewan Komisaris agar melakukan telaah dan menyampaikan arahan atas sistem pengendalian internal menyeluruh yang meliputi: (1) kebijakan/rancangan dan pelaksanaan sistem pengendalian internal; (2) hasil evaluasi atas efektivitas pengendalian internal pada tingkat entitas; (3) hasil evaluasi atas efektivitas pengendalian internal pada tingkat operasional/aktivitas; (4) *internal control reports*.
- Dewan Komisaris agar melakukan telaah dan memberikan arahan atas laporan hasil audit atas kepatuhan terhadap peraturan perundang-undangan yang berlaku (PSA-62) yang diterbitkan Akuntan Publik yang mengaudit laporan keuangan.
- Risalah rapat Dewan Komisaris agar mencantumkan pendapat yang berbeda (*dissenting comments*) dengan apa yang diputuskan dalam rapat Dewan Komisaris dan jalannya rapat (dinamika rapat).

4. DIREKSI

- Direksi agar menyusun rencana kerja pelatihan/pembelajaran serta memastikan seluruh anggota Direksi telah melaksanakan pelatihan/pembelajaran tersebut sesuai dengan rencana kerja.
- Direksi agar memastikan tidak terdapat penyimpangan atas kebijakan-kebijakan operasional dan standar operasional baku (SOP) untuk proses bisnis inti (*core business*) Perseroan.

2. SHAREHOLDERS AND GMS

- Shareholders and GMS are required to determine the definitive appointment of members of the Board of Directors no later than 30 (thirty) days after the term of office ends.
- Shareholders and GMS are required to determine the composition of the maximum number of members of the Board of Commissioners equal to the number of members of the Board of Directors.
- Shareholders and GMS are required to add key performance indicators and success criteria in the provisions regarding the evaluation of the performance of members of the Board of Commissioners and provide an assessment of the performance of the Board of Commissioners based on the Board of Commissioners' Performance Report and set forth in the Minutes of the GMS/Ministerial Decree.

3. THE BOARD OF COMMISSIONERS

- The Board of Commissioners should plan the needs of the training theme in the Board of Commissioners' training plan as outlined in the Board of Commissioners' Work Plan.
- The Board of Commissioners is required to conduct a review and provide direction on the overall internal control system which includes: (1) the policy/design and implementation of the internal control system; (2) evaluation results on the effectiveness of internal control at the entity level; (3) evaluation results on the effectiveness of internal control at the operational/activity level; (4) internal control reports.
- The Board of Commissioners is required to conduct a review and provide direction on the audit results report on compliance with applicable laws and regulations (PSA-62) issued by the Public Accountant who audits the financial statements.
- Minutes of meetings of the Board of Commissioners must include dissenting comments on what have been decided at the meeting of the Board of Commissioners and the course of the meeting (meeting dynamics).

4. THE BOARD OF DIRECTORS

- The Board of Directors must prepare a training/learning work plan and ensure that all members of the Board of Directors have carried out the training/learning in accordance with the work plan.
- The Board of Directors must ensure that there are no deviations from operational policies and standard operating standards (SOP) for the Company's core business processes.

- c. Direksi agar memiliki ketentuan tentang kesegeraan untuk mengkomunikasikan kepada tingkatan organisasi di bawah Direksi terkait dengan keputusan Direksi, maksimal 7 hari sejak disahkan/ditandatangani.
- d. Direksi agar memastikan nilai total Harga Perkiraan Sendiri (HPS) bersifat terbuka dan tidak rahasia, serta memastikan SOP pengadaan barang dan jasa telah dijalankan dengan benar dan tidak terdapat temuan-temuan audit baik oleh auditor eksternal dan auditor internal.
- e. Direksi agar melengkapi kebijakan manajemen risiko yang memuat penetapan selera risiko dan prosedur pengelolaan risiko untuk tiap-tiap jenis risiko.
- f. Direksi agar menetapkan pedoman pelaksanaan sistem pengendalian internal yang mengatur kerangka (*framework*) pengendalian internal antara lain dengan pendekatan unsur lingkungan pengendalian, pengelolaan risiko, aktivitas pengendalian, sistem informasi dan komunikasi dan pemantauan, pelaksanaan dan pelaporannya serta melakukan evaluasi/penilaian atas efektivitas pengendalian internal pada tingkat entitas dan tingkat operasional, dan selanjutnya menerbitkan *internal control report*.
- g. Direksi agar sepenuhnya menindaklanjuti hasil pemeriksaan SPI dan auditor eksternal (KAP dan BPK).
- h. Direksi agar meningkatkan kepatuhan terhadap peraturan perundang-undangan yang berlaku sehingga tidak terdapat pembicaraan/sorotan oleh publik/pers dalam masalah tertentu.
- i. Direksi agar memastikan bahwa tidak terdapat pengambilan keputusan transaksional yang mengandung benturan kepentingan seperti transaksi kesempatan perusahaan (*corporate opportunity*) dan transaksi yang mengandung benturan kepentingan (*conflict of interest*).
- j. Direksi agar menyampaikan laporan manajemen triwulanan kepada Dewan Komisaris secara tepat waktu, yakni sebelum batas waktu penyampaian kepada Pemegang Saham/Pemilik Modal.
- k. Direksi agar melengkapi pedoman/tata tertib Rapat Direksi, minimal mengatur etika rapat dan penyusunan risalah rapat, evaluasi tindak lanjut hasil rapat sebelumnya, serta pembahasan atas arahan/usulan dan/atau keputusan Dewan Komisaris.
- c. The Board of Directors must have provisions regarding the urgency to communicate to the organizational levels below the Board of Directors regarding the decision of the Board of Directors within a maximum of 7 days after it has been ratified/signed.
- d. The Board of Directors must ensure that the total Owner Estimate or Self-Estimated Price (HPS) is open and not confidential and ensure that the SOP for the procurement of goods and services has been carried out correctly and there have been no audit findings by both the external auditor and the internal auditor.
- e. The Board of Directors is required to complete a risk management policy which includes determination of risk appetite and risk management procedures for each type of risk.
- f. The Board of Directors must establish guidelines for the implementation of the internal control system that regulates the framework for internal control, including the approach to elements of the control environment, risk management, control activities, information and communication systems and monitoring, implementation and reporting as well as evaluate/assess the effectiveness of internal controls on entity level and operational level, and then issue an internal control report.
- g. The Board of Directors must fully follow up on the results of SPI inspections and external auditors (Public Accountant Firm/KAP and The Audit Board of the Republic of Indonesia/BPK).
- h. Directors should improve compliance with applicable laws and regulations so that there is no discussion/highlight by the public/press on certain issues.
- i. The Board of Directors must ensure that there are no transactional decisions that contain conflicts of interest, such as corporate opportunity transactions and transactions bearing conflicts of interest.
- j. The Board of Directors are required to submit quarterly management reports to the Board of Commissioners in a timely manner, namely before the deadline for submission to Shareholders/Capital Owners.
- k. The Board of Directors must complete the guidelines/rules of conduct for the Board of Directors Meetings, at least regulate meeting ethics and preparation of meeting minutes, evaluate follow-up results of previous meetings, as well as discuss directions/proposals and/or decisions of the Board of Commissioners.

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| <p>l. Direksi agar melakukan evaluasi terhadap pelaksanaan keputusan hasil rapat sebelumnya dan mencantumkan dalam Risalah Rapat Direksi.</p> <p>m. Sekretaris Perusahaan agar meningkatkan pengetahuan di bidang hukum, pasar modal, manajemen keuangan, dan komunikasi perusahaan.</p> <p>n. Sekretaris Perusahaan agar senantiasa memutakhirkan materi informasi yang disajikan dalam <i>website</i> perusahaan secara berkala serta agar mencantumkan jalannya rapat (dinamika rapat) pada Risalah Rapat Direksi.</p> <p>o. Direksi agar memastikan bahwa pemanggilan RUPS dilakukan dalam jangka waktu paling lambat 14 (empat belas) hari sebelum tanggal RUPS diadakan.</p> | <p>l. The Board of Directors is required to evaluate the implementation of the decisions from the previous meeting and include them in the Minutes of the Board of Directors Meeting.</p> <p>m. The Corporate Secretary should increase knowledge in the fields of law, capital market, financial management, and corporate communications.</p> <p>n. The Corporate Secretary should regularly update the information material presented on the Company's website and include the proceedings of the meeting (meeting dynamics) in the Minutes of Meeting of the Board of Directors.</p> <p>o. The Board of Directors must ensure that the summons for the GMS is made no later than 14 (fourteen) days prior to the date the GMS is held.</p> |
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| <p>5. PENGUNGKAPAN INFORMASI DAN TRANSPARANSI:</p> <p>a. Kepatuhan Perseroan terhadap kebijakan pengendalian informasi perusahaan agar ditingkatkan dengan menindaklanjuti rekomendasi Laporan Tahunan Layanan Informasi Publik (LIPP) Pertamina Tahun 2022.</p> <p>b. Perusahaan agar memiliki kebijakan dan menerapkan pengelolaan dan pemutakhiran <i>website</i> sesuai dengan kebijakan.</p> <p>c. Laporan tahunan pada bagian Ikhtisar Data Keuangan Penting agar memuat peringkat obligasi</p> <p>d. Laporan Tahunan pada bagian Profil Perusahaan, agar memuat informasi:</p> <ul style="list-style-type: none"> • Umur anggota Dewan Komisaris dan Direksi. • Pelatihan karyawan yang akan dilakukan dan biaya pelatihan. • Periode audit, <i>fee</i> audit dan jasa lain yang diberikan akuntan selain jasa finansial audit. <p>e. Laporan Tahunan pada bagian Analisa dan Pembahasan Manajemen atas Kinerja Perusahaan, agar memuat informasi:</p> <ul style="list-style-type: none"> • Pendapatan dan profitabilitas operasi per segmen bisnis. • Prospek bisnis yang dikaitkan dengan ekonomi secara umum dan pasar internasional, serta didukung data kuantitatif dari sumber data yang layak dipercaya. • Investasi, ekspansi, divestasi, akuisisi, restrukturisasi hutang/modal. • Dampak perubahan peraturan perundang-undangan terhadap laporan keuangan. • Alasan perubahan kebijakan akuntansi dan dampaknya terhadap laporan keuangan. | <p>5. INFORMATION DISCLOSURE AND TRANSPARENCY:</p> <p>a. The Company's compliance with the company's information control policy should be improved by following up on the recommendations of the Annual Report of Pertamina's 2022 Public Information Service (LIPP).</p> <p>b. The Company should have a policy and implement website management and updating in accordance with the policy.</p> <p>c. Annual report in the Key Financial Data Highlights section should include bond ratings.</p> <p>d. The Annual Report's Company Profile section should include information on:</p> <ul style="list-style-type: none"> • Age of members of the Board of Commissioners and Board of Directors. • Employee training carried out and training costs. • Audit period, audit fees and other services provided by accountants other than financial audit services. <p>e. The Annual Report's Management Discussion and Analysis section on the Company's Performance should contain information as follows:</p> <ul style="list-style-type: none"> • Revenue and operating profitability per business segment. • Business prospects related to the general economy and international markets. and supported by quantitative data from reliable data sources. • Investment, expansion, divestment, acquisition, debt/capital restructuring. • Impact of amendments in laws and regulations on financial reports. • Reasons for changes in accounting policies and their impact on financial reports. |
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- f. Laporan Tahunan pada bagian praktik Tata Kelola Perusahaan Yang Baik, agar memuat informasi:
- Pengungkapan prosedur penetapan dan besarnya remunerasi anggota Direksi, yang meliputi gaji, fasilitas, dan/atau tunjangan lain yang diterima dari Perseroan yang bersangkutan dan anak perusahaan/perusahaan patungan perusahaan yang bersangkutan.
 - Perkara penting yang sedang dihadapi Direksi/Dewan Komisaris.
 - Program *community development* terkait pendidikan pada bab tanggung jawab sosial dan lingkungan.
- g. Perusahaan agar meningkatkan kinerja terkait penghargaan dalam bidang publikasi dan keterbukaan informasi.
6. ASPEK LAINNYA
- a. Direksi agar memastikan tidak terdapat penyimpangan dari prinsip-prinsip Tata Kelola Perusahaan yang baik.

- f. The Annual Report's Good Corporate Governance practice section should contain information as follows:
- Disclosure of the procedure for determining and the amount of remuneration for members of the Board of Directors, which includes salaries, facilities and/or other allowances received from the Company and its subsidiaries/joint venture companies.
 - Important cases currently being faced by the Board of Directors/Board of Commissioners.
 - Community development programs related to education in the social and environmental responsibility chapter.
- g. The Company should improve performance related to awards in the field of publication and information disclosure.
6. OTHER ASPECTS
- a. The Board of Directors should ensure that there are no deviations from the Good Corporate Governance principles.

TINDAK LANJUT AREA OF IMPROVEMENT GCG 2021 DI TAHUN 2022

Berdasarkan Pemantauan atas *Area of Improvement* GCG PT Pertamina (Persero) Periode tahun 2021, terdapat 31 *Area of Improvement* GCG. Pada tahun 2022, Perusahaan berhasil menindaklanjuti selesai 24 Aol, serta 7 Aol dalam proses tindak lanjut.

Nilai GCG yang dicapai PERTAMINA sangat dipengaruhi berbagai macam faktor sehingga memiliki pergerakan yang fluktuatif sebagaimana ditunjukkan dalam tabel di bawah ini:

FOLLOW UP THE 2021 GCG AREAS OF IMPROVEMENT IN 2022

Based on the Monitoring of PT Pertamina (Persero)'s GCG Areas of Improvement (Aol) for the 2021 period, there are 31 GCG Areas of Improvement. In 2022, the Company has succeeded in following up on the completion of 24 Aol, and 7 Aol are in the follow-up process.

PERTAMINA'S GCG score is greatly influenced by various factors so that it has been fluctuating as shown in the table below:

Deskripsi Descriptions	2019 PT RSM Indonesia Konsultan	2020 PT Sinergi Daya Prima	2021 PT RSM Indonesia Konsultan	2022 PT Adikarya Gemilang Solusindo
Nilai GCG GCG Score	92,65	92,85	96,94	95,06
Kriteria Criteria	Sangat Baik Very Good	Sangat Baik Very Good	Sangat Baik Very Good	Sangat Baik Very Good