

NOMINASI DAN REMUNERASI DIREKSI DAN DEWAN KOMISARIS

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Kebijakan nominasi anggota Dewan Komisaris dan Direksi dibuat sebagai panduan untuk mengidentifikasi kandidat terbaik yang memenuhi syarat menjadi anggota Dewan Komisaris dan Direksi Perusahaan, termasuk kriteria dan proses pencalonan. Nominasi Dewan Komisaris dan Direksi mengacu pada ketentuan yang berlaku pada PT Aviati Pariwisata Indonesia (Persero) atau Injourney dan Anggaran Dasar Perusahaan. Seluruh proses nominasi dimulai dari persyaratan, tata cara seleksi hingga penetapan anggota Dewan Komisaris dan/atau Direksi Perusahaan telah diatur dalam ketentuan nominasi pada Anggaran Dasar Perusahaan dan/atau Peraturan Perundang-undangan terkait lainnya.

REMUNERASI DIREKSI DAN DEWAN KOMISARIS

Prosedur Penetapan Remunerasi

Prosedur remunerasi merupakan proses untuk menetapkan kompensasi atau penggajian kepada karyawan, termasuk Direksi dan manajemen tingkat eksekutif. Perusahaan berpedoman pada Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas dan Keputusan Pemegang Saham PT Sarinah tentang Penetapan Remunerasi Anggota Direksi dan Dewan Komisaris Tahun Buku 2023. Dalam peraturan tersebut diatur terkait gaji, uang jasa, dan tunjangan lainnya (jika ada) bagi para anggota Dewan Komisaris dan Direksi sesuai dengan RUPS dari waktu ke waktu. Berdasarkan rekomendasi RUPS, penetapan remunerasi Dewan Komisaris dan Direksi terdiri dari beberapa komponen seperti honorarium, tunjangan, fasilitas, dan tantiem/insentif kinerja.

Indikator Penetapan Remunerasi

Pemberian remunerasi Dewan Komisaris dan Direksi mengacu kepada keputusan dari RUPS dengan memperhatikan hasil kajian yang dilakukan oleh Perusahaan. Kajian dalam penetapan remunerasi mempertimbangkan aspek seperti:

1. Pencapaian target kinerja (*Key Performance Indicator*) dan target keuangan
2. Tingkat Kesehatan perusahaan
3. Kondisi persaingan usaha pada industri sejenis (*competitiveness*)
4. Faktor-faktor lain yang relevan (*merit system*)

NOMINATION AND REMUNERATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

NOMINATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

The nomination policy for members of the Board of Commissioners and Board of Directors, including the criteria and nomination process, is designed as a guide to identifying the best candidates who meet the requirements to become members of the Company's Board of Commissioners and Board of Directors. The nomination of the Board of Commissioners and Board of Directors refers to the rules applicable to PT Aviati Wisata India (Persero) or Injourney and the Company's Articles of Association. The entire nomination process, from the requirements through the selection procedure to the appointment of the Company's members of the Board of Commissioners and/or Board of Directors, is governed by the nomination provisions of the Company's Articles of Association and/or other relevant laws and regulations.

REMUNERATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Remuneration Determination Procedure

Remuneration procedures are the process of determining compensation for employees, including the Board of Directors and executive-level management. The Company complies with Law Number 40 of 2007 concerning Limited Liability Companies and the Decree of PT Sarinah Shareholders concerning Determination of Remuneration for Members of the Board of Directors and Board of Commissioners for the 2023 Fiscal Year. This regulation governs regular salaries, service fees, and other allowances (if any) for members. Members of the Board of Commissioners and Board of Directors are subject to GMS from time to time. Based on the GMS recommendations, the determination of the Board of Commissioners and Board of Directors' remuneration consists of several factors such as honorarium, allowances, facilities, and performance bonuses/incentives.

Remuneration Determination Indicator

The remuneration of the Board of Commissioners and the Board of Directors refers to the Resolution of the GMS by taking into account the results of the study conducted by the Company. The study in determining remuneration considers aspects such as:

1. Achievement of performance targets (*Key Performance Indicator*) and financial targets;
2. Company Health Level;
3. Business competition conditions in similar industries (*competitiveness*);
4. Other relevant factors (*merit system*).



Struktur Remunerasi

Karyawan

Struktur dan komponen honorarium bagi karyawan diatur dalam 2021-XI-066-KPTS-DIREKSI terkait Sistem Penggolongan Jabatan & Kepangkatan (*Grading*) dan 2021-XI-067-KPTS-DIREKSI terkait Skala Gaji Pokok & Tunjangan Karyawan. Selanjutnya, Tunjangan dan Bonus bagi Karyawan diatur dalam 2023-III-096-KPTS-DIREKSI terkait Ketentuan Pelaksanaan dan Besaran Fasilitas Benefit dan Tunjangan.

Struktur dan komponen remunerasi Dewan Komisaris dan Direksi ditetapkan oleh Keputusan Pemegang Saham PT Sarinah tanggal 5 September 2022 Nomor: INJ.03.08/23/07/2023/A.1147 tahun 2023 perihal Penghasilan Direksi dan Dewan Komisaris Tahun 2022 PT Sarinah.

Adapun struktur dan komponen remunerasi yang diberikan kepada Dewan Komisaris dan Direksi terdiri dari gaji/ honorarium, tunjangan, fasilitas, dan tantiem/insentif kinerja.

1. Gaji/Honorarium

a. Gaji Direksi

- Direktur Utama ditetapkan dengan menggunakan pedoman internal yang telah ditetapkan melalui Keputusan Pemegang Saham PT Sarinah tanggal 5 September 2022 Nomor: INJ.03.08/23/07/2023/A.1147 tahun 2023 Perihal Penghasilan Direksi dan Dewan Komisaris Tahun 2023 PT Sarinah.
- Anggota Direksi lainnya sebanyak 85% dari gaji Direktur Utama.

b. Honorarium Dewan Komisaris

- Komisaris Utama adalah sebesar 45% dari gaji Direktur Utama.
- Honorarium Anggota Dewan Komisaris adalah 90% dari honorarium Komisaris Utama.

2. Tunjangan

a. Tunjangan Direksi

- Tunjangan Perumahan
- Tunjangan Hari Raya Keagamaan (THRK)
- Tunjangan Purna Jabatan

b. Tunjangan Dewan Komisaris

- Tunjangan Transportasi
- Tunjangan Hari Raya Keagamaan (THRK)
- Tunjangan Purna Jabatan

Remuneration Structure

Employee

The structure and components of employee honorarium are regulated in 2021-XI-066-KPTS-DIREKSI concerning the Position & Rank Classification System (*Grading*) and 2021-XI-067-KPTS-DIREKSI concerning the Basic Salary Scale & Employee Benefits. Additionally, Employee Allowances and Bonuses are stipulated in 2023-III-096-KPTS-DIREKSI concerning Implementation Provisions and Amounts of Benefit Facilities and Allowances.

The structure and components of remuneration for the Board of Commissioners and Board of Directors are determined by the GMS based on Letter Number: INJ.03.08/23/07/2023/A.1147 of 2023 concerning Income of Board of Directors and Board of Commissioners for 2022 of PT Sarinah.

The remuneration structure and components given to the Board of Commissioners and Board of Directors consist of salary/ honorarium, allowances, facilities, and performance bonuses/ incentives.

1. Salary/Honorarium

a. Salary of the Board of Directors

- The President Director is appointed using the internal guidelines established through the PT Sarinah Shareholders Decree dated September 5, 2022, Number: INJ.03.08/23/07/2023/A.1147 of 2023 concerning the Income of the Board of Directors and Board of Commissioners for the 2023 of PT Sarinah.
- Other members of the Board of Directors receive 85% of the President Director's salary.

b. Honorarium of the Board of Commissioners

- The President Commissioner receives 45% of the President Director's salary.
- The honorarium of members of the Board of Commissioners is 90% of the honorarium of the President Commissioner.

2. Allowances

a. Allowances of the Board of Directors

- Housing Allowance
- Religious Holiday Allowance
- Retirement Allowance

b. Allowances of the Board of Commissioners

- Transportation Allowance
- Religious Holiday Allowance
- Retirement Allowance



3. Fasilitas

Fasilitas yang diterima oleh Direksi terdiri dari fasilitas kendaraan ringan, fasilitas bantuan hukum, fasilitas komunikasi dan sarana teknologi informasi, serta fasilitas kesehatan. Selanjutnya untuk fasilitas bagi Dewan Komisaris meliputi fasilitas bantuan hukum, fasilitas komunikasi dan sarana teknologi informasi, serta fasilitas Kesehatan.

4. Tantiem/Insentif Kinerja

Komposisi besarnya Kompensasi Atas Kinerja bagi anggota Direksi dan Dewan Komisaris mengikuti faktor jabatan sebagai berikut:

- Anggota Direksi: 85% x Tantiem Direktur Utama
- Komisaris Utama: 45% x Tantiem Direktur Utama
- Anggota Komisaris: 90% x Tantiem Komisaris Utama

Struktur dan komponen remunerasi yang diterima oleh Direksi dan Dewan Komisaris PT Sarinah belum termasuk pemberian bonus kinerja, bonus non-kinerja dan/atau opsi saham bagi setiap anggota Direksi dan Dewan Komisaris.

KOMITE AUDIT

Komite Audit berperan sebagai organ pendukung Dewan Komisaris. Komite Audit dibentuk dengan tujuan untuk membantu dan memfasilitasi Dewan Komisaris menjalankan tugas dan fungsi pengawasa terhadap Direksi dalam pengurusan Perusahaan sesuai dengan Prinsip GCG. Komite Audit Perusahaan dibentuk berdasarkan Surat Keputusan Dewan Komisaris No. 2/DEKOM/KEP/XII/2017 tanggal 28 Desember 2017 perihal Pengangkatan Anggota Komite Audit PT Sarinah dan terdapat perubahan anggota komite baru sesuai surat keputusan dewan komisaris No. 01/Dekom/III/2022 tanggal 31 Maret 2022.

Dalam melaksanakan tugasnya, Komite Audit bersifat independen, menjalankan peran secara profesional dan mandiri atau tidak terkait dengan Perusahaan. Anggota Komite Audit diangkat dan diberhentikan oleh Dewan Komisaris dan dilaporkan kepada RUPS.

Komposisi Keanggotaan Komite Audit

Pada tahun 2023 terdapat perubahan anggota Komite Audit sesuai surat keputusan Dewan Komisaris No. 01/Dekom/III/2022 tanggal 31 Maret 2022. Komite Audit PT Sarinah terdiri dari 1

3. Facilities

Facilities received by the Board of Directors include light vehicle facilities, legal aid facilities, communications facilities, information technology facilities, and health facilities. In addition, the Board of Commissioners' facilities include legal aid facilities, communications and information technology facilities, and medical facilities.

4. Tantiem/Performance Incentives

The amount composition of Compensation for Performance for members of the Board of Directors and Board of Commissioners follows the position factors below:

- Members of the Board of Directors: 85% x Tantiem for the President Director
- President Commissioner: 45% x Tantiem for the President Director
- Commissioners: 90% x Tantiem for the President Commissioner

The remuneration structure and components received by PT Sarinah's Board of Directors and Board of Commissioners do not include the provision of performance bonuses, non-performance bonuses and/or share options for each member of the Board of Directors and Board of Commissioners.

AUDIT COMMITTEE

The Audit Committee acts as the Board of Commissioners' supporting organ. The Audit Committee is formed to carry out its supervisory duties and functions towards the Board of Directors in managing the Company following GCG principles. The Company's Audit Committee is established based on the Decree of the Board of Commissioners No. 2/DEKOM/KEP/XII/2017 dated December 28, 2017, concerning the Appointment of the Members of PT Sarinah's Audit Committee and there are changes to the new committee members following the Decree of the Board of Commissioners No. 01/Dekom/III/2022 dated March 31, 2022.

In carrying out its responsibilities, the Audit Committee is independent and reports directly to the Board of Commissioners. Members of the Audit Committee are appointed and dismissed by the Board of Commissioners and then reported to the GMS.

Composition of the Audit Committee

In 2023, there were changes to the Audit Committee members in accordance with the Decree of the Board of Commissioners No. 01/Dekom/III/2022 dated March 31, 2022. PT Sarinah's Audit