



Perusahaan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Direksi paling lambat 90 hari (sembilan puluh hari) setelah diterimanya surat pengunduran diri tersebut.

Anggota Direksi yang mengundurkan diri tersebut tetap dimintakan pertanggung-jawabannya sejak pengangkatan sampai tanggal penetapan pengunduran diri Anggota Direksi dalam RUPS berikutnya.

The company is obliged to hold a GMS to decide on the request for resignation of a member of the Board of Directors no later than 90 (ninety) days after receiving the resignation letter.

The member of the Board of Directors who resigned will still be held accountable from the time of appointment until the date of resignation of the Member of the Board of Directors in the next GMS.

## | REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Remuneration for The Board of Commissioners and Directors

Penetapan paket remunerasi bagi Dewan Komisaris dan Direksi Perseroan yang dilakukan adalah mengacu pada Peraturan Menteri BUMN No.PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara, yang menggantikan Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN sebagaimana terakhir diubah dengan peraturan Menteri BUMN No.PER-13/MBU/09/2021 tentang Perubahan Keenam atas Peraturan Menteri BUMN tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN.

### Pengukuran Prosedur Pengusulan sampai dengan Penetapan Remunerasi Dewan Komisaris dan Direksi

Pembahasan mengenai remunerasi dewan komisaris dan direksi selalu dimasukkan kedalam agenda RUPS tahunan. Besaran remunerasi anggota dewan komisaris dan direksi diusulkan dalam RUPS mengacu pada kinerja dewan komisaris dan direksi sesuai hasil analisa dan rekomendasi komite nominasi, remunerasi, dan GCG (KNRGCG) yang melibatkan konsultan independen agar diperoleh dasar penetapan dan rekomendasi besaran remunerasi yang kredibel.

Konsultan independen menyusun beberapa faktor utama yang digunakan untuk menentukan besaran paket remunerasi dewan komisaris dan direksi dengan dukungan data base yang kuat dari survei pasar pada perusahaan

The stipulation of remuneration package for the BOD and BOC of the Company refers to the Minister of SOE regulation No. PER-3/MBU/03/2023 on the SOEs Organs and Human Resources, superseding previous Minister of SOE regulation No. PER-04/MBU/2014 on the Guidelines for Determining the Remuneration of BOD, BOC and the SOEs Supervisory Board in lieu of the Minister of SOE regulation No.PER-13/MBU/09/2021 on the Sixth Change to the Minister of SOEs' regulation on the Guidelines for Determining the Remuneration of BOD, BOC and the SOEs Supervisory Board.

### Procedures of Remuneration Proposal to the Board of Commissioners and Directors

The discussion on the BOD and BOC remuneration is part of the Annual GMS agenda. The remuneration amount for members of the BOD and BOC is proposed in the GMS based on the performance of the BOC and BOD in accordance with the analysis results and recommendations of the Nomination, Remuneration, and GCG Committee (NRGCGC). The NRC also involves an independent consultant to attain credible stipulation and recommendation.

Supported by a reliable and vast database of market surveys from similar companies and by taking NRGCGC's direction into account, independent consultants compile several main factors to propose the amount of

sejenis dan sekelas perseroan serta mempertimbangkan arahan KNRGCG, baik remunerasi tetap maupun tidak tetap. Paket remunerasi dimaksud terdiri atas honorarium/gaji, tunjangan, dan fasilitas lainnya yang dibayarkan/diberikan bulanan, serta tantiem sebagai insentif kinerja tahunan, yang jumlahnya direkomendasikan oleh Komite Nominasi, Remunerasi, dan GCG, dan diputuskan oleh pemegang saham dalam RUPS Tahunan.

Berikut bagan proses penetapan paket remunerasi Dewan Komisaris dan Direksi.

remuneration. This includes both fixed and non-permanent remuneration, consisting of: honorarium/salary, allowances, and other facilities that are paid/ given monthly, bonuses as annual performance incentives, the amount of which is recommended by the Nomination, Remuneration & GCG Committee, and is decided by the shareholders at the Annual GMS.

The following illustrates the determination process of BOC and BOD remuneration.



### Struktur Remunerasi

Besaran remunerasi setiap anggota dewan komisaris dan direksi diputuskan berdasarkan hasil RUPS tahunan. Sesuai keputusan RUPS tahunan, penetapan besaran remunerasi bagi dewan komisaris dilimpahkan kepada pemegang saham seri A. sedangkan penetapan remunerasi bagi direksi dilimpahkan kepada dewan komisaris dengan terlebih dahulu mendapat persetujuan dari pemegang saham seri A.

Komponen remunerasi dimaksud terdiri dari:

1. Gaji/honorarium.
2. Tunjangan.
3. Fasilitas.
4. Tantiem/insentif Kinerja.

### Remuneration Structure

The remuneration for each member of the Board of Directors and Commissioners is carried out based on the results of the Annual GMS. Referring to the Annual GMS, the remuneration structure for BOC would be decided by Series A shareholders. Meanwhile, the remuneration for the BOD will be decided by the Board of Commissioners once approved by Series A shareholders.

The remuneration components consist of:

1. Salary/Honorarium.
2. Allowances.
3. Facilities.
4. Bonus/Performance Incentives.



### Indikator Penetapan Remunerasi

Indikator remunerasi Dewan Komisaris dan Direksi ditetapkan dengan memperhatikan beberapa hal antara lain:

1. Faktor skala usaha.
2. Faktor kompleksitas usaha.
3. Tingkat inflasi.
4. Kondisi dan kemampuan keuangan Perusahaan.
5. Faktor-faktor lain yang relevan, serta tidak boleh bertentangan dengan Peraturan Perundang-undangan

Besaran remunerasi dewan komisaris dan direksi ditetapkan dengan mengacu pada indikator-indikator sebagai berikut:

1. Remunerasi diberikan dalam hal perusahaan memperoleh keuntungan dalam tahun buku yang bersangkutan.
2. Remunerasi diberikan dengan mengacu pada perkembangan pasar industri konstruksi.
3. Remunerasi diberikan melalui hasil pengukuran kinerja Dewan Komisaris dan Direksi yang sesuai dengan tugas dan tanggung jawab.
4. Kinerja keuangan dan pencapaian Key Performance Indicator (KPI) Perseroan.
5. Prestasi kerja individu.
6. Kewajaran dengan peer perseroan lainnya.
7. Besaran honorarium/gaji dan tantiem yang diterima adalah:
  - a. Komisaris Utama 45% dari Direktur Utama.
  - b. Anggota Dewan Komisaris 90% dari Komisaris Utama.
  - c. Direktur Utama 100%.
  - d. Anggota Direksi lainnya 85% dari Direktur Utama.

### Jumlah Nominal/Komponen Remunerasi Dewan Komisaris dan Direksi

Adapun gambaran rincian realisasi remunerasi dewan komisaris dan direksi di tahun 2023 adalah sebagai berikut:

### Remuneration Indicators

The factors to determine the remuneration of BOC and BOD include:

1. Business scales.
2. Business complexity factors.
3. Inflation rate.
4. The Company's financial condition and health.
5. Other factors that are relevant and don't conflict with the Laws and Regulations.

The remuneration for the Board of Commissioners and the Board of Directors refers to the following indicators:

1. The remuneration is given in the event that the company makes a profit in the relevant fiscal year.
2. The remuneration is given with reference to the development in the construction industry market.
3. The remuneration is granted through performance assessment of the BOC and BOD in accordance with their duties and responsibilities;
4. Financial performance and achievement of the Company's Key Performance Indicators (KPI).
5. Individual work performance.
6. Fairness with other corporate peers.
7. Amounts of honorarium/ salary and bonus received are:
  - a. President Commissioner earns 45% of the President Director's remuneration.
  - b. Members of BOC receives 90% of the President Commissioner's remuneration.
  - c. President Director 100%.
  - d. Other members of BOD earn 85% of the President Director's remuneration.

### Nominal/ Remuneration Component for the Commissioners and Directors

The realization of remuneration details of the Board of Commissioners and Directors in 2023 is as follows:

Remunerasi dan fasilitas lain Remuneration and other facilities	Dewan Komisaris 2023 Board of Commissioners 2023		Direksi 2023 Board of Directors 2023	
	Jumlah Orang Total Persons	Rp (Juta Million)	Jumlah Orang Total Persons	Rp (Juta Million)
Gaji/Honorarium* Salary/Honorarium*	11	10.872	8	20.286
Tunjangan Transportasi** Transportation Benefits**	11	2.174	-	-
Tunjangan Perumahan** Housing Allowance**	-	-	8	2.035
Tunjangan Hari Raya* Holiday Allowance*	7	927	6	1.691
Tantiem***	8	22.537	7	41.084
Fasilitas Lain dalam bentuk natura* Other facilities in the form of natura *	9	713	8	6.413
Perumahan (Tidak dapat dimiliki) Housing (not ownership)	-	-	-	-
Transportasi (Tidak dapat dimiliki) Transportation (not ownership)	-	-	-	-
Asuransi Purna Jabatan (Tidak dapat dimiliki)* Full-Service insurance (cannot be owned)*	9	2.108	8	4.032
Asuransi kesehatan (Tidak dapat dimiliki) Health Insurance (cannot be owned)	-	-	-	-

**Remunerasi dalam satu tahun dikelompokkan dalam kisaran**  
**Remuneration in one year is grouped in the range**

Jumlah Remunerasi Total Remuneration	Jumlah Komisaris Commissioners	Jumlah Direksi Directors
Di atas Rp2 miliar* Above Rp2 billion	7	8
Di atas Rp1 miliar – Rp2 miliar Above Rp1 billion – Rp2 billion	2	-
Di atas Rp300 juta – Rp1 miliar Above Rp300 million – Rp1 billion	-	-
Rp300 juta ke bawah Below Rp300 million	2	-
<b>Jumlah Remunerasi Total Remuneration</b>	<b>11</b>	<b>8</b>

Catatan | Note:

\*) Termasuk Dewan Komisaris dan Direksi yang masa jabatan berakhir pada tanggal 16 April 2023 dan 30 November 2023 | Including the Board of Commissioners and Board of Directors whose term of office ended on 16 April 2023 and 30 November 2023

\*\*) Termasuk Direksi yang masa jabatan berakhir pada tanggal 16 April 2023 | Including the Board of Directors whose term of office ended on 16 April 2023

\*\*\*) Termasuk Dewan Komisaris dan Direksi yang masa jabatan pada tahun Buku 2022 | Including the Board of Commissioners and Board of Director whose term of Fiscal year 2022