

KEBIJAKAN REMUNERASI BAGI DEWAN KOMISARIS DAN DIREKSI

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

Prosedur penetapan remunerasi bagi Dewan Komisaris dan Direksi Abipraya mengacu pada:

- Peraturan Menteri BUMN Nomor PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris dan Dewan Pengawas BUMN;
- Perubahan terakhir dalam Peraturan Menteri BUMN Nomor PER-06/MBU/06/2018 tanggal 4 Juni 2018, tentang Perubahan Ketiga atas Peraturan Menteri BUMN Nomor PER-04/BUMN/MBU/2014 tanggal 10 Maret 2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris dan Dewan Pengawas BUMN.

Prosedur Penetapan dan Besaran Remunerasi Dewan Komisaris Penetapan besaran remunerasi anggota Dewan Komisaris ditetapkan setiap tahun dalam RUPS bersamaan dengan penetapan besaran remunerasi Direksi. Besaran remunerasi anggota Dewan Komisaris diusulkan dalam RUPS, didasarkan atas capaian kinerja Dewan Komisaris. Dalam menyusun dasar penetapan dan rekomendasi besaran remunerasi yang kredibel, Pemegang Saham menggunakan database yang kuat dari survei pasar pada perusahaan sejenis dan sekelas Perseroan, kemudian menyusun beberapa faktor utama dalam mengusulkan besaran remunerasi Komisaris.

Dewan Komisaris menerima remunerasi tetap dan tidak tetap yang terdiri atas honorarium, tunjangan, dan fasilitas lainnya yang dibayarkan/diberikan bulanan, serta tantiem

The procedure for determining remuneration for the Board of Commissioners and the Board Directors of Abipraya refers to:

- Regulation of the Minister of SOEs Number PER-04/MBU/2014, concerning Guidelines for Determining the Income of the Board of Directors, the Board of Commissioners, and Supervisory Board of SOEs;
- The latest amendment in the Regulation of the Minister of SOEs Number PER-06/MBU/06/2018, dated June 4, 2018, concerning the Third Amendment to the Regulation of the Minister of SOEs Number PER-04/BUMN/MBU/2014, dated March 10, 2014, concerning Guidelines for Determining the Income of the Board of Directors, the Board of Commissioners, and Supervisory Board of SOEs.

Procedure for Determination and Amount of Remuneration of the Board of Commissioners. The determination of remuneration of members of the Board of Commissioners is determined annually at the GMS along with the determination of remuneration of the Board of Directors. The amount of remuneration for members of the Board of Commissioners is proposed at the GMS, based on the performance achievements of the Board of Commissioners. In preparing the basis for determining and recommending a credible remuneration, shareholders use a database of market surveys in similar companies, then compile several main factors in proposing the amount of remuneration of the Board of Commissioners.

The Board of Commissioners receives fixed and non-fixed remuneration consisting of honorarium, allowances, and other facilities paid/given monthly, as well as tantiem as an

sebagai insentif kinerja tahunan, yang jumlahnya direkomendasikan oleh Komite Nominasi dan Remunerasi, dan diputuskan oleh pemegang saham dalam RUPS Tahunan.

STRUKTUR DAN PROSEDUR REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Remunerasi untuk Dewan komisaris dan Direksi dapat berbeda sesuai dengan tugas dan tanggung jawabnya. Jumlah total remunerasi yang diterima oleh anggota Dewan komisaris dan Direksi dilaporkan oleh perusahaan dalam RUPS. Demikian juga besaran tantiem yang diberikan kepada anggota Dewan komisaris maupun Direksi ditetapkan sesuai dengan kinerja Perseroan dan ketercapaian KPI untuk Dewan komisaris maupun Direksi. Penetapan remunerasi mengacu pada ketentuan sebagaimana termuat dalam Peraturan Menteri Badan Usaha Milik Negara Nomor PER -13/ MBU/09/2021 Tentang Perubahan keenam atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara. Berdasarkan Peraturan Menteri negara BUMN tersebut, prinsip penetapan penghasilan Dewan komisaris ditetapkan oleh RUPS, dimana komponen penghasilan Dewan komisaris terdiri dari:

1. Honorarium
2. Tunjangan
 - a. Tunjangan hari raya;
 - b. Asuransi Purna Jabatan;
 - c. Tunjangan Transportasi.
3. Fasilitas
 - a. fasilitas kesehatan;
 - b. Bantuan hukum.
4. Tantiem/Insentif kinerja.

annual performance incentive, the amount of which is recommended by the Nomination and Remuneration Committee and decided by the shareholders at the Annual GMS.

STRUCTURE AND PROCEDURE OF REMUNERATION OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

Remuneration for the Board of Commissioners and the Board of Directors may differ according to their duties and responsibilities. The total amount of remuneration received by members of the Board of Commissioners and the Board of Directors is reported in the GMS. Likewise, the amount of tantiem given to members of the Board of Commissioners and the Board of Directors is determined according to the Company's performance and the achievement of KPI for the Board of Commissioners and the Board of Directors. The determination of remuneration refers to the provisions as contained in the Regulation of the Minister of State-Owned Enterprises Number PER-13/MBU/09/2021, concerning the Sixth Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER-04/MBU/2014, concerning Guidelines for Determining the Income of the Board of Directors, the Board of Commissioners, and Supervisory Board of State-Owned Enterprises. Based on the Regulation of the Minister of State-Owned Enterprises, the principle of determining the income of the Board of Commissioners is determined by the GMS, where the income component of the Board of Commissioners consists of:

1. Honorarium
2. Allowances
 - a. Holiday allowance;
 - b. Retirement Insurance;
 - c. Transport Allowance.
3. Facilities
 - a. Health Facilities;
 - b. Legal Aid.
4. Tantiem/Performance incentives.

Prosedur ringkas penetapan remunerasi Dewan komisaris tahun 2023 adalah sebagai berikut:

- Pemegang Saham menyusun kriteria dasar penetapan remunerasi dengan memperhatikan Peraturan Menteri Badan Usaha Milik negara nomor PER -13/MBU/09/2021 Tentang Perubahan keenam atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan komisaris, dan Dewan Pengawas Badan Usaha Milik Negara.
- Dewan Komisaris menetapkan usulan remunerasi Direksi tahun 2023 yang akan disampaikan kepada Pemegang Saham.
- RUPS menetapkan memberi kewenangan dan kuasa kepada Dewan Komisaris dengan terlebih dahulu mendapat persetujuan pemegang saham untuk menetapkan besarnya tantiem tahun buku 2022 serta menetapkan gaji/honorarium, tunjangan dan fasilitas bagi Direksi dan Dewan Komisaris untuk tahun 2023.

BESARAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Berdasarkan Surat Keputusan Menteri BUMN Nomor SK-10/Wk.MBU.10/0/2023 tanggal 09 Agustus 2023 tentang Penetapan Penghasilan Direksi dan Dewan komisaris PT Brantas Abipraya (Persero) Tahun 2023, dengan ini kami sampaikan penetapan penghasilan Direksi dan Dewan komisaris Tahun 2023 serta Tantiem atas kinerja Tahun Buku 2022 sebagai berikut:

Gaji/honorarium, Tunjangan, dan fasilitas

- a. Gaji Direktur utama ditetapkan sebesar Rp196.000.000/bulan dan gaji Anggota Direksi lainnya sebesar 85% dari gaji Direktur utama;

The brief procedure for determining the remuneration of the Board of Commissioners in 2023 is as follows:

- Shareholders prepare the basic criteria for determining remuneration by taking into account the Regulation of the Minister of State-Owned Enterprises number PER -13/MBU/09/2021 concerning the Sixth Amendment to the Regulation of the Minister of State-Owned Enterprises Number PER04/MBU/2014 concerning Guidelines for Determining the Income of the Board of Directors, Board of Commissioners, and Supervisory Board of State Owned Enterprises.
- The Board of Commissioners determines the Board of Directors' remuneration proposal for 2023 which will be submitted to the Shareholders.
- The GMS stipulates to give authority and power to the Board of Commissioners by first obtaining shareholder approval to determine the amount of tantiem for the 2022 financial year and determine the salary/honorarium, allowances and facilities for the Board of Directors and the Board of Commissioners for 2023.

AMOUNT OF REMUNERATION FOR THE BOARD OF COMMISSIONERS AND DIRECTORS

Based on the Decree of the Minister of SOEs Number SK-10/Wk.MBU.10/0/2023, dated August 9, 2023, concerning the Determination of the Income of the Board of Directors and the Board of Commissioners of PT Brantas Abipraya (Persero) in 2023, we convey the determination of the income of the Board of Directors and the Board of Commissioners in 2023 and Tantiem on the performance of the 2022 Financial Year as follows:

Salary/honorarium, benefits, and facilities

- a. The salary of the President Director is set at IDR196,000,000/month and the salary of other Members of the Board of Directors is 85% of the salary of the President Director;

- b. Honorarium Komisaris Utama ditetapkan sebesar 45% dari gaji Direktur utama, dan honorarium Dewan Komisaris ditetapkan sebesar 90% dari honorarium Komisaris Utama;
- c. Tunjangan dan/atau fasilitas bagi Direksi dan Dewan Komisaris diberikan sebagaimana tabel terlampir. Direksi dan Dewan Komisaris dilarang untuk menerima jenis tunjangan dan/atau fasilitas lainnya di luar yang telah ditetapkan dalam surat ini;
- d. Gaji/honorarium serta tunjangan dan/ atau fasilitas bagi Direksi dan Dewan Komisaris untuk tahun 2023 berlaku efektif sejak tanggal 1 Januari 2023.
- b. The honorarium of the president commissioner is set at 45% of the salary of the president director, and the honorarium of the board of commissioners is set at 90% of the honorarium of the president commissioner;
- c. Allowances and/or facilities for the Board of Directors and Board of Commissioners are provided as the table attached. The Board of Directors and Board of Commissioners are prohibited from receiving other types of allowances and/or facilities beyond those stipulated in this letter;
- d. Salary/honorarium and allowances and/or facilities for the Board of Directors and Board of Commissioners for 2023 are effective from January 1, 2023.

Nama Name	Jabatan Position	Gaji/Honorarium Tahun 2023 (Dalam Rupiah/Bulan) Salary/Honorarium Year 2023 (In Rupiah/Month)
Haryadi	Komisaris Utama/Independen President/Independent Commissioner	1.270.080.000
Imam Haryono	Komisaris Commissioner	1.143.072.000
Kenny Daryat Nanang	Komisaris Independen Independent Commissioner	1.143.072.000
Tursandi Alwi	Komisaris Commissioner	1.035.688.091
Diana Kusumastuti	Komisaris Commissioner	1.035.688.091
Sugeng Rochadi	Direktur Utama President Director	2.682.000.000
Suradi	Direktur Keuangan dan Manajemen Risiko Director of Finance and Risk Management	2.329.200.000
Tumpang Muhammad	Direktur SDM dan Umum Director of Human Capital and General Affairs	2.329.200.000
Muhammad Toha Fauzi	Direktur Operasi I Director of Operations I	2.329.200.000
Purnomo	Direktur Operasi II Director of Operations II	2.329.200.000

Sedangkan total tantiem untuk Direksi dan Dewan Komisaris Tahun Buku 2022 ditetapkan sebesar Rp 8.849.000.000,- dengan ketentuan:

1. Direktur utama 100%
2. Anggota Direksi lainnya 85% dari Direktur Utama
3. Komisaris Utama 45% dari Direktur Utama
4. Anggota Dewan Komisaris 90% dari Komisaris Utama

INDIKATOR PENETAPAN REMUNERASI

Perseroan, melalui Dewan Komisaris, mempertimbangkan lima faktor utama dalam menetapkan usulan remunerasi Direksi, yakni:

- Imbalan jasa untuk menutupi biaya-biaya yang diperlukan dalam menjalankan usaha.
- Menghargai kompetensi dan pengalaman yang dimiliki dan dibutuhkan oleh Perseroan
- Ketersediaan waktu secara penuh dalam mencurahkan tenaga dan pikiran guna menjalankan tugas Perseroan.
- Kemampuan memitigasi risiko bagi Perseroan dan memberi imbalan terhadap tindakan kedinasan yang berisiko bagi pribadinya.
- Menghargai pencapaian target sesuai dengan ukuran kinerja utama (*Key Performance Indicator*) yang ditetapkan.

Meanwhile, the total tantiem for the Board of Directors and Board of Commissioners for Fiscal Year 2022 is set at IDR 8.849.000.000,- with the following conditions:

1. President Director 100%
2. Other members of the Board of Directors 85% of the President Director
3. President Commissioner 45% of President Director
4. Member of the Board of Commissioners 90% of the President Commissioner

REMUNERATION DETERMINATION INDICATORS

The Company, through the Board of Commissioners, considers five main factors in determining the proposed remuneration of the Board of Directors, namely:

- Service fees to cover the costs needed in running a business.
- Appreciate the competence and experience possessed and needed by the Company
- Full availability of time in devoting energy and thought to carry out the Company's duties.
- The ability to mitigate risks for the Company and reward official actions that are risky for their individuals.
- Reward the achievement of targets in accordance with the key performance measures (*Key Performance Indicators*) set.