



### **Pedoman Kerja Dewan Komisaris**

Perseroan memiliki seorang Komisaris Utama, 1 (satu) orang Komisaris Independen, dan 1 (satu) orang Komisaris. Hal tersebut telah memenuhi ketentuan atas pemenuhan Persyaratan Peraturan Pencatatan BEI No. I-A, yaitu:

Memiliki Komisaris Independen sekurang - kurangnya 30% (tiga puluh perseratus) dari jajaran anggota Dewan Komisaris yang dapat dipilih terlebih dahulu melalui RUPS sebelum Pencatatan dan mulai efektif bertindak sebagai Komisaris Independen setelah saham Perseroan tersebut tercatat.

### **Tugas dan Tanggung Jawab**

Berdasarkan Anggaran Dasar Perseroan, berikut tugas dan tanggung jawab Dewan Komisaris:

1. Mengawasi kepentingan Perseroan dengan memperhatikan kepentingan pemegang saham dan bertanggung jawab kepada Rapat Umum Pemegang Saham.
2. Mengawasi kebijakan pengurusan dan jalannya pengelolaan yang dilakukan Direksi, baik mengenai Perseroan maupun usaha Perseroan, serta memberikan nasehat kepada Direksi dalam menjalankan Perseroan.
3. Meneliti dan menelaah laporan tahunan yang disiapkan oleh Direksi serta menandatangani laporan tahunan tersebut.

### **Prosedur & Dasar Penetapan Remunerasi**

Sesuai dengan POJK No.33/POJK.04/2014, Dewan Komisaris diwajibkan untuk mengadakan Rapat Dewan Komisaris sekurang-kurangnya 1 (satu) kali setiap 2 (dua) bulan dan rapat tersebut dihadiri oleh seluruh Dewan Komisaris.

Dewan Komisaris Perseroan menetapkan besaran remunerasi melalui Rapat Dewan Komisaris. Hal ini sesuai dengan fungsi remunerasi yang wewenangnya dilimpahkan dan ditetapkan melalui mekanisme RUPS.

### **Board of Commissioners Work Guidelines**

The Company has a President Commissioner and 1 (one) Independent Commissioners, and 1 (one) Commissioners Member. Which has fulfilled the requirements in compliance with Listing Rule Requirements from the Indonesian Stock Exchange Number 1A.

Namely having an Independent Commissioner of at least 30% (thirty percent) of the members of the Board of Commissioners, who can be elected in advance through the general shareholders meeting before the listing and will become effective as an Independent Commissioner after the Company's

### **Duties and Responsibilities**

According to the Company's Articles of Association, the following are the duties and responsibilities of the Board of Commissioners:

1. Supervising the interests of the Company by taking into account the interests of shareholders and being responsible and accountable to the General Meeting of Shareholders,
2. Overseeing management policies and course of management, which are carried out by the Board of Directors, both regarding the Company and the Company's business, as well as providing advice to the Board of Directors in running the Company,
3. Examining and studying the annual report prepared by the Board of Directors and signing the annual reportshares are listed

### **Procedure & Legal Bases of Remuneration**

In accordance to POJK Number 33 / POJK.04 / 2014, the Board of Commissioners is required to establish a Board of Commissioners Meeting at least 1 (once) every 2 (two) months and the meeting is attended by the entire Board of Commissioners.

The Board of Commissioners of the Company determines the amount of remuneration through the Board of Commissioners Meeting. This is in accordance to the remuneration function, the authorities of which are delegated and determined through the General





Variabel yang digunakan dalam penetapan Remunerasi Anggota Komisaris antara lain:

1. Key Performance Indicator (KPI)
2. Kinerja Perseroan
3. Pertimbangan sasaran dan strategi jangka panjang Perseroan.

### **Penilaian Kinerja Direksi dan Dewan Komisaris**

Cara penilaian kinerja Direksi dan Dewan Komisaris dilakukan melalui metode self assessment. Evaluasi pekerjaan Direksi dan Dewan Komisaris dilakukan berdasarkan aspek profil risiko & Tata Kelola Perseroan. Kemudian, tingkat keberhasilan kinerja Direksi dan Dewan Komisaris tersebut akan dijadikan landasan terkait penetapan insentif Direksi dan Dewan Komisaris.

Evaluasi kinerja Direksi dan Dewan Komisaris juga akan menjadi landasan bagi para Pemegang Saham untuk mempertimbangkan apakah akan mengangkat kembali atau memberhentikan Direksi dan Dewan Komisaris terkait.

### **Prosedur Pelaksanaan Penilaian Kinerja Direksi dan Dewan Komisaris**

Evaluasi hasil kerja Direksi dan Dewan Komisaris disampaikan kepada para pemegang saham melalui RUPS dan ditinjau berdasarkan landasan yang relevan. RUPS selanjutnya memberikan pelunasan dan pembebasan tanggung jawab sepenuhnya (acquit et de charge) kepada Dewan Komisaris atas pengurusan dan pengawasan Perseroan selama tahun buku tersebut.

Poin-poin yang menjadi dasar dalam peninjauan kinerja Direksi dan Dewan Komisaris antara lain:

1. Pelaksanaan tugas dan fungsi pengawasan dan kepengurusan sesuai Anggaran Dasar.
2. Kepatuhan terhadap peraturan yang berlaku.
3. Tingkat kehadirannya dalam rapat, dan
4. Keterlibatan dalam penugasan-penugasan tertentu.

The variables for determining the remuneration for members of the Board of Commissioners include:

1. Key Performance Indicator (KPI),
2. Company performance,
3. Consideration of the Company's long-term goals and strategies.

### **Performance Appraisal for Board of Directors and Board of Commissioners**

The evaluating method for the performance of the Board of Directors and the Board of Commissioners is carried out through the self-assessment. Evaluation of duties and responsibilities of the Boards is carried out according to the risk profile & Corporate Governance aspects of the Company. With that, the success rate of the performance of the Board of Directors and Board of Commissioners will be used as the basis for determining incentives for the Board of Directors and the Board of Commissioners.

The evaluation of the performance of the Board of Directors and the Board of Commissioners will also be the basis for the Shareholders to consider whether to reappoint or dismiss Directors and the Board of Commissioners.

### **Performance Assessment Procedure of the Board of Directors and the Board of Commissioners**

Performance evaluation of the Board of Directors and Commissioners is submitted to the shareholders through the GMS and reviewed according to a relevant basis. The GMS subsequently allows a full bequeathment and discharge of responsibility (acquit et de charge) to the Board of Commissioners to manage and supervise the Company during the financial year.

The underlying points for reviewing the performance of the Board of Directors and Board of Commissioners include:

1. Implementation of duties as well as supervision and management functions in accordance to the Articles of Association,
2. Compliance with applicable laws and regulations,
3. Level of attendance at meetings, and
4. Involvement in certain tasks.





### **Penilaian Kinerja Komite di bawah Dewan Komisaris**

Dalam melaksanakan tugas Pengawasan, Dewan Komisaris dapat membentuk Komite yang bertanggung jawab langsung kepada Dewan Komisaris. Saat ini Dewan Komisaris memiliki dua komite dibawah Dewan Komisaris yaitu Komite Audit dan Komite Nominasi & Remunerasi. Selama tahun 2021, Komite Audit dan Komite Nominasi & Remunerasi telah menjalankan tugasnya sesuai dengan Pedoman Kerja masing – masing komite.

### **Komisaris Independen**

Komisaris Independen Perseroan telah memenuhi kriteria sebagai berikut:

1. Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikn, atau mengawasi kegiatan Perseroan dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai Komisaris Independen Perseroan pada periode selanjutnya.
2. Tidak mempunyai saham baik langsung maupun tidak langsung pada Perseroan.
3. Tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perseroan.
4. Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perseroan.

### **Independensi Komisaris**

Dalam menjalankan tugas pengawasannya semua anggota Dewan Komisaris secara konsisten menjalankan fungsinya secara independen tanpa adanya intervensi dari pihak manapun.

### **Performance Appraisal of Committees under the Board of Commissioners**

In carrying out supervisory duties, the Board of Commissioners may form a Committee that reports directly to the Board of Commissioners. Currently the Board of Commissioners supervises two committees, namely the Audit Committee and the Nomination & Remuneration Committee. In 2021, the Audit Committee and the Nomination & Remuneration Committee have carried out their duties specified in the Work Guidelines of each committee.

### **Independent Commissioners**

Independent Commissioners of the Company have met the following criteria:

1. Not a person who is working towards or has the authority and responsibility to plan, lead, control, or supervise the Company's activities within the last 6 (six) months, except for re-appointment as the Company's Independent Commissioner for the next period.
2. Does not have shares, either directly or indirectly, in the Company.
3. Has no affiliation with the Company, members of the Board of Commissioners, members of the Board of Directors, or major shareholders of the Company.
4. Does not have a business relationship, either directly or indirectly, related to the Company's business activities

### **Independence of Commissioners**

In carrying out their supervisory duties, all members of Board of Commissioners consistently carry out their duties and responsibilities independently without any intervention from any party.

