

## DIREKSI

### BOARD OF DIRECTORS

Direksi merupakan organ tata kelola Perusahaan yang bertugas dan bertanggung jawab secara penuh dalam melaksanakan pengurusan Perusahaan sesuai kepentingan dan tujuan Perusahaan berdasarkan Anggaran Dasar Perusahaan serta Peraturan Perundang-undangan yang berlaku. Dalam melaksanakan tugasnya, Direksi bertanggung jawab kepada RUPS.

Prosedur pengangkatan Direksi dilakukan dengan mengacu pada Pedoman Tata Kelola Perusahaan yang mana persyaratannya meliputi:

1. Anggota Direksi diangkat dan diberhentikan oleh RUPS;
2. Pemilihan calon anggota Direksi dilakukan melalui proses seleksi dan nominasi yang transparan dengan mempertimbangkan keahlian, integritas, kejujuran, kepemimpinan, pengalaman, perilaku dan dedikasi, serta kecukupan waktunya untuk mengelola Perusahaan;
3. Calon-calon anggota Direksi yang merupakan pejabat internal Perusahaan dapat diusulkan oleh Komisaris melalui kajian Komite Remunerasi dan Nominasi;
4. Pengangkatan anggota Direksi dilakukan melalui mekanisme Uji Kelayakan dan Kepatutan (UKK).
5. Calon-calon yang lulus wajib menandatangani kontrak manajemen sebelum diangkat sebagai anggota Direksi;
6. Masa jabatan anggota Direksi ditetapkan 5 (lima) tahun dan sesudahnya dapat diangkat kembali untuk 1 (satu) kali masa jabatan;
7. Pemberhentian anggota Direksi sewaktu-waktu sebelum berakhirnya masa jabatan harus dilakukan oleh RUPS dengan menyebutkan alasannya. Anggota Direksi dapat diberhentikan untuk sementara waktu berdasarkan keputusan rapat Komisaris yang disetujui dengan suara terbanyak, dalam hal tindakan anggota Direksi bertentangan dengan Anggaran Dasar dan peraturan perundang-undangan yang berlaku, dinyatakan bersalah dengan keputusan pengadilan, atau melalaikan kewajibannya;
8. Dalam kurun waktu 30 (tiga puluh) hari setelah pemberhentian sementara harus dilaksanakan RUPS untuk mengukuhkan atau membatalkan pemberhentian tersebut dengan memberikan kesempatan kepada anggota Direksi yang diberhentikan untuk hadir dan membela diri. Apabila RUPS yang dimaksud tidak terselenggara maka pemberhentian sementara tersebut batal demi hukum.

The Board of Directors is a corporate governance organ that is fully in charge and responsible for carrying out the management of the Company in accordance with the interests and objectives of the Company based on the Articles of Association and the applicable laws and regulations. In carrying out their duties, the Board of Directors is responsible to the GMS.

The procedure for the appointment of the Board of Directors is carried out by referring to the Corporate Governance Guidelines with the following requirements.

1. Members of the Board of Directors are appointed and dismissed by the GMS;
2. The selection of candidates for members of the Board of Directors is carried out through a transparent selection and nomination process taking into account expertise, integrity, honesty, leadership, experience, behavior and dedication, as well as sufficient time to manage the Company;
3. Candidates for members of the Board of Directors who are internal officers of the Company may be proposed by the Commissioners through the review of the Remuneration and Nomination Committee;
4. The appointment of members of the Board of Directors is carried out through the Fit and Proper Test mechanism.
5. Candidates who pass are required to sign a management contract before being appointed as a member of the Board of Directors;
6. The term of office of members of the Board of Directors is set for 5 (five) years and thereafter may be reappointed for 1 (one) term of office;
7. The dismissal of a member of the Board of Directors at any time before the end of the term of office must be carried out by the GMS by stating the reasons. Members of the Board of Directors may be temporarily dismissed based on the decision of the Board of Commissioners meeting which is approved by a majority vote if the actions of the members of the Board of Directors are contrary to the Articles of Association and the prevailing laws and regulations and are found guilty by court decision or neglecting their obligations;
8. Within 30 (thirty) days after the temporary dismissal, a GMS must be held to confirm or cancel the dismissal by giving the dismissed member of the Board of Directors the opportunity to attend and defend himself. If the said GMS is not held, then the temporary suspension is null and void.

## Susunan Direksi

### Composition of the Board of Directors

Berdasarkan SK-210/MBU/06/2021 tanggal 28 Juni 2021, dan SK-276/MBU/08/2021 tanggal 20 Agustus 2021 sesuai dengan Keputusan Menteri Badan Usaha Milik Negara sesuai dengan Keputusan Menteri Badan Usaha Milik Negara terdapat perubahan susunan Direksi PT Sarinah yang baru adalah sebagai berikut:

Direktur Utama	Fetty Kwartati
Direktur Ritel	Fetty Kwartati
Direktur Keuangan, Manajemen Risiko & Administrasi	Albert Aulia Ilyas
Direktur Pengembangan Bisnis & Properti	Selfie Dewiyanti
Direktur Perdagangan	Rakesh Kumar Ashok Adwani

Based on SK-210/MBU/06/2021 dated on June 28th, 2021 and SK-276/MBU/08/2021 dated on August 20th, 2021 in accordance with the Decree of the Minister of State-Owned Enterprises, there is a change in the composition of the new Board of Directors of PT Sarinah are as follows:

President Director	Fetty Kwartati
Retail Director	Fetty Kwartati
Finance, Risk Management & Administration Director	Albert Aulia Ilyas
Business Development & Property Director	Selfie Dewiyanti
Trading Director	Rakesh Kumar Ashok Adwani

## Tugas, Wewenang dan Tanggung Jawab Masing-Masing Direksi

### Duties, Authorities and Responsibilities of Each Board of Directors

#### TUGAS, TANGGUNG JAWAB DAN WEWENANG

Secara umum, Direksi Perusahaan memiliki tugas pokok dan tanggung jawab untuk mengelola kegiatan usaha operasional Perusahaan sehari-hari.

1. Mengelola kegiatan usaha operasional Perusahaan sehari-hari.
2. Menerapkan kebijakan, prinsip-prinsip, nilai-nilai, strategi, tujuan dan sasaran kinerja Perusahaan, seperti yang telah dievaluasi dan disetujui oleh Dewan Komisaris.
3. Menjaga kelangsungan bisnis Perusahaan dalam jangka panjang.
4. Mampu mencapai target kerja dan menerapkan prinsip kehati-hatian.

Adapun pembagian tugas, tanggung jawab dan wewenang masing-masing anggota Direksi yang akan dijelaskan berikut ini:

#### Duties, Responsibilities and Authorities

In general, the Board of Directors has the main duties and responsibilities to manage the daily operational business activities of the Company.

1. Manage the daily operational business activities of the Company.
2. Implement policies, principles, values, strategies, objectives and performance targets of the Company as evaluated and approved by the Board of Commissioners.
3. Maintain the Company's business continuity in the long term.
4. Able to achieve work targets and apply the precautionary principle.

The division of duties, responsibilities and authorities of each member of the Board of Directors will be explained as follows:

**DIREKTUR UTAMA**

- Melakukan pengembangan usaha serta menjalin kemitraan usaha dengan pihak lain baik di dalam negeri maupun luar negeri;
- Melaksanakan tugas-tugas yang diminta oleh Pemegang Saham ataupun Dewan Komisaris yang terkait erat dengan bidang usaha yang ditekuni atau tugas-tugas yang terkait dengan program-program ekonomi Pemerintah;
- Menghadiri pertemuan, kongres, konferensi, *workshop*, seminar dan pameran-pameran yang diselenggarakan di dalam dan di luar negeri yang terkait dan berhubungan dengan bidang usaha Perseroan;
- Membangun dan menegakkan citra perusahaan (*Corporate Image*) serta meningkatkan nilai perusahaan (*Company Value*);
- Memeriksa langsung dan memonitor laporan keuangan dan kinerja seluruh Unit usaha perusahaan;
- Melakukan pembinaan Staf (SDM) guna menyiapkan kader SDM perseroan yang profesional;
- Membangun budaya perusahaan (*Corporate Culture*) yang mencerminkan citra perusahaan.

**DIREKTUR RITEL**

- Melakukan pengembangan operasional dan kelangsungan kegiatan operasional perusahaan dengan menjalin kemitraan baik di dalam negeri maupun di luar negeri;
- Melaksanakan tugas-tugas yang diminta oleh pemegang saham, Dewan Komisaris, ataupun Direktur Utama yang terkait erat dengan bidang usaha yang ditekuni atau tugas-tugas yang terkait dengan program-program ekonomi Pemerintah;
- Menyusun rencana strategis operasional dan pemasaran setiap tahun;
- Menentukan target pendapatan dan laba seluruh outlet, Divisi Ritel, berdasarkan rencana jangka panjang korporasi;
- Mengendalikan jalannya kegiatan operasional;
- Menyusun, menetapkan, dan memberlakukan kebijakan operasional;
- Melakukan koordinasi dengan seluruh kepala Divisi dalam penyusunan *business plan*;
- Mengarahkan Divisi Ritel *offline* maupun *online* dalam upaya mencapai target-target pendapatan dan laba yang harus diperoleh;
- Melaporkan hasil-hasil kegiatan operasional dan pemasaran secara berkala kepada Direktur Utama;
- Melakukan tindakan koreksi pada kegiatan operasional dan apabila terjadi deviasi pada target dan laba;

**PRESIDENT DIRECTOR**

- Conduct business development and establish business partnerships with other parties both domestically and abroad;
- Carry out tasks requested by the Shareholders or the Board of Commissioners that are closely related to the line of business they are engaged in or tasks related to the Government's economic programs;
- Attend meetings, congresses, conferences, workshops, seminars and exhibitions held at domestic and abroad related to and related to the Company's line of business;
- Build and uphold the corporate image and increasing the Company value;
- Direct inspection and monitoring of financial reports and performance of all business units of the Company;
- Conduct staff development (HR) in order to prepare professional HR cadres of the Company;
- Build a corporate culture that reflects the Company's image.

**RETAIL DIRECTOR**

- Carrying out operational development and continuity of the Company's operational activities by establishing partnerships both domestically and abroad;
- Carrying out tasks requested by shareholders, the Board of Commissioners or the President Director which are closely related to the business sector being occupied or tasks related to the Government's economic programs;
- Preparing operational and marketing strategic plans every year;
- Determining revenue and profit targets for all outlets and Retail Division based on the corporate long-term plan;
- Controlling the course of operational activities;
- Compile, determine and enforce operational policies;
- Coordinating with all division heads in preparing business plans;
- Directing the Retail Division offline and online in an effort to achieve revenue and profit targets that must be obtained;
- Reporting the results of operational and marketing activities periodically to the President Director;
- Carrying out corrective actions in operational activities and in the event of deviations in targets and profits;

- Menggalakkan program efisiensi untuk menjaga kestabilan keuangan perusahaan;
- Menetapkan harga sewa ruangan gedung sendiri dan tarif-tarif lainnya berdasarkan keputusan Direksi agar mendatangkan keuntungan bagi perusahaan;
- Membangun dan membina SDM dalam lingkungan Direktorat Ritel;
- Membangun citra perusahaan melalui pelayanan dengan moto, "Smiling, Welcoming, Friendly".

#### **DIREKTUR KEUANGAN MANAJEMEN RISIKO & ADMINISTRASI**

- Melakukan penyempurnaan serta pengembangan sistem dan prosedur administrasi dan keuangan;
- Menyiapkan dan mempersiapkan sistem manajemen risiko Perusahaan;
- Melaksanakan tugas-tugas yang diminta oleh pemegang saham atau Dewan Komisaris yang terkait erat dengan bidang usaha yang ditekuni atau tugas-tugas yang terkait dengan program-program ekonomi Pemerintah;
- Menghadiri pertemuan, kongres, konvensi dan *Workshop* dan seminar yang diselenggarakan di dalam dan di luar negeri yang berhubungan dengan usaha Perseroan;
- Menyusun kebijakan operasional keuangan dan administrasi;
- Menjaga tingkat kesehatan keuangan korporasi (termasuk di dalamnya *regional-regional office*);
- Mengkoordinir penyusunan laporan keuangan bulanan, triwulanan dan tahunan;
- Menjaga dan mengkoordinir seluruh mekanisme sistem administrasi, akuntansi/keuangan, Teknologi Informasi dan risk manajemen serta PKBL berjalan baik di dalam usaha Perseroan.

#### **DIREKTUR PENGEMBANGAN BISNIS & PROPERTI**

- Merumuskan program kegiatan Pengembangan SDM dan Prasarana berdasarkan peraturan dan ketentuan yang berlaku agar terlaksananya proses kegiatan tugas pokok Direktur Utama berjalan dengan lancar;
- Mengkoordinasikan kegiatan sesuai ketentuan Bagian Sumber Daya Manusia;
- Membina dan memotivasi bawahan secara berkala dalam upaya peningkatan produktivitas kerja dan pengembangan karier bawahan;
- Mengarahkan kegiatan pelaksanaan tugas bawahan agar berjalan sesuai ketentuan yang efektif dan efisien;

- Promoting efficiency programs to maintain the Company's financial stability;
- Determining the rental price for the building and other tariffs based on the decision of the Board of Directors so that it will bring profits to the Company;
- Building and fostering human resources within the Directorate of Retail;
- Build corporate image through service with the motto, "Smiling, Welcoming, Friendly".

#### **FINANCE, RISK MANAGEMENT & ADMINISTRATION DIRECTOR**

- Complete and develop administrative and financial systems and procedures;
- Prepare the Company's risk management system;
- Carry out tasks requested by shareholders or the Board of Commissioners that are closely related to the line of business they are engaged in or tasks related to the Government's economic programs;
- Attend meetings, congresses, conventions and workshops, and seminars held at domestic and abroad related to the Company's business;
- Formulate financial and administrative operational policies;
- Maintain the level of corporate financial soundness (including the Regional Offices);
- Coordinate the preparation of monthly, quarterly and annual financial reports;
- Maintain and coordinate all administrative system mechanisms, accounting/finance, information technology and risk management as well as PKBL running well in the Company's business.

#### **BUSINESS DEVELOPMENT & PROPERTY DIRECTOR**

- Formulate program of HR and Infrastructure Development activities based on applicable rules and regulations so that the implementation of the main tasks of the President Director runs smoothly;
- Coordinate activities in accordance with the provisions of the Human Resources Division;
- Regularly foster and motivate subordinates in an effort to increase work productivity and career development of subordinates;
- Direct the activities of carrying out the duties of subordinates so that they run according to effective and efficient provisions;

- Menyelenggarakan pelaksanaan kegiatan lingkup Pengembangan SDM dan Sarana Prasarana untuk meningkatkan kinerja dan mencapai hasil yang diharapkan;
- Melakukan evaluasi secara periodik untuk mengetahui hambatan yang terjadi dan mencari alternatif pemecahannya;
- Melakukan koordinasi dengan instansi terkait sesuai bidang tugasnya dalam rangka sinkronisasi pelaksanaan tugas;
- Membuat laporan hasil pelaksanaan tugas kepada atasan sebagai bahan untuk penyusunan program selanjutnya.

#### DIREKTUR PERDAGANGAN

- Menyiapkan bahan kebijakan bidang usaha perdagangan;
- Melaksanakan pembinaan usaha dan fasilitasi pengelolaan usaha sarana distribusi perdagangan;
- Melaksanakan penerbitan izin pengelolaan pusat perbelanjaan dan izin usaha toko swalayan;
- Menerbitkan rekomendasi tanda daftar gudang, dan Surat Keterangan Penyimpanan Barang (SKPB);
- Menyelenggarakan promosi dagang melalui pameran dagang nasional, pameran dagang lokal, dan misi dagang bagi produk unggulan daerah;
- Menyusun profil perusahaan-perusahaan, pelayanan informasi perusahaan, komoditi ekspor impor dan komoditi potensial daerah serta melaporkan data realisasi ekspor impor;
- Menginformasikan kepada eksportir dan importir tentang kebijakan ekspor impor, pameran dagang baik di dalam negeri maupun luar negeri, jadwal ruang kapal dan peluang ekspor;
- Menyiapkan bahan kebijakan bidang Pengawasan Perdagangan;
- Melaksanakan pemantauan harga dan stok kebutuhan pokok / penting dan barang umum lainnya serta barang strategis;
- Melaksanakan pengawasan gudang penyimpanan barang kebutuhan pokok dan barang penting;
- Menginventarisir data nama distributor, pedagang penyalur dan komoditi bahan pokok/ penting, barang umum, barang strategis, komoditi potensial dan komoditi ekspor;
- Melaksanakan pengawasan dan menginventarisir barang yang beredar di pasar dan melaporkan hasil pengawasan barang.

- Organize the implementation of activities in the scope of Human Resources and Infrastructure Development to improve performance and achieve the expected results;
- Conduct periodic evaluations to identify obstacles that occur and find alternative solutions;
- Coordinate with relevant agencies according to their field of duty in the context of synchronizing the implementation of tasks;
- Make a report on the results of the implementation of tasks to superiors as material for the preparation of the next program.

#### TRADING DIRECTOR

- Prepare policy materials for the trade business sector;
- Implement business development and facilitate business management and trade distribution facilities;
- Carry out the issuance of permits for the management of shopping centers and supermarkets;
- Issue a recommendation for a warehouse list and a Certificate of Storage of Goods (SKPB);
- Carry out trade promotions through local trade shows, national trade shows, and trade missions for regional superior products;
- Compile company profiles, company information services, import-export commodities and regional potential commodities and report export-import realization data;
- Inform exporters and importers on import-export policies, trade fairs both domestically and abroad, ship space schedules and export opportunities;
- Prepare policy materials in the field of Trade Supervision;
- Carry out monitoring of prices and stocks of basic/important needs and other general goods and strategic goods;
- Carry out supervision of warehouse storage of basic needs and important goods;
- Taking an inventory of data on names of distributors, distributors and commodities of basic/important materials, general goods, strategic goods, potential commodities and export commodities;
- Carry out supervision and inventory of goods circulating in the market and report the results of the supervision of goods.

## Pedoman Kerja Direksi ◀

### Board Manual of the Board of Directors

Saat menjalankan setiap tugasnya, Direksi Perusahaan berpedoman pada pedoman kerja (*board manual*) yang memuat tentang ruang lingkup tugas dari masing-masing Direksi, pedoman umum operasional, etika jabatan, tugas dan kewajiban, wewenang dan hak Direksi, serta evaluasi kinerja. Pedoman kerja tersebut merupakan rangkuman dari peraturan-peraturan yang berlaku di lingkungan Perusahaan serta praktik-praktik terbaik yang terkandung dalam kelima prinsip GCG.

When carrying out each of their duties, the Company's Board of Directors is guided by the board manual which contains the scope of duties of each Board of Directors, general operational guidelines, job ethics, duties and obligations, authorities and rights of the Board of Directors, as well as performance evaluation. The board manual is a summary of the regulations that apply within the Company as well as the best practices contained in the five GCG principles.

## Pelaksanaan Tugas Direksi ◀

### Implementation of the Duties of the Board of Directors

Sepanjang 2021, Direksi telah mengelola Perusahaan sesuai yang dimandatkan oleh Pemegang Saham. Direksi mengadakan rapat intern maupun gabungan dengan melibatkan seluruh departemen dan divisi untuk membahas persoalan yang berhubungan dengan pengelolaan Perusahaan, mengevaluasi kinerja Perusahaan, menyusun rencana kerja dan mengimplementasikan strategi baik jangka pendek maupun jangka panjang.

Throughout 2021, the Board of Directors has managed the Company as mandated by the Shareholders. The Board of Directors holds internal and joint meetings involving all departments and divisions to discuss issues related to the management of the Company, evaluate the Company's performance, prepare work plans and implement strategies both short and long term.

## Kebijakan Rapat Direksi ◀

### Meeting Policy of the Board of Directors

Direksi sepanjang tahun buku wajib menyelenggarakan rapat sekurang-kurangnya 12 kali setahun. Sepanjang 2021, Direksi menyelenggarakan rapat secara keseluruhan sebanyak 41 kali dengan kehadiran sebagai berikut:

The Board of Directors has held meetings at least 12 times a year. Throughout 2021, the Board of Directors held a total of 41 times with attendance information as follows:

Nama Name	Jabatan Position	Jumlah Rapat Number of Meetings	Jumlah Kehadiran Level of Attendance	%
Fetty Kwartati	Direktur Utama President Director	41	41	100%
	Direktur Ritel Retail Director			
Albert Aulia Ilyas	Direktur Keuangan, Manajemen Risiko & Administrasi Finance, Risk Management & Administration Director	41	41	100%
Lies Permana L.	Direktur Pengembangan Bisnis & Properti (Januari - Agustus) Business Development & Property Director (January - August)	25	24	96%
Selfie Dewiyanti	Direktur Pengembangan Bisnis & Properti (Agustus - Desember) Business Development & Property Director (August - December)	16	16	100%
Rakesh Kumar Ashok Adwani	Direktur Perdagangan Trading Director	41	41	100%