

DEWAN KOMISARIS

Board of Commissioners

Dewan Komisaris memiliki tanggung jawab untuk mengawasi dan memberikan nasihat kepada Direksi serta memastikan Perusahaan telah melaksanakan GCG dengan baik di setiap tingkatan organisasi. Pengangkatan dan pemberhentian anggota Dewan Komisaris diputuskan melalui RUPS serta diwajibkan untuk memenuhi persyaratan umum dan khusus yang sesuai dengan Anggaran Dasar Perseroan, *Board Manual* dan ketentuan lain yang berlaku. Dewan Komisaris tidak memiliki wewenang dalam pengambilan keputusan terkait operasional Perusahaan namun tetap tegas dalam fungsi pengawasan Dewan Komisaris. Untuk menunjang performa Dewan Komisaris, dibentuk beberapa komite sebagai berikut:

1. Komite Audit yang dalam melaksanakan tugas dan tanggung jawab serta kewenangannya dilakukan sesuai dengan Piagam Komite Audit.
2. Komite Investasi dan Risiko Usaha yang berfungsi untuk membantu Dewan Komisaris memberikan masukan serta melakukan evaluasi sistem pengelolaan risiko, pengawasan internal dan menyediakan informasi kepada Dewan Komisaris mengenai masalah-masalah terkait untuk mengantisipasi risiko yang mungkin akan terjadi.
3. Komite Nominasi dan Remunerasi yang berfungsi membantu Dewan Komisaris dalam pelaksanaan penetapan nominasi dan remunerasi Dewan Komisaris dan Direksi Perseroan.

KOMPOSISI DEWAN KOMISARIS

Dewan Komisaris beranggotakan 3 (tiga) orang. Dewan Komisaris diketuai oleh seorang Komisaris Utama. Dewan Komisaris telah melakukan pembagian tugas pengawasan yang diputuskan secara internal oleh Dewan Komisaris. Adapun Komposisi Dewan Komisaris Sarinah per 31 Desember 2018 adalah sebagai berikut:

The Board of Commissioners has the responsibility to supervise and provide advice to the Board of Directors and ensure that the Company has implemented GCG well at all levels of the organization. The appointment and dismissal of members of the Board of Commissioners are decided through the GMS and are required to fulfill general and specific requirements that are in accordance with the Company's Articles of Association, Board Manual and other applicable provisions. The Board of Commissioners does not have the authority to make decisions related to the Company's operations but remains firm in the supervisory function of the Board of Commissioners. To support the performance of the Board of Commissioners, several committees were formed as follows:

1. The Audit Committee in carrying out its duties and responsibilities and authorities is carried out in accordance with the Audit Committee Charter.
2. The Business Risk and Investment Committee which serves to assist the Board of Commissioners in providing input and evaluating the risk management system, internal supervision and providing information to the Board of Commissioners on related issues to anticipate risks that might occur.
3. The Nomination and Remuneration Committee which functions to assist the Board of Commissioners in implementing the determination of nominations and remuneration of the Board of Commissioners and Directors of the Company.

BOARD OF COMMISSIONERS COMPOSITION

The Board of Commissioners has 3 (three) members. The Board of Commissioners is chaired by a President Commissioner. The Board of Commissioners has divided the supervisory duties decided internally by the Board of Commissioners. The composition of the Sarinah Board of Commissioners as of December 31, 2018 is as follows:

Nama Name	Jabatan Position	Dasar Pengangkatan Basis of Appointment	Lulus Fit & Proper Test Pass Fit & Proper Test
Mualimin Abdi	Komisaris Utama President Commissioner	SK Menteri BUMN No 195/MBU/08/2016 tgl 30 Agustus 2016 SOE Minister's Decree No. 195/MBU/08/2016 August 30, 2016	Lulus Passed
Luizah	Komisaris Commissioner	SK Menteri BUMN No: 227/MBU/X/2014 tgl 17 Oktober 2014 BUMN Minister's Decree No: 227/MBU/X/2014 October 17, 2014	Lulus Passed
Farid Zainuddin	Komisaris Commissioner	SK Menteri BUMN No: 195/MBU/08/2016 tgl 30 Agustus 2016 SOE Minister's Decree No. 195/MBU/08/2016 August 30, 2016	Lulus Passed
Suhardi	Komisaris Commissioner	SK Menteri BUMN selaku RUPS PT Sarinah (Persero) Nomor: SK-35/MBU/09/2018 tanggal 7 September 2018 Decree of the Minister of BUMN as the RUPS of PT Sarinah Number: SK-35/MBU/09/2018 September 7, 2018	Lulus Passed

INDEPENDENSI DEWAN KOMISARIS

Seluruh anggota Dewan Komisaris Sarinah bertindak independen dan bebas intervensi dari pihak manapun.

BOARD OF COMMISSIONERS INDEPENDENCE

All members of the Sarinah Board of Commissioners act independently and are free from intervention from any party.

KRITERIA DEWAN KOMISARIS

Anggota Dewan Komisaris telah memenuhi kriteria pemilihan berikut:

1. Memiliki kemampuan dan integritas sehingga pelaksanaan fungsi pengawasan dan pemberian nasihat untuk kepentingan Perusahaan dapat dilaksanakan dengan baik;
2. Memahami dan mematuhi anggaran dasar Perusahaan dan peraturan perundang-undangan yang berkaitan dengan tugasnya;
3. Memahami dan melaksanakan GCG;
4. Memiliki keahlian dan pengalaman di bidang yang akan menjadi tanggung jawabnya;
5. Memiliki jiwa kepemimpinan yang baik;
6. Memiliki reputasi yang baik dalam menjalankan tugas-tugas sebelumnya;
7. Memiliki akhlak dan moral yang baik;
8. Mampu melaksanakan tindakan hukum;
9. Tidak pernah dinyatakan pailit atau yang dinyatakan bersalah yang menyebabkan suatu Perusahaan dinyatakan pailit dalam waktu 5 (lima) tahun sebelum pemilihan;
10. Tidak pernah dihukum karena melakukan tindak pidana dalam waktu 5 (lima) tahun sebelum pemilihan.

BOARD OF COMMISSIONERS CRITERIA

Members of the Board of Commissioners have fulfilled the following selection criteria:

1. Having the ability and integrity so that the implementation of the supervisory function and the provision of advice for the interests of the company can be carried out properly;
2. Understand and comply with the company's articles of association and laws and regulations relating to their duties;
3. Understand and implement GCG;
4. Having expertise and experience in the field that will be his responsibility;
5. Have a good leadership spirit;
6. Have a good reputation in carrying out previous assignments;
7. Have good character and morals;
8. Able to carry out legal actions;
9. Never been declared bankrupt or was found guilty of causing a company to go bankrupt within 5 (five) years before the election;
10. Never been convicted of a criminal offense within 5 (five) years before the election.

NOMINASI ANGGOTA DEWAN KOMISARIS

Nominasi anggota Dewan Komisaris Perusahaan dipilih berdasarkan usulan dari pihak Perusahaan/instansi terkait, atau pihak-pihak yang berkaitan/mengerti dengan bidang usaha Perusahaan, kemudian diajukan kepada Kementerian BUMN untuk mendapatkan persetujuan.

PROGRAM PENGENALAN DAN PELATIHAN DEWAN KOMISARIS

Board Manual Perseroan telah mengatur mengenai pelaksanaan Program Orientasi dan Pelatihan bagi Anggota Dewan Komisaris. Setiap Anggota Dewan Komisaris baru diberikan Program Orientasi dan diberikan kesempatan dalam mengikuti Program Pelatihan. Pada tahun 2018, terdapat pengangkatan Anggota Dewan Komisaris baru.

RANGKAP JABATAN DEWAN KOMISARIS

Selain menjabat sebagai Dewan Komisaris Sarinah, sejumlah anggota Dewan Komisaris juga merangkap jabatan dengan uraian sebagai berikut:

Nama Name	Jabatan Position	Jabatan di Perusahaan/Lembaga Lain Position at Other Company/Institution	Bidang Usaha/Institusi Business Field/Institution
Mualimin Abdi	Komisaris Utama President Commissioner	Dirjen HAM HR General Director	Kementerian Hukum & HAM Ministry of Law & Human Rights
Luizah	Komisaris Commissioner	Kepala Bidang Pengembangan Bisnis BUMN Head of BUMN Business Development	Kementerian BUMN Ministry of BUMN
Farid Zainuddin	Komisaris Commissioner	(Purn) Letjen TNI (Ret) Lt. Gen. TNI	-
Suhardi	Komisaris Commissioner	Sekretaris Jaksa Agung Muda Tindak Pidana Umum Secretary of the Deputy Attorney General for General Crimes	Kejaksaan Agung Attorney General's Office

BOARD CHARTER DEWAN KOMISARIS

Board Manual merupakan Pedoman Kerja Dewan Komisaris dan Direksi. *Board Manual* berisi tentang petunjuk tata laksana kerja Dewan Komisaris dan Direksi serta menjelaskan tahapan aktivitas secara struktur, sistematis, mudah dipahami dan dapat dijalankan dengan konsisten, dapat menjadi acuan bagi Dewan Komisaris dan Direksi dalam melaksanakan tugas masing-masing. Hal ini digunakan untuk memastikan bahwa setiap pelaksanaan tugas yang dilakukan oleh organ Perusahaan telah memenuhi standar dari prinsip-prinsip GCG.

NOMINATION OF THE BOARD OF COMMISSIONERS MEMBERS

Nominations of the Company Board of Commissioners members are selected based on proposals from the company/relevant agencies, or parties that related to/understand the business sector of the Company, then submitted to the Ministry of SOEs for approval.

BOARD OF COMMISSIONERS 'INTRODUCTION AND TRAINING PROGRAMS

The Company's *Board Manual* regulates the implementation of the Orientation and Training Program for Members of the Board of Commissioners. Each new member of the Board of Commissioners is given an Orientation Program and is given the opportunity to participate in the Training Program. In 2018, there is appointment of new members of the Board of Commissioners.

BOARD OF COMMISSIONERS CONCURRENT POSITIONS

In addition to serving as Sarinah's Board of Commissioners, a number of members of the Board of Commissioners also hold positions with the following descriptions:

BOARD OF COMMISSIONERS BOARD CHARTER

The *Board Manual* is the Working Guidelines of the Board of Commissioners and Directors. The *Board Manual* contains instructions on the working procedures of the Board of Commissioners and Directors as well as explaining the stages of activities structurally, systematically, easily understood and can be implemented consistently, can be a reference for the Board of Commissioners and Directors in carrying out their respective duties. This is used to ensure that every implementation of tasks carried out by the Company's organs meets the standards of GCG principles.

Isi dari *Board Manual* adalah sebagai berikut:

The contents of the Manual Board are as follows:

No. Bab Chapter No.	Nama Bab Chapter Name	Uraian Description
Bab I Chapter I	Pendahuluan Preliminary	Terdiri dari maksud dan tujuan, ruang lingkup dan referensi. Consisting of intent and purpose, scope and reference.
Bab II Chapter II	Komisaris Board of Commissioners	Terdiri dari tugas, wewenang dan kewajiban, pembagian kerja, rapat dan organ pendukung Komisaris. Consisting of duties, authority and obligations, division of labor, meetings and organs supporting the Commissioner.
Bab III Chapter III	Direksi Board of Directors	Terdiri dari tugas, wewenang dan kewajiban, susunan dan pembagian kerja, Rapat, kesegeraan pengambilan keputusan, organ pendukung, Sekretariat Perusahaan dan SPI. Consists of duties, authority and obligations, composition and division of labor, meetings, immediate decision making, supporting organs, corporate secretariat and SPI.
Bab IV Chapter IV	Tata Laksana Hubungan Kerja Komisaris dan Direksi Procedure for Commissioners and Directors Work Relations	Terdiri dari pertemuan formal, informal, komunikasi formal dan informal. Consisting of formal and informal meetings, formal and informal communication.
Bab V Chapter V	Kegiatan Antar Organ Perseroan Company Inter Organ Activities	Terdiri dari penyelenggaraan RUPS, perbuatan Direksi yang memerlukan persetujuan tertulis Komisaris, dan kewenangan Komisaris. Consisting of the implementation of the GMS, the actions of the Board of Directors which require the written approval of the Commissioner, and the authority of the Commissioner.

TUGAS DAN RUANG LINGKUP TANGGUNG JAWAB DEWAN KOMISARIS

Dewan Komisaris bertugas untuk melakukan pengawasan secara umum dan khusus sesuai dengan Anggaran Dasar dan memberikan nasihat berupa masukan kepada Direksi dalam mengelola Perusahaan. Meskipun memberikan nasihat kepada Direksi, Dewan Komisaris tidak memiliki kewenangan dalam mengambil keputusan operasional. Kedudukan setiap Dewan Komisaris adalah setara. Dewan Komisaris Utama digunakan untuk mengkoordinasi kegiatan Dewan Komisaris.

Dewan Komisaris diangkat dan diberhentikan oleh RUPS. Dalam melaksanakan tugas, Dewan Komisaris bertanggung jawab kepada RUPS. Pertanggungjawaban Dewan Komisaris kepada RUPS merupakan perwujudan akuntabilitas pengawasan atas pengelolaan Perusahaan dalam rangka pelaksanaan prinsip-prinsip GCG.

TUGAS DAN TANGGUNG JAWAB DEWAN KOMISARIS MELIPUTI:

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DUTIES AND SCOPE OF RESPONSIBILITIES OF THE BOARD OF COMMISSIONERS

The Board of Commissioners has the duty to conduct general and special supervision in accordance with the Articles of Association and provide advice in the form of input to the Directors in managing the Company. Although providing advice to the Board of Directors, the Board of Commissioners does not have the authority to make operational decisions. The position of each Board of Commissioners is equal. The President Commissioners is used to coordinate the activities of the Board of Commissioners.

The Board of Commissioners is appointed and dismissed by the GMS. In carrying out its duties, the Board of Commissioners is responsible to the GMS. The responsibility of the Board of Commissioners to the GMS is the realization of supervisory accountability for the management of the company in the context of implementing GCG principles.

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Tugas dan Tanggungjawab Dewan Komisaris meliputi:

1. Membuat risalah rapat Dewan Komisaris dan menyimpan salinannya;
2. Melaporkan kepada Perseroan mengenai kepemilikan sahamnya dan/atau keluarganya pada Perseroan tersebut dan Perseroan lainnya;
3. Memberikan laporan tentang tugas pengawasan yang telah dilakukan selama tahun buku yang baru lampau kepada RUPS;
4. Menetapkan batasan-batasan nilai perbuatan hukum Direksi. menetapkan keputusan batasan-batasan nilai dari perbuatan hukum Direksi yang memerlukan persetujuan tertulis Komisaris;
5. Memberikan putusan terhadap usulan perbuatan hukum Direksi yang memerlukan persetujuan tertulis;
6. Memberikan Tanggapan Tertulis
7. Memberikan Nasihat/Pendapat dan Saran.

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Duties and Responsibilities of the Board of Commissioners include:

1. Make minutes of Board of Commissioners meetings and keep copies;
2. Report to the Company regarding its share ownership and/or family to the Company and other Companies;
3. Provide reports on supervisory duties that have been carried out during the recent fiscal year to the GMS;
4. Establish the limits of the value of the legal actions of the Directors. determine the decision of the value limits of the legal actions of the Board of Directors that require the written approval of the Commissioner;
5. Make decisions on the proposed legal actions of the Board of Directors that require written approval;
6. Provide Written Responses
7. Providing Advice/Opinions and Suggestions.

PEMBIDANGAN TUGAS DEWAN KOMISARIS

Dalam melakukan tindakan pengawasan terhadap jalannya Perusahaan, Dewan Komisaris telah melakukan pembagian tugas, sebagaimana terlihat dalam tabel berikut:

BOARD OF COMMISSIONERS ASSIGNMENTS

In carrying out supervisory actions on the running of the company, the Board of Commissioners has divided the tasks, as shown in the following table:

Nama Name	Jabatan Position	Bidang Tugas Task field
Mualimin Abdi	Komisaris Utama President Commissioner	Pengawasan di bidang Pemasaran dan Sumber Daya Manusia serta mengkoordinasikan tugas-tugas anggota Dewan Komisaris Supervision in the field of Marketing and Human Resources and coordinating the duties of members of the Board of Commissioners
Luizah	Komisaris Commissioner	Pengawasan di bidang hukum dan penegakkan tata kelola perusahaan yang baik. Legal supervision and enforcement of good corporate governance.
Farid Zainuddin	Komisaris Commissioner	Pengawasan di bidang Pemasaran dan Sumber Daya Manusia. Supervision in the field of Marketing and Human Resources.
Suhardi	Komisaris Commissioner	Pengawasan di bidang operasional dan pengembangan usaha, yang mencakup Bidang Ritel, Persewaan dan Pemeliharaan serta Perdagangan. Supervision in the field of operations and business development, which includes Retail, Rental and Maintenance and Trade.

PELAKSANAAN TUGAS DAN TANGGUNG JAWAB DEWAN KOMISARIS TAHUN 2018

Dewan Komisaris diwajibkan untuk berpedoman pada peraturan perundang-undangan dan ketentuan internal Perseroan yang berlaku. Pedoman ini digunakan untuk melakukan mekanisme proses pengawasan dan pemberian arahan serta nasihat dari Dewan Komisaris terhadap Direksi. Proses ini dilakukan untuk memastikan tercapainya target kinerja yang telah ditetapkan sehingga mampu memberikan imbal jasa yang memuaskan bagi Pemegang Saham dan Pemangku Kepentingan lainnya.

Pelaksanaan tugas pengawasan Dewan Komisaris selama tahun 2018 meliputi:

1. Dewan Komisaris menyelenggarakan rapat-rapat Dewan Komisaris, baik rapat internal Dewan Komisaris, rapat Dewan Komisaris bersama Komite maupun rapat Dewan Komisaris bersama dengan Direksi
2. Dewan Komisaris melakukan kunjungan kerja ke cabang Perseroan untuk melihat langsung kondisi lapangan
3. Mengikuti pelatihan sebagai pengembangan kompetensi Dewan Komisaris.

BENTURAN KEPENTINGAN

Dalam upaya meminimalkan terjadinya benturan kepentingan, setiap anggota Dewan Komisaris wajib membuat Daftar Khusus yang memuat informasi mengenai kepemilikan sahamnya dan/atau keluarganya di Sarinah maupun di Perusahaan lain. Daftar tersebut disimpan dan diadministrasikan oleh Sekretaris Dewan Komisaris.

Hingga 31 Desember 2018, seluruh Anggota Dewan Komisaris tidak memiliki saham di Sarinah.

KEPUTUSAN DAN REKOMENDASI DEWAN KOMISARIS

Seluruh keputusan hasil Rapat gabungan Dewan Komisaris dan Direksi yang tertuang dalam Notulen Rapat dimonitor tindak lanjut penyelesaiannya pada setiap Rapat berikutnya. Dewan Komisaris menjalankan tugas dan fungsinya dalam pemberian nasihat, antara lain melalui pemberian rekomendasi Dewan Komisaris kepada Direksi. Sekretaris Dewan Komisaris ditugaskan untuk

IMPLEMENTATION OF DUTIES AND RESPONSIBILITIES OF THE BOARD OF COMMISSIONERS IN 2018

The Board of Commissioners is required to follow the applicable laws and regulations and the Company's internal provisions. This guideline is used to carry out the oversight mechanism and provide direction and advice from the Board of Commissioners towards the Board of Directors. This process is carried out to ensure the achievement of predetermined performance targets so as to be able to provide a reward that is satisfying to other Shareholders and Stakeholders.

Implementation of the Board of Commissioners' supervisory duties during 2018 includes:

1. The Board of Commissioners holds Board of Commissioners meetings, such as internal Board of Commissioners meetings, Board of Commissioners meetings with the Committee and Board of Commissioners meetings with the Board of Directors
2. The Board of Commissioners conducts work visits to the Company's branches to see first hand the conditions of the field
3. Participated in training as a competency development of the Board of Commissioners.

CONFLICT OF INTEREST

In its efforts to minimize conflicts of interest, each member of the Board of Commissioners must make a Special List containing information about their share ownership and/or their families in Sarinah and other companies. The list is stored and administered by the Secretary of the Board of Commissioners.

As of December 31, 2018, the entire Members of the Board of Commissioners no shares in Sarinah.

DECISION AND RECOMMENDATION OF THE BOARD OF COMMISSIONERS

All decisions results of the joint meeting of the Board of Commissioners and Directors contained in the Minutes of Meeting are monitored for their follow-up at each subsequent meeting. The Board of Commissioners carries out its duties and functions in providing advice, among others through the provision of recommendations from the Board of Commissioners

memonitor pelaksanaan keputusan dan rekomendasi Dewan Komisaris.

Hingga 31 Desember 2018, Dewan Komisaris mengeluarkan 23 jumlah surat dan Surat Keputusan Dewan Komisaris.

REALISASI ANGGARAN DEWAN KOMISARIS

Sebagaimana tercantum dalam RKAP tahun 2018, Dewan Komisaris mendapat anggaran sebesar Rp3,94 miliar dan realisasi sampai dengan akhir Desember 2018 adalah sebesar Rp3,64 miliar atau terealisasi sebesar 92,42%.

to the Directors. The Secretary of the Board of Commissioners is assigned to monitor the implementation of the decisions and recommendations of the Board of Commissioners.

As of December 31, 2018, the Board of Commissioners has issued 23 number of letters and Board of Commissioners Decree.

REALIZATION OF THE BOARD OF COMMISSIONERS' BUDGET

As stated in the 2018 RKAP, the Board of Commissioners has a budget of Rp3,94 billion and the realization until the end of December 2018 is Rp3,64 billion or realized at 92,42%.

KOMISARIS INDEPENDEN

Independent Commissioner

Sarinah belum memiliki Komisaris Independen sehingga tidak dapat dilakukan pengungkapan mengenai kriteria Komisaris Independen dan Pernyataan Independensi Komisaris Independen.

Sarinah does not yet have an Independent Commissioner so there is no disclosure regarding the criteria of the Independent Commissioner and the Independent Statement of Independent Commissioners.