

Nominasi dan Remunerasi Direksi dan Dewan Komisaris

✧ Nomination and Remuneration of the Board of Directors and Board of Commissioners

KEBIJAKAN NOMINASI ANGGOTA DEWAN KOMISARIS DAN DIREKSI

PT Sarinah menetapkan kebijakan nominasi anggota Dewan Komisaris dan Direksi sebagai panduan komprehensif dalam mengidentifikasi kandidat terbaik yang memenuhi syarat untuk menduduki jabatan strategis tersebut. Kebijakan ini mencakup kriteria seleksi yang ketat dan proses pencalonan yang transparan, dengan tujuan untuk memastikan bahwa anggota Dewan Komisaris dan Direksi memiliki kompetensi, integritas, dan pengalaman yang relevan dengan kebutuhan Perusahaan.

Proses nominasi Dewan Komisaris dan Direksi PT Sarinah mengacu pada ketentuan yang berlaku di PT Aviastar Pariwisata Indonesia (Persero) atau Injourney, sebagai pemegang saham pengendali, serta Anggaran Dasar Perusahaan. Seluruh tahapan nominasi, mulai dari persyaratan kualifikasi, tata cara seleksi, hingga penetapan anggota Dewan Komisaris dan/atau Direksi, diatur secara rinci dalam ketentuan nominasi yang tercantum dalam Anggaran Dasar Perusahaan dan peraturan perundang-undangan terkait lainnya.

PROSEDUR PENETAPAN REMUNERASI

Prosedur remunerasi merupakan proses untuk menetapkan kompensasi atau penggantian kepada karyawan, termasuk Direksi dan manajemen tingkat eksekutif. Perusahaan berpedoman pada Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas dan Keputusan Pemegang Saham PT Sarinah tentang Penetapan Remunerasi Anggota Direksi dan Dewan Komisaris Tahun Buku 2023. Dalam peraturan tersebut diatur terkait gaji, uang jasa, dan tunjangan lainnya (jika ada) bagi para anggota Dewan Komisaris dan Direksi sesuai dengan RUPS dari waktu ke waktu. Berdasarkan rekomendasi RUPS, penetapan remunerasi Dewan Komisaris dan Direksi terdiri dari beberapa komponen seperti honorarium, tunjangan, fasilitas, dan tantiem/insentif kinerja.

NOMINATION POLICY FOR MEMBERS OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

PT Sarinah has established a nomination policy for members of the Board of Commissioners and the Board of Directors as a comprehensive guideline for identifying the best-qualified candidates to fill these strategic positions. This policy includes strict selection criteria and a transparent nomination process to ensure that members of the Board of Commissioners and the Board of Directors possess the competence, integrity, and relevant experience required by the Company.

The nomination process for the Board of Commissioners and Board of Directors of PT Sarinah is based on the applicable provisions of PT Aviastar Pariwisata Indonesia (Persero) or Injourney, as the controlling shareholder, and the Articles of Association. All stages of the nomination process, from qualification requirements and selection procedures to the appointment of members of the Board of Commissioners and/or Board of Directors, are regulated in detail in the nomination provisions contained in the Articles of Association as well as other relevant laws and regulations.

REMUNERATION DETERMINATION PROCEDURE

The remuneration procedure determines compensation or reimbursement for employees, including the Board of Directors and executive management. The Company adheres to Law No. 40 of 2007 on Limited Liability Companies and the Shareholders' Resolution of PT Sarinah on the Determination of Remuneration for Members of the Board of Directors and the Board of Commissioners for the 2023 Fiscal Year. These regulations govern salaries, service fees, and other allowances (if any) for members of the Board of Commissioners and the Board of Directors per the GMS from time to time. Based on the GMS recommendations, the remuneration of the Board of Commissioners and the Board of Directors consists of several components, such as honoraria, allowances, facilities, and performance-based bonuses/incentives.