

NOMINASI DAN REMUNERASI DIREKSI DAN DEWAN KOMISARIS

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Kebijakan nominasi anggota Dewan Komisaris dan Direksi dibuat sebagai panduan untuk mengidentifikasi kandidat terbaik yang memenuhi syarat menjadi anggota Dewan Komisaris dan Direksi Perusahaan, termasuk kriteria dan proses pencalonan. Nominasi Dewan Komisaris dan Direksi mengacu pada ketentuan yang berlaku pada PT Aviasi Pariwisata Indonesia (Persero) atau Injourney dan Anggaran Dasar Perusahaan. Seluruh proses nominasi dimulai dari persyaratan, tata cara seleksi hingga penetapan anggota Dewan Komisaris dan/atau Direksi Perusahaan telah diatur dalam ketentuan nominasi pada Anggaran Dasar Perusahaan dan/atau Peraturan Perundang-undangan terkait lainnya.

REMUNERASI DIREKSI DAN DEWAN KOMISARIS

Prosedur Penetapan Remunerasi

Prosedur remunerasi merupakan proses untuk menetapkan kompensasi atau penggajian 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.

Indikator Penetapan Remunerasi

Pemberian remunerasi Dewan Komisaris dan Direksi mengacu kepada keputusan dari RUPS dengan memperhatikan hasil kajian yang dilakukan oleh Perusahaan. Kajian dalam penetapan remunerasi mempertimbangkan aspek seperti:

1. Pencapaian target kinerja (*Key Performance Indicator*) dan target keuangan
2. Tingkat Kesehatan perusahaan
3. Kondisi persaingan usaha pada industri sejenis (*competitiveness*)
4. Faktor-faktor lain yang relevan (*merit system*)

NOMINATION AND REMUNERATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

NOMINATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

The nomination policy for members of the Board of Commissioners and Board of Directors, including the criteria and nomination process, is designed as a guide to identifying the best candidates who meet the requirements to become members of the Company's Board of Commissioners and Board of Directors. The nomination of the Board of Commissioners and Board of Directors refers to the rules applicable to PT Aviasi Wisata India (Persero) or Injourney and the Company's Articles of Association. The entire nomination process, from the requirements through the selection procedure to the appointment of the Company's members of the Board of Commissioners and/or Board of Directors, is governed by the nomination provisions of the Company's Articles of Association and/or other relevant laws and regulations.

REMUNERATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Remuneration Determination Procedure

Remuneration procedures are the process of determining compensation for employees, including the Board of Directors and executive-level management. The Company complies with Law Number 40 of 2007 concerning Limited Liability Companies and the Decree of PT Sarinah Shareholders concerning Determination of Remuneration for Members of the Board of Directors and Board of Commissioners for the 2023 Fiscal Year. This regulation governs regular salaries, service fees, and other allowances (if any) for members. Members of the Board of Commissioners and Board of Directors are subject to GMS from time to time. Based on the GMS recommendations, the determination of the Board of Commissioners and Board of Directors' remuneration consists of several factors such as honorarium, allowances, facilities, and performance bonuses/incentives.

Remuneration Determination Indicator

The remuneration of the Board of Commissioners and the Board of Directors refers to the Resolution of the GMS by taking into account the results of the study conducted by the Company. The study in determining remuneration considers aspects such as:

1. Achievement of performance targets (*Key Performance Indicator*) and financial targets;
2. Company Health Level;
3. Business competition conditions in similar industries (*competitiveness*);
4. Other relevant factors (*merit system*).