

Nominasi Dan Remunerasi Dewan Pengawas dan Direksi

Nomination and Remuneration of the Supervisory Board and Board of Directors

Nominasi anggota Dewan Pengawas AirNav Indonesia mengacu pada Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tanggal 3 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara. Proses nominasi dilakukan melalui penetapan bakal calon anggota Dewan Pengawas yang diusulkan oleh Dewan Pengawas dengan dukungan Komite Nominasi dan Remunerasi.

Nomination of members of the AirNav Indonesia Supervisory Board refers to the Regulation of the Minister of SOEs No. PER-3/MBU/03/2023 dated March 3, 2023 concerning Organs and Human Resources of State-Owned Enterprises. The nomination process is carried out through the determination of prospective candidates for members of the Supervisory Board proposed by the Supervisory Board with the support of the Nomination and Remuneration Committee.

408 | Laporan Tahunan 2024 Annual Report | Airnav Indonesia

Tata Kelola Perusahaan
Corporate Governance



Setiap bakal calon harus memenuhi persyaratan formal, materiil, serta ketentuan lainnya, termasuk lulus Uji Kelayakan dan Kepatutan (UKK). Penetapan anggota Dewan Pengawas dilakukan oleh Pemegang Saham melalui Keputusan RPB.

Each prospective candidate must meet formal, material requirements, and other provisions, including passing the Fit and Proper Test (UKK). The determination of members of the Supervisory Board is carried out by Shareholders through the RPB Decree.

Dalam menentukan remunerasi bagi anggota Dewan Pengawas, Perusahaan mengacu pada Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tanggal 3 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

In determining the remuneration for members of the Supervisory Board, the Company refers to the Regulation of the Minister of SOEs No. PER-3/MBU/03/2023 dated March 3, 2023 concerning Organs and Human Resources of State-Owned Enterprises.

Nominasi Anggota Dewan Pengawas dan Direksi

Kebijakan terkait Nominasi dan Remunerasi tercantum dalam Board Manual. Tanggung jawab dalam proses pencalonan Anggota Dewan Pengawas dan Direksi, serta aspek remunerasi, dijelaskan sebagai berikut:

- Mengusulkan calon Anggota Direksi Perusahaan kepada Menteri;
- Melakukan evaluasi dan pengawasan untuk memastikan bahwa Perusahaan memiliki strategi dan kebijakan nominasi yang mencakup analisis organisasi, prosedur serta kriteria rekrutmen, seleksi, dan promosi;
- Melakukan kajian terhadap sistem remunerasi yang sesuai bagi Anggota Dewan Pengawas dan Direksi, serta mengajukannya kepada RPB;
- Memastikan bahwa Perusahaan menerapkan sistem remunerasi yang transparan, mencakup gaji atau honorarium, tunjangan dan fasilitas tetap, serta insentif yang bersifat variabel;
- Menyampaikan usulan remunerasi (gaji, tunjangan, fasilitas, serta tantiem/insentif kinerja) bagi Dewan Pengawas dan Direksi kepada RPB.

Remunerasi Anggota Dewan Pengawas dan Direksi

Prosedur Penetapan Remunerasi

Penetapan remunerasi bagi Dewan Pengawas dan Direksi ditetapkan berdasarkan Peraturan Menteri BUMN No. PER-12/MBU/11/2020 tanggal 25 November 2020 tentang

Nomination of Members of the Supervisory Board and Board of Directors

The policy related to Nomination and Remuneration is stated in the Board Manual. Responsibilities in the nomination process for Members of the Supervisory Board and Board of Directors, as well as remuneration aspects, are explained as follows:

- Propose candidates for Members of the Company's Board of Directors to the Minister;
- Evaluate and supervise to ensure that the Company has a nomination strategy and policy that includes organizational analysis, procedures and criteria for recruitment, selection, and promotion;
- Conduct a review of the appropriate remuneration system for Members of the Supervisory Board and Board of Directors, and submit it to the RPB;
- Ensure that the Company implements a transparent remuneration system, including salary or honorarium, fixed allowances and facilities, and variable incentives;
- Submit remuneration proposals (salary, allowances, facilities, and performance bonuses/incentives) for the Supervisory Board and Board of Directors to the RPB.

Remuneration for Members of the Supervisory Board and Board of Directors

Remuneration Determination Procedure

Determination of remuneration for the Supervisory Board and Board of Directors is determined based on Regulation of the Minister of SOEs No. PER-12/MBU/11/2020 dated November

Perubahan Kelima atas Peraturan Menteri BUMN No. PER-04/MBU/2014 mengenai Pedoman Penetapan Penghasilan Direksi, Dewan Pengawas, dan Dewan Pengawas BUMN.

Besaran gaji, honorarium, serta tunjangan atau fasilitas lainnya bagi anggota Direksi dan Dewan Pengawas tahun 2024 ditetapkan dan diusulkan oleh Dewan Pengawas setelah memperoleh persetujuan dari Pemegang Saham, dengan mengacu pada Peraturan Menteri Keuangan No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia (SDM) BUMN, termasuk pemilihan, pemberhentian Direksi, Dewan Pengawas (Dekom)/Dewan Pengawas (Dewas), dan organ pendukung lainnya, serta penghasilan dan manajemen talenta BUMN.

Struktur dan Jumlah Nominal atau Komponen Remunerasi Dewan Pengawas dan Direksi

Berdasarkan Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tanggal 24 Maret 2023, komponen penghasilan Dewan Pengawas dan Direksi terdiri dari:

- Remunerasi Dewan Pengawas
 - Honorarium;
 - Tunjangan;
 - Fasilitas;
 - Tantiem/Insentif Kinerja;
 - Pajak atas Honorarium, Tunjangan, dan Fasilitas bagi Dewan Pengawas ditanggung dan menjadi beban Perusahaan. Sementara itu, pajak atas Tantiem/Insentif Kinerja bagi Dewan Pengawas ditanggung dan menjadi beban masing-masing anggota Dewan Pengawas.
- Remunerasi Direksi
 - Gaji;
 - Tunjangan;
 - Fasilitas;
 - Tantiem/Insentif Kinerja;
 - Pajak atas Gaji, Tunjangan dan Fasilitas bagi Direksi ditanggung dan menjadi beban Perusahaan. Sedangkan pajak atas Tantiem/Insentif Kinerja bagi Direksi ditanggung dan menjadi beban masing-masing Direksi.

Struktur dan komponen remunerasi bagi Dewan Pengawas dan Direksi disampaikan sebagai berikut:

25, 2020 concerning the Fifth Amendment to the Regulation of the Minister of SOEs No. PER-04/MBU/2014 concerning Guidelines for Determining the Income of Directors, Supervisory Boards, and Supervisory Boards of SOEs.

The amount of salary, honorarium, and other allowances or facilities for members of the Board of Directors and Supervisory Board in 2024 is determined and proposed by the Supervisory Board after obtaining approval from Shareholders, with reference to the Regulation of the Minister of Finance No. PER-3/MBU/03/2023 concerning BUMN Organs and Human Resources (HR), including the election, dismissal of Directors, Supervisory Boards (Dekom)/Supervisory Boards (Dewas), and other supporting organs, as well as income and management of BUMN talents.

Structure and Nominal Amount or Components of Remuneration for the Board of Supervisors and Directors

Based on the Regulation of the Minister of SOEs No. PER-3/MBU/03/2023 dated March 24, 2023, the components of the income of the Board of Supervisors and Board of Directors consist of:

- Remuneration of the Board of Supervisors
 - Honorarium;
 - Allowances;
 - Facilities;
 - Tantiem/Performance Incentives;
 - Tax on Honorarium, Allowances, and Facilities for the Board of Supervisors is borne and becomes the burden of the Company. Meanwhile, tax on Tantiem/Performance Incentives for the Board of Supervisors is borne and becomes the burden of each member of the Board of Supervisors.
- Remuneration of the Board of Directors
 - Salary;
 - Allowances;
 - Facilities;
 - Tantiem/Performance Incentives;
 - Tax on Salary, Allowances and Facilities for the Board of Directors is borne and becomes the burden of the Company. Meanwhile, tax on Tantiem/Performance Incentives for the Board of Directors is borne and becomes the burden of each Director.

The structure and components of remuneration for the Board of Supervisors and Board of Directors are presented as follows:

Struktur Remunerasi Dewan Pengawas / Supervisory Board Remuneration Structure

Gaji Dewan Pengawas

Adalah penghasilan tetap berupa uang yang diterima setiap bulan karena kedudukannya sebagai anggota Dewan Pengawas Perusahaan, dengan ketentuan sebagai berikut:

- Perhitungan gaji Dewan Pengawas sebesar 45% dari gaji Direktur Utama;
- Perhitungan gaji Anggota Dewan Pengawas sebesar 90% dari gaji pengawas Utama.

Supervisory Board Salary

Is a fixed income in the form of money received every month due to his position as a member of the Company's Supervisory Board, with the following provisions:

- The calculation of the Supervisory Board salary is 45% of the President Director's salary;
- The calculation of the Supervisory Board Member's salary is 90% of the Main Supervisor's salary.

Tunjangan Dewan Pengawas

Adalah penghasilan berupa uang atau yang dapat dinilai dengan uang yang diterima pada waktu tertentu oleh anggota Dewan Pengawas selain Honorarium, yang dapat berupa:

- Tunjangan Hari Raya, diberikan paling banyak 1 (satu) kali penghasilan tetap per bulan di setiap tahunnya;
- Tunjangan Transportasi, diberikan 1 (satu) kali setiap bulannya sebesar 20% dari perhitungan gaji;
- Asuransi Purna Jabatan, diberikan dengan ketentuan premi yang ditanggung Perusahaan paling banyak 25% dari honorarium per tahun.

Supervisory Board Allowance

Is income in the form of money or that can be valued in money received at a certain time by members of the Supervisory Board other than Honorarium, which can be in the form of:

- Holiday Allowance, given a maximum of 1 (one) time the fixed income per month each year;
- Transportation Allowance, given 1 (one) time each month at 20% of the salary calculation;
- Post-Service Insurance, given with the provision that the premium borne by the Company is a maximum of 25% of the honorarium per year.

Tantiem/Insentif Kinerja Dewan Pengawas

- Tantiem adalah penghasilan yang merupakan penghargaan yang diberikan kepada anggota Dewan Pengawas apabila memperoleh laba dan tidak mengalami akumulasi kerugian. Perusahaan dapat memberikan Tantiem kepada anggota Dewan Pengawas berdasarkan penetapan RUPS dalam pengesahan Laporan Tahunan apabila Realisasi Pencapaian Key Performance Indicators melebihi 100%;

Struktur Remunerasi Direksi / Board of Directors Remuneration Structure

Gaji Direksi

Adalah penghasilan tetap berupa uang yang diterima setiap bulan karena kedudukannya sebagai anggota Direksi Perusahaan, dengan ketentuan sebagai berikut:

- Gaji Direktur Utama ditetapkan dengan menggunakan pedoman internal yang ditetapkan oleh Menteri BUMN selaku kuasa Pemegang Saham Utama/Pengendali;
- Perhitungan gaji Direktur lainnya sebesar 85% dari gaji Direktur Utama.

Directors' Salary

Is a fixed income in the form of money received every month due to his position as a member of the Company's Board of Directors, with the following provisions:

- The President Director's salary is determined using internal guidelines set by the Minister of SOEs as the attorney for the Main/Controlling Shareholder;
- The calculation of other Directors' salaries is 85% of the President Director's salary.

Tunjangan Direksi

Adalah penghasilan berupa uang atau yang dapat dinilai dengan uang yang diterima pada waktu tertentu oleh anggota Direksi selain Gaji, yang dapat berupa:

- Tunjangan Hari Raya, diberikan paling banyak 1 (satu) kali penghasilan tetap per bulan di setiap tahunnya;
- Tunjangan Perumahan, diberikan 1 (satu) kali setiap bulannya;
- Tunjangan Operasional, diberikan 1 (satu) kali setiap bulannya;
- Asuransi Purna Jabatan, diberikan dengan ketentuan premi yang ditanggung Perusahaan paling banyak 25% dari gaji per tahun.

Directors' Allowance

Is income in the form of money or that can be valued in money received at a certain time by members of the Board of Directors other than Salary, which can be in the form of:

- Holiday Allowance, given a maximum of 1 (one) times the fixed income per month each year;
- Housing Allowance, given 1 (one) time each month;
- Operational Allowance, given 1 (one) time each month;
- Post-Service Insurance, given with the provision that the premium borne by the Company is a maximum of 25% of the annual salary.

Tantiem/Insentif Kinerja Direksi

- Tantiem, yaitu penghasilan yang merupakan penghargaan yang diberikan kepada anggota Direksi BUMN apabila memperoleh laba dan tidak mengalami akumulasi kerugian. Tantiem dapat diberikan sebagai tambahan berupa Penghargaan Jangka Panjang (Long-term Incentive/LTI). Perusahaan dapat memberikan Tantiem kepada anggota Direksi berdasarkan penetapan RUPS dalam

Struktur Remunerasi Dewan Pengawas / Supervisory Board Remuneration Structure

- Insentif Kinerja adalah penghasilan yang merupakan penghargaan yang diberikan kepada anggota Dewan Pengawas;
- Perhitungan Tantiem/Insentif Kinerja bagi Dewan Pengawas adalah sebagai berikut:
 - Perhitungan Tantiem/Insentif Kinerja pengawas Utama sebesar 45% dari Tantiem/Insentif Kinerja Direktur Utama;
 - Perhitungan pengawas lainnya sebesar 90% dari Tantiem/Insentif Kinerja pengawas Utama.

Tantiem/Performance Incentive for the Board of Supervisors

- Tantiem is income which is an award given to members of the Board of Supervisors if they make a profit and do not experience accumulated losses. The Company may provide Tantiem to members of the Board of Supervisors based on the determination of the GMS in ratifying the Annual Report if the Realization of Key Performance Indicators Achievement exceeds 100%;
- Performance Incentive is income which is an award given to members of the Board of Supervisors;
- The calculation of Tantiem/Performance Incentive for the Board of Supervisors is as follows:
 - Calculation of Tantiem/Performance Incentive for the Main Supervisor is 45% of the Tantiem/Performance Incentive for the President Director;
 - Calculation of other supervisors is 90% of the Tantiem/Performance Incentive for the Main Supervisor.

Tidak ada komponen lainnya (komponen yang dimaksud, seperti bonus non kinerja, opsi saham, asuransi, dll)

There are no other components (components in question, such as non-performance bonuses, stock options, insurance, etc.)

Indikator Penetapan Remunerasi

Perusahaan berpedoman pada keputusan PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha milik negara untuk menetapkan Remunerasi Dewan Pengawas dan Direksi. Ketetapanannya adalah sebagai berikut :

Struktur Remunerasi Direksi / Board of Directors Remuneration Structure

- pengesahaan Laporan Tahunan apabila Realisasi Pencapaian Key Performance Indicators melebihi 100%;
- Insentif Kinerja, yaitu penghasilan yang merupakan penghargaan yang diberikan kepada anggota Direksi apabila terjadi peningkatan kinerja walaupun masih mengalami kerugian atau akumulasi kerugian;
- Perhitungan Tantiem/Insentif Kinerja bagi Direksi adalah sebagai berikut:
 - Tantiem/Insentif Kinerja Direktur Utama ditetapkan dengan menggunakan pedoman internal yang ditetapkan oleh Menteri BUMN selaku kuasa Pemegang Saham Utama/Pengendali;
 - Perhitungan Tantiem/Insentif Kinerja Direktur lainnya sebesar 85% dari Tantiem/Insentif Kinerja gaji Direktur Utama.

Tantiem/Performance Incentive for Directors

- Tantiem, which is income which is an award given to members of the Board of Directors of BUMN if they make a profit and do not experience accumulated losses. Tantiem can be given as an additional Long-term Incentive (LTI). The Company can provide Tantiem to members of the Board of Directors based on the determination of the GMS in ratifying the Annual Report if the Realization of Key Performance Indicators Achievement exceeds 100%;
- Performance Incentive, which is income which is an award given to members of the Board of Directors if there is an increase in performance even though they still experience losses or accumulated losses;
- The calculation of Tantiem/Performance Incentive for Directors is as follows:
 - Tantiem/Performance Incentive for the President Director is determined using internal guidelines set by the Minister of SOEs as the attorney of the Main/Controlling Shareholder;
 - The calculation of Tantiem/Performance Incentive for other Directors is 85% of the Tantiem/Performance Incentive for the salary of the President Director.

Tidak ada komponen lainnya (komponen yang dimaksud, seperti bonus non kinerja, opsi saham, asuransi, dll)

There are no other components (components in question, such as non-performance bonuses, stock options, insurance, etc.)

Remuneration Determination Indicators

The Company is guided by the decision of PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises to determine the Remuneration of the Supervisory Board and Board of Directors. The provisions are as follows:



- Faktor kompleksitas usaha;
 - Tingkat inflasi;
 - Kondisi dan kemampuan keuangan Perusahaan; dan
 - Faktor-faktor lain yang relevan, serta tidak boleh bertentangan dengan Peraturan Perundang-undangan.
- Business complexity factor;
 - Inflation rate;
 - Financial conditions and capabilities of the Company; and
 - Other relevant factors, and must not conflict with the Laws and Regulations.

Tabel Fasilitas Dewan Pengawas dan Direksi

Table of Facilities for the Board of Supervisors and Board of Directors

Uraian / Description	Penetapan / Determination	Penetapan / Determination
Dewan Pengawas / Supervisory Board		
Fasilitas Kesehatan / Health Facilities	Diberikan dalam bentuk kepesertaan asuransi/penggantian biaya pengobatan; / Given in the form of insurance membership/reimbursement of medical expenses;	Sesuai PER-03/MBU/03/2023 / According to PER-03/MBU/03/2023
Fasilitas Bantuan Hukum / Legal Aid Facilities	Diberikan jika diperlukan, dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatannya yang berkaitan dengan Perusahaan / Given if necessary, in the event of an action/deed for and on behalf of his/her position related to the Company	Sesuai PER-03/MBU/03/2023 / According to PER-03/MBU/03/2023
Direksi / Board of Directors		
Fasilitas Kendaraan / Vehicle Facilities	1 (satu) unit beserta biaya pemeliharaan dan biaya operasional, dengan memperhatikan kondisi keuangan perusahaan, 1 (one) unit along with maintenance costs and operational costs, taking into account the company's financial condition,	Sesuai PER-03/MBU/03/2023 / According to PER-03/MBU/03/2023
Fasilitas Kesehatan / Health Facilities	Diberikan dalam bentuk kepesertaan asuransi/penggantian biaya	Sesuai PER-03/MBU/03/2023 / According to PER-03/MBU/03/2023
Fasilitas Bantuan Hukum / Legal Aid Facilities	Diberikan jika diperlukan, dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatannya yang berkaitan dengan Perusahaan Given if necessary, in the event of an action/deed for and on behalf of his/her position related to the Company	Sesuai PER-03/MBU/03/2023 / According to PER-03/MBU/03/2023



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