

# KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

## Remuneration Policy of the Board of Commissioners and Board of Directors

### Kebijakan dan Struktur Remunerasi Dewan Komisaris dan Direksi

Kebijakan remunerasi bagi Dewan Komisaris dan Direksi pada tahun buku 2024 ditetapkan berdasarkan Surat Kementerian Badan Usaha Milik Negara Republik Indonesia No. SR-109/Wk.MBU.03/10/2024 mengenai Penetapan Penghasilan Direksi dan Dewan Komisaris PT Perkebunan Nusantara III (Persero) Tahun 2024. Kebijakan ini kemudian diperkuat melalui Surat Keputusan Direksi PT Perkebunan Nusantara III (Persero) No. DSDM/SKPTS/R/121/2024 yang mengatur lebih lanjut mengenai besaran penghasilan bagi Direksi dan Dewan Komisaris PT Perkebunan Nusantara III (Persero) Tahun 2024. Berikut ini merupakan uraian tentang honorarium dan gaji yang diterima oleh Dewan Komisaris dan Direksi di tahun 2024:

### Remuneration Policy and Structure of the Board of Commissioners and Board of Directors

The remuneration policy for the Board of Commissioners and Board of Directors for the 2024 financial year is outlined in the Letter from the Ministry of State-Owned Enterprises of the Republic of Indonesia No. SR-109/Wk.MBU.03/10/2024, which pertains to the determination of the Income of the Board of Directors and Board of Commissioners of PT Perkebunan Nusantara III (Persero). This policy has been further supported by the Decree of the Board of Directors of PT Perkebunan Nusantara III (Persero) No. DSDM/SKPTS/R/121/2024, which details regulations regarding the income for the Board of Directors and Board of Commissioners in 2024. Below is a summary of the honorarium and salary paid to the Board of Commissioners and Board of Directors in 2024:

Dewan Komisaris   Board of Commissioners	
Komisaris Utama   President Commissioner	45% dari Direktur Utama   45% from the President Director
Anggota Dewan Komisaris   Members of the Board of Commissioners	90% dari Komisaris Utama   90% from the President Commissioner
Direksi   Board of Directors	
Direktur Utama   President Director	100%
Wakil Direktur Utama   Vice President Director	90% dari Direktur Utama   90% from the President Director
Anggota Direksi Lainnya   Other Members of the Board of Directors	85% x Direktur Utama   85% from the President Director

Besaran penghasilan yang diterima oleh Dewan Komisaris dan Direksi ditentukan melalui perhitungan yang dilakukan oleh manajemen dengan bantuan konsultasi independen, berdasarkan pedoman yang diatur dalam Peraturan Menteri Badan Usaha Milik Negara. Sementara itu, tunjangan dan fasilitas yang diberikan kepada Dewan Komisaris dan Direksi ditetapkan sesuai dengan Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara, yang terakhir mengalami perubahan melalui Peraturan Menteri BUMN No. PER-13/MBU/09/2021.

The income received by the Board of Commissioners and Board of Directors is calculated by management with independent consultation, in line with the guidelines set out in the Regulation of the Minister of State-Owned Enterprises. The allowances and facilities for the Board of Commissioners and Board of Directors are determined based on the Regulation of the Minister of SOEs No. PER-04/MBU/2014 regarding Guidelines for Determining the Income of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises, which was last amended by the Regulation of the Minister of SOEs No. PER-13/MBU/09/2021.

Adapun rincian mengenai tunjangan dan fasilitas yang diberikan kepada Dewan Komisaris dapat dilihat dalam tabel berikut.

Details about the allowances and facilities for the Board of Commissioners are outlined in the table below.

### Tunjangan dan Fasilitas Dewan Komisaris Allowances and Facilities for the Board of Commissioners

No	Jenis Penghasilan Type of Income	Keputusan Resolution	Keterangan Remarks
1	<b>Tunjangan   Allowance</b>		
	Tunjangan Hari Raya Keagamaan Religious Holiday Allowance	1 (satu) kali honorarium 1 (one) time honorarium	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
	Asuransi Purna Jabatan Post-Employment Insurance	Premi yang ditanggung oleh Perusahaan sebesar maksimal 25% dari honorarium dalam 1 tahun honorer The premium borne by the Company is a maximum of 25% of the honorarium in 1 year	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
	Tunjangan Transportasi Transportation Allowance	20% dari honorarium per bulan 20% of monthly honorarium	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
2	<b>Fasilitas   Facilities</b>		
	Fasilitas Kesehatan Health Facilities	Dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan sebesar pemakaian ( <i>at cost</i> ) In the form of health insurance or reimbursement of medical expenses based on usage ( <i>at cost</i> )	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
	Fasilitas Bantuan Hukum Legal Assistance Facilities	Sebesar pemakaian ( <i>at cost</i> ) As much as usage ( <i>at cost</i> )	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023

### Tunjangan dan Fasilitas Direksi Allowances and Facilities for the Board of Directors

No	Jenis Penghasilan Type of Income	Keputusan Decision	Keterangan Remarks
1	<b>Tunjangan   Allowance</b>		
	Tunjangan Hari Raya Keagamaan Religious Holiday Allowance	1 (satu) kali honorarium 1 (one) time honorarium	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
	Asuransi Purna Jabatan Post-Employment Insurance	Premi yang ditanggung oleh Perusahaan sebesar maksimal 25% dari honorarium dalam 1 tahun honorer Premiums covered by the Company up to a maximum of 25% of the honorarium within 1 year of service	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023

No	Jenis Penghasilan Type of Income	Keputusan Decision	Keterangan Remarks
	Tunjangan Perumahan Housing Allowance	Rp25.000.000 per bulan Rp25,000,000 per month	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 apabila menyediakan rumah jabatan maka wajib digunakan sampai masa jabatan Direksi berakhir dan yang bersangkutan tidak diberikan Tunjangan Perumahan In accordance with PER-04/MBU/2014, as amended several times, most recently by PER-03/MBU/03/2023, if official residences are provided, they must be utilized until the end of the Directors' term of office, and no Housing Allowance will be provided
2	<b>Fasilitas   Facilities</b>		
	Fasilitas Kendaraan Vehicle Facility	1 (satu) unit beserta biaya pemeliharaan dan biaya operasional, dengan memperhatikan kondisi keuangan Perusahaan One (1) unit including maintenance and operational costs, with due consideration to the Company's financial condition	Spesifikasi dan jenis kendaraan diatur oleh Dewan Komisaris dengan batas maksimal 3.500 cc untuk kendaraan berbahan bakar minyak atau batas maksimal 100 kWh untuk kendaraan bermotor listrik berbasis baterai ( <i>battery electric vehicle</i> ) Vehicle specifications and types are regulated by the Board of Commissioners, with a maximum limit of 3,500 cc for oil-fueled vehicles and a maximum limit of 100 kWh for battery electric vehicles
	Fasilitas Kesehatan Health Facility	Dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan sebesar pemakaian ( <i>at cost</i> ) In the form of health insurance or reimbursement of medical expenses based on usage ( <i>at cost</i> )	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023
	Fasilitas Bantuan Hukum Legal Assistance Facility	Sebesar pemakaian ( <i>at cost</i> ) As much as usage ( <i>at cost</i> )	Sesuai PER-04/MBU/2014 sebagaimana beberapa kali diubah terakhir dengan PER-03/MBU/03/2023 In accordance with PER-04/MBU/2014, as amended several times, most recently with PER-03/MBU/03/2023

## Prosedur Pengusulan dan Penetapan Remunerasi Dewan Komisaris dan Direksi

Remunerasi Dewan Komisaris ditetapkan mengacu pada Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara, yang terakhir diperbarui melalui Peraturan Menteri BUMN No. PER-03/MBU/03/2023. Penentuan besaran remunerasi ini dilakukan melalui evaluasi yang melibatkan konsultan independen dengan keahlian di bidang terkait.

Setelah melalui kajian oleh konsultan independen, hasil penghitungan disampaikan kepada Dewan Komisaris PTPN III untuk mendapatkan tanggapan. Selanjutnya, Dewan Komisaris mengusulkan remunerasi bagi Direksi dan Dewan Komisaris kepada Menteri Badan Usaha Milik Negara

## Procedure for Proposal and Determination of Remuneration of the Board of Commissioners and Board of Directors

The remuneration of the Board of Commissioners is established in accordance with the Minister of SOEs Regulation No. PER-04/MBU/2014, which provides Guidelines for Determining the Income of Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises. This regulation was most recently updated by the Minister of SOEs Regulation No. PER-03/MBU/03/2023. The remuneration amount is determined through an evaluation conducted by independent consultants with relevant expertise.

Following a study by the independent consultant, the results of the calculations are presented to the Board of Commissioners of PTPN III for their input. The Board of Commissioners then proposes the remuneration levels for the Directors and themselves to the Minister of SOEs

sebagai pemegang saham PT Perkebunan Nusantara III (Persero). Proses ini dilakukan dengan mengacu pada Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas serta peraturan yang berlaku, di mana ketentuan mengenai remunerasi bagi Direksi dan Dewan Komisaris ditetapkan melalui RUPS.

## Indikator untuk Penetapan Remunerasi

Penetapan remunerasi bagi Dewan Komisaris dan Direksi mengikuti pedoman yang tertera dalam Peraturan Menteri BUMN No. PER-04/MBU/2014, yang telah direvisi dengan Peraturan Menteri BUMN No. PER-03/MBU/03/2023 mengenai panduan penetapan penghasilan bagi Direksi dan Dewan Komisaris.

Penetapan jumlah remunerasi bagi Dewan Komisaris dan Direksi didasarkan pada indikator kinerja manajemen yang tertuang dalam kontrak manajemen antara Direksi dan Dewan Komisaris. Kontrak tersebut mencakup target Rencana Kerja dan Anggaran Perusahaan (RKAP) tahun 2024, termasuk KPI yang berisi indikator, pembobotan, serta sasaran yang harus dicapai. Selain itu, faktor lain yang turut dipertimbangkan dalam penetapan remunerasi adalah kondisi pasar tenaga kerja di Indonesia serta kondisi keuangan Perseroan.

## Jumlah Nominal Tiap-Tiap Komponen Struktur Remunerasi Dewan Komisaris dan Direksi di Tahun 2024

Adapun rincian mengenai nominal remunerasi yang didapatkan oleh Dewan Komisaris dan Direksi di tahun 2024 dapat diuraikan sebagai berikut:

Uraian   Description	Jumlah (Rp-juta)   Total (Rp-million)
Jumlah Remunerasi Dewan Komisaris Total Remuneration of the Board of Commissioners	Rp20.740.032.000
Jumlah Remunerasi Direksi Total Remuneration of the Board of Directors	Rp37.136.150.000
<b>Jumlah Remunerasi Dewan Komisaris dan Direksi Tahun 2024</b> Total Remuneration of the Board of Commissioners and Directors in 2024	<b>Rp57.876.182.000</b>

Berikut merupakan pengelompokan nominal remunerasi yang didapatkan oleh Dewan Komisaris dan Direksi, berdasarkan kisaran tingkat penghasilan per bulan:

who acts as the shareholder of PT Perkebunan Nusantara III (Persero). This process complies with Law No. 40 of 2007 regarding Limited Liability Companies and adheres to relevant regulations, ensuring that remuneration for the Directors and Board of Commissioners is established during a GMS.

## Indicators for Determining Remuneration

The process for determining remuneration for the Board of Commissioners and the Board of Directors is guided by the Minister of SOEs Regulation No. PER-04/MBU/2014, which has been updated by Regulation No. PER-03/MBU/03/2023 concerning the guidelines for assessing income for both boards.

The remuneration levels for the Board of Commissioners and Board of Directors are grounded on management performance indicators specified in the management contract between the Board of Directors and the Board of Commissioners. This contract outlines the targets established in the 2024 Company Work Plan and Budget (RKAP), including KPIs that consist of indicators, weightings, and goals to be fulfilled. Furthermore, additional factors taken into account for remuneration determinations include the current labor market conditions in Indonesia and the Company's financial situation.

## Nominal Amount of Each Component of the Remuneration Structure of the Board of Commissioners and Directors in 2024

The breakdown of the nominal remuneration received by the Board of Commissioners and Directors in 2024 can be outlined as follows:

The following categorizes the nominal remuneration that the Board of Commissioners and Directors receive, according to their monthly income range:

Jumlah Remunerasi   Total Remuneration	Jumlah Orang   Number of People	
	Dewan Komisaris Board of Commissioners	Direksi Board of Directors
Di atas Rp2 miliar   Above Rp2 billion	7	7
Di atas Rp1 miliar - Rp2 miliar   Above Rp1 billion - Rp2 billion	-	-
Di atas Rp500 juta - Rp1 miliar   Above Rp500 million - Rp1 billion	-	-
Rp500 juta ke bawah   Below Rp500 million	-	-

### Bonus Non-Kinerja dan Opsi Saham Dewan Komisaris dan Direksi

Perseroan tidak memberikan bonus non-kinerja dan opsi saham kepada setiap anggota Dewan Komisaris dan Direksi.

### Non-Performance Bonus and Stock Options for the Board of Commissioners and Directors

The Company does not provide non-performance bonuses or stock options to any member of the Board of Commissioners and Directors.

## RAPAT DEWAN KOMISARIS DAN DIREKSI

### Board of Commissioners' and Board of Directors' Meetings

Rapat Dewan Komisaris merupakan pertemuan rutin yang diadakan setidaknya sekali dalam sebulan untuk membahas berbagai hal strategis yang memerlukan keputusan segera. Keputusan dalam rapat ini diupayakan melalui musyawarah untuk mencapai kesepakatan. Jika kesepakatan tidak tercapai, maka keputusan akan diambil melalui mekanisme pemungutan suara.

Dewan Komisaris juga dapat mengambil keputusan yang sah dan mengikat tanpa perlu mengadakan rapat, asalkan seluruh anggota memberikan persetujuan secara tertulis dan menandatangani dokumen persetujuan tersebut. Keputusan yang diambil dengan cara ini memiliki kekuatan yang setara dengan keputusan dalam rapat formal. Selain itu, setiap keputusan yang dihasilkan dalam rapat Dewan Komisaris bersifat mengikat. Jika terdapat perbedaan pendapat (dissenting opinion), hal tersebut wajib dicantumkan secara jelas dalam risalah rapat beserta alasan yang mendasarinya.

### Rapat Internal Dewan Komisaris

Selama tahun 2024, Dewan Komisaris telah melaksanakan 10 kali rapat internal, dan berikut merupakan rincian dari agenda rapat Dewan Komisaris di tahun 2024.

The Board of Commissioners Meeting is a regular gathering that takes place at least once a month to address various strategic issues requiring prompt decisions. Decisions made in this meeting arise from discussions aimed at reaching a consensus. If consensus is unattainable, decisions are determined through a voting process.

The Board of Commissioners can also enact valid and binding decisions without convening a meeting, provided that all members offer their written consent and sign the approval document. Such decisions hold the same weight as those made in a formal meeting. Moreover, every decision reached in a meeting of the Board of Commissioners is binding. If there is a dissenting opinion, it must be explicitly documented in the meeting minutes along with the reasons for it.

### Internal Meeting of the Board of Commissioners

In 2024, the Board of Commissioners has conducted 10 internal meetings, and the following is an overview of the Board of Commissioners meeting agenda in 2024.