

KEBERAGAMAN KOMPOSISI DEWAN KOMISARIS DAN DIREKSI

Keberagaman komposisi Dewan Komisaris dan Direksi merupakan bagian dari upaya Perusahaan untuk mendorong proses pengambilan keputusan yang lebih objektif, komprehensif, optimal, dan memiliki dampak positif terhadap pengawasan dan pengelolaan Perusahaan. Keberagaman ini diharapkan dapat memperkaya sudut pandang dan kepentingan dalam proses pengambilan keputusan baik di tubuh Dewan Komisaris maupun Direksi, sehingga mampu memberikan nilai tambah bagi aspek operasional dan usaha Perusahaan, serta penerapan governansi korporat di lingkup Perusahaan.

Kebijakan keberagaman komposisi Dewan Komisaris dan Direksi Perusahaan secara tertulis mengacu pada Anggaran Dasar, ketentuan Pemegang Saham dan peraturan perundang-undangan yang berlaku dengan mempertimbangkan unsur keberagaman dari sisi pendidikan, keahlian, pengalaman kerja, jenis kelamin dan usia. Keberagaman komposisi Dewan Komisaris dan Direksi Perusahaan per 31 Desember 2023 adalah sebagai berikut:

DIVERSITY OF BOARD COMPOSITION

The diversity of the composition of the Board of Commissioners and the Board of Directors is part of the Company's efforts to encourage a more objective, comprehensive, optimal decision-making process, and has a positive impact on the supervision and management of the Company. This diversity is expected to enrich perspectives and interests in the decision-making process of both the Board of Commissioners and the Board of Directors, so as to provide added value to the operational and business aspects of the Company, as well as the implementation of corporate governance within the Company.

The policy on diversity of the composition of the Company's Board of Commissioners and Board of Directors in writing refers to the Articles of Association, provisions of the Shareholders and applicable laws and regulations by considering elements of diversity in terms of education, expertise, work experience, gender and age. The diversity of the composition of the Company's Board of Commissioners and Directors as of December 31, 2023 is as follows:

Nama Name	Kewarganegaraan Citizenship	Latar Belakang Pendidikan Educational Background	Keahlian Expertise	Usia Age	Jenis Kelamin Gender
Dewan Komisaris Board of Commissioners					
Fauzi Ichsan	Indonesia	S2 Development Studies Master's Degree in Development Studies	Ekonomi Economy	53 tahun 53 years old	Laki-laki Male
Masyita Crystallin	Indonesia	S3 Ekonomi Doctorate Degree in Economy	International Monetary and Finance	42 tahun 42 years old	Perempuan
Hotbonar Sinaga	Indonesia	S1 Ekonomi Bachelor's Degree in Economy	Asuransi Insurance	74 tahun 74 years old	Laki-laki Male
Sumiyati	Indonesia	S2 Financial Management Master's Degree in Financial Management	Finance	62 tahun 62 years old	Perempuan
Nasrudin	Indonesia	S3 Ilmu Hukum Doctorate Degree in Law	Hukum Law	67 tahun 67 years old	Laki-laki Male
Direksi Board of Director					
Hexana Tri Sasongko	Indonesia	S2 Business Administration Master's Degree in Business Administration	Bisnis Business	59 tahun 59 years old	Laki-laki Male
Haru Koesmahargyo	Indonesia	S2 MBA in Investment Banking MBA in Investment Banking	Bisnis Business	57 tahun 57 years old	Laki-laki Male
Rizal Ariansyah	Indonesia	S2 Hukum Master's Degree in Law	Hukum Law	49 Tahun 49 years old	Laki-laki Male

Nama Name	Kewarganegaraan Citizenship	Latar Belakang Pendidikan Educational Background	Keahlian Expertise	Usia Age	Jenis Kelamin Gender
Pantro Pander Silitonga	Indonesia	S2 Administrasi Bisnis Master's Degree in Business Administration	Bisnis Business	47 tahun 47 years old	Laki-laki Male
Rianto Ahmadi	Indonesia	S3 Statistika Doctorate Degree in Statistics	Statistika Statistics	64 tahun 64 years old	Laki-laki Male
Heru Handayanto	Indonesia	S1 Akuntansi Bachelor's Degree in Accounting	Akuntansi Accounting	52 tahun 52 years old	Laki-laki Male

REMUNERASI DAN NOMINASI DEWAN KOMISARIS DAN DIREKSI

Dasar Kebijakan Suksesi Dewan Komisaris dan Direksi

Perencanaan suksesi Direksi dilakukan oleh Komite Nominasi dan Remunerasi dengan tujuan mempersiapkan regenerasi dan menjaga kesinambungan kepemimpinan di masa mendatang. Kebijakan dasar terkait pergantian dan suksesi Dewan Komisaris dan Direksi di lingkup Perusahaan mengacu pada beberapa peraturan mendasar, yaitu:

1. UU No. 40 Tahun 2007 tentang Perseroan Terbatas.
2. Peraturan Menteri BUMN No. PER-04/MBU/06/2020 tentang Perubahan atas Peraturan Menteri BUMN No. PER-03/MBU/2012 tentang Persyaratan, Tata Cara Pengangkatan, dan Pemberhentian Anggota Dewan Komisaris dan Dewan Pengawas BUMN.
3. Peraturan Menteri BUMN No. PER-11/MBU/07/2021 tentang Persyaratan, Tata Cara Pengangkatan, dan Pemberhentian Anggota Direksi BUMN.
4. Peraturan OJK No. 27/POJK.03/2016 tentang Uji Kemampuan dan Kepatutan (*fit and proper test*) bagi Pihak Utama Lembaga Jasa Keuangan.

Peraturan Menteri BUMN di atas memberikan metode tentang talent pool tentang pengelolaan manajemen korporasi BUMN oleh Kementerian BUMN selaku entitas pemilik akhir. Sedangkan Peraturan OJK No. 27/POJK.03/2016 mengatur persyaratan bahwa calon anggota Dewan Komisaris dan Direksi wajib lulus *fit and proper test* dan memperoleh persetujuan dari OJK sebelum menjalankan tugas dan fungsi dalam jabatannya.

Kebijakan Penetapan Remunerasi Dewan Komisaris dan Direksi

Dalam menjalankan kegiatan usahanya, IFG senantiasa mengedepankan prinsip kehati-hatian dengan tetap mengacu pada peraturan perundang-undangan yang berlaku dalam pemberian remunerasi bagi Dewan Komisaris dan Direksi. Remunerasi merupakan imbal jasa yang diberikan oleh Perusahaan kepada Dewan Komisaris

REMUNERATION AND NOMINATION OF THE BOARD OF COMMISSIONERS AND DIRECTORS

Succession Policy Basis for the Board of Commissioners and Board of Directors

Succession planning for the Board of Directors is carried out by the Nomination and Remuneration Committee with the aim of preparing for regeneration and maintaining leadership continuity in the future. The basic policy related to the replacement and succession of the Board of Commissioners and Board of Directors within the Company refers to several fundamental regulations, namely:

1. Law No. 40 of 2007 on Limited Liability Companies.
2. Regulation of the Minister of SOEs No. PER-04/MBU/06/2020 concerning Amendments to Regulation of the Minister of SOEs No. PER-03/MBU/2012 concerning Requirements, Appointment Procedures, and Dismissal of Members of the Board of Commissioners and Supervisory Board of SOEs.
3. Regulation of the Minister of SOEs No. PER-11/MBU/07/2021 on Requirements, Procedures for Appointment and Dismissal of Members of the Board of Directors of SOEs.
4. OJK Regulation No. 27/POJK.03/2016 concerning Fit and Proper Test for the Main Parties of Financial Services Institutions.

The above regulation of the Minister of SOEs provides a method of talent pool regarding the management of SOE corporate management by the Ministry of SOEs as the final owner entity. Meanwhile, OJK Regulation No. 27/POJK.03/2016 regulates the requirement that prospective members of the Board of Commissioners and Directors must pass a fit and proper test and obtain approval from the Financial Services Authority before carrying out their duties and functions in their positions.

Policy for Determining Remuneration of the Board of Commissioners and Directors

In carrying out its business activities, IFG always prioritizes the principle of prudence while still referring to the prevailing laws and regulations in providing remuneration for the Board of Commissioners and Directors. Remuneration is a reward given by the Company to the Board of Commissioners and Directors for their performance. As stated in Article

dan Direksi atas kinerja yang telah ditunjukkan. Hal tersebut telah disebutkan dalam Pasal 96 ayat (1) UU No. 40 Tahun 2007 tentang Perseroan Terbatas, besarnya gaji dan tunjangan Direksi ditetapkan berdasarkan keputusan RUPS. Sementara, Pasal 96 ayat (2), menyebutkan bahwa kewenangan tersebut dapat dilimpahkan kepada Dewan Komisaris. Sedangkan, Pasal 113 disebutkan bahwa ketentuan mengenai besarnya gaji dan honorarium serta tunjangan bagi anggota Dewan Komisaris ditetapkan oleh RUPS.

Selain itu, IFG juga mengatur ketetapan terkait besaran remunerasi bagi Dewan Komisaris dan Direksi berdasarkan keputusan Pemegang Saham yang disesuaikan dengan Peraturan Menteri Negara Badan Usaha Milik Negara No. PER-2/MBU/03/2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara.

Secara internal Perusahaan melakukan penyempurnaan sistem remunerasi, dengan mengacu kepada prinsip 3P, yaitu *Pay for Person*, *Pay for Position* dan *Pay for Performance* sebagaimana tertuang dalam SK Direksi Perusahaan Perseroan (Persero) PT Bahana Pembinaan Usaha Indonesia Nomor 90 Tahun 2022 Tentang Kebijakan Pengusulan Penetapan Penghasilan Direksi dan Dewan Komisaris. Struktur Remunerasi perusahaan meliputi *Fixed Pay*, *Variable Pay* dan *Non Cash Benefit*. Perusahaan memastikan bahwa komposisi penghasilan yang diperoleh Karyawan saat ini telah melebihi standar upah minimum yang ditetapkan Pemerintah. Perusahaan telah memiliki skala upah yang dibuat dengan mempertimbangkan data *market* dan kemampuan perusahaan.

Prosedur Pengusulan Hingga Penetapan Remunerasi Dewan Komisaris dan Direksi

Perusahaan telah menentukan prosedur pengusulan remunerasi Dewan Komisaris dan Direksi, antara lain:

1. Penghasilan Direksi dan Dewan Komisaris ditetapkan oleh Rapat Umum Pemegang Saham (RUPS);
2. Penetapan penghasilan yang berupa gaji atau honorarium, tunjangan dan fasilitas yang bersifat tetap dilakukan dengan mempertimbangkan faktor skala usaha, faktor kompleksitas usaha, tingkat inflasi, kondisi dan kemampuan keuangan perusahaan, dan faktor lain yang relevan, serta tidak boleh bertentangan dengan peraturan perundang-undangan;
3. Penetapan penghasilan yang berupa tantiem/insentif kinerja yang bersifat variabel (*merit rating*) dilakukan dengan mempertimbangkan faktor kinerja dan kemampuan keuangan perusahaan, serta faktor lain yang relevan;
4. Penghasilan Direksi dan Dewan Komisaris anggota *holding* dianggarkan sebagai biaya dalam Rencana Kerja dan Anggaran Perusahaan (RKAP) anggota *holding*.

96 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, the amount of salary and allowances of the Board of Directors is determined by resolution of the GMS. Meanwhile, Article 96 paragraph (2) states that this authority can be delegated to the Board of Commissioners. Meanwhile, Article 113 states that the provisions regarding the amount of salary and honorarium and allowances for members of the Board of Commissioners are determined by the GMS.

In addition, the IFG also regulates the provisions related to the amount of remuneration for the Board of Commissioners and Board of Directors based on Shareholders' decisions in accordance with the Regulation of the Minister of State-Owned Enterprises No. PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises.

Internally, the Company has improved the remuneration system, by referring to the 3P principle, namely *Pay for Person*, *Pay for Position* and *Pay for Performance* as stated in the Decree of the Board of Directors of the Company (Persero) PT Bahana Pembinaan Usaha Indonesia No. 90 of 2022 concerning the Policy for Proposing the Determination of Income of the Board of Directors and the Board of Commissioners. The company's remuneration structure includes *Fixed Pay*, *Variable Pay* and *Non-Cash Benefit*. The Company ensures that the composition of income earned by Employees currently exceeds the minimum wage standards set by the Government. The Company has a wage scale that is made by considering market data and company capabilities.

Procedures for Proposing and Determining Remuneration of the Board of Commissioners and Directors

The Company has determined the procedure for proposing the remuneration of the Board of Commissioners and Directors, among others:

1. The income of the Board of Directors and Board of Commissioners is determined by the General Meeting of Shareholders (GMS);
2. Determination of income in the form of salary or honorarium, allowances and facilities that are fixed in nature is carried out by considering business scale factors, business complexity factors, inflation rates, conditions and financial capabilities of the company, and other relevant factors, and must not conflict with statutory regulations;
3. Determination of income in the form of bonus/performance incentives that are variable (*merit rating*) is carried out by considering performance factors and the company's financial capacity, as well as other relevant factors;
4. The income of the Board of Directors and Board of Commissioners of Subsidiaries is budgeted as an expense in the Company's Work Plan and Budget (RKAP).

Struktur dan Komponen Remunerasi Dewan Komisaris dan Direksi

Struktur remunerasi Dewan Komisaris dan Direksi mengacu kepada SK Direksi Perusahaan Perseroan (Persero) PT Bahana Pembinaan Usaha Indonesia Nomor 90 Tahun 2022 Tentang Kebijakan Pengusulan Penetapan Penghasilan Direksi dan Dewan komisaris Perusahaan. Berdasarkan peraturan tersebut, komponen penghasilan Dewan Komisaris dan Direksi adalah sebagai berikut:

1. Penghasilan Direksi Perusahaan terdiri dari:
 - a. Gaji/Honorarium;
 - b. Tunjangan; yang terdiri atas 1) Tunjangan Hari Raya, 2) Tunjangan Perumahan, 3) Asuransi Purna Jabatan;
 - c. Fasilitas yang terdiri atas; 1) Fasilitas kendaraan, 2) Fasilitas kesehatan, 3) Fasilitas bantuan hukum;
 - d. Tantiem/Insentif Kinerja;
2. Penghasilan Dewan Komisaris Perusahaan terdiri dari:
 - a. Gaji/Honorarium;
 - b. Tunjangan; yang terdiri atas 1) Tunjangan Hari Raya, 2) Tunjangan transport, 3) Asuransi Purna Jabatan;
 - c. Fasilitas yang terdiri atas; 1) Fasilitas kesehatan, 2) Fasilitas bantuan hukum;
 - d. Tantiem/Insentif Kinerja.

Pengungkapan Indikator serta Penetapan Remunerasi Dewan Komisaris dan Direksi

Dalam menetapkan besaran remunerasi bagi Dewan Komisaris dan Direksi, Perusahaan menggunakan indikator kinerja manajemen seperti yang telah disampaikan sebelumnya tentang penilaian kinerja Dewan Komisaris dan Direksi. Indikator kinerja manajemen tercantum dalam kontrak manajemen antara Direksi dengan Dewan Komisaris yang berisi target-target Rencana Kerja dan Anggaran Perusahaan (RKAP) termasuk target KPI dengan indikator, pembobotan, serta target. Selain itu, penetapan besarnya remunerasi juga memperhitungkan pasar tenaga kerja di Indonesia, serta kemampuan Perusahaan.

Structure and Components of Board of Commissioners and Directors Remuneration

The remuneration structure of the Board of Commissioners and Board of Directors refers to the Decree of the Board of Directors of PT Bahana Pembinaan Usaha Indonesia Number 90 of 2022 concerning the Policy for Proposing the Determination of Income of the Board of Directors and Board of Commissioners of the Company. Based on the regulation, the income components of the Board of Commissioners and Directors are as follows:

1. The income of the Company's Board of Directors consists of:
 - a. Salary/Honorarium;
 - b. Allowances; which consist of 1) Religious Holiday allowance, 2) Housing Allowance, 3) Retirement Insurance;
 - c. Facilities consisting of; 1) Vehicle facilities, 2) Health facilities, 3) Legal aid facilities;
 - d. Bonus/Performance Incentive;
2. The income of the Company's Board of Commissioners consists of:
 - a. Salary/Honorarium;
 - b. Allowances; which consist of 1) Religious Holiday allowance, 2) Transport allowance, 3) Retirement Insurance;
 - c. Facilities consisting of; 1) Health facilities, 2) Legal aid facilities;
 - d. Tantiem/Performance Incentive.

Disclosure of Indicators and Determination of Remuneration of the Board of Commissioners and Directors

In determining the amount of remuneration for the Board of Commissioners and the Board of Directors, the Company uses management performance indicators as previously stated regarding the performance assessment of the Board of Commissioners and the Board of Directors. Management performance indicators are listed in the management contract between the Board of Directors and the Board of Commissioners which contains the targets of the Company's Work Plan and Budget (RKAP) including KPI targets with indicators, weightings, and targets. In addition, the determination of the amount of remuneration also takes into account the labor market in Indonesia, as well as the Company's capabilities.

Perhitungan Besaran Remunerasi Dewan Komisaris dan Direksi

(Sesuai Peraturan Menteri Negara Badan Usaha Milik Negara No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara)

Calculation of Remuneration Amount for Board of Commissioners and Board of Directors

(In accordance with Regulation of the Minister of State-Owned Enterprises No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises)

Direktur Utama President Director	:	100% (ditetapkan dengan menggunakan pedoman internal yang ditetapkan oleh Pemegang Saham) 100% (determined using internal guidelines set by Shareholders)
Wakil Direktur Utama Vice President Director	:	Sebesar 90% dari Gaji/Tantiem/Insentif Kinerja Direktur Utama 90% of Salary/Bonus/Performance Incentive of President Director
Direksi Lainnya Other Directors	:	Sebesar 85% dari Gaji/Tantiem/Insentif Kinerja Direktur Utama 85% of Salary/Bonus/Performance Incentive of President Director

Komisaris Utama President Commissioner	:	Sebesar 45% dari Gaji/Tantiem/Insentif Kinerja Direktur Utama 45% of Salary/Bonus/Performance Incentive of President Director
Komisaris Lainnya Other Commissioners	:	Sebesar 90% dari Honorarium/Tantiem/Insentif Kinerja Komisaris Utama 90% of Honorarium/Bonus/Performance Incentive of President Commissioner

Jumlah Remunerasi Dewan Komisaris dan Direksi di Tahun 2023

Pemegang saham menetapkan besaran remunerasi bagi Dewan Komisaris dan Direksi Perusahaan tahun 2023 melalui Keputusan Menteri BUMN No. S-300/MBU/05/2023 tanggal 31 Mei 2023. Adapun rincian jumlah nominal remunerasi bagi Dewan Komisaris dan Direksi berdasarkan struktur remunerasi tersebut adalah sebagai berikut:

Total Remuneration of the Board of Commissioners and Directors in 2023

The shareholders determined the amount of remuneration for the Company's Board of Commissioners and Board of Directors in 2023 through the Decree of the Minister of SOEs No. S-300/MBU/05/2023 dated May 31, 2023. The details of the nominal amount of remuneration for the Board of Commissioners and Directors based on the remuneration structure are as follows:

Jumlah Remunerasi Dewan Komisaris dan Direksi Tahun 2023
Total Remuneration of the Board of Commissioners and Directors in 2023

Uraian Description	Jumlah (Rp juta) Total (IDR million)	
	2023	2022
Jumlah Remunerasi Dewan Komisaris Total Remuneration of the Board of Commissioners	8.932	7.501
Jumlah Remunerasi Direksi Total Remunerations of the Board of Directors	21.739	19.214
Jumlah Remunerasi Dewan Komisaris dan Direksi Tahun 2022 Total Remuneration of the Board of Commissioners and Board of Directors in 2022	30.671	26.716

RAPAT DEWAN KOMISARIS DAN DIREKSI

Rapat Dewan Komisaris

IFG memiliki ketentuan rapat Dewan Komisaris yang dimuat dalam *Board Manual* yang mengatur sebagai berikut:

Prinsip Dasar

Prinsip dasar dalam rapat Dewan Komisaris meliputi:

1. Rapat Dewan Komisaris terdiri dari rapat Internal Dewan Komisaris dan rapat Dewan Komisaris yang mengundang kehadiran Direksi (rapat Gabungan). Rapat Dewan Komisaris adalah rapat yang dihadiri oleh Dewan Komisaris dan Sekretaris Dewan Komisaris;
2. Keputusan rapat Gabungan adalah terkait dengan pelaksanaan tugas pengawasan dan pemberian nasihat dan bukan merupakan keputusan Dewan Komisaris yang terkait dengan operasional IFG;
3. Keputusan yang mengikat dapat juga diambil tanpa diadakan rapat dengan syarat keputusan tersebut disetujui secara tertulis dan ditandatangani oleh semua anggota Dewan Komisaris;
4. Keputusan yang menyangkut aspek strategis harus dilakukan melalui mekanisme rapat. Aspek strategis tersebut antara lain meliputi kegiatan strategis IFG yang harus mendapatkan persetujuan RUPS dan semua perbuatan Direksi yang harus dimintakan/mendapatkan persetujuan tertulis Dewan Komisaris;

BOARD OF COMMISSIONERS AND DIRECTORS MEETINGS

Board of Commissioners' Meeting

IFG has provisions for Board of Commissioners meetings contained in the Board Manual which stipulates as follows:

Basic Principles

Basic principles in Board of Commissioners meetings include:

1. Meetings of the Board of Commissioners consist of internal meetings of the Board of Commissioners and meetings of the Board of Commissioners that invite the presence of the Board of Directors (Joint meetings). Meetings of the Board of Commissioners are meetings attended by the Board of Commissioners and the Secretary of the Board of Commissioners;
2. The decisions of the Joint meeting are related to the implementation of supervisory and advisory duties and do not constitute decisions of the Board of Commissioners related to IFG operations;
3. Binding decisions can also be made without a meeting provided that the decision is approved in writing and signed by all members of the Board of Commissioners;
4. Decisions concerning strategic aspects must be made through a meeting mechanism. Such strategic aspects include IFG's strategic activities that must be approved by the GMS and all actions of the Board of Directors that must be requested/obtain written approval from the Board of Commissioners;