

NOMINASI DAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Prosedur Nominasi Dewan Komisaris dan Direksi

Calon Dewan Komisaris dan Direksi dinominasikan oleh Dewan Komisaris atas rekomendasi Komite Nominasi dan Remunerasi. Usulan nominasi Dewan Komisaris dan Direksi melihat strategi Perseroan, Selanjutnya Usulan nominasi Dewan Komisaris dan Direksi disampaikan ke Pemegang Saham. Anggota Dewan Komisaris dan Direksi diangkat jika mereka telah memenuhi persyaratan formal, persyaratan materiil, dan persyaratan lain dengan prosedur berikut ini:

1. Anggota Dewan Komisaris dan Direksi diangkat oleh RUPS;
2. Bagi BUMN tertentu yang berdasarkan peraturan perundang-undangan pengangkatan anggota Dewan Komisaris memerlukan penilaian oleh regulator;
3. Anggota Dewan Komisaris dan Direksi wajib mengikuti uji kelayakan dan kepatutan yang dilakukan oleh lembaga profesional yang ditunjuk oleh Menteri untuk melakukan uji kelayakan dan kepatutan terhadap calon Komisaris dan Direksi;
4. Anggota Dewan Komisaris dan Direksi mulai menjabat secara efektif terhitung sejak tanggal penyerahan keputusan atau tanggal yang ditetapkan dalam keputusan Menteri/RUPS/ seluruh pemegang saham secara sirkuler;
5. Pengangkatan kembali anggota Dewan Komisaris dan Direksi dilakukan berdasarkan penilaian Deputi Teknis dan Sekretaris atas kemampuan yang bersangkutan melaksanakan tugasnya dengan baik selama masa jabatannya. Penyajian hasil penilaian dilakukan dalam bentuk narasi kualitatif.

Remunerasi Dewan Komisaris dan Direksi

Kebijakan Remunerasi

Penetapan remunerasi bagi Dewan Komisaris dan Direksi Perseroan mengacu kepada ketentuan sebagaimana termuat dalam Peraturan Menteri Badan Usaha Milik Negara No. Per-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris dan Dewan Pengawas Badan Usaha Milik Negara berikut perubahannya yang terakhir dilakukan perubahan pada Peraturan Menteri Badan Usaha Milik Negara Nomor PER-13/MBU/09/2021 Tentang Perubahan Keenam Atas Peraturan Menteri Badan Usaha Milik Negara Nomor PER-04/MBU/2014 Tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, Dan Dewan Pengawas Badan Usaha Milik

NOMINATION AND REMUNERATION OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

Nomination Procedure for The Board of Commissioners and Board of Directors

Prospective Board of Commissioners and Directors are nominated by the Board of Commissioners on the recommendation of the Nomination and Remuneration Committee. The nomination proposal for the Board of Commissioners and Board of Directors looks at the Company's strategy, Furthermore, the nomination proposal for the Board of Commissioners and Board of Directors is submitted to the Shareholders. Members of the Board of Commissioners and Board of Directors are appointed if they have met the formal requirements, material requirements, and other requirements with the following procedures::

1. Members of the Board of Commissioners and Board of Directors are appointed by the GMS;
2. For certain SOEs, based on the laws and regulations, the appointment of members of the Board of Commissioners and Board of Directors requires an assessment by the regulator;
3. Members of the Board of Commissioners and Board of Directors must undergo the fit-and-proper test conducted by a professional institution appointed by the Minister to such tests on candidates for the Board of Commissioners and Board of Directors;
4. Members of the Board of Commissioners and Board of Directors commence their position effectively from the date of such resolution or the date set in the circular resolution of the Minister/GMS/all shareholders;
5. The reappointment of members of the Board of Commissioners and Board of Directors is based on the assessment conducted by the Technical Deputy and the Secretary on the ability of the concerned members to fulfill their duties properly during their term of office. The assessment results are presented in the form of a qualitative narrative;

Remuneration for The Board of Commissioners and The Board of Directors

Remuneration Policy

The determination of remuneration for the Company's Board of Commissioners and Board of Directors refers to the provisions outlined in the Regulation of the Minister of State-Owned Enterprises No. Per-04/MBU/2014 on Guidelines for Determining the Income of the Board of Directors, Board of Commissioners, and Boards of Supervisors of State-Owned Enterprises, including the latest amendments stated in the Regulation of the Minister of State-Owned Enterprises No. Per-13/MBU/09/2021 on the Sixth Amendment to the Regulation of the Minister of State-Owned Enterprises Number: per-04/MBU/2014 on Guidelines for Determining the Income of Board of Directors, Board of Commissioners, and Board

Negara, serta ketentuan sesuai Surat Menteri Badan Usaha Milik Negara Republik Indonesia Nomor SR-52/MBU/Wk.K/02/2024 tanggal 07 Februari 2024 perihal Penetapan Penghasilan Direksi dan Dewan Komisaris PT Garuda Indonesia (Persero) Tbk Tahun 2023.

Prosedur Penetapan Remunerasi

Kebijakan dan prosedur penetapan remunerasi bagi Dewan Komisaris dan Direksi terdiri dari beberapa tahapan yang mencakup proses penyusunan, analisa, pengajuan, dan penetapan. Penyusunan kebijakan dan usulan remunerasi dilaksanakan oleh Komite Remunerasi Perseroan dengan bantuan kajian remunerasi dari konsultan independen. Rekomendasi remunerasi tersebut kemudian diteruskan pada Dewan Komisaris untuk dibahas dan dianalisis. Pada tahapan terakhir, rekomendasi remunerasi diajukan dalam RUPS Tahunan yang berwenang mengambil keputusan akhir penetapan remunerasi Komisaris dan Direksi.

Komitmen Direksi dalam mencapai KPI 2024 dituangkan dalam Rencana Kerja dan Anggaran Perusahaan yang disetujui oleh Dewan Komisaris. Hal-hal yang menjadi tolak ukur pencapaian KPI berfungsi sebagai target Perseroan yang diupayakan untuk direalisasikan secara optimal.

Indikator Penetapan Remunerasi Dewan Komisaris dan Direksi

Penetapan tantiem bagi Dewan Komisaris dan Direksi dapat diberikan berdasarkan penetapan RUPS/ Menteri dalam pengesahan Laporan Tahunan apabila:

1. Opini yang diterbitkan oleh auditor adalah paling sedikit Wajar Dengan Pengecualian (WDP);
2. Realisasi tingkat kesehatan paling rendah dengan nilai 70 (tujuh puluh). Pencapaian dimaksud tidak memperhitungkan beban/keuntungan akibat tindakan direksi sebelumnya dan/atau faktor di luar pengendalian Direksi;
3. Capaian KPI paling rendah sebesar 80% (delapan puluh persen). Pencapaian dimaksud tidak memperhitungkan faktor di luar pengendalian Direksi; dan
4. Kondisi Perseroan tidak semakin merugi dari tahun sebelumnya untuk Perseroan dalam kondisi rugi, atau Perseroan tidak menjadi rugi dari sebelumnya dalam kondisi untung. Kerugian tersebut tidak memperhitungkan faktor di luar pengendalian Direksi serta kinerja Perseroan jangka panjang.
5. Hal-hal di luar pengendalian Direksi sebagaimana dimaksud pada angka 2, angka 3, dan angka 4 di atas, dinyatakan dalam Laporan Tahunan BUMN dan disetujui oleh RUPS/Menteri.

of Supervisors of State-Owned Enterprises, as well as provisions following the Letter of the Minister of State-Owned Enterprises of the Republic of Indonesia No. SR-52/MBU/Wk.K/02/2024 dated February 7, 2024, on Determination of the Income of the Board of Directors and Board of Commissioners of PT Garuda Indonesia (Persero) Tbk in 2023.

Remuneration Determination Procedure

The policies and procedures for determining remuneration for the Board of Commissioners and Board of Directors consist of several stages covering the process of preparation, analysis, submission, and determination. The preparation of remuneration policies and proposals is formulated by the Company's Remuneration Committee with the assistance of remuneration assessments from independent consultants. The remuneration recommendations are then forwarded to the Board of Commissioners for discussion and analysis. In the final stage, remuneration recommendations are submitted to the Annual GMS, which has the authority to make the final decision to determine the remuneration of the Board of Commissioners and Board of Directors.

The Board of Directors' commitment to achieving the 2024 KPI is outlined in the Company's Work Plan and Budget approved by the Board of Commissioners. The indicators for achieving KPIs serve as the Company's targets that are aimed to be optimally realized.

Indicators for Determining The Remuneration of The Board of Commissioners and Board of Directors

The tantiem for the Board of Commissioners and Board of Directors may be approved based on the determination of the GMS/Minister in the validation of the Annual Report if any of the following matters occur:

1. The opinion issued by the auditor is at least a Qualified Opinion;
2. The realization of the lowest soundness level at a score of 70 (seventy). Such achievement does not take into account expenses/revenues as a result of actions of the previous Board of Directors and/or factors beyond the control of the Board of Directors;
3. The KPI achievement is at least 80% (eighty percent). This achievement does not take into account factors beyond the control of the Board of Directors; and
4. The company's financial condition must not worsen or incur greater losses than the previous year, or the company should not incur losses if it previously experienced profits. The incurred losses do not take into account factors beyond the control of the Board of Directors and the Company's long-term performance.
5. Factors beyond the control of the Board of Directors, as referred to in points 2, 3, and 4, must be stated in the SOEs' Annual Report and approved by the GMS/Minister.

Struktur dan Jumlah Nominal/Komponen Remunerasi Dewan Komisaris dan Direksi

Melalui Surat Menteri Badan Usaha Milik Negara Republik Indonesia Nomor SR-52/MBU/Wk.K/02/2024 tanggal 07 Februari 2024 perihal Penetapan Penghasilan Direksi dan Dewan Komisaris PT Garuda Indonesia (Persero) Tbk Tahun 2023., Menteri BUMN telah menyampaikan penetapan penghasilan Direksi dan Dewan Komisaris PT Garuda Indonesia (Persero) Tbk. tahun 2024 sebagai berikut:

Penghasilan Anggota Direksi dapat terdiri:

- a. Gaji;
- b. Tunjangan yang terdiri atas:
 - I. Tunjangan Hari Raya (THR).
 - II. Asuransi Purna Jabatan.
 - III. Tunjangan Perumahan.
- c. Fasilitas yang terdiri atas:
 - I. Fasilitas Kendaraan.
 - II. Fasilitas Kesehatan.
 - III. Fasilitas Bantuan Hukum.
- d. Tantiem/Insentif Kinerja/Insentif Khusus.

Penghasilan Anggota Dewan Komisaris dapat terdiri:

- a. Honorarium.
- b. Tunjangan yang terdiri atas :
 - I. Tunjangan Hari Raya (THR).
 - II. Tunjangan Transportasi.
 - III. Asuransi Purna Jabatan.
- c. Fasilitas yang terdiri atas
 - I. Fasilitas Kesehatan;
 - II. Fasilitas Bantuan Hukum.
 - III. Tantiem/Insentif Kinerja/Insentif Khusus.

Structure and The Amount of Nominals/Components of Remuneration of The Board of Commissioners and Board of Directors

Through the Letter of the Minister of State-Owned Enterprises of the Republic of Indonesia No. SR-52/MBU/Wk.K/02/2024 dated February 7, 2024, on the Determination of the Income of the Board of Directors and Board of Commissioners of PT Garuda Indonesia (Persero) Tbk for 2023, the Minister of SOEs has conveyed the determination of the income of the Board of Directors and Board of Commissioners of PT Garuda Indonesia (Persero) Tbk for 2024 as follows:

The income of members of the Board of Directors consist of:

- a. Salary;
- b. Allowances which include:
 - I. Religious Holiday Allowance (THR).
 - II. Post-Service Insurance.
 - III. Housing Allowance.
- c. Facilities which include:
 - I. Vehicle Facilities.
 - II. Health Facilities.
 - III. Legal Aid Facilities.
- d. Tantiem/Performance Incentives/Special Incentives.

The income of members of the Board of Commissioners may consist of:

- a. Honorarium.
- b. Allowances which include:
 - I. Religious Holiday Allowance (THR).
 - II. Transportation Allowance.
 - III. Post-Service Insurance.
- c. Facilities which include:
 - I. Health Facilities.
 - II. Legal Aid Facilities.
 - III. Tantiem/Performance Incentives/Special Incentives.

Dalam periode tahun buku 2024, Gaji dan Tunjangan yang diterima oleh Direksi dapat dijelaskan melalui tabel di bawah ini.

In the 2024 fiscal year, salaries and allowances received by the Board of Directors are explained in the table below.

Jabatan Position	Jenis Remunerasi Type of Remuneration	Jumlah (Jutaan Rupiah) Amount (in Million Rupiah)	
		Jumlah Orang Number of People	Juta Rupiah Million Rupiah
Direksi Board of Directors	Gaji Salary	8	21.643,93
	Tunjangan Allowance	8	4.004,78
	Tantiem Tantiem	7	66.461,87
Jumlah Total			92.110,59

Sedangkan Honorarium dan Tunjangan yang diterima oleh Dewan komisaris dalam periode tahun buku 2024 dapat dijelaskan melalui tabel di bawah ini.

Meanwhile, the Honorarium and Allowances received by the Board of Commissioners in the 2024 fiscal year are explained in the table below.

Jabatan Position	Jenis Remunerasi Type of Remuneration	Jumlah (Jutaan Rupiah) Amount (in Million Rupiah)	
		Jumlah Orang* Number of People	Juta Rupiah Million Rupiah
Komisaris Board of Commissioners	Honorarium Honorarium	6	5.519,37
	Tunjangan Allowance	6	1.400,62
	Tantiem Tantiem	4	15.532,02
Jumlah Total			22.452,01

Atas kinerja Tahun Buku 2024, Direksi dan Dewan Komisaris Garuda Indonesia belum diputuskan terkait pemberian tantiem. Adapun atas kinerja Tahun Buku 2022 dan 2023, Total tantiem untuk Direksi dan Dewan Komisaris Tahun Buku 2022 ditetapkan sebesar Rp47.240.000.000,00 (empat puluh tujuh miliar dua ratus empat puluh juta rupiah), dengan ketentuan sebagaimana diatur dalam Surat Menteri BUMN Nomor SR-52/MBU/Wk.K/02/2024 tanggal 07 Februari 2024 dan Tahun Buku 2023 ditetapkan sebesar Rp56.000.000.000,00 (lima puluh enam miliar rupiah), dengan ketentuan sebagaimana diatur dalam Surat Menteri BUMN Nomor SR-84/Wk.MBU.12/08/2024 tanggal 22 Agustus 2024.

For the performance of the 2024 fiscal year, the bonuses for the Board of Directors and the Board of Commissioners of Garuda Indonesia have not yet been decided. For the 2022 and 2023 fiscal years, the total bonuses for the Board of Directors and the Board of Commissioners for the 2022 fiscal year amounted to IDR47,240,000,000 (forty-seven billion two hundred forty million rupiah), with the provisions as stipulated in the Letter of the Minister of State-Owned Enterprises No. SR-52/MBU/Wk.K/02/2024, dated February 7, 2024, and for the 2023 fiscal year, the bonuses amounted to IDR56,000,000,000 (fifty-six billion rupiah), with the provisions as stipulated in the Letter of the Minister of State-Owned Enterprises No. SR-84/Wk.MBU.12/08/2024, dated August 22, 2024.