Nominasi Dewan Komisaris dan Direksi

Prosedur Pengangkatan, Pemberhentian dan Pemilihan Ulang Direksi (Kebijakan Suksesi Direksi)

Penetapan komposisi dan jumlah anggota Direksi dilakukan dengan memperhatikan Visi & Misi serta rencana strategis Perusahaan sehingga pengambilan keputusan dapat dilakukan secara efektif, tepat dan cepat, serta menjunjung tinggi independensi dan semata-mata untuk kepentingan Perusahaan. Anggota Direksi menjabat untuk jangka waktu terhitung sejak penutupan RUPS pada saat pengangkatan dan berakhir pada penutupan RUPS yang ke-5 setelah pengangkatannya dengan tidak mengurangi hak RUPS untuk memberhentikan anggota Direksi sewaktu-waktu.

Dasar Kebijakan

Terkait mekanisme pengangkatan, pemberhentian dan pengangkatan ulang Direksi, Perusahaan telah memuat petunjuk pelaksanaan dan teknis yang tercantum dalam Pedoman CoCG Perusahaan. Pedoman tersebut dibuat dengan mengacu pada regulasi terkait seperti:

- UU No. 40 Tahun 2007 tentang Perseroan Terbatas
- Peraturan Menteri Negara BUMN No. PER-01/ MBU/2011 tentang Penerapan Tata Kelola Perusahaan yang Baik (*Good Corporate Governance*) pada BUMN (pasal 5)

Mekanisme

Dalam pedoman yang berlaku dinyatakan bahwa mekanisme pengangkatan, pemberhentian dan pengangkatan ulang Direksi terdiri dari:

A. Persyaratan

Persyaratan Umum

Direksi Perusahaan adalah orang perseorangan yang cakap melakukan perbuatan hukum, kecuali dalam waktu 5 tahun sebelum pengangkatan pernah:

1. Dinyatakan pailit;
2. Menjadi Anggota Direksi atau anggota Dewan Komisaris/Dewan Pengawas yang dinyatakan bersalah menyebabkan suatu BUMN dan/atau Perusahaan dinyatakan pailit;
3. Dihukum karena melakukan tindak pidana yang merugikan keuangan Negara, BUMN dan/atau yang berkaitan dengan sektor keuangan.

Nomination of The Board of Commissioners and The Board of Directors

Procedures for the Appointment, Dismissal, and Re-election of the Board of Directors (Board Succession Policy)

The composition and number of Board of Directors members are determined with due consideration to the Company's Vision & Mission and strategic plan so that decision-making can be carried out effectively, appropriately, and promptly, while upholding independence and acting solely in the best interests of the Company. Members of the Board of Directors serve for a term commencing upon the adjournment of the General Meeting of Shareholders (GMS) at the time of their appointment and ending upon the adjournment of the fifth GMS following their appointment, without prejudice to the GMS's right to remove members of the Board of Directors at any time.

Policy Basis

Regarding the mechanisms for the appointment, dismissal, and reappointment of the Board of Directors, the Company has included implementation and technical guidelines set forth in the Company's CoCG Guidelines. These guidelines were developed in accordance with relevant regulations, such as:

- Law No. 40 of 2007 on Limited Liability Companies
- Regulation of the Minister of State-Owned Enterprises No. PER-01/MBU/2011 on the Implementation of Good Corporate Governance (CoCG) in State-Owned Enterprises (Article 5)

Mechanism

The applicable guidelines state that the mechanisms for the appointment, dismissal, and reappointment of the Board of Directors consist of:

A. Requirements

General Requirements

Members of a company's Board of Directors must be individuals with legal capacity, unless, within the 5 years prior to their appointment, they have:

1. Be declared bankrupt;
2. Served as a member of the Board of Directors or a member of the Board of Commissioners/Supervisory Board who was found guilty of causing a state-owned enterprise (BUMN) and/or the Company to be declared bankrupt;
3. Been convicted of a criminal offense that caused financial loss to the State, a state-owned enterprise, and/or one related to the financial sector.

Persyaratan Lainnya

Selain memenuhi persyaratan umum, pengangkatan anggota Direksi juga dilaksanakan dengan memperhatikan persyaratan yang diatur dalan peraturan perundang-undangan yang berlaku.

a. Sumber Bakal Calon
Pengajuan nama-nama calon Direksi didasarkan pada sumber-sumber bakal calon yang terdiri dari mantan Direksi BUMN, Dewan Komisaris, Talenta BUMN, Talenta Kementerian BUMN dan sumber lain.

b. Penjaringan
Penjaringan nama-nama Direksi dilakukan oleh Direksi Holding dan GH Pengelolaan SDM mencari bakal calon dari berbagai sumber. Semua bakal calon diadministrasikan oleh GH Pengelolaan SDM.

c. Uji Kelayakan dan Kepatutan (UKK)
Bakal calon yang akan ditetapkan menjadi calon anggota Direksi, adalah seseorang yang telah dinyatakan memenuhi Persyaratan Formal dan Persyaratan lain dan lulus UKK. UKK terhadap bakal calon dilakukan oleh lembaga profesional yang ditunjuk oleh Direksi Holding.

d. Usulan Pengangkatan
Bagi calon yang telah mendapatkan rekomendasi "Disarankan" oleh tim penilai dapat diangkat menjadi Direksi Perusahaan.

Kebijakan tata kelola Perusahaan sehubungan dengan pengangkatan anggota Direksi adalah:

1. Persyaratan, susunan dan masa jabatan Anggota Direksi diatur dalam Anggaran Dasar Perusahaan.
2. Pengangkatan anggota Direksi sepenuhnya merupakan kewenangan Pemegang Saham. Kewenangan tersebut mencakup:
   a) Menentukan kriteria penilaian umum calon anggota Direksi,
   b) Membentuk tim seleksi calon anggota Direksi,
   c) Mengangkat anggota Direksi, termasuk mengangkat Direktur Utama.
3. Pemilihan calon anggota Direksi dilakukan melalui proses seleksi dan nominasi yang transparan dengan mempertimbangkan keahlian, integritas, kejujuran, kepemimpinan, pengalaman, perilaku dan dedikasi, serta kecukupan waktunya untuk mengelola Perusahaan.
4. Calon-calon anggota Direksi merupakan pejabat internal Perusahaan dapat diusulkan oleh Dewan Komisaris,
5. Pengangkatan anggota Direksi dilakukan melalui mekanisme uji kelayakan dan kepatutan. Calon-calon yang lulus wajib menandatangani kontrak manajemen sebelum diangkat sebagai anggota Direksi,
6. Anggota Direksi diangkat melalui RUPS dengan menyebutkan mulai saat berlakunya pengangkatan,
7. Pengangkatan calon anggota Direksi dilakukan dengan keputusan Menteri,
8. Pengangkatan anggota Direksi mulai berlaku efektif terhitung sejak tanggal pelantikan atau tanggal yang ditetapkan dalam Keputusan Menteri,
9. Masa jabatan anggota Direksi ditetapkan 5 tahun dan sesudahnya dapat diangkat kembali untuk 1 kali masa jabatan,
10. Dalam hal terdapat penambahan anggota Direksi, maka masa jabatan anggota Direksi tersebut akan berakhir bersamaan dengan berakhirnya masa jabatan anggota Direksi lainnya yang telah ada.

Other Requirements

In addition to meeting the general requirements, the appointment of Board of Directors members must also comply with the requirements set forth in applicable laws and regulations.

a. Sources of Prospective Candidates
The submission of names of candidates for the Board of Directors is based on sources of potential candidates, which include former SOE Board of Directors members, members of the Board of Commissioners, SOE talent, talent from the Ministry of State-Owned Enterprises, and other sources.

b. Screening
The screening of Board of Directors candidates is conducted by the Holding Company's Board of Directors, and the Human Resources Management General Division (GH) identifies potential candidates from various sources. All potential candidates are managed by the Human Resources Management General Division (GH).

c. Fit and Proper Test (UKK)
Prospective candidates to be designated as candidates for the Board of Directors are individuals who have been declared to meet the Formal Requirements and other requirements and have passed the UKK. The UKK for prospective candidates is conducted by a professional institution appointed by the Holding Company's Board of Directors.

d. Appointment Proposal
Candidates who have received a "Recommended" rating from the evaluation team may be appointed to the Company's Board of Directors.

The Company's governance policies regarding the appointment of Board members are as follows:

1. The qualifications, composition, and term of office of Board members are stipulated in the Company's Articles of Association.
2. The appointment of Board members is entirely the authority of the Shareholders. This authority includes:
   a) Determining the general evaluation criteria for candidates for the Board of Directors,
   b) Forming a selection committee for Board of Directors candidates,
   c) Appointing members of the Board of Directors, including the Chief Executive Officer,
3. The selection of candidates for the Board of Directors is conducted through a transparent selection and nomination process, taking into account expertise, integrity, honesty, leadership, experience, conduct, and dedication, as well as their availability to manage the Company,
4. Candidates for the Board of Directors who are internal Company officers may be proposed by the Board of Commissioners,
5. The appointment of Board members is conducted through a fit-and-proper test. Candidates who pass the test are required to sign a management contract before being appointed as Board members,
6. Members of the Board of Directors are appointed by the General Meeting of Shareholders, which specifies the effective date of the appointment,
7. The appointment of candidates for the Board of Directors is made by a decision of the Minister,
8. The appointment of Board of Directors members takes effect as of the date of inauguration or the date specified in the Minister's Decision,
9. The term of office for members of the Board of Directors is set at 5 years, after which they may be reappointed for one additional term,
10. In the event of the addition of a new Board member, the term of office of that Board member shall end concurrently with the expiration of the terms of office of the other existing Board members.

Pemberhentian

Ketentuan mengenai mekanisme pemberhentian yaitu:

1. Alasan Pemberhentian
   Alasan pemberhentian Direksi meliputi ketidakmampuan Direksi dalam menjalankan tugasnya, melanggar ketentuan Anggaran Dasar dan perundang-undangan, terlibat tindakan merugikan bagi Perusahaan dan negara, melakukan tindakan yang melanggar etika, dinyatakan bersalah dengan putusan pengadilan serta mengundurkan diri.
2. Tata Cara Pemberhentian
   Tata cara pemberhentian dilakukan dengan evaluasi oleh GH Pengelolaan SDM kepada Direksi yang bersangkutan dilanjutkan dengan mengajukan usulan untuk kemudian ditetapkan oleh Direksi Holding. Sebelum ditetapkan dan dievaluasi, Perusahaan terlebih dahulu memberikan informasi kepada Direksi yang bersangkutan agar yang bersangkutan dapat memberikan pembelaan diri dengan ketentuan pembelaan diri disampaikan dalam bentuk tertulis dan lisan (untuk lisan dibuatkan berita cara penyampaian pembelaan) maksimal disampaikan 14 hari terhitung setelah Direksi yang bersangkutan memperoleh informasi pemberhentian kepada GH Pengelolaan SDM. Setelah disampaikan pembelaan diri, notulen pembelaan diajukan ke dalam RUPS untuk kemudian diambil

Dismissal

Provisions regarding the dismissal mechanism are as follows:

1. Grounds for Dismissal
   Grounds for the dismissal of members of the Board of Directors include the Board's inability to perform its duties, violation of the Articles of Association and applicable laws and regulations, involvement in actions detrimental to the Company and the state, engaging in unethical conduct, being found guilty by a court ruling, and resignation
2. Procedure for Dismissal
   The dismissal procedure is carried out through an evaluation by the HR Management Division of the relevant Board member, followed by the submission of a proposal to be subsequently approved by the Holding Company's Board of Directors. Prior to the decision and evaluation, the Company shall first provide information to the relevant Director so that the Director may present a defense, provided that the defense is submitted in both written and oral form (for oral submissions, a record of the defense presentation shall be prepared) and must be submitted no later than 14 days from the date the relevant Director receives notification of the dismissal from the HR Management Division. After the defense is presented, the minutes of the defense are submitted

keputusan.

Proses pemberhentian Direksi dilakukan bersamaan dengan pengangkatan Direksi pengganti dan pemberhentian berlaku efektif sejak ditetapkan dalam Keputusan RUPS.

Kebijakan tata kelola Perusahaan sehubungan dengan pengangkatan anggota Direksi adalah:

1. Persyaratan pemberhentian anggota Direksi dari jabatan Direksi diatur dalam Anggaran Dasar Perusahaan.

2. Anggota Direksi dapat diberhentikan untuk sementara waktu, dengan prosedur:
   a) Dewan Komisaris dengan suara terbanyak setiap waktu berhak memberhentikan untuk sementara waktu seorang atau lebih anggota Direksi, jikalau mereka bertindak bertentangan dengan Anggaran Dasar atau melalaikan kewajibannya atau terdapat alasan yang mendesak bagi Perusahaan. b) Pemberhentian sementara sebagaimana dalam butir (a) harus diberitahukan secara tertulis kepada yang bersangkutan disertai alasan yang menyebabkan tindakan tersebut.
   b) Dalam waktu 30 hari setelah pemberhentian sementara, Komisaris diwajibkan untuk meminta diadakan RUPS Luar Biasa yang akan memutuskan apakah anggota Direksi yang bersangkutan akan diberhentikan seterusnya atau dikembalikan kepada kedudukannya, dengan terlebih dahulu memberikan kesempatan kepada anggota Direksi yang diberhentikan sementara untuk hadir dan membela diri.
   c) Jika RUPS Luar Biasa tidak diadakan dalam jangka waktu 30 hari setelah pemberhentian sementara, maka pemberhentian sementara tersebut dinyatakan batal demi hukum.
3. Anggota Direksi dapat diberhentikan sebelum berakhir masa jabatan, dengan pertimbangan:
   a) Anggota Direksi yang bersangkutan bertindak bertentangan dengan Anggaran Dasar dan/atau peraturan perundang-undangan yang berlaku, dinyatakan bersalah dengan keputusan pengadilan, atau melalaikan kewajibannya.
   b) Tidak dapat memenuhi kewajibannya yang telah disepakati dalam kontrak manajemen.
   c) Tidak dapat melaksanakan tugas dengan baik.
   d) Tidak melaksanakan ketentuan peraturan perundang-undangan dan/ atau ketentuan Anggaran Dasar.
   e) Terlibat dalam tindakan yang merugikan Perusahaan dan/atau Negara.
   f) Melakukan tindakan yang melanggar etika dan/

to the General Meeting of Shareholders (GMS) for a decision to be made.

The process of dismissing a Director is conducted concurrently with the appointment of a replacement Director, and the dismissal takes effect upon being formalized in a GMS resolution.

The Company's corporate governance policies regarding the appointment of Board members are as follows:

1. The requirements for the dismissal of a Board member from their position on the Board are stipulated in the Company's Articles of Association.
2. A member of the Board of Directors may be temporarily dismissed through the following procedure:
   a) The Board of Commissioners, by a majority vote at any time, has the right to temporarily remove one or more members of the Board of Directors if they act contrary to the Articles of Association, neglect their duties, or if there are compelling reasons for the Company. b) The temporary removal as described in point (a) must be notified in writing to the person concerned, accompanied by the reasons for such action.
   b) Within 30 days of the temporary suspension, the Board of Commissioners is required to request the convening of an Extraordinary General Meeting of Shareholders (EGM) to decide whether the relevant member of the Board of Directors will be permanently removed or reinstated to their position, after first providing the temporarily suspended member of the Board of Directors with the opportunity to attend and defend themselves.
   c) If an Extraordinary General Meeting of Shareholders is not held within 30 days after the temporary suspension, the temporary suspension shall be deemed null and void.
3. A member of the Board of Directors may be dismissed before the end of their term of office, based on the following grounds:
   a) The Board member in question acts in violation of the Articles of Association and/or applicable laws and regulations, is found guilty by a court decision, or neglects his or her duties.
   b) Failure to fulfill the obligations agreed upon in the management contract.
   c) Is unable to perform their duties properly.
   d) Failure to comply with the provisions of laws and regulations and/or the Articles of Association.
   e) Engaging in actions that harm the Company and/or the State.
   f) Engaging in conduct that violates the ethics and/or

atau kepatutan yang seharusnya dihormati sebagai anggota Direksi.
g) Dinyatakan bersalah dengan putusan pengadilan yang mempunyai kekuatan hukum tetap.
4. Rencana pemberhentian anggota Direksi sebelum berakhir masa jabatannya, diberitahukan terlebih dahulu kepada anggota Direksi yang bersangkutan secara lisan atau tertulis.
5. Keputusan pemberhentian anggota Direksi sebelum masa jabatan berakhir diambil setelah yang bersangkutan diberi kesempatan membela diri.

6. Seorang anggota Direksi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksudnya tersebut kepada Pemegang Saham dengan tembusan kepada Dewan Komisaris dan Direksi Perusahaan sekurang-kurangnya 30 hari sebelum tanggal pengunduran dirinya.
7. Pemberhentian anggota Direksi sewaktu-waktu sebelum berakhirnya masa jabatan harus dilakukan oleh RUPS dengan menyebutkan alasannya.

8. Anggota Direksi diberhentikan oleh RUPS dengan menyebutkan mulai saat berlakunya pemberhentian.

9. Anggota Direksi yang mengundurkan diri tetap dimintakan pertanggungjawaban dalam RUPS, atas pelaksanaan tugasnya sejak tanggal pengangkatan sampai tanggal penetapan pengunduran diri.
10. Apabila seorang anggota Direksi berhenti atau diberhentikan sebelum masa jabatannya berakhir, maka masa jabatan penggantinya adalah sisa masa jabatan anggota Direksi yang digantikan.
11. Apabila oleh suatu sebab jabatan anggota Direksi lowong maka dalam waktu selambat-lambatnya 30 hari setelah terjadi lowongan harus diselenggarakan RUPS untuk mengisi lowongan itu.
12. Selama jabatan anggota Direksi lowong dan penggantinya belum ada, maka salah seorang anggota Direksi lainnya yang ditunjuk oleh Dewan Komisaris menjalankan pekerjaan anggota Direksi yang lowong dengan kekuasaan dan wewenang yang sama, di samping tetap menjalankan tugas utamanya.
13. Jika oleh suatu sebab Perusahaan tidak mempunyai Direksi, maka untuk sementara Dewan Komisaris berkewajiban menjalankan pekerjaan Direksi, dalam waktu selambat-lambatnya 30 hari setelah terjadi lowongan, Dewan Komisaris berkewajiban untuk meminta diadakannya RUPS Luar Biasa guna mengisi lowongan tersebut.

standards of propriety that should be upheld as a member of the Board of Directors.
g) Being found guilty by a court decision that has become final and binding.
4. Any plan to remove a member of the Board of Directors before the end of their term of office must be communicated in advance to the relevant member of the Board of Directors, either verbally or in writing.
5. A decision to remove a member of the Board of Directors before the end of their term of office shall be made after the person concerned has been given the opportunity to defend themselves.
6. A member of the Board of Directors has the right to resign from his or her position by notifying the Shareholders in writing of his or her intention, with copies to the Board of Commissioners and the Company's Board of Directors, at least 30 days prior to the date of resignation.

7. The dismissal of a member of the Board of Directors at any time prior to the end of their term of office must be carried out by the General Meeting of Shareholders (GMS), stating the reasons therefor.
8. A member of the Board of Directors is dismissed by the General Meeting of Shareholders, which shall specify the effective date of the dismissal.
9. A resigning member of the Board of Directors remains accountable to the General Meeting of Shareholders for the performance of his or her duties from the date of appointment until the date the resignation is approved.
10. If a member of the Board of Directors resigns or is dismissed before the end of their term of office, the term of office of their successor shall be the remainder of the term of the member of the Board of Directors being replaced.
11. If, for any reason, a position on the Board of Directors becomes vacant, a General Meeting of Shareholders must be held no later than 30 days after the vacancy occurs to fill the vacancy.
12. While a Board of Directors position remains vacant and a successor has not yet been appointed, another member of the Board of Directors designated by the Board of Commissioners shall perform the duties of the vacant position with the same powers and authority, in addition to continuing to perform their primary duties.
13. If, for any reason, the Company does not have a Board of Directors, the Board of Commissioners is temporarily obligated to perform the duties of the Board of Directors; no later than 30 days after the vacancy occurs, the Board of Commissioners is obligated to request the convening of an Extraordinary General Meeting of Shareholders to fill the vacancy.

Pemilihan Ulang

Pengangkatan kembali anggota Direksi pada posisi jabatan yang sama dalam satu *subholding*, dapat dilakukan tanpa UKK, apabila dinilai mampu melaksanakan tugasnya dengan baik selama masa jabatannya. Hal ini didasarkan pada pencapaian target kinerja Perusahaan, kekompakan tim, integritas, dan rekam jejak. Penyajian hasil penilaian dapat dilakukan dalam bentuk narasi kualitatif.

Pemenuhan atas Mekanisme Pengangkatan dan Pemberhentian Pengangkatan

Pengangkatan Direksi telah melalui proses fit & proper test sesuai peraturan perundang-undangan yang berlaku dan ketentuan GCG. Mekanisme penjaringan atau nominasi calon anggota Direksi diatur dalam Peraturan Menteri Badan Usaha Milik Negara No. PER- 3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

Re-election

The reappointment of a Board of Directors member to the same position within a single subholding may be conducted without a UKK, provided the member is deemed capable of performing their duties effectively during their term of office. This is based on the achievement of the Company's performance targets, team cohesion, integrity, and track record. The presentation of assessment results may be in the form of a qualitative narrative.

Compliance with Appointment and Dismissal Mechanisms

The appointment of Board members has undergone a fit and proper test in accordance with applicable laws and regulations and GCG provisions. The mechanism for screening or nominating candidates for Board membership is regulated in Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 concerning the Organization and Human Resources of State-Owned Enterprises.

Proses Pengangkatan Direksi Dengan RUPS
Process for Appointing the Board of Directors Through the General Meeting of Shareholders

Ketentuan Provisions		Pemenuhan Compliance
Kewenangan Pemegang Saham dalam Pengangkatan Direksi **Shareholders' Authority in the Appointment of the Board of Directors**		
Menentukan kriteria penilaian umum calon anggota Direksi	Determining general evaluation criteria for Board of Directors candidates	Terpenuhi Comply
Membentuk tim seleksi calon anggota Direksi	Forming a selection committee for Board of Directors candidates	Terpenuhi Comply
Mengangkat anggota Direksi, termasuk mengangkat Direktur Utama	Appointing members of the Board of Directors, including the Chief Executive Officer	Terpenuhi Comply
Pemilihan calon anggota Direksi dilakukan melalui proses seleksi dan nominasi yang transparan dengan mempertimbangkan keahlian, integritas, kejujuran, kepemimpinan, pengalaman, prilaku dan dedikasi, serta kecukupan waktunya untuk mengelola Perusahaan	The selection of candidates for the Board of Directors is conducted through a transparent selection and nomination process, taking into account expertise, integrity, honesty, leadership, experience, conduct, and dedication, as well as their availability to manage the Company	Terpenuhi Comply
Pengangkatan anggota Direksi dilakukan melalui mekanisme uji kelayakan dan kepatutan. Calon-calon yang lulus wajib menandatangani kontrak manajemen sebelum diangkat sebagai anggota Direksi	The appointment of Board members is conducted through a fit-and-proper test mechanism. Candidates who pass the test are required to sign a management contract before being appointed as Board members	Terpenuhi Comply
Anggota Direksi diangkat melalui RUPS dengan menyebutkan mulai saat berlakunya pengangkatan	Board members are appointed by the General Meeting of Shareholders, which specifies the effective date of the appointment	Terpenuhi Comply
Pengangkatan calon anggota Direksi dilakukan dengan Keputusan RUPS	The appointment of candidates for the Board of Directors is carried out by a resolution of the General Meeting of Shareholders	Terpenuhi Comply

Pengangkatan dan Pemberhentian

Proses pemberhentian Direksi Perusahaan sesuai dengan RUPS, sebagaimana tabel di bawah:

Appointment and Dismissal

The process for dismissing the Company's Board of Directors is in accordance with the GMS, as shown in the table below:

Ketentuan Requirements		Pemenuhan Compliance
Pemberhentian anggota Direksi sewaktu-waktu sebelum berakhirnya masa jabatan harus dilakukan oleh RUPS dengan menyebutkan alasannya	The dismissal of a member of the Board of Directors at any time prior to the end of their term of office must be carried out by the GMS, stating the reasons	Tidak terpenuhi Tidak Not met
Apabila seorang anggota Direksi berhenti atau diberhentikan sebelum masa jabatannya berakhir, maka masa jabatan penggantinya adalah sisa masa jabatan anggota Direksi yang digantikan	If a member of the Board of Directors resigns or is dismissed before the end of his or her term of office, the term of office of the successor shall be the remainder of the term of the member of the Board of Directors being replaced	Terpenuhi Comply
Apabila oleh suatu sebab jabatan anggota Direksi lowong maka dalam waktu selambat-lambatnya 30 hari setelah terjadi lowongan harus diselenggarakan RUPS untuk mengisi lowongan itu.	If, for any reason, a position on the Board of Directors becomes vacant, a General Meeting of Shareholders must be held no later than 30 days after the vacancy occurs to fill the vacancy.	Terpenuhi Comply

Pengungkapan Prosedur dan Kebijakan Nominasi Dewan Komisaris Dan Direksi

Proses Nominasi dan Pemilihan Dewan Komisaris

Sebagai entitas bisnis milik negara, proses nominasi anggota Dewan Komisaris Perusahaan dibuat berdasarkan pada ketentuan yang termaktub di Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

Secara umum, proses penentuan *nominee* dan penunjukan anggota Dewan Komisaris diawali dengan pengajuan kandidat oleh Dewan Komisaris kepada RUPS Perusahaan. Kandidat anggota Dewan Komisaris yang diusulkan kemudian harus menjalani uji kelayakan dan kepatutan (*fit and proper test*) yang dilakukan oleh Pemegang Saham. RUPS akan menentukan pengangkatan mereka yang lulus uji tersebut untuk mengesahkannya sebagai anggota Dewan Komisaris Perusahaan.

Proses Nominasi dan Pemilihan Direksi

Sementara itu, prosedur pengangkatan, pemberhentian dan/atau penggantian anggota Direksi kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau Komite yang bertanggung jawab untuk menjalankan fungsi nominasi.

Sebagaimana diatur dalam Anggaran Dasar Perusahaan, pemegang saham mempunyai hak istimewa untuk mengusulkan kandidat anggota Direksi dan anggota Dewan Komisaris dalam hal ini adalah PT Pelabuhan Indonesia (Persero).

Kemudian kandidat anggota Direksi Pelindo TPK yang diajukan oleh PT Pelabuhan Indonesia (Persero) dalam RUPS, dapat berasal dari:

1. Anggota Direksi Perusahaan Anggota *Holding*, Anak Perusahaan Anggota *Holding* dan/atau Anak Perusahaan *Holding*;
2. Pejabat internal Perusahaan Anggota *Holding*, Anak Perusahaan Anggota *Holding* dan/atau Anak Perusahaan *Holding* minimal dua tingkat di bawah Direksi;
3. Sumber lain yang memiliki reputasi baik, relevan dan dapat dipertanggungjawabkan.

Dalam hal kandidat anggota Direksi yang diusulkan berasal dari internal Perusahaan, PT Pelabuhan Indonesia (Persero) akan melaksanakan *Fit and Proper Test*. Kandidat anggota Direksi yang diusulkan tersebut merupakan pemangku jabatan 1 (satu) level di bawah Direksi dan telah memenuhi persyaratan kualifikasi sesuai *assessment* yang dilakukan oleh lembaga independen.

Kemudian, PT Pelabuhan Indonesia (Persero) akan mengevaluasi seluruh kandidat yang berasal dari internal Perusahaan maupun dari luar Perusahaan, untuk selanjutnya diajukan kepada Kementerian Badan Usaha Milik Negara sebelum diusulkan dalam RUPS untuk dimintakan persetujuannya.

Kebijakan Suksesi Direksi dan Kebijakan Suksesi Manajemen Kunci

Dalam rangka menjaga kesinambungan usahanya, Pelindo TPK diharapkan memiliki pimpinan yang berkualitas dan memiliki kompetensi yang tinggi. Untuk itu, Perusahaan telah merancang kebijakan suksesi anggota Direksi guna memastikan transisi di level Direksi berjalan lancar dan berdampak positif pada kelangsungan usaha dan operasional Perusahaan.

Ketentuan mengenai usulan pengangkatan, pemberhentian dan/atau penggantian anggota Direksi kepada RUPS mengacu pada ketentuan yang dimuat dalam Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

Kebijakan Suksesi Manajemen Kunci

Kebijakan suksesi untuk manajemen kunci Perusahaan adalah sebagai berikut:

1. Direksi akan melakukan review terhadap seluruh Manajemen Kunci (BOD-1) dan memilih *talent* sebanyak 20% dari total Manajemen Kunci.
2. Parameter yang dinilai pada setiap *Talent* berupa KPI selama 3 Tahun terakhir, Capacity (Kompetensi, Learning *Agility*), *Performance (Result, Behaviour AKHLAK Values).*
3. Melakukan validasi dan kalibrasi oleh *Cluster Talent Committee.*
4. Nominated 20% terpilih dikirim masuk kedalam database Kementerian BUMN.

Disclosure of Procedures and Policies for The Nomination of The Board of Commissioners and The Board of Directors

Nomination and Election Process for the Board of Commissioners

As a state-owned business entity, the process for nominating members of the Company's Board of Commissioners is based on the provisions set forth in Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 on the Organization and Human Resources of State-Owned Enterprises.

Generally, the process of determining nominees and appointing members of the Board of Commissioners begins with the Board of Commissioners submitting candidates to the Company's General Meeting of Shareholders (GMS). The proposed candidates for the Board of Commissioners must then undergo a fit and proper test conducted by the Shareholders. The General Meeting of Shareholders will decide on the appointment of those who pass the test to ratify them as members of the Company's Board of Commissioners.

Nomination and Election Process for the Board of Directors

Meanwhile, the procedures for the appointment, dismissal, and/or replacement of members of the Board of Directors by the GMS must take into account the recommendations of the Board of Commissioners or the committee responsible for carrying out the nomination function.

As stipulated in the Company's Articles of Association, shareholders have the exclusive right to propose candidates for the Board of Directors and the Board of Commissioners; in this case, that right belongs to PT Pelabuhan Indonesia (Persero).

Candidates for the Board of Directors of Pelindo TPK proposed by PT Pelabuhan Indonesia (Persero) at the General Meeting of Shareholders may come from:

1. Members of the Board of Directors of the Company, members of the holding company, subsidiaries of the holding company, and/or subsidiaries of the holding company;
2. Internal officers of a Holding Company Member, a Subsidiary of a Holding Company Member, and/or a Subsidiary of the Holding Company that are at least two levels below the Board of Directors;
3. Other sources that are reputable, relevant, and accountable.

In the event that a proposed candidate for the Board of Directors comes from within the Company, PT Pelabuhan Indonesia (Persero) will conduct a Fit and Proper Test. The proposed candidate for the Board of Directors must hold a position one level below the Board of Directors and have met the qualification requirements as determined by an assessment conducted by an independent institution.

Subsequently, PT Pelabuhan Indonesia (Persero) will evaluate all candidates—both from within the Company and from outside the Company—and then submit them to the Ministry of State-Owned Enterprises before proposing them at the General Meeting of Shareholders (GMS) for approval.

Board of Directors Succession Policy and Key Management Succession Policy

To ensure business continuity, Pelindo TPK is expected to have qualified leaders with high competence. To that end, the Company has formulated a succession policy for Board members to ensure that transitions at the Board level proceed smoothly and have a positive impact on the Company's business continuity and operations.

Provisions regarding proposals for the appointment, dismissal, and/or replacement of Board members submitted to the GMS are based on the provisions set forth in Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 concerning the Organization and Human Resources of State-Owned Enterprises.

Key Management Succession Policy

The succession policy for the Company's key management is as follows:

1. The Board of Directors will review all Key Management (BOD-1) and select talent comprising 20% of the total Key Management.
2. The parameters assessed for each talent include KPIs over the past 3 years, capacity (competencies, learning agility), and performance (results, behavior aligned with AKHLAK Values).
3. Validation and calibration will be conducted by the Talent Cluster Committee.
4. The selected 20% of nominees will be submitted to the Ministry of State-Owned Enterprises' database.