

- c. Melaksanakan Tugas Dewan Komisaris terkait dengan pelaksanaan RUPS
1. Membahas jadwal dan agenda RUPS Tahunan Tahun Buku 2021.
  2. Membuat Laporan Tugas Pengawasan Dewan Komisaris Tahun Buku 2021.
  3. Membahas dan mengusulkan Kantor Akuntan Publik (KAP) yang akan melakukan Audit Umum atas Laporan Keuangan Konsolidasian Perseroan Tahun Buku 2022, Audit Umum atas Laporan Keuangan Program Kemitraan dan Bina Lingkungan Perseroan Tahun Buku 2022, Audit Kepatuhan terhadap Peraturan Perundang-undangan dan Pengendalian Internal Tahun 2022, dan Evaluasi Kinerja Perseroan Tahun Buku 2022 yang berakhir pada 31 Desember 2022 dan *Key Performance Indicator (KPI)* yang telah ditetapkan Dewan Komisaris.
  4. Membahas dan mengusulkan Penghasilan Direksi dan Dewan Komisaris PGN Tahun 2022 dan Tantiem Tahun Buku 2021.
  5. Membahas dan mengusulkan Penggunaan Laba Bersih Tahun Buku 2021.
  6. Membahas Rekomendasi Top Talent Calon Direksi PGN.
  7. Menindaklanjuti hasil keputusan RUPS Tahunan Tahun Buku 2021.

## PROSEDUR PENETAPAN REMUNERASI DEWAN KOMISARIS

Penetapan remunerasi bagi Dewan Komisaris mengacu kepada Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara sebagaimana terakhir diubah dengan Peraturan Menteri BUMN No. PER-13/MBU/09/2021 tentang Perubahan Keenam atas Peraturan Menteri BUMN tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN ("Peraturan Menteri BUMN tentang Pedoman Penetapan Penghasilan"). Adapun prosedur penetapan remunerasi Dewan Komisaris adalah sebagai berikut:

- a. Komite Nominasi dan Remunerasi GCG melakukan kajian remunerasi bagi Dewan Komisaris.
- b. Komite Nominasi dan Remunerasi GCG menyusun rekomendasi remunerasi bagi Dewan Komisaris.
- c. Komite Nominasi dan Remunerasi GCG menyampaikan kepada Dewan Komisaris usulan remunerasi bagi Dewan Komisaris.
- d. Dewan Komisaris melakukan pembahasan atas usulan Komite Nominasi dan Remunerasi GCG.
- e. Dewan Komisaris mengusulkan remunerasi bagi Dewan Komisaris kepada PT Pertamina (Persero) selaku Kuasa Pemegang Saham Seri A Dwiwarna.
- f. Menteri BUMN selaku Pemegang Saham Seri A Dwiwarna mengevaluasi dan memberikan persetujuan tertulis atas remunerasi bagi Dewan Komisaris.

- c. Performing Duties of BOC related to Organization of GMS
1. Discussing the schedule and agenda of the Annual GMS for Fiscal Year 2021.
  2. Preparing BOC Supervisory Duty Report for Fiscal Year 2021.
  3. Discussing and proposing the Public Accounting Firm that will conduct a General Audit on the Consolidated Financial Statements of the Corporation for Fiscal Year 2022, General Audit on the Financial Report of Partnership and Community Development Program for Fiscal Year 2022, Audit on Compliance with Laws and Regulations and Internal Control in 2022, and Evaluation of Corporation Performance for 2022 Fiscal Year ended on December 31, 2022 and Key Performance Indicator stipulated by BOC.
  4. Discussing and proposing the Remuneration for BOD and BOC of PGN for 2022 and Tantiem for Fiscal Year 2021.
  5. Discussing and proposing Utilization of Net Profit of Fiscal Year 2021.
  6. Discussing Recommendation on Top Talent for BOD Candidates of PGN.
  7. Following up the resolutions of the Annual GMS for 2021 Fiscal Year.

## PROCEDURES FOR DETERMINATION OF BOC REMUNERATION

BOC's remuneration is determined based on the Regulation of Minister of State Owned Enterprises Number PER-04/MBU/2014 on Guidelines for Determining Remuneration of the Board of Directors, Board of Commissioners, and Board of Supervisors of State Owned Enterprises as last amended by Regulation of Minister of State Owned Enterprises Number PER-13/MBU/09/2021 on the Sixth Amendment to the Regulation of Minister of State Owned Enterprises on Guidelines for Determining Remuneration of the Board of Directors, Board of Commissioners, and Board of Supervisors of State Owned Enterprises ("Regulation of Minister of State Owned Enterprises on Guidelines for Determining Remuneration"). Procedures for remuneration determination for BOC are as follows:

- a. GCG Nomination and Remuneration Committee conducted a study on remuneration for BOC.
- b. GCG Nomination and Remuneration Committee drafted recommendation on remuneration for BOC.
- c. GCG Nomination and Remuneration Committee submitted the proposal of remuneration for BOC.
- d. BOC discussed the proposal of GCG Nomination and Remuneration Committee.
- e. BOC proposed the remuneration for BOC to PT Pertamina (Persero) as the Proxy of A Series Dwiwarna Shareholder.
- f. The Minister of SOEs as the A Series Dwiwarna shareholder evaluated and granted written approval of the remuneration for the Board of Commissioners.

RUPS Tahunan Tahun Buku 2021 yang dilaksanakan pada 27 Mei 2022 memberikan wewenang dan kuasa kepada Pemegang Saham Seri A Dwiwarna untuk menetapkan besaran tantiem tahun buku 2021, dan gaji/honorarium, tunjangan, fasilitas, dan insentif lainnya untuk tahun buku 2022. RUPS juga memberikan wewenang dan kuasa kepada Dewan Komisaris Perseroan dengan terlebih dahulu mendapatkan persetujuan tertulis dari Pemegang Saham Seri A Dwiwarna untuk menetapkan besarnya tantiem tahun buku 2021, dan gaji/honorarium, tunjangan, fasilitas, dan insentif lainnya untuk tahun buku 2022.

## STRUKTUR REMUNERASI DEWAN KOMISARIS

Pemberian remunerasi kepada setiap anggota Dewan Komisaris untuk tahun buku 2021 telah dilaksanakan berdasarkan Keputusan RUPS Tahunan Tahun Buku 2021 tanggal 27 Mei 2022 dan persetujuan tertulis Menteri BUMN No. SR-19/Wk1.MBU.A/07/2022 tanggal 26 Juli 2022 perihal Penetapan Penghasilan Direksi dan Dewan Komisaris PT Perusahaan Gas Negara Tbk Tahun 2022, serta Surat Dewan Komisaris Nomor: 44P/SKEL.00/D-KOM/2022 tanggal 27 Juli 2022 perihal Penetapan Penghasilan Direksi dan Dewan Komisaris PGN Tahun Buku 2022 dan Tantiem Tahun Buku 2021.

Adapun Struktur Remunerasi Dewan Komisaris Tahun 2022 adalah sebagai berikut:

## STRUKTUR REMUNERASI DEWAN KOMISARIS TAHUN 2022 BOC's Remuneration Structure 2022

Komponen Components	Ketetapan Decisions	
	Komisaris Utama President Commissioner	Komisaris Lainnya Other Commissioners
Honorarium Honorarium	45% dari gaji Direktur Utama 45% of President Director's salary	90% dari honorarium Komisaris Utama 90% of President Commissioner's salary
Tunjangan Allowance		
Tunjangan Hari Raya Keagamaan Religious Holiday Allowance		1x Honorarium 1x Honorarium
Asuransi Purna Jabatan Post-Employment Insurance	Premi yang ditanggung oleh Perusahaan paling banyak 25% dari honorarium dalam satu tahun Maximum premium borne by the Company is 25% of one year honorarium	
Tunjangan Transportasi Transportation Allowance	20% dari honorarium masing-masing anggota Dewan Komisaris per bulan 20% of honorarium of each BOC member per month	
Fasilitas Facilities		
Fasilitas Kesehatan Health Facility	Dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan (at cost). In the form of health insurance or compensation for medical costs (at cost).	
Fasilitas Bantuan Hukum Legal Aid Facility	Sebesar pemakaian At cost	
Tantiem Tantiem	45% dari Tantiem Direktur Utama 45% of President Director's Tantiem	90% dari Tantiem Komisaris Utama 90% of President Commissioner's Tantiem

## REMUNERASI DEWAN KOMISARIS 2022

Untuk tahun 2022, total honorarium dan tunjangan lain yang diterima oleh Dewan Komisaris adalah sebesar IDR37,1 miliar untuk 7 (tujuh) pejabat dengan rincian 5 (lima) pejabat bertugas satu tahun penuh, 1 (satu) pejabat berhenti dan digantikan oleh 1 (satu) pejabat baru sejak 3 Mei 2021.

The Annual GMS for Fiscal Year 2021 held on May 27, 2022 gave authority and proxy to the A Series Dwiwarna Shareholder to determine the amount of tantième for fiscal year 2021 and salary/honorarium, allowances, facilities, and other incentives for fiscal year 2022. The GMS also gave authority and proxy to the BOC of the Corporation by first receiving a written approval from the A Series Dwiwarna Shareholder to determine the amount of tantième for fiscal year 2021 and salary/honorarium, allowances, facilities, and other incentives for fiscal year 2022.

## BOC'S REMUNERATION STRUCTURE

Every member of the BOC received remuneration for fiscal year 2021 based on the Annual GMS Resolution of Fiscal Year 2021 on May 27, 2022, a written approval of Minister of State-Owned Enterprises Number SR-19/Wk1.MBU.A/07/2022 dated July 26, 2022 on Determination of Remuneration for the BOD and BOC of PGN for 2022, and Letter of the BOC Number 44P/SKEL.00/D-KOM/2022 dated July 27, 2022 on Determination of Remuneration for the BOD and BOC of PT Perusahaan Gas Negara Tbk for Fiscal Year 2022 and Tantiem for Fiscal Year 2021.

Structure of Remuneration for BOC Members for 2022 is as follows:

## BOC'S REMUNERATION 2022

In 2022, total honorariums as well as other allowances earned by Board of Commissioners amounted to IDR 37.1 billion for seven Commissioners with details as follow: five Commissioners worked for one year, one Commissioner was replaced and one Commissioner was appointed starting on May 3, 2021.

## PROSEDUR DAN DASAR PENETAPAN REMUNERASI DIREKSI

### PROSEDUR PENETAPAN REMUNERASI DIREKSI

Penetapan Remunerasi bagi Direksi dan Dewan Komisaris mengacu kepada Peraturan menteri BUMN No.PER-04/MBU/2014 Tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas Badan Usaha Milik Negara sebagaimana terakhir diubah dengan Peraturan Menteri BUMN No.PER-13/MBU/09/2021 Tentang Perubahan Keenam atas Peraturan Menteri BUMN Tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN ("Peraturan Menteri BUMN Tentang Pedoman Penetapan Penghasilan").

Penetapan remunerasi Direksi memiliki prosedur penetapan sebagai berikut:

- a. Komite Nominasi dan Remunerasi GCG melakukan kajian remunerasi bagi Direksi.
- b. Komite Nominasi dan Remunerasi GCG menyusun rekomendasi remunerasi bagi anggota Direksi.
- c. Komite Nominasi dan Remunerasi GCG menyampaikan kepada Dewan Komisaris usulan remunerasi bagi anggota Direksi.
- d. Dewan Komisaris melakukan pembahasan atas usulan Komite Nominasi dan Remunerasi GCG.
- e. Dewan Komisaris mengusulkan remunerasi bagi Direksi kepada Menteri BUMN selaku Pemegang Saham Seri A Dwiwarna.
- f. Menteri BUMN selaku Pemegang Saham Seri A Dwiwarna mengevaluasi dan memberikan persetujuan tertulis atas remunerasi bagi Direksi.

RUPS Tahunan Tahun Buku 2021 yang dilaksanakan pada 27 Mei 2022 memberikan wewenang dan kuasa kepada Pemegang Saham Seri A Dwiwarna untuk menetapkan besaran tantiem tahun buku 2021, dan gaji/honorarium, tunjangan, fasilitas, dan insentif lainnya untuk tahun buku 2022. RUPS juga memberikan wewenang dan kuasa kepada Dewan Komisaris Perseroan dengan terlebih dahulu mendapatkan persetujuan tertulis dari Pemegang Saham Seri A Dwiwarna untuk menetapkan besarnya tantiem tahun buku 2021, dan gaji/honorarium, tunjangan, fasilitas, dan insentif lainnya untuk tahun buku 2022.

### INDIKATOR UNTUK PENETAPAN REMUNERASI DIREKSI

Dalam perumusan indikator remunerasi Direksi, Komite Nominasi dan Remunerasi GCG melakukan kajian terkait kesesuaian jenis dan tingkat remunerasi berdasarkan pencapaian kinerja, analisis perbandingan dengan jenis dan tingkat remunerasi perusahaan sejenis dan aturan terkait remunerasi yang berlaku bagi BUMN.

## PROCEDURES AND BASIS FOR DETERMINATION OF BOD REMUNERATIONS

### PROCEDURES FOR DETERMINATION OF BOD REMUNERATIONS

The determination of remuneration for the Board of Directors and Board of Commissioners refers to the Regulation of Minister of SOEs Number PER-04/MBU/2014 on Guidelines for Determining Income for the Board of Directors, Board of Commissioners and Board of Supervisors of SOEs, as last amended by the Regulation of Minister of SOEs Number PER-13/MBU/09/2021 on the Sixth Amendment to the Regulation of the Minister of SOEs on Guidelines for Determining Income for the Board of Directors, Board of Commissioners and Board of Supervisors of SOEs ("Regulation of Ministry of SOEs on Guidelines for Determining Income").

The procedure for determination of remuneration for the Board of Directors is as follow:

- a. The GCG Remuneration and Nomination Committee reviews the remuneration of the Directors.
- b. The GCG Remuneration and Nomination Committee prepares remuneration recommendations for members of the Board of Directors.
- c. The GCG Remuneration and Nomination Committee submits to the Board of Commissioners the proposed remuneration for members of the Board of Directors.
- d. The Board of Commissioners discusses the recommendations of the GCG Remuneration and Nomination Committee.
- e. The Board of Commissioners proposes remuneration for the Board of Directors to the Minister of SOEs as the A Series Dwiwarna shareholder.
- f. The Minister of SOEs as the A Series Dwiwarna shareholder evaluates and grants written approval of the remuneration for the Directors.

The Annual GMS for the 2021 Fiscal Year which was held on May 27, 2022 granted authority and power to the A Series Dwiwarna Shareholders to determine the amount of tantiem for the 2021 financial year, and salaries/honorarium, benefits, facilities and other incentives for the 2022 financial year. The GMS also granted the authority and power to the Board of Commissioners of the Company by first obtaining written approval from the A Series Dwiwarna Shareholder to determine the amount of tantiem for the 2021 financial year, and salaries/honorarium, benefits, facilities and other incentives for the 2022 financial year.

### INDICATORS FOR DETERMINING REMUNERATIONS FOR BOD

In the formulation of remuneration indicators for the Board of Directors, the GCG Remuneration and Nomination Committee conducted studies related to the suitability of the type and level of remuneration based on performance achievements, comparative analysis with the type and level of remuneration of similar companies and the rules related to remuneration that apply to SOEs.

## STRUKTUR REMUNERASI DIREKSI

Adapun Struktur Remunerasi Direksi Tahun 2022 adalah sebagai berikut:

Komponen Components	Direktur Utama President Director	Direktur Lainnya Other Directors
Gaji Salary	100%	85% dari gaji Direktur Utama 85% of President Director's salary
Tunjangan   Allowance		
Tunjangan Hari Raya Keagamaan Religious Holiday Allowance		1 x gaji 1 x salary
Asuransi Purna Jabatan Retirement Allowance	Premi yang ditanggung oleh Perusahaan paling banyak 25% dari honorarium dalam satu tahun Maximum premium borne by the Company is 25% of one year honorarium	
Tunjangan Perumahan Housing Allowance	Sesuai Peraturan Menteri BUMN No.PER-13/MBU/09/2021 In accordance with Regulation of Minister of SOEs Number PER-13/MBU/09/2021	
Fasilitas   Facilities		
Kendaraan Vehicle	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	
Kesehatan Health Facility	Dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan ( <i>at cost</i> ) In the form of health insurance or reimbursement of medical expenses ( <i>at cost</i> )	
Bantuan Hukum Legal Aid	Sebesar pemakaian At cost	
Tantiem Tantiem	100%	85% dari Direktur Utama 85% of President Director

## REMUNERASI DIREKSI 2022

Untuk tahun 2022, total remunerasi yang diterima oleh Direksi adalah sebesar IDR76,3 miliar untuk 10 (sepuluh) pejabat dengan rincian 2 (dua) pejabat bertugas satu tahun penuh, 4 (empat) pejabat berhenti dan digantikan oleh 4 (empat) pejabat baru sejak 3 Mei 2021.

## RAPAT DAN KEPUTUSAN DIREKSI

POJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik serta Anggaran Dasar Perseroan mewajibkan diadakannya rapat Direksi secara berkala paling kurang 1 (satu) kali setiap bulan dan rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 bulan.

## STRUCTURE OF REMUNERATIONS FOR BOD

The Structure of Remuneration for BOD Members for 2022 is as follows:

## BOD'S REMUNERATION 2022

Throughout 2022, total honorariums as well as other allowances received by Board of Directors amounted to IDR 76.3 billions for 10 Directors with the following breakdown: two Directors worked for one year, four Directors were replaced and four Directors were appointed effectively starting on May 3, 2021.

## BOARD OF DIRECTORS MEETINGS AND DECISIONS

Regulation of the Financial Services Authority Number 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Listed Companies and the Company's Articles of Association requires to hold regular Board of Directors' meeting at least 1 (one) time per month and regular meetings of the Board of Directors and the Board of Commissioners at least 1 (one) time in 4 months.

