

SURAT KEPUTUSAN DEWAN KOMISARIS
PT DAYA INTIGUNA YASA TBK

Nomor: 008/S.KEP/DIY/VIII/2024

Tentang

**PEMBENTUKAN PEDOMAN KOMITE NOMINASI DAN
REMUNERASI
PT DAYA INTIGUNA YASA TBK**

DEWAN KOMISARIS PT DAYA INTIGUNA YASA TBK

Menimbang : a. bahwa perlu adanya suatu format nominasi bagi Direksi dan Dewan Komisaris secara transparan dan format remunerasi yang wajar berdasarkan kontribusi prestasi bagi anggota Direksi dan Dewan Komisaris PT Daya Intiguna Yasa Tbk (selanjutnya disebut "**Perseroan**");

b. bahwa karenanya telah dibentuk suatu Komite Nominasi dan Remunerasi PT Daya Intiguna Yasa Tbk berdasarkan Surat Keputusan Dewan Komisaris Nomor 007/S.KEP/DIY/VIII/2024 tentang Pembentukan Komite Nominasi dan Remunerasi PT Daya Intiguna Yasa Tbk;

c. bahwa berdasarkan ketentuan peraturan perundang-undangan yang berlaku Komite Nominasi dan Remunerasi wajib menyusun pedoman yang bersifat mengikat bagi setiap anggota Komite Nominasi dan Remunerasi; dan

d. bahwa karenanya dipandang perlu untuk membentuk Pedoman Komite Nominasi dan Remunerasi Perseroan dan menetapkan dalam suatu Surat Keputusan Dewan Komisaris.

Mengingat : a. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas, sebagaimana telah diubah terakhir kali dengan Undang-Undang No. 6 tahun 2023 tentang Penetapan Peraturan

DECREE OF BOARD OF COMMISSIONERS OF
PT DAYA INTIGUNA YASA TBK

No: 008/S.KEP/DIY/VIII/2024

Regarding

**ESTABLISHMENT OF NOMINATION AND
REMUNERATION COMMITTEE GUIDELINE
PT DAYA INTIGUNA YASA TBK**

**BOARD OF COMMISSIONERS PT DAYA INTIGUNA
YASA TBK**

Considering : a. *whereas it is necessary to have a nomination format for the Board of Directors and Board of Commissioners in a transparent manner and a reasonable format for remuneration based on performance contributions of the members of the Board of Directors and the Board of Commissioners of PT Daya Intiguna Yasa Tbk (hereinafter referred to as the "**Company**");*

b. *that therefore a Nomination and Remuneration Committee of PT Daya Intiguna Yasa Tbk has been established based on the Decision Letter of the Board of Commissioners No. 007/S.KEP/DIY/VIII/2024 concerning the Establishment of the Nomination and Remuneration Committee of PT Daya Intiguna Yasa Tbk;*

c. *that based on the prevailing laws and regulations, the Nomination and Remuneration Committee is required to prepare binding guidelines for the members of the Nomination and Remuneration Committee; and*

d. *that therefore the Company deems it necessary to establish the Company's Nomination and Remuneration Committee Guideline and stipulate it in a Decision Letter of the Board of Commissioners.*

In view of : a. *Law No. 40 of 2007 concerning Limited Liability Company, as lastly amended by Law No. 6 of 2023 on Stipulation of Government Regulations in Lieu of*



PT DAYA INTIGUNA YASA

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Pemerintah Pengganti Undang-Undang No. 2 Tahun 2022 tentang Cipta Kerja Menjadi Undang-Undang;

Law No. 2 of 2022 on Job Creation into Law;

b. Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal, sebagaimana diubah dengan Undang-Undang No. 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan;

b. Law No. 8 of 1995 concerning Capital Market, as amended by Law No. 4 of 2023 concerning the Development and Strengthening of the Financial Sector;

c. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten Atau Perusahaan Publik; dan

c. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies; and

d. Anggaran Dasar Perseroan (sebagaimana diubah dari waktu ke waktu).

d. Articles of Association of the Company (as amended from time to time).

MEMUTUSKAN

HAS DECIDED

Menetapkan : **PEDOMAN KOMITE NOMINASI DAN REMUNERASI PT DAYA INTIGUNA YASA TBK** To enact

: **NOMINATION AND REMUNERATION COMMITTEE GUIDELINES OF PT DAYA INTIGUNA YASA TBK**

Pertama : Membentuk Pedoman Komite Nominasi dan Remunerasi Perseroan. First

: *Establishing the Nomination and Remuneration Committee Guidelines of the Company.*

Kedua : **Komposisi dan Struktur Keanggotaan** Second

: **Composition and Membership Structure**

1. Komite Nominasi dan Remunerasi terdiri dari sekurang-kurangnya 3 (tiga) orang anggota dengan ketentuan:

1. The Nomination and Remuneration Committee shall consist of at least 3 (three) members under the conditions:

a. 1 (satu) orang ketua merangkap anggota, yang merupakan Komisaris Independen; dan

a. 1 (one) Independent Commissioner who shall be the chairman and also act as a member; and

b. Anggota lainnya yang dapat berasal dari anggota Dewan Komisaris, luar Perseroan, atau jabatan manajerial di bawah Direksi yang membidangi sumber daya manusia.

b. Other members who may be any member of the Board of Commissioners and/or any person from outside of the Company, and/or any person with managerial position under the Board of Directors in charge of human resources.

2. Anggota Komite Nominasi dan Remunerasi yang berasal dari luar Perseroan wajib memenuhi syarat:

2. The Nomination and Remuneration Committee members who are from outside from the Company shall meet the following requirements:

a. Tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota

a. Must not be Affiliated with the Company, members of the Board of

Direksi, anggota Dewan Komisaris,
atau Pemegang Saham Utama
Perseroan;

b. Memiliki pengalaman terkait
Nominasi dan/atau Remunerasi;
dan

c. Tidak merangkap jabatan sebagai
anggota komite lainnya yang
dimiliki Perseroan.

3. Anggota Komite Nominasi dan
Remunerasi diangkat dan
diberhentikan berdasarkan keputusan
rapat Dewan Komisaris.

*Directors, members of the Board of
Commissioners, or the Primary
Shareholders of the Company;*

*b. Must have experience related to
Nomination and/or Remuneration;
and*

*c. Do not concurrently hold any
position as members of other
committees in the Company.*

*3. Members of the Nomination and
Remuneration Committee are
appointed and dismissed by the Board
of Commissioners based on the
resolution of Board of Commissioners'
meeting.*

Ketiga : **Masa Jabatan**

Anggota Komite Nominasi dan Remunerasi
diangkat untuk masa jabatan paling lama 5
(lima) tahun dan dapat diangkat kembali.

Third

: **Service Term**

*Members of the Nomination and
Remuneration Committee are appointed
for a maximum term of 5 (five) years and
may be re-appointed.*

Keempat : **Tugas dan Tanggung Jawab**

Dalam menjalankan fungsinya, Komite
Nominasi dan Remunerasi memiliki tugas
dan tanggung jawab antara lain sebagai
berikut:

1. Terkait dengan fungsi Nominasi:

a. Memberikan rekomendasi kepada
Dewan Komisaris mengenai:

(1) Komposisi jabatan anggota
Direksi dan/atau anggota
Dewan Komisaris;

(2) Kebijakan dan kriteria yang
dibutuhkan dalam proses
Nominasi; dan

(3) Kebijakan evaluasi kinerja bagi
anggota Direksi dan/atau
anggota Dewan Komisaris;

b. Membantu Dewan Komisaris
melakukan penilaian kinerja
anggota Direksi dan/atau anggota

Fourth

: **Duties and Responsibilities**

*In carrying out its functions, the
Nomination and Remuneration Committee
has the following duties and
responsibilities:*

1. *Related to its nomination function:*

*a. Gives recommendations to the
Board of Commissioners regarding:*

*(1) The composition of members of
the Board of Directors and/or
members of the Board of
Commissioners*

*(2) policies and criteria required in
the nomination process; and*

*(3) performance evaluation
policies for members of the
Board of Directors and/or
members of the Board of
Commissioners;*

*b. Assists the Board of
Commissioners in assessing the
performance of the members of
the Board of Directors and/or*

Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;

- c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
- d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.

2. Terkait dengan fungsi Remunerasi:

- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - (1) Struktur remunerasi;
 - (2) Kebijakan atas remunerasi; dan
 - (3) Besaran atas remunerasi;
- b. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

3. Komite wajib bertindak independen dalam melaksanakan tugasnya.

Kelima : **Tata Cara dan Prosedur Kerja**

Dalam melaksanakan tugas, tanggung jawab dan wewenangnya, Komite Nominasi dan Remunerasi akan:

1. Dalam melaksanakan fungsi Nominasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:
 - a. Menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris;

members of the Board of Commissioners using benchmarks set for the purpose of evaluation;

- c. *Gives recommendations to the Board of Commissioners on the skills development program of members of the Board of Directors and/or members of the Board of Commissioners*
- d. *Proposes candidates, who qualify as members of the Board of Directors and/or members of the Board of Commissioners, to the Board of Commissioners to be submitted at the General Meeting of Shareholders.*

2. *Related to its remuneration function:*

- a. *Recommends to the Board of Commissioners regarding:*
 - (1) Remuneration structure;*
 - (2) Remuneration policy; and*
 - (3) Remuneration amount;*
- b. *Assists the Board of Commissioners in assessing the suitability of the remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners.*

3. *The committee must act independently in carrying out its duties*

Fifth : **Working Procedures**

In exercising its duties, responsibilities and authority, the Nomination and Remuneration Committee shall:

1. *In performing its nomination function, the Nomination and Remuneration Committee must perform the following procedures:*
 - a. *Arrange the composition and nomination process of the members of the Board of Directors and/or*

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| <p>b. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>c. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>d. Menyusun program pengembangan untuk meningkatkan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>e. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham.</p> <p>2. Dalam melaksanakan fungsi Remunerasi, Komite Nominasi dan Remunerasi wajib melakukan prosedur sebagai berikut:</p> <p>a. Menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>b. Menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>c. Menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.</p> <p>3. Penyusunan struktur, kebijakan dan besaran remunerasi harus memperhatikan:</p> <p>a. Remunerasi yang berlaku pada industri sesuai dengan kegiatan</p> | <p><i>members of the Board of Commissioners;</i></p> <p><i>b. Develop the policies and criteria required in the process of nomination of candidates as members of the Board of Directors and/or members of the Board of Commissioners;</i></p> <p><i>c. Assist in the implementation of performance evaluations of members of the Board of Directors and/or members of the Board of Commissioners;</i></p> <p><i>d. Establish a skills development program for members of the Board of Directors and/or Board of Commissioners; and</i></p> <p><i>e. Review and propose eligible candidates who qualify as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted at the General Meeting of Shareholders.</i></p> <p><i>2. In performing its remuneration function, the Nomination and Remuneration Committee must perform the following procedures:</i></p> <p><i>a. Prepare the remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners;</i></p> <p><i>b. Develop the remuneration policy for members of the Board of Directors and/or members of the Board of Commissioners; dan</i></p> <p><i>c. Set the remuneration amount for members of the Board of Directors and/or members of the Board of Commissioners.</i></p> <p><i>3. In determining the structure, policy and amount of the remuneration, the following factors should be taken into account:</i></p> <p><i>a. Remuneration that applies to industries with business activities</i></p> |
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| <p>usaha perusahaan sejenis dan skala usaha dari Perseroan dalam industrinya;</p> <p>b. Tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;</p> <p>c. Target kinerja atau kinerja masing-masing anggota Direksi dan/atau anggota Dewan Komisaris; dan</p> <p>d. Keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.</p> <p>4. Struktur, kebijakan dan besaran remunerasi harus dievaluasi oleh Komite Nominasi dan Remunerasi paling kurang 1 (satu) kali dalam 1 (satu) tahun.</p> <p>5. Komite Nominasi dan Remunerasi berwenang untuk:</p> <p>a. Dengan sepengetahuan Dewan Komisaris, melakukan komunikasi secara langsung dengan Direksi, unit kerja atau pihak lain yang terkait dengan penerapan sistem nominasi dan remunerasi dalam Perseroan; dan</p> <p>b. Melalui Dewan Komisaris, meminta Direksi agar melakukan upaya-upaya yang optimal dalam penerapan sistem nominasi dan remunerasi di Perseroan.</p> <p>6. Setiap anggota Komite Nominasi dan Remunerasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.</p> <p>7. Anggota Dewan Komisaris yang menjadi Ketua atau anggota Komite Nominasi dan Remunerasi tidak diberikan penghasilan tambahan selain</p> | <p><i>and/or business scale that is similar to that of the Company;</i></p> <p><i>b. Duties, responsibilities and authority of the members of the Board of Directors and/or Board of Commissioners in relation to the achievement of the goals and performance of the Company;</i></p> <p><i>c. Performance targets and/or individual performance of each member of the Board of Directors and/or member of the Board of Commissioners; and</i></p> <p><i>d. The balance between fixed and variable allowance.</i></p> <p><i>4. The structure, policy and amount of remuneration shall be evaluated by the Nomination and Remuneration Committee at least once a year.</i></p> <p><i>5. The Nomination and Remuneration Committee is authorized to:</i></p> <p><i>a. With the knowledge of the Board of Commissioners, communicate directly with the Board of Directors, work units, or other parties involved the implementation of the nomination and remuneration system in the Company; and</i></p> <p><i>b. Through the Board of Commissioners, request the Directors to make optimal efforts in implementing the nomination and remuneration system in the Company.</i></p> <p><i>6. Every member of the Nomination and Remuneration Committee is prohibited from taking advantage of his/her office for personal gain, either directly or indirectly, from the Company's activities other than legitimate income.</i></p> <p><i>7. Any member of the Board of Commissioners who is the Chairman or a member of the Nomination and Remuneration Committee is not given</i></p> |
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penghasilan sebagai anggota Dewan Komisaris.

additional income other than income as a member of the Board of Commissioners.

Keenam : **Kebijakan Penyelenggaraan Rapat**

Sixth

: **Meeting Implementation Policy**

1. Rapat Komite Nominasi dan Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat Komite Nominasi dan Remunerasi hanya dapat diselenggarakan apabila dihadiri oleh lebih dari 1/2 (satu per dua) dari jumlah anggota Komite Nominasi dan Remunerasi dengan ketentuan Ketua Komite Nominasi dan Remunerasi hadir dalam Rapat Komite Nominasi dan Remunerasi tersebut.
3. Keputusan Rapat Komite Nominasi dan Remunerasi dilakukan berdasarkan musyawarah mufakat, dan apabila tidak tercapai, maka keputusan dianggap sah apabila disetujui oleh lebih dari 1/2 (satu per dua) jumlah anggota Komite Nominasi dan Remunerasi yang hadir.
4. Jika dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, keputusan diambil oleh Ketua Komite Nominasi dan Remunerasi.
5. Perbedaan pendapat yang terjadi dalam proses pengambilan keputusan wajib dimuat dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

1. *Nomination and Remuneration Committee Meeting shall be held regularly at least once in 4 (four) months.*
2. *Nomination and Remuneration Committee Meeting may only be held if attended by more than 1/2 (half) of the number of the Nomination and Remuneration Committee members and under the condition that the Chairman of the Nomination and Remuneration Committee is present at the Nomination and Remuneration Committee Meeting.*
3. *Resolutions of the Nomination and Remuneration Committee Meeting shall be taken based on deliberation to reach consensus, and if no consensus is reached, the resolutions are deemed valid if approved by more than 1/2 (half) of the number of Nomination and Remuneration Committee members who are present.*
4. *Where the members of the Nomination and Remuneration Committee take a vote on a proposal and there is a tie in votes, the decision is taken by the Chairman of the Nomination and Remuneration Committee.*
5. *Dissenting opinions in the decision-making process shall be recorded in the minutes of meeting stating the reasons for such dissenting opinion.*

Ketujuh : **Sistem Pelaporan Kegiatan**

Seventh

: **Activity Reporting System**

1. Komite Nominasi dan Remunerasi melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dijalankan kepada Dewan Komisaris.
2. Laporan pelaksanaan tugas, tanggung jawab, dan prosedur nominasi dan remunerasi yang dilaporkan Komite

1. *The Nomination and Remuneration Committee shall report the implementation of its duties, responsibilities and procedures of nomination and remuneration to the Board of Commissioners.*
2. *This report by the Nomination and Remuneration Committee forms part of the report on the implementation of the*



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Nominasi dan Remunerasi merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam Rapat Umum Pemegang Saham.

duties of the Board of Commissioners which is to be submitted at the General Meeting of Shareholders.

Kedelapan : **Tata Cara Penggantian Anggota**

Eighth

: **Member Replacement Procedures**

Penggantian anggota Komite Nominasi dan Remunerasi yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota Komite Nominasi dan Remunerasi dimaksud tidak dapat lagi melaksanakan fungsinya.

Replacement of any Nomination and Remuneration Committee member who is not from the Board of Commissioners must be made no later than 60 (sixty) days after such member is no longer able to perform his/her function.

Kesembilan : **Penutup**

Ninth

: **Closing**

1. Pedoman ini berlaku efektif sejak tanggal Agustus 2024;
2. Pedoman ini secara berkala akan dievaluasi untuk penyempurnaan.

1. *This Guideline is effective from August 2024;*
2. *This Guideline will be periodically evaluated for improvements.*