

KEBIJAKAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Board of Commissioners and Board of Directors Remuneration Policy

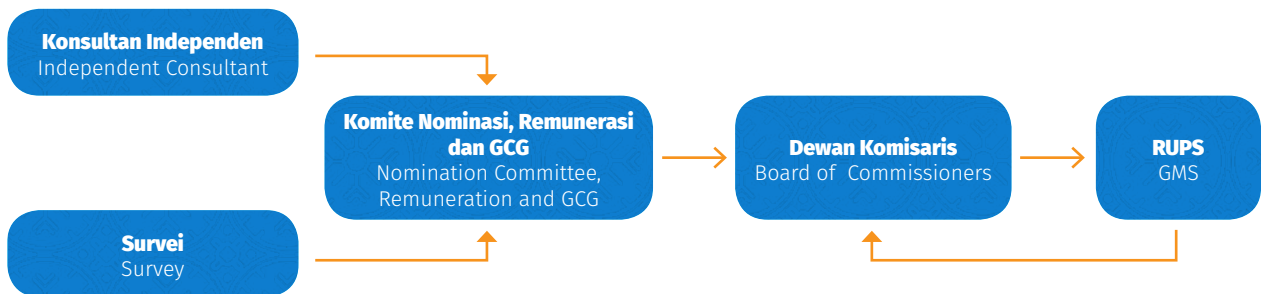
Perseroan memiliki kebijakan remunerasi bagi Dewan Komisaris dan Direksi yang telah disesuaikan dengan ketentuan yang berlaku, yaitu, Peraturan Menteri BUMN No. PER-04/MBU/2014 tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris dan Dewan Pengawas Badan Usaha Milik Negara sebagaimana terakhir diubah dengan Peraturan Menteri BUMN No. PER-12/MBU/11/2020 tentang Perubahan Kelima atas Peraturan Menteri BUMN tentang Pedoman Penetapan Penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN.

The Company has a remuneration policy for the Board of Commissioners and Board of Directors that has been adjusted to the applicable regulation, Minister of SOEs Regulation No. PER-04/MBU/2014 concerning Guidelines for Determining the Remuneration of Directors, Board of Commissioners and Supervisory Board in State-Owned Enterprises, as last amended by Minister of SOEs Regulation No. No. PER-12/MBU/11/2020 concerning the Fifth Amendment to the Minister of SOEs Regulation concerning Guidelines for Determining the Remuneration of the Directors, Board of Commissioners, and Supervisory Board of State-Owned Enterprises.

REMUNERASI DEWAN KOMISARIS DAN DIREKSI

PROSEDUR PENETAPAN REMUNERASI DEWAN KOMISARIS

Penetapan besaran remunerasi Dewan Komisaris telah ditetapkan oleh Pemegang Saham melalui RUPS dengan prosedur penetapan sebagai berikut:



1. Komite Nominasi, Remunerasi dan GCG meminta konsultan independen melakukan kajian remunerasi bagi Direksi dan Dewan Komisaris;
2. Komite Nominasi, Remunerasi dan GCG melakukan survei pasar pada perusahaan sejenis dan sekelas Perseroan;
3. Komite Nominasi, Remunerasi dan GCG memberikan rekomendasi kepada Dewan Komisaris;
4. Dewan Komisaris melakukan pembahasan atas usulan Komite Nominasi, Remunerasi dan GCG untuk kemudian diusulkan dalam RUPS;
5. Pemegang Saham melakukan pembahasan pada RUPS;
6. RUPS memberikan wewenang dan kuasa kepada Dewan Komisaris untuk menetapkan besaran remunerasi.

BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS REMUNERATION

PROCEDURE FOR DETERMINING THE BOARD OF COMMISSIONERS' REMUNERATION

The Shareholders shall determine the amount of the Board of Commissioners' remuneration through the GMS with the following determination procedures:

1. The Nomination, Remuneration and GCG Committee (NRC) requests an independent consultant conduct a remuneration review for the Board of Directors and Board of Commissioners.
2. The NRC conducts a market survey of similar companies and peer groups of the Company
3. The NRC provides recommendations to the Board of Commissioners
4. The Board of Commissioners discusses the NRC recommendations to be then proposed at the GMS.
5. The shareholders conduct discussions at the GMS
6. The GMS gives the Board of Commissioners the authority and power to determine the amount of remuneration.

PROSEDUR PENETAPAN REMUNERASI DIREKSI

Besaran remunerasi Direksi ditetapkan setiap tahun dalam RUPS. Pengkajian besaran remunerasi dilakukan oleh konsultan independen yang sudah memiliki pengalaman, mempunyai *database* yang kuat dalam menangani perusahaan sekelas Perseroan. Besaran remunerasi Direksi ditetapkan dengan memperhatikan ketentuan yang berlaku.

Perseroan menetapkan remunerasi Direksi dikaitkan dengan target pencapaian *profit*, kemampuan menjaga keberlangsungan dan pengembangan usaha WIKA. WIKA, melalui Dewan Komisaris, mempertimbangkan lima faktor utama dalam menetapkan usulan remunerasi Direksi, yakni:

1. Imbalan jasa untuk menutupi biaya-biaya yang diperlukan dalam menjalankan usaha;
2. Menghargai kompetensi dan pengalaman yang dimiliki dan dibutuhkan oleh Perseroan;
3. Ketersediaan waktu secara penuh dalam mencurahkan tenaga dan pikiran guna menjalankan tugas Perseroan;
4. Kemampuan memitigasi risiko bagi Perseroan dan memberi imbalan terhadap tindakan kedinasan yang berisiko bagi pribadinya; dan
5. Menghargai pencapaian target sesuai dengan ukuran kinerja utama (*Key Performance Indicator*) yang ditetapkan.

STRUKTUR REMUNERASI ANGGOTA DEWAN KOMISARIS DAN DIREKSI

Dewan Komisaris dan Direksi menerima remunerasi tetap dan tidak tetap. Sesuai Peraturan Menteri BUMN No. PER-04/MBU/2014 sebagaimana telah diubah dengan Peraturan Menteri BUMN No. PER-12/MBU/11/2020, struktur remunerasi Dewan Komisaris Perseroan terdiri dari:

1. Gaji/Honorarium;
2. Tunjangan;
3. Fasilitas; dan
4. Tantiem/Insentif Kinerja.

INDIKATOR PENETAPAN REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Perseroan telah menetapkan indikator yang digunakan untuk menetapkan remunerasi Dewan Komisaris dan Direksi dengan mengacu pada Peraturan Menteri BUMN No. PER-04/MBU/2014 sebagaimana telah diubah dengan Peraturan Menteri BUMN No. PER-12/MBU/11/2020 tentang pedoman penetapan penghasilan Direksi, Dewan Komisaris, dan Dewan Pengawas BUMN sebagai berikut:

1. Faktor skala usaha;
2. Faktor kompleksitas usaha;
3. Tingkat inflasi;
4. Kondisi dan kemampuan keuangan Perseroan;
5. Faktor-faktor lain yang relevan, serta tidak boleh bertentangan dengan Peraturan Perundang-undangan.

PROCEDURE FOR DETERMINING THE BOARD OF DIRECTORS' REMUNERATION

The Board of Directors' remuneration is determined annually in the GMS. The remuneration assessment is conducted by experienced independent consultants using a strong database for companies in the same class as the Company. The amount of remuneration for Board of Directors is determined by taking into account applicable regulations.

The Company determines the Board of Directors' remuneration based on the achievement of the profit target, ability to maintain sustainability and develop WIKA's business. WIKA, through the Board of Commissioners, considers five main factors in determining the Board of Directors remuneration, namely:

1. Compensation to cover costs needed to run a business;
2. Appreciation for the competence and experience possessed and needed by the Company;
3. The full availability of time in devoting energy and thought to conducting the Company's duties;
4. The ability to mitigate risks for the Company, and rewards for personal actions that pose a risk to the person; and
5. Appreciation for the achievement of KPI targets set.

MEMBERS OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS REMUNERATION STRUCTURE

The Board of Commissioners and Board of Directors receive fixed and non-fixed remuneration. In accordance with Minister of SOEs Regulation No. PER-04/MBU/2014, as amended by Minister of SOEs Regulation No. 12/MBU/11/2020, the Board of Commissioners' remuneration structure consists of:

1. Salary/Honorarium;
2. Allowances;
3. Facilities; and
4. Tantiem/incentives.

BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS REMUNERATION INDICATORS

The Company refers to Ministry of SOEs Regulation No. PER-04/MBU/2014 as amended by Ministry of SOEs Regulation No. PER-12/MBU/11/2020 concerning guidelines for determining the remuneration of the Board of Directors, Board of Commissioners, and Supervisory Board in SOEs, which are as follows:

1. Business scale factors;
2. Business complexity factors;
3. Inflation rate;
4. The Company's condition and financial capability;
5. Other relevant factors that do not conflict with statutory regulations.

Remunerasi Dewan Komisaris dan Direksi mengacu pada indikator-indikator sebagai berikut:

1. Remunerasi diberikan dalam hal perusahaan memperoleh keuntungan dalam tahun buku yang bersangkutan;
2. Remunerasi diberikan dengan mengacu pada perkembangan pasar industri konstruksi;
3. Remunerasi diberikan melalui hasil pengukuran kinerja Dewan Komisaris dan Direksi yang sesuai dengan tugas dan tanggung jawab;
4. Kinerja keuangan dan pencapaian *Key Performance Indicator (KPI)* Perseroan;
5. Prestasi kerja individu;
6. Kewajaran dengan *peer* perseroan lainnya;
7. Pertimbangan sasaran dan strategi jangka panjang Perseroan;
8. Besaran remunerasi yang diterima adalah:
 - a. Komisaris Utama 45% dari remunerasi Direktur Utama;
 - b. Anggota Dewan Komisaris 90% dari remunerasi Komisaris Utama;
 - c. Direktur Utama 100%;
 - d. Anggota Direksi lainnya 85% dari Direktur Utama.

The Board of Commissioners and Board of Directors Remuneration refers to the following indicators:

1. Remuneration is given in the event that the Company makes a profit in the relevant fiscal year;
2. Remuneration is given with reference to the development of the construction industry market;
3. Remuneration is given after reviewing the Board of Commissioners and Board of Directors performance results in performing their duties and responsibilities;
4. The financial performance and achievement of the Company's Key Performance Indicators (KPI);
5. Individual work performance;
6. Fairness with other corporate peers;
7. Consideration of the Company's long-term goals and strategies;
8. The remuneration received is:
 - a. President Commissioner 45% of the President Director's remuneration;
 - b. Other members of the Board of Commissioners 90% of President Commissioner;
 - c. President Director 100%;
 - d. Other members of the Board of Directors 85% of President Director.

Struktur Remunerasi Dewan Komisaris Board of Commissioners' Remuneration Structure

Gaji Dewan Komisaris

- Komisaris Utama 45% dari gaji Direktur Utama
- Komisaris 90% dari honorarium Komisaris Utama

Board of Commissioners' Salary

- President Commissioner 45% of the President Director's salary
- Other Commissioners 90% of President Commissioner honorarium

Tunjangan Dewan Komisaris

- Tunjangan Hari Raya diberikan sebesar 1 (satu) kali honorarium
- Tunjangan Transportasi diberikan sebesar 20% dari honorarium
- Asuransi Purna Jabatan diberikan selama menjabat. Premi asuransi 25% dari honorarium dalam satu tahun

Board of Commissioners' Allowances

- Hari Raya allowance - 1 (one) time honorarium
- Transportation Allowance - 20% of honorarium
- Pension Insurance during the term of office. Insurance premium 25% of the honorarium in one year

Struktur Remunerasi Direksi Board of Directors' Remuneration Structure

Gaji Direksi

- Direktur Utama sebesar 100%
- Direksi lainnya 85% dari Gaji Direktur Utama

Board of Directors' Salary

- President Director 100%
- Other Directors 85% of President Director

Tunjangan Direksi

- Tunjangan Hari Raya diberikan sebesar 1 (satu) kali Gaji
- Tunjangan Perumahan diberikan sebesar 40% dari Gaji dengan ketentuan maksimal sebesar Rp27.500.000
- Asuransi Purna Jabatan diberikan selama menjabat, Premi asuransi 25% dari Gaji dalam satu tahun

Board of Directors' Allowances

- Hari Raya allowance - 1 (one) time salary
- Housing allowance - 40% of the salary with a maximum of Rp27,500,000
- Pension Insurance during the term of office. Insurance premium 25% of salary in one year

Struktur Remunerasi Dewan Komisaris

Board of Commissioners' Remuneration Structure

Fasilitas Dewan Komisaris

- Fasilitas kesehatan diberikan dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan. Fasilitas kesehatan diberikan kepada anggota Dewan Komisaris serta suami/isteri dan maksimal 3 (tiga) orang anak yang belum mencapai usia 25 (dua puluh lima) tahun dengan ketentuan apabila anak yang belum berusia 25 (dua puluh lima) tahun tersebut pernah menikah atau bekerja maka yang bersangkutan tidak berhak mendapatkan fasilitas kesehatan
- Fasilitas bantuan hukum kepada anggota Dewan Komisaris diberikan dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatan anggota Dewan Komisaris yang berkaitan dengan maksud dan tujuan serta kegiatan usaha Perseroan

Board of Commissioners' Facilities

- Health facilities are provided through health insurance or reimbursement of medical expenses. Health facilities are given to members of the Board of Commissioners as well as their spouses and a maximum of 3 (three) children who have not reached the age of 25 (twenty five) years, provided that the child who is not yet 25 (twenty five) years old, provided the children are not married or working then the person concerned is not entitled to health facilities.
- Legal assistance facilities for members of the Board of Commissioners in the event of actions / deeds occurring for and on behalf of the member of the Board of Commissioners related to the aims and objectives and the Company's business activities.

Tantiem/Insentif Kinerja Dewan Komisaris

Penetapan tantiem mempertimbangkan peningkatan kinerja dan kemampuan perusahaan

Board of Commissioners' Tantiem / Performance Incentives

The tantiem considers the company's performance and capability improvement.

*based on PER-12-MBU-11-2020

Struktur Remunerasi Direksi

Board of Directors' Remuneration Structure

Fasilitas Direksi

- Fasilitas Kesehatan, diberikan dalam bentuk asuransi kesehatan atau penggantian biaya pengobatan
- Fasilitas Kendaraan, diberikan 1 (satu) unit kendaraan dinas beserta biaya pemeliharaan dan operasional
- Fasilitas bantuan hukum, diberikan dalam hal terjadi tindakan/perbuatan untuk dan atas nama jabatan anggota Direksi yang berkaitan dengan maksud dan tujuan serta kegiatan usaha Perseroan

Board of Directors' Facilities

- Health facilities, provided in the form of health insurance or reimbursement of medical expenses.
- Vehicle facilities, for 1 (one) official vehicle together with maintenance and operational costs.
- Legal aid facility, provided in the event of actions / deeds occurring for and on behalf of the position of a member of the Board of Directors related to the aims and objectives as and the Company's business activities.

Tantiem/Insentif Kinerja Direksi

Penetapan tantiem mempertimbangkan peningkatan kinerja dan kemampuan perusahaan

Board of Directors' Tantiem / Performance Incentives

The tantiem considers the company's performance and capability improvement.

*based on PER-12-MBU-11-2020

TRANSPARANSI REMUNERASI DEWAN KOMISARIS DAN DIREKSI TAHUN 2020

Transparansi mengenai remunerasi bagi Dewan Komisaris dan Direksi di sepanjang tahun 2020 dapat dilihat melalui tabel di bawah ini:

Remunerasi Dewan Komisaris Tahun 2020

Board of Commissioners' Remuneration 2020

Nama Name	Jabatan Position	Remunerasi Bulanan (Dalam 1 Tahun) Monthly Remuneration (In 1 Year)		THR Feast Day Allowance	Tantiem Tahun Buku 2019 (Bersih) Fiscal Year 2019 Tantiem (Net)	Remunerasi Total 2020 Total 2020 Remuneration
		Honorarium	Tunjangan Transportasi Transportation Allowance			
Jarot Widyoko*	Komisaris Utama President Commissioner	661.500.000	132.300.000	-	-	793.800.000
Edy Sudarmanto	Komisaris Commissioner	1.020.600.000	204.120.000	-	1.003.962.900	2.228.682.900

TRANSPARENCY OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS REMUNERATION IN 2020

Transparency regarding remuneration for the Board of Commissioners and Board of Directors in 2020 can be seen in the table below:

Remunerasi Dewan Komisaris Tahun 2020

Board of Commissioners' Remuneration 2020

Nama Name	Jabatan Position	Remunerasi Bulanan (Dalam 1 Tahun) Monthly Remuneration (In 1 Year)		THR Feast Day Allowance	Tantiem Tahun Buku 2019 (Bersih) Fiscal Year 2019 Tantiem (Net)	Remunerasi Total 2020 Total 2020 Remuneration
		Honorarium	Tunjangan Transportasi Transportation Allowance			
Firdaus Ali*	Komisaris Commissioner	595.350.000	119.070.000	-	-	714.420.000
Satya Bhakti Parikesit	Komisaris Commissioner	1.020.600.000	204.120.000	-	892.411.467	2.117.131.467
Suryo Hapsoro Tri Utomo	Komisaris Independen Independent Commissioner	1.020.600.000	204.120.000	-	1.338.617.201	2.563.337.201
Adityawarman*	Komisaris Independen Independent Commissioner	595.350.000	119.070.000	-	-	714.420.000
Harris Arthur Hedar*	Komisaris Independen Independent Commissioner	595.350.000	119.070.000	-	-	714.420.000

*) Menjabat sejak 8 Juni 2020

THR Direksi dan Komisaris tahun 2020 disalurkan untuk bantuan penanggulangan COVID-19

*) Served since June 8, 2020

The Directors and Commissioners THR in 2020 was distributed as assistance for overcoming COVID-19

Remunerasi Direksi Tahun 2020

Board of Directors' Remuneration 2020

Nama Name	Jabatan Position	Remunerasi Bulanan (Dalam 1 Tahun) Monthly Remuneration (In 1 Year)		THR Feast Day Allowance	Tantiem Tahun Buku 2019 (Bersih) Fiscal Year 2019 Tantiem (Net)	Remunerasi Total 2020 Total 2020 Remuneration
		Honorarium	Tunjangan Perumahan Transportation Allowance			
Agung Budi Waskito**	Direktur Utama President Director	2.362.500.000	330.000.000	-	2.809.443.507	5.501.943.507
Mursyid*	Direktur <i>Human Capital</i> dan Pengembangan Director of Human Capital and Development	1.323.000.000	192.500.000	-	-	1.515.500.000
Ade Wahyu	Direktur Keuangan Director of Finance	2.142.000.000	330.000.000	-	2.575.323.215	5.047.323.215
Rudy Hartono*	Direktur QHSE Director of QHSE	1.249.500.000	192.500.000	-	-	1.442.000.000
Hananto Aji*	Direktur Operasi I Director of Operations I	1.249.500.000	192.500.000	-	-	1.442.000.000

Remunerasi Direksi Tahun 2020

Board of Directors' Remuneration 2020

Nama Name	Jabatan Position	Remunerasi Bulanan (Dalam 1 Tahun) Monthly Remuneration (In 1 Year)		THR Feast Day Allowance	Tantiem Tahun Buku 2019 (Bersih) Fiscal Year 2019 Tantiem (Net)	Remunerasi Total 2020 Total 2020 Remuneration
		Honorarium	Tunjangan Perumahan Transportation Allowance			
Harum Akhmad Zuhdi*	Direktur Operasi II Director of Operations II	1.249.500.000	192.500.000	-	-	1.442.000.000
Sugeng Rochadi*	Direktur Operasi III Director of Operations III	1.249.500.000	192.500.000	-	-	1.442.000.000

*) Menjabat sejak 8 Juni 2020

**) Menjabat sebagai Direktur Utama sejak 8 Juni 2020, sebelumnya menjabat sebagai Direktur

THR Direksi dan Komisaris tahun 2020 disalurkan untuk bantuan penanggulangan COVID-19

*) Served since June 8, 2020

**) Served as President Director since June 8, 2020, previously served as Director

The Directors and Commissioners THR in 2020 was distributed as assistance for overcoming COVID-19

Jumlah Remunerasi Total Remuneration	Jumlah Dewan Komisaris Total Commissioners	Jumlah Direksi Total Directors
Di atas Rp2 miliar Above Rp2 billion	3	2
Di atas Rp1 miliar-Rp2 miliar Above Rp1 billion until Rp2 billion	0	5
Di atas Rp500 juta-Rp1 miliar Above Rp500 million until Rp1 billion	4	0
Rp500 juta ke bawah Below Rp500 million	0	0

BONUS KINERJA

Pemberian Tantiem/Insentif Kinerja bagi Direksi dan Dewan Komisaris diatur dalam Peraturan Menteri BUMN No. PER-04/MBU/2014 sebagaimana telah diubah dengan Peraturan Menteri BUMN No. PER-12/MBU/11/2020, ketentuannya sebagai berikut:

- Tantiem/Insentif Kinerja dapat diberikan kepada Direksi dan Dewan Komisaris apabila:
 - Realisasi nilai tingkat kesehatan paling rendah 70;
 - Capaian KPI paling rendah sebesar 80% (delapan puluh persen);
 - Opini yang diterbitkan oleh auditor adalah paling sedikit Wajar Dengan Pengecualian (WDP);
 - Kondisi perusahaan tidak semakin merugi dari tahun sebelumnya untuk perusahaan dalam kondisi rugi, atau perusahaan tidak menjadi rugi dari sebelumnya dalam kondisi untung. Kerugian tersebut tidak memperhitungkan faktor di luar pengendalian Direksi.

PERFORMANCE BONUS

Tantiem/performance incentives for the Board of Directors and Board of Commissioners is regulated in SOE Ministerial Regulation No. PER-04/MBU/2014 as amended by Minister of SOE Regulation No. PER-12/MBU/11/2020, with the following conditions:

- Tantiem/incentives can be given to the Board of Directors and Board of Commissioners if:
 - Health level is not below 70; or
 - The lowest KPI achievement is 80% (eighty percent);
 - The auditor's opinion is at a minimum Fair With Exceptions (WDP);
 - The Company does not incurred more losses than the previous year if the Company was in a loss condition, or the Company does not incur a loss from the previous year's profitable condition. Losses do does not take into account factors beyond the control of the Board of Directors.