pengembangan kapabilitas sepanjang tahun 2025 dirancang untuk meningkatkan ketajaman manajerial dalam pengelolaan organisasi secara profesional. Rincian mengenai partisipasi dan jenis pelatihan yang diikuti oleh anggota Direksi tersaji sebagai berikut:

challenges. The implementation of competency development throughout 2025 is designed to enhance managerial capability in managing the organization in a professional manner. Details regarding participation and the types of training attended by members of the Board of Directors are presented as follows:

Nama Name	**Kegiatan Pelatihan** Training Activity	**Waktu Pelatihan** Training Period	**Penyelenggara** Organizer
Guntar P. M. Siahaan	Chief Risk Officer School	2 Mei 2025 s/d 16 Juli 2025 May 2, 2025 – July 16, 2025	BP BUMN State-Owned Enterprises Agency (SOE Agency)
Raisha Syarfuan	Qualified Risk Governance Professional	1 Desember 2025 s/d 4 Desember 2025 December 1 – 4, 2025	PPM
	Strategic HC Directors Certificate Program	10 Desember 2025 s/d 12 Desember 2025 December 10 – 12, 2025	PPM
Citra Pandansari	Qualified Risk Governance Professional	1 Desember 2025 s/d 4 Desember 2025 December 1 – 4, 2025	PPA&K

Penilaian Direksi Terhadap Kinerja Komite Di Bawah Direksi

Penilaian Direksi Terhadap Kinerja Komite Di Bawah Direksi

Direksi Sarinah belum menetapkan pembentukan komite khusus untuk mendukung pelaksanaan tugas dan fungsi manajemen pada tahun 2025. Evaluasi terhadap kebutuhan pembentukan komite dilakukan secara berkala sesuai dengan perkembangan bisnis serta kompleksitas operasional perusahaan. Langkah peninjauan ini bertujuan memastikan efektivitas tata kelola dan pengambilan keputusan tetap berjalan optimal. Direksi senantiasa memantau relevansi struktur organisasi agar tetap sejalan dengan tuntutan industri terkini.

Performance Assessment of Committees Under The Board of Directors

Performance Assessment of Committees Under The Board of Directors

The Board of Directors of Sarinah has not established any dedicated committee to support the execution of management duties and functions in 2025. The evaluation of the need for committee formation is conducted periodically in line with business developments and the complexity of the Company’s operations. This review process is intended to ensure that governance effectiveness and decision-making processes remain optimal. The Board of Directors continuously monitors the relevance of the organizational structure to ensure alignment with current industry requirements.

Nominasi dan Remunerasi Direksi dan Dewan Komisaris

Nomination and Remuneration of the Board of Directors and Board of Commissioners

Kebijakan Nominasi Anggota Dewan Komisaris dan Direksi

Sarinah menetapkan kebijakan nominasi sebagai panduan komprehensif untuk mengidentifikasi kandidat terbaik pada jabatan strategis Perusahaan. Kebijakan ini mencakup kriteria seleksi ketat serta proses pencalonan transparan guna menjamin kompetensi, integritas, dan pengalaman yang relevan. Langkah tersebut menjadi pilar utama dalam membangun struktur kepemimpinan yang profesional dan berintegritas tinggi.

Proses nominasi anggota Dewan Komisaris dan Direksi merujuk pada ketentuan PT Aviasi Pariwisata Indonesia (Persero) selaku pemegang saham pengendali. Seluruh tahapan mulai dari persyaratan kualifikasi hingga penetapan anggota diatur secara rinci dalam Anggaran Dasar serta peraturan perundang-undangan

Nomination Policy for Members of The Board of Commissioners and The Board of Directors

Sarinah establishes a nomination policy as a comprehensive guideline for identifying the best candidates for strategic positions within the Company. This policy includes strict selection criteria and a transparent nomination process to ensure competence, integrity, and relevant experience. This approach serves as a key pillar in building a professional and highly integrity-driven leadership structure.

The nomination process for members of the Board of Commissioners and the Board of Directors refers to the provisions of PT Aviasi Pariwisata Indonesia (Persero) as the controlling shareholder. All stages, from qualification requirements to the appointment of members, are governed in detail under the Articles of Association terkait lainnya. Prosedur formal ini memastikan setiap penunjukan pejabat senantiasa memenuhi standar tata kelola yang berlaku.

and other applicable laws and regulations. This formal procedure ensures that every appointment of an official consistently complies with prevailing governance standards.

Prosedur Penetapan Remunerasi

Sarinah menjalankan prosedur remunerasi sebagai mekanisme penetapan kompensasi bagi karyawan, Direksi, dan manajemen eksekutif dengan berpedoman pada UUPT. Landasan hukum ini disinergikan dengan Keputusan Pemegang Saham mengenai penetapan remunerasi tahun buku terkait yang mengatur gaji, uang jasa, serta tunjangan lainnya. Seluruh komponen remunerasi bagi Dewan Komisaris dan Direksi ditetapkan secara transparan berdasarkan rekomendasi RUPS, mencakup honorarium, tunjangan, fasilitas, hingga tantiem atau insentif kinerja. Kebijakan ini memastikan pemberian apresiasi dilakukan secara proporsional sesuai dengan tanggung jawab dan kontribusi terhadap pencapaian target strategis Perusahaan.

Remuneration Determination Procedures

Sarinah implements remuneration procedures as a mechanism for determining compensation for employees, the Board of Directors, and executive management, guided by UUPT. This legal basis is aligned with the Shareholders' Resolution on the determination of remuneration for the relevant fiscal year, which regulates salaries, honoraria, and other benefits. All remuneration components for the Board of Commissioners and the Board of Directors are determined transparently based on the General Meeting of Shareholders (GMS) recommendations, covering honoraria, allowances, facilities, and performance-based bonuses (tantiem). This policy ensures that compensation is provided proportionally in accordance with responsibilities and contributions to achieving the Company's strategic targets.

Indikator Penetapan Remunerasi

Pemberian remunerasi Dewan Komisaris dan Direksi mengacu kepada keputusan dari RUPS dengan memperhatikan hasil kajian yang dilakukan oleh Perusahaan. Kajian dalam penetapan remunerasi mempertimbangkan aspek seperti:

1. Pencapaian target kinerja (*Key Performance Indicator*) dan target keuangan
2. Tingkat Kesehatan perusahaan
3. Kondisi persaingan usaha pada industri sejenis (*competitiveness*)
4. Faktor-faktor lain yang relevan (*merit system*)

Remuneration Determination Indicators

The remuneration of the Board of Commissioners and the Board of Directors is determined based on the GMS resolution, taking into account the Company's internal assessment results. The remuneration framework considers the following aspects:

1. Achievement of performance targets (Key Performance Indicators) and financial targets
2. Company health level
3. Competitiveness within the industry
4. Other relevant factors (merit system)

Struktur Remunerasi

Penetapan struktur serta komponen remunerasi bagi Dewan Komisaris dan Direksi merujuk pada Keputusan Pemegang Saham PT Sarinah tertanggal 30 Agustus 2024. Dokumen hukum bernomor INJ.03.08/23/08/2024/A.0470 tersebut menjadi acuan utama dalam penentuan penghasilan manajemen untuk tahun buku 2024. Kebijakan ini memastikan bahwa kompensasi bagi tingkat kepemimpinan tertinggi selaras dengan arahan dari pemegang saham pengendali.

Employee Remuneration Structure

The determination of the remuneration structure and components for the Board of Commissioners and the Board of Directors refers to the Resolution of the Shareholders of PT Sarinah dated August 30, 2024. The legal document numbered INJ.03.08/23/08/2024/A.0470 serves as the primary reference in determining management compensation for the 2024 fiscal year. This policy ensures that compensation for the highest level of leadership is aligned with the directives of the controlling shareholder.

Perusahaan memberikan remunerasi kepada Dewan Komisaris dan Direksi dengan mengacu pada Peraturan Menteri Badan Usaha Milik Negara Nomor PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara. Komponen remunerasi tersebut meliputi gaji, tunjangan, fasilitas, serta tantiem atau insentif kinerja yang diberikan sebagai bentuk apresiasi atas pencapaian target strategis Perusahaan. Seluruh elemen kompensasi ini dirancang secara proporsional untuk menjaga motivasi dan integritas dalam pengelolaan organisasi.

The Company provides remuneration to the Board of Commissioners and the Board of Directors by referring to the Regulation of the Minister of State-Owned Enterprises No. PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises. The remuneration components include salaries, allowances, facilities, as well as tantiem or performance incentives granted as a form of appreciation for the achievement of the Company's strategic targets. All compensation elements are proportionally designed to maintain motivation and integrity in organizational management.

1. Gaji/Honorarium
   a. Gaji Direksi
      - Direktur Utama ditetapkan dengan menggunakan pedoman internal yang telah ditetapkan melalui Keputusan Pemegang Saham PT Sarinah tanggal 30 Agustus 2024 Nomor: INJ.03.08/23/08/2024/A.0470 perihal Penetapan Penghasilan Direksi dan Dewan Komisaris PT Sarinah Tahun 2024.

1. Salary/ Honorarium
   a. Board of Directors Salary
      - The President Director's salary is determined based on internal guidelines established through the Shareholders' Resolution of PT Sarinah dated August 30, 2024, No. INJ.03.08/23/08/2024/A.0470 regarding the Determination of Remuneration for the Board of Directors and the Board of Commissioners of Sarinah for the 2024 fiscal year.

- Anggota Direksi lainnya sebanyak 85% dari gaji Direktur Utama.

b. Honorarium Dewan Komisaris
- Komisaris Utama adalah sebesar 45% dari gaji Direktur Utama.
- Honorarium Anggota Dewan Komisaris adalah 90% dari honorarium Komisaris Utama.

2. Tunjangan
   a. Tunjangan Direksi
      - Tunjangan Hari Raya (THR)
      - Asuransi Purna Jabatan
      - Tunjangan Perumahan
   b. Tunjangan Dewan Komisaris
      - Tunjangan Hari Raya Keagamaan (THR)
      - Asuransi Purna Jabatan
      - Tunjangan Transportasi
3. Fasilitas
   Fasilitas yang diterima oleh Direksi terdiri dari fasilitas kendaraan, bantuan hukum, dan kesehatan. Selanjutnya untuk fasilitas bagi Dewan Komisaris meliputi fasilitas kesehatan dan bantuan hukum.
4. Tantiem/Insentif Kinerja
   Komposisi besarnya kompensasi atas kinerja bagi anggota Direksi dan Dewan Komisaris mengikuti faktor jabatan sebagai berikut:
   a. Anggota Direksi: 85% x Tantiem Direktur Utama
   b. Komisaris Utama: 45% x Tantiem Direktur Utama
   c. Anggota Komisaris: 90% x Tantiem Komisaris Utama

Penerapan pemberian tantiem, insentif, atau penghasilan lain untuk Dewan Komisaris dan Direksi tetap memperhatikan Surat BPI Danantara Nomor S-063/DI-BP/VII/2025 tanggal 30 Juli 2025 perihal Pemberian Tantiem, Insentif, dan/atau Penghasilan dalam Bentuk Lainnya kepada Direksi dan Dewan Komisaris BUMN dan Anak Usaha BUMN.

- Other members of the Board of Directors receive 85% of the President Director's salary.

b. Board of Commissioners Honorarium
- The President Commissioner receives 45% of the President Director's salary.
- Members of the Board of Commissioners receive 90% of the President Commissioner's honorarium.

2. Allowances
   a. Board of Directors Allowances
      - Religious Holiday Allowance (THR)
      - Pension Insurance
      - Housing Allowance
   b. Board of Commissioners Allowances
      - Religious Holiday Allowance (THR)
      - Pension Insurance
      - Transportation Allowance
3. Facilities
   Facilities provided to the Board of Directors include company vehicles, legal assistance, and healthcare benefits. Facilities for the Board of Commissioners include healthcare benefits and legal assistance.
4. Performance-based Incentives (Tantiem)
   The structure of performance-based incentives for members of the Board of Directors and the Board of Commissioners is determined as follows:
   a. Board of Directors: 85% × President Director's tantiem
   b. President Commissioner: 45% × President Director's tantiem
   c. Commissioners: 90% × President Commissioner's tantiem

The implementation of tantiem, incentives, or other forms of income for the Board of Commissioners and the Board of Directors continues to refer to BPI Danantara Letter No. S-063/DI-BP/VII/2025 dated July 30, 2025 concerning the Provision of Tantiem, Incentives, and/or Other Forms of Income to the Board of Directors and Board of Commissioners of SOEs and SOE Subsidiaries.

Remunerasi Dewan Komisaris dan Direksi

Pada tahun 2025, total remunerasi yang diberikan kepada Direksi sebesar Rp8.226.647.045 (delapan miliar dua ratus dua puluh enam juta enam ratus empat puluh tujuh ribu empat puluh lima Rupiah) dan total remunerasi yang diberikan kepada Dewan Komisaris beserta Organ Pendukungnya sebesar Rp5.186.751.754 (lima miliar seratus delapan puluh enam juta tujuh ratus lima puluh satu ribu tujuh ratus lima puluh empat Rupiah).

Remuneration of The Board Of Commissioners and The Board of Directors

In 2025, the total remuneration/income granted to the Board of Directors amounted to Rp8,226,647,045 (eight billion two hundred twenty six million six hundred forty seven thousand forty five Rupiah) and the total remuneration/income granted to the Board of Commissioners amounted to Rp5,186,751,754 (five billion one hundred eighty six million seven hundred fifty one thousand seven hundred fifty four Rupiah).

Kebijakan Suksesi

Sarinah tengah memperkuat fondasi organisasi melalui kebijakan suksesi yang komprehensif guna memastikan kesinambungan kepemimpinan di seluruh level. Perusahaan meyakini bahwa setiap karyawan memiliki potensi besar untuk berkembang, sehingga pengelolaan sumber daya manusia dioptimalkan secara terarah dan berkelanjutan untuk memberikan kepastian jenjang karier hingga ke tingkat manajemen puncak (*top management*). Saat ini, kebijakan tersebut sedang dalam tahap penyempurnaan agar tetap relevan dengan arah strategis perusahaan dan dinamika kebutuhan organisasi di masa depan.

Succession Policy

Sarinah continues to strengthen its organizational foundation through a comprehensive succession policy to ensure leadership continuity at all levels. The Company believes that every employee possesses strong potential for growth; therefore, human capital management is optimized in a focused and sustainable manner to provide certainty in career paths up to the top management level. Currently, the policy is undergoing refinement to ensure continued relevance with the Company's strategic direction and future organizational needs dynamics.

Dalam pelaksanaannya, pengembangan suksesi difokuskan pada penguatan pendekatan berbasis kompetensi. Program ini dirancang khusus bagi talenta internal guna mendukung kesiapan talenta dan keberlangsungan suksesi di Perusahaan. Pola rekrutmen pun diselaraskan dengan Rencana Jangka Panjang Perusahaan (RJPP), yang mencakup jalur karier reguler serta program khusus bagi calon pemimpin masa depan. Dengan mengedepankan aspek kompetensi, Sarinah memastikan bahwa setiap calon pemimpin memiliki kapasitas yang mumpuni serta nilai-nilai yang selaras dengan jati diri perusahaan melalui tahapan seleksi yang terukur dan transparan.

In its implementation, succession development is focused on strengthening a competency-based approach. This program is specifically designed for internal talents to support talent readiness and succession sustainability within the Company. Recruitment patterns are also aligned with the Company's Long-Term Plan (RJPP), covering both regular career paths and special programs for future leaders. By prioritizing competency aspects, Sarinah ensures that every prospective leader possesses strong capabilities and values aligned with the Company's identity through measurable and transparent selection stages.

Untuk menjamin terciptanya mekanisme suksesi yang kredibel, pengembangan karier dilakukan melalui lima tahapan, yaitu:
1. Menyusun profil jabatan sebagai bahan dalam penyusunan sistem pola karier yang berbasis kompetensi;
2. Menyusun pendidikan formal dan informal untuk mendukung pengembangan kompetensi karyawan;
3. Menyusun jenjang karir yang dilalui untuk memperkuat kompetensi;
4. Menyusun persyaratan dan kriteria pengembangan talenta berbasis kompetensi;
5. Adanya sistem yang kredibel untuk pola karir berbasis kompetensi.

To ensure the establishment of a credible succession mechanism, career development is carried out through five stages, namely:
1. Preparing position profiles as the basis for developing a competency-based career path system;
2. Preparing formal and informal education programs to support employee competency development;
3. Preparing career paths to strengthen competencies;
4. Preparing competency-based talent development requirements and criteria;
5. Establishing a credible competency-based career path system.

Komite Audit
Audit Committee

Komite Audit merupakan organ pendukung Dewan Komisaris dengan peran strategis dalam memastikan efektivitas fungsi pengawasan terhadap Direksi. Pembentukan komite ini bertujuan membantu Dewan Komisaris menjalankan tugas pengawasan pengelolaan perusahaan sesuai prinsip-prinsip GCG. Keberadaan organ ini menjamin setiap kebijakan manajerial tetap berada dalam koridor tata kelola yang akuntabel.

The Audit Committee is a supporting organ of the Board of Commissioners with a strategic role in ensuring the effectiveness of the supervisory function over the Board of Directors. The establishment of this committee aims to assist the Board of Commissioners in carrying out its over-sight responsibilities in accordance with Good Corporate Governance (GCG) principles. The presence of this organ ensures that all managerial policies remain within an accountable governance framework.

Komite Audit Sarinah menjalankan tugas secara independen, profesional, dan mandiri tanpa adanya afiliasi yang berpotensi menimbulkan benturan kepentingan. Anggota Komite Audit diangkat serta diberhentikan langsung oleh Dewan Komisaris berdasarkan kriteria kompetensi tertentu. Pelaporan kinerja komite dilakukan secara berkala kepada Rapat Umum Pemegang Saham (RUPS) guna menjaga transparansi pengawasan.

The Audit Committee of Sarinah performs its duties independently, professionally, and impartially, without any affiliations that may give rise to conflicts of interest. Members of the Audit Committee are appointed and dismissed directly by the Board of Commissioners based on specific competency criteria. The Committee reports its performance periodically to the General Meeting of Shareholders (GMS) to maintain transparency in oversight.

Komposisi Keanggotaan Komite Audit

Sepanjang tahun 2025, Komite Audit Sarinah terdiri dari 1 (satu) orang Ketua Komite yang merupakan anggota Dewan Komisaris dan 2 (satu) orang anggota Komite yang berasal dari pihak independen. Pengangkatan anggota Komite Audit dilaksana-kan pada tahun 2024 dan 2025 berdasarkan Surat Keputusan Dewan Komisaris No.011/DEKOM/VIII/2019 dan No. 1/DEKOM/VI/2025.

Composition of The Audit Committee

Throughout 2025, the Audit Committee of Sarinah consisted of 1 (one) Chairman, who is a member of the Board of Commissioners, and 2 (two) members from independent parties. The appointment of Audit Committee members was carried out in 2024 and 2025 based on the Decrees of the Board of Commissioners No. 011/DEKOM/VIII/2019 and No. 1/DEKOM/VI/2025.