

# DIREKSI

## BOARD OF DIRECTORS

Direksi merupakan organ perseroan yang bertugas dan bertanggung jawab secara kolegal dalam mengelola Perseroan. Tugas utama Direksi adalah bertindak dan mewakili untuk dan atas nama Perseroan. Direksi bertanggung jawab penuh dalam melaksanakan tugasnya untuk kepentingan Perseroan dalam mencapai visi dan misi.

*The Board of Directors is the Company organ that has a collegial duty and responsibility in managing the Company. The main duty of the Board of Directors is to act and represent for and on behalf of the Company. The Board of Directors is fully responsible for carrying out its duties for the benefit of the Company in achieving its vision and mission.*

Direksi juga menjadi kunci bagi keberlangsungan aktivitas serta operasional Perseroan, memastikan kinerja optimal dan nilai tambah optimal bagi Pemegang Saham. Tiap-tiap anggota Direksi dapat melaksanakan tugas dan mengambil keputusan sesuai dengan pembagian tugas dan wewenangnya.

*The Board of Directors is also the key to the continuity of the Company's activities and operations, ensuring optimal performance and optimal added value for Shareholders. Each member of the Board of Directors can carry out their duties and make decisions in accordance with the division of duties and authorities.*

### KOMPOSISI DIREKSI

Direksi terdiri dari 8 (delapan) orang dengan komposisi sebagai berikut:

### BOARD OF DIRECTORS COMPOSITION

*The Board of Directors consists of 8 (eight) members with the following composition:*

Nama Name	Jabatan Position	Dasar Pangkatan Basis of Appointment	Masa Jabatan Length of service	Periode Jabatan Terms of Office
Muhammad Awaluddin	Direktur Utama President Director	Surat Keputusan Menteri BUMN selaku Pemegang Saham PT AP II Nomor: SK-227/MBU/09/2016 tanggal 9 September 2016. <i>Minister of SOEs Decree as Shareholder of PT Angkasa Pura II No: SK-227/MBU/09/2016 dated September 9, 2016.</i>	5 (lima) tahun 5 (five) years	9 September 2016- 9 September 2021 <i>September 9, 2016- September 9, 2021</i>
Edwin Hidayat	Wakil Direktur Utama Vice President Director	Surat Keputusan Menteri BUMN selaku Rapat Umum Pemegang Saham Perusahaan Perseroan PT Angkasa Pura II Nomor SK-271/MBU/11/2019 tanggal 18 November 2019. <i>Minister of SOEs Decree as the General Meeting of Shareholders of PT Angkasa Pura II No: SK-271/MBU/11/2019 dated November 18, 2019.</i>	5 (lima) tahun 5 (five) years	18 November 2019-18 November 2024 <i>November 18, 2019- November 18, 2024</i>
Ajar Setiadi	Direktur Human Capital Director of Human Capital	Surat Keputusan Menteri BUMN nomor SK-188/MBU/08/2019 tanggal 26 Agustus 2019. <i>Minister of SOEs Decree No: SK-188/MBU/08/2019 dated August 26, 2019.</i>	5 (lima) tahun 5 (five) years	26 Agustus 2019- 26 Agustus 2024 <i>August 26, 2019- August 26, 2024</i>
Armand Hermawan	Direktur Transformasi dan Portofolio Strategis Director of Transformation and Strategic Portfolio	Surat Keputusan Menteri BUMN nomor SK-188/MBU/08/2019 tanggal 26 Agustus 2019. <i>Minister of SOEs Decree No: SK-188/MBU/08/2019 dated August 26, 2019.</i>	5 (lima) tahun 5 (five) years	26 Agustus 2019- 26 Agustus 2024 <i>August 26, 2019- August 26, 2024</i>

Nama Name	Jabatan Position	Dasar Pengangkatan Basis of Appointment	Masa Jabatan Length of service	Periode Jabatan Terms of Office
Muhamad Wasid	Direktur Operasi dan Pelayanan <i>Director of Operations &amp; Services</i>	Surat Keputusan Menteri BUMN selaku Pemegang Saham PT AP II Nomor: SK-67/MBU/03/2020 tanggal 2 Maret 2020. <i>Minister of SOEs Decree No: SK-67/MBU/03/2020 dated March 2, 2020.</i>	5 (lima) tahun <i>5 (five) years</i>	2 Maret 2020- 2 Maret 2025 <i>March 2, 2020- March 2, 2025</i>
Agus Wialdi	Direktur Teknik <i>Director of Engineering</i>	Surat Keputusan Menteri BUMN selaku Pemegang Saham PT AP II Nomor: SK-67/MBU/03/2020 tanggal 2 Maret 2020. <i>Minister of SOEs Decree No: SK-67/MBU/03/2020 dated March 2, 2020.</i>	5 (lima) tahun <i>5 (five) years</i>	2 Maret 2020- 2 Maret 2025 <i>March 2, 2020- March 2, 2025</i>
Ghamal Peris Aulia	Direktur Komersial <i>Director of Commercial</i>	Surat Keputusan Menteri BUMN selaku Pemegang Saham PT AP II Nomor: SK-67/MBU/03/2020 tanggal 2 Maret 2020. <i>Minister of SOEs Decree No: SK-67/MBU/03/2020 dated March 2, 2020.</i>	5 (lima) tahun <i>5 (five) years</i>	2 Maret 2020- 2 Maret 2025 <i>March 2, 2020- March 2, 2025</i>
Wiweko Probojakti	Direktur Keuangan <i>Director of Finance</i>	Surat Keputusan Menteri BUMN selaku Pemegang Saham PT AP II Nomor: SK-67/MBU/03/2020 tanggal 2 Maret 2020. <i>Minister of SOEs Decree No: SK-67/MBU/03/2020 dated March 2, 2020.</i>	5 (lima) tahun <i>5 (five) years</i>	2 Maret 2020- 2 Maret 2025 <i>March 2, 2020- March 2, 2025</i>

Semua anggota Direksi memiliki integritas, kompetensi, reputasi dan pengalaman serta keahlian yang dibutuhkan dalam menjalankan fungsi dan tugasnya masing-masing. Seluruh Direksi telah memenuhi persyaratan yang terdapat dalam *Board Charter* Angkasa Pura II.

*All members of the Board of Directors have the integrity, competence, reputation and experience as well as the expertise required to carry out their respective functions and duties. All Directors have met the requirements contained in the Angkasa Pura II Board Charter.*

## TUGAS DAN LINGKUP TANGGUNG JAWAB DIREKSI

## DUTIES AND SCOPE OF RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Tugas dan Lingkup Tanggung jawab Direksi Perseroan sebagai berikut:

*The duties and scope of responsibilities of the Board of Directors of the Company are as follows:*

Jabatan Position	Tugas dan Tanggungjawab Duties and Responsibilities
Direktur Utama <i>President Director</i>	Memimpin dan mengelola perusahaan sesuai dengan kepentingan dan tujuan perusahaan dalam merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan korporasi non direktorat seperti internal audit, komunikasi perusahaan dan manajemen keselamatan & risiko serta pengendalian kinerja korporasi. <i>Leading and managing the company in accordance with the interests and objectives of the company in planning, analyzing, formulating policies, fostering the implementation and controlling of non-directorate corporate activities such as internal audit, corporate communications and safety &amp; risk management as well as controlling corporate performance.</i>

Jabatan Position	Tugas dan Tanggungjawab Duties and Responsibilities
Wakil Direktur Utama <i>Vice President Director</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan, pengendalian progress investasi, <i>masterpiece</i> program, program utama dan breakthrough program AP II;</p> <p>Melakukan pembinaan kegiatan operasional Direktorat Transformasi &amp; Portofolio Strategis, Direktorat Komersial, dan Direktorat <i>Human Capital</i>;</p> <p>Memberikan arahan dan saran-saran perbaikan dalam mengawal transformasi perusahaan kepada seluruh Direktorat guna terciptanya proses transformasi perusahaan yang berkesinambungan.</p> <p><i>Planning, analyzing, formulating policies, fostering implementation, controlling investment progress, masterpieces of programs, main programs and breakthroughs of AP II programs;</i></p> <p><i>To provide guidance to the operational activities of the Transformation &amp; Strategic Portfolio Directorate, the Commercial Directorate, and the Human Capital Directorate;</i></p> <p><i>Provide direction and suggestions for improvements in guarding the company's transformation to all Directorates in order to create a sustainable corporate transformation process.</i></p>
Direktur Keuangan <i>Director of Finance</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan perencanaan keuangan, akuntansi, pengendalian anggaran, pajak, perbendaharaan, manajemen <i>asset</i>, pengadaan, serta program kemitraan dan bina lingkungan (PKBL).</p> <p><i>Plan, analyze, formulate policies, foster the implementation and control of financial planning, accounting, budget control, taxes, treasury, asset management, procurement, as well as partnership and environmental development programs (PKBL).</i></p>
Direktur <i>Human Capital</i> <i>Director of Human Capital</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan perencanaan, pelatihan &amp; pengembangan sumber daya manusia (SDM), dan pelayanan administrasi dan umum.</p> <p><i>Planning, analyzing, formulating policies, fostering implementation and controlling of planning, training &amp; development of human resources (HR), and administrative and general services.</i></p>
Direktur Transformasi dan Portofolio Strategis <i>Director of Transformation and Strategic Portfolio</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan penyusunan strategi perusahaan, pengembangan bisnis bandar udara serta penyusunan program transformasi perusahaan.</p> <p><i>Planning, analyzing, formulating policies, fostering implementation and controlling of corporate strategy formulation activities, airport business development and compilation of corporate transformation programs.</i></p>
Direktur Komersial <i>Director of Commercial</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan bisnis aeronautika, bisnis non aeronautika, dan bisnis terminal kargo</p> <p><i>Planning, analyzing, formulating policies, fostering the operation and controlling of aeronautical business activities, non-aeronautical business, and cargo terminal business</i></p>
Direktur Teknik <i>Director of Engineering</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan pengembangan infrastruktur dan fasilitas bandar udara, pemeliharaan infrastruktur bandar udara, fasilitas elektronika, listrik, mekanikal, peralatan dan pemastian kualitas infrastruktur dan fasilitas bandar udara.</p> <p><i>Planning, analyzing, formulating policies, fostering the implementation and control of airport infrastructure and facilities development activities, maintenance of airport infrastructure, electronic, electrical, mechanical, equipment and quality assurance of airport infrastructure and facilities.</i></p>
Direktur Operasi dan Pelayanan <i>Director of Operations &amp; Services</i>	<p>Merencanakan, menganalisis, merumuskan kebijakan, membina penyelenggaraan dan mengendalikan kegiatan operasi bandar udara, manajemen keamanan dan keselamatan bandar udara, pelayanan bandar udara, dan pengelolaan fasilitas serta pemastian kualitas pelayanan bandar udara.</p> <p><i>Planning, analyzing, formulating policies, fostering the implementation and control of airport operations, airport security and safety management, airport services, and facility management as well as ensuring the quality of airport services.</i></p>

## BOARD CHARTER DIREKSI

Direksi berpedoman pada Pedoman Tata Kerja Direksi (*Board of Directors Charter*) PT Angkasa Pura II (Persero). *Board Charter* berisi tentang petunjuk tata laksana kerja Dewan Direksi serta menjelaskan tahapan aktivitas secara terstruktur, sistematis, mudah dipahami dan dapat dijalankan dengan konsisten, dapat menjadi acuan bagi Dewan Direksi dalam melaksanakan tugas masing-masing untuk mencapai Visi dan Misi Perusahaan,

## BOARD OF DIRECTORS CHARTER

*The Board of Directors is guided by the PT Angkasa Pura II (Persero) Board of Directors Charter. The Board Charter contains instructions for the work procedures of the Board of Directors and explains the stages of activities in a structured, systematic, easy to understand and consistent manner, can be used as a reference for the Board of Directors in carrying out their respective duties to achieve the Company's Vision and Mission, so that it is expected*

sehingga diharapkan akan tercapai standar kerja yang tinggi selaras dengan prinsip-prinsip GCG.

*Board of Director Charter* PT Angkasa Pura II disusun berdasarkan prinsip-prinsip hukum korporasi, ketentuan Anggaran Dasar, peraturan dan ketentuan perundang-undangan yang berlaku, arahan Pemegang Saham serta praktik-praktik terbaik (*best practices*) *Good Corporate Governance*.

*Board of Directors Charter* ini mencakup penjabaran mengenai hal-hal apa yang menjadi tugas dan kewenangan Direksi serta kesepakatan mengenai mekanisme dan hubungan kerja dengan Dewan Komisaris di lingkungan Perusahaan dengan mengacu pada ketentuan dan peraturan perundang-undangan yang berlaku, Anggaran Dasar, dan arahan Pemegang Saham yang ditetapkan dalam Rapat Umum Pemegang Saham (RUPS) yang mengatur tata kerja Direksi.

## KRITERIA DIREKSI

Kriteria umum dalam pemilihan anggota Direksi antara lain adalah sebagai berikut:

1. Memenuhi persyaratan kemampuan dan integritas sehingga pelaksanaan fungsi pengelolaan perusahaan dapat dilaksanakan dengan baik;
2. Memahami dan mematuhi Anggaran Dasar Perusahaan dan peraturan perundang-undangan yang berkaitan dengan tugasnya;
3. Memahami dan melaksanakan GCG serta dapat menjaga iklim usaha yang sehat berdasarkan peraturan yang berlaku;
4. Memahami kompleksitas usaha, keuangan, audit, pengelolaan SDM dan lain-lain;
5. Memiliki tanggung jawab terhadap pengelolaan Perusahaan agar dapat menghasilkan keuntungan dan memastikan kesinambungan perusahaan;
6. Memiliki keahlian dan pengalaman di bidang yang akan menjadi tanggung jawabnya;
7. Memiliki *leadership* yang baik;
8. Reputasi yang baik selama yang bersangkutan mengemban tugas-tugas sebelumnya;
9. Memiliki akhlak dan moral yang baik;
10. Mampu melaksanakan perbuatan *act*o;
11. Tidak pernah dinyatakan pailit atau menjadi anggota Dewan Komisaris/Direksi yang dinyatakan bersalah yang menyebabkan suatu perseroan dinyatakan pailit dalam waktu 5 (lima) tahun sebelum pemilihan;
12. Tidak pernah dihukum karena melakukan tindak pidana dalam waktu 5 (lima) tahun sebelum pemilihan.

*to achieve high work standards which in line with GCG principles.*

*The Board of Director Charter of PT Angkasa Pura II is prepared based on the principles of corporate law, the provisions of the Articles of Association, the prevailing laws and regulations, the direction of the Shareholders as well as the best practices of Good Corporate Governance.*

*This Board of Directors Charter includes a description of what matters are the duties and authorities of the Board of Directors as well as an agreement on the working mechanism and relationship with the Board of Commissioners within the Company by referring to the prevailing statutory provisions and regulations, the Articles of Association, and the direction of the Shareholders. determined in the General Meeting of Shareholders (GMS) which governs the work procedures of the Board of Directors.*

## BOARD OF DIRECTORS CRITERIA

*The general criteria for selecting members of the Board of Directors include the following:*

1. *Meet the requirements of capability and integrity so that the implementation of the company's management function can be carried out properly;*
2. *Understand and comply with the Company's Articles of Association and laws and regulations relating to its duties;*
3. *Understand and implement GCG and be able to maintain a sound business climate based on the prevailing regulations;*
4. *Understand the complexities of business, finance, auditing, HR management and others;*
5. *Have responsibility for the management of the Company in order to generate profits and ensure the sustainability of the company;*
6. *Has expertise and experience in the field that will be his/her responsibility;*
7. *Have good leadership;*
8. *Good reputation as long as the person concerned takes up his previous assignments;*
9. *Have good character and morals;*
10. *Able to carry out act*o's actions;
11. *Have never been declared bankrupt or have been a member of the Board of Commissioners / Directors who was found guilty of causing a company to go bankrupt within 5 (five) years prior to the election;*
12. *Never been convicted of a criminal act within 5 (five) years prior to the election.*

## NOMINASI ANGGOTA DIREKSI

Nomisasi dan pemilihan calon anggota Direksi berdasarkan arahan atau usulan dari Kementerian BUMN sesuai peraturan perundang-undangan yang berlaku.

## PROGRAM PENGENALAN DIREKSI

Sejalan dengan *Board Manual* Perseroan, Anggota Direksi yang diangkat untuk pertama kalinya wajib diberikan program pengenalan. Kegiatan ini dilaksanakan dalam rangka memberikan orientasi kepada anggota Direksi yang baru diangkat agar dapat memahami latar belakang dan kegiatan usaha Perseroan serta memahami segala aspek yang terkait dengan peran dan tanggung jawab pengelolaan Perseroan, sehingga diharapkan dapat memperlancar tugas Direksi dalam menjalankan tugas masing-masing secara efektif.

Tahun 2020, terdapat 1 (satu) kali pengangkatan dengan 4 (empat) anggota Direksi baru dan telah dilakukan program pengenalan pada tanggal 10 Maret 2020 untuk program pengenalan perusahaan kepada Dewan Direksi

Adapun materi program pengenalan Direksi baru adalah sebagai berikut:

1. Pelaksanaan prinsip-prinsip GCG;
2. Gambaran mengenai Perseroan berkaitan dengan tujuan, sifat, dan lingkup kegiatan, kinerja keuangan dan operasi, strategi, rencana usaha jangka Pendek, jangka panjang, posisi kompetitif, risiko, pengendalian internal dan masalah-masalah strategis lainnya;
3. Keterangan berkaitan dengan kewenangan yang didelegasikan, audit internal dan eksternal, sistem dan kebijakan pengendalian internal serta Komite Audit dan Komite Lain yang dibentuk Dewan Komisaris;
4. Keterangan mengenai kewajiban, tugas, tanggung jawab dan hak-hak Dewan Komisaris dan Direksi serta hal-hal yang tidak diperbolehkan;
5. Pemahaman terkait dengan prinsip etika dan norma yang berlaku di lingkungan Perseroan serta masyarakat setempat.

## NOMINATION OF THE BOARD OF DIRECTORS' MEMBERS

*Nomination and selection of members candidate of the Board of Directors are based on directions or recommendations from the Ministry of SOE in accordance with the prevailing laws and regulations.*

## BOARD OF DIRECTORS ORIENTATION PROGRAM

*In line with the Company's Board Manual, Members of the Board of Directors who are appointed for the first time must be given an orientation program. This activity is carried out in order to provide orientation to the newly appointed members of the Board of Directors so that they can understand the background and business activities of the Company and understand all aspects related to the roles and responsibilities of managing the Company, so that it is expected to facilitate the duties of the Board of Directors in carrying out their respective duties effectively. .*

*In 2020, there was 1 (one) appointment with 4 (four) new members of the Board of Directors and an orientation program was carried out on March 10, 2020 for the company orientation program to the Board of Directors*

*The materials for the orientation of the new Board of Directors are as follows:*

1. *Implementation of GCG principles;*
2. *An overview of the Company in relation to the objectives, nature and scope of activities, financial and operational performance, strategy, short-term, long-term business plans, competitive position, risk, internal control and other strategic issues;*
3. *Information relating to delegated authority, internal and external audits, internal control systems and policies as well as the Audit Committee and Other Committees established by the Board of Commissioners;*
4. *Information regarding the obligations, duties, responsibilities and rights of the Board of Commissioners and Board of Directors as well as matters that are not allowed;*
5. *Understanding of the ethical principles and norms that apply in the Company environment and the local community.*

## RANGKAP JABATAN DIREKSI

Anggota Direksi Angkasa Pura II tidak ada yang menjabat sebagai anggota Direksi di perusahaan lain, atau jabatan lain yang dilarang berdasarkan Anggaran Dasar Perusahaan dan peraturan perundangan yang berlaku.

## BENTURAN KEPENTINGAN

Dalam upayanya meminimalkan terjadinya benturan kepentingan, setiap anggota Direksi wajib membuat Daftar Khusus yang memuat informasi mengenai kepemilikan sahamnya dan/atau keluarganya di Perseroan maupun di perusahaan lain. Daftar tersebut disimpan dan diadministrasikan oleh *Corporate Secretary*. Hingga 31 Desember 2020, seluruh Anggota Direksi tidak memiliki saham di Perseroan.

## PROGRAM PENGEMBANGAN DIREKSI

Selama tahun 2020, anggota Direksi telah mengikuti kegiatan pelatihan dan seminar. Informasi mengenai Program Pengembangan Kompetensi Direksi dapat dilihat pada Bab Profil Perusahaan.

## KEPUTUSAN-KEPUTUSAN DIREKSI TAHUN 2020

Selama tahun 2020 anggota Direksi telah mengeluarkan berbagai keputusan baik di bidang pengelolaan sumber daya manusia, keuangan, operasional bisnis, maupun aspek strategis.

## CONCURRENT POSITIONS OF THE BOARD OF DIRECTORS

*There are no members of the Board of Directors of Angkasa Pura II who serve as members of the Board of Directors in other companies, or other positions that are prohibited under the Company's Articles of Association and applicable laws and regulations.*

## CONFLICT OF INTEREST

*In an effort to minimize conflicts of interest, each member of the Board of Directors is required to make a Special Register containing information regarding his and / or family's share ownership in the Company or in other companies. The list is kept and administered by the Corporate Secretary. Until December 31, 2020, all members of the Board of Directors do not own shares in the Company.*

## BOARD OF DIRECTORS DEVELOPMENT PROGRAM

*During 2020, members of the Board of Directors have participated in training activities and seminars. Information regarding the Competency Development Program for the Board of Directors can be seen in the Company Profile Chapter.*

## DIRECTORS' DECISIONS FOR 2020

*During 2020 members of the Board of Directors have issued various decisions in the areas of human resource management, finance, business operations, and strategic aspects.*