

Tanggal Date	Program yang Diikuti Program Followed	Lokasi Location	Penyelenggara Organizer
JT Duma Anggota Komite Audit Member of the Audit Committee			
25 Januari 2024 January 25, 2024	IHT#3: <i>Corporate Law & Trade Practices Issue for Directors</i>	Jakarta	In-House
25 Januari 2024 January 25, 2024	IHT#3: Financial Numery for Commissioners and Directors	Jakarta	In-House
25 Januari 2024 January 25, 2024	IHT#3: <i>ESG Priority Agenda for the Boards</i>	Jakarta	In-House

Komite Nominasi dan Remunerasi

Nomination and Remuneration Committee

Komite Nominasi dan Remunerasi (KNR) merupakan salah satu Komite penunjang Dewan Komisaris yang dibentuk untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dan pemberian nasihat mengenai penetapan kualifikasi dan proses nominasi serta remunerasi Dewan Komisaris dan Direksi. Dengan mengacu pada SK No. 001/SK/Dekom-HUMI/III/2023 tanggal 31 Maret 2023 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Nominasi dan Remunerasi.

Dasar Hukum

Dasar hukum yang menjadi acuan pembentukan KNR Perseroan, antara lain:

1. Peraturan Otoritas Jasa Keuangan (POJK) dan Surat Edaran OJK, terkait Penerapan Tata Kelola, Komite Nominasi dan Remunerasi.
2. Anggaran Dasar Perseroan tentang tugas dan wewenang Dewan Komisaris.
3. ASEAN Corporate Governance Scorecard.

Piagam Komite Nominasi dan Remunerasi

KNR Perseroan telah memiliki Piagam atau Pedoman yang disetujui pada tanggal 4 November 2022 oleh Dewan Komisaris, dan digunakan sebagai Landasan Kerja Komite Nominasi dan Remunerasi (*Nomination and Remuneration Committee Charter/NRCC*) yang bersifat mengikat bagi seluruh anggota komite dan telah diunggah ke situs web Perseroan, www.humi.co.id. Adapun isi dari Piagam KNR adalah sebagai berikut:

1. Pendahuluan.
2. Dasar Hukum.
3. Definisi.
4. Komposisi, Struktur, dan Masa Jabatan.
5. Persyaratan Keanggotaan.
6. Tugas dan Tanggung Jawab.
 - a. Terkait dengan fungsi Nominasi; dan
 - b. Terkait dengan fungsi Remunerasi.
7. Tata Cara, Prosedur, dan Penyelenggaraan Rapat.
8. Pelaporan.
9. Standar Etika.
10. Penutup.

The Nomination and Remuneration Committee (NRC) is one of the supporting committees of the Board of Commissioners which was established to assist the Board of Commissioners in carrying out its supervisory and advisory functions regarding the determination of qualifications and the nomination process as well as remuneration of the Board of Commissioners and Board of Directors. Referring to Decree No. 001/SK/Dekom-HUMI/III/2023 dated March 31, 2023, concerning the Establishment and Guidelines for the Implementation of the Work of the Nomination and Remuneration Committee.

Legal Basis

The legal basis for the establishment of the Company's Nomination and Remuneration Committee (NRC) includes:

1. Financial Services Authority Regulation (POJK) and OJK Circular Letter, regarding the Implementation of Governance, Nomination and Remuneration Committees.
2. The Company's Articles of Association concerning the duties and authorities of the Board of Commissioners.
3. ASEAN Corporate Governance Scorecard.

Nomination and Remuneration Committee Charter

The Company's Nomination and Remuneration Committee (NRC) has established a Charter approved on November 4, 2022, by the Board of Commissioners. This charter serves as the foundation for the operations of the Nomination and Remuneration Committee (NRCC) and is binding for all committee members. The charter has been uploaded to the Company's website, www.humi.co.id. Contents of the Nomination and Remuneration Committee Charter (NRCC) are as follows:

1. Introduction.
2. Legal Basis.
3. Definitions
4. Composition, Structure, and Term of Office
5. Membership Requirements
6. Duties and Responsibilities.
 - a. Related to the Nomination function; and
 - b. Related to the Remuneration function.
7. Methods, Procedures, and Holding of Meetings.
8. Reporting.
9. Ethical Standards.
10. Closing

Masa Jabatan Komite Nominasi dan Remunerasi

Masa jabatan anggota Komite Nominasi Remunerasi tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar Perseroan, dan hanya dapat dipilih kembali hanya untuk 1 periode berikutnya. Penggantian anggota KNR yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 hari sejak anggota KNR dimaksud tidak dapat lagi melaksanakan fungsinya.

Jumlah, Susunan dan Komposisi Komite Nominasi dan Remunerasi

Jumlah, susunan, dan komposisi anggota Komite Nominasi Remunerasi Perseroan telah diatur dalam Piagam KNR, yakni:

- Paling sedikit terdiri dari 3 orang yang berasal dari Komisaris Independen dan anggota lainnya yang dapat berasal dari:
 - Anggota Dewan Komisaris
 - Pihak yang berasal dari luar Perseroan dan/atau
 - Pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi SDM, dengan ketentuan bahwa sebagian besar anggota KNR tidak dapat berasal dari pihak dengan jabatan manajerial yang membidangi SDM
- KNR Perseroan diketuai oleh salah seorang Komisaris Independen merangkap sebagai anggota.

Komposisi dan susunan KNR ditetapkan pada tanggal 31 Maret 2023 melalui Surat Keputusan Dewan Komisaris No. 001/SK/Dekom-HUMI/III/2023, dengan susunan sebagai berikut:

Term of Office of the Nomination and Remuneration Committee

The term of office of members of the Nomination and Remuneration Committee may not be longer than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association, and may only be re-elected for 1 subsequent period. Replacement of members of the NRC who are not from the Board of Commissioners shall be carried out no later than 60 days since the NRC member in question is no longer able to carry out his/her functions.

Number, Structure and Composition of the Nomination and Remuneration Committee

Number, structure and Composition of the Nomination and Remuneration Committee members have been regulated in the Nomination dan Remuneration Committee Charter as follows:

- Consist of at least 3 people from Independent Commissioners and other members may be from:
 - Board of Commissioners members
 - External Parties and/or
 - Individuals holding managerial positions under the Board of Directors responsible for HR, provided that the majority of NRC members cannot come from individuals holding managerial positions responsible for HR
- The NRC is chaired by one of the Independent Commissioners serving as a member.

The composition and structure of the NRC was determined on March 31, 2023 through the Decree of the Board of Commissioners No. 001/SK/Dekom-HUMI/III/2023, with the following structure:

Susunan Komite Nominasi dan Remunerasi per 31 Desember 2024 Composition of the Nomination and Remuneration Committee

Nama Name	Jabatan Position	Dasar Pengangkatan Basis of Appointment	Masa Jabatan Term of Office	Periode Jabatan Term Period
Daryono	Ketua Head	SK Dewan Komisaris No. 001/SK/Dekom-HUMI/III/2023 tanggal 31 Maret 2023. Board of Commissioners Decree Number 002/SK/Dekom-HUMI/III/2023 dated March 31, 2023.	31 Maret 2023 s.d Sekarang March 31, 2023 - present	Ke-1 First
HM Roy Sembel	Anggota Member	SK Dewan Komisaris No. 001/SK/Dekom-HUMI/III/2023 tanggal 31 Maret 2023. Board of Commissioners Decree Number 002/SK/Dekom-HUMI/III/2023 dated March 31, 2023.	31 Maret 2023 s.d Sekarang March 31, 2023 - present	Ke-1 First
Desi Arifianti	Anggota Member	SK Dewan Komisaris No. 001/SK/Dekom-HUMI/III/2023 tanggal 31 Maret 2023. Board of Commissioners Decree Number 002/SK/Dekom-HUMI/III/2023 dated March 31, 2023.	31 Maret 2023 s.d Sekarang March 31, 2023 - present	Ke-1 First

Profil Komite Nominasi dan Remunerasi

Nomination and Remuneration Committee Profile

Daryono Ketua Komite Nominasi dan Remunerasi Head of the Nomination and Remuneration Committee

Profil beliau dapat dilihat pada bagian Profil Dewan Komisaris di Bab Profil Perusahaan pada laporan ini.
His profile can be seen in the Board of Commissioners Profile section in the Company Profile Chapter of this report.



HM Roy Sembel Anggota Komite Nominasi dan Remunerasi Member of Nomination and Remuneration Committee

Usia
Age 60 tahun
60 years old

Kewarganegaraan
Citizenship Indonesia
Indonesian

Domisili
Domicile Jakarta

Periode Jabatan
Term of Office 31 Maret 2023 s.d. sekarang
March 31, 2023 - present

Riwayat Pendidikan Educational Background

- Doktoral (S3) bidang *Corporate Finance* di *University of Pittsburgh*, Amerika Serikat (1996).
Doctorate (S3) in Corporate Finance from the University of Pittsburgh, United States (1996).
- Magister Manajemen (S2) bidang Manajemen dan Keuangan dari Erasmus University Rotterdam, Belanda (1990).
Master of Management (S2) in Management and Finance from Erasmus University Rotterdam, Netherlands (1990).
- Magister Manajemen (S2) bidang Manajemen dan Keuangan dari University of Pennsylvania, Amerika Serikat (1989).
Master of Management in Finance from the University of Pennsylvania, United States (1989).
- Sarjana (S1) FMIPA/Statistik dari Institut Pertanian Bogor (IPB), Bogor (1986).
Bachelor of Science in Mathematics and Statistics from Bogor Agricultural University (IPB), Bogor (1989).

Riwayat Pekerjaan Professional History

Beliau pernah menyandang berbagai jabatan penting sebelumnya, di antaranya yaitu:

- Dekan IPMI International Business School.
- Dekan UPH Business School.
- Direktur Program Pasca Sarjana UPH.
- Dekan Fakultas Ekonomi Universitas Multimedia Nusantara.
- Direktur Program MM Keuangan Universitas Bina Nusantara.

He has held various important positions previously, including:

- Dean of IPMI International Business School.
- Dean of UPH Business School.
- Director of Postgraduate Programs at UPH.
- Dean of the Faculty of Economics at Multimedia Nusantara University.
- Director of the Finance MM Program at Bina Nusantara University.

Selain itu, beliau juga pernah menjabat sebagai:

- Komisaris Independen di PT Humpuss Intermoda Transportasi Tbk (2013-2018).
- Senior Counselor di Vriens & Partner (2012-2015).
- Komisaris Independen dan Ketua Komite Pemantau Risiko di Bank Niaga (2005-2007).
- Konsultan Senior di McKinsey & Co Indonesia (1998-2001).

In addition, he has also served as:

- Independent Commissioner at PT Humpuss Intermoda Transportasi Tbk (2013-2018).
- Senior Counselor at Vriens & Partner (2012-2015).
- Independent Commissioner and Head of the Risk Monitoring Committee at Bank Niaga (2005-2007).
- Senior Consultant McKinsey & Co Indonesia (1998-2001)

Rangkap Jabatan Concurrent Position

Di Dalam Grup Perseroan:

Within the Company Group:

- Komisaris Utama PT ETSI Utama Maritim.
President Commissioner of PT ETSI Utama Maritim.
- Anggota Komite KNR HITS (2021-sekarang).
Member of the NRC Committee of GTSI (2021-present).
- Anggota Komite KNR GTSI (2021-sekarang).
Member of the NRC Committee of HITS (2021-present).

Di Luar Perseroan: Tidak Ada.

Outside the Company Group: None.



Desi Arifianti

Anggota Komite Nominasi dan Remunerasi
Member of Nomination and Remuneration Committee

Usia
Age 43 tahun
43 years old

Kewarganegaraan
Citizenship Indonesia
Indonesian

Domisili
Domicile Jakarta

Periode Jabatan
Term of Office 31 Maret 2023 s.d. sekarang
March 31, 2023 - present

Riwayat Pendidikan Educational Background

Sarjana (S1) Sastra Inggris dari Universitas Pertiwi, Jakarta (2004).
Bachelor of English Literature from Universitas Pratiwi Jakarta (2004).

Riwayat Pekerjaan Professional History

- Kepala Departemen *Human Capital and General Affair* HUMI (2023-sekarang).
Head of Human Capital and General Affairs Department at HUMI (2023-present).
- Asistan Manajer *Human Capital* HITS (2016-2022).
Assistant Manager Human Capital at HITS (2016-2022).
- Sekretaris Direktur Utama HITS (2013-2015).
Secretary to President Director at HITS (2013-2015).
- PT Humpuss (2004-2012).
PT Humpuss (2004-2012).

Rangkap Jabatan Concurrent Position

Di Dalam Grup Perseroan:

Within the Company Group:

- Anggota Komite KNR HITS (2021-sekarang).
Member of the NRC Committee of GTSI (2021-present).
- Anggota Komite KNR GTSI (2021-sekarang).
Member of the NRC Committee of HITS (2021-present).

Di Luar Perseroan: Tidak Ada.

Outside the Company Group: None.

Pernyataan Independensi dan Persyaratan Komite Nominasi dan Remunerasi

Dalam melaksanakan tugas dan tanggung jawabnya, seluruh anggota Komite Nominasi dan Remunerasi telah memenuhi seluruh kriteria independensi dan mampu menjalankan tugas dan tanggung jawabnya secara independen, menjunjung tinggi kepentingan Perseroan, dan tidak dapat dipengaruhi oleh pihak manapun.

Seluruh anggota Komite Nominasi dan Remunerasi melaksanakan tugas, tanggung jawab dan wewenangnya secara profesional dan independen, tanpa campur tangan dari pihak manapun yang tidak sesuai dengan peraturan perundang-undangan.

Declaration of Independence and Requirements for the Nomination and Remuneration Committee

In carrying out their duties and responsibilities, all members of the Nomination and Remuneration Committee have met all independence criteria and are able to carry out their duties and responsibilities independently, uphold the interests of the Company, and cannot be influenced by any party.

All members of the Nomination and Remuneration Committee carry out their duties, responsibilities and authorities professionally and independently, without interference from any party that is not in accordance with laws and regulations.

Pernyataan tentang Independensi Komite Nominasi dan Remunerasi

Declaration of Independence and Requirements for the Nomination and Remuneration Committee

Aspek Independensi Independence Aspect	Daryono	HM Roy Sembel	Desi Arifianti
Tidak mempunyai hubungan Afiliasi dengan anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama. Has no affiliated relationship with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders.	✓	✓	✓
Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha HUMI dan anak perusahaannya. Has no direct or indirect business relationship related to the business activities of HUMI and its subsidiaries.	✓	✓	✓
Tidak mempunyai saham HUMI baik langsung maupun tidak langsung. Does not own HUMI shares either directly or indirectly.	✓	✓	✓

✓ Ya | Yes ✗ Tidak | No

Selain harus memenuhi kriteria independensi, anggota KNR juga harus memenuhi persyaratan yang telah ditetapkan dalam Piagam KNR, yakni:

- Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan bidang pekerjaannya dan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik.
- Memahami bisnis perusahaan khususnya yang terkait dengan bisnis perusahaan dan peraturan perundang-undangan di bidang pasar modal, peraturan industri pelayaran dan distribusi energi serta peraturan perundang-undangan lainnya.
- Wajib mematuhi Kode Etik yang ditetapkan oleh HUMI.
- Bersedia meningkatkan kompetensi secara terus menerus melalui pendidikan dan pelatihan.
- Memiliki pengetahuan dan pengalaman di bidang terkait Nominasi dan/atau Remunerasi.
- Tidak mempunyai hubungan Afiliasi dengan anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama.
- Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha HUMI dan anak perusahaannya.
- Anggota Direksi dilarang untuk menjadi anggota KNR.

In addition to meeting the independence criteria, members of the Nomination and Remuneration Committee must also fulfill the requirements set forth in the Nomination and Remuneration Committee Charter, which include:

- Have high integrity, adequate capabilities, expertise, and experience in accordance with their field of work and educational background, and able to communicate effectively.
- Understand the Company's business, especially that related to the Company's business and laws and regulations in the capital market sector, regulations in shipping industry and energy distribution as well as other laws and regulations.
- Must comply with the Code of Conduct set by HUMI.
- Willing to continuously enhance competence through education and training.
- Have expertise and experience in the areas related to nominations and/or remunerations.
- Does not have any affiliated relationship with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders.
- Does not have any direct or indirect business relationship related to the business activities of HUMI and its subsidiaries.
- Members of the Board of Directors are prohibited from being Committee members.

Tugas dan Tanggung Jawab Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi memiliki tugas dan tanggung jawab antara lain:

1. Terkait dengan Fungsi Nominasi:

- a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris;
 - Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan
 - Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
- b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota 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.
- d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
- e. KNR wajib melakukan hal-hal sebagai berikut:
 - Memberikan rekomendasi komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris;
 - Menyusun kebijakan mengenai sistem, prosedur pemilihan dan/atau penggantian serta kriteria yang dibutuhkan dalam proses Nominasi calon anggota Dewan Komisaris, Direksi HUMI;
 - Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris;
 - Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - Membantu penelaahan dan pengusulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

2. Terkait dengan Fungsi Remunerasi:

- a. Memberikan rekomendasi kepada Dewan Komisaris terkait remunerasi anggota Direksi dan/atau Dewan Komisaris khususnya:
 - Struktur Remunerasi, berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel sesuai dengan kegiatan usaha dan skala usaha HUMI di industri;
 - Kebijakan atas Remunerasi; dan
 - Besaran atas Remunerasi.

Duties dan Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has responsibilities including:

1. Related to Nomination Function:

- a. Provide recommendations to the Board of Commissioners regarding:
 - Composition of positions for members of the Board of Directors and/or Board of Commissioners;
 - Policies and criteria required in the nomination process; and
 - Performance evaluation policies for members of the Board of Directors and/or Board of Commissioners.
- b. Assist the Board of Commissioners in assessing the performance of members of the Board of Directors and/or Board of Commissioners based on established benchmarks as evaluation materials.
- c. Provide recommendations to the Board of Commissioners on capacity development program for members of the Board of Directors and/or Board of Commissioners.
- d. Propose eligible candidates for positions as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners for submission to the General Meeting of Shareholders.
- e. The NRC is required to perform the following duties:
 - Provide recommendations on the composition and nomination process of members of the Board of Directors and/or Board of Commissioners;
 - Formulate policies regarding systems, selection and/or replacement procedures as well as criteria required in the nomination process for potential members of the Board of Commissioners, Board of Directors of HUMI;
 - Assist in the execution of evaluation of the performance of members of the Board of Directors and/or Board of Commissioners;
 - Formulate capacity development programs for members of the Board of Directors and/or Board of Commissioners; and
 - Assist in the review and proposal of candidates who meet the qualifications as members of the Board of Directors and/or Board of Commissioners to the Board of Commissioners to be submitted to the GMS.

2. Related to Remuneration Function:

- a. Provide recommendations to the Board of Commissioners regarding the remuneration of members of the Board of Directors and/or Board of Commissioners, particularly:
 - Remuneration structure, including salaries, honorariums, incentives, and/or allowances that are fixed and/or variable according to the business activities and business scale of HUMI in the industry.
 - Remuneration policies; and
 - Amount of Remuneration.

- b. Kegiatan sebagaimana angka 1 di atas dapat dilakukan dengan bantuan pihak ketiga yang independen dan dievaluasi oleh KNR secara berkala sesuai dengan ketentuan HUMI.
- c. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.

- b. Activities as described in point 1 above can be carried out with the assistance of independent third parties and evaluated periodically by the NRC in accordance with HUMI's provisions.
- c. Assist the Board of Commissioners in conducting performance assessments in accordance with the Remuneration received by each member of the Board of Directors and member of the Board of Commissioners.

Rapat dan Tingkat Kehadiran Komite Nominasi dan Remunerasi

Dalam menjalankan tugas dan tanggung jawabnya, Komite Nominasi dan Remunerasi mengadakan rapat sesuai dengan kebutuhan atau setidaknya 3 kali dalam 1 tahun dan dihadiri oleh sekurang-kurangnya 2/3 dari jumlah anggota, salah satunya merupakan Ketua KNR. Rapat dapat diselenggarakan baik dengan kehadiran secara fisik maupun non-fisik. Rapat yang tidak dihadiri secara fisik dilakukan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya yang memungkinkan semua peserta Rapat Komite saling melihat dan mendengar secara langsung, serta berpartisipasi dalam rapat.

Sepanjang tahun 2024, KNR telah mengadakan rapat sebanyak 3 kali. Frekuensi dan tingkat kehadiran anggota KNR dalam Rapat adalah sebagai berikut:

Meeting and Level of Attendance for the Nomination and Remuneration Committee

In carrying out its duties and responsibilities, the Nomination and Remuneration Committee holds meetings as needed or at least 3 times in 1 year and attended by at least 2/3 of the total number of members, one of whom is the Head of the NRC. Meetings can be held either with physical or non-physical attendance. Meetings that are not attended physically are conducted via teleconference, video conference, or other electronic media that allow all Committee Meeting participants to see and hear each other directly, and participate in the meeting.

Throughout 2024, the NRC has held meetings as many as 3 times. The frequency and level of attendance of NRC members in the Meetings are as follows:

Kehadiran Anggota pada Rapat Komite Nominasi dan Remunerasi
Member Attendance at Nomination and Remuneration Committee Meetings

Periode Period	Nama Name	Jumlah Rapat Number of Meetings	Kehadiran di Rapat Meeting Attendance	Tingkat Kehadiran Attendance Level	Rata-rata Tingkat Kehadiran Average Attendance Level
1 Januari-31 Desember 2024 January 1-December 31, 2024	Daryono	3	3	100%	89%
	HM Roy Sembel	3	3	100%	
	Desi Arifianti	3	2	67%	

Agenda Rapat Komite Nominasi dan Remunerasi Tahun 2024

Sepanjang tahun 2024, rapat KNR telah membahas agenda-rapat sebagai berikut:

1. 12 Februari 2024, membahas mengenai Remunerasi.
2. 22 Maret 2024, membahas mengenai asuransi purna jabatan Dewan Komisaris dan Direksi.
3. 16 Juli 2024, membahas mengenai Piagam Komite Nominasi dan Remunerasi.

Nomination and Remuneration Committee Meeting Agenda in 2024

Throughout 2024, the NRC meetings have discussed the following meeting agendas:

1. February 12, 2024, discussing Remuneration.
2. March 22, 2024, discussing post-employment insurance for the Board of Commissioners and Board of Directors.
3. July 16, 2024, discussing the Nomination and Remuneration Committee Charter.

Laporan Pelaksanaan Tugas Komite Nominasi dan Remunerasi Tahun 2024

Laporan pelaksanaan tugas Komite Nominasi dan Remunerasi di sepanjang tahun 2024:

1. Penilaian Kinerja Direksi, Dewan Komisaris dan Komite untuk tahun anggaran 2024.
2. Rekomendasi lainnya, yang bersifat insidental terkait dengan berbagai isu penting yang perlu mendapatkan perhatian manajemen, termasuk kinerja organisasi dan pengembangan Sumber Daya Manusia.

Report on the Implementation of the Nomination and Remuneration Committee's Duties in 2024

Report on the implementation of the Nomination and Remuneration Committee's duties throughout 2024:

1. Performance Assessment of the Board of Directors, Board of Commissioners and Committees for the 2024 financial year.
2. Other recommendations, which are incidental in nature related to various important issues that need management attention, including organizational performance and Human Resource development.

3. *Review*, atas beberapa kebijakan perusahaan, terkait dengan tata kelola perusahaan yang baik meliputi:
 - a. Kebijakan suksesi Direksi.
 - b. Prosedur Nominasi Direksi dan Dewan Komisaris.
 - c. Prosedur penetapan Remunerasi Direksi dan Dewan Komisaris.
 - d. Kebijakan penilaian kinerja Direksi serta Dewan Komisaris.
 - e. Kebijakan program pelatihan/orientasi Direksi serta Dewan Komisaris.

Rencana Kerja Komite Nominasi dan Remunerasi Tahun 2025

Komite Nominasi dan Remunerasi telah menetapkan rencana kerja tahun 2025 dengan memberikan prioritas strategis sebagai berikut:

1. Pembahasan mengenai Kriteria Penilaian Kinerja Direksi.
2. Penyusunan Kriteria Dewan Komisaris dan Direksi.
3. *Review* Kebijakan Remunerasi Purna Jabatan Dewan Komisaris dan Direksi.

Kebijakan Suksesi Direksi

HUMI memiliki dan menjalankan kebijakan suksesi Direksi dijalankan HUMI untuk mempersiapkan regenerasi kepemimpinan. Kebijakan tersebut mengatur beberapa hal sebagai berikut:

1. Dewan Komisaris, dibantu oleh Komite Nominasi dan Remunerasi, memastikan bahwa HUMI memiliki sistem manajemen talenta yang dikelola oleh Departemen *Human Capital* sebagai sarana untuk mengidentifikasi manajemen senior yang memiliki potensi guna menjaga kesinambungan kepemimpinan HUMI di masa mendatang.
2. Departemen *Human Capital* bersama dengan Komite Nominasi dan Remunerasi mengidentifikasi karyawan yang bertalenta yang berasal dari internal HUMI, namun tidak menutup kemungkinan karyawan yang bertalenta yang merupakan pihak profesional untuk perencanaan suksesi Direksi, termasuk Direksi.
3. Terhadap karyawan yang bertalenta yang berasal dari internal HUMI, Departemen *Human Capital* melakukan evaluasi agar selanjutnya dapat menyediakan kesempatan pengembangan diri bagi para karyawan yang bertalenta tersebut, baik berupa pelatihan-pelatihan yang dibutuhkan maupun kesempatan pengembangan karier, dan lain-lain. Karyawan yang bertalenta yang teridentifikasi sebagai calon pengganti anggota Direksi, dievaluasi dan diidentifikasi serta harus memenuhi persyaratan kriteria kandidat Direksi HUMI.

Pelatihan Komite Nominasi dan Remunerasi Tahun 2024

Untuk menunjang Komite Nominasi dan Remunerasi dalam melaksanakan tugas dan tanggung jawabnya, Perseroan memberikan kesempatan kepada anggota KNR untuk mengikuti program pelatihan dan pengembangan kompetensi, baik yang diselenggarakan oleh internal

3. *Review* of several company policies, related to good corporate governance including:
 - a. Board of Directors succession policy.
 - b. Nomination Procedure for the Board of Directors and Board of Commissioners.
 - c. Remuneration Determination Procedure for the Board of Directors and Board of Commissioners.
 - d. Performance Assessment Policy for the Board of Directors and Board of Commissioners.
 - e. Training/Orientation Program Policy for the Board of Directors and Board of Commissioners.

Nomination and Remuneration Committee Work Plan 2025

The Nomination and Remuneration Committee has established a work plan for 2025 by providing the following strategic priorities:

1. Discussion on the Performance Assessment Criteria for the Board of Directors.
2. Preparation of Criteria for the Board of Commissioners and Board of Directors.
3. Review of the Post-Employment Remuneration Policy for the Board of Commissioners and Board of Directors.

Board of Directors Succession Policy

HUMI has and implements a succession policy of the Board of Directors implemented by HUMI to prepare for leadership regeneration. The policy regulates several matters as follows:

1. The Board of Commissioners, assisted by the Nomination and Remuneration Committee, ensures that HUMI has a talent management system managed by the Human Capital Department as a means to identify senior management with the potential to maintain the continuity of HUMI's leadership in the future.
2. The Human Capital Department together with the Nomination and Remuneration Committee identifies talented employees from within HUMI, but does not rule out the possibility of talented employees who are professionals for the succession planning of the Board of Directors, including the Board of Directors.
3. For talented employees from within HUMI, the Human Capital Department conducts an evaluation so that it can provide self-development opportunities for these talented employees, both in the form of required training and career development opportunities, etc. Talented employees who are identified as candidates to replace members of the Board of Directors are evaluated and identified and must meet the criteria for candidates for the Board of Directors of HUMI.

Nomination and Remuneration Committee Training in 2024

To support the Nomination and Remuneration Committee in carrying out its duties and responsibilities, the Company provides opportunities for NRC members to participate in training and competency development programs, both organized by the Company's internal and external parties.

Perseroan ataupun pihak eksternal. Sepanjang 2024, anggota KNR telah mengikuti program pelatihan dan pengembangan kompetensi sebagai berikut:

Tanggal Date	Program yang Diikuti Program Followed	Lokasi Location	Penyelenggara Organizer
Daryono Ketua Komite Nominasi dan Remunerasi Head of the Nomination and Remuneration Committee			
Program pengembangan kompetensi yang diikuti oleh Daryanto dapat dilihat di program pengembangan kompetensi Dewan Komisaris. The competency development program followed by Daryanto can be seen in the Board of Commissioners' competency development program.			
HM Roy Sembel Anggota Komite Nominasi dan Remunerasi Member of the Nomination and Remuneration Committee			
25 Januari 2024 January 25, 2024	IHT#3 : Corporate Law & Trade Practices Issue for Directors	Jakarta	In-House
25 Januari 2024 January 25, 2024	IHT#3 : Financial Numery for Commissioners and Directors	Jakarta	In-House
25 Januari 2024 January 25, 2024	IHT#3 : ESG Priority Agenda for the Boards	Jakarta	In-House
Desi Arifianti Anggota Komite Nominasi dan Remunerasi Member of the Nomination and Remuneration Committee			
11 Januari 2024 January 11, 2024	Sosialisasi Peraturan Pemerintah No. 58 Tahun 2023 (PP No. 58/2023) Tentang Tarif Pemotongan Pajak Penghasilan Pasal 21 atas Penghasilan Sehubungan dengan Pekerjaan, Jasa atau Kegiatan Wajib Pajak Orang Pribadi. Socialization of Government Regulation No. 58 of 2023 (PP No. 58/2023) Concerning Withholding Rates for Income Tax Article 21 on Income in Connection with Work, Services, or Activities of Individual Taxpayers.	ZOOM	DJP dan KADIN Directorate General of Taxes and Indonesian Chamber of Commerce and Industry
18 Januari 2024 January 18, 2024	IHT#1: ESG & Sustainability	Jakarta	In-House
19 Januari 2024 January 19, 2024	Managing Your People & Its Organization	Jakarta	In-House
25 Januari 2024 January 25, 2024	IHT#3: Corporate Law & Trade Practices Issue for Directors IHT#3: Financial Numery for Commissioners and Directors IHT#3: ESG Priority Agenda for the Boards	Jakarta	In-House
15 Februari 2024 February 15, 2024	Mengungkap Karakter Calon Karyawan dengan Grafologi Revealing the Character of Prospective Employees with Graphology	ZOOM	GadjianAcademy
16 Februari 2024 February 16, 2024	Seluk Beluk Menyusun Perjanjian Kerja Karyawan The Ins and Outs of Drafting Employee Employment Agreements	ZOOM	GadjianAcademy
21 Februari 2024 February 21, 2024	Designing Effective Performance Management System	ZOOM	GadjianAcademy
28 Februari 2024 February 28, 2024	Membuat Sistem Reward & Punishment Karyawan Creating an Employee Reward & Punishment System	ZOOM	GadjianAcademy
17 Mei 2024 May 17, 2024	Talkshow: "Reinventing Talent Management: Strategies for Star Retention and Optimization"	ZOOM	PPIM FEB UI 2023
29 Mei 2024 May 29, 2024	IHT#4: Sosialisasi PPh 21 TER IHT#4: Socialization of Income Tax 21 TER	ZOOM	In-House
12 Juni 2024 June 12, 2024	Pelaksanaan In House Training Awareness & Internal Auditor ISO Series Implementation of In-House Training Awareness & Internal Auditor ISO Series	Jakarta	In-House
21 Juni 2024 June 21, 2024	IHT#5 - Cascading KPI From Corporate to Individu IHT#5 - Cascading KPI From Corporate to Individual	Jakarta	In-House
11 Juli 2024 July 11, 2024	IHT#6 - Legal Insight for Non - Legal Practitioner in Business and Project Finance	Jakarta	In-House
12 Juli 2024 July 12, 2024	IHT#7 - Marine Insights for Non - Marine Practitioners	Jakarta	In-House
24 Juli 2024 July 24, 2024	Sharing Time CGAP Sharing Time of CGAP	Jakarta	In-House

Tanggal Date	Program yang Diikuti Program Followed	Lokasi Location	Penyelenggara Organizer
21 Agustus 2024 August 21, 2024	IHT#8: 5R (Manajemen 5R, Identifikasi IBPR, Lingkungan Kerja) IHT#8: 5R (5R Management, IBPR Identification, Work Environment)	Jakarta	In-House
27 Agustus 2024 August 27, 2024	IHT#10 - <i>Communication Skill and Personal Branding</i>	Jakarta	In-House
17 September 2024 September 17, 2024	<i>Kickstart Your ESG Journey: Leveraging B Impact Assessment to Measure, Improve, and Manage Your Company's HR Performances</i>	Online	B Market Builder & Wongke
1 Oktober 2024 October 1, 2024	Seri Webinar - <i>Decent Work and Responsible Business Conduct</i> Ep 4 "Mendorong Pemagangan Mandiri yang Berkualitas untuk Mencapai Praktik Bisnis yang Bertanggung Jawab" Ep 4 "Promoting Quality Independent Internships to Achieve Responsible Business Practices"	Online	APINDO International Labour Organization
24 Oktober 2024 October 24, 2024	IHT#11: Menuju Adopsi IFRS S1 dan S2 IHT#11 : Towards Adoption of IFRS S1 and S2	Jakarta	In-House
24 Oktober 2024 October 24, 2024	IHT#11: <i>Board Evaluation Performance: Building Value and Effectiveness</i>	Jakarta	In-House
26 Oktober 2024 October 26, 2024	Teknik Wawancara Berbasis Kompetensi/Perilaku (BEI) Competency Behavior Based Interview Techniques (BEI)	Online	HRM Club
11 Desember 2024 December 11, 2024	IHT#12 <i>Awareness Compliance Management System ISO 37301:2021</i>	Jakarta	In-House

Komite Environment, Social, & Governance (ESG)

Environment, Social, & Governance (ESG) Committee

Komite ESG dibentuk dan bertanggung jawab kepada Dewan Komisaris. Pembentukannya ditujukan untuk mendukung pelaksanaan tugas Dewan Komisaris terkait pengawasan terhadap program HUMI dalam implementasi ESG yang dilakukan oleh HUMI dan entitas anak untuk aspek keberlanjutan, yang untuk selanjutnya melaporkan rekomendasi dan pendapatnya secara independen dan profesional kepada Dewan Komisaris. Pembentukan Komite ESG di Perseroan mengacu pada Surat Keputusan Dewan Komisaris No. 001/SK/Dekom-HUMI/I/2024 tanggal 19 Januari 2024 tentang Penetapan Susunan Komite Lingkungan, Sosial & Tata Kelola (*Environmental, Social and Governance/ESG*).

Dasar Hukum

Dasar hukum yang menjadi acuan pembentukan Komite ESG Perseroan, antara lain:

1. Peraturan Otoritas Jasa Keuangan (POJK) dan Surat Edaran OJK, terkait Penerapan Tata Kelola.
2. Anggaran Dasar Perseroan tentang tugas dan wewenang Dewan Komisaris.
3. Pedoman-pedoman dan Manual Penerapan Tata Kelola HUMI.

Piagam Komite ESG

Komite ESG mengacu pada Piagam Komite ESG yang merupakan Landasan Kerja bagi Komite ESG. Piagam tersebut mengikat dan wajib dipatuhi oleh setiap anggota Komite ESG.

The ESG Committee was established and is responsible to the Board of Commissioners. Its establishment is intended to support the implementation of the Board of Commissioners' duties related to the supervision of the HUMI's program in the implementation of ESG carried out by HUMI and its subsidiaries for sustainability aspects, which will then report their recommendations and opinions independently and professionally to the Board of Commissioners. The establishment of the ESG Committee in the Company refers to the Board of Commissioners Decree No. 001/SK/Dekom-HUMI/I/2024 dated January 19, 2024, concerning the Determination of the Environmental, Social and Governance (ESG) Committee Composition.

Legal Basis

The legal basis for the establishment of the Company's ESG Committee includes:

1. Financial Services Authority Regulation (POJK) and OJK Circular Letter, regarding the Implementation of Governance.
2. The Company's Articles of Association regarding the duties and authorities of the Board of Commissioners.
3. Guidelines and Manual for the Implementation of HUMI's Governance.

ESG Committee Charter

The ESG Committee refers to the ESG Committee Charter which is the Working Platform for the ESG Committee. The charter is binding and must be complied with by every member of the ESG Committee.