



**PEDOMAN TATA KELOLA PERUSAHAAN |
CORPORATE GOVERNANCE GUIDELINES
PT HUMPUSS MARITIM INTERNASIONAL**

DISTRIBUSI DISTRIBUTION ◇ DEWAN KOMISARIS BOARD OF COMMISSIONERS ◇ DIREKSI BOARD OF DIRECTORS ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ GENERAL MANAGER ◇ MANAGER	PERIHAL REGARDING Pedoman Dewan Komisaris	NOMOR: NUMBER: 02/GCG/IX/2022
✓ PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN ✓ ENTIRE CHANGE - PARTIAL CHANGE	Guidelines on the Board of Commissioner	TANGGAL MULAI BERLAKU: 1 September 2022 EFFECTIVE DATE: September 1 st , 2022

1. PENDAHULUAN PT Humpuss Maritim Internasional (“HUMI”) adalah Perseroan terbatas yang didirikan berdasarkan hukum yang berlaku di negara Republik Indonesia. HUMI memiliki 3 (tiga) organ Perusahaan, yang terdiri dari: 1. Rapat Umum Pemegang Saham (“RUPS”) 2. Dewan Komisaris 3. Direksi Setiap organ Perusahaan HUMI memiliki tugas dan wewenangnya masing-masing serta independen dalam menjalankan tugas dan wewenangnya sesuai dengan Anggaran Dasar Perusahaan dan peraturan perundangan yang berlaku. RUPS pada dasarnya merupakan wadah bagi para pemegang saham untuk menentukan anggota Dewan Komisaris dan Direksi, serta untuk menyetujui laporan keuangan tahunan, laporan tahunan, penggunaan laba bersih, perubahan modal dan restrukturisasi Perusahaan. Pedoman Dewan Komisaris (“Pedoman”) ini disusun untuk memberikan arahan bagi Dewan Komisaris dalam menjalankan fungsi pengawasan terhadap kegiatan operasional Perusahaan. Pedoman ini merupakan bagian dari HUMI Good Corporate Governance.	1. INTRODUCTION PT Humpuss Maritim Internasional (“HUMI”) is a limited liability company established under the laws of the Republic of Indonesia. HUMI has 3 (three) Company organs, which consist of: 1. General Meeting of Shareholders (“GMS”) 2. Board of Commissioners 3. Board of Directors Each organ of the HUMI Company has its own duties and authorities and is independent in carrying out its duties and authorities in accordance with the Company's Articles of Association and applicable laws and regulations. The GMS is basically a forum for shareholders to determine the members of the Board of Commissioners and the Board of Directors, as well as to approve the annual financial statements, annual reports, use of net income, changes in capital and corporate restructuring. The Guidelines for the Board of Commissioners (“Guidelines”) are prepared to provide direction for the Board of Commissioners in carrying out the supervisory function of the Company's operational activities. This guideline is part of HUMI Good Corporate Governance.
2. DASAR HUKUM	2. LEGAL BASIS

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	1. Undang-undang No. 40 Tahun 2007 Tentang Perusahaan Terbatas. 2. Undang-undang No. 8 Tahun 1995 Tentang Pasar Modal. 3. Peraturan Otoritas Jasa Keuangan No. 33 Tahun 2014 Tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik. 4. Surat Edaran Otoritas Jasa Keuangan No. 32 Tahun 2015 Tentang Pedoman Tata Kelola Perusahaan. 5. Anggaran Dasar Perusahaan beserta perubahan-perubahannya ("Anggaran Dasar").		1. Law number 40 of 2007 concerning Limited Liability Companies. 2. Law number 8 of 1995 concerning the Capital Market. 3. Financial Services Authority Regulation number 33 of 2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies. 4. Financial Services Authority Circular Letter number 32 of 2015 concerning Guidelines for Corporate Governance. 5. The Company's Articles of Association and its amendments ("Articles of Association").
3. ORGANISASI DEWAN KOMISARIS 1. Struktur Keanggotaan a. Jumlah Dewan Komisaris untuk Perusahaan Terbuka sedikitnya terdiri dari 2 (dua) orang anggota Dewan Komisaris. Seorang diantaranya diangkat sebagai Komisaris Utama. b. Komposisi dan jumlah anggota Dewan Komisaris ditetapkan oleh RUPS dengan memperhatikan Visi, Misi dan Rencana Strategis Perusahaan, sehingga memungkinkan pengambilan keputusan yang efektif, tepat dan cepat serta dapat bertindak secara independen.		3. BOARD OF COMMISSIONERS ORGANIZATION 1. Membership Structure a. The number of the Board of Commissioners for a Public Company consists of at least 2 (two) members of the Board of Commissioners. One of them was appointed as the President Commissioner. b. The composition and number of members of the Board of Commissioners is determined by the GMS with the observation of the Company's Vision, Mission and Strategic Plan, thus enabling effective, precise and fast decision-making as well as being able to act independently.	

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2. Nominasi Keanggotaan a. Proses nominasi anggota Dewan Komisaris disusun langsung oleh Pemegang Saham, diusulkan kepada Komite Nominasi dan Remunerasi Perusahaan dan diberikan usulan kepada Dewan Komisaris tanpa membatasi calon lain dari yang diusulkan sebelum ditetapkan dalam RUPS. b. Anggota Dewan Komisaris dipilih dan diangkat oleh RUPS berdasarkan proses pencalonan sesuai peraturan perundang-undangan berlaku dan berdasarkan pertimbangan integritas, memahami masalah-masalah manajemen perusahaan, memiliki keahlian dan pengetahuan serta pengalaman yang memadai di bidang usaha Perusahaan serta dapat menyediakan waktu yang cukup untuk melaksanakan tugasnya. c. Anggota Dewan Komisaris wajib memiliki pengetahuan tentang bidang akuntansi atau keuangan. d. Perusahaan wajib memiliki Komisaris Independen dengan persyaratan paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris dengan persyaratan sebagai berikut: 1) Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan,	2. Membership Nomination a. The nomination process for members of the Board of Commissioners is prepared directly by the Shareholders, proposed to the Company's Nomination and Remuneration Committee and submitted to the Board of Commissioners without limiting other candidates that have been proposed before being determined at the GMS. b. Members of the Board of Commissioners are selected and appointed by the GMS based on the nomination process in accordance with applicable laws and regulations and based on integrity considerations, understanding the company's management issues, having sufficient expertise and knowledge as well as experience in the Company's line of business and can provide sufficient time to carry out their duties. c. Members of the Board of Commissioners must have knowledge of accounting or finance. d. The Company must have an Independent Commissioner with the requirements of at least 30% (thirty percent) of the total members of the Board of Commissioners with the following requirements: 1) Not a person who works or has the authority and responsibility to plan, lead, control, or supervise the
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memimpin, mengendalikan, atau mengawasi kegiatan Perusahaan dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali atau pada periode berikutnya; 2) Tidak mempunyai saham baik langsung maupun tidak langsung pada Perusahaan; 3) Tidak mempunyai hubungan afiliasi dengan Perusahaan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perusahaan; 4) Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perusahaan; 5) Membuat pernyataan independensi dan wajib diungkapkan dalam laporan tahunan. e. Penentuan jumlah anggota Dewan Komisaris mempertimbangkan kondisi Perusahaan.	activities of the Company within the last 6 (six) months, except for reappointment or in the following period; 2) Do not own shares either directly or indirectly in the Company; 3) Has no affiliation with the Company, members of the Board of Commissioners, members of the Board of Directors, or the main shareholder of the Company; 4) Does not have a business relationship either directly or indirectly related to the Company's business activities; 5) Make a statement of independence and must be disclosed in the annual report.
3. Persyaratan Keanggotaan 3.1 Persyaratan Hukum a. Mempunyai akhlak, moral, dan integritas yang baik; b. Cakap melakukan perbuatan hukum;	e. The determination of the number of members of the Board of Commissioners is considering the condition of the Company. 3. Membership Requirements 3.1 Legal Requirements a. Have good character, moral, and integrity; b. Capable of carrying out legal actions;

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c. Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat: 1) Tidak pernah dinyatakan pailit; 2) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit; 3) Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan; 4) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat: i. Pernah tidak menyelenggarakan RUPS tahunan; ii. Pertanggungjawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS; iii. Pernah menyebabkan Perusahaan yang memperoleh izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak	c. Within 5 (five) years prior to appointment and while serving: 1) Never been declared bankrupt; 2) Never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be declared bankrupt; 3) Never been convicted of a criminal act that was detrimental to state finances and/or related to the financial sector; 4) Never been a member of the Board of Directors and/or a member of the Board of Commissioners who during his tenure: i. Never held an annual GMS; ii. His responsibilities as members of the Board of Directors and/or members of the Board of Commissioners have never been accepted by the GMS or have not provided accountability as members of the Board of Directors and/or members of the Board of Commissioners to the GMS; iii. Have caused a company that obtained a permit, approval, or registration from the Financial Services Authority to fail to
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	memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan. 5) Memiliki komitmen untuk mematuhi peraturan perundang-undangan; 6) Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Perusahaan. d. Dewan Komisaris wajib mengungkapkan seluruh benturan kepentingan yang dilakukan secara periodik dan pernyataan mengenai benturan kepentingan tersebut diungkapkan dalam laporan tahunan. 3.2 Persyaratan Khusus a. Setiap anggota Dewan Komisaris harus berintegritas, mempunyai pengalaman dan kecakapan yang diperlukan untuk menjalankan tugasnya dan memenuhi kualifikasi lain yang ditetapkan dalam Anggaran Dasar Perusahaan dan peraturan perundang-undangan. b. Kriteria seleksi anggota Dewan Komisaris ditentukan oleh rapat Dewan Komisaris setelah mempertimbangkan hasil kajian Komite Nominasi dan Remunerasi.		<i>fulfill the obligation to submit an annual report and/or financial report to the Financial Services Authority.</i> <i>5) Have a commitment to comply with the laws and regulations;</i> <i>6) Have knowledge and/or expertise in the field required by the Company.</i> <i>d. The Board of Commissioners is required to disclose all periodic conflicts of interest and the statements regarding these interests are disclosed in the annual report.</i> 3.2 Special Requirements <i>a. Each member of the Board of Commissioners must have integrity, have the necessary experience and skills to carry out their duties and meet other qualifications stipulated in the Company's Articles of Association and the laws and regulations.</i> <i>b. The selection criteria for the members of the Board of Commissioners are determined by the meeting of the Board of Commissioners after considering the results of the review of the Nomination and Remuneration Committee.</i>
4. MASA JABATAN	a. Masa jabatan anggota Dewan Komisaris untuk 1 (satu) periode paling lama adalah 5	4. TERM OF SERVICE	a. The term of service of members of the Board of Commissioners for 1 (one) period is

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(lima) tahun terhitung sejak tanggal yang ditetapkan oleh RUPS yang mengangkatnya, namun demikian dengan tidak mengurangi hak RUPS tersebut untuk memberhentikan Direksi tersebut sewaktu-waktu sebelum masa jabatannya berakhir sesuai dengan ketentuan Anggaran Dasar Perusahaan. b. Setelah masa jabatannya berakhir, Dewan Komisaris dapat diangkat kembali oleh RUPS untuk 1 (satu) kali masa jabatan kecuali ditetapkan lain dalam RUPS. c. Jabatan Dewan Komisaris berakhir apabila: 1) Masa jabatannya berakhir; 2) Mengundurkan diri sesuai dengan ketentuan Anggaran Dasar Perusahaan; 3) Tidak lagi memenuhi persyaratan perundangan yang berlaku; 4) Meninggal dunia dalam masa jabatannya; 5) Diberhentikan berdasarkan Keputusan RUPS; 6) Terlibat dalam tindakan kejahatan keuangan; 7) Batal karena hukum apabila diketahui anggota Dewan Komisaris tersebut tidak memenuhi persyaratan sebagaimana dimaksud dalam UU No. 40 tahun 2007 pasal 110 dan Dewan Komisaris atau anggota Direksi lainnya harus	<i>maximum 5 (five) years from the date determined by the GMS that appointed them, however, without diminishing the right of the GMS to dismiss the Board of Directors at any time before the end of their term of service in accordance with provisions of the Company's Articles of Association.</i> <i>b. After the term of service ends, the Board of Commissioners may be reappointed by the GMS for 1 (one) term of service unless otherwise stipulated in the GMS.</i> <i>c. The position of the Board of Commissioners ends when:</i> 1) The term of service ends; 2) Resign in accordance with the provisions of the Company's Articles of Association; 3) No longer meet the requirements of the applicable laws; 4) Died during his term of service; 5) Dismissed based on the GMS Resolution; 6) Engaged in financial crimes; 7) Canceled by law if it is known that the member of the Board of Commissioners does not meet the requirements as referred to in Law number 40 of 2007 article 110 and the Board of Commissioners or other members of the
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	mengumumkan batalnya pengangkatan tersebut dalam surat kabar serta memberitahukannya kepada Menteri untuk dicatat dalam daftar Perusahaan selambat-lambatnya 7 (hari) terhitung sejak diketahuinya. d. Anggota Dewan Komisaris dapat diberhentikan sewaktu-waktu berdasarkan keputusan RUPS dengan menyebutkan alasannya, apabila anggota Dewan Komisaris tersebut: 1) Tidak dapat melaksanakan tugasnya dengan baik; 2) Tidak melaksanakan ketentuan peraturan perundang-undangan dan/atau ketentuan Anggaran Dasar Perusahaan; 3) Terlibat dalam tindakan kejahatan keuangan; 4) Dinyatakan bersalah dengan putusan pengadilan yang mempunyai kekuatan hukum yang tetap; 5) Mengundurkan diri sesuai Anggaran Dasar Perusahaan; 6) Pengangkatan anggota Dewan Komisaris tidak memenuhi persyaratan sebagaimana dimaksud dalam UU No. 40 tahun 2007 pasal 110.		<i>Board of Directors must announce the cancellation of the appointment in the newspaper and notify the Minister to be recorded in the Company register no later than 7 (days) as from the date of notification.</i> <i>d. Members of the Board of Commissioners may be dismissed at any time based on the decision of the GMS by stating the reasons, if the member of the Board of Commissioners:</i> <i>1) Unable to carry out their duties properly;</i> <i>2) Not implementing the provisions of the legislation and/or the provisions of the Company's Articles of Association;</i> <i>3) Engaged in financial crimes;</i> <i>4) Is declared guilty by a court decision that has permanent legal force;</i> <i>5) Resigned in accordance with the Company's Articles of Association;</i> <i>6) The appointment of members of the Board of Commissioners does not meet the requirements as referred to in Law number 40 of 2007 article 110.</i>
5.	TUGAS, TANGGUNG JAWAB, DAN WEWENANG	5.	DUTIES, RESPONSIBILITIES, AND AUTHORITIES

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1. Dewan Komisaris melakukan pengawasan atas kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perusahaan maupun usaha Perusahaan, dan memberi nasihat kepada Direksi. 2. Setiap anggota Dewan Komisaris wajib dengan itikad baik, kehati-hatian, dan bertanggung jawab dalam menjalankan tugas pengawasan dan pemberian nasihat kepada Direksi untuk kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan. 3. Setiap anggota Dewan Komisaris wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati-hatian. 4. Setiap anggota Dewan Komisaris ikut bertanggung jawab secara pribadi atas kerugian Perusahaan apabila yang bersangkutan bersalah atau lalai menjalankan tugasnya. 5. Dalam hal Dewan Komisaris terdiri atas 2 (dua) anggota Dewan Komisaris atau lebih, maka tanggung jawab sebagaimana dimaksud pada poin (4) berlaku secara tanggung renteng bagi setiap anggota Dewan Komisaris. 6. Anggota Dewan Komisaris tidak dapat dipertanggungjawabkan atas kerugian sebagaimana dimaksud pada poin (4) apabila dapat membuktikan: a. Telah melakukan pengawasan dengan itikad baik dan kehati-hatian untuk	1. <i>The Board of Commissioners supervises management policies, the general course of management, both regarding the Company and the Company's business, and provides advice to the Board of Directors.</i> 2. <i>Each member of the Board of Commissioners must act in good faith, exercise prudence, and be responsible for carrying out their supervisory duties and providing advice to the Board of Directors for the benefit of the Company and in accordance with the purposes and objectives of the Company.</i> 3. <i>Each member of the Board of Commissioners must carry out their duties and responsibilities in good faith, full of responsibility, and with prudence.</i> 4. <i>Each member of the Board of Commissioners is personally responsible for the loss of the Company if the person concerned is guilty or negligent in carrying out his duties.</i> 5. <i>In terms of the Board of Commissioners consists of 2 (two) members of the Board of Commissioners or more, the responsibilities as referred to in point (4) shall apply jointly and severally to each member of the Board of Commissioners.</i> 6. <i>Members of the Board of Commissioners cannot be held responsible for losses as referred to in point (4) if they can prove:</i> a. <i>Have carried out supervision in good faith and prudence for the benefit of the Company and in accordance with the</i>
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kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan; b. Tidak mempunyai kepentingan pribadi baik langsung maupun tidak langsung atas tindakan pengurusan Direksi yang mengakibatkan kerugian; dan c. Telah memberikan nasihat kepada Direksi untuk mencegah timbul atau berlanjutnya kerugian tersebut. 7. Dalam hal terjadi kepailitan karena kesalahan atau kelalaian Dewan Komisaris dalam melakukan pengawasan terhadap pengurusan yang dilaksanakan oleh Direksi dan kekayaan Perusahaan tidak cukup untuk membayar seluruh kewajiban Perusahaan akibat kepailitan tersebut, setiap anggota Dewan Komisaris secara tanggung renteng ikut bertanggung jawab dengan anggota Direksi atas kewajiban yang belum dilunasi. 8. Tanggung jawab sebagaimana dimaksud pada poin (7) berlaku juga bagi anggota Dewan Komisaris yang sudah tidak menjabat 5 (lima) tahun sebelum putusan pernyataan pailit diucapkan. 9. Anggota Dewan Komisaris tidak dapat dimintai pertanggungjawaban atas kepailitan Perseroan sebagaimana dimaksud pada poin (7) apabila dapat membuktikan: a. Kepailitan tersebut bukan karena kesalahan atau kelalaiannya; b. Telah melakukan tugas pengawasan dengan itikad baik dan kehati-hatian	purposes and objectives of the Company; b. Do not have a personal interest, either directly or indirectly, in the actions of the management of the Board of Directors that result in losses; and c. Have provided advice to the Board of Directors to prevent the occurrence or continuation of such losses. 7. In terms of the bankruptcy due to an error or negligence of the Board of Commissioners in supervising the management carried out by the Board of Directors, and the assets of the Company are not sufficient to pay all of the Company's obligation as a result of the bankruptcy, then each member of the Board of Commissioners shall jointly and severally share responsibility with the members of the Board of Directors for the obligation which has not been paid. 8. The responsibilities as referred to in point (7) also apply to members of the Board of Commissioners who have not served for 5 (five) years prior to the declaration of bankruptcy. 9. Members of the Board of Commissioners cannot be held responsible for the bankruptcy of the Company as referred to in point (7) if they can prove: a. The bankruptcy is not due to their fault or negligence; b. Have carried out supervisory duties in good faith and prudence for the benefit
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untuk kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan; c. Tidak mempunyai kepentingan pribadi, baik langsung maupun tidak langsung atas tindakan pengurusan oleh Direksi yang mengakibatkan kepailitan; dan d. Telah memberikan nasihat kepada Direksi untuk mencegah terjadinya kepailitan. 10. Dewan Komisaris wajib membuat: a. Risalah rapat Dewan Komisaris dan menyimpan salinannya; b. Melaporkan kepada Perusahaan mengenai kepemilikan sahamnya dan atau keluarganya pada Perusahaan tersebut; c. Memberikan laporan tentang tugas pengawasan yang telah dilakukan selama tahun buku yang baru lampau kepada RUPS. 11. Berdasarkan anggaran dasar atau keputusan RUPS, Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dan dapat melakukan tindakan pengurusan Perusahaan dalam keadaan tertentu untuk jangka waktu tertentu dan berlaku semua ketentuan mengenai hak, wewenang, dan kewajiban Direksi terhadap Perusahaan dan pihak ketiga.	of the Company and in accordance with the purposes and objectives of the Company; c. Have no personal interest, either directly or indirectly, in the management actions by the Board of Directors result in bankruptcy; and d. Have provided advice to the Board of Directors to prevent bankruptcy. 10. The Board of Commissioners is required to make: a. Minutes of the Board of Commissioners meeting and keep a copy afterwards; b. Report to the Company regarding the ownership of their shares and or their families in the Company; c. Provide reports on supervisory duties that have been carried out during the last financial year to the GMS. 11. Based on the articles of association or the decision of the GMS, the Board of Commissioners has the authority to temporarily suspend members of the Board of Directors and may take actions to manage the Company under certain circumstances for a certain period of time and all provisions regarding the rights, powers and obligations of the Board of Directors to the Company and third parties apply.
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	12. Dewan Komisaris dapat membentuk komite dengan merujuk pada ketentuan perundangan yang berlaku dan wajib dilakukan evaluasi kinerja komite setiap akhir tahun buku.		12. <i>The Board of Commissioners may form a committee by referring to the applicable laws and regulations and it is mandatory to evaluate the performance of the committee at the end of each financial year.</i>
6. PENILAIAN KINERJA DEWAN KOMISARIS Penilaian kinerja Dewan Komisaris dilakukan dengan berdasarkan kriteria tertentu yang telah ditetapkan dengan mempertimbangkan tugas dan tanggung jawab yang sesuai dengan peraturan perundang-undangan dan Anggaran Dasar Perusahaan dan kebijakan perusahaan. Hasil penilaian kinerja Dewan Komisaris menjadi bahan pertimbangan dalam meningkatkan efektivitas kinerja Dewan Komisaris. Hasil penilaian kinerja anggota Dewan Komisaris merupakan salah satu dasar pertimbangan bagi Komite Nominasi dalam memberikan usulan kepada Dewan Komisaris, sebagai bahan pertimbangan/kebijakan lebih lanjut. 1. Penilaian Kinerja dilakukan secara <i>self assessment</i> setiap tahun untuk menilai kinerja Dewan Komisaris secara kolektial. Anggota Dewan Komisaris melakukan penilaian sendiri (<i>self Assessment</i>). Hasil penilaian (<i>self assessment</i>) masing-masing anggota Dewan Komisaris dikonsolidasi dan	6. PERFORMANCE ASSESSMENT OF THE BOARD OF COMMISSIONERS <i>The performance assesment of the Board of Commissioners is carried out based on certain criteria that have been determined by considering the duties and responsibilities in accordance with the laws and regulations and the Company's Articles of Association and company policies.</i> <i>The results of the performance assessment of the Board of Commissioners are taken into consideration in improving the effectiveness of the performance of the Board of Commissioners.</i> <i>The results of the performance assesment of the members of the Board of Commissioners are one of the basic considerations for the Nomination Committee in providing proposals to the Board of Commissioners, for further consideration/policy.</i> 1. <i>Performance assesment is conducted by self-assessment every year to assess the performance of the Board of Commissioners collegially. Members of the Board of Commissioners conduct a self-assessment. The results of the self-assessment of each member of the Board of Commissioners are</i>		

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dilakukan review oleh Komisaris Utama guna menetapkan efektivitas dari anggota Dewan Komisaris dan area-area yang perlu dilakukan perbaikan. 2. Kriteria penilaian kinerja Dewan Komisaris dilakukan dengan mempertimbangkan beberapa komponen antara lain: • Efektifitas Pelaksanaan tugas dan tanggung jawab Dewan Komisaris dalam melaksanakan fungsi pengawasan atas pengelolaan perusahaan. • Kehadiran dalam rapat Dewan Komisaris dan atau bersama Komite, rapat Dewan Komisaris bersama Direksi. • Efektifitas penerapan manajemen risiko. • Pemantauan atas pelaksanaan sistem pengendalian internal. • Pemantauan atas penerapan <i>Good Corporate Governance (GCG)</i> dan <i>Corporate Social Responsibility (CSR)</i>. • Usulan dan nasehat Dewan Komisaris kepada Direksi dan manajemen dari <i>Holding</i>, anak/unit usaha Perseroan.	<i>consolidated and reviewed by the President Commissioner to determine the effectiveness of the members of the Board of Commissioners and areas that need improvement.</i> 2. <i>The criteria for evaluating the performance of the Board of Commissioners are carried out by considering several components, including:</i> • <i>Effective implementation of the duties and responsibilities of the Board of Commissioners in carrying out its supervisory function over the management of the company.</i> • <i>Attendance at meetings of the Board of Commissioners and/or with the Committee, meetings of the Board of Commissioners with the Board of Directors.</i> • <i>Implementation effectiveness of risk management.</i> • <i>Monitoring of the implementation of the internal control system.</i> • <i>Monitoring the implementation of Good Corporate Governance (GCG) and Corporate Social Responsibility (CSR).</i> • <i>Proposals and advice from the Board of Commissioners to the Board of Directors and management of the Holding, a subsidiary/business unit of the Company.</i>
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	3. Penilaian kinerja Dewan Komisaris dilakukan secara kolegal. Predikat hasil penilaian kinerja Dewan Komisaris adalah: a. <i>Excellent</i> (Luar Biasa) b. <i>Very Good</i> (Sangat Bagus) c. <i>Good</i> (Cukup Bagus) d. <i>Fair</i> (Biasa) e. <i>Min. Requirement</i> (Kurang)		3. <i>Assessment of the performance of the Board of Commissioners is carried out collegially. The predicate results of the performance appraisal of the Board of Commissioners are:</i> a. <i>Excellent</i> b. <i>Very Good</i> c. <i>Good</i> d. <i>Fair</i> e. <i>Min. Requirement</i>
7. REMUNERASI a. Anggota Dewan Komisaris diberikan gaji/honorarium dan fasilitas/tunjangan yang besarnya ditetapkan oleh RUPS. b. Remunerasi bagi anggota Dewan Komisaris diberikan dengan basis formula yang ditetapkan oleh RUPS yang sebelumnya telah melalui kajian dan rekomendasi oleh Komite Nominasi dan Remunerasi. c. Anggota Dewan Komisaris harus melaporkan besarnya remunerasi yang diterima (termasuk opsi saham jika ada) serta dasar perhitungan remunerasi tersebut dalam laporan tahunan Perusahaan.		7. REMUNERATION a. <i>Members of the Board of Commissioners are given a salary/honorarium and facilities/benefits that the amount is determined by the GMS.</i> b. <i>Remuneration for members of the Board of Commissioners is provided on the basis of a formula determined by the GMS which has previously been reviewed and recommended by the Nomination and Remuneration Committee.</i> c. <i>Members of the Board of Commissioners must report the amount of remuneration received (including stock options if available) and the basis for calculating the remuneration in the Company's annual report.</i>	
8. RAPAT DEWAN KOMISARIS		8. MEETINGS OF THE BOARD OF COMMISSIONERS	

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	a. Dewan Komisaris wajib mengadakan rapat secara berkala paling kurang 1 (satu) kali dalam 2 (dua) bulan. b. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.		a. <i>The Board of Commissioners must hold regular meetings at least 1 (one) time in 2 (two) months.</i> b. <i>The Board of Commissioners must hold regular meetings with the Board of Directors at least 1 (one) time in 4 (four) months.</i>
9.	KETENTUAN TERKAIT RAPAT DEWAN KOMISARIS 1. Kehadiran anggota Direksi wajib diungkapkan dalam laporan tahunan. 2. Dewan Komisaris harus menjadwalkan rapat untuk tahun berikutnya sebelum berakhirnya tahun buku; 3. Bahan rapat disampaikan kepada peserta rapat paling lambat 5 (lima) hari sebelum rapat diselenggarakan; 4. Dalam hal terdapat rapat yang diselenggarakan di luar jadwal yang telah disusun, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan. 5. Pengambilan keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat, dan dalam hal tidak tercapai keputusan musyawarah maka pengambilan keputusan dilakukan berdasarkan suara terbanyak. 6. Hasil rapat Dewan Komisaris wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Dewan	9.	PROVISIONS REGARDING THE MEETING OF THE BOARD OF COMMISSIONERS 1. <i>The presence of members of the Board of Directors must be disclosed in the annual report.</i> 2. <i>The Board of Commissioners must schedule a meeting for the following year before the end of the financial year;</i> 3. <i>Meeting materials are submitted to meeting participants no later than 5 (five) days before the meeting is held;</i> 4. <i>In terms of the meeting is held outside the schedule that has been prepared, the meeting materials are submitted to the meeting participants no later than before the meeting is held.</i> 5. <i>Decision making in the meeting of the Board of Commissioners is made based on deliberation and consensus, and in terms of the deliberation decision is not reached, the decision is made based on a majority vote.</i> 6. <i>The results of the meeting of the Board of Commissioners must be stated in the minutes of the meeting, signed by all members of the Board of Commissioners</i>

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	Komisaris yang hadir, dan disampaikan kepada seluruh anggota Dewan Komisaris. 7. Hasil rapat Dewan Komisaris bersama Direksi wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Dewan Komisaris dan Direksi yang hadir, dan disampaikan kepada seluruh anggota Dewan Komisaris dan Direksi. 8. Dalam hal terdapat anggota Dewan Komisaris dan atau Direksi yang tidak menandatangani hasil rapat maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat. 9. Risalah rapat sebagaimana dimaksud wajib didokumentasikan.		<i>that are present, and submitted to all members of the Board of Commissioners.</i> 7. <i>The results of the meeting of the Board of Commissioners and the Board of Directors must be stated in the minutes of the meeting, signed by all members of the Board of Commissioners and Board of Directors that are present, and submitted to all members of the Board of Commissioners and Board of Directors.</i> 8. <i>In terms of the member of the Board of Commissioners and/or the Board of Directors does not sign the minutes of the meeting, the person concerned must state the reasons in writing in a separate letter attached to the minutes of the meeting.</i> 9. <i>Minutes of the meeting as intended must be documented.</i>
10. PENGUNDURAN DIRI DAN PEMBERHENTIAN SEWAKTU-WAKTU 1. Pengunduran Diri a. Pengunduran diri anggota Dewan Komisaris dari jabatannya sebelum masa jabatan berakhir wajib menyampaikan permohonan pengunduran diri kepada Dewan Komisaris dan Direksi. b. Perusahaan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri paling lambat 90 (sembilan puluh) hari setelah diterimanya permohonan pengunduran diri.		10. RESIGNATION AND DISCONTINUATION AT ANYTIME 1. Resignation a. The resignation of a member of the Board of Commissioners from his/her position before the end of the term of service, must submit a resignation request to the Board of Commissioners and the Board of Directors. b. The Company is obliged to hold a GMS to decide on the resignation application no later than 90 (ninety) days after the receipt of the resignation application.	

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	c. Perusahaan wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada Otoritas Jasa Keuangan paling lambat 2 (dua) hari kerja setelah diterimanya permohonan pengunduran diri Direksi dan hasil penyelenggaraan RUPS. d. Perusahaan wajib memberitahukan perubahan anggota Direksi kepada Menteri paling lambat 30 (tiga puluh) hari terhitung sejak tanggal keputusan RUPS.		c. The Company is required to disclose information to the public and submit it to the Financial Services Authority no later than 2 (two) working days after the receipt of the request for resignation of the Board of Directors and the results of the GMS. d. The Company must notify the change in the members of the Board of Directors to the Minister no later than 30 (thirty) days from the date of the decision of the GMS.
	2. Pemberhentian Sewaktu-waktu a. Anggota Direksi yang bersangkutan diberi kesempatan untuk membela diri dalam RUPS. b. Pemberian kesempatan untuk membela diri tidak diperlukan dalam hal yang bersangkutan tidak keberatan atas pemberhentian tersebut.		2. Dismissal from time to time a. The member of the Board of Directors concerned is given the opportunity to defend himself at the GMS. b. Giving an opportunity to defend oneself is not necessary if the person concerned does not object to the dismissal.
11. STANDAR ETIKA 1. Integritas Anggota Dewan Komisaris tidak diperkenankan: a. Memberi atau menerima hadiah (yang substansial) dari rekan bisnis Perusahaan dan/atau anak perusahaannya. b. Memberikan keuntungan yang tidak wajar kepada pihak ketiga manapun yang merugikan Perusahaan dan/atau anak perusahaannya.		11. STANDARDS OF ETHICS 1. Integrity Members of the Board of Commissioners are not allowed to: a. Give or receive gifts (substantial) from business partners of the Company and/or its subsidiaries. b. Give an unfair advantage to any third party that is detrimental to the Company and/or its subsidiaries.	

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c. Mengambil keuntungan dari peluang-peluang bisnis, yang merupakan hak Perusahaan (dan/atau anak perusahaannya), baik untuk dirinya sendiri, pasangannya, anak maupun sanak saudara yang memiliki hubungan darah maupun hubungan perkawinan sampai derajat ketiga. d. Ikut serta, baik secara langsung maupun tidak langsung, dalam pengelolaan (sebagai Direktur atau anggota Dewan Komisaris) di Perusahaan pesaing dan/atau anak perusahaannya. e. Memiliki saham di Perusahaan pesaing dan/atau anak perusahaannya, kecuali dalam hal kepemilikan saham tersebut merupakan bagian dari investasi portofolio, besarnya kepemilikan tersebut tidak memberikan kemampuan mempengaruhi usaha pesaing secara material dan kepemilikan saham tersebut telah disetujui oleh rapat Dewan Komisaris dan Direksi 2. Transparansi Dalam berhubungan dengan Dewan Komisaris dan anggota Direksi, setiap anggota Dewan Komisaris bertindak berdasarkan semangat saling percaya dan keterbukaan. 3. Kerahasiaan Informasi Selama masa jabatannya dan setelah masa jabatan tersebut berakhir, setiap anggota Dewan Komisaris dilarang menggunakan atau mengungkapkan (baik secara langsung	c. Take advantage of business opportunities, which are the right of the Company (and/or its subsidiaries), both for themselves, their spouses, children and relatives who have blood or marital relations to the third degree. d. Participate, either directly or indirectly, in the management (as a Director or a member of the Board of Commissioners) in competitor company and/or their subsidiaries. e. Own shares in a competitor company and/or its subsidiaries, except in the case that the share ownership is part of a portfolio investment, the size of the ownership does not provide the ability to materially influence the competitor's business and the share ownership has been approved by the meeting of the Board of Commissioners and the Board of Directors. 2. Transparency In dealing with the Board of Commissioners and members of the Board of Directors, each member of the Board of Commissioners acts based on the spirit of mutual trust and openness. 3. Confidentiality of Information During their term of service and after the term of service ends, each member of the Board of Commissioners is prohibited from using or disclosing (either directly or
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DISTRIBUSI DISTRIBUTION ◇ DEWAN KOMISARIS BOARD OF COMMISSIONERS ◇ DIREKSI BOARD OF DIRECTORS ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ GENERAL MANAGER ◇ MANAGER	PERIHAL REGARDING Pedoman Dewan Komisaris	NOMOR: NUMBER: 02/GCG/IX/2022
✓ PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN ✓ ENTIRE CHANGE - PARTIAL CHANGE	Guidelines on the Board of Commissioner	TANGGAL MULAI BERLAKU: 1 September 2022 EFFECTIVE DATE: September 1 st , 2022

maupun tidak langsung) informasi rahasia apapun yang dimiliki oleh HUMI dan/atau anak perusahaannya atau perusahaan dimana HUMI dan/atau anak perusahaannya memiliki kepentingan ("Informasi Rahasia"). Yang termasuk dalam kategori informasi rahasia, adalah: - Laporan keuangan dan/atau transaksi material yang belum diungkapkan ke public. - Rencana strategis Perusahaan. - Informasi yang terikat dengan perjanjian kerahasiaan (<i>confidentiality agreement</i>). - Produk-produk Perusahaan dan/atau anak perusahaannya yang masih dalam tahap pengembangan. - Keunikan teknologi. - Informasi lainnya yang dianggap rahasia. 4. Kepemilikan Saham Setiap kepemilikan saham Perusahaan oleh anggota Dewan Komisaris dilakukan sebagai investasi jangka panjang dan wajib memenuhi peraturan perundangan berlaku. 5. Benturan Kepentingan - Setiap anggota Dewan Komisaris wajib menghindari berada dalam posisi dimana kepentingan pribadi dapat berbenturan dengan tugasnya dalam Perusahaan. - Setiap anggota Dewan Komisaris wajib segera melaporkan kepada anggota	<i>indirectly) any confidential information owned by HUMI and/or its subsidiaries or companies in which HUMI and/or its subsidiaries have an interest ("Confidential Information"). Included in the category of confidential information, are:</i> <i>Unpublished financial statements and/or material transactions disclose to the public.</i> <i>Company strategic plan.</i> <i>Information bound by a confidentiality agreement.</i> <i>Products of the Company and/or its subsidiaries which are still in the development stage.</i> <i>Technology uniqueness.</i> <i>Other information deemed confidential.</i> 4. Share Ownership <i>Every share ownership of the Company by members of the Board of Commissioners is carried out as a long-term investment and must comply with applicable laws and regulations.</i> 5. Conflict of Interest <i>Each member of the Board of Commissioners must avoid being in a position where personal interests may conflict with their duties within the Company.</i> <i>Each member of the Board of Commissioners must immediately report</i>
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Dewan Komisaris lainnya mengenai adanya benturan kepentingan dan atau potensi benturan kepentingan dengan Perusahaan dan wajib memberikan seluruh informasi yang akurat dalam laporan tersebut. c. Komisaris utama wajib memberikan informasi tersebut kepada Dewan Komisaris dan Direksi. d. Transaksi dimana terdapat anggota Dewan Komisaris yang memiliki benturan kepentingan, Dewan Komisaris bersama Direksi wajib mengkaji manajemen risiko terkait agar Direksi dalam bertindak dapat sesuai dengan syarat dan ketentuan yang setidaknya lazim digunakan pada industri yang bersangkutan dan memenuhi ketentuan peraturan perundangan yang berlaku mengenai transaksi afiliasi dan/atau transaksi yang mengandung benturan kepentingan. e. Anggota Dewan Komisaris yang memiliki benturan kepentingan diberlakukan periode <i>black out</i> dari proses pengambilan keputusan mengenai agenda dimana dia memiliki benturan kepentingan. f. Dalam hal anggota Dewan Komisaris memiliki saham Perusahaan dan/atau saham perusahaan lain, anggota Direksi	to other members of the Board of Commissioners regarding any conflict of interest and or potential conflict of interest with the Company and must provide all accurate information in the report. c. The President Commissioner is required to provide this information to the Board of Commissioners and the Board of Directors. d. Transactions where there is a member of the Board of Commissioners who has a conflict of interest, the Board of Commissioners and the Board of Directors are required to review the related risk management so that the Board of Directors can act in accordance with the terms and conditions that are at least commonly used in the industry in question and comply with the provisions of applicable laws and regulations regarding affiliate transactions and/or or transactions that contain conflicts of interest. e. Members of the Board of Commissioners who have a conflict of interest are subject to a black out period from the decision-making process regarding the agenda where he has a conflict of interest. f. In terms of the member of the Board of Commissioners owns shares of the Company and/or shares of another company, the member of the Board of
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	tersebut wajib memenuhi persyaratan pelaporan yang diatur dalam peraturan perundangan yang berlaku.		<i>Directors must comply with the reporting requirements stipulated in the applicable laws and regulations.</i>
12. KETENTUAN LAINNYA	Anggota Dewan Komisaris dapat merangkap jabatan sebagai: - Anggota Direksi paling banyak pada 2 (dua) Emiten atau Perusahaan Publik di luar usaha Perusahaan; - Anggota Dewan Komisaris paling banyak pada 2 (dua) Emiten atau Perusahaan Publik di luar usaha Perusahaan; - Dalam hal anggota Dewan Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada 4 (empat) Emiten atau Perusahaan Publik di luar usaha Perusahaan; - Anggota Dewan Komisaris dapat merangkap sebagai komite paling banyak pada 5 (lima) komite di Emiten atau Perusahaan Publik dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris. Persyaratan terkait rangkap jabatan sebagai berikut:	12. OTHER TERMS	<i>Members of the Board of Commissioners may hold concurrent positions as:</i> <i>Members of the Board of Directors are at most 2 (two) Issuers or Public Companies outside the Company's business;</i> <i>Members of the Board of Commissioners are at most 2 (two) Issuers or Public Companies outside the Company's business;</i> <i>In terms of the member of the Board of Commissioners does not hold concurrent positions as a member of the Board of Directors, the member of the Board of Commissioners concerned may concurrently serve as a member of the Board of Commissioners in a maximum of 4 (four) Issuers or Public Companies outside the Company's business;</i> <i>Members of the Board of Commissioners may concurrently serve as committees in a maximum of 5 (five) committees in the Issuer or Public Company where the person concerned also serves as a member of the Board of Directors or member of the Board of Commissioners.</i> <i>Requirements related to concurrent positions are as follows:</i>

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	1. Rangkap jabatan hanya dapat dilakukan sepanjang tidak bertentangan dengan peraturan perundangan yang berlaku dan atau peraturan Perusahaan; 2. Dalam hal anggota Dewan Komisaris merangkap jabatan, maka wajib dilaporkan kepada seluruh organ Perusahaan dan pejabat <i>Corporate Secretary</i> mencatat serta mendokumentasikan; 3. Hal-hal lain yang belum ada terkait rangkap jabatan dapat dibuat ketentuan tersendiri dengan mengacu pada kebijakan ini.		1. Concurrent positions can only be carried out as long as they do not conflict with the applicable laws and regulations and/or company regulations; 2. In terms of the member of the Board of Commissioners holds concurrent positions, it must be reported to all Company organs and Corporate Secretary officials to record and document; 3. Other things that have not related to concurrent positions can be made in separate provisions by referring to this policy.
13. PENUTUP - Kebijakan ini disusun dengan penuh itikad baik dan sesuai prinsip-prinsip Perusahaan untuk mewujudkan tata kelola Perusahaan yang baik. - Seluruh organ Perusahaan dan karyawan wajib untuk menaati kebijakan ini. - Kebijakan ini dievaluasi secara berkala paling sedikit 1 (satu) kali dalam setahun dan dapat dilakukan revisi untuk menyesuaikan dengan peraturan perundangan yang berlaku, kondisi ekonomi saat ini dan masa depan, serta kebutuhan Perusahaan tanpa menghilangkan esensi dari tata kelola Perusahaan yang baik.		13. CLOSING - This policy is duly prepared in good faith and in accordance with the Company's principles to realize good corporate governance. - All of the Company's organs and employees are required to obey this policy. - This policy is evaluated regularly of at least 1 (one) time each year and can be made a revision in order to adjust it to the applicable statutory regulation, the current and future economic conditions, as well as the Company's need without eliminating the essence of the good corporate governance.	

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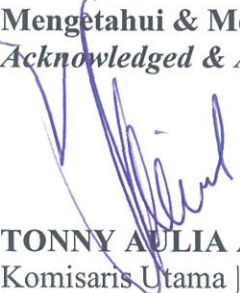
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Jakarta, 1 September 2022
PT Humpuss Maritim Internasional


DEDI HUDAYANA
Direktur Utama | President Director

**Mengetahui & Menyetujui, |
Acknowledged & Approved,**


TONNY AULIA ACHMAD
Komisaris Utama | President Commissioner

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