



**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 Direksi	NOMOR: NUMBER: 03/GCG/IX/2022
✓ PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN ✓ ENTIRE CHANGE - PARTIAL CHANGE	Guidelines on the Board of Directors	TANGGAL MULAI BERLAKU: 1 September 2022 EFFECTIVE DATE: September 1 st , 2022

1. PENDAHULUAN PT Humpuss Maritim Internasional (“HUMI”) adalah Perusahaan Terbatas yang didirikan berdasarkan hukum 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 Direksi (“Pedoman”) ini disusun untuk memberikan arahan bagi Direksi dalam menjalankan kepengurusan dan 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 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 Directors (“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.
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2. DASAR HUKUM 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").	2. LEGAL BASIS 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 number 32 of 2015 concerning Guidelines for Corporate Governance. 5. The Company's Articles of Association and its amendments ("Articles of Association").
3. ORGANISASI DIREKSI 1. Struktur Keanggotaan a. Jumlah Direksi untuk Perusahaan Terbuka sedikitnya terdiri dari 2 (dua) orang anggota, dan seorang diantaranya diangkat sebagai Direktur Utama. b. Komposisi dan jumlah anggota Direksi 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. ORGANIZATION OF THE BOARD OF DIRECTORS 1. Membership Structure a. The number of Directors for a Public Company consists of at least 2 (two) members, and one of them is appointed as the President Director. b. The composition and number of members of the Board of Directors is determined by the GMS with taking notice 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 Direksi disusun oleh Komite Nominasi dan Remunerasi Perusahaan dan diberikan kepada Dewan Komisaris untuk dilakukan seleksi lebih lanjut dan dimintakan arahan dari Pemegang Saham Utama tanpa membatasi calon lain dari yang diusulkan sebelum ditetapkan dalam RUPS. b. Anggota Direksi 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 Direksi yang membawahi bidang akuntansi atau keuangan wajib memiliki keahlian dan atau pengetahuan di bidang akuntansi. d. Dalam hal oleh suatu sebab apapun semua jabatan anggota Direksi lowong, untuk sementara Perusahaan diurus oleh anggota Dewan Komisaris yang ditunjuk oleh rapat Dewan Komisaris.	2. <i>Membership Nomination</i> a. <i>The nomination process for members of the Board of Directors is prepared by the Company's Nomination and Remuneration Committee and given to the Board of Commissioners for further selection and seeking direction from the Major Shareholders without limiting other candidates who are proposed before being determined at the GMS.</i> b. <i>Members of the Board of Directors are elected and appointed by the GMS based on the nomination process in accordance with applicable laws and regulations and based on considerations of integrity, understand the company's management issues, have 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.</i> c. <i>Members of the Board of Directors in charge of accounting or finance are required to have expertise and/or knowledge in accounting.</i> d. <i>If for any reason all positions of the members of the Board of Directors are vacant, the Company is temporarily managed by members of the Board of Commissioners who are appointed by the meeting of the Board of Commissioners.</i>
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e. Penentuan jumlah anggota Dewan Direksi mempertimbangkan kondisi Perusahaan serta efektifitas dalam pengambilan keputusan. 3. Persyaratan Keanggotaan 3.1. Persyaratan Hukum 1) Mempunyai akhlak, moral, dan integritas yang baik; 2) Cakap melakukan perbuatan hukum; 3) Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat; 4) Tidak pernah dinyatakan pailit; 5) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit; 6) Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan; 7) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat: i. Pernah tidak menyelenggarakan RUPS tahunan; ii. Pertanggungjawabannya sebagai anggota Direksi	e. The determination of the number of members of the Board of Directors is considering the condition of the Company as well as its effectiveness in making decisions. 3. Membership Requirements 3.1. Legal Requirements 1) Have good character, morals, and integrity; 2) Capable of carrying out legal actions; 3) Within 5 (five) years prior to appointment and while serving; 4) Never been declared bankrupt; 5) 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; 6) Never been convicted of a criminal act that was detrimental to state finances and/or related to the financial sector; 7) Has never been a member of the Board of Directors and/or a member of the Board of Commissioners who during their service: i. Never held an annual GMS; ii. Their responsibilities as members of the Board of
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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 memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan. 8) Memiliki komitmen untuk mematuhi peraturan perundang-undangan; Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Emiten atau Perusahaan Publik 9) Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Emiten atau Perusahaan Publik 3.2. Persyaratan Khusus a. Berperilaku baik, mempunyai pengalaman dan kecakapan yang diperlukan untuk menjalankan tugasnya dan memenuhi kualifikasi lain yang ditetapkan dalam	<i>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;</i> <i>iii. Have caused a company that obtained a permit, approval, or registration from the Financial Services Authority to fail to fulfill the obligation to submit an annual report and/or financial report to the Financial Services Authority.</i> <i>8) Have a commitment to comply with the laws and regulations;</i> <i>9) Have knowledge and/or expertise in the field required by the Issuer or Public Company</i> <i>3.2. Special Requirements</i> <i>a. Behave well, have the necessary experience and skills to carry out their duties and meet other qualifications stipulated in the laws</i>
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	peraturan perundangan dan anggaran dasar. b. Diangkat berdasarkan pertimbangan keahlian, integritas, kepemimpinan, pengalaman, kejujuran, perilaku yang baik, serta dedikasi yang tinggi untuk memajukan dan mengembangkan Perusahaan. c. Memiliki pemahaman yang baik atas peraturan-peraturan Perusahaan Terbatas, Pasar Modal, Bursa Efek Indonesia, peraturan terkait dengan bisnis Perusahaan, beserta anggaran dasar. d. Melaksanakan tugasnya tanpa ada benturan kepentingan. e. Calon Direksi wajib membuat surat pernyataan dan disampaikan kepada Emiten atau Perusahaan Publik sebagaimana dimaksud dalam Peraturan Otoritas Jasa Keuangan No. 33 tahun 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik pasal 4 ayat (1).		<i>and regulations and articles of association.</i> <i>b. Appointed based on consideration of expertise, integrity, leadership, experience, honesty, good behavior, and high dedication to advance and develop the Company.</i> <i>c. Have a good understanding of the regulations of the Limited Liability Company, Capital Market, Indonesia Stock Exchange, regulations related to the Company's business, as well as the articles of association.</i> <i>d. Carry out their duties without any conflict of interest.</i> <i>e. Candidates for the Board of Directors are required to make a statement letter and submit it to the Issuer or Public Company as referred to in the Financial Services Authority Regulation number 33 of 2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies Article 4 paragraph (1).</i>
4. MASA JABATAN a. Masa jabatan Direksi untuk 1 (satu) periode paling lama adalah 5 (lima) tahun terhitung sejak tanggal yang ditetapkan oleh RUPS		4. TERM OF SERVICE a. The term of service of the Board of Directors for 1 (one) period is a maximum of 5 (five) years from the date determined	

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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, Direksi dapat diangkat kembali oleh RUPS untuk 1 (satu) kali masa jabatan kecuali ditetapkan lain dalam RUPS. c. Jabatan Direksi 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 Direksi tersebut tidak memenuhi persyaratan sebagaimana dimaksud dalam UU No. 40 tahun 2007 pasal 93 dan Dewan Komisaris atau anggota Direksi lainnya harus mengumumkan batalnya pengangkatan tersebut dalam surat kabar serta memberitahukannya kepada Menteri	by the GMS that appointed them, however, without prejudice to the right of the GMS to dismiss the Board of Directors at any time before their term of service ends in accordance with the provisions of the Articles of Association. Company Basis. b. After the term of service ends, the Board of Directors may be reappointed by the GMS for 1 (one) term of service unless otherwise stipulated in the GMS. c. The position of the Board of Directors ends when: 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 acts of financial crime; 7) Canceled by law if it is known that the member of the Board of Directors does not meet the requirements as referred to in Law number 40 of 2007 article 93 and the Board of Commissioners or other members of the Board of Directors must announce the cancellation of the appointment in
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	untuk dicatat dalam daftar Perusahaan selambat-lambatnya 7 (hari) terhitung sejak diketahuinya. d. Anggota Direksi dapat diberhentikan untuk sementara oleh Dewan Komisaris dengan menyebutkan alasannya dan diberitahukan secara tertulis kepada anggota Direksi yang bersangkutan. e. Anggota Direksi dapat diberhentikan sewaktu-waktu berdasarkan keputusan RUPS dengan menyebutkan alasannya, apabila anggota Direksi 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 Direksi tidak memenuhi persyaratan sebagaimana dimaksud dalam UU No. 40 tahun 2007 pasal 93.		the newspaper and notify the Minister to be recorded in the Company register no later than 7 (days) as from the date of notification. d. Members of the Board of Directors may be temporarily dismissed by the Board of Commissioners by stating the reasons and notifying in writing to the member of the Board of Directors concerned. e. Members of the Board of Directors may be dismissed at any time based on the decision of the GMS by stating the reasons, if the member of the Board of Directors: 1. Unable to carry out their duties properly; 2. Not implementing the provisions of the legislation and/or the provisions of the Company's Articles of Association; 3. Engaged in financial crimes; 4. Is declared guilty by a court decision that has permanent legal force; 5. Resigned in accordance with the Company's Articles of Association; 6. Appointment of members of the Board of Directors does not meet the requirements as referred to in Law number 40 of 2007 article 93.
5.	TUGAS, TANGGUNG JAWAB, DAN WEWENANG	5.	DUTIES, RESPONSIBILITIES, AND AUTHORITIES

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1. Direksi bertugas menjalankan dan bertanggung jawab atas pengelolaan Perusahaan untuk kepentingan Emiten atau Perusahaan Publik sesuai dengan maksud dan tujuan Perusahaan yang ditetapkan dalam anggaran dasar. 2. Direksi wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sebagaimana diatur dalam peraturan perundang-undangan dan anggaran dasar. 3. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati-hatian. 4. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab Direksi dapat membentuk komite. 5. Dalam hal dibentuk komite, Direksi wajib melakukan evaluasi terhadap kinerja komite setiap akhir tahun buku. 6. Setiap anggota Direksi bertanggung jawab secara tanggung renteng atas kerugian Emiten atau Perusahaan Publik yang disebabkan oleh kesalahan atau kelalaian anggota Direksi dalam menjalankan tugasnya. 7. Anggota Direksi tidak dapat dipertanggungjawabkan atas kerugian Perusahaan sebagaimana dimaksud pada poin (6) apabila dapat membuktikan:	1. The Board of Directors is in charge of running and being responsible for the management of the Company for the benefit of the Issuer or Public Company in accordance with the purposes and objectives of the Company as stipulated in the articles of association. 2. The Board of Directors is required to hold an annual GMS and other GMS as stipulated in the laws and regulations and the articles of association. 3. Each member of the Board of Directors is required to carry out their duties and responsibilities in good faith, full of responsibility and prudence. 4. In order to support the effectiveness of the implementation of duties and responsibilities, the Board of Directors may form a committee. 5. In terms of the committee is formed, the Board of Directors is required to evaluate the performance of the committee at the end of each financial year. 6. Each member of the Board of Directors is jointly and severally responsible for the loss of the Issuer or Public Company caused by the mistakes or negligence of members of the Board of Directors in carrying out their duties. 7. Members of the Board of Directors cannot be held responsible for the Company's losses as referred to in point (6) if they can prove:
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a. Kerugian tersebut bukan karena kesalahan atau kelalaiannya; b. Telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perusahaan; c. Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; d. Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut. 8. Direksi berwenang mewakili Perusahaan di dalam dan di luar pengadilan. 9. Anggota Direksi tidak berwenang mewakili Perusahaan apabila: a. Terdapat perkara di pengadilan antara Emiten atau Perusahaan Publik dengan anggota Direksi yang bersangkutan; b. Anggota Direksi yang bersangkutan mempunyai kepentingan yang berbenturan dengan kepentingan Perusahaan. 10. Dalam hal terdapat keadaan sebagaimana dimaksud pada poin (9), yang berhak mewakili Perusahaan adalah:	a. The loss is not due to their fault or negligence; b. Have carried out management in good faith, full of responsibility, and prudence for the benefit and in accordance with the purposes and objectives of the Company; c. Does not have a conflict of interest, either directly or indirectly, over management actions that result in losses; d. Have taken action to prevent the occurrence or continuation of the loss. 8. The Board of Directors is authorized to represent the Company inside and outside the court. 9. Members of the Board of Directors are not authorized to represent the Company if: a. There is a case in court between the Issuer or Public Company and the member of the Board of Directors concerned; b. The member of the Board of Directors concerned has interests that conflict with the Company's interests. 10. In terms of the situation as referred to in point (9), those who are entitled to represent the Company are:
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**PEDOMAN TATA KELOLA PERUSAHAAN |
CORPORATE GOVERNANCE GUIDELINES
PT HUMPUSS MARITIM INTERNASIONAL**

DISTRIBUSI <i>DISTRIBUTION</i> ◇ DEWAN KOMISARIS <i>BOARD OF COMMISSIONERS</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ GENERAL MANAGER ◇ MANAGER	PERIHAL <i>REGARDING</i> Pedoman Direksi	NOMOR: <i>NUMBER:</i> 03/GCG/IX/2022
√PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN √ENTIRE CHANGE - PARTIAL CHANGE	<i>Guidelines on the Board of Directors</i>	TANGGAL MULAI BERLAKU: 1 September 2022 EFFECTIVE DATE: September 1 st , 2022

a. Anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perusahaan; b. Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perusahaan; c. Pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perusahaan. 1. Direksi wajib membuat: a. Membuat daftar pemegang saham, daftar khusus, risalah RUPS; b. Risalah rapat Direksi; c. Membuat laporan tahunan dan dokumen keuangan Perusahaan; d. Memelihara seluruh daftar, risalah, dan dokumen keuangan Perusahaan sebagaimana dimaksud pada huruf a, huruf b, huruf c dan dokumen Perusahaan lainnya. 2. Anggota Direksi wajib melaporkan kepada Perusahaan mengenai saham yang dimiliki anggota Direksi yang bersangkutan dan/atau keluarganya dalam Perusahaan dan Perusahaan lain untuk selanjutnya dicatat dalam daftar khusus. 3. Anggota Direksi yang tidak melaksanakan kewajiban sebagaimana dimaksud pada	a. Other members of the Board of Directors who do not have a conflict of interest with the Company; b. the Board of Commissioners in terms of all members of the Board of Directors have a conflict of interest with the Company; c. Other parties appointed by the GMS in terms of all members of the Board of Directors or Board of Commissioners have a conflict of interest with the Company. 1. The Board of Directors is required to make: a. Make a list of shareholders, special lists, minutes of the GMS; b. Minutes of the Board of Directors meeting; c. Prepare annual reports and financial documents of the Company; d. Maintain all lists, minutes, and financial documents of the Company as referred to in letter a, letter b, letter c and other Company documents. 2. Members of the Board of Directors are required to report to the Company regarding the shares owned by the member of the Board of Directors concerned and/or their families in the Company and other Companies to be further recorded in a special register. 3. Members of the Board of Directors who do not carry out the obligations as
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poin (12) dan menimbulkan kerugian bagi Perusahaan, bertanggung jawab secara pribadi atas kerugian Perusahaan tersebut. 4. Direksi wajib meminta persetujuan RUPS untuk: a. Mengalihkan kekayaan Perusahaan; b. Menjadikan jaminan utang kekayaan Perusahaan; yang merupakan lebih dari 50% (lima puluh persen) jumlah kekayaan bersih Perusahaan dalam 1 (satu) transaksi atau lebih, baik yang berkaitan satu sama lain maupun tidak. 5. Direksi dapat memberi kuasa tertulis kepada 1 (satu) orang karyawan Perusahaan atau lebih atau kepada orang lain untuk dan atas nama Perusahaan melakukan perbuatan hukum tertentu sebagaimana yang diuraikan dalam surat kuasa. 6. Direksi tidak berwenang mengajukan permohonan pailit atas Perusahaan sendiri kepada Pengadilan Niaga sebelum memperoleh persetujuan RUPS. Dalam hal kepailitan terjadi karena kesalahan atau kelalaian Direksi dan harta pailit tidak cukup untuk membayar seluruh kewajiban Perusahaan, setiap anggota Direksi secara tanggung renteng bertanggung jawab atas seluruh kewajiban yang tidak terlunasi kecuali Direksi dapat membuktikan:	referred to in point (12) and cause losses to the Company, are personally responsible for the losses of the Company. 4. The Board of Directors is required to seek approval from the GMS for: a. Transferring the Company's assets; b. As collateral for the Company's assets debt; which constitutes more than 50% (fifty percent) of the total net assets of the Company in 1 (one) or more transactions, whether related to each other or not. 5. The Board of Directors may grant written authorization to 1 (one) employee of the Company or more or to other persons, for and on behalf of the Company to perform certain legal actions as described in the power of attorney. 6. The Board of Directors is not authorized to file an application for bankruptcy against the Company itself to the Commercial Court before obtaining the approval of the GMS. In terms of the bankruptcy occurs due to the fault or negligence of the Board of Directors and the assets of the bankrupt are not sufficient to pay all of the Company's obligations, each member of the Board of Directors is jointly and severally responsible for all outstanding obligations unless the Board of Directors can prove:
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	a. Kepailitan tersebut bukan karena kesalahan atau kelalaiannya; b. Telah melakukan pengurusan dengan itikad baik, kehati-hatian, dan penuh tanggung jawab untuk kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan; c. Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang dilakukan; d. Telah mengambil tindakan untuk mencegah terjadinya kepailitan.		a. The bankruptcy is not due to their fault or negligence; b. Have carried out management in good faith, prudence, and full responsibility for the interests of the Company and in accordance with the aims and objectives of the Company; c. Do not have a conflict of interest, either directly or indirectly, over the management actions taken; d. Have taken action to prevent bankruptcy.
6. PENILAIAN KINERJA DIREKSI Penilaian kinerja Direksi 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 Direksi menjadi bahan pertimbangan dalam meningkatkan efektivitas kinerja Direksi. Hasil penilaian kinerja anggota Direksi merupakan salah satu dasar pertimbangan bagi Komite Nominasi dalam memberikan usulan kepada Dewan Komisaris, sebagai bahan pertimbangan/kebijakan lebih lanjut.		6. PERFORMANCE ASSESSMENT OF THE BOARD OF DIRECTORS <i>The performance assessment of the Board of Directors 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 Board of Directors' performance assessment are taken into consideration in improving the effectiveness of the Board of Directors' performance.</i> <i>The results of the performance assesment of the members of the Board of Directors are one of the basic considerations for the Nomination Committee in providing proposals to the Board of Commissioners, for further consideration/policy.</i>	

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1. Penilaian kinerja anggota Direksi dilakukan sendiri (<i>self assessment</i>) setiap 6 bulan oleh masing-masing anggota Direksi. Kemudian hasil <i>self assessment</i> di-review oleh Direktur Utama guna menetapkan efektivitas dan area yang perlu dilakukan perbaikan. 2. Secara kolegal, penilaian kinerja Direksi dilakukan oleh Dewan Komisaris, sebanyak 1 (satu) kali dalam 1 (satu) tahun, dengan parameter: a. Pencapaian target kinerja keuangan, dengan bobot 50% terdiri dari: - Pertumbuhan pendapatan - Peningkatan Laba - Posisi likuiditas b. Pencapaian target kinerja operasional, dengan parameter tingkat utilisasi, zero defect dan zero fraud, bobot 20%. c. Kepatuhan terhadap tata kelola perusahaan yang baik, bobot 20%. d. Parameter lainnya (diluar a, b dan c), bobot 10%. 3. Predikat hasil penilaian kinerja Direksi adalah: a. Excellent (Luar Biasa) b. Very Good (Sangat Bagus) c. Good (Cukup Bagus) d. Fair (Biasa)	1. Performance assessment of members of the Board of Directors is carried out individually (<i>self-assessment</i>) every 6 months by each member of the Board of Directors. Then the results of the self-assessment are reviewed by the President Director to determine effectiveness and areas that need improvement. 2. Collegially, the performance assesment of the Board of Directors is carried out by the Board of Commissioners, 1 (one) time in 1 (one) year, with the following parameters: a. Achievement of financial performance targets, with a weighting of 50% consisting of: - Revenue growth - Profit Increase - Liquidity position b. Achievement of operational performance targets, with parameters of utilization rate, zero defect and zero fraud, weighted 20%. c. Compliance with good corporate governance, weight 20%. d. Other parameters (excluding a, b and c), weight 10%. 3. The predicate of the results of the Board of Directors' performance assesment is: a. Excellent (Luar Biasa) b. Very Good (Sangat Bagus) c. Good (Cukup Bagus)
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	e. Min. Requirement (Kurang)		d. Fair (Biasa) e. Min. Requirement (Kurang)
7.	REMUNERASI a. Anggota Direksi diberikan gaji/honorarium dan fasilitas/tunjangan yang besarnya ditetapkan oleh RUPS. b. Remunerasi bagi anggota Direksi diberikan dengan basis formula yang ditetapkan oleh RUPS yang sebelumnya telah melalui kajian dan rekomendasi oleh Komite Nominasi dan Remunerasi. c. Anggota Direksi harus melaporkan besarnya remunerasi yang diterima (termasuk opsi saham jika ada) serta dasar perhitungan remunerasi tersebut dalam laporan tahunan Perusahaan.	7.	REMUNERATION a. Members of the Board of Directors are given a salary/honorarium and facilities/benefits whose amount is determined by the GMS. b. Remuneration for members of the Board of Directors 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. c. Members of the Board of Directors 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.
8.	RAPAT DIREKSI a. Direksi wajib mengadakan rapat secara berkala paling kurang 1 (satu) kali dalam setiap bulan. b. Direksi wajib mengadakan rapat bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.	8.	MEETING OF THE BOARD OF DIRECTORS a. The Board of Directors is required to hold regular meetings at least 1 (one) time every month. b. The Board of Directors must hold regular meetings with the Board of Commissioners at least 1 (one) time in 4 (four) months.
9.	KETENTUAN TERKAIT RAPAT DIREKSI	9.	PROVISIONS REGARDING THE MEETING OF THE BOARD OF DIRECTORS

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1. Kehadiran anggota Direksi wajib diungkapkan dalam laporan tahunan. 2. Direksi 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 Direksi dilakukan berdasarkan musyawarah mufakat, dan dalam hal tidak tercapai keputusan musyawarah maka pengambilan keputusan dilakukan berdasarkan suara terbanyak. 6. Hasil rapat Direksi wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi. 7. Hasil rapat Direksi bersama Dewan Komisaris wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Direksi dan Dewan Komisaris yang hadir, dan disampaikan kepada seluruh anggota Direksi dan Dewan Komisaris.	1. The attendance of members of the Board of Directors must be disclosed in the annual report. 2. The Board of Directors must schedule a meeting for the following year before the end of the financial year; 3. Meeting materials are submitted to meeting participants no later than 5 (five) days before the meeting is held; 4. 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. 5. Decision making in the Board of Directors meeting is based on deliberation and consensus, and in terms of the deliberation decision is not reached, the decision is made based on a majority vote. 6. The results of the Board of Directors meeting must be stated in the minutes of the meeting, signed by all members of the Board of Directors that are present, and submitted to all members of the Board of Directors. 7. The results of the meeting of the Board of Directors and the Board of Commissioners must be stated in the minutes of the meeting, signed by all members of the Board of Directors and Board of Commissioners that are present, and submitted to all members of the Board
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	8. Dalam hal terdapat anggota Direksi dan atau Dewan Komisaris 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>of Directors and Board of Commissioners.</i> 8. <i>In terms of the member of the Board of Directors and/or Board of Commissioners does not sign the results 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, PEMBERHENTIAN SEMENTARA, DAN PEMBERHENTIAN SEWAKTU-WAKTU 1. Pengunduran Diri a. Pengunduran diri anggota Direksi 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. c. Perusahaan wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada Otoritas Jasa Keuangan paling lambat 2	10. RESIGNATION, TEMPORARY DISCONTINUATION, DISCONTINUATION AT ANYTIME 1. Resignation a. The resignation of a member of the Board of Directors 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. 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		

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	(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. 2. Pemberhentian Sementara a. Dalam jangka waktu paling lambat 30 (tiga puluh) hari setelah tanggal pemberhentian sementara harus diselenggarakan RUPS. b. RUPS dapat mencabut atau menguatkan keputusan pemberhentian sementara tersebut. c. Dalam hal jangka waktu 30 (tiga puluh) hari telah lewat RUPS tidak diselenggarakan atau RUPS tidak dapat mengambil keputusan, pemberhentian sementara tersebut menjadi batal. 3. 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.		<i>the receipt of the request for resignation of the Board of Directors and the results of the GMS.</i> <i>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.</i> 2. Temporary Suspension a. <i>Within a period of no later than 30 (thirty) days after the date of temporary dismissal, a GMS must be held.</i> b. <i>The GMS may revoke or strengthen the decision on the temporary dismissal.</i> c. <i>In terms of the period of 30 (thirty) days has passed, the GMS is not held or the GMS is unable to make a decision, the temporary suspension will be cancelled.</i> 3. Dismissal from time to time a. <i>The member of the Board of Directors concerned is given the opportunity to defend themselves in the GMS.</i> b. <i>Giving an opportunity to defend oneself is not necessary if the person concerned does not object to the dismissal.</i>
11. STANDAR ETIKA 1. Integritas Seorang Direksi tidak diperkenankan:		11. STANDARDS OF ETHICS 1. Integrity A Board of Directors is not allowed to:	

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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. 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	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. 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 competing companies 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 amount 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. Transparansi Dalam berhubungan dengan Dewan Komisaris dan anggota Direksi, Direksi	2. Transparency In dealing with the Board of Commissioners and members of the Board of Directors, the

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bertindak berdasarkan semangat saling percaya dan keterbukaan. 3. Kerahasiaan Informasi Selama masa jabatannya dan setelah masa jabatan tersebut berakhir, setiap anggota Direksi dilarang menggunakan atau mengungkapkan (baik secara langsung 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 Direksi dilakukan sebagai investasi jangka panjang dan wajib memenuhi peraturan perundangan berlaku. 5. Benturan Kepentingan	<i>Board of Directors acts based on the spirit of mutual trust and openness.</i> 3. Confidentiality of Information <i>During their term of service and after the term of service ends, each member of the Board of Directors is prohibited from using or disclosing (either directly or indirectly) any confidential information owned by HUMI and/or its subsidiaries or companies in which HUMI and/or its subsidiaries have an interest ("Secret information"). Included in the category of confidential information, are:</i> <i>Financial statements and/or material transactions that have not been disclosed 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>Each member of the Board of Directors owns shares of the Company as a long-term investment and must comply with applicable laws and regulations.</i> 5. Conflict of Interest
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a. Seorang Direksi wajib menghindari berada dalam posisi dimana kepentingan pribadi dapat berbenturan dengan tugasnya dalam Perusahaan. b. Seorang Direksi wajib segera melaporkan kepada anggota Direksi lainnya mengenai adanya benturan kepentingan dan atau potensi benturan kepentingan dengan Perusahaan dan wajib memberikan seluruh informasi yang akurat dalam laporan tersebut. c. Direksi utama wajib memberikan informasi tersebut kepada Dewan Komisaris dan anggota Direksi lainnya. d. Transaksi dimana terdapat anggota Direksi yang memiliki benturan kepentingan harus memperoleh persetujuan Dewan Komisaris dan anggota Direksi lainnya, dilaksanakan 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 Direksi yang memiliki benturan kepentingan dilarang ikut serta dalam proses pengambilan keputusan mengenai agenda dimana dia memiliki benturan kepentingan. f. Dalam hal anggota Direksi memiliki saham Perusahaan dan/atau saham perusahaan lain, anggota Direksi tersebut wajib	a. A member of the Board of Directors must avoid being in a position where his personal interests may conflict with his duties within the Company. b. A member of the Board of Directors must immediately report to other members of the Board of Directors 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 main Board of Directors is required to provide this information to the Board of Commissioners and other members of the Board of Directors. d. Transactions in which a member of the Board of Directors has a conflict of interest must obtain the approval of the Board of Commissioners and other members of the Board of Directors, carried out with terms and conditions that are at least commonly used in the industry concerned and comply with the provisions of the applicable laws and regulations regarding affiliated transactions and/or transactions containing conflicts of interest. e. A member of the Board of Directors who has a conflict of interest is prohibited from participating in the decision-making process regarding the agenda where he has a conflict of interest. f. In the event that a member of the Board of Directors owns shares of the Company
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	memenuhi persyaratan pelaporan yang diatur dalam peraturan perundangan yang berlaku.		<i>and/or shares of another company, the member of the Board of Directors must comply with the reporting requirements stipulated in the applicable laws and regulations.</i>
12.	KETENTUAN LAINNYA Anggota Direksi dapat merangkap jabatan sebagai: 1. Anggota Dewan Komisaris paling banyak pada 3 (tiga) Emiten atau Perusahaan Publik di luar usaha Perusahaan; 2. Anggota 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: 1. Rangkap jabatan hanya dapat dilakukan sepanjang tidak bertentangan dengan peraturan perundangan yang berlaku dan atau peraturan Perusahaan; 2. Dalam hal anggota Direksi merangkap jabatan, maka wajib dilaporkan kepada seluruh organ Perusahaan dan pejabat <i>Corporate Secretary</i> mencatat serta mendokumentasikan; Hal-hal lain yang belum ada terkait rangkap jabatan dapat dibuat ketentuan tersendiri dengan mengacu pada kebijakan ini.	12.	OTHER TERMS <i>Members of the Board of Directors may hold concurrent positions as:</i> <i>1. Members of the Board of Commissioners are at most 3 (three) Issuers or Public Companies outside the Company's business;</i> <i>2. Committee members are at most 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> <i>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;</i> <i>2. In terms of the member of the Board of Directors holds concurrent positions, it must be reported to all organs of the Company and the servicers of the Corporate Secretary record and document;</i>

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		Other things that have not existed that related to concurrent positions can be made 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.	

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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