



**PEDOMAN TATA KELOLA PERUSAHAAN
CORPORATE GOVERNANCE GUIDELINES
PT HUMPUSS MARITIM INTERNASIONAL TBK. & SUBSIDIARIES**

DISTRIBUSI <i>DISTRIBUTION</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAGER ◇ MANAGER	PERIHAL <i>REGARDING:</i> Kebijakan Penilaian Dewan Komisaris dan Direksi	NOMOR: <i>NUMBER:</i> 23/PEDOMAN-GCG/XII/2023
√PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN √ENTIRE CHANGE - PARTIAL CHANGE		TANGGAL MULAI BERLAKU: 04 Desember 2023 EFFECTIVE DATE: December 04, 2023

1. PENDAHULUAN Kebijakan Penilaian Kinerja Dewan Komisaris dan Direksi disusun sebagai pedoman untuk menilai efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris secara kolegal dan individu.	1. INTRODUCTION <i>The Performance Assessment Policy for the Board of Commissioners and Directors was prepared as a guideline for assessing the effectiveness of the implementation of the duties and responsibilities of the Board of Commissioners collegially and individually.</i>
2. DASAR HUKUM 1. POJK No.34/POJK.04/2014 tanggal 08 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Terbuka. 2. POJK No. 21/POJK.04/2015 tanggal 16 November 2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka 3. Surat Edaran OJK No.32/SE.OJK/2015 tanggal 17 November 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka. 4. Anggaran Dasar PT Humpuss Maritim Internasional Tbk. 5. Pedoman Penerapan Tata Kelola Perusahaan yang Baik PT Humpuss Maritim Internasional Tbk. No. 01/GCG/IX/2022 6. Piagam Komite Nominasi & Remunerasi Nomor 05/GCG/IX/2022 tanggal 1 September 2022.	LEGAL BASIS 1. <i>POJK No. 34/POJK.04/2014 dated December 8, 2014 concerning Nomination and Remuneration Committees for Issuers or Public Companies</i> 2. <i>POJK No. 21/POJK.04/2015 dated November 16, 2015 concerning Implementation of Public Company Governance Guidelines</i> 3. <i>OJK Circular Letter No.32/SE.OJK/2015, dated November 17, 2015, concerning Guidelines for Public Company Governance</i> 4. <i>Articles of Association of PT Humpuss Maritim Internasional Tbk.</i> 5. <i>Good Corporate Governance Guidelines PT Humpuss Maritim Internasional Tbk. No. 01/GCG/IX/2022.</i> 6. <i>Nomination and Remuneration Committee Charter Number 05/GCG/IX/2020 dated September 1, 2022.</i>
3. KETENTUAN UMUM 1. Penilaian kinerja Dewan Komisaris dan Direksi dilakukan dengan berdasarkan	GENERAL REQUIREMENTS 1. <i>Evaluation of the performance of the Board of Commissioners and Directors</i>

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	kriteria tertentu yang telah ditetapkan dengan mempertimbangkan tugas dan tanggung jawab yang sesuai dengan peraturan perundang-undangan dan Anggaran Dasar Perusahaan dan kebijakan perusahaan. 2. Hasil penilaian kinerja Dewan Komisaris dan Direksi menjadi bahan pertimbangan dalam meningkatkan efektivitas kinerja Dewan Komisaris dan Direksi 3. 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. 4. Hasil penilaian kinerja anggota Direksi merupakan salah satu dasar pertimbangan bagi Komite Nominasi dalam memberikan rekomendasi kepada Dewan Komisaris untuk mengangkat kembali anggota Direksi serta sebagai bahan pertimbangan untuk menyusun struktur remunerasi Direksi.	<i>is carried out based on certain criteria that have been determined by considering duties and responsibilities in accordance with statutory regulations, the Articles of Association, and company policies.</i> <i>2. The results of the performance assessment of the Board of Commissioners and Directors are taken into consideration in improving the effectiveness of the performance of the Board of Commissioners and Directors.</i> <i>3. The results of the performance assessment of members of the Board of Commissioners are one of the basic considerations for the Nomination Committee in providing proposals to the Board of Commissioners as material for further consideration or policy.</i> <i>4. The results of the performance assessment of members of the Board of Directors are one of the basic considerations for the Nomination Committee in providing recommendations to the Board of Commissioners to reappoint members of the Board of Directors, as well as material for consideration in preparing the remuneration structure for the Board of Directors.</i>
4. PENILAIAN KINERJA DEWAN KOMISARIS 1. Penilaian Kinerja dilakukan secara <i>self assessment</i> setiap tahun untuk menilai kinerja Dewan Komisaris secara kolegial.		BOARD OF COMMISSIONERS PERFORMANCE ASSESSMENT 1. Performance assessment is carried out through <i>self-assessment</i> every year to assess the performance of the Board of Commissioners in a collegial manner.

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Anggota Dewan Komisaris melakukan penilaian sendiri (<i>self Assessment</i>). Hasil penilaian (<i>self assessment</i>) masing-masing anggota Dewan Komisaris dikonsolidasi dan 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 mempertimbang-kan 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</i> (GCG) dan <i>Corporate Social Responsibility</i> (CSR). - Usulan dan nasehat Dewan Komisaris kepada Direksi dan manajemen dari <i>Holding</i>, anak/unit usaha Perseroan.	<i>Members of the Board of Commissioners carry out their own assessments (self-assessment). The results of the self-assessment of each member of the Board of Commissioners are consolidated and reviewed by the President and Commissioner to determine the effectiveness of the members of the Board of Commissioners and areas that need improvement.</i> 2. <i>The performance assessment criteria for the Board of Commissioners are carried out by considering several components, including:</i> <i>the effectiveness of the implementation of the duties and responsibilities of the Board of Commissioners in carrying out its supervisory function over company management.</i> <i>Attendance at meetings of the Board of Commissioners and/or with committees; meetings of the Board of Commissioners and Directors.</i> <i>Effectiveness of implementing risk management</i> <i>monitoring 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, subsidiaries, and business units of the company.</i>
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	3. Penilaian kinerja Dewan Komisaris dilakukan secara kolegal. 4. 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>The performance assessment of the Board of Commissioners is carried out collegial.</i> 4. <i>The predicate of the results of the performance assessment of the Board of Commissioners is:</i> a. <i>Excellent (Extraordinary)</i> b. <i>Very Good (Very Good)</i> c. <i>Good (pretty good)</i> d. <i>Fair (Ordinary)</i> e. <i>Minimum Requirements (less)</i>
5.	PENILAIAN KINERJA DIREKSI 1. Penilaian kinerja anggota Direksi dilakukan sendiri (<i>self assessment</i>) setiap 6 bulan oleh masing-masing anggota Direksi. Kemudian hasil self assessment direview 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%	BOARD OF DIRECTORS PERFORMANCE ASSESSMENT 1. <i>The performance assessment of members of the Board of Directors is carried out alone (self assessment) every six months by each member of the Board of Directors. Then the results of the self-assessment are reviewed by the president and director to determine effectiveness and areas that need improvement.</i> 2. <i>Collegially, the performance assessment of the Board of Directors is carried out by the Board of Commissioners one time in one year, with the following parameters:</i> a. <i>Achievement of financial performance targets, with a weight of 50% consisting of:</i> • <i>revenue growth,</i> • <i>increased profit, and</i> • <i>liquidity position</i> b. <i>Achievement of operational performance targets with parameters of utilization rate, zero defects, and zero fraud, weighted at 20%</i>

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	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. <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)		c. <i>Compliance with good corporate governance, weighted at 20%</i> d. <i>Other parameters (excluding a, b, and c), weight: 10%</i> 3. <i>The predicate of the Board of Directors' performance assessment results is:</i> a. <i>Excellent (Extraordinary);</i> b. <i>Very Good (Very Good);</i> c. <i>Good (Pretty Good).</i> d. <i>Fair (Ordinary)</i> e. <i>Minimum Requirements (Less)</i>
6. PENUTUP	- Kebijakan ini disusun dengan penuh itikad baik dan sesuai prinsip-prinsip Perusahaan untuk mewujudkan tata kelola Perusahaan yang baik. - Seluruh organ Perusahaan dan Anak/Unit Usaha 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.	6. CLOSING	<i>This policy is arranged in good faith and in accordance with the Company's principles to realize the good corporate governance.</i> <i>All organs of the Company and Subsidiary/Business Unit of the Company and employees are required to comply with this policy.</i> <i>This policy is evaluated periodically at least 1 (one) time a year and can be revised to suit the prevailing laws and regulations, current and future economic conditions, and the needs of the Company without losing the essence of the good corporate governance.</i>

Jakarta, 04 Desember | *December* 2023
PT Humpuss Maritim Internasional Tbk.


DARYONO
Komisaris Independen
Independent Commissioner


A.R. SOFYAN
Komisaris Utama
President Commissioner

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