Komite Nominasi & Remunerasi
The Nomination & Remuneration Committee

Dewan Komisaris dalam upaya mengimplementasikan tata kelola Perusahaan yang baik, membentuk Komite Nominasi & Remunerasi. Komite ini bertujuan membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dan pemberian nasihat mengenai penetapan kualifikasi dan proses nominasi serta remunerasi, baik untuk Dewan Komisaris dan Direksi maupun bagi Perseroan secara umum. Hal ini sesuai dengan POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi & Remunerasi Emiten atau Perusahaan Publik.

Board of Commissioners in an effort to implement good corporate governance, formed Nomination & Remuneration Committee. This committee aims to assist the Board of Commissioners in carrying out its supervisory function and to provide advice on determining the nomination and remuneration qualifications and process, both for the Board of Commissioners and Directors as well as the Company general. This is in accordance with POJK No. 34/POJK.04/2014 dated December 8th, 2014 concerning the Nomination & Remuneration Committee of Issuer or Public Company.

Pembentukan Komite ini berdasarkan Surat Keputusan Dewan Komisaris dengan Surat Keputusan No. 009/Dekom/HIT/XI/2015 tanggal 24 Nopember 2015 tentang pemberhentian dan pengangkatan Anggota Komite Nominasi & Remunerasi. Mekanisme pembentukan dan pelaksanaan tugas telah disusun dalam Piagam Komite Nominasi & Remunerasi yang terakhir diperbaharui oleh Dewan Komisaris pada 28 Desember 2015 dan telah dipublikasikan di Situs web Perseroan.

The establishment of this Committee was based on a the Decree of the Board of Commissioners No. 009/Dekom/HIT/XI/2015 dated November 24th, 2015 concerning dismissal and appointment of Members of Nomination & Remuneration Committee. Formation mechanism and the implementation of tasks has been set in the Nominations & Remuneration Committee Charter last updated by the Board of Commissioners on December 28th, 2015 and has been published on the Company's website.

Dasar Hukum

Dasar hukum yang menjadi acuan penunjukan Komite Nominasi & Remunerasi HITS antara lain :

1. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
2. Surat Edaran Otoritas Jasa Keuangan No. 21/POJK.04/2015 tentang Pedoman Tata Kelola Perusahaan.

Legal Basis

The legal basis that serves as a reference for the appointment of HITS' the Nomination & Remuneration Committee include:

1. Regulation of Financial Services Authority No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuer or Public Company.
2. Circular Letter of Financial Services Authority No. 21/POJK.04/2015 concerning Governance Guidelines Company.

Susunan dan Keanggotaan

Komposisi Komite Nominasi & Remunerasi terdiri dari 1 orang Ketua dan 2 orang anggota yang memiliki keahlian, pendidikan, pengalaman kerja dan independensi untuk menghasilkan kualitas pengawasan dan konsultasi yang optimal.

Composition and Membership

The composition of the Nomination & Remuneration Committee consists of one Head and two members who possess expertise, education, work experience and independence to produce an optimal quality of supervision and consultation.

Nama Name	Jabatan Position	Masa Jabatan Term of Office
Arief Rudianto	Ketua (Komisaris Independen) Head (Independent Commissioner)	Diangkat pada 18 Mei 2018 dan masa jabatannya berlaku sampai dengan berakhirnya masa jabatan sebagai Dewan Komisaris HITS. Appointed on May 18th, 2018 and term of office is valid until the end of tenure as HITS Board of Commissioners.
Isakayoga CH	Anggota (Pihak Independen) Member (Independent Party)	24 Nopember 2015 | November 24th, 2015 - Masa jabatan Dewan Komisaris HITS. - Term of Office of HITS Board of Commissioner.
Daryono	Anggota (Pihak Independen) Member (Independent Party)	24 Nopember 2015 | November 24th, 2015 - Masa jabatan Dewan Komisaris HITS. - Term of Office of HITS Board of Commissioner.

PROFIL KOMITE NOMINASI & REMUNERASI | NOMINATION & REMUNERATION COMMITTEE PROFILE

Arief Rudianto
Ketua Komite Nominasi & Remunerasi | Head of Nomination & Remuneration Committee

Telah disampaikan dalam Laporan Tahunan ini halaman 59 pada Profil Komisaris sebagai Komisaris Independen dan beliau juga menjabat sebagai Ketua Komite Audit dan Ketua Komite Nominasi & Remunerasi Perseroan.

Has been conveyed in this Annual Report page 59 on the Profile of Commissioners as Independent Commissioners and he also serves as Head of the Audit Committee and Head of the Nomination & Remuneration of the Company.

Isakayoga CH
Anggota Komite Nominasi & Remunerasi | Member of Nomination & Remuneration Committee

Usia | Age	67 tahun per 31 Desember 2019	67 Years old as of December 31st,2019
Tempat & Tanggal Lahir Place & Date of Birth	Magelang, 14 Mei 1952	Magelang, May 14th, 1952
Kewarganegaraan Citizenship	Indonesia	Indonesia
Riwayat Pendidikan History of Education	Fakultas Ekonomi Universitas Gajah Mada (1979)	Faculty of Economy, Universitas Gajah Mada (1979)
Riwayat Jabatan | History of Position		
Dasar Hukum Penunjukan Legal Basis of Appointment	SK Dewan Komisaris No. 009/Dekom-HIT/XI/2015 tentang Perubahan Anggota Komite Nominasi & Remunerasi.	Decree of the Board of Commissioners No. 009/Dekom-HIT/XI/2015 concerning Changes to the Members of Nomination & Remuneration Committee .
Pengalaman Kerja Working Experience	1. Departemen Keuangan Republik Indonesia (1980-1981). 2. *Senior Officer, Head of Bapindo Capital Market Business* (1988-1992). 3. *Managing Director* PT Bapindo Bumi Sekuritas (1992-1994). 4. Direktur Utama PT Bursa Efek Surabaya (1995-1997). 5. Direktur Utama PT KSEI (1997-1998). 6. Direktur Eksekutif AEI (2007-2015).	1. Ministry of Finance of the Republic of Indonesia (1980-1981). 2. Senior Officer, Head of Bapindo Capital Market Business (1988-1992). 3. Managing Director of PT Bapindo Bumi Securities (1992-1994). 4. Director of PT Mashill Jaya Sekuritas (1994-1995). 5. President Director of PT KSEI (1997-1998). 6. Executive Director of AEI (2013-2018).
Jabatan Rangkap Dual Position	Tidak ada rangkap jabatan.	No dual Position

Daryono
Anggota Komite Nominasi & Remunerasi | Member of Nomination & Remuneration Committee

Usia | Age	61 tahun per 31 Desember 2019	61 Years old as of December 31st,2019
Tempat & Tanggal Lahir Place & Date of Birth	Klaten, 9 Oktober 1958	Klaten, October 9th, 1958
Kewarganegaraan Citizenship	Indonesia	Indonesia
Riwayat Pendidikan History of Education	1. S1 Fakultas Ekonomi, Jurusan Akuntansi dari Universitas Indonesia (1984). 2. S1 jurusan Manajemen Keuangan dari STIE ABI Surabaya (1988). 3. S2 Magister Manajemen dari Universitas Padjajaran Bandung (1994).	1. Bachelor of Accounting, Faculty of Economics from University of Indonesia (1984). 2. Bachelor of Financial Management from STIE (College of Economic Science) ABI Surabaya (1988). 3. Masters in Management from Padjajaran University, Bandung (1994).
Riwayat Jabatan | History of Position		
Dasar Hukum Penunjukan Legal Basis of Appointment	SK Dewan Komisaris No. 009/Dekom-HIT/XI/2015 tentang Perubahan Anggota Komite Nominasi & Remunerasi.	Decree of the Board of Commissioners No. 009/Dekom-HIT/XI/2015 concerning Changes to Members of Committee Nomination & Remuneration
Pengalaman Kerja Working Experience	1. Auditor Kantor Akuntan Publik – Hadori (1982). 2. *Senior Officer* Bank Bumi Daya (1983-1999). 3. Direktur Dana Pensiun Bank Mandiri (1999-2002). 4. Kepala Departemen Bank Mandiri (2002-2009). 5. Kepala Internal Audit HITS (2012-2013). 6. Sekretaris Perusahaan HITS (2014-2018).	1. Auditor, Public Accounting Firm - Hadori (1982) 2. Senior Officer, Bank Bumi Daya (1983-1999) 3. Director of Pension Funds, Bank Mandiri (1999-2002) 4. Head of Deparment, Bank Mandiri (2002-2009) 5. Head of Internal Audit, HTS (2012-2013) 6. Corporate Secretary, HITS (2014-2018)
Jabatan Rangkap Dual Position	Tidak ada rangkap jabatan.	No dual Position

INDEPENDENSI ANGGOTA KOMITE NOMINASI & REMUNERASI

Pembentukan Komite Nominasi & Remunerasi yang dilakukan oleh Perseroan bersifat independen. Anggota Komite yang dibentuk telah memenuhi kriteria sebagai anggota dengan keahlian, pengalaman, dan integritas.

Latar belakang dan kemampuan para anggota Komite sesuai bidang pekerjaannya sangat mendukung terselenggaranya tata kelola yang sehat sesuai dengan regulasi yang berlaku dalam mendukung kinerja Dewan Komisaris.

INDEPENDENCE OF THE MEMBERS NOMINATION & REMUNERATION COMMITTEE

Establishment of the Nomination & Remuneration Committee conducted by the Company is independent. Members of the established committee have meet the criteria to be members with expertise, experience and integrity.

Background and abilities of the Committee members is consistent to the field of work which is very supportive in the implementation of healthy governance in accordance with applicable regulations in support of the performance of the Board of Commissioner.

Pernyataan Tentang Independensi Komite Nominasi & Remunerasi
Statement on the Independence of the Nomination & Remuneration Committee

Aspek Independensi Independence Aspect	**Arief Rudianto**	**Isakayoga CH**	**Daryono**
Tidak memiliki hubungan keuangan dengan Dewan Komisaris dan Direksi. Having no financial relationship with the Board of Commissioners and the Board of Directors.	X	X	X
Tidak memiliki hubungan kepengurusan di Perseroan, maupun perusahaan afiliasi. Having no management relationship in the Company, nor affiliated companies.	X	X	X
Tidak memiliki hubungan kepemilikan saham Perusahaan. Having no share ownership relationship in the Company.	X	V	V
Tidak memiliki hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau sesama anggota Komite Audit. Having no family relationship with the Board of Commissioners, Board of Directors and/or other members of the Audit Committee.	X	X	X
Tidak menjabat sebagai pengurus partai politik, pejabat pemerintah daerah. Not serving as a political party official, a local government official.	X	X	X

PEDOMAN KERJA KOMITE NOMINASI & REMUNERASI

Dalam melaksanakan tugas dan tanggung jawabnya, Komite Nominasi & Remunerasi selain berpedoman pada POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi & Remunerasi Emiten atau Perusahaan Publik, juga memiliki kebijakan internal yang tertuang dalam Piagam Komite Nominasi & Remunerasi yang ditetapkan pada 28 Desember 2015.

NOMINATION & REMUNERATION COMMITTEE WORK GUIDELINES

In carrying out its duties and responsibilities, the Nomination & Remuneration Committee is referring to POJK No. 34/POJK.04/2014 dated December 8th, 2014 regarding the Nomination & Remuneration Committee of Issuer or Public companies, also to the internal policies stated in the Nomination & Remuneration Committee Charter officiated on December 28th, 2015.

Piagam Komite Nominasi dan Remunerasi antara lain mengatur:

1. Latar Belakang
2. Visi dan Misi
3. Maksud dan Tujuan
4. Keanggotaan
5. Kedudukan, Batasan Tugas, Tanggung Jawab dan Wewenang
6. Ketentuan Kerja
7. Program Pengembangan
8. Kerahasiaan
9. Penutup

Charter of the Nomination and Remuneration Committee, among others determines:

1. Background
2. Vision and Mission
3. Purpose and Objectives
4. Membership
5. Position, Limitation of Duties, Responsibilities and Authority
6. Work Conditions
7. Development Program
8. Confidentiality
9. Closing

TUGAS DAN TANGGUNG JAWAB KOMITE NOMINASI & REMUNERASI

Tugas dan tanggung jawab Komite Nominasi & Remunerasi diatur dalam Pedoman Komite Nominasi & Remunerasi yang bertujuan mendukung Dewan Komisaris dalam hal:

1. Menyiapkan, merumuskan, dan mengevaluasi kebijakan sistem remunerasi bagi anggota Direksi, Dewan Komisaris, dan Anggota Komite Penunjang Dewan Komisaris.
2. Memberikan rekomendasi mengenai pihak independen yang akan menjadi anggota komite penunjang Dewan Komisaris.
3. Mengusulkan besaran remunerasi bagi anggota Direksi dan Dewan Komisaris untuk memeroleh persetujuan RUPS dengan tata cara sebagaimana diatur Anggaran Dasar Perusahaan.

DUTIES & RESPONSIBILITIES OF THE NOMINATION & REMUNERATION COMMITTEE

Duties and responsibilities of the Nomination & Remuneration Committee is regulated in the Nomination & Remuneration Committee Guidelines aimed at supporting the Board Commissioners in terms of:

1. Prepare, formulate, and evaluate the remuneration system policy for members of the Board of Directors, the Board of Commissioners, and Members of Supporting Committee of the Board of Commissioners
2. Provide recommendations regarding independent parties who will become a member of the supporting committee of the Board of Commissioners
3. Propose the amount of remuneration for members Directors and the Board of Commissioners to obtain approval of the GMS according to the procedure governed by the Company's Articles of Association.

PELAKSANAAN KEGIATAN KOMITE NOMINASI & REMUNERASI

Komite Nominasi & Remunerasi membantu Dewan Komisaris mengimplementasikan tata kelola yang baik dengan melaksanakan fungsinya, antara lain:

1. Membuat kajian remunerasi Direksi dan Dewan Komisaris.
2. Mendapatkan hasil survei gaji Direksi dan DewanKomisaris dari konsultan independen.
3. Memberikan rekomendasi kepada Dewan Komisaris untuk diusulkan pada RUPST.
4. Menyusun kriteria suksesi Direksi dan Dewan Komisaris.

ACTIVITIES IMPLEMENTATION OF NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee assists the Board Commissioners in implementing good governance by carrying out its functions, including:

1. Make a review of the remuneration of the Directors and the Board of Commissioner.
2. Acquiring the results of the Directors' and the Board of Commissioners' salary survey from an independent consultant.
3. Provide recommendations to the Board of Commissioners to be proposed at the AGM.
4. Develop succession criteria for Directors and the Board of Commissioner.

Kegiatan Activity	Target	Realisasi Realization	%
Rapat Kinerja Performance Meeting	12x	12x	100
Rapat Strategis Strategic Meeting	12x	12x	100
Rapat Komite | Committee Meeting	5x	5x	100
Menyiapkan Draft Surat Dewan Komisaris Preparing the Board of Commissioners Letter Draft	4x	4x	100

RAPAT KOMITE NOMINASI & REMUNERASI

Pada tahun buku 2019, Komite melalui penyelengaraan rapat telah melakukan fungsinya sesuai dengan lingkup tugas dan tanggung jawab. Kegiatan Komite tertuang dalam Agenda Rapat sepanjang 2019, yakni:

Selama 2019, Komite Nominasi dan remunerasi melaksanakan 5 kali rapat dengan tingkat kehadiran masing-masing anggota sebagai berikut:

NOMINATION & REMUNERATION COMMITTEE MEETING

In FY 2019, the Committee has performed its functions through organizing meetings in accordance with the scope duties and responsibilities. The Committee's activities are reflected in the Meeting Agenda throughout 2019, namely:

During 2019, the Nomination and Remuneration Committee organized five meetings with levels the presence of each member as follows:

No.	Tanggal Date	Agenda Agenda		Kehadiran Attendance		
				Arief Rudianto	Isakayoga CH	Daryono
1	19 Maret 2019 March 19th, 2019	Pembahasan Survei Remunerasi Direksi dan Dewan Komisaris Perusahaan Pelayaran	Discussion on Survey of Remuneration of Directors and the Board of Commissioners of Shipping Company	V	V	V
2	26 Maret 2019 March 26th, 2019	Penyesuaian Remunerasi Direksi dan Dewan Komisaris	Remuneration Adjustment of Directors and the Board of Commissioner	V	V	V
3	11 Juni 2019 June 11th, 2019	Perencanaan dan Pengembangan Karir SDM Perusahaan	HR Planning and Career Development of the Company	V	V	V
4	14 November 2019 November 14th, 2019	Rekomendasi Kriteria Direksi	Recommendation of Directors's Criteria	V	V	V
5	28 November 2019 November 28th, 2019	Rekomendasi terkait Tantiem dan Asuransi Purna Jabatan bagi Direksi dan Dewan Komisaris	Recommendation in relation withRetirement Tantiem and Insurance for Directors and the Board of Commissioners	V	V	V
				100%	100%	100%

Penilaian Kinerja Komite Nominasi & Remunerasi

Kinerja Komite Nominasi dan Remunerasi dievaluasi setiap 1 tahun sekali oleh Dewan Komisaris. Penilaian kinerja dilakukan berdasarkan realisasi dan penyelesaian program kerja yang telah tersusun dalam rencana kerja dan anggaran tahunan Komite. Penilaian juga dilakukan atas saran, rekomendasi dan masukan yang diberikan oleh Komite Nominasi & Remunerasi terkait penyempurnaan berbagai kebijakan dan aturan pendukung pelaksanaan Nominasi & Remunerasi Perseroan.

Hasil penilaian menjadi bahan pertimbangan Dewan Komisaris untuk mengangkat kembali dan/atau memberhentikan anggota Komite Nominasi & Remunerasi untuk periode jabatan berikutnya.

Appraisal of the Nomination & Remuneration Committee Performance

The performance of the Nomination and Remuneration Committee is evaluated once every one year by the Board of Commissioners. Performance appraisal is based on tje realization and completion of work programs that have been arranged in the Committee's work plan and annual budget. Assessment carried out also on the suggestions, recommendations and input given by the Nomination & Remuneration Committee related to the improvement of various supporting policies and rules to the implementation of Nomination & Remuneration in the Company.

The results of the assessment becomes one source of consideration for the Board Commissioner to reappoint and/or dismiss members of the Nomination & Remuneration Committee for the next term.

PENDIDIKAN DAN/ATAU PELATIHAN | EDUCATION AND/OR TRAINING

No.	Tanggal Date	Tema Theme	Tempat Location	Penyelenggara Organizer
		Arief Rudianto		
	Telah tercantum pada Pelatihan Dewan Komisaris pada hal 61. Has been stated in the Board of Commissioners Training on page 61.			
		Isakayoga CH		
1	24 Januari 2019 January 24th, 2019	Management & Leadership Programme	Jakarta	In-House HIT
2	27 Maret 2019 March 27th, 2019	Obligasi | Bond	Jakarta	In-House HIT
3	29 April 2019 April 29th, 2019	Edukasi mengenai Gratifikasi Education on Gratification	Jakarta	In-House HIT
4	6 September 2019 September 6th, 2019	Job Design in Making Job Description	Jakarta	In-House HIT
5	27 September 2019 September 27th, 2019	Economic Outlook 2020	Jakarta	In-House HIT
6	30-31 Oktober 2019 October 30th-31st, 2019	Corporate Governance Leadership Program	Jakarta	IICD
7	20 Desember 2019 December 20th, 2019	Capacity Building : Working Together in Harmony	Sentul	ESQ
		Daryono		
1	24 Januari 2019 January 24th, 2019	Management & Leadership Programme	Jakarta	In-House HIT
2	27 Maret 2019 March 27th, 2019	Obligasi | Bonds	Jakarta	In-House HIT
3	29 April 2019 April 29th, 2019	Edukasi mengenai Gratifikasi Education on Gratification	Jakarta	In-House HIT
4	6 September 2019 September 6th, 2019	Job Design in Making Job Description	Jakarta	In-House HIT
5	27 September 2019 September 27th, 2019	Economic Outlook 2020	Jakarta	In-House HIT
6	20 Desember 2019 December 20th, 2019	Capacity Building : Working Together in Harmony	Sentul	ESQ

Komite GCG & CSR
The GCG & CSR Committee

Dewan Komisaris HITS membentuk Komite GCG & CSR untuk membantu pelaksanaan tugas Dewan Komisaris dalam melaksanakan fungsi pengawasan atas penerapan tata kelola dan tanggung jawab sosial perusahaan yang baik dan berdasarkan standar-standar yang berlaku, baik nasional maupun Internasional.

The Board of Commissioners of the Company forms the GCG & CSR Committee to assist the implementation of the duties of the Board of Commissioners in carrying out oversight functions over the implementation of good corporate governance and social responsibility of the Company based on both national and international applicable standards.

Komite GCG & CSR HITS dibentuk berdasarkan Surat Keputusan Dewan Komisaris No. 007/SK/Dekom-HIT/V/2018 tentang pembentukan Komite Pemantau Tata Kelola Perusahaan (*Good Corporate Governance*) & Tanggung Jawab Sosial dan Lingkungan bagi Perusahaan (*Corporate Social Responsibility*).

The HITS GCG & CSR Committee was established based on the Decree of the Board of Commissioners No. 007/SK/Dekom-HIT/V/2018 on the establishment of a Good Corporate Governance & Social and Environmental Responsibility (Corporate Social Responsibility) Monitoring Committee for the Company.

Komite GCG & CSR menjalankan tugas berdasarkan mandat yang ditetapkan dengan Keputusan Dewan Komisaris. Tugas utama Komite, adalah membantu Dewan Komisaris menjalankan fungsi pengawasan dengan memberikan kajian dan rekomendasi terkait pengelolaan isu lingkungan dan sosial serta penerapan GCG di perusahaan. Komite ini bertanggung jawab langsung kepada Dewan Komisaris yang bekerja secara independen

The GCG & CSR Committee performs its tasks based on the mandate established by the Decree of the Board of Commissioner. The main task of the Committee is to assist the Board of Commissioners in carrying out its supervisory function by providing studies and recommendations related to the management of environmental and social issues and GCG implementation in the company. This committee is responsible directly to the Board of Commissioners who works independently.

Susunan dan Keanggotaan

Komposisi Komite GCG & CSR terdiri dari 1 orang Ketua dan 2 orang anggota yang memiliki pengetahuan dan pengalaman di bidang tata kelola yang baik serta tanggung jawab sosial:

Membership of the GCG & CSR Committee

The composition of the GCG & CSR Committee consists of one Head and two members who have knowledge and experience in the field of good governance as well as social responsibility:

Nama Name	**Jabatan** Position	**Masa Jabatan** Term of Office
HM Roy Sembel	Ketua Head	18 Mei 2018 | May 18th, 2018 - Masa jabatan ditetapkan oleh Dewan Komisaris HITS. - Term of Office of HITS Board of Commissioner.
Daryono	Anggota Member	18 Mei 2018 | May 18th, 2018 - Masa jabatan ditetapkan oleh Dewan Komisaris HITS. - Term of Office of HITS Board of Commissioner.
Okty Saptarini M.	Anggota Member	18 Mei 2018 | May 18th, 2018 - Masa jabatan ditetapkan oleh Dewan Komisaris HITS. - Term of Office of HITS Board of Commissioner.

PROFIL KOMITE GCG & CSR | GCG & CSR COMMITTEE PROFILE

HM Roy Sembel
Ketua Komite GCG & CSR | Ketua Komite GCG & CSR

Telah disampaikan dalam Laporan Tahunan ini halaman 217 pada Profil Anggota Komite Audit.

Has been conveyed in this Annual Report page 217 on Profile of Member of Audit Committee.

Daryono
Anggota Komite GCG & CSR | Anggota Komite GCG & CSR

Telah disampaikan dalam Laporan Tahunan ini halaman 225 pada Profil Anggota Komite Nominasi & Remunerasi.

Has been conveyed in this Annual Report page 225 on Profile of Member of Nomination & Remuneration Committee.

Okty Saptarini M.
Anggota Komite GCG & CSR | Anggota Komite GCG & CSR

Sebagaimana disampaikan dalam Laporan Tahunan ini halaman 237 pada Profil Sekretaris Perusahaan.

As convey in this Annual Report page 237 on Corporate Secretary Profile.

INDEPENDENSI KOMITE GCG & CSR

Anggota Komite GCG & CSR telah memenuhi persyaratan independen dan memiliki komitmen serta integritas yang tinggi. Latar belakang dan kemampuan para anggota Komite ini yang memiliki kemampuan dan keahlian sesuai bidang pekerjaannya sangat mendukung terselenggaranya tata kelola yang sehat sesuai dengan regulasi yang berlaku serta praktik tanggung jawab sosial yang berkelanjutan.

INDEPENDENCE OF THE GCG & CSR COMMITTEE

GCG & CSR Committee members have met the requirements of independence and being committed and having high integrity. Background and abilities the members of this Committee consisting of having the ability and expertise consistent with the field of work which is very supportive in the implementation of a healthy governance in accordance with applicable regulations and sustainable social responsibility practices.

Pernyataan Tentang Independensi Komite GCG & CSR
Statement on the Independence of the GCG & CSR Committee

Aspek Independensi Independence Aspect	**HM Roy Sembel**	**Daryono**	**Okty Saptarini M.**
Tidak memiliki hubungan keuangan dengan Dewan Komisaris dan Direksi. Having no financial relationship with the Board of Commissioners and the Board of Directors.	X	X	X
Tidak memiliki hubungan kepengurusan di Perseroan, maupun perusahaan afiliasi. Having no management relationship in the Company, nor affiliated companies.	X	X	X
Tidak memiliki hubungan kepemilikan saham Perusahaan. Having no share ownership relationship in the Company.	X	V	V
Tidak memiliki hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau sesama anggota Komite Audit. Having no family relationship with the Board of Commissioners, Board of Directors and/or other members of the Audit Committee.	X	X	X
Tidak menjabat sebagai pengurus partai politik, pejabat pemerintah daerah. Not serving as a political party official, a local government official.	X	X	X

TUGAS DAN TANGGUNG JAWAB KOMITE GCG & CSR

Tugas dan tanggung jawab Komite ini diatur dalam Pedoman Komite GCG dan CSR secara garis besar memuat:

1. Mengevaluasi implementasi kebijakan GCG di lingkungan Perusahaan.
2. Memberikan rekomendasi mengenai penyempurnaan dan kelengkapan GCG dalam Perusahaan.
3. Memastikan kebijakan yang berlaku dalam Perusahaan telah sesuai dengan budaya, etika, nilai Perusahaan dan asas GCG.
4. Melaksanakan tugas lain yang diberikan oleh Dewan Komisaris terkait dengan pengembangan dan penerapan GCG.
5. Merumuskan dan memperbaharui visi, strategis dan pelaksanaan program CSR bagi Perusahaan.

DUTIES AND RESPONSIBILITIES OF THE GCG & CSR COMMITTEE

The duties and responsibilities of this Committee ara stated in the Guidelines for the GCG and CSR Committee in overall consists of:

1. Evaluate the implementation of GCG policies in the Company's environment.
2. Provide recommendations regarding the improvements and the completeness of GCG in the Company.
3. Ensure the policies applicable in the company is in accordance with culture, ethics, values of the Company and the GCG principles.
4. Carry out other tasks given by the Board Commissioners related to GCG development and implementation.
5. Formulate and renew vision, strategy and implementation of CSR programs for the Company.

6. Menetapkan prinsip-prinsip yang mengatur kebijakan Perusahaan dalam tanggung jawab social dan lingkungan yang akan menjadi panduan manajemen dalam pengambilan keputusan dan tindakan.
7. Mengawasi pengembangan dan pelaksanaan sistem dan prosedur untuk memastikan pencapaian tujuan tanggung jawab sosial dan lingkungan Perusahaan.
8. Memastikan transparansi yang diperlukan dan keterbukaan yang tepat dalam perilaku bisnis Perusahaan dalam mencapai tujuan tanggung jawab sosial dan lingkungan Perusahaan.
9. Mengawasi program Perusahaan yang berkaitan dengan CSR dan memastikan bahwa program tersebut terintegrasi dan diterapkan secara konsisten di seluruh organisasi.
10. Melakukan *review* tahunan dari program CSR yang terintegrasi untuk memastikan bahwa telah sesuai dengan hukum yang berlaku, sesuai dengan standar nasional dan tren global dan konsisten dengan kebijakan pedoman Perusahaan dan tujuan CSR.

6. Establish the principles that governs the Company's policy in social and environmental responsibility and that will guide the management in making decision and taking action.
7. Overseeing the development and implementation of the system and procedures to ensure the achievement of the Company's objectives in corporate social and environmental responsibility.
8. Ensuring the required transparency and proper openness of the Company's business behavior in achieving the goal of corporate social and environmental responsibility.
9. Overseeing the Company programs in relevant with CSR and ensuring that the program has been integrated and applied consistently throughout the entire organization.
10. Conducting an annual review of the integrated CSR program to ensure that it is consistent with applicable law, according to the national standard and global trends and consistent with the Company's policy guidelines and CSR objectives.

PELAKSANAAN KEGIATAN KOMITE GCG & CSR

Selama tahun 2019, Komite GCG & CSR memfokuskan kegiatan untuk mengevaluasi atas hal-hal sebagai berikut :

1. Mengkaji pembaharuan 19 Pedoman GCG yang diterapkan di Perseroan dan Anak/Unit Usaha.
2. Mengevaluasi atas Laporan Tingkat *Awareness* Karyawan Perseroan dan Anak/Unit Usaha.
3. Melakukan *Self Assesment* untuk implementasi GCG Perseroan tahun 2019 dengan mempergunakan metodologi ASEAN *Corporate Governance Scorecard*.
4. Mengkaji Program CSR yang dijalankan oleh Perseroan yang direncanakan untuk dikembangkan menjadi Program *Sustainability Strategic Development* mulai tahun 2020.

ACTIVITIES IMPLEMENTATION OF GCG & CSR

During 2019, the GCG & CSR Committee focused its activities to evaluate the following matters:

1. Reviewing the renewal of the 19 GCG Guidelines applied in the Company and its Subsidiaries / Business Units.
2. Evaluating the Report on the Company's and Subsidiaries / Business Units' Employees Awareness Level.
3. Conducting Self-Assessment for GCG implementation of the Company in 2019 by using the ASEAN Corporate Governance Scorecard methodology and SK-16.
4. Reviewing the CSR Programs run by the Company which is planned to be developed into The Strategic Development Sustainability Program in 2020.

RAPAT KOMITE GCG & CSR

Selama 2019, Komite GCG & CSR melaksanakan 4 kali rapat dengan tingkat kehadiran masing-masing anggota sebagai berikut:

GCG & CSR COMMITTEE MEETING

During 2019, the GCG & CSR Committee held 4 meetings with the attendance of each member as follows:

Kegiatan Activity	**Target**	**Realisasi** Realization	**%**
Rapat Kinerja Performance Meeting	12x	12x	100
Rapat Strategis Strategic Meeting	12x	12x	100
Rapat Komite | Committee Meeting	12x	12x	100
Menyiapkan Draft Surat Dewan Komisaris Prepare Letter Draft for the Board of Commissioner	4x	4x	100
Laporan Implementasi CSR sebagai Rekomendasi untuk Dewan Komisaris The Implementation of CSR Report Recommended for the Board of Commissioners	4x	4x	100

RAPAT KOMITE GCG & CSR

Selama 2019, Komite GCG & CSR melaksanakan 4 kali rapat dengan tingkat kehadiran masing-masing anggota sebagai berikut:

GCG & CSR COMMITTEE MEETING

During 2019, the GCG & CSR Committee held 4 meetings with the attendance of each member as follows:

No.	Tanggal Date	Agenda Agenda		Kehadiran Attendance		
				HM Roy Sembel	Daryono	Okty Saptarini M.
1	18 Januari 2019 January 18th, 2019	Mengkaji pembaharuan 19 Pedoman GCG.	Reviewing the renewal of the 19 GCG Guidelines.	V	V	V
2	26 Maret 2019 March 26th, 2019	Evaluasi atas Laporan Tingkat *Awareness* Karyawan.	Evaluating the Report on the Employees' Level of Awareness Level.	V	V	V
3	18 Juni 2019 June 18th, 2019	*Self-Assesment* Implementasi GCG.	Conducting Self-Assessment for GCG implementation.	V	V	V
4	12 September 2019 September 12th, 2019	Mengkaji Program CSR.	Reviewing the CSR Programs.	V	V	V
				100%	100%	100%

Penilaian Kinerja Komite GCG & CSR

Kinerja Komite GCG & CSR dievaluasi setiap 1 (satu) tahun sekali oleh Dewan Komisaris berdasarkan tugas dan tanggung jawab Komite GCG & CSR Perusahaan. Penilaian kinerja dilakukan berdasarkan realisasi dan penyelesaian program kerja yang telah tersusun dalam rencana kerja dan anggaran tahunan Komite GCG & CSR

Penilaian juga dilakukan atas saran, rekomendasi dan masukan yang diberikan oleh Komite GCG & CSR terkait penyempurnaan *soft structure* pendukung pelaksanaan GCG yang baik serta CSR Perusahaan.

Performance Evaluation of The GCG & CSR Committee

The performance of the GCG & CSR Committee is evaluated once every 1 (one) by the Board of Commissioners based on duties and the responsibility of the Corporate GCG & CSR Committee. Performance appraisal is based on the realization and completion of work programs that is stated in the GCG & CSR Committee's work plan and annual budget

The assessment is also carried out based on suggestions, recommendations and input provided by the GCG & CSR Committee in relation to the improvement of the supporting soft structure to the implementation proper GCG and CSR.

PENDIDIKAN DAN/ATAU PELATIHAN | EDUCATION AND/OR TRAINING

Tanggal Date	Tema Theme	Tempat Location	Penyelenggara Organizer
HM Roy Sembel			
Telah tercantum pada Pelatihan Komite Audit pada hal 223. Has been stated in the Audit Committe Training in page 223.			
Daryono			
Telah tercantum pada Pelatihan Komite Nominasi & Remunerasi pada hal 230. Has been stated in the Nomination & Remuneration Committee Training in page 230.			
Okty Saptarini M.			
Telah tercantum pada Pelatihan Sekretaris Perusahaan pada hal 240-241. Has been stated in the Corporate Secretary Training in page 240-241.			