

Tanggal Date	Tema Pelatihan/Konferensi/ Workshop/ Seminar Themes of Training/Conference/Workshop/ Seminar	Penyelenggara Organizer	Tempat Venue	Peran Status
10-12 Agustus 2022 August 10-12, 2022	3 Geotourism Festival & International Conference	UGGP Rinjani	Mataram	Peserta Participant
23 Agustus 2022 August 23, 2022	Certification in Audit Committee Practices (CACP), Batch 27	IKAI	Jakarta	Pembicara Spoke Person
5 September 2022 September 5, 2022	Fondasi Auditor Internal	YPIA	Jakarta	Pembicara Spoke Person
8 September 2022 September 8, 2022	#IHT05: Performance Budgeting & Business Ecosystem	In-House HITS	Jakarta	Narasumber Resource Person
14-15 September 2022 September 14-15, 2022	UNESCO Global Geopark Youth Forum	Bappenas	Bali	Narasumber Resource Person
7 Oktober 2022 October 7, 2022	Cybersecurity Oversight: Tips & Essential Best Practices	IKAI	Jakarta	Narasumber Resource Person
10 Oktober 2022 October 10, 2022	Sosialisasi Rencana Kegiatan Fasilitasi dan Pedoman Pengumuman Rencana Induk Pengembangan Geopark Socialization of Facilitation Activity Plan and Guideline for Announcement of the Geopark Development Master Plan	Bappenas & ESDM	Jakarta	Narasumber Resource Person
18 Oktober 2022 October 18, 2022	Certification in Audit Committee Practices (CACP), Batch 28	IKAI	Jakarta	Narasumber Resource Person

Laporan Pelaksanaan Tugas Komite Audit Tahun 2022

Selama tahun 2022, Komite Audit melaksanakan tugas dan tanggung jawab meliputi aktivitas dan rekomendasi yang dihasilkan sebagai berikut:

1. Melakukan penelaahan kembali dan menyusun Piagam Komite Audit.
2. Melakukan rapat koordinasi dengan Internal Audit dan memberikan rekomendasi atas temuan Internal Audit.
3. Memberikan saran dan rekomendasi kepada Dewan Komisaris sehubungan Audit dan Manajemen Risiko.
4. Menghadiri rapat komite, rapat kinerja dan rapat strategis serta memberikan saran.
5. Melakukan rapat koordinasi dengan Kantor Akuntan Publik sehubungan dengan penerbitan Laporan Kerja Audit Perseroan.

Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi merupakan salah satu komite pendukung Dewan Komisaris yang dibentuk oleh Dewan Komisaris, serta bertanggung jawab kepada Dewan Komisaris. Pembentukan Komite Nominasi dan Remunerasi ditujukan untuk membantu fungsi pengawasan dan pemberian nasihat Dewan Komisaris dalam menentukan kualifikasi dan proses nominasi, serta remunerasi bagi Dewan Komisaris dan Direksi sesuai dengan prinsip-prinsip Tata Kelola Perusahaan yang Baik.

Report on the Implementation of Duties of the Audit Committee in 2022

During 2022, the Audit Committee carried out its duties and responsibilities including the following activities and recommendations:

1. Reviewed and compiled the Audit Committee Charter.
2. Conducted coordination meetings with Internal Audit and provided recommendations on Internal Audit findings.
3. Provided advice and recommendations to the Board of Commissioners regarding Audit and Risk Management.
4. Attended committee meetings, performance meetings and strategic dmeetings and provided advice.
5. Conducted coordination meetings with Public Accounting Firm in connection with the issuance of the Company's Audited Work Report.

Nomination And Remuneration Committee

Nomination and Remuneration Committee is one of the supporting committees for the Board of Commissioners formed by the Board of Commissioners, and is responsible to the Board of Commissioners. The establishment of Nomination and Remuneration Committee is intended to assist the supervisory and advisory functions of Board of Commissioners in determining qualifications and nomination process, as well as remuneration for the Board of Commissioners and the Board of Directors in accordance with the principles of Good Corporate Governance.

Dasar Hukum

Dasar hukum yang menjadi acuan pembentukan Komite Nominasi dan Remunerasi Perseroan, antara lain:

1. POJK No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
2. POJK No. 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
3. Anggaran Dasar Perseroan beserta perubahannya.
4. Pedoman Tata Kelola Perusahaan PT Humpuss Intermoda Transportasi Tbk dan Anak/Unit Usaha No. 02/CorpSec/PEDOMAN/III/2020 tanggal 2 Maret 2020.

Piagam Komite Nominasi dan Remunerasi

Komite Nominasi dan Remunerasi Perseroan telah memiliki Piagam atau Pedoman yang merupakan Landasan Kerja Komite Nominasi dan Remunerasi (*Nomination and Remuneration Committee Charter/NRCC*) yang bersifat mengikat bagi seluruh anggota komite.

Piagam tersebut telah diperbaharui pada tanggal 23 November 2020 dan telah diunggah di situs *web* Perseroan, www.hits.co.id, yang isinya antara lain mengatur:

1. Dasar Hukum.
2. Definisi.
3. Komposisi, Struktur dan Masa Jabatan.
4. Persyaratan Keanggotaan.
5. Tugas dan Tanggung Jawab.
6. Tata Cara, Prosedur dan Penyelenggaraan Rapat.
7. Pelaporan.
8. Standar Etika.

Masa Jabatan Komite Nominasi dan Remunerasi

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

Legal Basis

Legal basis for the establishment of the Company's Nomination and Remuneration Committee, among others:

1. POJK No. 34/POJK.04/2014 dated December 8, 2014 on Nomination and Remuneration Committee of Issuer or Public Company.
2. POJK No. 33/POJK.04/2014 dated December 8, 2014 on the Board of Directors and the Board of Commissioners of Issuer or Public Company.
3. The Company's Articles of Association and its amendments.
4. Guideline for Corporate Governance of PT Humpuss Intermoda Transportasi Tbk and Subsidiaries/Business Units No. 02/CorpSec/PEDOMAN/III/2020 dated March 2, 2020.

Nomination and Remuneration Committee Charter

The Company's Nomination and Remuneration Committee has a Charter or Guideline which are the Nomination and Remuneration Committee Charter (NRCC) which are binding for all committee members.

The charter was renewed on November 23, 2020 and uploaded on the Company's website, www.hits.co.id, which among other things regulates:

1. Legal Basis.
2. Definition.
3. Composition, Structure and Term of Office.
4. Membership Requirements.
5. Duties and Responsibilities.
6. Procedures and organizing meetings.
7. Reporting.
8. Ethical Standards.

Term of Office of the Nomination and Remuneration Committee

In accordance with applicable regulations, the term of office for members of the Nomination and Remuneration Committee may not be longer than the term of office of the Board of Commissioners as stipulated in the Company's Articles of Association, and can only be re-elected for the next 1 (one) period. Replacement of members of the Nomination and Remuneration Committee who are not from the Board of Commissioners is carried out no later than 60 days after the said member of the Nomination and Remuneration Committee can no longer perform their functions.

Jumlah, Susunan dan Komposisi Komite Nominasi dan Remunerasi

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

1. Jumlah Komite Nominasi dan Remunerasi terdiri dari paling sedikit terdiri dari 3 (tiga) orang yang berasal dari Komisaris Independen dan anggota lainnya yang dapat berasal dari:
 - a. anggota Dewan Komisaris,
 - b. pihak yang berasal dari luar Perseroan, dan/atau
 - c. pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi SDM, dengan ketentuan bahwa sebagian besar anggota Komite Nominasi dan Remunerasi tidak dapat berasal dari pihak dengan jabatan manajerial yang membidangi SDM.
2. Komite Nominasi dan Remunerasi Perseroan diketuai oleh salah seorang Komisaris Independen merangkap sebagai anggota.

Pada tahun 2022 terdapat perubahan anggota Komite Nominasi dan Remunerasi, di mana Tonny Aulia Achmad, SE, Ak. yang sebelumnya menjabat sebagai Komisaris Independen diangkat menjadi Direktur Utama Perseroan, dan posisinya digantikan oleh Dr. Achmad Sanusi, MSPA, CFA. yang diangkat sebagai Komisaris Independen Perseroan. Di samping itu, Daryono diberhentikan dari anggota Komite Nominasi dan Remunerasi, posisinya digantikan oleh Desi Arifianti. Adapun komposisi dan susunan Komite Nominasi dan Remunerasi HITS di akhir tahun 2022 adalah sebagai berikut:

Number, Structure and Composition of the Nomination and Remuneration Committee

Number, structure, and composition of the members of the Nomination and Remuneration Committee of the Company are regulated in the Nomination and Remuneration Committee Charter, namely:

1. Number of the Nomination and Remuneration Committee consists of at least 3 (three) people who come from Independent Commissioner and other members who can come from:
 - a. Member of the Board of Commissioners,
 - b. An individual from outside the Company, and/or
 - c. An individual holding managerial positions under the Board of Directors in charge of Human Resources, provided that most of the members of the Nomination and Remuneration Committee cannot come from parties with managerial positions in charge of Human Resources.
2. The Company's Nomination and Remuneration Committee is chaired by an Independent Commissioner who is also a member.

In 2022, there was a change in the members of the Nomination and Remuneration Committee, in which Tonny Aulia Achmad, SE, Ak. who previously served as Independent Commissioner was appointed as the President Director of the Company, and his position was replaced by Achmad Sanusi who was appointed as the Company's Independent Commissioner. In addition, Daryono was dismissed as a member of the Nomination and Remuneration Committee, his position was replaced by Desi Arifianti. Composition and structure of HITS Nomination and Remuneration Committee at the end of 2022 are as follows:

Susunan Komite Nominasi dan Remunerasi Per tanggal 29 April 2023

Composition of the Nomination and Remuneration Committee As of April 29, 2023

Nama Name	Jabatan Position	Dasar Pengangkatan Basis of Appointment	Masa Jabatan Term of Office	Periode Jabatan Period
Dr. Achmad Sanusi, MSPA, CFA.	Ketua/Komisaris Independen Head/Independent Commissioner	Surat Keputusan Dewan Komisaris No. 009/SK/Dekom-HIT/I/2023 tanggal 31 Januari 2023 Decree of the Board of Commissioners No. 009/SK/Dekom-HIT/I/2023 dated January 31, 2023	Mengikuti masa tugas sebagai Dewan Komisaris In accordance with the tenure as the Board of Commissioners	Ke-1 1 st
HM Roy Sember	Anggota/Pihak Independen Member/Independent Commissioner	Surat Keputusan Dewan Komisaris No. 009/SK/Dekom-HIT/I/2023 tanggal 31 Januari 2023 Decree of the Board of Commissioners No. 009/SK/Dekom-HIT/I/2023 dated January 31, 2023	31 Januari 2023 s.d sekarang (mengikuti masa tugas Dewan Komisaris) January 31, 2023 (in accordance with the tenure as the Board of Commissioners)	Ke-1 1 st
Desi Arifianti	Anggota/Manager Human Capital Member/Manager Human Capital	Surat Keputusan Dewan Komisaris No. 013/SK/Dekom-HIT/X/2022 tanggal 31 Oktober 2022. Decree of the Board of Commissioners No. 013/SK/Dekom-HIT/X/2022 dated October 22, 2022.	31 Oktober 2022 s.d sekarang (mengikuti masa tugas Dewan Komisaris) October 31, 2022 (in accordance with the tenure as the Board of Commissioners)	Ke-1 1 st

Profil Komite Nominasi dan Remunerasi**Profile of the Nomination and Remuneration Committee**

Dr. Achmad Sanusi, MSPA, CFA.
Ketua Komite Nominasi dan Remunerasi/Komisaris Independen
 Head of Nomination and Remuneration Committee/Independent Commissioner

Profil Ketua Komite Nominasi dan Remunerasi/Komisaris Independen, Dr. Achmad Sanusi, MSPA, CFA., dapat dilihat pada bagian profil Dewan Komisaris dari Laporan Tahunan ini.

Profile of the Head of the Nomination and Remuneration Committee/Independent Commissioner, Dr. Achmad Sanusi, MSPA, CFA., can be seen in the profile section of the Board of Commissioners of this Annual Report.



HM Roy Sembel

Anggota Komite Nominasi dan Remunerasi/
Pihak Independen

Member of the Nomination and Remuneration
Committee/Independent Party

Periode Jabatan: Jabatan: 31 Januari 2023 s.d sekarang (mengikuti masa tugas Dewan Komisaris), Periode ke-1.
Term of Office: January 31, 2023 until now
(in accordance with the tenure as the Board of Commissioners), 1st period.

Data Pribadi | Personal Data

Warga Negara Indonesia | Indonesian Citizen
Usia 58 tahun | 58 years old
Kelahiran Jakarta, 10 Juli 1964 | Born in Jakarta, 10 July 1964

Domisili | Domicile

Kotamadya, DKI Jakarta, Indonesia

Pendidikan | Education

- FMIPA/Statistika di Institut Pertanian Bogor (1986).
- Master Program, MBA bidang Manajemen dan Keuangan di Universitas Pennsylvania, Philadelphia, Amerika Serikat (1989).
- Master Program, MBA bidang Manajemen dan Keuangan di Universitas Erasmus Rotterdam, Belanda (1990).
- Doktor bidang Corporate Finance di Universitas Pittsburgh, Amerika Serikat (1996).
- FMIPA/Statistics at the Bogor Agricultural Institute (1986).
- Master Program, MBA in Management and Finance at the University of Pennsylvania, Philadelphia, USA (1989).
- Master Program, MBA in Management and Finance at Erasmus University Rotterdam, Netherlands (1990).
- Doctorate in Corporate Finance at the University of Pittsburgh, USA (1996).

Riwayat Profesi | Professional History

- Konsultan Senior McKinsey & Co Indonesia (1998-2001).
- Direktur Program MM Keuangan Universitas Bina Nusantara (2001-2006).
- Komisaris Independen dan Ketua Komite Pemantau Risiko Bank Niaga (2005-2007).
- Dekan Fakultas Ekonomi Universitas Multimedia Nusantara (2006-2008).
- Direktur Program Pasca Sarjana UPH (2008-2010).
- Dekan UPH Business School (2008-2010).
- Senior Counselor, Vriens & Partner (2012-2015).
- Dekan IPMI International Business School (2013-2017).
- Komisaris Independen PT HIT Tbk (2013-2018)
- Senior Consultant at McKinsey & Co Indonesia (1998-2001).
- Director of MM Finance Program at Bina Nusantara University (2001-2006).
- Independent Commissioner and Chairman of the Risk Monitoring Committee of Bank Niaga (2005-2007).
- Dean of the Faculty of Economics, Multimedia Nusantara University (2006-2008).
- Director of the UPH Graduate Program (2008-2010).
- Dean of UPH Business School (2008-2010).
- Senior Counselor, Vriens & Partner (2012-2015).
- Dean of IPMI International Business School (2013-2017).
- Independent Commissioner of PT HIT Tbk (2013-2018)

Sertifikasi | Certification

- Sertifikat Kompetensi Analisis Efek dari BNSP (2021-2024).
- Sertifikat Kompetensi *Investment Banking* dari BNSP (2021-2024).
- Sertifikat sebagai *trainer* GCG dari IICD dan IFC (2021-2024).
- Securities Analysis Competency Certificate from BNSP (2021-2024).
- Investment Banking Competency Certificate from BNSP (2021-2024).
- Certificate as GCG Trainer from IICD and IFC (2021-2024).

Rangkap Jabatan | Concurrent Position

- Di Dalam Perseroan:
 1. Komite Tata Kelola Perusahaan yang Baik dan CSR (15 Juli 2021 s.d sekarang (mengikuti masa tugas Dewan Komisaris))
- Di Luar Perseroan:
 1. Komite Audit PT GTS Internasional Tbk (2021-Sekarang)*
 2. Ketua Supervisory Committee Indonesia Bond Index Fund (2009-Sekarang)
 3. Profesor di IPMI International Business School (2013-Sekarang)
- Within the Company:
 1. Good Corporate Governance and CSR Committee (July 15, 2021 until now (following the tenure of the Board of Commissioners))
- Outside the Company:
 1. Audit Committee of PT GTS Internasional Tbk (2021-Now)*
 2. Chairman of the Supervisory Committee of Indonesia Bond Index Fund (2009-Now)
 3. Professor at IPMI International Business School (2013-Now)

*Anak Usaha Perseroan/Subsidiary



Desi Arifianti

Anggota Komite Nominasi dan Remunerasi
Member of the Nomination and Remuneration Committee

Periode Jabatan: Jabatan: 31 Oktober 2022 s.d sekarang (mengikuti masa tugas Dewan Komisaris), Periode ke-1.
Term of Office: October 31, 2022 until now
(in accordance with the tenure as the Board of Commissioners), 1st period.

Data Pribadi | Personal Data

Warga Negara Indonesia | Indonesian Citizen
Usia 41 tahun | 41 years old
Kelahiran Jakarta, 12 Desember 1981 | Born in Jakarta, December 12, 1981

Domisili | Domicile

Kotamadya, DKI Jakarta, Indonesia

Pendidikan | Education

- Sarjana Sastra Inggris di Universitas Pertiwi Jakarta (2004).
- Bachelor of English Literature at Pertiwi University, Jakarta (2004).

Riwayat Profesi | Professional History

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

Rangkap Jabatan | Concurrent Position

Tidak memiliki rangkap jabatan, baik di dalam maupun di luar Perseroan.

Has no concurrent positions, both within and outside the Company.

Independensi Komite Nominasi dan Remunerasi

Seluruh anggota Komite Nominasi dan Remunerasi memiliki komitmen dan integritas yang tinggi dengan kemampuan dan keahlian yang diperlukan di bidangnya untuk mendukung terselenggaranya tata kelola yang baik. Dalam melaksanakan tugas dan tanggung jawabnya, seluruh anggota Komite Nominasi dan Remunerasi telah memenuhi seluruh kriteria independensi dan mampu menjalankan tugas dan tanggung jawabnya secara independen, menjunjung tinggi kepentingan Perseroan dan tidak dapat dipengaruhi oleh pihak manapun.

Independence of the Nomination and Remuneration Committee

All members of the Nomination and Remuneration Committee have high commitment and integrity with ability and expertise needed in their fields to support the implementation of good governance. In carrying out their duties and responsibilities, all members of the Nomination and Remuneration Committee have met all independence criteria and are able to carry out their duties and responsibilities independently, uphold the interests of the Company and cannot be influenced by any party.

Pernyataan tentang Independensi Komite Nominasi dan Remunerasi

Statement of Independence of the Nomination and Remuneration Committee

Aspek Independensi Independence Aspect	Dr. Achmad Sanusi, MSPA, CFA.	HM Roy Sembel	Desi Arifianti
Mempunyai hubungan Afiliasi dengan anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama. Has affiliated relationship with member of the Board of Commissioners, member of the Board of Directors, or Main Shareholder.	X	X	X
Mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha HITS dan anak perusahaannya. Has direct or indirect business relationship related to the business activities of HITS and its subsidiaries.	X	X	X
Mempunyai saham HITS baik langsung maupun tidak langsung. Own HITS shares either directly or indirectly.	X	X	✓*

v = Ya / x = Tidak

v = Yes / x = No

* : ESOP

Selain harus memenuhi kriteria independensi, anggota Komite Nominasi dan Remunerasi juga harus memenuhi persyaratan yang telah ditetapkan dalam Piagam Komite Nominasi dan Remunerasi, yakni:

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

Apart from have to meet the independence criteria, members of the Nomination and Remuneration Committee shall also meet the requirements set out in the Nomination and Remuneration Committee Charter, namely:

- Have high integrity, sufficient ability, knowledge and experience in accordance with the field of work and educational background, and able to communicate well.
- Understand the company's business, especially those related to the company's business and laws and regulations in the capital market sector, shipping industry regulations and energy distribution and other laws and regulations.
- Must comply with Code of Ethics set by HITS.
- Willing to improve competency continuously through education and training.
- Have knowledge and experience in fields related to nomination and/or remuneration.
- Has no affiliation with member of the Board of Commissioners, member of the Board of Directors, or Major Shareholder.
- Has no direct or indirect business relationship with business activities of HITS and its subsidiaries.
- Members of the Board of Directors are prohibited from becoming members of the Nomination and Remuneration Committee.

Tugas dan Tanggung Jawab Komite Nominasi dan Remunerasi

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

1. Terkait dengan fungsi nominasi:
 - a. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris.
 - Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi.
 - Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
 - b. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi.
 - c. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
 - d. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
 - e. Komite Nominasi dan Remunerasi wajib melakukan hal-hal sebagai berikut:
 - Memberikan rekomendasi komposisi dan proses Nominasi anggota Direksi dan/atau anggota Dewan Komisaris.
 - Menyusun kebijakan mengenai sistem, prosedur pemilihan dan/atau penggantian serta kriteria yang dibutuhkan dalam proses Nominasi calon anggota Dewan Komisaris, Direksi HITS.
 - Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris.
 - Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
 - Membantu penelaahan dan pengusulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

Duties and Responsibilities of the Nomination and Remuneration Committee

Nomination and Remuneration Committee has duties and responsibilities including:

1. Related to the nomination function:
 - a. Provide recommendations to the Board of Commissioners regarding:
 - Composition of members of the Board of Directors and/or members of the Board of Commissioners.
 - Policies and criteria needed in the nomination process.
 - Performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners.
 - b. Assist the Board of Commissioners in the performance evaluation of members of the Board of Directors and/or members of the Board of Commissioners based on benchmarks that have been prepared as evaluation material.
 - c. Provide recommendations to the Board of Commissioners regarding capacity building programs for members of the Board of Directors and/or members of the Board of Commissioners.
 - d. Provide ideas on candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS.
 - e. Nomination and Remuneration Committee is obliged to do the following:
 - Providing recommendations for the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners.
 - Developing policies regarding the system, procedures for selection and/or replacement as well as the criteria needed in the Nomination process for prospective members of the Board of Commissioners, the Board of Directors of HITS.
 - Assisting in the performance evaluation of members of the Board of Directors and/or members of the Board of Commissioners.
 - Developing capacity building programs for members of the Board of Directors and/or members of the Board of Commissioners.
 - Assisting the review and ideation on candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS.

2. Terkait dengan fungsi remunerasi:

- a. Memberikan rekomendasi kepada Dewan Komisaris terkait remunerasi anggota Direksi dan/atau Dewan Komisaris khususnya:
 - Struktur Remunerasi, berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel sesuai dengan kegiatan usaha dan skala usaha HITS di industri.
 - Kebijakan atas Remunerasi.
 - Besaran atas Remunerasi.
- b. Kegiatan sebagaimana angka 1 di atas dapat dilakukan dengan bantuan pihak ketiga yang independen dan dievaluasi oleh Komite Nominasi dan Remunerasi secara berkala sesuai dengan ketentuan HITS.
- c. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.

2. Related to the remuneration function:

- a. Provide recommendations to the Board of Commissioners regarding the remuneration of members of the Board of Directors and/or the Board of Commissioners in particular:
 - Remuneration structure, in the form of salary, honorarium, incentives and/or allowances that are fixed and/or variable in accordance with the business activities and business scale of HITS in the industry.
 - Policy on Remuneration.
 - Amount of Remuneration.
- b. Activities referred to in point 1 above can be carried out with the help of an independent third party and evaluated by Nomination and Remuneration Committee periodically in accordance with HITS provisions.
- c. Assist the Board of Commissioners in the performance evaluation according to the suitability of the Remuneration received by each member of the Board of Directors and members of the Board of Commissioners.

Kebijakan dan Frekuensi Rapat Komite Nominasi dan Remunerasi

Rapat Komite Nominasi dan Remunerasi telah diatur dalam Piagam Komite Nominasi dan Remunerasi, yakni Komite Nominasi dan Remunerasi wajib menyelenggarakan rapat sekurang-kurangnya sekali dalam 4 kali dalam 1 tahun dan dihadiri oleh sekurang-kurangnya 2/3 dari jumlah anggota, salah satunya merupakan Ketua Komite Nominasi dan Remunerasi. Rapat dapat diselenggarakan baik dengan kehadiran secara fisik maupun non-fisik. Rapat yang tidak dihadiri secara fisik dilakukan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya yang memungkinkan semua peserta Rapat Komite saling melihat dan mendengar secara langsung, serta berpartisipasi dalam rapat.

Sepanjang tahun 2022, Komite Nominasi dan Remunerasi telah mengadakan rapat sebanyak 5 (lima) kali. Frekuensi dan tingkat kehadiran anggota Komite Nominasi dan Remunerasi dalam Rapat adalah sebagai berikut:

Policy and Frequency of Meeting of the Nomination and Remuneration Committee

Nomination and Remuneration Committee meetings are regulated in the Nomination and Remuneration Committee Charter, that the Nomination and Remuneration Committee must organize meetings at least once in 4 times in 1 year and be attended by at least 2/3 of total members, one of whom is the Chair of the Committee Nomination and Remuneration. Meetings can be held either by physical or non-physical presence. Meetings that are not attended physically are conducted via teleconference, video conference, or other electronic media facilities that allow all Committee Meeting participants to see and hear each other directly, as well as participate in the meeting.

Throughout 2022, the Nomination and Remuneration Committee has held 5 (five) meetings. The frequency and level of attendance of members of the Nomination and Remuneration Committee in meetings are as follows:

Rekapitulasi Kehadiran Komite Nominasi dan Remunerasi pada Rapat-Rapat Komite Tahun 2022

Recapitulation of the Nomination and Remuneration Committee Attendance at the 2022 Committee Meetings

Nama Name	Rapat Komite Committee Meetings			Rapat Kinerja dan Rapat Strategis Performance Meetings and Strategic Meetings		
	Jumlah Wajib Rapat Number of Mandatory Meetings	Jumlah Kehadiran Number of Attendance	% Kehadiran % Attendance	Jumlah Wajib Rapat Number of Mandatory Meetings	Jumlah Kehadiran Number of Attendance	% Kehadiran % Attendance
Dr. Achmad Sanusi, MSPA, CFA. (Ketua-menggantikan/ Head-substitute)**	-	-	-	-	-	-
Tonny Aulia Achmad, SE, Ak. (Ketua-digantikan/Head- replaced)*	5	5	100	24/36	24/33	100/92
HM Roy Sembel (Anggota- menggantikan/Member- substitute)	-	-	-			
JT Duma (Anggota- digantikan/Member-replaced)	5	5	100	24/11	20/11	83/100
Desi Arifianti (Anggota- menggantikan/Member- substitute)***	-	-	-	1/1	1/1	100/100
Daryono (Anggota-digantikan/ Member-replaced)***	5	5	100	24/11	21/10	88/91
Rata-rata Average						92,75/95,75

Keterangan:

*) Tonny Aulia Achmad, SE, Ak. tidak lagi menjabat Ketua Komite Nominasi dan Remunerasi sejalan dengan pemberhentiannya sebagai Komisaris Independen pada tanggal 21 Desember 2022.

**) Dr. Achmad Sanusi, MSPA, CFA. diangkat sebagai Ketua Komite Nominasi dan Remunerasi pada tanggal 23 Desember 2022.

***) Daryono tidak lagi menjabat sebagai Anggota Komite Nominasi dan Remunerasi pada tanggal 23 Desember 2022. Posisinya digantikan oleh Desi Arifianti.

Information:

*) Tonny Aulia Achmad, SE, Ak. is no longer served as the Chair of the Nomination and Remuneration Committee in line with his dismissal as Independent Commissioner on December 21, 2022.

**) Dr. Achmad Sanusi, MSPA, CFA. was appointed as Head of the Nomination and Remuneration Committee on December 23, 2022.

***) Daryono no longer served as Member of the Nomination and Remuneration Committee on December 23, 2022. His position was replaced by Desi Arifianti.

Agenda Rapat Komite Nominasi dan Remunerasi Tahun 2022

Agenda for the 2022 Nomination and Remuneration Committee Meeting

Tanggal dan Tempat Rapat Meeting Date and Place	Agenda Rapat Komite Agenda for Committee Meeting	Peserta Rapat Meeting Participant	Alasan Ketidakhadiran Komite Audit (Jika Tidak Hadir) Reasons for Absence of the Audit Committee (If Not Present)
7 April 2022 di Jakarta April 7, 2022 at Jakarta	Nominasi dan Remunerasi Nomination and Remuneration	- Ketua - Head - Anggota - Member	
14 April 2022 di Jakarta April 14, 2022 at Jakarta	Nominasi dan Remunerasi Nomination and Remuneration	- Ketua - Head - Anggota - Member	
21 April 2022 di Jakarta April 21, 2022 at Jakarta	Nominasi dan Remunerasi Nomination and Remuneration	- Ketua - Head - Anggota - Member	
31 Mei 2022 di Jakarta May 31, 2022 at Jakarta	Nominasi dan Remunerasi Nomination and Remuneration	- Ketua - Head - Anggota - Member	
19 Oktober 2022 di Jakarta October 19, 2022 at Jakarta	Nominasi dan Remunerasi Nomination and Remuneration	- Ketua - Head - Anggota - Member	

Pelatihan dan Peningkatan Kompetensi Komite Nominasi dan Remunerasi Tahun 2022

Perseroan senantiasa menyelenggarakan program pendidikan ataupun pelatihan untuk anggota Komite Nominasi dan Remunerasi dalam rangka meningkatkan kompetensi dan penambahan wawasan guna mendukung pelaksanaan tugas dan tanggung jawab setiap anggota Komite Nominasi dan Remunerasi. Adapun pendidikan, pelatihan, kursus, ataupun seminar yang diikuti anggota Komite Nominasi dan Remunerasi sepanjang tahun 2022 adalah sebagai berikut:

Nomination and Remuneration Committee Training and Competency Improvement in 2022

The Company always organize educational or training programs for members of the Nomination and Remuneration Committee in order to improve competence and add insight to support implementation of the duties and responsibilities of each member of the Nomination and Remuneration Committee. Education, training, courses or seminars attended by members of the Nomination and Remuneration Committee throughout 2022 are as follows:

Tanggal Date	Tema Pelatihan/Konferensi/ Workshop/ Seminar Themes of Training/Conference/ Workshop/Seminar	Penyelenggara Organizer	Tempat Venue	Peran Status
Dr. Achmad Sanusi, MSPA, CFA. (Ketua-menggantikan/Head-substitute)				
Pendidikan ataupun pelatihan yang diikuti oleh Dr. Achmad Sanusi, MSPA, CFA. di sepanjang tahun 2022 dapat dilihat pada bagian pelatihan untuk anggota Dewan Komisaris. Education or training attended by Dr. Achmad Sanusi, MSPA, CFA. throughout 2022 can be seen in the training section for members of the Board of Commissioners.				
Tonny Aulia Achmad, SE, Ak. (Ketua-digantikan/Head-replaced)				
Pendidikan ataupun pelatihan yang diikuti oleh Tonny Aulia Achmad, SE, Ak. di sepanjang tahun 2022 dapat dilihat pada bagian pelatihan untuk anggota Direksi. Education or training attended by Tonny Aulia Achmad, SE, Ak. throughout 2022 can be seen in the training section for members of the Board of Directors.				
HM Roy Sembel (Anggota/Member)				
26-27 Januari 2022 January 26-27, 2022	#IHT02 : Directorships Program	IICD/In-House HITS	Jakarta	Peserta Resource Person
18 Maret 2022 March 18, 2022	Innovation breakthrough of Green Marketing in Digital World	ISMA Award 2022	Zoom	Narasumber Resource Person
30 Maret 2022 March 30, 2022	Bangkit dari jeratan Investasi bodong	Gereja Kristen Pondok Indah Jakarta	Zoom	Narasumber Resource Person
Juni 2022 June, 2022	Accelerating The Adoption of Digital Payment Solution : Trends and Drivers	Xendit	Zoom	Narasumber Resource Person
7 Juni 2022 June 7, 2022	Kuliah Umum Program Studi Manajemen Fakultas Ekonomi dan Bisnis Universitas Bhayangkara Jakarta Raya: "Pemulihan Ekonomi Pada Era Pasca Pandemi"	Universitas Bhayangkara Jakarta	Zoom	Narasumber Resource Person
28 Juni 2022 June 28, 2022	Strategic Digital Solution Conference: Business Operations Enablement through the Use of Integrated Payment Solutions	Xendit	Zoom	Narasumber Resource Person
5-6 Juli 2022 July 5-6, 2022	Sustainable Leadership : "Strategic Financial Planning	PT Atma Jaya Mitra Nusantara	Jakarta	Narasumber Resource Person
4 Agustus 2022 August 4, 2022	Focus Group Discussion (FGD) KPPU Award Kategori Pelaku Usaha.	KPPU	Bogor	Narasumber Resource Person
8 September 2022 September 8, 2022	#IHT05: Performance Budgeting & Business Ecosystem	In-House HITS	Jakarta	Narasumber Resource Person
21 Oktober 2022 October 21, 2022	Building Sustainable Capacity to Prepare for the Next Turbulence	Economic Review	Jakarta	Narasumber Resource Person

Tanggal Date	Tema Pelatihan/Konferensi/ Workshop/ Seminar Themes of Training/Conference/ Workshop/Seminar	Penyelenggara Organizer	Tempat Venue	Peran Status
22 Oktober 2022 October 22, 2022	How To Develop Corporate In Indonesia Especially In Region	UKI	Jakarta	Narasumber Resource Person
21 November 2022 November 21, 2022	Talk with expert: "How to Handle Switch Career on Investment Banking"	TAP Capital Indonesia	Zoom	Narasumber Resource Person
8-10 Desember 2022 December 8-10, 2022	Rakernas III - Dewan Pakar	Perempuan Pemimpin Indonesia	Tanjung Pinang, Kepri	Narasumber Resource Person
9-11 Desember 2022 December 9-11, 2022	CEO International Congress	Communication Economics Organizations	Jakarta	Presenter Paper Paper Precenter
Desi Arifianti (Anggota-menggantikan/Member-substitute)				
25 Maret 2022 March 25, 2022	#IHT03: Reinfeksi Covid #IHT03: Covid Reinfection	In-House HITS	Zoom	Peserta Participant
31 Mei 2022 May 31, 2022	Webinar ICSA - Lets Engage!	ICSA	Zoom	Peserta Participant
4 Juni 2022 June 4, 2022	Kuliah Umum Hukum Jaminan Sosial Public Lecture on Social Security Law	Fak. Hukum Unika Atma Jaya	Zoom	Peserta Participant
8 Juni 2022 June 8, 2022	How To Grow Young Talents	PPM Manajemen	Zoom	Peserta Participant
10 Juni 2022 June 10, 2022	Pelaporan Human Capital Berdasarkan ISO 30414 Human Capital Reporting Based on ISO 30414	Rumah Inovasi	Zoom	Peserta Participant
5 Juli 2022 July 5, 2022	Training Performance Management System	PT Humpuss	Jakarta	Peserta Participant
27 Juli 2022 July 27, 2022	Reinventing HR Strategy & Roles to Accelerate Business Growth in Post Pandemic Times	SWA Media Group	Zoom	Peserta Participant
29 Juli 2022 July 29, 2022	Perempuan Di Tempat Kerja - Mengatasi Tantangan, Menggapai Keberhasilan Women At Work - Overcoming Challenges, Achieving Success	SWA Media Group	Zoom	Peserta Participant
30 Juli 2022 July 30, 2022	Job Evaluation in Making Job Grading	Pungki Purnadi	Jakarta	Peserta Participant
7 Agustus 2022 August 7, 2022	Memahami Aturan Ketenagakerjaan di Indonesia Understanding Labor Regulations in Indonesia	Ruang Seminar	Zoom	Peserta Participant
1 September 2022 September 1, 2022	#IHT04: Integrated Management System (ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 & ISO 37001:2016)	In-House HITS	Bogor	Peserta Participant
3 September 2022 September 3, 2022	HR Meet and Talk Re - Imagining HR In Metaverse	PMSM Indonesia	Zoom	Peserta Participant
8 September 2022 September 8, 2022	#IHT05: Performance Budgeting & Business Ecosystem	In-House HITS	Jakarta	Peserta Participant
23 September 2022 September 23, 2022	Webinar HRIS After Pandemic Covid 19	UKRIDA	Zoom	Peserta Participant
17 November 2022 November 17, 2022	#IHT07: Became Effective Leader	In-House HITS	Jakarta	Peserta Participant
15 Desember 2022 December 15, 2022	Creating Agile Leaders For Sustainable Business	SWANETWORK	Zoom	Peserta Participant

Laporan Pelaksanaan Tugas Komite Nominasi dan Remunerasi Tahun 2022

Selama tahun 2022, Komite Nominasi dan Remunerasi antara lain meliputi:

1. Terkait dengan fungsi Nominasi, rekomendasi/usulan untuk kandidat nominasi anggota Direksi, yang diperlukan, Dewan Komisaris dalam agenda RUPS Luar Biasa.
2. Terkait dengan fungsi remunerasi, usulan mengenai kebijakan penyesuaian gaji tunjangan dan insentif anggota Direksi dan Dewan Komisaris. Rekomendasi tersebut diperlukan Dewan Komisaris sebagai bahan agenda RUPS Tahunan.
3. Penilaian Kinerja Direksi, Dewan Komisaris dan Komite untuk tahun anggaran 2021.
4. Rekomendasi lainnya, yang bersifat insidental terkait dengan berbagai isu penting yang perlu mendapatkan perhatian manajemen, termasuk kinerja organisasi dan pengembangan Sumber Daya Manusia.
5. Review, atas beberapa kebijakan perusahaan, terkait dengan tata kelola perusahaan yang baik meliputi:
 - a. Kebijakan suksesi Direksi.
 - b. Prosedur Nominasi Direksi dan Dewan Komisaris.
 - c. Prosedur penetapan Remunerasi Direksi dan Dewan Komisaris.
 - d. Kebijakan penilaian kinerja Direksi serta Dewan Komisaris.
 - e. Kebijakan program pelatihan/orientasi Direksi serta Dewan Komisaris.
6. Kebijakan program pelatihan/orientasi Direksi serta Dewan Komisaris.

Komite Tata Kelola Perusahaan yang Baik dan CSR

Komite Tata Kelola Perusahaan yang Baik dan CSR dibentuk dan bertanggung jawab kepada Dewan Komisaris. Pembentukannya ditujukan untuk mendukung pelaksanaan tugas Dewan Komisaris terkait pengawasan terhadap pelaksanaan prinsip-prinsip tata kelola perusahaan yang baik di Perseroan, serta pelaksanaan tanggung jawab sosial perusahaan. Dalam menjalankan tugasnya, Komite Tata Kelola Perusahaan yang Baik dan CSR melakukan pemantauan pelaksanaan tata kelola perusahaan yang baik dan Tanggung Jawab Sosial Perusahaan di Perseroan, yang untuk selanjutnya melaporkan rekomendasi dan pendapatnya secara independen dan profesional kepada Dewan Komisaris.

Report on the Implementation of Duties of the Nomination and Remuneration Committee for 2022

During 2022, the Nomination and Remuneration Committee covers:

1. Related to the Nomination function, recommendation/proposal for candidates for nomination of members of the Board of Directors, as needed, the Board of Commissioners on the Extraordinary GMS agenda.
2. Related to the remuneration function, recommendation regarding policy for the adjustment of salary, allowance and incentive for members of the Board of Directors and the Board of Commissioners. This recommendation is required by the Board of Commissioners as material for the Annual GMS agenda.
3. Performance Assessment of the Board of Directors, Board of Commissioners and Committees for the 2021 fiscal year.
4. Other recommendations, which are incidental in nature related to various important issues that need management's attention, including organizational performance and human resources development.
5. Review, on several company policies, related to good corporate governance including:
 - a. The Board of Directors succession policy.
 - b. Nomination Procedure for the Board of Directors and the Board of Commissioners.
 - c. Procedure for determining Remuneration for the Board of Directors and the Board of Commissioners.
 - d. Performance assessment policy for the Board of Directors and the Board of Commissioners.
 - e. The Board of Directors and the Board of Commissioners training/orientation program policy.
6. Policy on training/orientation program for the Board of Directors and the Board of Commissioners.

Committee of GCG and CSR

Committee of GCG and CSR was formed and is responsible to the Board of Commissioners. Its establishment is aimed at supporting the implementation of the Board of Commissioners' duties related to the supervision of GCG principles implementation in the Company, as well as implementation of CSR. In carrying out its duties, the Committee of Good Corporate Governance and Corporate Social Responsibility monitors the implementation of good corporate governance and Corporate Social Responsibility in the Company, which subsequently reports recommendations and opinions independently and professionally to the Board of Commissioners.