

Komite Nominasi dan Remunerasi Nomination and Remuneration Committee



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.

DASAR HUKUM

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

1. Peraturan Otoritas Jasa Keuangan No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
2. Peraturan Otoritas Jasa Keuangan 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.

The Nomination and Remuneration Committee is one of the supporting committees of the Board of Commissioners, which is established by the Board of Commissioners, and directly reports to the Board of Commissioners. The establishment of the Nomination and Remuneration Committee is aimed to assist the implementation of supervisory and advisory functions of the Board of Commissioners in determining the qualifications and nomination process, as well as remuneration for the Board of Commissioners and Directors in accordance with the principles of GCG.

LEGAL BASIS

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

1. Financial Services Authority Regulation No. 34/POJK.04/2014 dated 8 December 2014 concerning Nomination and Remuneration Committee of Issuers or Public Companies.
2. Financial Services Authority Regulation No. 33/POJK.04/2014 dated 8 December 2014 concerning The Board of Directors and Board of Commissioners of Issuers or Public Companies.
3. The Company's Articles of Association and its amendments.
4. Corporate Governance Guidelines of PT Humpuss Intermoda Transportasi Tbk. and Subsidiaries/Business Units No. 02/CorpSec/PEDOMAN/III/2020 dated 2 March 2020.

NOMINATION AND REMUNERATION COMMITTEE CHARTER

The Company's Nomination and Remuneration Committee has already had a Guidelines that serve as the Nomination and Remuneration Committee Charter (NRCC) which has binding regulation for all committee members.

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.

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 orang yang berasal dari Komisaris Independen dan anggota lainnya yang dapat berasal dari:
 - anggota Dewan Komisaris.
 - pihak yang berasal dari luar Perseroan, dan/atau
 - 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 2021, terdapat perubahan komposisi anggota Komite Nominasi dan Remunerasi, yang ditetapkan dalam Surat Keputusan Dewan Komisaris No. 016/SK/DEKOM-HIT/VII/2021 tanggal 15 Juli 2021 perihal Perubahan Anggota Komite Nominasi dan Remunerasi HITS. Adapun komposisi dan susunan Komite Nominasi dan Remunerasi HITS saat ini, adalah sebagai berikut:

Nama Name	Jabatan Position	Masa Jabatan Term of Office
Tonny Aulia Achmad	Ketua/Head	15 Juli 2021 - sekarang. July 15 th , 2021 - present.
Daryono	Anggota (Pihak Independen) Member (Independent Party)	24 November 2015 - sekarang. Masa jabatan Dewan Komisaris HITS. November 24 th , 2015 - present. Term of office of the HITS Board of Commissioners.
JT Duma	Anggota (Pihak Independen) Member (Independent Party)	1 September 2020 - sekarang. Masa jabatan Dewan Komisaris HITS. September 1 st , 2020 - present. Term of office of the HITS Board of Commissioners.
Arief Rudianto	Ketua/Head	9 Mei 2018 - 15 Juli 2021 May 9 th , 2018 – July 15 th , 2021

The charter was updated on November 23rd, 2020 and has been uploaded on the Company's website, www.hits.co.id, with contents including:

1. Legal basis.
2. Definition.
3. Composition, Structure and Term of Office
4. Membership Requirements.
5. Duties and Responsibilities .
6. Meeting Procedures, Guideline and Implementation.
7. Reporting.
8. Ethical Standards.

NUMBER, STRUCTURE AND COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEES

The number, structure, and composition of members of the Company's Nomination and Remuneration Committee have been regulated in the Nomination and Remuneration Committee Charter, namely:

1. The number of Nomination and Remuneration Committees consists of at least 3 individuals, comprising the Independent Commissioner and other members who can come from:
 - members of the Board of Commissioners.
 - external parties of the Company, and/or
 - parties occupying managerial positions below the Board of Directors in charge of Human Resources, provided that most members of the Nomination and Remuneration Committee cannot come from parties that occupy managerial position in HR.
2. The Company's Nomination and Remuneration Committee is chaired by one of the Independent Commissioners that concurrently serves as the committee member.

In 2021, there was a change in the composition of members of the Nomination and Remuneration Committee, which was stipulated in the Decree of the Board of Commissioners No. 016/SK/DEKOM-HIT/ VII/2021 dated 15 July 2021 concerning changes in members of HITS Nomination and Remuneration Committee. The structure and composition of the current HITS Nomination and Remuneration Committee, is as follows:

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 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.

PROFIL KOMITE NOMINASI DAN REMUNERASI

• Tonny Aulia Achmad

Ketua Komite Nominasi dan Remunerasi

Informasi mengenai riwayat pendidikan, riwayat Jabatan, rangkap jabatan, pengalaman kerja, dan hubungan afiliasi dapat dilihat pada bagian profil Dewan Komisaris dari Laporan Tahunan ini.

TERM OF OFFICE OF THE NOMINATION AND REMUNERATION COMMITTEE

In accordance with the applicable provisions, the term of office of members of the Nomination and Remuneration Committee shall not be longer than the term of office of the Board of Commissioners as stipulated in the Articles of Association of the Company, and can only be re-elected for the next 1 subsequent 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 since the members of the Nomination and Remuneration Committee cannot carry out their functions again.

PROFILE OF NOMINATION AND REMUNERATION COMMITTEE

• Tonny Aulia Achmad

Head of the Nomination and Remuneration Committee

Information about education, job history, concurrent positions, work experience, and affiliate relationships can be seen in the section of the Board of Commissioners Profile in the Annual Report.

JT DUMA

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

Usia Age	76 Tahun	76 Years
Kewarganegaraan Citizenship	Indonesia	Indonesian
Riwayat Pendidikan (dimulai dari awal) Educational History (starting from scratch)	• 1974 : Sarjana Ekonomi dari Universitas Kristen Indonesia (UKI). • 2004 : Program S2 - MM di LPMI Jakarta.	• 1974 : Bachelor of Economics from Indonesian Christian University (UKI) • 2004 : S2 - MM program at LPMI Jakarta
Pengalaman Kerja (dimulai dari awal) Work Experience (starting from scratch)	• 1975-2001 : PT Pertamina • 2001-2004 : Komisaris PT Podium • 2004-2009 : Komisaris Pertambangan Batu Bara • 2009-2012 : Anggota Komite Nominasi dan Remunerasi HITS • 2012-2020 : Anggota Komite Audit HITS	• 1975-2001 : PT Pertamina • 2001-2004 : Commissioner of PT Podium • 2004-2009 : Commissioner of Coal Mining • 2009-2015 : Member of the HITS Nomination and Remuneration Committee • 2012-2020 : Member of the HITS Audit Committee
Dasar Hukum Pengangkatan Legal Basis of Rapture	SK Dekom No. 016/SK/DEKOM-HIT/VII/2021 tanggal 15 Juli 2021 tentang Penetapan Komite Nominasi dan Remunerasi.	Decree of the Board of Commissioners Number 016/SK/DEKOM-HIT/VII/2021, dated 15 July 15 th , 2021 concerning the Determination of the Composition of Nomination and Remuneration Committee.
Periode Masa Tugas Term of Office	Mengikuti Masa Jabatan Dewan Komisaris	Following the Term of Office of the Board of Commissioners.
Jabatan Rangkap Concurrent Position	Dalam Perusahaan: - Luar Perusahaan: -	In the Company: - Outside the Company: -



**DARYONO**

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

Usia Age	63 Tahun	63 Years
Kewarganegaraan Citizenship	Indonesia	Indonesian
Riwayat Pendidikan (dimulai dari awal) Educational History (starting from scratch)	• 1981 : Akademi Akuntansi YKPN, Yogyakarta. • 1984 : Fakultas Ekonomi, Jurusan Akuntansi dari Universitas Indonesia (ekstension) • 1988 : Manajemen Keuangan dari STIE ABI Surabaya. • 1994 : Magister Manajemen dari Universitas Padjajaran Bandung. • 1995 : Internship MBA Program, Kentucky University, AS.	• 1981: Accounting Academy of YKPN, in Yogyakarta • 1984 : Faculty of Economics, Department of Accounting from University of Indonesia • 1988 : Financial Management from STIE ABI Surabaya. • 1994 : Master of Management from Padjajaran University Bandung. • 1995: Internship MBA Program, in Kentucky University, USA
Pengalaman Kerja (dimulai dari awal) Work Experience (starting from scratch)	• 1982 : Auditor Kantor Akuntan Publik- Hadori. • 1983-1999 : Senior Officer Bank Bumi Daya. • 1999-2002 : Direktur Dana Pensiun Bank Mandiri. • 2002-2009 : Kepala Departemen Bank Mandiri. • 2012-2013 : Kepala Internal Audit HITS. • 2014-2018 : Sekretaris Perusahaan HITS.	• 1982 : Auditor of Public Accounting Firm of Hadori • 1983-1999 : Senior Officer of Bank Bumi Daya • 1999-2002 : Director of Bank Mandiri Pension Fund • 2002-2009 : Department Head of Bank Mandiri • 2012-2013 : Head of Internal Audit HITS • 2014-2018 : HITS Corporate Secretary
Dasar Hukum Pengangkatan Legal Basis of Rapture	SK Dekom No. 016/SK/DEKOM-HIT/VII/2021 tanggal 15 Juli 2021 tentang Penetapan Komite Nominasi dan Remunerasi.	Decree of the Board of Commissioners Number 016/SK/DEKOM-HIT/VII/2021, dated 15 July 15 th , 2021 concerning the Determination of the Composition of Nomination and Remuneration Committee.
Periode Masa Tugas Term of Office	Mengikuti Masa Jabatan Dewan Komisaris.	Following the Term of Office of the Board of Commissioners
Jabatan Rangkap Concurrent Position	Dalam Perusahaan: Komisaris PT ETSI Utama Maritim Luar Perusahaan: -	In the Company: Commissioner of PT ETSI Utama Maritim Outside the Company: -

INDEPENDENSI DAN PERSYARATAN 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 AND REQUIREMENTS OF THE NOMINATION AND REMUNERATION COMMITTEE

All members of the Nomination and Remuneration Committee demonstrate a high commitment and integrity with the ability and expertise in their respective fields required to support the implementation of good governance. In performing their duties and responsibilities, all members of the Nomination and Remuneration Committee have met all criteria for independence and are able to carry out their duties and responsibilities independently, fully respect the interests of the Company, and cannot be intervened by any parties.

PERNYATAAN TENTANG INDEPENDENSI KOMITE NOMINASI DAN REMUNERASI

STATEMENT ON THE INDEPENDENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

Aspek Independensi Aspects of Independence	Tonny Aulia Achmad	JT Duma	Daryono
Tidak mempunyai hubungan Afiliasi dengan anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama. Have no affiliate relationship with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders.	✓	✓	✓
Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha HITS dan anak perusahaannya. Have no business relationship either directly or indirectly with the business activities of HITS and its subsidiaries.	✓	✓	✓
Tidak mempunyai saham HITS baik langsung maupun tidak langsung. Does not own HITS shares either directly or indirectly.	✓	✗	✗

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 KNR.

Not only to fulfill the criteria for independence, members of the Company's Nomination and Remuneration Committee must also meet the requirements set out in the Nomination and Remuneration Committee Charter, including:

- Have high integrity, ability, knowledge and experience that is adequate in accordance with his field of work and educational background, and able to communicate well.
- Understand the company's business, particularly relating to the company's business and laws and regulations in capital markets, regulations in shipping industry and energy distribution as well as other laws and regulations.
- Must comply with the Code of Ethics established by PT HIT Tbk.
- Willing to improve competence continuously through education and training.
- Have knowledge and experience in areas relating to Nomination and/or Remuneration.
- Have no affiliate relationship with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders.
- Do not have a business relationship either directly or indirectly with the business activities of PT HIT Tbk. and its subsidiaries.
- Members of the Board of Directors are prohibited from becoming members of Nomination and Remuneration Committee

TUGAS DAN TANGGUNG JAWAB KOMITE NOMINASI DAN REMUNERASI

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

DUTIES AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee serves the following duties and responsibilities:

Terkait dengan Fungsi Nominasi :

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a. Komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris.
 - b. Kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi.
 - c. Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris.
2. Membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolak ukur yang telah disusun sebagai bahan evaluasi.
3. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.
4. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.
5. KNR 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.

Terkait dengan Fungsi Remunerasi :

1. Memberikan rekomendasi kepada Dewan Komisaris terkait remunerasi anggota Direksi dan/atau Dewan Komisaris khususnya:
 - a. 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.
 - b. Kebijakan atas Remunerasi.
 - c. Besaran atas Remunerasi.

Related to the Nomination Function:

1. Provide recommendations to the Board of Commissioners regarding:
 - a. Composition of positions of members of the Board of Directors and/or members of the Board of Commissioners;
 - b. Policies and criteria required in the Nomination process;
 - c. Performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners;
2. Assist the Board of Commissioners to assess the performance of members of the Board of Directors and/or members of the Board of Commissioners based on benchmarks that have been prepared as evaluation materials;
3. Provide recommendations to the Board of Commissioners regarding the program to develop the ability of members of the Board of Directors and/or members of the Board of Commissioners.
4. Provide proposals of candidates who are eligible 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.
5. Nomination and Remuneration Committee is obliged to do the following:
 - Provide recommendations on the composition and nomination process of members of the Board of Directors and/or members of the Board of Commissioners.
 - Develop policies regarding the system, selection and/or replacement procedures and criteria needed in the nomination process for prospective members of the Board of Commissioners, Board of Directors of PT HIT Tbk.
 - Assist in the implementation of evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners.
 - Develop a program to develop the abilities of members of the Board of Directors and/or members of the Board of Commissioners.
 - Assist in the review and submission of qualified candidates 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.

Related to Remuneration Function :

1. 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:
 - a. Remuneration structure, in the form of salaries, honorariums, incentives and / or benefits that are fixed and / or variable in accordance with the business activities and business scale of PT HIT Tbk. in the industry.
 - b. Policy on Remuneration.
 - c. Amount of remuneration.

2. Kegiatan sebagaimana angka 1 di atas dapat dilakukan dengan bantuan pihak ketiga yang independen dan dievaluasi oleh KNR secara berkala sesuai dengan ketentuan HITS.
3. Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.

2. Activities such as in point 1 above can be carried out with the help of independent third parties and evaluated by KNR periodically in accordance with the provisions of PT HIT Tbk.
3. Assisting the Board of Commissioners to conduct performance assessments with respect to the amount of 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 2021, Komite Nominasi dan Remunerasi telah mengadakan rapat sebanyak 10 kali. Frekuensi dan tingkat kehadiran anggota Komite Nominasi dan Remunerasi dalam Rapat adalah sebagai berikut:

KEBIJAKAN DAN FREKUENSI RAPAT KOMITE NOMINASI DAN REMUNERASI

The Meetings of Nomination and Remuneration Committee have been regulated in the Nomination and Remuneration Committee Charter, saying that the Nomination and Remuneration Committee must hold a meeting at least once in 4 times in 1 year, which is attended by at least 2/3 of the number of members, one of whom is the Head of the Nomination and Remuneration Committee. Meetings can be held both physically and non-physically. Meetings that are not physically attended are conducted through teleconferencing media, video conference, or other electronic media that allow all participants of the Committee Meeting to see each other and listen in person, as well as participate in meetings.

Throughout 2021, the Nomination and Remuneration Committee held 10 meetings. The frequency and attendance rate of members of the Nomination and Remuneration Committee in the committee meetings are reported as follows:

Nama Name	Rapat Komite Committee Meetings		Rapat Kinerja & Strategis Performance & Strategic Meeting	
	Jumlah Kehadiran Attendance Rate	Persentase Kehadiran Percentage of Attendance (%)	Jumlah Kehadiran Attendance Rate	Persentase Kehadiran Percentage of Attendance (%)
Arief Rudianto*	3/3	100%	18/23	81%
Tonny Aulia Achmad*	7/7	100%	27/27	100%
JT Duma	8/10	80%	50/50	100%
Daryono	8/10	80%	50/50	100%

Keterangan:

- * Masa jabatan Arief Rudianto sebagai Komisaris berakhir pada 23 Juni 2021 dan berakhir sebagai Ketua Komite Nominasi dan Remunerasi pada 15 Juli 2021.
- * Tonny Aulia Achmad efektif diangkat sebagai Komisaris Independen pada 23 Juni 2021 dan diangkat sebagai Ketua Komite Nominasi dan Remunerasi pada 15 Juli 2021.

Notes:

- * Term of Office of Arief Rudianto as Commissioner ended on June 23rd, 2021 and his term as Head of Nomination and Remuneration Committee ended in July 15th, 2021.
- * Tonny Aulia Achmad was appointed as Independent Commissioner effective as of June 23rd, 2021, and appointed as Head of Nomination and Remuneration Committee on July 15th, 2021.

Penyelenggaraan Rapat Komite Nominasi dan Remunerasi**Implementation of Nomination and Remuneration Committee Meetings**

No. No.	Tanggal Date	Agenda Agenda
1	15 Februari 2021 February 15 th , 2021	Rapat Dewan Komisaris, Komite dan Mitra Luar Negeri Meeting of the Board of Commissioners, Committees and Foreign Partners
2	23 Februari 2021 February 23 rd , 2021	Rapat Pembahasan Piagam Discussion Meeting about Charter
3	03 Juni 2021 June 23 rd , 2021	Rapat Koordinasi Komite Coordination Meeting
4	04 Agustus 2021 August 04 th , 2021	Progress Kegiatan 2021 Activity Progress 2021
5	06 Agustus 2021 August 06 th , 2021	Progress Kegiatan 2021 Activity Progress 2021
6	19 Agustus 2021 August 19 th , 2021	Koordinasi Internal Komite Nominasi dan Remunerasi KNR Coordination
7	31 Agustus 2021 August 31 st , 2021	Koordinasi Internal Komite Nominasi dan Remunerasi KNR Coordination
8	16 September 2021 September 16 th , 2021	Koordinasi Internal Komite Nominasi dan Remunerasi KNR Coordination
9	09 Desember 2021 December 09 th , 2021	Rapat Koordinasi dengan Dewan Komisaris Coordination Meeting with the Board of Commissioners
10	30 Desember 2021 December 30 th , 2021	Evaluasi Kegiatan 2021 Activity Evaluation 2021

**PELATIHAN DAN PENINGKATAN KOMPETENSI KOMITE
NOMINASI DAN REMUNERASI TAHUN 2021**

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 2021 adalah sebagai berikut:

- **Tonny Aulia Achmad**
Pendidikan ataupun pelatihan yang diikuti oleh Tonny Aulia Achmad sebagai Ketua Komite Nominasi dan Remunerasi sepanjang tahun 2021 dapat dilihat pada bagian pelatihan untuk anggota Dewan Komisaris.

**TRAINING AND COMPETENCY IMPROVEMENT OF
NOMINATION AND REMUNERATION COMMITTEE IN 2021**

The Company always organizes educational or training programs for members of the Nomination and Remuneration Committee in order to improve competence and add insights to support the implementation of duties and responsibilities. answer each member of the Nomination and Remuneration Committee. The education, training, courses, or seminars attended by members of the Nomination and Remuneration Committee throughout 2021 are as follows:

- **Tonny Aulia Achmad**
Education or training attended by Tonny Aulia Achmad as Head of the Head of Nomination and Remuneration Committee throughout 2021 can be seen in the section of training for members of the Board of Commissioners.

Tanggal Pelatihan Training Date	Nama Pelatihan Training Name	Penyelenggara Organizer	Lokasi Location	Peran (Pembicara/ Narsum/Peserta) Peran (Pembicara/ Narsum/Peserta)
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JT Duma

15 Januari 2021 January 15 th , 2021	How To Survive COVID-19. How To Survive Covid - 19.	In-House HIT In-House HIT	Zoom	Peserta Participant
01-02 Juli 2021 July 01 st -02 nd , 2021	Transaksi Material dan Afiliasi Material and Affiliate Transactions	In-House HIT In-House HIT	Zoom	Peserta Participant
28 Juli 2021 July 28 th , 2021	Buy Now atau Bye Bye Buy Now or Bye Bye	In-House HIT In-House HIT	Zoom	Peserta Participant
27 Agustus 2021 August 27 th , 2021	Varian Baru COVID-19: Cara Pencegahannya dan Penangannya New Variants of Covid-19: How to Prevent It and Its Handlers	In-House HIT In-House HIT	Zoom	Peserta Participant
01 Oktober 2021 October 01 st , 2021	Makro Ekonomi 2022 Macroeconomics 2022	In-House HIT In-House HIT	Zoom	Peserta Participant
26 Oktober 2021 October 26 th , 2021	Growing in a Post Pandemi Future Growing in a Post Pandemi Future	In-House HIT In-House HIT	Zoom	Peserta Participant

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15 Januari 2021 January 15 th , 2021	How To Survive COVID-19. How To Survive Covid - 19.	In-House HIT In-House HIT	Zoom	Peserta Participant
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LAPORAN PELAKSANAAN TUGAS KOMITE NOMINASI DAN REMUNERASI TAHUN 2021

Selama tahun 2021, pelaksanaan tugas Komite Nominasi dan Remunerasi tahun 2021, antara lain, meliputi:

1. Terkait dengan fungsi nominasi, rekomendasi/usulan untuk kandidat nominasi anggota Direksi, yang diperlukan Dewan Komisaris dalam agenda RUPSLB.
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 dalam RUPST.
3. Penilaian Kinerja Direksi, Dewan Komisaris dan Komite untuk tahun anggaran 2020.
4. Rekomendasi lainnya, yang bersifat insidental terkait dengan berbagai isu penting yang perlu mendapatkan perhatian manajemen, termasuk kinerja organisasi dan pengembangan Sumber Daya Manusia.

REPORT ON THE IMPLEMENTATION OF NOMINATION AND REMUNERATION COMMITTEE DUTIES IN 2021

During 2021, the implementation of the duties of the Nomination and Remuneration Committee in 2021, among others, included:

1. Related to the nomination function, recommendations/proposals for nominees of members of the Board of Directors, which were required by the Board of Commissioners in the EGMS agenda.
2. Related to the Remuneration function, proposals regarding the policy of adjusting salaries, benefits and incentives of members of the Board of Directors and the Board of Commissioners. The recommendation was required by the Board of Commissioners as an agenda material of the AGMS.
3. Performance Assessment of Board of Directors, Board of Commissioners and Committees for fiscal year 2020
4. Other recommendations, which were incidental related to a variety of important issues that required management's attention, including organizational performance and Human Resource development.

5. *Review* atas beberapa kebijakan perusahaan. terkait dengan tata kelola perusahaan yang baik (*Good Corporate Governance*), antara lain 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.
 - e. Kebijakan Penilaian Dewan Komisaris.
 - f. Kebijakan Program Pelatihan/Orientasi Direksi.
 - g. Kebijakan Program Pelatihan/Orientasi Dewan Komisaris

KEBIJAKAN SUKSESI DIREKSI

Dalam rangka implementasi praktik bisnis yang sehat dan memenuhi prinsip tata kelola perusahaan yang baik, profesional dan kompeten, Dewan Komisaris memastikan adanya kebijakan suksesi anggota Direksi guna menjaga kesinambungan kepemimpinan dan berlangsung usaha perseroan.

1. Dewan Komisaris berwenang mengusulkan kandidat nominasi anggota Direksi dengan mempertimbangkan masukan dari Komite Nominasi dan Remunerasi.
2. Persyaratan umum nominasi anggota Direksi, antara lain meliputi :
 - A. Mempunyai akhlak, moral, dan integritas yang baik.
 - B. Cakap melakukan perbuatan hukum.
 - C. Dalam 5 tahun sebelum pengangkatan dan selama menjabat:
 - a. Tidak pernah dinyatakan pailit.
 - b. Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit.
 - c. Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan.
 - d. Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat:
 1. Pernah tidak menyelenggarakan RUPS tahunan.
 2. Pertanggungjawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS.
 3. 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.

5. Review of some of the corporate policies related to good corporate governance, including:
 - a. Succession Policy of the Board of Directors
 - b. Procedure for Nomination of Board of Directors and Board of Commissioners
 - c. Procedures for Determining remuneration of Board of Directors and Board of Commissioners
 - d. Board of Directors' Performance Assessment Policy
 - e. Board of Commissioners' Assessment Policy
 - f. Training Program Policy /Orientation of the Board of Directors
 - g. Training Program Policy/Orientation of the Board of Commissioners

SUCCESSION POLICY OF THE BOARD OF DIRECTORS

In order to implement sound business practices and meet the principles of good corporate governance, which are professional and competent, the Board of Commissioners ensures that there is a succession policy for members of the Board of Directors to maintain continuity of leadership and ongoing business of the company.

1. The Board of Commissioners is authorized to propose candidates for nomination of members of the Board of Directors taking into account the inputs from the Nomination and Remuneration Committee.
2. General requirements for the nomination of members of the Board of Directors, among others include :
 - A. Have good characteristic, morals, and integrity;
 - B. Capable of doing legal acts;
 - C. In the 5 years prior to appointment and during office:
 - a. Never declared bankrupt
 - b. Never be a member of the Board of Directors and/or a member of the Board of Commissioners who is found guilty of causing a company to be declared bankrupt;
 - c. Never commit a criminal act that causes losses to the state finances and/or relating to the financial sector;
 - d. Never be a member of the Board of Directors and/or a member of the Board of Commissioners who during his time in office:
 1. Never held an annual GMS;
 2. His accountability as a member of the Board of Directors and/or a member of the Board of Commissioners has never been accepted by the GMS or has never given accountability as a member of the Board of Directors and/or a member of the Board of Directors Commissioner to the GMS;
 3. As caused companies that obtain permission, approval, or registration from the Financial Services Authority not to fulfill the obligation to provide annual reports and/or financial statements to Financial Services Authority.

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| <p>D. Memiliki komitmen untuk mematuhi peraturan perundang-undangan.</p> <p>E. Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Perseroan. Selain memenuhi persyaratan sebagaimana dimaksud diatas, pengangkatan anggota Direksi dilakukan dengan memperhatikan kompetensi dan pengalaman yang dibutuhkan oleh perusahaan.</p> <p>3. Kandidat nominasi Direksi dapat berasal dari internal maupun eksternal perusahaan.</p> <p>4. Kader talenta dari internal perusahaan dapat berasal dari Direksi anak usaha/unit usaha dan atau pejabat manajemen Perseroan satu tingkat dibawah Direksi, dengan proses pembinaan, penugasan dan <i>mentoring</i>.</p> <p>5. Sedangkan kandidat nominasi Direksi dari eksternal Perusahaan dapat berasal dari asosiasi profesi, perusahaan sejenis atau dari konsultan independen.</p> <p>6. Komite Nominasi dan Remunerasi menyampaikan rekomendasi kepada Dewan Komisaris untuk beberapa kandidat nominasi anggota Direksi yang dinilai cakap dan layak. Kemudian Dewan Komisaris akan melakukan proses wawancara untuk menguji kelayakan dan kecakapan kandidat sesuai kebutuhan perusahaan.</p> <p>7. Dewan Komisaris akan mengusulkan kandidat yang layak dalam forum RUPS Perseroan untuk mendapatkan keputusan rapat pemegang saham dan pengangkatan kandidat menjadi nominasi anggota Direksi.</p> | <p>D. Have a commitment to comply with laws and regulations;</p> <p>E. Have knowledge and/ or expertise in the field required by the Company. Other than the requirements above, the appointment of members of the Board of Directors is carried out by taking into account the competencies and experience, which is required by the company.</p> <p>3. Candidates to be nominated for the Board of Directors may come from internal or external companies.</p> <p>4. Talents from the internal organization of the company can come from the Board of Directors of subsidiaries/ business units and or management officials of the company one level below the Board of Directors, with the process of coaching, assignment and mentoring.</p> <p>5. While candidates to be nominated for Board of Directors from external companies can come from association of professions, similar companies or from independent consultants.</p> <p>6. The Nomination and Remuneration Committee submits recommendations to the Board of Commissioners for several candidates to be nominated as members of the Board of Directors who are considered capable and credible. Then the Board of Commissioners will conduct an interview process to test the eligibility and capabilities of candidates according to the needs of the company.</p> <p>7. The Board of Commissioners will propose a suitable candidate in the Company's GMS forum to further obtain a decision of the Shareholders Meeting and the appointment of candidates to be nominated as members of the Board of Directors.</p> |
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