



**PEDOMAN TATA KELOLA PERUSAHAAN |
CORPORATE GOVERNANCE GUIDELINES OF
PT HUMPUSS INTERMODA TRANSPORTASI TBK &
ANAK/UNIT USAHA | SUBSIDIARIES / BUSINESS UNITS**

DISTRIBUSI <i>DISTRIBUTION</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER	PERIHAL <i>REGARDING</i> Pedoman Tata Kelola Perusahaan PT Humpuss Intermoda Transportasi Tbk. & Anak/Unit Usaha <i>Corporate Governance Guidelines of PT Humpuss Intermoda Transportasi Tbk. and Its Subsidiaries / Business Unit</i>	NOMOR: <i>NUMBER:</i> 02/CorpSec/PEDOMAN/III/2020
√ PERUBAHAN MENYELURUH - PERUBAHAN SEBAGIAN √ <i>ENTIRE CHANGE</i> - <i>PARTIAL CHANGE</i>		TANGGAL MULAI BERLAKU: 2 Maret 2020 <i>EFFECTIVE DATE:</i> March 2, 2020

<p>1. PENDAHULUAN</p> <p>Tata Kelola Perusahaan diartikan sebagai seperangkat hubungan antara Perusahaan dan organ Perusahaan dengan seluruh Pemangku Kepentingan (<i>stakeholders</i>).</p> <p>Dalam penerapan Tata Kelola Perusahaan yang Baik ("GCG"), Perusahaan berpedoman pada Peraturan Perundang-undangan, ketentuan regulator (Otoritas Jasa Keuangan, Bursa Efek Indonesia dan Otoritas Pasar Modal lainnya) yang berlaku dan sesuai dengan praktik-praktik umum yang berlaku, seperti yang dikeluarkan oleh Komite Nasional Kebijakan Governance (KNKG) dan <i>The ASEAN Corporate Governance Scorecard</i>.</p> <p>PT Humpuss Intermoda Transportasi Tbk. ("Perusahaan/HITS") senantiasa berkomitmen penuh untuk senantiasa meningkatkan kualitas penerapan praktik terbaik GCG secara konsisten dan berkesinambungan sebagai landasan yang kuat untuk menghadapi perubahan lingkungan bisnis dimasa depan.</p>	<p>1. INTRODUCTION</p> <p><i>Corporate Governance is defined as a set of relationship between the Company and the Company's organs and all of Stakeholders.</i></p> <p><i>In a Good Corporate Governance ("GCG"), the Company refers to the Statutory Regulation, Regulator's (Financial Services Authority, Indonesian Stock Exchange and Capital Market Authority etc) applicable requirements and in accordance with the applicable general practices, such as those issued by National Committee of Governance Policy (KNKG) and the ASEAN Corporate Governance Scorecard.</i></p> <p><i>PT Humpuss Intermoda Transportasi Tbk. ("Perusahaan / HITS") is always fully committed to keep improving the quality of GCG's best practical application consistently and continuously as a strong foundation to face any change to business environment in the future.</i></p>
<p>2. TUJUAN PENERAPAN TATA KELOLA PERUSAHAAN</p> <p>HITS berkomitmen menerapkan prinsip-prinsip GCG secara konsisten dengan tujuan untuk :</p> <p>1. Memaksimalkan nilai perusahaan dalam bentuk peningkatan kinerja (high performance) serta citra perusahaan yang baik (good corporate image).</p>	<p>2. THE OBJECTIVE OF CORPORATE GOVERNANCE APPLICATION</p> <p><i>1. Maximize the Company's value in the form of high performance as well as good corporate image.</i></p> <p><i>2. Reduce any potential conflict of interest between the Company's organs and workers / employee in running the Company's business.</i></p>



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<ol style="list-style-type: none"> 2. Mengurangi potensi benturan kepentingan organ perusahaan dan pekerja dalam menjalankan bisnis perusahaan. 3. Untuk melindungi hak-hak pemegang saham dan memfasilitasi pelaksanaan hak-hak pemegang saham, melalui RUPS, 4. Mengakui adanya hak-hak <i>stakeholders</i> (internal maupun eksternal) yang ditetapkan melalui kesepakatan bersama serta mendorong kerja sama yang aktif untuk menciptakan kesinambungan Perusahaan, dalam membuat keputusan dan menjalankan tindakan dilandasi dengan nilai etika/moral yang tinggi dan kepatuhan terhadap peraturan perundang-undangan yang berlaku, serta kesadaran akan adanya tanggungjawab sosial perusahaan. 5. Mengedepankan prinsip keterbukaan (<i>disclosure principle</i>), mendorong pengelolaan perusahaan secara profesional serta efisien untuk mengembangkan produk Perusahaan di Pasar Modal. 6. Dewan Komisaris dan Direksi memastikan penerapan pedoman strategis Perusahaan, pengawasan yang efektif terhadap manajemen dan tanggung jawab Dewan Komisaris dan Direksi kepada Perusahaan dan Pemegang Saham. 	<ol style="list-style-type: none"> 3. <i>Protect the shareholders' rights and facilitate the implementation of shareholders' rights, through RUPS (GMS)</i> 4. <i>Recognize the existence of stakeholders' rights (both internal and external) which are designated by a mutual agreement as well as encouraging an active cooperation to create the Company's continuity, in making a decision and taking an act it is based on a high value of ethics / moral and compliance with the applicable Statutory Regulation, as well as the awareness of Company's social responsibility</i> 5. <i>Prioritize disclosure principle, encourage Company management professionally and efficiently to develop the Company's Products in Capital Market.</i> 6. <i>The Board of Commissioners and the Board of Directors to ensure the application of Company's strategic guidance, an effective supervision on management and The Board of Commissioners and the Board of Directors' liability to the Company and Shareholders.</i>
3. IMPLEMENTASI PRINSIP GCG Dalam pelaksanaan prinsip GCG, HITS	3. THE IMPLEMENTATION OF GCG PRINCIPLES



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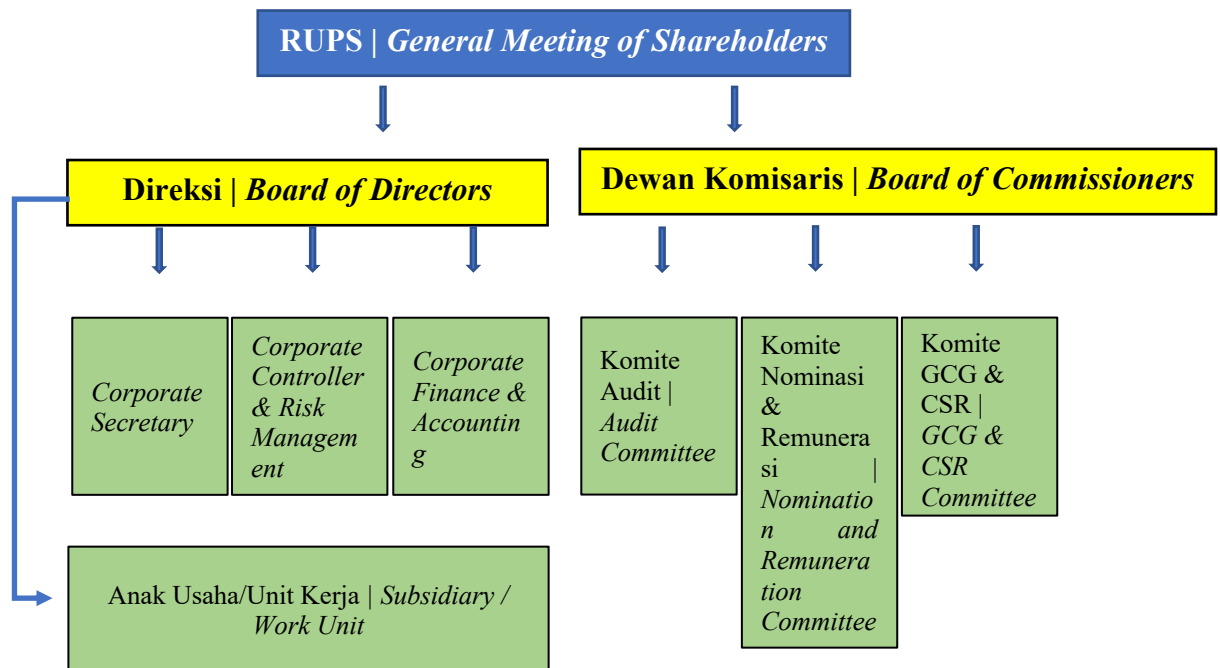
<p>mengedepankan penciptaan nilai tambah dan perbaikan yang konsisten dengan memastikan bahwa kelima prinsip utama GCG tersebut dilaksanakan secara benar dan sesuai dengan <i>Roadmap</i> Tata Kelola Perusahaan yang ditetapkan Otoritas Jasa Keuangan (OJK).</p> <ul style="list-style-type: none"> • Transparansi, yaitu Perusahaan harus menyediakan informasi yang material dan relevan dengan cara yang mudah diakses dan dipahami oleh pemangku kepentingan. • Akuntabilitas, yaitu Perusahaan harus dapat mempertanggungjawabkan kinerjanya secara transparan dan wajar. • Responsibilitas, yaitu Perusahaan harus mematuhi peraturan perundang-undangan serta melaksanakan tanggung jawab terhadap masyarakat dan lingkungan. • Independensi, yaitu Perusahaan harus dikelola secara independen. • Fairness, yaitu Perusahaan harus senantiasa memperhatikan kepentingan Pemegang Saham dan Pemangku Kepentingan lainnya. 	<p><i>In the implementation of GCG principles, HITS prioritizes the creation of added value and a consistent improvement by ensuring that the five main principles of GCG are implemented correctly and in accordance with the Roadmap to Corporate governance stipulated by the Financial Services Authority (OJK).</i></p> <ul style="list-style-type: none"> • Transparency, i.e. the Company shall have to provide material and relevant information in a way easily accessible and understandable by the stakeholders. • Accountability, i.e. the Company must be able to account for its performance transparently and reasonably. • Responsibility, i.e. the Company must comply with the Statutory Regulation as well as performing its liability to public and environment. • Independence, i.e. the Company must be managed independently. • Fairness, i.e. the Company must keep paying attention to the interest of shareholders and other stakeholders.
<p>4. SISTEM TATA KELOLA PERUSAHAAN</p> <p>1. Komitmen Perusahaan</p> <p>Komitmen Perusahaan atas GCG dituangkan dalam Visi, Misi dan Nilai-Nilai Dasar Perusahaan, Pedoman Perilaku dan Pedoman/Piagam/Kebijakan Tata Kelola yang ditetapkan serta <i>best practices</i> GCG. Komitmen tersebut dikomunikasikan kepada</p>	<p>4. THE COMPANY'S GOVERNANCE SYSTEM</p> <p>1. The Company's Commitment</p> <p><i>The Company's Commitment to GCG is spelled out in the Company's Vision, Mission and Basic Values, Code of Conduct and the designated Governance Guidance / Charter / Policy as well as best practices of GCG. This commitment is</i></p>



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seluruh insan HITS baik di darat maupun di laut. 2. Struktur Tata Kelola Perusahaan	<i>communicated to all of HITS personnel both onshore and offshore.</i> 2. Structure of Corporate Governance
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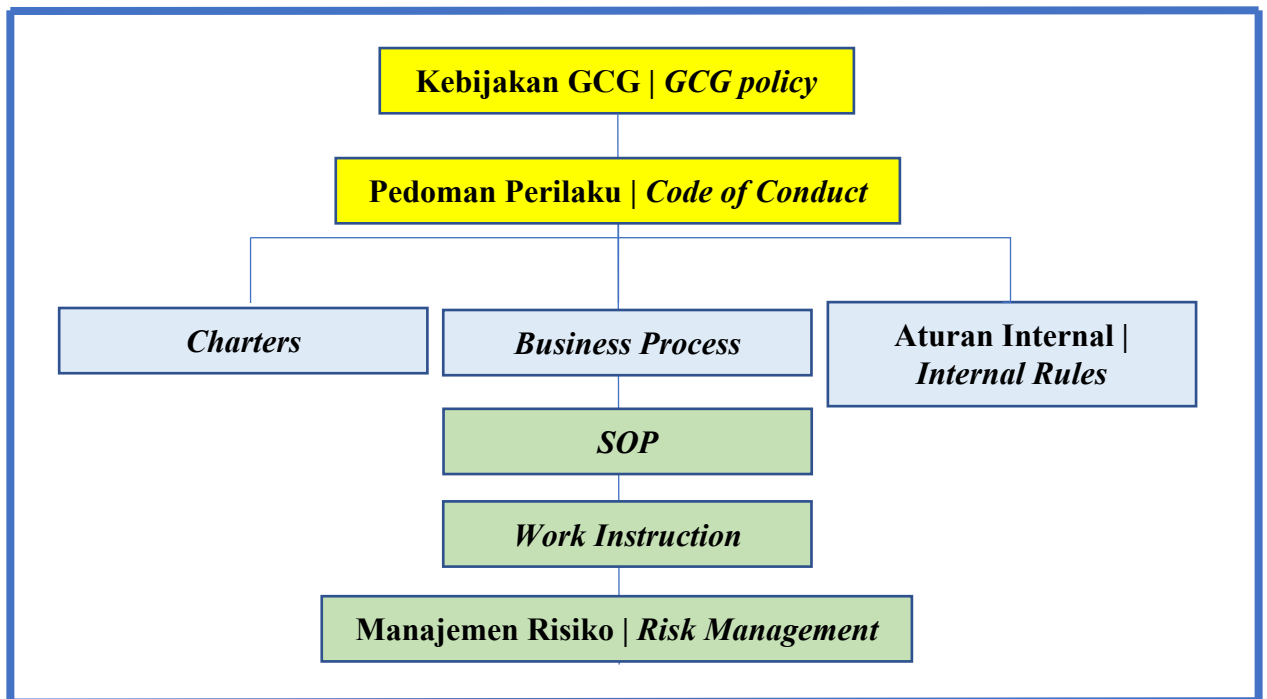
5. KEBIJAKAN DAN PROSEDUR TATA KELOLA PERUSAHAAN Dalam rangka implementasi GCG, diperlukan seperangkat kebijakan dan prosedur untuk digunakan sebagai Pedoman Operasional Perusahaan. HITS memberlakukan Pedoman Operasional	5. POLICY AND PROCEDURE OF CORPORATE GOVERNANCE <i>In the context of GCG implementation, it is needed a set of policies and procedures to use as the Company's Operating Guidance. HITS applies the</i>
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Perusahaan, dengan kerangka GCG sebagai berikut :	<i>Company's Operating Guidance, with CGC framework as follows:</i>
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Kebijakan dan Prosedur tersebut meliputi : 1. Pedoman Tata Kelola Perusahaan 2. Roadmap Penerapan Tata Kelola Perusahaan 3. Pedoman Perilaku (Code of Conduct) 4. Pedoman Dewan Komisaris 5. Pedoman Direksi 6. Kebijakan Kreditur	<i>These Policies and procedures cover:</i> 1. <i>Guidance to Corporate Governance</i> 2. <i>Roadmap to the Application of Corporate governance</i> 3. <i>Code of Conduct</i> 4. <i>Board of Commissioners' Guidelines</i>
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<ol style="list-style-type: none"> 7. Kebijakan Pihak Ketiga (Vendor) 8. Kebijakan Insider Trading 9. Kebijakan Insentif Jangka Panjang 10. Kebijakan Komunikasi 11. Kebijakan Keterbukaan Informasi 12. Pedoman Pelaporan Pelanggaran (Whistleblowing) 13. Pedoman Manajemen Risiko 14. Kebijakan Anti Korupsi dan Anti Fraud 15. Piagam Komite Audit 16. Piagam Nominasi dan Remunerasi 17. Piagam Internal Audit 18. Pedoman Pelaksanaan RUPS PT HIT Tbk. 19. Pedoman Pelaksanaan RUPS & Circular Resolution Anak/Unit PT HIT Tbk. 20. Pedoman Penyusunan Laporan Tahunan Anak/Unit Usaha PT HIT Tbk. 21. Kebijakan Rapat & Pertemuan 22. Pedoman Penyusunan Laporan Tahunan PT HIT Tbk. 23. Pedoman Pelaksanaan Paparan Publik PT HIT Tbk. 24. Kebijakan Dividen PT HIT Tbk. & Anak/Unit Usaha 25. Kebijakan Promosi PT HIT Tbk. & Anak/Unit Usaha 	<ol style="list-style-type: none"> 5. <i>Board of Directors' Guidelines</i> 6. <i>Creditor Policy</i> 7. <i>Third Party Policy (Vendors)</i> 8. <i>Insider Trading Policy</i> 9. <i>Long-term Incentive Policy</i> 10. <i>Communication Policy</i> 11. <i>Information Disclosure Policy</i> 12. <i>Whistleblowing Guidelines</i> 13. <i>Risk Management Guidelines</i> 14. <i>Anti-Corruption and Anti-Fraud Policy</i> 15. <i>Audit Committee Charter</i> 16. <i>Nomination and Remuneration Charter</i> 17. <i>Internal Audit Charter</i> 18. <i>Guidelines for Implementation of General Meeting of Shareholders of PT HIT Tbk.</i> 19. <i>Guidelines for Implementation of General Meeting of Shareholders & Circular Resolution of PT HIT Tbk and its subsidiaries & business unit</i> 20. <i>Guidelines for Preparing Annual Report of PT HIT Tbk and its subsidiaries & business unit</i> 21. <i>Meeting Policy & Meeting</i> 22. <i>Guidelines for Preparation of Annual Report of PT HIT Tbk.</i> 23. <i>Guidelines for Implementation of Public Expose of PT HIT Tbk.</i>
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			24. <i>Dividend Policy of PT HIT Tbk. & its subsidiaries & business unit</i> 25. <i>Promotion Policy of PT HIT Tbk. & its subsidiaries & business unit</i>
6. PENUTUP	<ul style="list-style-type: none"> • Kebijakan ini disusun dengan penuh itikad baik dan sesuai prinsip-prinsip Perusahaan untuk mewujudkan tata kelola Perusahaan yang baik. • Seluruh organ Perusahaan/Anak/Unit Usaha Perusahaan dan karyawan wajib untuk menaati kebijakan ini. • Kebijakan ini dievaluasi secara berkala paling sedikit 1 (satu) kali dalam setahun dan dapat dilakukan revisi untuk menyesuaikan dengan peraturan perundangan yang berlaku, kondisi ekonomi saat ini dan masa depan, serta kebutuhan Perusahaan tanpa menghilangkan esensi dari tata kelola Perusahaan yang baik. 	6. CLOSING	<ul style="list-style-type: none"> • <i>This policy is duly prepared in good faith and in accordance with the Company's principles to realize good corporate governance.</i> • <i>All of the Company / Subsidiaries / Business Unit's organs and employees are required to obey this policy.</i> • <i>This policy is evaluated regularly of at least 1 (one) time each year and can be made a revision in order to adjust it to the applicable Statutory Regulation, the current and future economic conditions, as well as the Company's need without eliminating the essence of the good corporate governance.</i>



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Jakarta, 2 Maret | *March* 2020
PT Humpuss Intermoda Transportasi Tbk.

**Mengetahui & Menyetujui, |
*Acknowledged & Approved,***

BUDI HARYONO
Direktur Utama | *President Director*

THEO LEKATOMPESSY
Komisaris Utama | *President Commissioner*

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