



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

DISTRIBUSI <i>DISTRIBUTION</i> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER	PERIHAL <i>REGARDING</i> Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i>	NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020
- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN ✓ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i>		TANGGAL MULAI BERLAKU: 23 November 2020 <i>EFFECTIVE DATE:</i> November 23, 2020

1. PENDAHULUAN Komite Nominasi dan Remunerasi (“KNR”) merupakan komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan tugas dan fungsi Dewan Komisaris PT Humpuss Intermoda Transportasi Tbk. (“PT HIT Tbk.”) terkait Nominasi dan Remunerasi terhadap anggota Direksi dan anggota Dewan Komisaris sesuai dengan prinsip-prinsip <i>Good Corporate Governance</i> (“GCG”). KNR memberikan rekomendasi dan pendapat profesional secara independen untuk kepentingan perusahaan dan pemangku kepentingan. Agar KNR dapat menjalankan tugas dan fungsi sebagaimana yang diamanahkan/diatur oleh Otoritas Jasa Keuangan (“OJK”), maka diperlukan Landasan Kerja Komite Nominasi dan Remunerasi (<i>Nomination and Remuneration Committee Charter – NRCC</i>) yang disingkat “Piagam” yang bersifat mengikat bagi setiap anggota KNR ditetapkan oleh Dewan Komisaris serta wajib diunggah dalam Situs Web PT HIT Tbk.	1. INTRODUCTION <i>The Nomination and Remuneration Committee (“KNR”) is a committee formed by and responsible to the Board of Commissioners in assisting the implementation of the duties and functions of the Board of Commissioners of PT Humpuss Intermoda Transportasi Tbk. (“PT HIT Tbk.”) Regarding the Nomination and Remuneration of members of the Board of Directors and members of the Board of Commissioners in accordance with the principles of Good Corporate Governance (“GCG”). KNR provides recommendations and professional opinions independently for the benefit of the company and stakeholders. In order for the KNR to carry out its duties and functions as mandated / regulated by the Financial Services Authority (“OJK”), it is necessary to have a Work Platform for the Nomination and Remuneration Committee (NRCC), abbreviated as “Charter” which is binding for each member. The NRC is determined by the Board of Commissioners and must be uploaded on the PT HIT Tbk website.</i>
--	---



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

<p>DISTRIBUSI DISTRIBUTION</p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER 	<p>PERIHAL REGARDING</p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> November 23, 2020</p>

<p>2. DASAR HUKUM</p> <ul style="list-style-type: none"> a. Peraturan Otoritas Jasa Keuangan (POJK) No. 34/POJK.04/2014 tanggal 8 Desember 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik. b. Peraturan Otoritas Jasa Keuangan (POJK) No. 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik. c. Anggaran Dasar Perseroan beserta perubahannya. d. Pedoman Tata Kelola Perusahaan PT Humpuss Intermoda Transportasi Tbk. dan Anak/Unit Usaha Nomor 02/CorpSec/PEDOMAN/III/2020 tanggal 2 Maret 2020. 	<p>2. LEGAL BASIS</p> <ul style="list-style-type: none"> a. <i>Financial Services Authority Regulation (POJK) No. 34 / POJK.O4 / 2014 dated 8 December 2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.</i> b. <i>Financial Services Authority Regulation (POJK) NO. 33 / POJK.O4 / 2014 dated 8 December 2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.</i> c. <i>The Articles of Association of the Company and its discussion.</i> d. <i>Guidelines for Corporate Governance PT Humpuss Intermoda Transportasi Tbk. and Subsidiary / Business Unit Number 02 / CorpSec / PEDOMAN / III / 2020 dated March 2, 2020.</i>
<p>3. DEFINISI</p> <ul style="list-style-type: none"> a. "AFILIASI" dalam kebijakan ini berdasarkan Undang-undang Pasar Modal No. 8 Tahun 1995 adalah: 	<p>3. DEFINITIONS</p> <ul style="list-style-type: none"> a. <i>"AFFILIATES" in this policy based on the Capital Market Law No. 8 of 1995 are:</i>



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> <i>November 23, 2020</i></p>

<ul style="list-style-type: none"> • Hubungan keluarga yang terjadi karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal, • Hubungan antara pihak dengan pegawai, direktur, atau komisaris dari pihak tersebut, • Hubungan antara 2 (dua) perusahaan yang satu atau lebih anggota direksi atau dewan komisaris yang sama, • Hubungan antara perusahaan dengan pihak, baik langsung maupun tidak langsung, mengendalikan atau dikendalikan oleh perusahaan tersebut, • Hubungan antara 2 (dua) perusahaan yang dikendalikan, baik langsung maupun tidak langsung, oleh pihak yang sama; atau • Hubungan antara perusahaan dan pemegang saham utama. <p>b. "DEWAN KOMISARIS", adalah organ Perusahaan yang bertugas melakukan pengawasan sesuai ketentuan dalam anggaran dasar dan memberi nasihat kepada Direksi.</p>	<ul style="list-style-type: none"> • <i>Family relationships that occur due to marriage and descent to the second degree, both horizontally and vertically,</i> • <i>A relationship between a party and its employees, directors, or commissioners,</i> • <i>A relationship between 2 (two) companies where one or more members of the board of directors or the board of commissioners are the same,</i> • <i>A relationship between the company and parties, either directly or indirectly, controls or is controlled by the company,</i> • <i>A relationship between 2 (two) companies that are controlled, either directly or indirectly, by the same party; or</i> • <i>A relationship between the company and the major shareholders.</i> <p>b. <i>"BOARD OF COMMISSIONERS", is an organ of the Company which is tasked with supervising according to the provisions in</i></p>
--	---



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

<p>DISTRIBUSI DISTRIBUTION</p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT AUDIT COMMITTEE ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ KOMITE GCG & CSR GCG & CSR COMMITTEE ◇ DIREKSI BOARD OF DIRECTORS ◇ GENERAL MANAJER GENERAL MANAGER ◇ MANAGER 	<p>PERIHAL REGARDING</p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> November 23, 2020</p>

<p>c. "DIREKSI", adalah organ Perusahaan yang berwenang dan bertanggung jawab penuh atas pengurusan Perusahaan untuk kepentingan Perusahaan, sesuai dengan maksud dan tujuan Perusahaan serta mewakili Perusahaan, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan anggaran dasar Perusahaan.</p> <p>d. "NOMINASI" adalah pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi atau anggota Dewan Komisaris PT HIT Tbk.</p> <p>e. "PERUSAHAAN" dalam kebijakan ini adalah PT Humpuss Intermoda Transportasi Tbk</p> <p>f. "REMUNERASI" adalah imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan anggota Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang anggota Direksi dan anggota Dewan Komisaris PT HIT Tbk.</p>	<p><i>the articles of association and providing advice to the Board of Directors.</i></p> <p>a. <i>"BOARD OF DIRECTORS", is an organ of which is authorized and fully responsible for the management of the Company for the benefit of the Company, in accordance with the aims and objectives of the Company, as well as representing the Company, both inside and outside the court in accordance with the provisions of the articles of association of the Company.</i></p> <p>b. <i>"NOMINATION" is a proposal for a person to be appointed as a member of the Board of Directors or a member of the Board of Commissioners of PT HIT Tbk.</i></p> <p>c. <i>"COMPANY" in this policy is PT Humpuss Intermoda Transportasi Tbk.</i></p> <p>d. <i>"REMUNERATION" is a reward determined and given to members of the Board of Directors and members of the Board of Commissioners because the positions and roles assigned are in accordance with the duties, responsibilities and authorities of the members of the</i></p>
---	---



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

DISTRIBUSI <i>DISTRIBUTION</i> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER	PERIHAL <i>REGARDING</i> Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i>	NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020
- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN ✓ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i>		TANGGAL MULAI BERLAKU: 23 November 2020 <i>EFFECTIVE DATE:</i> November 23, 2020

			<i>Board of Directors and members of the Board of Commissioners of PT HIT Tbk.</i>
4.	KOMPOSISI, STRUKTUR, DAN MASA JABATAN a. Anggota KNR diangkat dan diberhentikan oleh Dewan Komisaris. Pengangkatan dan pemberhentian anggota KNR dilaporkan kepada OJK, Bursa Efek Indonesia (“BEI”) dan dimuat dalam Situs Web PT HIT Tbk. selambatnya 2 (dua) hari kerja setelah pengangkatan dan/atau pemberhentian anggota KNR. b. Dewan Komisaris mengeluarkan surat pengangkatan anggota KNR. c. KNR paling sedikit terdiri dari 3 (tiga) orang yang berasal dari Komisaris Independen dan anggota lainnya yang dapat berasal dari: 1) anggota Dewan Komisaris; 2) pihak yang berasal dari luar Perseroan; dan/atau 3) pihak yang menduduki jabatan manajerial di bawah Direksi yang membidangi SDM,	4.	<i>COMPOSITION, STRUCTURES, AND TERM OF OFFICE</i> <i>a. KNR members are appointed and dismissed by the Board of Commissioners. Appointment and dismissal of KNR members are reported to OJK no later than 2 (two) working days after the appointment and / or dismissal of KNR members.</i> <i>b. The Board of Commissioners issues an appointment letter for the KNR members.</i> <i>c. The NRC consists of at least 3 (three) people from Independent Commissioners and other members who may come from:</i> 1) <i>a member of the Board of Commissioners;</i> 2) <i>parties originating from outside the Company; and / or</i> 3) <i>a party holding a managerial position under the Board of Directors in charge of HR, provided that most of the KNR members cannot come from a party</i>



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

DISTRIBUSI <i>DISTRIBUTION</i> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER	PERIHAL <i>REGARDING</i> Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i>	NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020
- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN ✓ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i>		TANGGAL MULAI BERLAKU: 23 November 2020 <i>EFFECTIVE DATE:</i> November 23, 2020

<p>dengan ketentuan bahwa sebagian besar anggota KNR tidak dapat berasal dari pihak dengan jabatan manajerial yang membidangi SDM.</p> <p>d. KNR diketuai oleh salah seorang Komisaris Independen merangkap sebagai anggota.</p> <p>e. Masa jabatan anggota KNR diangkat untuk masa jabatan tertentu dan dapat diangkat kembali dan tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar.</p> <p>f. Penggantian anggota KNR yang bukan berasal dari Dewan Komisaris dilakukan paling lambat 60 (enam puluh) hari sejak anggota KNR dimaksud tidak dapat lagi melaksanakan fungsinya.</p>	<p><i>with a managerial position in charge of HR.</i></p> <p><i>d. The KNR is chaired by an Independent Commissioner who is also a member.</i></p> <p><i>e. The term of office of KNR members is appointed for a certain term of office and can be reappointed and may not be longer than the term of office of the Board of Commissioners as stipulated in the Articles of Association.</i></p> <p><i>f. The replacement of KNR members who are not from the Board of Commissioners shall be carried out no later than 60 (sixty) days after the KNR members can no longer carry out their functions.</i></p>
<p>5. PERSYARATAN KEANGGOTAAN</p> <p>1. Komisaris Independen, wajib memenuhi persyaratan sebagaimana tercantum dalam Pedoman Dewan Komisaris PT HIT Tbk.</p> <p>2. KNR wajib memenuhi persyaratan sebagai berikut:</p>	<p>5. MEMBERSHIP REQUIREMENTS</p> <p><i>1. Independent Commissioner, must meet the requirements as stated in the Guidelines for the Board of Commissioners of PT HIT Tbk.</i></p> <p><i>2. A member of KNR must meet the following qualifications:</i></p>



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

<p>DISTRIBUSI DISTRIBUTION ◇ KOMITE AUDIT AUDIT COMMITTEE ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ KOMITE GCG & CSR GCG & CSR COMMITTEE ◇ DIREKSI BOARD OF DIRECTORS ◇ GENERAL MANAJER GENERAL MANAGER ◇ MANAGER</p>	<p>PERIHAL REGARDING Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN ✓ COMPREHENSIVE AMENDMENT - PARTIAL AMENDMENT</p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020 EFFECTIVE DATE: November 23, 2020</p>

<p>a. Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan bidang pekerjaannya dan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik.</p> <p>b. 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.</p> <p>c. Wajib mematuhi Kode Etik yang ditetapkan oleh PT HIT Tbk.</p> <p>d. Bersedia meningkatkan kompetensi secara terus menerus melalui pendidikan dan pelatihan.</p> <p>e. Memiliki pengetahuan dan pengalaman di bidang terkait Nominasi dan/atau Remunerasi.</p> <p>f. Tidak mempunyai hubungan Afiliasi dengan anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama.</p>	<p>a. Have high integrity, ability, knowledge and sufficient experience in accordance with their field of work and educational background, and are able to communicate well.</p> <p>b. Understand the company's business, especially those related to the company's business and the laws and regulations in the capital market, shipping industry regulations and energy distribution as well as other laws and regulations.</p> <p>c. Must comply with the Code of Ethics established by PT HIT Tbk.</p> <p>d. Willing to improve competence continuously through education and training.</p> <p>b. Have knowledge and experience in the field related to Nomination and / or Remuneration.</p> <p>c. Has no affiliation relationship with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders.</p>
--	---

Paraf: | Initials: _____

Halaman | Page 7 dari | of 18



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER 	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE: November 23, 2020</i></p>

<p>g. Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha PT HIT Tbk. dan anak perusahaannya.</p> <p>h. Anggota Direksi dilarang untuk menjadi anggota KNR.</p>	<p>d. <i>Does not have a business relationship, either directly or indirectly, related to the business activities of PT HIT Tbk. and its subsidiaries.</i></p> <p>e. <i>Members of the Board of Directors are prohibited from becoming members of the KNR.</i></p>
<p>6. TUGAS DAN TANGGUNG JAWAB</p> <p>Dalam menjalankan fungsinya, KNR bertindak secara independen dalam melaksanakan tugas dan tanggung jawab antara lain:</p> <p>A. Terkait dengan fungsi Nominasi:</p> <p>1) memberikan rekomendasi kepada Dewan Komisaris mengenai:</p> <ul style="list-style-type: none"> a) komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris; b) kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi; dan 	<p>6. DUTIES AND RESPONSIBILITIES</p> <p><i>In carrying out its functions, the KNR acts independently in carrying out its duties and responsibilities, including:</i></p> <p>A. Related to the Nomination function:</p> <p><i>1) provide recommendations to the Board of Commissioners regarding:</i></p> <ul style="list-style-type: none"> <i>a) Composition of positions of members of the Board of Directors and / or members of the Board of Commissioners,</i> <i>b) policies and criteria required in the Nomination process; and</i> <i>c) performance evaluation policy for members of the Board of Directors</i>



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> <i>November 23, 2020</i></p>

<p>c) kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;</p> <p>2) membantu Dewan Komisaris melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;</p> <p>3) memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris.</p> <p>4) memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.</p> <p>5) KNR wajib melakukan hal-hal sebagai berikut:</p> <ul style="list-style-type: none"> • 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 PT HIT Tbk. 	<p><i>and / or members of the Board of Commissioners;</i></p> <p><i>2) assist the Board of Commissioners in assessing 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;</i></p> <p><i>3) 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 Remuneration structures, in the form of salaries, honoraria, incentives and / or allowances that are fixed and / or variable in accordance with the activities</i></p> <p><i>4) provide proposals for 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.</i></p>
--	--

Paraf: | Initials: _____

Halaman | Page 9 dari | of 18



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE: November 23, 2020</i></p>

<ul style="list-style-type: none"> • 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. <p>B. Terkait dengan fungsi Remunerasi:</p> <p>1) Memberikan rekomendasi kepada Dewan Komisaris terkait remunerasi anggota Direksi dan/atau Dewan Komisaris khususnya:</p> <p>a) struktur Remunerasi, berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel sesuai dengan kegiatan usaha dan skala usaha PT HIT Tbk. di industri.</p> <p>b) kebijakan atas Remunerasi.</p> <p>c) besaran atas Remunerasi.</p>	<p>5) KNR is obliged to do the following:</p> <ul style="list-style-type: none"> • Provide recommendations on the composition and nomination process for members of the Board of Directors and / or members of the Board of Commissioners. • Formulate policies regarding systems, procedures for selection and / or replacement as well as the criteria required in the process of nominating candidates for members of the Board of Commissioners of the Board of Directors of PT HIT Tbk. • Assist in the evaluation of the performance of members of the Board of Directors and / or members of the Board of Commissioners. • Formulate a capacity building program for members of the Board of Directors and / or members of the Board of Commissioners. • Assist in the review and proposal of candidates who meet the requirements
---	--



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE: November 23, 2020</i></p>

<p>2) Kegiatan sebagaimana angka 1 diatas dapat dilakukan dengan bantuan pihak ketiga yang independen dan dievaluasi oleh KNR secara berkala sesuai dengan ketentuan PT HIT Tbk.</p> <p>3) Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan anggota Dewan Komisaris.</p>	<p><i>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.</i></p> <p>B. Related to the Remuneration function:</p> <p>1) <i>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:</i></p> <p>a) <i>remuneration structure, in the form of salaries, instruments, incentives and / or allowances that are fixed and / or variable in accordance with the business activities and business scale of PT HIT Tbk. in the industry.</i></p> <p>b) <i>Remuneration policy.</i></p> <p>c) <i>amount of Remuneration.</i></p> <p>2) <i>Activities as referred to in number 1 above can be carried out with the help of an independent third party and evaluated by KNR periodically in</i></p>
---	---



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE: November 23, 2020</i></p>

			<p><i>accordance with the provisions of PT HIT Tbk.</i></p> <p><i>3) Assisting the Board of Commissioners in conducting performance appraisals in accordance with the remuneration received by each member of the Board of Directors and members of the Board of Commissioners.</i></p>
<p>7. TATA CARA, PROSEDUR DAN PENYELENGGARAAN RAPAT</p> <p>a. Dalam melaksanakan tugasnya, KNR bekerja sama dengan divisi yang membawahi SDM, antara lain:</p> <p>1) Memperoleh informasi terkini mengenai peraturan perundang-undangan terkait sumber daya manusia.</p> <p>2) Memperoleh data nominasi dan remunerasi yang diperlukan untuk menunjang pelaksanaan tugas dan tanggung jawab Komite sesuai dengan prosedur PT HIT Tbk.</p> <p>3) Memperoleh data mengenai program pengembangan diri untuk Dewan</p>	<p>7. MECHANISM, PROCEDURES AND ORGANIZATION OF MEETINGS</p> <p>a. <i>In carrying out its duties, KNR collaborates with divisions in charge of HR, including:</i></p> <p><i>1) Obtain the latest information regarding laws and regulations related to human resources.</i></p> <p><i>2) Obtain nomination and remuneration data needed to support the implementation of duties and responsibilities of the Committee in accordance with PT HIT Tbk procedures.</i></p> <p><i>3) Obtain data regarding self-development programs for the Board of</i></p>		

Paraf: | Initials: _____

Halaman | Page 12 dari | of 18



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

<p>DISTRIBUSI DISTRIBUTION</p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT AUDIT COMMITTEE ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ KOMITE GCG & CSR GCG & CSR COMMITTEE ◇ DIREKSI BOARD OF DIRECTORS ◇ GENERAL MANAJER GENERAL MANAGER ◇ MANAGER 	<p>PERIHAL REGARDING</p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> November 23, 2020</p>

<p>Komisaris, Direksi dan anggota Komite Dewan Komisaris.</p> <p>b. Tata cara penyelenggaraan Rapat Komite adalah sebagai berikut:</p> <ol style="list-style-type: none"> 1) Sekretaris menyampaikan materi rapat selambat-lambatnya 3 (tiga) hari kalender sebelum hari-H dilaksanakannya Rapat Komite. 2) Dalam hal terdapat masukan diluar materi rapat, dapat disampaikan paling lambat 1 (satu) hari kalender sebelum hari-H dilaksanakannya Rapat Komite. <ol style="list-style-type: none"> a. Rapat KNR dilakukan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan. b. Rapat dipimpin oleh Ketua KNR, tidak dapat diwakilkan. c. 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 	<p><i>Commissioners, Board of Directors and members of the Board of Commissioners Committee.</i></p> <p><i>b. The procedure for holding Committee Meetings is as follows:</i></p> <ol style="list-style-type: none"> <i>1) The Secretary submits meeting materials no later than 3 (three) calendar days prior to the D-day of the Committee Meeting.</i> <i>2) In the event that there is input outside the meeting material, it can be submitted no later than 1 (one) calendar day before the D-day of the Committee Meeting.</i> <ol style="list-style-type: none"> <i>a. KNR meetings are held regularly at least 1 (one) time in 4 (four) months.</i> <i>b. The meeting is chaired by the Chairperson of the KNR, who could not be represented.</i> <i>c. Meetings can be held either physically or non-physically. Meetings that are not physically attended are conducted by means of teleconferencing, video conferencing, or other means of electronic media that allow all</i>
--	---



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER:</p> <p>04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN</p> <p>✓ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> November 23, 2020</p>

<p>memungkinkan semua peserta Rapat Komite saling melihat dan mendengar secara langsung serta berpartisipasi dalam rapat.</p> <p>d. Rapat KNR hanya dapat dilaksanakan bila dihadiri oleh sekurang-kurangnya 2/3 (dua per tiga) dari jumlah anggota KNR, salah satu merupakan Ketua KNR.</p> <p>e. Perwakilan dari KNR atau yang ditunjuk wajib mencatat jalannya rapat tersebut.</p> <p>f. Keputusan rapat KNR dilakukan berdasarkan musyawarah untuk mufakat. Dalam hal keputusan musyawarah untuk mufakat tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.</p> <p>g. Hasil rapat KNR wajib dituangkan dalam risalah rapat dan didokumentasikan sesuai Kebijakan Arsip yang berlaku.</p> <p>h. Hasil Rapat ditandatangani seluruh anggota KNR yang hadir, dibagikan kepada seluruh anggota dan disampaikan kepada Dewan Komisaris.</p>	<p><i>Committee Meeting participants to see and hear one another in person and participate in the meeting.</i></p> <p><i>d. The KNR meeting can only be held if it is attended by at least 2/3 (two thirds) of the number of KNR members, one of whom is the Chair of the KNR.</i></p> <p><i>e. Representatives of the KNR or those appointed are required to record the proceedings of the meeting.</i></p> <p><i>f. The decision of the KNR meeting is made based on deliberation to reach a consensus. In the event that a deliberation to reach a consensus is not reached, the decision is made based on a majority vote.</i></p> <p><i>g. The results of the KNR meeting must be recorded in the minutes of the meeting and documented in accordance with the applicable Archives Policy.</i></p> <p><i>h. The results of the meeting were signed by all members of the KNR who were</i></p>
---	--

Paraf: | Initials: _____

Halaman | Page 14 dari | of 18



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

<p>DISTRIBUSI DISTRIBUTION</p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT AUDIT COMMITTEE ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ KOMITE GCG & CSR GCG & CSR COMMITTEE ◇ DIREKSI BOARD OF DIRECTORS ◇ GENERAL MANAJER GENERAL MANAGER ◇ MANAGER 	<p>PERIHAL REGARDING</p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> November 23, 2020</p>

	<p>i. Perbedaan pendapat (<i>dissenting opinions</i>) yang terjadi dalam rapat Komite wajib dicantumkan secara jelas dalam risalah rapat beserta alasannya.</p>		<p><i>present, distributed to all members and submitted to the Board of Commissioners.</i></p> <p><i>i. Dissenting opinions expressed in Committee meetings must be clearly stated in the minutes of the meeting and their reasons.</i></p>
8.	PELAPORAN	8.	REPORTING
	<p>a. Ketua KNR menyampaikan laporan atas aktivitas Komite kepada Dewan Komisaris dalam rapat Dewan Komisaris, selambat-lambatnya 3 (tiga) hari sebelum pelaksanaan rapat Dewan Komisaris.</p> <p>b. KNR membuat laporan kepada Dewan Komisaris atas setiap pelaksanaan tugas yang diberikan.</p> <p>c. Pada akhir tahun, KNR menyusun Laporan Tahunan pelaksanaan Komite yang akan disajikan dalam Laporan Tahunan PT HIT Tbk., yang sekurang-kurangnya memuat sebagai berikut:</p> <ol style="list-style-type: none"> 1) Pernyataan bahwa PT HIT Tbk. telah memiliki Pedoman Komite (Charter). 2) Komposisi KNR, termasuk nama, jabatan dan status independensinya. 		<p><i>a. The Chairman of the KNR submits a report on the activities of the Committee to the Board of Commissioners in the meeting of the Board of Commissioners, no later than 3 (three) days prior to the implementation of the meeting of the Board of Commissioners.</i></p> <p><i>b. KNR reports to the Board of Commissioners on every implementation of the assigned tasks.</i></p> <p><i>c. At the end of the year, the KNR prepares an Annual Report on the implementation of the Committee which will be presented in the Annual Report of PT HIT Tbk., Which at least contains the following:</i></p>



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

<p>DISTRIBUSI DISTRIBUTION</p> <ul style="list-style-type: none"> ◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i> ◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i> ◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER 	<p>PERIHAL REGARDING</p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> <i>November 23, 2020</i></p>

<p>3) Tujuan dan ruang lingkup kerja KNR.</p> <p>4) Jumlah rapat KNR tahun berjalan dan rincian kehadiran tiap anggota Komite.</p> <p>5) Ringkasan pelaksanaan tugas dan tanggung-jawab KNR selama tahun berjalan meliputi tetapi tidak terbatas pada:</p> <ul style="list-style-type: none"> a) Persyaratan Komite. b) Usulan penunjukan anggota Direksi dan anggota Dewan Komisaris. c) Kesimpulan. 	<p>1) <i>A statement that PT HIT Tbk. already has Committee Guidelines (Charter).</i></p> <p>2) <i>The composition of the KNR, including name, position and independence status.</i></p> <p>3) <i>The purpose and scope of work of KNR</i></p> <p>4) <i>Number of KNR meetings for the current year and details of attendance of each Committee member.</i></p> <p>5) <i>A summary of the implementation of the NPC's duties and responsibilities during the year includes but is not limited to:</i></p> <ul style="list-style-type: none"> <i>a) Committee Requirements.</i> <i>b) Proposal for the appointment of members of the Board of Directors and members of the Board of Commissioners.</i> <i>c) Conclusion.</i>
<p>9. STANDAR ETIKA</p> <p>a. Seluruh anggota KNR wajib mematuhi Kode Etik dan Perilaku PT HIT Tbk.</p>	<p>9. ETHICAL STANDARDS</p> <p><i>a. All KNR members are required to comply with the PT HIT Tbk Code of Ethics and Conduct.</i></p>



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

<p>DISTRIBUSI DISTRIBUTION ◇ KOMITE AUDIT AUDIT COMMITTEE ◇ KOMITE NOMINASI & REMUNERASI NOMINATION & REMUNERATION COMMITTEE ◇ KOMITE GCG & CSR GCG & CSR COMMITTEE ◇ DIREKSI BOARD OF DIRECTORS ◇ GENERAL MANAJER GENERAL MANAGER ◇ MANAGER</p>	<p>PERIHAL REGARDING Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</p>	<p>NOMOR: NUMBER: 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH ✓ PERUBAHAN SEBAGIAN ✓ COMPREHENSIVE AMENDMENT - PARTIAL AMENDMENT</p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020 EFFECTIVE DATE: November 23, 2020</p>

	<p>b. Anggota KNR dilarang memanfaatkan PT HIT Tbk. untuk kepentingan pribadi, keluarga dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan PT HIT Tbk.</p> <p>c. Waktu kerja anggota KNR yang merupakan anggota Dewan Komisaris mengacu pada Piagam Dewan Komisaris.</p> <p>d. Seluruh anggota KNR wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal.</p> <p>e. Penyediaan waktu yang cukup tercermin antara lain oleh kehadiran yang bersangkutan dalam rapat-rapat KNR sesuai jadwal yang telah ditetapkan.</p>		<p><i>b. KNR members are prohibited from using PT HIT Tbk. for personal, family and / or other party interests that may harm or reduce the profits of PT HIT Tbk.</i></p> <p><i>c. The working hours of KNR members who are members of the Board of Commissioners refer to the Charter of the Board of Commissioners.</i></p> <p><i>d. All KNR members are required to provide sufficient time to carry out their duties and responsibilities optimally.</i></p> <p><i>e. The provision of sufficient time is reflected, among other things, by the attendance of the person concerned at KNR meetings according to a predetermined schedule.</i></p>
<p>10. PENUTUP</p>	<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. • Kebijakan ini dievaluasi secara berkala paling sedikit 1 (satu) kali dalam setahun dan dapat dilakukan revisi untuk menyesuaikan 	<p>10. CLOSING</p>	<ul style="list-style-type: none"> • <i>This policy is prepared in good faith and in accordance with the Company's principles to create good corporate governance.</i> • <i>This policy is evaluated periodically at least 1 (once) a year and can be revised to comply with applicable laws and regulations, as well as the needs of the</i>

Paraf: | Initials: _____

Halaman | Page 17 dari | of 18



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

<p>DISTRIBUSI <i>DISTRIBUTION</i></p> <p>◇ KOMITE AUDIT <i>AUDIT COMMITTEE</i></p> <p>◇ KOMITE NOMINASI & REMUNERASI <i>NOMINATION & REMUNERATION COMMITTEE</i></p> <p>◇ KOMITE GCG & CSR <i>GCG & CSR COMMITTEE</i></p> <p>◇ DIREKSI <i>BOARD OF DIRECTORS</i></p> <p>◇ GENERAL MANAJER <i>GENERAL MANAGER</i></p> <p>◇ MANAGER</p>	<p>PERIHAL <i>REGARDING</i></p> <p>Piagam Komite Nominasi & Remunerasi PT Humpuss Intermoda Transportasi Tbk. <i>Charter of Nomination and Remuneration Committee of PT Humpuss Intermoda Transportasi Tbk.</i></p>	<p>NOMOR: <i>NUMBER:</i> 04/KNR/PEDOMAN/XI/2020</p>
<p>- PERUBAHAN MENYELURUH √ PERUBAHAN SEBAGIAN</p> <p>√ <i>COMPREHENSIVE AMENDMENT</i> - <i>PARTIAL AMENDMENT</i></p>		<p>TANGGAL MULAI BERLAKU: 23 November 2020</p> <p><i>EFFECTIVE DATE:</i> <i>November 23, 2020</i></p>

<p>dengan peraturan perundangan yang berlaku, serta kebutuhan Perusahaan tanpa menghilangkan esensi dari tata kelola Perusahaan yang baik.</p>	<p><i>Company without losing the essence and good corporate governance.</i></p>
--	---

Jakarta, November 23, 2020

PT Humpuss Intermoda Transportasi Tbk.

ARIEF RUDIANTO
Ketua Komite Audit | Komisaris |
Head of Audit Committee/Commissioner

THEO LEKATOMPESSY
Komisaris Utama |
President Commissioner

Paraf: | Initials: _____

Halaman | Page 18 dari | of 18