



**CHARTER OF THE INTEGRATED GOVERNANCE COMMITTEE AND
GOOD CORPORATE GOVERNANCE
PT WIJAYA KARYA BETON Tbk**

**PART I
INTRODUCTION**

A. Understanding

The Charter of the Integrated Governance and *Good Corporate Governance* (GCG) Committee, hereinafter referred to as the TKT & GCG Committee, is a tool of the Board of Commissioners of PT Wijaya Karya Beton Tbk that works professionally and independently with its main task to help carry out and strengthen the functions of the Board of Commissioners related to Integrated Governance and ensure the effective implementation of GCG and Corporate Ethics standards. The TKT & GCG Committee is formed by and responsible to the Board of Commissioners based on the Decision of the Board of Commissioners.

B. Basis of Preparation

1. Law No. 19 of 2003 concerning State-Owned Enterprises (Statute Book No. 70 of 2003 Supplement to Statute Book No. 4297);
2. Law No. 40 of 2007 concerning Limited Liability Companies (Statute Book No. 106 of 2007, Supplement to Statute Book No. 4756);
3. Regulation of the Minister of State-Owned Enterprises Number: PER-3/MBU/03/2023 concerning Organs and Human Resources of State-Owned Enterprises, as confirmed at the General Meeting of Shareholders of PT Wijaya Karya (Persero) Tbk, on May 4, 2023.
4. Decree of the Minister of State-Owned Enterprises Number: KEP-117/M-MBU/2002 concerning the Implementation of *Good Corporate*

Governance Practices in State-Owned Enterprises (SOEs);

5. Regulation of the Minister of State-Owned Enterprises of the Republic of Indonesia Number PER-06/MBU/04/2021 concerning Amendments to the Regulation of the Minister of State-Owned Enterprises Number PER-12/MBU/2012 concerning Supporting Organs of the Board of Commissioners/Supervisory Board of State-Owned Enterprises;
6. Decree of the Secretary of the Ministry of State-Owned Enterprises Number SK-16/S.MBU/2012 concerning Indicators/Parameters for Assessment and Evaluation of the Implementation of *Good Corporate Governance* in State-Owned Enterprises;
7. Deed of Amendment to the Articles of Association of PT Wijaya Karya Beton Tbk No. 44 dated March 11, 1997, made before Achmad Bajumi, SH, successor of Imas Fatimah, SH, Notary in Jakarta, which has been amended several times and last amended based on Deed 25 dated June 12, 2025, made by and before Ir. Nanette Cahyanie Handari Adi Warsito, SH, Notary in South Jakarta, and receipt of notification of changes in the Company's data has been received and recorded by the Minister of Law and Human Rights of the Republic of Indonesia based on Letter No. AHU-AH.01.09-0299326 dated June 17, 2025

On that basis, the Charter of the TKT & GCG Committee was compiled, codified with the intention of becoming a reference and guideline for members of the TKT & GCG Committee in carrying out their duties, responsibilities, and authorities.

The TKT & GCG Committee of PT Wijaya Karya Beton Tbk is an apparatus of the Board of Commissioners of PT Wijaya Karya Beton Tbk which was formed based on the Decree of the Board of Commissioners of PT Wijaya Karya Beton Tbk which works collectively to assist the Board of Commissioners in carrying out its duties and supervisory functions (*oversight*).

PART II

GENERAL GUIDELINES

A. Purpose and Purpose

The Charter of the TKT & GCG Committee is prepared as a guideline so that the TKT & GCG Committee can carry out its duties and responsibilities efficiently, effectively, transparently, professionally, independently, and accountably and in accordance with the applicable laws and regulations.

B. Organizational Structure

1. Membership Structure

- a. The members of the TKT & GCG Committee consist of at least 2 (two) members of the Board of Commissioners, and a maximum of 2 (two) expert members who are not key employees at PT Wijaya Karya Beton Tbk in the last 6 (six) months;
- b. The Chairman of the TKT & GCG Committee is the President Commissioner or a member of the Board of Commissioners;
- c. Members of the TKT & GCG Committee who are members of the Board of Commissioners may act as Vice Chairmen of the Committee;
- d. Members of the TKT & GCG Committee who are not members of the Board of Commissioners may not concurrently serve as members of other committees within PT Wijaya Karya Beton Tbk during the same period.

2. Membership

- a. The Chairman and members of the TKT & GCG Committee are appointed and dismissed by the Board of Commissioners;
- b. If the Board of Commissioners who serves as the Chairman of the TKT & GCG Committee ceases to be a member of the Board of Commissioners, then the Chairman of the TKT & GCG Committee must be replaced by another member of the Board of Commissioners within 30 (thirty) days at the latest;

- c. The Chairman of the TKT & GCG Committee has the right to propose the replacement of a member of the TKT & GCG Committee who is not a member of the Board of Commissioners to the Board of Commissioners, if the member of the Committee has expired, resigned, or is incompetent in carrying out his duties;
- d. If deemed necessary, the Committee may appoint a Committee Secretary with his assignments, rights, authority, and responsibilities determined by the Chairman of the Committee.

3. Membership Requirements

a. Special Requirements

- 1. Have integrity, dedication, ability, education, independence, and experience to carry out duties and supervisory functions related to Integrated Governance (TKT) and Corporate Governance (GCG) as well as communicate orally and in writing all the results of the implementation of their duties to the Board of Commissioners in accordance with applicable procedures.
- 2. Have sufficient knowledge to be able to understand the principles of Integrated Governance, GCG, and Corporate Ethics.
- 3. Possess adequate knowledge of the Company's Articles of Association, laws and regulations related to the Company's operations, Capital Market regulations, and other laws and regulations related to Integrated Governance, and Corporate Governance (GCG).
- 4. Able to study and understand the Company's activities well and have adequate knowledge about the Company's business field and its relation to the principles of Integrated Governance, and GCG and Corporate Ethics aspects.

b. General Requirements

- 1. Members of the TKT & GCG Committee, both who are members of the Board of Commissioners and who are not members of the

Board of Commissioners, do not have a financial, management, shareholding relationship and/or do not have a blood family relationship up to the third degree, either according to a straight line or a sideways line or a relationship arising from marriage with other members of the Board of Commissioners or with members of the Board of Directors;

2. Members of the TKT & GCG Committee, both who are members of the Board of Commissioners and who are not members of the Board of Commissioners, do not hold concurrent positions as administrators of political parties and/or **candidates**/legislative members and/or candidates for regional heads/deputy regional heads, and other positions in accordance with the provisions of laws and regulations;
3. A member of the TKT & GCG Committee who is not a Member of the Board of Commissioners, shall not concurrently as:
 - a) Member of the Board of Commissioners of other companies;
 - b) Secretary/Staff of the Secretariat of the Board of Commissioners in other companies;
 - c) Other Committee Members of the Company;
 - d) Committee members in other companies.
4. Do not have a business relationship, either direct or indirect related to the business activities of PT Wijaya Karya Beton Tbk that may cause a conflict of interest;
5. Not a key employee, namely a person who has the authority and responsibility to plan, lead, or control the activities of PT Wijaya Karya Beton Tbk in the last 6 (six) months before being appointed by the Board of Commissioners;
6. Do not have a direct or indirect personal interest in the Company's material information;
7. Not a person in a Public Accounting Firm, Legal Consulting Firm, or other party who provides audit, non-audit services and/or other consulting services to PT Wijaya Karya Beton Tbk within the last 6

(six) months before being appointed by the Board of Commissioners;

8. Have no objection and are willing to make and sign a written statement regarding the independence requirements as stated above;
9. Able to cooperate and communicate well and ethically and provide sufficient time to carry out their duties well and with added value;
10. Must comply with the Code of Ethics of the Committee set by the Company;
11. Willing to improve competence continuously through education and training.

C. Performance Evaluation

Evaluation of the performance of the members of the Committee both individually and collectively, is carried out every 1 (one) year by *self-assessment* using the evaluation method in a system stipulated in the Decree of the Board of Commissioners, as an assessment material for the extension of the term of office of members of the TKT & GCG Committee for the following year, using the following indicators:

a. General Indicators

1. Attendance at Committee meetings;
2. Mastery of the material to be discussed;
3. Willingness to devote time and effort to fulfilling his/her duties and responsibilities as a member of the Committee;
4. Willingness to participate in activities outside the office such as visits to business units;
5. Quality and suggestions given in meetings;
6. Ability to apply their knowledge and experience to improve the effectiveness of the Committee;
7. Effectively analyze the available data in order to ensure accurate information;

8. Effectively and proactively follow up on important issues and those that require attention;
9. Be able to effectively cooperate with colleagues of the Committee of which the relevant member is a member of the Committee, with other Supporting Bodies of the Board of Commissioners, and with Partners directly or indirectly related to the Committee of which the person concerned is a member;
10. Ability to behave in order to foster mutual trust and respect among fellow Committee members;
11. The ability to actively conduct continuous learning to enhance knowledge and abilities, and stay up-to-date with relevant industry and market developments;
12. Ability to communicate with fellow Committee members within the Board of Commissioners;
13. Ability to understand the Vision, Mission, and Strategic Plan of PT Wijaya Karya Beton Tbk as outlined in the RKAP and RJPP, as well as being able to provide quality input related to the Vision, Mission, Strategic Plan, RKAP, and RJPP;
14. Ability to meet the requirements in the ethical standards of PT Wijaya Karya Beton Tbk;
15. Ability to demonstrate high integrity;
16. Ability to maintain confidentiality;
17. Ability to show a desire to improve the management of PT Wijaya Karya Beton Tbk;
18. Ability to represent and maintain the Company's image;
19. Willingness to accept special assignments assigned by the Board of Commissioners and provide a complete and timely assignment report;
20. Contribution in the preparation of meeting minutes, quarterly reports, annual reports, and the preparation of quality reports to the Board of Commissioners;
21. Ability to provide input in the preparation of the Committee's Work Program in a complete and timely manner.

b. Special Indicators

1. Contribute to the review of the Company's Articles of Association to ensure its relevance to applicable laws and regulations;
2. Contribute to the evaluation and review of the implementation related to GCG Integrated Governance, and Corporate Ethics as appropriate;
3. Provide weighty input in the monitoring and evaluation of the Company's Articles of Association related to the improvement and consistency of the Integrated Governance program, GCG implementation, and Corporate Ethics as well as shareholder rights, which subsequently submits its recommendations to the Board of Commissioners;
4. Contribute to the preparation of work plans, reports and studies and analyses on the implementation of Integrated Governance and GCG implementation;
5. Be proactive in reviewing, evaluating, and supervising the implementation of recommendations given by the Board of Commissioners and the TKT & GCG Committee to the management and to related work units such as GCG work units, CSR work units, and other work units, so as to ensure continuity and ensure that all applicable policies and rules are still relevant;
6. Conduct evaluations to ensure that there is follow-up carried out by Management on the results of reviews, studies, and inputs provided on problems and policies as well as input from regulators & evaluators regarding the implementation of Integrated Governance and GCG functions.
7. Provide input and make weighty reports in the evaluation and analysis of the implementation of various policies related to Integrated Governance and GCG;
8. Contribute to the evaluation and monitoring carried out by the Committee to ensure that there is a mechanism that can identify and regulate potential conflicts of interest between members of the Board of Commissioners, the Board of Directors and the Company's

Management, as well as other violations in cooperation with the Company's Divisions;

9. Contribute to conducting periodic evaluation and assessment of the contents of the Charter of the Board of Commissioners, the Charter of each Committee and the relationship between the implementation of the duties of the Board of Commissioners to the composition of the Committee members and ensure that the competence of the members of the committees of PT Wijaya Karya Beton Tbk collectively can meet the requirements of the standardized duties;
10. Contribute to evaluating and monitoring the implementation of the performance assessment of the Board of Directors and Management of PT Wijaya Karya Beton Tbk as well as the performance of the Board of Commissioners and members of the Board of Commissioners Support Committee to be subsequently submitted to the Board of Commissioners.

PART III

DUTIES AND RESPONSIBILITIES

The TKT & GCG Committee is tasked and responsible for assisting the Board of Commissioners by providing professional and independent opinions to the Board of Commissioners with the aim of ensuring the implementation of principles related to Integrated Governance, GCG, and Corporate Ethics Standards.

In order for the TKT & GCG Committee to play an efficient and effective role, its duties, responsibilities, and authorities are regulated as follows:

A. Duties and Responsibilities of the Integrated Governance Function

The Committee is tasked and responsible for assisting the Board of Commissioners in carrying out the duties of supervision and providing advice related to Integrated Governance to the Board of Directors as follows:

1. Periodically evaluate and provide input to the Board of Commissioners for the approval of Integrated Governance policies within the Company;
2. Monitor and evaluate the suitability of the implementation of the Company's Group's Integrated Governance policy;
3. Evaluating the implementation of Integrated Governance, including through the assessment of the adequacy of internal control, risk management and the implementation of compliance functions in an integrated manner;
4. Providing recommendations to the Board of Commissioners of Parent SOEs for the improvement of Integrated Governance policies;
5. Carry out monitoring and evaluation of the implementation of the Company's Integrated Governance function in accordance with the provisions of laws and regulations and the Company's Articles of Association;
6. Carry out other duties given by the Board of Commissioners of the Parent SOE from time to time according to their authority, duties and functions.

B. Duties and Responsibilities of GCG Functions

The Committee is tasked and responsible for assisting the Board of Commissioners in carrying out the duties of supervision and providing advice related to Integrated Governance to the Board of Directors as follows:

1. Conducting studies, evaluations, and recommendations to the Board of Commissioners on the implementation of GCG at PT Wijaya Karya Beton Tbk;
2. Conduct a review of the Company's compliance with applicable laws and regulations and relevant to the characteristics of the Company's field of activity, including those that regulate the Company's legal entity, state-owned legal entity, construction services capital market, agreements and the Company's governance;
3. Provide objective, professional and independent opinions and/or inputs on matters that require attention, follow-up, or other matters that can assist the implementation of the Board of Commissioners' duties related to GCG practices;
4. Conduct a study on the conformity of the provisions in the Standard Operating Procedures (SOP) with applicable and relevant laws and regulations and codes of ethics;
5. Develop *self-assessment tools* and conduct *self-assessment* of the Committee's performance and report it to the Board of Commissioners;
6. To document the results of the implementation of the Committee's duties and to report them to the Board of Commissioners on a periodic basis;
7. Carry out the special duties and other duties of the Board of Commissioners that do not conflict with the applicable and relevant laws and regulations, Company Regulations, Code of Corporate Governance of PT Wijaya Karya Beton Tbk, Code of Ethics of the Company, Board Manual, and other provisions of this charter;
8. Evaluate policies on GCG and Ethical Standards as well as follow-up assessment results conducted by external consultants.

C. Authority and Working Mechanism

1. The TKT & GCG Committee works collectively and independently in carrying out its duties;
2. The TKT & GCG Committee has the authority to access the Company's documents, data, and information about the Company's employees, funds, assets, and resources necessary in connection with the performance of its duties;
3. In exercising the authority as stipulated in points 1, 2, and 3 above, the TKT & GCG Committee is obliged to cooperate with partners, including: Supporting Organs of the Board of Commissioners, related work units at the management level, including: Company Work Unit, Internal Supervision Unit, Corporate Secretary, and related Company operational units;
4. The work mechanism as points 1, 2, and 3 above must follow work procedures in accordance with applicable regulations;
5. If deemed necessary, the TKT & GCG Committee may involve experts and/or consultants/assessors/independent parties outside the members of the TKT & GCG Committee as necessary to assist in the implementation of its duties with the written approval of the Board of Commissioners and at the Company's expense;
6. If deemed necessary, the TKT & GCG Committee may form an *ad-hoc* team, with the criteria and period of assignment adjusted to the needs and type of work;
7. Request an explanation from the Board of Directors and/or other officials regarding all issues related to TKT and GCG;
8. Knowing all policies and actions that have been and will be carried out by the Board of Directors related to TKT and GCG;
9. Request the Board of Directors and/or other officials under the Board of Directors with the knowledge of the Board of Directors to attend the TKT & GCG Committee meeting;

10. The TKT & GCG Committee has the authority to communicate directly with the Company's employees, including the Board of Directors and parties related to the implementation of their duties;
11. Exercise other supervisory authority as long as it does not conflict with the Laws and Regulations, Articles of Association, and/or resolutions of the GMS.

D. Code of Confidentiality

1. Members of the Committee who are still, or who are no longer serving as members of the Committee, are obliged to maintain the confidentiality of the Company's documents, data, and information obtained while serving as members of the Committee, both from internal and external parties and are only used for the purpose of carrying out their duties;
2. Committee Members are prohibited from misusing important information relating to the Company for personal gain;
3. Committee Members in carrying out their duties and responsibilities are obliged to comply with the Company's Ethical Standards and are prohibited from taking personal benefits either directly or indirectly from the Company's activities other than honorarium and other facilities and benefits.

E. Activity Reporting System

1. The TKT & GCG Committee is accountable to the Board of Commissioners.
2. The Activity Reporting System of the TKT & GCG Committee is submitted to the Board of Commissioners in the form of the following reports:
 - a. Report on the results of the meeting (meeting minutes).
 - b. Report on the performance and implementation of the Committee's quarterly activities.
 - c. Report on the performance and implementation of the Committee's annual activities.
 - d. The report on the results of the field visit contains, among others, findings or field facts, evaluation, analysis, conclusions, and suggestions.

PART IV

MEETINGS AND CORRESPONDENCE

A. Committee Meetings

1. TKT & GCG Committee meetings are held in accordance with the Company's needs, at least 4 (four) times a year.
2. The TKT & GCG Committee Meeting can only be held when:
 - a. attended by the majority of the members of the TKT & GCG Committee; and
 - b. one of the majority of the members of the TKT & GCG Committee as referred to above is the Chairman of the TKT & GCG Committee.
3. The decision-making of the TKT & GCG Committee meeting is carried out based on consensus deliberation;
4. In the event that there is no consensus deliberation, the decision making is carried out based on the majority of votes with the principle of 1 (one) person 1 (one) vote;
5. If in decision-making carried out by voting there are equal number of votes, the decision is taken through the mechanism stipulated in the guidelines of the TKT & GCG Committee;
6. In the event that there is a difference of opinion in the decision-making process, the difference of opinion must be contained in the minutes of the meeting along with the reasons for the difference of opinion.
7. The meeting is chaired by the Chairman of the TKT & GCG Committee and if the Chairman of the Committee is unable to attend, the meeting is chaired by the senior committee members appointed/agreed upon in the Meeting.
8. The results of the TKT & GCG Committee Meeting are stated in a meeting minutes signed by all Committee members and well documented.
9. The minutes of the meeting as referred to in point h above shall be submitted in writing by the TKT & GCG Committee to the Board of Commissioners.
10. The attendance of the TKT & GCG Committee committee members at the meeting is reported in the quarterly report and annual report of the TKT & GCG Committee.

B. Correspondence

1. Incoming Mail/Documents

- a. Incoming letters/documents are recorded and administered by the Secretary of the Board of Commissioners after receiving a disposition from the President Commissioner and/or the Chairman of the TKT & GCG Committee.
- b. Incoming letters/documents are distributed to all members of the TKT & GCG Committee to find out the contents of the letters/documents.
- c. The incoming letter/document is followed up in accordance with the disposition of the Chairman of the TKT & GCG Committee.

2. Outgoing Mail/Document

- a. The results of the meeting or the results of the evaluation in writing in the form of opinions or recommendations are submitted to the Board of Commissioners through a Memorandum or equivalent official documents in accordance with the company's regulations.
- b. The memorandum and/or official documents made by the Committee must be signed by the Chairman of the Committee or the Vice Chairman of the TKT & GCG Committee.
- c. The letter is in the form of an invitation to the TKT & GCG Committee meeting and/or a request for data, information or meeting materials, signed by the Chairman of the TKT & GCG Committee or the Vice Chairman of the TKT & GCG Committee by following the procedure for summoning the Board of Commissioners Meeting.
- d. All letters/documents out of the TKT & GCG Committee must be recorded in the Exit Letter Register administered by the Secretary of the Board of Commissioners.

C. Term of Office and Replacement of TKT & GCG Committee Members

1. The term of office of the members of the TKT & GCG Committee who are members of the Board of Commissioners is the same as the term of appointment as a Commissioner as determined by the General Meeting of Shareholders;
2. A member of the TKT & GCG Committee who is a member of the Board of Commissioners resigns automatically when his term of office as a Member of the Board of Commissioners ends;
3. If a member of the Board of Commissioners who is appointed as a member of the TKT & GCG Committee resigns from his position as Commissioner before the end of his term of office, then the position of the member of the Committee may be replaced by another member of the Commissioner;
4. If a member of the Board of Commissioners who serves as the Chairman of the TKT & GCG Committee resigns from his position as a member of the Board of Commissioners, the position of Chairman of the TKT & GCG Committee must be replaced by another member of the Board of Independent Commissioners within 60 (thirty) days at the latest;

SECTION V

COVER

The Charter of the TKT & GCG Committee is an attachment to every Decree of the Board of Commissioners of PT Wijaya Karya Beton Tbk, regarding the Appointment of the Organ of the TKT & GCG Committee and serves as a guideline for the TKT & GCG Committee in carrying out its duties, functions, responsibilities and authorities. If necessary, the TKT & GCG Committee may evaluate and improve this charter in accordance with the development of applicable laws and regulations and the needs of the company and the results are submitted to the Board of Commissioners for approval.

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