



**PIAGAM KOMITE *SUSTAINABILITY*, TATA KELOLA TERINTEGRASI,
DAN *GOOD CORPORATE GOVERNANCE*
PT WIJAYA KARYA BETON TBK**

**BAB I
KETENTUAN UMUM**

A. Latar Belakang

Dalam rangka mendukung pelaksanaan fungsi pengawasan Dewan Komisaris terhadap penerapan keberlanjutan usaha (*sustainability*), tata kelola terintegrasi, dan *Good Corporate Governance* (GCG), Dewan Komisaris PT Wijaya Karya Beton Tbk membentuk Komite *Sustainability*, Tata Kelola Terintegrasi, dan *Good Corporate Governance* (selanjutnya disebut “Komite STG”).

Komite STG merupakan organ pendukung Dewan Komisaris yang bertugas membantu Dewan Komisaris dalam melakukan pengawasan, evaluasi, penelaahan, dan pemberian rekomendasi terkait implementasi strategi keberlanjutan, tata kelola perusahaan, etika bisnis, kepatuhan, serta pengelolaan hubungan dengan para pemangku kepentingan guna mendukung penciptaan nilai jangka panjang dan keberlanjutan Perseroan.

B. Dasar Hukum

Piagam Komite STG disusun berdasarkan:

1. Undang-Undang Nomor 19 Tahun 2003 tentang Badan Usaha Milik Negara beserta perubahannya;
2. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas beserta perubahannya;
3. Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal;
4. Undang-Undang Nomor 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan;
5. Undang-Undang Nomor 32 Tahun 2009 tentang Perlindungan dan Pengelolaan Lingkungan Hidup beserta perubahannya;
6. Peraturan Menteri BUMN Nomor PER-2/MBU/03/2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan BUMN;

7. Peraturan Menteri BUMN Nomor PER-3/MBU/03/2023 tentang Organ dan Sumber Daya Manusia BUMN;
8. POJK Nomor 51/POJK.03/2017 tentang Penerapan Keuangan Berkelanjutan bagi Lembaga Jasa Keuangan, Emiten dan Perusahaan Publik, sepanjang relevan sebagai acuan praktik terbaik *sustainability governance*;
9. Pedoman Good Corporate Governance Indonesia dan ASEAN Corporate Governance Scorecard;
10. Anggaran Dasar PT Wijaya Karya Beton Tbk;
11. *Board Manual* Dewan Komisaris PT Wijaya Karya Beton Tbk;
12. Peraturan perundang-undangan lain yang terkait.

C. Definisi

Dalam Piagam ini yang dimaksud dengan:

1. *Sustainability* adalah pendekatan pengelolaan perusahaan yang memperhatikan keseimbangan aspek ekonomi, sosial, lingkungan, dan tata kelola untuk menjamin keberlanjutan usaha jangka panjang.
2. ESG (*Environmental, Social, Governance*) adalah kerangka pengelolaan dan pengukuran kinerja perusahaan yang mencakup aspek lingkungan, sosial, dan tata kelola.
3. Tata Kelola Terintegrasi adalah penerapan tata kelola yang selaras, terkoordinasi, dan terintegrasi antara Perseroan, Anak Perusahaan, sistem pengendalian internal, manajemen risiko, kepatuhan, keamanan teknologi informasi dan ketahanan siber, dan keberlanjutan.
4. *Good Corporate Governance* (GCG) adalah prinsip tata kelola perusahaan yang mencakup transparansi, akuntabilitas, responsibilitas, independensi, dan kewajaran.
5. Komite STG adalah Komite *Sustainability*, Tata Kelola Terintegrasi, dan *Good Corporate Governance* yang dibentuk oleh Dewan Komisaris.

D. Kedudukan

1. Komite STG merupakan organ pendukung Dewan Komisaris.
2. Komite STG dibentuk dan bertanggung jawab kepada Dewan Komisaris.
3. Komite STG bersifat independen dalam melaksanakan tugasnya.
4. Komite STG tidak mengambil alih fungsi pengurusan dan pengambilan keputusan operasional yang menjadi kewenangan Direksi.

BAB II

MISI, NILAI, DAN PRINSIP KERJA

A. Misi

Komite STG menjalankan misi sebagai berikut:

1. Membantu Dewan Komisaris memberikan rekomendasi atas penerapan strategi keberlanjutan yang selaras dengan visi, misi, dan tujuan jangka panjang Perseroan.
2. Mendorong penerapan prinsip ESG dalam pengambilan keputusan dan pengelolaan bisnis Perseroan.
3. Mendorong dan memberikan rekomendasi atas penerapan tata kelola perusahaan yang baik, etika bisnis, dan budaya kepatuhan secara konsisten di seluruh organisasi.
4. Mengawasi efektivitas tata kelola terintegrasi antara Perseroan dan Anak Perusahaan.
5. Memberikan rekomendasi strategis kepada Dewan Komisaris terkait *sustainability, governance*, dan penciptaan nilai jangka panjang.

B. Prinsip Kerja

Komite STG melaksanakan tugasnya berdasarkan prinsip:

1. Independensi
Melaksanakan tugas secara objektif, bebas dari benturan kepentingan, tekanan, maupun intervensi pihak manapun.
2. Objektivitas
Seluruh rekomendasi dan pertimbangan didasarkan pada data, fakta, analisis, dan pertimbangan profesional.
3. Profesionalisme
Menjalankan tugas sesuai kompetensi, standar profesi, dan praktik tata kelola yang baik.
4. Integritas
Menjunjung tinggi kejujuran, etika, dan moral dalam setiap tindakan dan keputusan.
5. Akuntabilitas
Setiap pelaksanaan tugas dan rekomendasi dapat dipertanggungjawabkan kepada Dewan Komisaris.
6. Transparansi

Melaksanakan proses kerja secara terbuka, jelas, dan terdokumentasi dengan baik.

7. Kerahasiaan

Menjaga kerahasiaan seluruh informasi dan dokumen yang diperoleh selama menjalankan tugas.

8. Kepatuhan

Mematuhi peraturan perundang-undangan, Anggaran Dasar, *Board Manual*, dan kebijakan Perseroan.

9. Sustainability Mindset

Mempertimbangkan dampak ekonomi, sosial, lingkungan, dan tata kelola dalam setiap evaluasi dan rekomendasi.

10. Value Creation

Mendorong terciptanya nilai jangka panjang yang berkelanjutan bagi Perseroan dan para pemangku kepentingan.

BAB III

KEDUDUKAN, PERAN, DAN HUBUNGAN KERJA

A. Peran Strategis Komite

Komite STG berperan membantu Dewan Komisaris dalam:

1. Mengawasi implementasi *sustainability governance*.
2. Mengawasi penerapan ESG.
3. Mengawasi efektivitas tata kelola terintegrasi.
4. Mengawasi implementasi *Good Corporate Governance*.
5. Mengawasi etika bisnis, budaya kepatuhan, dan integritas perusahaan.
6. Mengawasi penerapan Tata Kelola Teknologi Informasi (*IT Security Governance*) dan ketahanan siber (*cyber resilience*) Perseroan.
7. Memberikan rekomendasi strategis kepada Dewan Komisaris.

B. Hubungan Kerja dengan Dewan Komisaris

1. Komite STG bertanggung jawab kepada Dewan Komisaris.
2. Komite STG menyampaikan laporan, hasil evaluasi, kajian, dan rekomendasi kepada Dewan Komisaris.
3. Dewan Komisaris dapat memberikan penugasan khusus kepada Komite STG sesuai ruang lingkup tugasnya.

C. Hubungan Kerja dengan Direksi

1. Hubungan kerja dengan Direksi bersifat koordinatif dan konsultatif.
2. Direksi wajib memberikan data, informasi, dan penjelasan yang diperlukan Komite STG.
3. Komite STG tidak melakukan intervensi terhadap kegiatan operasional Perseroan.

D. Hubungan Kerja dengan Komite Audit

Komite STG melakukan koordinasi dengan Komite Audit terkait:

1. Penerapan GCG;
2. Pengendalian internal;
3. Kepatuhan;
4. Etika bisnis;
5. Pelaporan keberlanjutan.

E. Hubungan Kerja dengan Komite Nominasi, Remunerasi, dan Pemantau Risiko (KNRPR)

Komite STG melakukan koordinasi dengan KNRPR terkait:

1. Budaya perusahaan;
2. *ESG governance*;
3. *Succession sustainability leadership*;
4. *Governance risk dan compliance*.

F. Hubungan Kerja dengan Unit Terkait

Komite STG dapat berkoordinasi dengan:

1. Satuan Pengawasan Intern;
2. Fungsi *Sustainability/TJSL*;
3. Fungsi Manajemen Risiko;
4. Fungsi *Human Capital*;
5. Fungsi *Legal dan Compliance*;
6. Sekretaris Perusahaan;
7. Anak Perusahaan, dan;
8. Fungsi/unit kerja lainnya yang relevan sesuai dengan kebutuhan pelaksanaan tugas Komite.

BAB IV

STRUKTUR, KEANGGOTAAN, DAN PERSYARATAN

A. Struktur Komite

1. Komite STG terdiri atas:
 - a. Ketua Komite;
 - b. Anggota Komite.
2. Ketua Komite berasal dari anggota Dewan Komisaris.
3. Komite dapat dibantu oleh Sekretariat Komite.

B. Komposisi Keanggotaan

1. Komite STG paling sedikit terdiri atas 3 (tiga) orang anggota.
2. Mayoritas anggota harus memiliki kompetensi yang relevan dengan *sustainability*, ESG, *governance*, hukum, manajemen risiko, atau bidang terkait.
3. Keanggotaan dapat berasal dari:
 - a. anggota Dewan Komisaris;
 - b. pihak independen dari luar Perseroan;
 - c. tenaga ahli yang memiliki kompetensi yang relevan.

C. Persyaratan Anggota

Anggota Komite wajib:

1. memiliki integritas dan reputasi yang baik;
2. memahami prinsip *sustainability* dan ESG;
3. memahami tata kelola perusahaan yang baik;
4. memiliki kompetensi sesuai bidangnya;
5. mampu bekerja secara independen dan objektif;
6. tidak memiliki benturan kepentingan yang dapat memengaruhi pelaksanaan tugas.

D. Kompetensi Anggota

Secara kolektif, Komite STG harus memiliki kompetensi dalam bidang:

1. *Sustainability*;
2. ESG;
3. *Good Corporate Governance*;
4. Hukum Perusahaan;
5. Manajemen Risiko;
6. Kepatuhan;
7. Audit dan Pengendalian Internal;
8. Strategi Bisnis;
9. Keuangan;
10. Hubungan Pemangku Kepentingan.
11. Teknologi Informasi dan Keamanan Siber (*IT & Cyber Security Governance*).

E. Independensi Anggota

1. Setiap anggota wajib menjaga independensi dalam melaksanakan tugas.
2. Anggota wajib menandatangani Pernyataan Independensi setiap tahun.
3. Anggota yang memiliki benturan kepentingan wajib mengungkapkan kondisi tersebut dan tidak ikut dalam proses pengambilan keputusan terkait.

BAB V

TUGAS DAN TANGGUNG JAWAB FUNGSI *SUSTAINABILITY*

A. Tujuan Fungsi *Sustainability*

Fungsi *Sustainability* dilaksanakan untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan dalam penerapan strategi, kebijakan, dan praktik bisnis Perseroan telah memperhatikan prinsip keberlanjutan guna menciptakan nilai ekonomi, sosial, lingkungan, dan tata kelola yang berkelanjutan bagi para pemangku kepentingan.

B. Ruang Lingkup Pengawasan *Sustainability*

Ruang lingkup pengawasan *Sustainability* meliputi:

1. strategi keberlanjutan Perseroan;
2. roadmap keberlanjutan;
3. implementasi prinsip ESG;
4. pencapaian target keberlanjutan;
5. pengelolaan dampak sosial dan lingkungan;
6. program Tanggung Jawab Sosial dan Lingkungan (TJSL);
7. pelaporan keberlanjutan;
8. keselarasan program keberlanjutan dengan *Sustainable Development Goals* (SDGs);
9. isu keberlanjutan yang material.

C. Tugas dan Tanggung Jawab *Sustainability*

Komite STG bertugas dan bertanggung jawab untuk:

1. melakukan penelaahan atas strategi keberlanjutan Perseroan;
2. mengevaluasi kesesuaian strategi keberlanjutan dengan visi, misi, dan strategi bisnis Perseroan;
3. melakukan pemantauan atas implementasi *roadmap* keberlanjutan;
4. mengevaluasi pencapaian sasaran keberlanjutan yang telah ditetapkan Perseroan;
5. memberikan rekomendasi kepada Dewan Komisaris mengenai peningkatan efektivitas *Sustainability Governance*;
6. memantau pengelolaan isu keberlanjutan yang material;

7. menelaah kebijakan pengelolaan hubungan dengan para pemangku kepentingan;
8. melakukan *review* terhadap laporan keberlanjutan (*Sustainability Report*) sebelum dipublikasikan.

D. Pengawasan TJSL dan SDGs

1. Komite STG melakukan penelaahan terhadap arah strategis program TJSL Perseroan.
2. Komite STG memantau keselarasan program TJSL terhadap tujuan pembangunan berkelanjutan (SDGs).
3. Komite STG memberikan rekomendasi kepada Dewan Komisaris terkait efektivitas program TJSL dalam mendukung strategi keberlanjutan Perseroan.

BAB VI

TUGAS DAN TANGGUNG JAWAB FUNGSI ESG OVERSIGHT

A. Tujuan Fungsi ESG Oversight

Fungsi ESG Oversight dilaksanakan untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan terhadap integrasi aspek lingkungan, sosial, dan tata kelola ke dalam strategi, kebijakan, dan proses pengambilan keputusan Perseroan.

B. ESG Oversight

Komite STG melakukan penelaahan terhadap aspek lingkungan, sosial, dan tata kelola dalam kerangka ESG, yang meliputi:

1. aspek lingkungan, antara lain pengelolaan dampak lingkungan, efisiensi energi dan sumber daya, emisi gas rumah kaca, pengelolaan limbah dan pencemaran, konservasi sumber daya alam, serta penerapan prinsip ekonomi sirkular yang relevan bagi Perseroan;
2. aspek sosial, antara lain keselamatan dan kesehatan kerja, kesejahteraan pekerja, keberagaman, kesetaraan dan inklusi, hak asasi manusia, hubungan industrial, pengembangan masyarakat, serta keterlibatan dan pengelolaan pemangku kepentingan;
3. aspek tata kelola, antara lain penerapan prinsip tata kelola perusahaan, etika bisnis, budaya kepatuhan, pengelolaan benturan kepentingan, sistem pelaporan pelanggaran, transparansi, dan akuntabilitas;
4. risiko dan peluang perubahan iklim yang relevan bagi keberlangsungan usaha Perseroan, termasuk risiko fisik (*physical risks*), risiko transisi (*transition risks*), dan peluang bisnis terkait keberlanjutan; dan
5. memberikan rekomendasi kepada Dewan Komisaris terkait isu ESG yang material dan relevan bagi Perseroan.

C. Pemantauan Kinerja ESG

1. Komite STG melakukan pemantauan atas pencapaian indikator kinerja ESG Perseroan.
2. Hasil pemantauan digunakan sebagai dasar rekomendasi kepada Dewan Komisaris.

BAB VII

TUGAS DAN TANGGUNG JAWAB FUNGSI TATA KELOLA TERINTEGRASI

A. Tujuan Tata Kelola Terintegrasi

Fungsi Tata Kelola Terintegrasi dilaksanakan untuk mendukung Dewan Komisaris dalam menjalankan fungsi pengawasan terhadap penerapan tata kelola Perseroan dan Anak Perusahaan berjalan secara konsisten, efektif, selaras, dan terintegrasi.

B. Ruang Lingkup Tata Kelola Terintegrasi

Ruang lingkup Tata Kelola Terintegrasi meliputi:

1. tata kelola Perseroan dan Anak Perusahaan;
2. sistem pengendalian internal;
3. manajemen risiko;
4. kepatuhan;
5. *sustainability governance*;
6. kebijakan korporasi.

C. Tugas dan Tanggung Jawab Tata Kelola Terintegrasi

Komite STG bertugas dan bertanggung jawab untuk:

1. melakukan penelaahan terhadap penerapan tata kelola terintegrasi dalam Grup Perseroan;
2. memantau keselarasan kebijakan tata kelola antara Perseroan dan Anak Perusahaan;
3. melakukan penelaahan terhadap penerapan pengendalian internal secara terintegrasi;
4. melakukan penelaahan terhadap implementasi *compliance governance*;
5. melakukan penelaahan terhadap integrasi *sustainability*, risiko, dan tata kelola dalam proses bisnis;
6. memberikan rekomendasi kepada Dewan Komisaris mengenai peningkatan tata kelola terintegrasi;
7. melakukan pengawasan dan penelaahan terhadap penerapan Tata Kelola Teknologi Informasi (IT Security Governance) serta ketahanan siber (cyber resilience) yang relevan bagi Perseroan, serta memberikan rekomendasi kepada Dewan Komisaris atas isu yang material..

D. Pengawasan Kepatuhan Terintegrasi

Komite STG melakukan penelaahan terhadap:

1. efektivitas sistem kepatuhan;
2. implementasi kebijakan perusahaan;
3. kepatuhan terhadap regulasi;
4. tindak lanjut hasil audit dan *assessment*.

BAB VIII

TUGAS DAN TANGGUNG JAWAB FUNGSI GCG DAN ETIKA

A. Tujuan Fungsi GCG dan Etika

Fungsi GCG dan Etika dilaksanakan untuk membantu Dewan Komisaris dalam menjalankan fungsi pengawasan terhadap penerapan prinsip-prinsip tata kelola perusahaan yang baik, budaya etika, integritas, dan kepatuhan di seluruh lingkungan Perseroan.

B. Pengawasan Implementasi GCG dan Etika

Komite STG mendukung Dewan Komisaris dalam menjalankan fungsi pengawasan melalui penelaahan terhadap::

1. penerapan GCG dan hasil *assessment* GCG, termasuk tindak lanjut atas rekomendasinya;
2. penerapan *Board Governance*, *Board Manual*, serta hubungan kerja dan koordinasi antar organ Perseroan;
3. penerapan Kode Etik, nilai-nilai perusahaan, serta budaya integritas dan kepatuhan;
4. penerapan kebijakan benturan kepentingan dan tindak lanjut atas kasus atau laporan yang material;
5. penerapan program *anti-fraud*, WBS, Sistem Manajemen Anti Penyuapan, dan pengendalian gratifikasi.

C. Penyampaian Rekomendasi

Hasil penelaahan, yang dilakukan Komite STG dituangkan dalam bentuk rekomendasi kepada Dewan Komisaris untuk digunakan sebagai bahan pengambilan keputusan dan peningkatan kualitas tata kelola Perseroan.

BAB IX

KEWENANGAN KOMITE

A. Prinsip Umum Kewenangan

1. Dalam melaksanakan tugas dan tanggung jawabnya, Komite STG diberikan kewenangan yang memadai oleh Dewan Komisaris untuk memperoleh informasi, melakukan penelaahan, dan menyampaikan rekomendasi kepada Dewan Komisaris.
2. Kewenangan Komite STG dilaksanakan dalam rangka mendukung fungsi pengawasan Dewan Komisaris.
3. Komite STG tidak memiliki kewenangan eksekutif dan tidak mengambil alih fungsi pengelolaan Perseroan yang menjadi tanggung jawab Direksi.

B. Akses Informasi

Komite STG berwenang:

1. memperoleh data, informasi, laporan, dokumen, dan catatan yang diperlukan untuk pelaksanaan tugasnya;
2. memperoleh laporan sustainability, ESG, GCG, kepatuhan, pengendalian internal, dan laporan lainnya yang relevan;
3. meminta penjelasan dan informasi dari Direksi, Sekretaris Perusahaan, Satuan Pengawasan Intern, Fungsi Sustainability, Fungsi Manajemen Risiko, Fungsi Kepatuhan, maupun unit kerja lainnya;
4. memperoleh akses terhadap hasil audit, assessment, sertifikasi, maupun evaluasi eksternal yang berkaitan dengan ruang lingkup tugas Komite.

C. Permintaan Kehadiran dan Keterangan

1. Komite STG berwenang meminta Direksi dan/atau pejabat terkait untuk hadir dalam rapat Komite.
2. Direksi dan pejabat yang hadir memberikan informasi dan penjelasan yang diperlukan sepanjang tidak bertentangan dengan ketentuan peraturan perundang-undangan.

D. Penggunaan Tenaga Ahli Independen

1. Dalam hal diperlukan, Komite STG dapat menggunakan jasa tenaga ahli independen, konsultan, asesor, atau lembaga profesional lainnya.
2. Penggunaan tenaga ahli harus memperoleh persetujuan Dewan Komisaris.

3. Biaya penggunaan tenaga ahli dibebankan kepada Perseroan sesuai ketentuan yang berlaku.
4. Tenaga ahli wajib menjaga kerahasiaan informasi yang diperoleh selama penugasan.

E. Pembentukan Tim *Ad Hoc*

1. Komite STG dapat mengusulkan pembentukan Tim *Ad Hoc* kepada Dewan Komisaris untuk membantu pelaksanaan tugas tertentu.
2. Tim *Ad Hoc* dibentuk berdasarkan kebutuhan, kompleksitas pekerjaan, dan jangka waktu penugasan.
3. Tim *Ad Hoc* bertanggung jawab kepada Komite STG selama masa penugasannya.

F. Penyampaian Rekomendasi

1. Hasil penelaahan Komite STG dituangkan dalam bentuk rekomendasi kepada Dewan Komisaris.
2. Rekomendasi disusun secara independen, objektif, profesional, dan berdasarkan data yang dapat dipertanggungjawabkan.
3. Keputusan akhir atas rekomendasi Komite STG berada pada Dewan Komisaris sesuai kewenangannya.

BAB X

PROGRAM KERJA DAN KPI KOMITE

A. Program Kerja Tahunan

1. Komite STG wajib menyusun Program Kerja Tahunan sebagai pedoman pelaksanaan tugas selama satu tahun buku.
2. Program Kerja Tahunan disusun dengan memperhatikan:
 - a. Rencana Kerja Dewan Komisaris;
 - b. RKAP Perseroan;
 - c. RJPP Perseroan;
 - d. *Sustainability Roadmap*;
 - e. *ESG Roadmap*;
 - f. hasil evaluasi tahun sebelumnya;
 - g. perkembangan regulasi dan praktik terbaik.
3. Program Kerja Tahunan sekurang-kurangnya memuat agenda pelaksanaan tugas Komite, yang dapat mencakup::
 - a. penelaahan *Sustainability Governance* dan Kinerja ESG;
 - b. penelaahan Tata Kelola Terintegrasi;
 - c. penelaahan GCG, etika dan integritas;
 - d. penelaahan kepatuhan dan penerapan kebijakan terkait;
 - e. penelaahan *IT Security Governance* dan *Cyber Resilience* sesuai kebutuhan.

B. Pelaksanaan Program Kerja

1. Komite STG melaksanakan Program Kerja Tahunan sesuai dengan ruang lingkup tugas dan kewenangannya..
2. Realisasi Program Kerja tahunan dilaporkan kepada Dewan Komisaris.
3. Setiap perubahan Program Kerja yang bersifat material harus mendapatkan persetujuan Dewan Komisaris.

C. Indikator Kinerja Utama (*Key Performance Indicators*)

Kinerja Komite STG diukur berdasarkan indikator yang sekurang-kurangnya meliputi:

1. tingkat realisasi Program Kerja;
2. tingkat kehadiran anggota dalam rapat;
3. ketepatan waktu penyampaian laporan;
4. pelaksanaan penelaahan terhadap aspek Sustainability, ESG, dan Tata Kelola Terintegrasi sesuai dengan program kerja Komite

D. Target Kinerja Komite

Sebagai pedoman umum:

1. kehadiran rapat minimal 90%;
2. realisasi Program Kerja minimal 90%;
3. penyampaian laporan tepat waktu
4. penyelesaian penugasan Dewan Komisaris
5. pelaksanaan penelaahan *Sustainability*, ESG, dan GCG

E. Evaluasi Pencapaian KPI

1. Evaluasi KPI dilakukan paling sedikit satu kali dalam satu tahun.
2. Hasil evaluasi digunakan sebagai dasar peningkatan efektivitas Komite dan pengembangan kompetensi anggota.

BAB XI

RAPAT DAN PENGAMBILAN KEPUTUSAN

A. Penyelenggaraan Rapat

1. Komite STG menyelenggarakan rapat paling sedikit 4 (empat) kali dalam satu tahun buku atau sesuai kebutuhan.
2. Ketua Komite dapat mengundang pihak internal maupun eksternal yang relevan untuk memberikan penjelasan atau masukan.
3. Rapat dapat dilakukan secara:
 - a. tatap muka;
 - b. media elektronik;
 - c. *hybrid*.

B. Pemanggilan Rapat

1. Pemanggilan rapat dilakukan oleh Ketua Komite atau pihak yang ditunjuk.
2. Undangan rapat disampaikan paling lambat 3 (tiga) hari kerja sebelum rapat dilaksanakan, kecuali dalam kondisi mendesak.
3. Undangan rapat memuat:
 - a. waktu dan tempat rapat;
 - b. agenda rapat;
 - c. bahan rapat yang relevan.

C. Kuorum Rapat

1. Rapat Komite sah apabila dihadiri paling sedikit 3 (tiga) orang jumlah anggota Komite.
2. Kehadiran Ketua Komite atau anggota yang ditunjuk wajib memenuhi kuorum rapat.
3. Dalam hal kuorum tidak tercapai, rapat dapat dijadwalkan kembali.

D. Pengambilan Keputusan

1. Keputusan rapat diambil berdasarkan musyawarah untuk mufakat.
2. Dalam hal musyawarah untuk mufakat tidak tercapai, keputusan diambil berdasarkan suara terbanyak.
3. Setiap anggota memiliki satu hak suara.
4. Dalam hal terjadi jumlah suara yang sama, Ketua Komite mempunyai hak suara penentu.

E. Benturan Kepentingan dalam Rapat

1. Anggota yang memiliki benturan kepentingan wajib mengungkapkan kondisi tersebut sebelum rapat dimulai.
2. Anggota yang memiliki benturan kepentingan tidak diperkenankan memberikan suara atas agenda yang bersangkutan.
3. Benturan kepentingan wajib dicatat dalam risalah rapat.

F. *Dissenting Opinion*

1. Setiap anggota berhak menyampaikan pendapat yang berbeda.
2. Pendapat yang berbeda wajib dicatat dalam risalah rapat.

G. Keputusan Sirkuler

1. Dalam keadaan tertentu, keputusan dapat diambil tanpa rapat melalui keputusan sirkuler.
2. Keputusan sirkuler harus disetujui dan ditandatangani oleh seluruh anggota Komite.
3. Keputusan sirkuler mempunyai kekuatan hukum yang sama dengan keputusan rapat.

BAB XII

PELAPORAN DAN DOKUMENTASI

A. Prinsip Pelaporan

1. Komite STG wajib menyampaikan laporan pelaksanaan tugasnya kepada Dewan Komisaris secara berkala atau sesuai dengan kebutuhan.
2. Pelaporan dilakukan secara transparan, akurat, tepat waktu, dan dapat dipertanggungjawabkan.

B. Jenis Laporan

Komite STG menyusun dan menyampaikan:

1. laporan pelaksanaan tugas;
2. laporan tahunan;
3. laporan penugasan khusus apabila diperlukan;

C. Risalah Rapat

1. Setiap rapat wajib dibuatkan risalah rapat.
2. Risalah rapat sekurang-kurangnya memuat:
 - a. waktu dan tempat rapat;
 - b. peserta rapat;
 - c. agenda rapat;
 - d. pokok pembahasan;
 - e. keputusan rapat;
 - f. tindak lanjut;
 - g. *dissenting opinion* apabila ada.
3. Risalah rapat ditandatangani oleh anggota yang hadir.

D. Pengelolaan Dokumen

1. Seluruh dokumen Komite STG merupakan dokumen resmi Perseroan.
2. Dokumen wajib dikelola secara tertib, aman, dan rahasia sesuai ketentuan kearsipan Perseroan.
3. Dokumen harus tersedia untuk kepentingan audit, assessment GCG, pemeriksaan regulator, dan evaluasi tata kelola sesuai ketentuan yang berlaku.

E. Kerahasiaan Dokumen

1. Anggota Komite wajib menjaga kerahasiaan informasi dan dokumen yang diperoleh selama menjalankan tugasnya.
2. Kewajiban menjaga kerahasiaan tetap berlaku meskipun masa jabatan anggota telah berakhir.

BAB XIII

EVALUASI KINERJA KOMITE DAN ANGGOTA KOMITE

A. Prinsip Evaluasi Kinerja

1. Dewan Komisaris melakukan evaluasi terhadap kinerja Komite STG secara berkala untuk memastikan efektivitas pelaksanaan tugas, tanggung jawab, dan kewenangan Komite.
2. Evaluasi dilakukan secara objektif, transparan, independen, terukur, dan dapat dipertanggungjawabkan.
3. Evaluasi dilakukan terhadap:
 - a. kinerja Komite secara kolektif; dan
 - b. kinerja anggota Komite secara individual.
4. Hasil evaluasi digunakan sebagai dasar untuk peningkatan pelaksanaan tugas Komite dan penyempurnaan Program Kerja.:

B. Metode Evaluasi

1. Evaluasi dapat dilakukan melalui:
 - a. *Self Assessment*;
 - b. *Peer Assessment*;
 - c. *Assessment* oleh Dewan Komisaris;
 - d. *Independent Assessment* apabila diperlukan.
2. Dewan Komisaris menetapkan metode, instrumen, dan mekanisme evaluasi yang digunakan.

C. Kriteria Evaluasi Kinerja Komite

Kinerja Komite STG dievaluasi berdasarkan:

1. pencapaian Program Kerja Tahunan;
2. pencapaian KPI Komite;
3. kualitas rekomendasi yang diberikan kepada Dewan Komisaris;
4. efektivitas pelaksanaan fungsi Komite dalam mendukung pelaksanaan tugas pengawasan Dewan Komisaris
5. aan;
6. kepatuhan terhadap Piagam Komite;
7. efektivitas koordinasi dengan organ dan unit kerja terkait.

D. Kriteria Evaluasi Anggota Komite

Penilaian terhadap anggota Komite meliputi:

1. tingkat kehadiran rapat;
2. kontribusi dalam rapat;
3. kompetensi dan profesionalisme;
4. independensi dan objektivitas;
5. integritas dan kepatuhan terhadap kode etik;
6. kemampuan analisis dan pemberian rekomendasi;
7. kemampuan menjaga kerahasiaan informasi;

E. Tindak Lanjut Hasil Evaluasi

1. Hasil evaluasi disampaikan kepada Dewan Komisaris.
2. Dewan Komisaris dapat menetapkan rencana perbaikan (*improvement plan*) berdasarkan hasil evaluasi.
3. Dalam hal diperlukan, Dewan Komisaris dapat melakukan perubahan komposisi keanggotaan Komite berdasarkan hasil evaluasi.

BAB XIV

KODE ETIK, INTEGRITAS, ANTI BENTURAN KEPENTINGAN, GRATIFIKASI, *ANTI-FRAUD*, DAN *WHISTLEBLOWING*

A. Kode Etik

1. Anggota Komite wajib mematuhi Kode Etik Perseroan, *Board Code of Conduct*, dan kebijakan tata perilaku yang berlaku.
2. Dalam menjalankan tugasnya, anggota Komite wajib:
 - a. bertindak jujur dan berintegritas;
 - b. menjunjung tinggi profesionalisme, independensi dan objektivitas;
 - c. menghindari penyalahgunaan jabatan;
 - d. menjaga nama baik Perseroan.

B. Benturan Kepentingan

1. Anggota Komite wajib menghindari segala bentuk benturan kepentingan.
2. Dalam hal terdapat benturan kepentingan, anggota Komite wajib:
 - a. mengungkapkan benturan kepentingan tersebut;
 - b. tidak ikut dalam pembahasan;
 - c. tidak ikut dalam pengambilan keputusan.
3. Benturan kepentingan wajib dicatat dalam risalah rapat.
4. Setiap anggota Komite wajib menandatangani Pernyataan Benturan Kepentingan secara berkala.

C. Pengendalian Gratifikasi, Anti Fraud, dan Anti Penyuapan

1. Anggota Komite dilarang menerima hadiah, gratifikasi, komisi, atau fasilitas yang dapat memengaruhi independensi dan objektivitas.
2. Apabila menerima gratifikasi yang tidak dapat ditolak dalam kondisi tertentu, anggota Komite wajib melaporkannya sesuai ketentuan yang berlaku di Perseroan.
3. Anggota Komite STG wajib mendukung penerapan program anti-fraud dan Sistem Manajemen Anti Penyuapan (SMAP) sesuai dengan ruang lingkup tugasnya.
4. Anggota Komite STG dilarang terlibat dalam tindakan korupsi, penyuapan, fraud, atau penyalahgunaan wewenang.

D. Whistleblowing System

1. Anggota Komite yang mengetahui adanya dugaan pelanggaran wajib melaporkannya sesuai mekanisme yang berlaku.
2. Perseroan wajib memberikan perlindungan kepada pelapor yang beritikad baik sesuai ketentuan yang berlaku.
3. Seluruh informasi yang diperoleh melalui WBS wajib dijaga kerahasiaannya.

E. Kerahasiaan Informasi

1. Anggota Komite wajib menjaga kerahasiaan seluruh informasi yang diperoleh selama menjalankan tugas.
2. Informasi hanya dapat digunakan untuk kepentingan pelaksanaan tugas Komite.
3. Kewajiban menjaga kerahasiaan tetap berlaku meskipun masa jabatan anggota Komite telah berakhir.

BAB XV

MASA JABATAN, PENGANGKATAN, DAN PEMBERHENTIAN ANGGOTA KOMITE

A. Pengangkatan Anggota Komite

1. Ketua dan anggota Komite STG diangkat dan diberhentikan oleh Dewan Komisaris melalui Keputusan Dewan Komisaris.
2. Pengangkatan dilakukan dengan mempertimbangkan:
 - a. kompetensi;
 - b. integritas;
 - c. independensi;
 - d. pengalaman;
 - e. kebutuhan Perseroan.

B. Masa Jabatan

1. Masa jabatan anggota Komite yang berasal dari Dewan Komisaris mengikuti masa jabatan yang bersangkutan sebagai anggota Dewan Komisaris.
2. Masa jabatan anggota Komite yang berasal dari luar Dewan Komisaris paling lama 3 (tiga) tahun dan dapat diangkat kembali berdasarkan keputusan Dewan Komisaris.
3. Pengangkatan kembali dilakukan dengan mempertimbangkan hasil evaluasi kinerja.

C. Berakhirnya dan Penggantian Keanggotaan

1. Keanggotaan Komite berakhir apabila:
 - a. masa jabatan berakhir;
 - b. mengundurkan diri;
 - c. meninggal dunia;
 - d. diberhentikan oleh Dewan Komisaris;
 - e. tidak lagi memenuhi persyaratan sebagai anggota Komite;
 - f. dinyatakan pailit;
 - g. dijatuhi pidana berdasarkan putusan pengadilan yang telah berkekuatan hukum tetap.
2. Dewan Komisaris dapat melakukan penggantian anggota Komite STG sewaktu-waktu sesuai dengan kebutuhan Perseroan dan ketentuan yang berlaku.

D. Pengisian Jabatan Kosong

1. Dalam hal terjadi kekosongan jabatan anggota Komite, Dewan Komisaris melakukan pengisian jabatan sesuai ketentuan yang berlaku.
2. Dalam hal Ketua Komite berhenti atau berhalangan tetap, Dewan Komisaris wajib menunjuk pengganti paling lambat 30 (tiga puluh) hari kalender sejak terjadinya kekosongan jabatan.

BAB XVI

KETENTUAN PENUTUP

A. Peninjauan dan Perubahan Piagam

1. Piagam Komite STG wajib ditinjau secara berkala sesuai kebutuhan dan perkembangan ketentuan yang berlaku.
2. Peninjauan dapat dilakukan lebih awal apabila:
 - a. terdapat perubahan peraturan perundang-undangan;
 - b. terdapat perubahan Anggaran Dasar Perseroan;
 - c. terdapat perubahan struktur organisasi;
 - d. terdapat perubahan praktik tata kelola dan *sustainability* yang signifikan.
3. Perubahan Piagam ditetapkan oleh Dewan Komisaris.

B. Ketentuan Peralihan

1. Kebijakan, prosedur, dan ketentuan yang telah berlaku sebelum ditetapkan Piagam ini tetap berlaku sepanjang tidak bertentangan dengan Piagam ini.
2. Penyesuaian terhadap ketentuan yang belum sesuai dengan Piagam ini dilakukan sesuai kebutuhan dan ketentuan yang berlaku.

C. Ketentuan Penutup

1. Piagam Komite *Sustainability*, Tata Kelola Terintegrasi, dan *Good Corporate Governance* ini merupakan pedoman bagi Komite STG dalam melaksanakan tugas, tanggung jawab, dan kewenangannya.
2. Hal-hal yang belum diatur dalam Piagam ini akan diatur lebih lanjut melalui Keputusan Dewan Komisaris dan/atau kebijakan Perseroan sepanjang tidak bertentangan dengan peraturan perundang-undangan yang berlaku.
3. Piagam ini mulai berlaku sejak tanggal ditetapkan berdasarkan Keputusan Dewan Komisaris PT Wijaya Karya Beton Tbk.

WIKA BETON

CHARTER OF SUSTAINABILITY, INTEGRATED GOVERNANCE, AND GOOD CORPORATE GOVERNANCE COMMITTEE PT WIJAYA KARYA BETON TBK

CHAPTER I GENERAL PROVISIONS

A. Background

In order to support the oversight function of the Board of Commissioners regarding the implementation of business sustainability, integrated governance, and Good Corporate Governance (GCG), the Board of Commissioners of PT Wijaya Karya Beton Tbk established the Sustainability, Integrated Governance, and Good Corporate Governance Committee (hereinafter referred to as the "STG Committee").

The STG Committee is a supporting body of the Board of Commissioners responsible for assisting the Board of Commissioners in conducting oversight, evaluation, review, and providing recommendations regarding the implementation of sustainability strategies, corporate governance, business ethics, compliance, and stakeholder relations management to support long-term value creation and the sustainability of the Company.

B. Legal Basis

The Charter of the STG Committee is prepared based on:

1. Law Number 19 of 2003 concerning State-Owned Enterprises and its amendments;
2. Law Number 40 of 2007 concerning Limited Liability Companies and its amendments;
3. Law Number 8 of 1995 concerning Capital Market;
4. Law Number 4 of 2023 concerning Development and Strengthening of the Financial Sector;
5. Law Number 32 of 2009 concerning Environmental Protection and Management and its amendments;
6. Regulation of the Minister of SOEs Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of SOEs;

7. Regulation of the Minister of SOEs Number PER-3/MBU/03/2023 concerning Organs and Human Resources of SOEs;
8. POJK Number 51/POJK.03/2017 concerning Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies, as relevant as a reference for best sustainability governance practices;
9. Indonesian Good Corporate Governance Guidelines and ASEAN Corporate Governance Scorecard;
10. Articles of Association of PT Wijaya Karya Beton Tbk;
11. Board Manual of the Board of Commissioners of PT Wijaya Karya Beton Tbk;
12. Other relevant laws and regulations.

C. Definitions

In this Charter, the following terms shall have the meanings ascribed to them:

1. **Sustainability** is a company management approach that pays attention to the balance of economic, social, environmental, and governance aspects to ensure long-term business sustainability.
2. **ESG (Environmental, Social, Governance)** is a corporate performance management and measurement framework covering environmental, social, and governance aspects.
3. **Integrated Governance** is the implementation of governance that is aligned, coordinated, and integrated between the Company, Subsidiaries, internal control systems, risk management, compliance, information technology security and cyber resilience, and sustainability.
4. **Good Corporate Governance (GCG)** is corporate governance principles covering transparency, accountability, responsibility, independence, and fairness.
5. **STG Committee** is the Sustainability, Integrated Governance, and Good Corporate Governance Committee established by the Board of Commissioners.

D. Position

1. The STG Committee is a supporting organ of the Board of Commissioners.
2. The STG Committee is formed by and responsible to the Board of Commissioners.
3. The STG Committee is independent in carrying out its duties.
4. The STG Committee does not take over management functions and operational decision-making which fall under the authority of the Board of Directors.

CHAPTER II

MISSION, VALUES, AND WORKING PRINCIPLES

A. Mission

The STG Committee carries out the following missions:

1. Assisting the Board of Commissioners in providing recommendations on the implementation of sustainability strategies aligned with the Company's long-term vision, mission, and objectives.
2. Encouraging the implementation of ESG principles in decision-making and managing the Company's business.
3. Encouraging and providing recommendations on the implementation of good corporate governance, business ethics, and a compliance culture consistently across the organization.
4. Monitoring the effectiveness of integrated governance between the Company and Subsidiaries.
5. Providing strategic recommendations to the Board of Commissioners regarding sustainability, governance, and long-term value creation.

B. Working Principles

The STG Committee carries out its duties based on the following principles:

1. **Independence:** Carrying out duties objectively, free from conflicts of interest, pressure, or intervention from any party.
2. **Objectivity:** All recommendations and considerations are based on data, facts, analysis, and professional judgment.
3. **Professionalism:** Executing duties according to competence, professional standards, and good governance practices.
4. **Integrity:** Upholding honesty, ethics, and morality in every action and decision.
5. **Accountability:** Every execution of duties and recommendation can be held accountable to the Board of Commissioners.

6. **Transparency:** Executing work processes openly, clearly, and well-documented.
7. **Confidentiality:** Maintaining the confidentiality of all information and documents obtained during the execution of duties.
8. **Compliance:** Complying with laws and regulations, Articles of Association, Board Manual, and Company policies.
9. **Sustainability Mindset:** Considering economic, social, environmental, and governance impacts in every evaluation and recommendation.
10. **Value Creation:** Encouraging the creation of sustainable long-term value for the Company and stakeholders.

CHAPTER III

POSITION, ROLE, AND WORKING RELATIONSHIPS

A. Strategic Role of the Committee

The STG Committee plays a role in assisting the Board of Commissioners in:

1. Overseeing the implementation of sustainability governance.
2. Overseeing ESG implementation.
3. Overseeing the effectiveness of integrated governance.
4. Overseeing the implementation of Good Corporate Governance.
5. Overseeing business ethics, compliance culture, and corporate integrity.
6. Overseeing the implementation of Information Technology Governance (IT Security Governance) and the Company's cyber resilience.
7. Providing strategic recommendations to the Board of Commissioners.

B. Working Relationship with the Board of Commissioners

1. The STG Committee is responsible to the Board of Commissioners.
2. The STG Committee submits reports, evaluation results, studies, and recommendations to the Board of Commissioners.
3. The Board of Commissioners may assign special tasks to the STG Committee in line with its scope of duties.

C. Working Relationship with the Board of Directors

1. The working relationship with the Board of Directors is coordinative and consultative in nature.
2. The Board of Directors is required to provide data, information, and explanations required by the STG Committee.
3. The STG Committee shall not intervene in the Company's operational activities.

D. Working Relationship with the Audit Committee

The STG Committee coordinates with the Audit Committee regarding:

1. Implementation of GCG;
2. Internal control;
3. Compliance;
4. Business ethics;
5. Sustainability reporting.

E. Working Relationship with Nomination, Remuneration, and Risk Monitoring Committee (KNRPR)

The STG Committee coordinates with KNRPR regarding:

1. Corporate culture;
2. ESG governance;
3. Succession sustainability leadership;
4. Governance risk and compliance.

F. Working Relationship with Related Units

The STG Committee may coordinate with:

1. Internal Audit Unit;
2. Sustainability/CSR (TJSL) Function;
3. Risk Management Function;
4. Human Capital Function;
5. Legal and Compliance Function;
6. Corporate Secretary;
7. Subsidiaries; and
8. Other relevant functions/work units according to the needs of the Committee's task execution.

CHAPTER IV

STRUCTURE, MEMBERSHIP, AND REQUIREMENTS

A. Committee Structure

1. The STG Committee consists of:
 - a. Committee Chairman;
 - b. Committee Members.
2. The Committee Chairman comes from the members of the Board of Commissioners.
3. The Committee may be assisted by a Committee Secretariat.

B. Membership Composition

1. The STG Committee consists of at least 3 (three) members.
2. The majority of members must have relevant competencies in sustainability, ESG, governance, law, risk management, or related fields.
3. Membership may originate from:
 - a. members of the Board of Commissioners;
 - b. independent parties from outside the Company;
 - c. experts with relevant qualifications.

C. Member Requirements

Members of the Committee must:

1. have integrity and a good reputation;
2. understand sustainability principles and ESG;
3. understand good corporate governance;
4. possess competence appropriate to their respective fields;
5. be able to work independently and objectively;
6. have no conflict of interest that could affect the execution of duties.

D. Member Competencies

Collectively, the STG Committee must possess competence in the areas of:

1. Sustainability;
2. ESG;
3. Good Corporate Governance;
4. Corporate Law;
5. Risk Management;
6. Compliance;
7. Audit and Internal Control;
8. Business Strategy;
9. Finance;
10. Stakeholder Relations;
11. Information Technology and Cyber Security Governance.

E. Independence of Members

1. Every member must maintain independence in carrying out their duties.
2. Members are required to sign a Statement of Independence annually.
3. Members having a conflict of interest must disclose such condition and refrain from participating in the decision-making process related thereto.

CHAPTER V

DUTIES AND RESPONSIBILITIES OF SUSTAINABILITY FUNCTION

A. Objective of the Sustainability Function

The Sustainability Function is executed to assist the Board of Commissioners in exercising its oversight function to ensure that the implementation of strategies, policies, and business practices of the Company takes into account sustainability principles to create sustainable economic, social, environmental, and governance value for stakeholders.

B. Scope of Sustainability Oversight

The scope of Sustainability oversight includes:

1. the Company's sustainability strategy;
2. sustainability roadmap;
3. implementation of ESG principles;
4. achievement of sustainability targets;
5. management of social and environmental impacts;
6. Social and Environmental Responsibility (TJSL) programs;
7. sustainability reporting;
8. alignment of sustainability programs with Sustainable Development Goals (SDGs);
9. material sustainability issues.

C. Duties and Responsibilities for Sustainability

The STG Committee is responsible to:

1. conduct reviews of the Company's sustainability strategy;
2. evaluate the alignment of sustainability strategies with the Company's vision, mission, and business strategies;
3. monitor the implementation of the sustainability roadmap;
4. evaluate the achievement of sustainability goals set by the Company;
5. provide recommendations to the Board of Commissioners on enhancing the effectiveness of Sustainability Governance;
6. monitor the management of material sustainability issues;

7. review policies regarding stakeholder relations management;
8. review the Sustainability Report prior to publication.

D. Oversight of TJSL and SDGs

1. The STG Committee conducts reviews on the strategic direction of the Company's TJSL program.
2. The STG Committee monitors the alignment of TJSL programs with Sustainable Development Goals (SDGs).
3. The STG Committee provides recommendations to the Board of Commissioners regarding the effectiveness of TJSL programs in supporting the Company's sustainability strategy.

CHAPTER VI

DUTIES AND RESPONSIBILITIES OF ESG OVERSIGHT FUNCTION

A. Objective of ESG Oversight Function

The ESG Oversight Function is executed to assist the Board of Commissioners in exercising its oversight function on the integration of environmental, social, and governance aspects into the Company's strategy, policies, and decision-making processes.

B. ESG Oversight

The STG Committee conducts reviews of environmental, social, and governance aspects within the ESG framework, which include:

1. **Environmental Aspects:** including environmental impact management, energy and resource efficiency, greenhouse gas emissions, waste and pollution management, natural resource conservation, and implementation of circular economy principles relevant to the Company;
2. **Social Aspects:** including occupational health and safety, worker welfare, diversity, equality and inclusion, human rights, industrial relations, community development, and stakeholder engagement and management;
3. **Governance Aspects:** including implementation of corporate governance principles, business ethics, compliance culture, conflict of interest management, whistleblowing systems, transparency, and accountability;
4. **Climate Change Risks and Opportunities:** relevant to business continuity, including physical risks, transition risks, and sustainability-related business opportunities; and
5. **Recommendations:** providing recommendations to the Board of Commissioners on material and relevant ESG issues for the Company.

C. ESG Performance Monitoring

1. The STG Committee monitors the achievement of the Company's ESG performance indicators.
2. The results of monitoring serve as a basis for recommendations to the Board of Commissioners.

CHAPTER VII

DUTIES AND RESPONSIBILITIES OF INTEGRATED GOVERNANCE FUNCTION

A. Objective of Integrated Governance

The Integrated Governance Function is executed to support the Board of Commissioners in exercising its oversight function to ensure that the implementation of governance across the Company and Subsidiaries operates consistently, effectively, harmoniously, and in an integrated manner.

B. Scope of Integrated Governance

The scope of Integrated Governance includes:

1. governance of the Company and Subsidiaries;
2. internal control systems;
3. risk management;
4. compliance;
5. sustainability governance;
6. corporate policies.

C. Duties and Responsibilities of Integrated Governance

The STG Committee is responsible to:

1. conduct reviews on the implementation of integrated governance within the Company's Group;
2. monitor the alignment of governance policies between the Company and Subsidiaries;
3. conduct reviews on the integrated implementation of internal controls;
4. conduct reviews on the implementation of compliance governance;
5. conduct reviews on the integration of sustainability, risk, and governance in business processes;
6. provide recommendations to the Board of Commissioners regarding improvements in integrated governance;
7. oversee and review the implementation of Information Technology Governance (IT Security Governance) and cyber resilience relevant to the Company, and provide recommendations to the Board of Commissioners on material issues.

D. Integrated Compliance Oversight

The STG Committee conducts reviews of:

1. the effectiveness of the compliance system;
2. the implementation of corporate policies;
3. compliance with regulations;
4. follow-up actions on audit and assessment findings.

CHAPTER VIII

DUTIES AND RESPONSIBILITIES OF GCG AND ETHICS FUNCTION

A. Objective of GCG and Ethics Function

The GCG and Ethics Function is executed to assist the Board of Commissioners in exercising its oversight function regarding the implementation of good corporate governance principles, ethical culture, integrity, and compliance across the Company.

B. Oversight of GCG Implementation and Ethics

The STG Committee supports the Board of Commissioners in executing its oversight function through reviews of:

1. the implementation of GCG and results of GCG assessments, including follow-up on recommendations;
2. the implementation of Board Governance, Board Manual, as well as working relationships and coordination between Company organs;
3. the implementation of the Code of Ethics, corporate values, and a culture of integrity and compliance;
4. the implementation of conflict of interest policies and follow-up on material cases or reports;
5. the implementation of anti-fraud programs, WBS, Anti-Bribery Management Systems, and gratification control.

C. Submission of Recommendations

The results of reviews conducted by the STG Committee are articulated in the form of recommendations to the Board of Commissioners to serve as input for decision-making and enhancing the quality of Company governance.

CHAPTER IX

AUTHORITY OF THE COMMITTEE

A. General Principles of Authority

1. In carrying out its duties and responsibilities, the STG Committee is granted adequate authority by the Board of Commissioners to obtain information, perform reviews, and submit recommendations to the Board of Commissioners.
2. The authority of the STG Committee is exercised to support the oversight function of the Board of Commissioners.
3. The STG Committee has no executive authority and shall not assume executive management functions which are the responsibility of the Board of Directors.

B. Access to Information

The STG Committee is authorized to:

1. obtain data, information, reports, documents, and records necessary for the execution of its duties;
2. receive sustainability, ESG, GCG, compliance, internal control, and other relevant reports;
3. request explanations and information from the Board of Directors, Corporate Secretary, Internal Audit Unit, Sustainability Function, Risk Management Function, Compliance Function, or other work units;
4. access results of external audits, assessments, certifications, or evaluations relating to the scope of the Committee's duties.

C. Request for Presence and Explanation

1. The STG Committee is authorized to request the presence of the Board of Directors and/or related officers in Committee meetings.
2. The Board of Directors and officers present shall provide required information and explanations provided they do not contradict laws and regulations.

D. Engagement of Independent Experts

1. When necessary, the STG Committee may engage independent experts, consultants, assessors, or other professional institutions.

2. The engagement of experts must receive prior approval from the Board of Commissioners.
3. The cost of engaging experts shall be charged to the Company in accordance with applicable provisions.
4. Experts are required to maintain the confidentiality of information obtained during assignment.

E. Formation of Ad Hoc Teams

1. The STG Committee may propose the formation of Ad Hoc Teams to the Board of Commissioners to assist in specific tasks.
2. Ad Hoc Teams are formed based on need, task complexity, and assignment period.
3. Ad Hoc Teams are responsible to the STG Committee during their assignment term.

F. Submission of Recommendations

1. Review outcomes of the STG Committee are outlined in recommendations to the Board of Commissioners.
2. Recommendations are formulated independently, objectively, professionally, and based on verifiable data.
3. Final decisions on Committee recommendations reside with the Board of Commissioners in accordance with its authority.

CHAPTER X

WORK PROGRAM AND COMMITTEE KPI

A. Annual Work Program

1. The STG Committee is required to prepare an Annual Work Program as a guideline for duty execution during one financial year.
2. The Annual Work Program is prepared taking into account:
 - a. Work Plan of the Board of Commissioners;
 - b. Company's RKAP (Corporate Work Plan and Budget);
 - c. Company's RJPP (Long-Term Corporate Plan);
 - d. Sustainability Roadmap;
 - e. ESG Roadmap;
 - f. results of previous year's evaluation;
 - g. regulatory developments and best practices.
3. The Annual Work Program at minimum includes the agenda for Committee duties, which may cover:
 - a. review of Sustainability Governance and ESG Performance;
 - b. review of Integrated Governance;
 - c. review of GCG, ethics, and integrity;
 - d. review of compliance and implementation of related policies;
 - e. review of IT Security Governance and Cyber Resilience as needed.

B. Execution of Work Program

1. The STG Committee executes the Annual Work Program according to its scope of duties and authority.
2. Actual realization of the annual Work Program is reported to the Board of Commissioners.
3. Any material change to the Work Program must receive approval from the Board of Commissioners.

C. Key Performance Indicators (KPI)

Performance of the STG Committee is measured based on indicators that at minimum cover:

1. realization rate of the Work Program;
2. meeting attendance rate of members;
3. timeliness of report submission;
4. execution of reviews on Sustainability, ESG, and Integrated Governance in line with Committee work program.

D. Committee Performance Targets

As general guidance:

1. minimum meeting attendance of 90%;
2. minimum Work Program realization of 90%;
3. timely submission of reports;
4. completion of assignments from the Board of Commissioners;
5. execution of Sustainability, ESG, and GCG reviews.

E. Evaluation of KPI Achievement

1. KPI evaluation is conducted at least once a year.
2. Evaluation results serve as a basis to enhance Committee effectiveness and develop member competencies.

CHAPTER XI

MEETINGS AND DECISION-MAKING

A. Holding Meetings

1. The STG Committee holds meetings at least 4 (four) times in a financial year or as needed.
2. The Committee Chairman may invite internal or external parties to provide explanations or input.
3. Meetings may be held through:
 - a. in-person / physical meetings;
 - b. electronic media;
 - c. hybrid format.

B. Notice of Meetings

1. Notice of meetings is issued by the Committee Chairman or a designated party.
2. Meeting invitations are delivered at the latest 3 (three) business days before the meeting, except under urgent conditions.
3. Meeting invitations include: time and place, meeting agenda, and relevant materials.

C. Meeting Quorum

1. A Committee meeting is valid if attended by at least 3 (three) members.
2. The presence of the Committee Chairman or a designated member is required to fulfill quorum.
3. If quorum is not reached, the meeting may be rescheduled.

D. Decision-Making

1. Meeting decisions are made based on deliberation for consensus.
2. If consensus is not reached, decisions are taken by majority vote.
3. Each member has one vote. In case of a tie, the Committee Chairman has the casting vote.

E. Conflict of Interest in Meetings

1. Members having a conflict of interest must disclose such condition before the meeting begins.
2. Members with a conflict of interest are not allowed to vote on the relevant agenda item.
3. Conflicts of interest must be recorded in the meeting minutes.

F. Dissenting Opinion

1. Every member has the right to express a dissenting opinion.
2. Dissenting opinions must be recorded in the meeting minutes.

G. Circular Decision

1. Under certain circumstances, decisions may be made without a meeting through a circular decision.
2. Circular decisions must be approved and signed by all Committee members.
3. A circular decision has equal legal force as a meeting decision.

CHAPTER XII

REPORTING AND DOCUMENTATION

A. Reporting Principles

1. The STG Committee is required to submit reports on the execution of its duties to the Board of Commissioners periodically or as needed.
2. Reporting is conducted transparently, accurately, in a timely manner, and responsibly.

B. Types of Reports

The STG Committee prepares and submits:

1. duty execution reports;
2. annual reports;
3. special assignment reports if required.

C. Minutes of Meetings

1. Minutes must be prepared for every meeting.
2. Minutes of meeting at minimum include: time and place; participants; agenda; key discussions; decisions; follow-up actions; dissenting opinions if any.
3. Minutes are signed by members present.

D. Document Management

1. All STG Committee documents are official Company documents.
2. Documents must be managed orderly, securely, and confidentially according to corporate archiving rules.
3. Documents must be available for audit purposes, GCG assessments, regulatory examinations, and governance evaluations.

E. Confidentiality of Documents

1. Committee members are required to maintain the confidentiality of information and documents obtained during duty execution.
2. The obligation to maintain confidentiality remains in effect even after the member's term of office has ended.

CHAPTER XIII

PERFORMANCE EVALUATION OF THE COMMITTEE AND ITS MEMBERS

A. Performance Evaluation Principles

1. The Board of Commissioners evaluates the performance of the STG Committee periodically to ensure effective execution of duties, responsibilities, and authority.
2. Evaluation is conducted objectively, transparently, independently, measurably, and responsibly.
3. Evaluation covers:
 - a. collective performance of the Committee; and
 - b. individual performance of Committee members.
4. Results serve as a basis to enhance Committee duty execution and refine Work Programs.

B. Evaluation Methods

1. Evaluation may be conducted through: Self Assessment; Peer Assessment; Assessment by Board of Commissioners; Independent Assessment if needed.
2. The Board of Commissioners establishes the methods, instruments, and mechanisms used.

C. Committee Evaluation Criteria

Performance of the STG Committee is evaluated based on:

1. achievement of Annual Work Program;
2. achievement of Committee KPIs;
3. quality of recommendations provided to the Board of Commissioners;
4. effectiveness of Committee functions in supporting Board of Commissioners oversight;
5. compliance with the Committee Charter;
6. effectiveness of coordination with related organs and work units.

D. Member Evaluation Criteria

Assessment of individual Committee members includes:

1. meeting attendance rate;
2. contribution during meetings;
3. competence and professionalism;
4. independence and objectivity;
5. integrity and compliance with code of ethics;
6. analytical skills and recommendation quality;
7. ability to maintain information confidentiality.

E. Follow-Up on Evaluation Results

1. Evaluation results are submitted to the Board of Commissioners.
2. The Board of Commissioners may establish an improvement plan based on evaluation results.
3. When necessary, the Board of Commissioners may adjust Committee membership composition based on evaluation findings.

CHAPTER XIV

CODE OF ETHICS, INTEGRITY, ANTI-CONFLICT OF INTEREST, GRATIFICATION, ANTI-FRAUD, AND WHISTLEBLOWING

A. Code of Ethics

1. Committee members must comply with the Company's Code of Ethics, Board Code of Conduct, and applicable conduct policies.
2. In carrying out their duties, members must act honestly, professionally, independently, avoid position abuse, and safeguard the Company's reputation.

B. Conflict of Interest

1. Members must avoid all forms of conflicts of interest.
2. If a conflict exists, the member must disclose it, refrain from discussion, and refrain from voting.
3. Conflicts of interest must be recorded in the meeting minutes.
4. Members must sign a Conflict of Interest Statement periodically.

C. Control of Gratification, Anti-Fraud, and Anti-Bribery

1. Members are prohibited from accepting gifts, gratification, commissions, or facilities that could influence independence and objectivity.
2. If unavoidable gratification is received, it must be reported in accordance with Company regulations.
3. STG Committee members must support anti-fraud programs and Anti-Bribery Management Systems (SMAP).
4. STG Committee members are prohibited from engaging in corruption, bribery, fraud, or abuse of power.

D. Whistleblowing System

1. Committee members aware of alleged violations must report them through established channels.
2. The Company shall protect good-faith whistleblowers in accordance with regulations.
3. All information obtained via WBS must be kept confidential.

E. Information Confidentiality

1. Members must maintain the confidentiality of all information acquired during duty performance.
2. Information may only be used for Committee duty execution.
3. Confidentiality obligations remain in effect after term expiration.

CHAPTER XV

TERM OF OFFICE, APPOINTMENT, AND DISMISSAL OF COMMITTEE MEMBERS

A. Appointment of Committee Members

1. The Chairman and members of the STG Committee are appointed and dismissed by the Board of Commissioners via a Decision of the Board of Commissioners.
2. Appointments consider competence, integrity, independence, experience, and Company needs.

B. Term of Office

1. The term of office for Committee members from the Board of Commissioners follows their tenure as Commissioners.
2. The term for external members is a maximum of 3 (three) years, renewable based on Board of Commissioners decision and performance evaluation.

C. Expiration and Replacement of Membership

1. Membership ends upon: term expiration; resignation; death; dismissal by Board of Commissioners; failure to meet qualifications; bankruptcy; or final criminal conviction.
2. The Board of Commissioners may replace Committee members at any time based on Company needs.

D. Filling Vacant Positions

1. In the event of a member vacancy, the Board of Commissioners fills the position per regulations.
2. If the Committee Chairman steps down or is permanently incapacitated, a replacement must be appointed within 30 (thirty) calendar days.

CHAPTER XVI

CLOSING PROVISIONS

A. Review and Amendment of Charter

1. The STG Committee Charter must be reviewed periodically according to needs and regulatory developments.
2. Earlier review may occur in case of legal changes, Articles of Association changes, organizational restructuring, or significant governance/sustainability practice changes.
3. Amendments are established by the Board of Commissioners.

B. Transitional Provisions

1. Policies, procedures, and provisions in effect prior to this Charter remain valid as long as they do not contradict this Charter.
2. Adjustments to provisions not yet aligned with this Charter shall be made as required.

C. Closing Provisions

1. This Charter of the Sustainability, Integrated Governance, and Good Corporate Governance Committee serves as a guideline for the STG Committee in executing its duties, responsibilities, and authority.
2. Matters not yet regulated in this Charter will be further regulated via Decisions of the Board of Commissioners and/or Company policies.
3. This Charter becomes effective from the date of issuance based on the Decision of the Board of Commissioners of PT Wijaya Karya Beton Tbk.