



## **CODE OF CONDUCT**

**PT JASA MARGA (PERSERO) Tbk**



## CHAPTER I INTRODUCTION

### 1. Background

PT Jasa Marga (Persero) Tbk herein after to be called “Company” or “Perseroan” is aware of the importance of implementing Good Corporate Governance as means of improving the value and continuous business growth in the long run not only for the Shareholders and also for other Stakeholders in the sense of business management which is not only profit oriented but also a management, which is full of integrity, transparent and accountable.

Trust of the Stakeholders such as Employees, the Public, the Customer, Supplier, Creditor, and other Stakeholders is a crucial factor for the development and continuation of the Company’s business. The Company’s credibility and trust of Stakeholders are closely related to the Company’s attitude in interaction with the Stakeholders. The Company’s management besides complying to prevailing laws and regulation must also highly uphold norms and ethical values. The awareness to conduct good ethics shall improve and strengthen the Company’s reputation.

On this basic idea the Company periodically conduct an evaluation and revision to the Code of Conduct to be mor compliant on the development of the business world and prevailing laws and regulations. This Code of Conduct regulate the ethical value policies stated explicitly as an attitude standard which must be complied by all Jasa Marga Being.

The Company’s Code of Conduct is a group of commitment consisting of the Company’s business and work ethics of every Jasa Marga Being compiled to influence, form, regulate and conduct compliance to conduct, resulting into the achievement of a consistent result according to the Company’s work culture in achieving its Vision and Mission.

In conducting compliance to this Code of Conduct the Company constantly observe prevailing laws and Regulation, Vision, Mission, Objective and Values uphold by the Company, the best practice in the Company’s internal and external and the guidelines on Good Corporate Governance existing in the Company.



As a dynamic guideline, this Code of Conduct must be periodically and continuously be reviewed according to the business environment dynamic. In each change however the Company shall not offer existing values only for short term profit.

## **2. Basic in Compiling Code of Conduct**

In compiling the Code of Conduct the Company based it on the following attitude:

- a. Always prioritize compliance to prevailing laws and regulation and observe applicable norm in the community where the Company operates.
- b. Consistently efforts to avoid action, attitude or actions which may give rise to a Conflict of Interest, Corruption, Collusion and Nepotism, and always put forward the interest of the Company above personal interest, family, or group.
- c. Constantly conscious that the Company is demanded to grow and develop according to the dynamics and development of the market and demand of the Stakeholders.
- d. Constantly prioritize the safety and health of the Toll Road Users and other Customers, and also all the Employees and community where the Company operates.
- e. Constantly efforts to provide maximal contribution to the improvement of the community welfare, nation, and state.
- f. Constantly efforts to apply the principles of transparency, independency, accountability, responsibility, and fairness in managing the Company.

## **3. Vision and Mission of the Company**

### **Vision of the Company**

To become the foremost Toll Road National Company, trusted and continual.

### **Mission of the Company**

1. Lead the toll road business in all its value link professionally and continuous to upgrade national connectivity.
2. Optimize zones development for the advancement of the public.
3. Improve the value for Shareholders.
4. Improve the satisfaction of customer through prime services.



5. Boost employees development and work improvement in harmonious environment.

The Company's Value

**Trustworthy**

Hold on tight to trust provided

**Competence**

Continuously learn and develop capability

**Harmonious**

Mutually caring and respecting differences

**Loyal**

Dedicated and prioritizing the interest of the nation and state

**Adaptive**

Constantly innovate and enthusiast in motivating or facing changes

**Collaborative**

Develop synergic collaboration

**4. Objective, Goals and Benefit of the Code of Conduct**

- a. The purpose of applying the Code of Conduct for the Company are as follows:
  - 1) Every Jasa Marga Being is aware that all the Company's activities are based on the principles of Good Corporate Governance;
  - 2) Encourage all Jasa Marga Being to show good attitude in conducting all the Company's activities;
  - 3) Create a sound and comfortable working condition in the Company's environment;
  - 4) Minimize the probability of deviation or be part of the risk management and able to develop the Company's reputation;



- b. The Goal of applying the Code of Conduct for the Company are as follows:
- 1) As a mutual commitment to realize the Vision and conduct the Mission of the Company professionally and with business ethics;
  - 2) As a attitude guideline for all Jasa Marga Being to be complied In conducting the Company's activities;
  - 3) As a lifeline to avoid conflict of interest in conducting all the Company's activities;
  - 4) Develop a harmonious synergy and a win-win condition between Jasa Marga Being and other Stakeholders with the Company based on sound corporate principles and business ethics which shall become the business value and business philosophy to make the Company highly competitive in the field of Toll Road.
- c. The Company consistently and consequently efforts to conduct this Code of Conduct to provide long term benefit for:
- 1) The Company
    - a) Encourage the Company's operational activities to be more efficient and effective keeping in mind the relation between Customer, the Public, Government and other Stakeholders to own ethical standards which must be observe;
    - b) Upgrade the Company's value by providing certainty and protection to Stakeholders in connecting with the Company resulting into good reputation which ultimately shall create a business success in the long run
  - 2) Shareholders  
Increase confidence  
  
that the Company is managed trustworthy, prudent, efficient, transparent, accountable and fair to achieve its profitability level expected by the Shareholders by still observing the Company's interest.
  - 3) Jasa Marga Being



- a) Provide guidelines to each Jasa Marga Being regarding the expected conduct or what is prohibited by the Company;
  - b) Create a working environment which highly uphold the value of honesty, ethics and transparency to improve the performance and productivity of each Jasa Marga Being in overall.
- 4) The Public and other related parties  
To create a harmonious and profitable relation with the Company which ultimately shall create an economic-social welfare for the public and other related parties.

## 5. Terms Used

- a. **Company** (or **Perseroan**) with a capital P is PT Jasa Margay (Persero) Tbk, while company (or perseroan) with the small letter p depict the company in general.
- b. **Subsidiary** is a company incorporated related to the Company's business activity of which its shares exceeding 50% (fifty percent) is owned by the Company or more than 50% (fifty percent) of votes in the General Meeting of Shareholders controlled by the Company or its operation.
- c. **Good Corporate Governance (GCG)** is the principles underlaying a process and mechanism of company management based on laws and regulation and business ethics.
- d. **Code of Conduct** is a value system or norm followed by every Jasa Marga Being containing business ethics and attitude of all Jasa Marga Being in achieving the objective, vision and mission of the Company among other including relation ethics between the Company with its Employees, Toll Road Users, Shareholders, Supplier, creditor, Government, Business Companion, Competitor, Mass Media, the Community and Environment
- e. **conflict of Interest** is a situation or condition where the Jasa Marga Being owns or deem reasonably to have a personal interest or other interest (outside the Company's interest)



on any utilization of authorization or position, and therefore can affect the quality of its decision and/or action, and the result of the performance and the action or such action against the Company.

- f. **Board of Commissioners are** all the members of the Board of Commissioners as a Board.
- g. **Members of the Board of Commissioners** are members of the Board of Commissioners referring to the individual (not the Board).
- h. **Board of Directors** are all the members of the Board of Directors as a Board unit.
- i. **Member of the Board of Directors** is a member of Board of Director referring to the individual (not the Board).
- j. **An Employee** is a person bound by occupational relation with the Company and has the requirements stipulated and appointed by the Board of Directors and given a revenue, welfare, and facility in accordance to written law and the Company's regulation.
- k. **Jasa Marga Being** are the Board of Commissioners, Board of Directors and all the Company's Employees, including the representation of Jasa Marga in the subsidiary.
- l. **Direct Supervisor** is for the Employee someone at the level of Working Unit Head and equal, the Direct Supervisor is the Director supervising the concerned Work Unit. For other Employees, a superior is the head of the Work Unit of the concern Employee Work Unit.
- m. **Stakeholders** are any party which has an interest be it directly or indirectly and be it financial or non-financial in the Company and has a direct and indirect influence on the continuity of the Company's life, including Shareholders, Employees, the Government, Customer, Supplier, Creditor, and the Public and other stakeholders.
- n. **Toll Road Uses** is anyone using a motorized vehicle by paying a toll fee.



- o. **Business Partner** is an individual party or Company which has a business relation based on the potential and its win-win appropriateness with the Company.
- p. **The Company's Values** is a combination of the values and beliefs which are belief to be good and proper principles and trusted to be good and right in conducting business and organization, which is a lifeline for each Jasa Marga Being in attitude, acting and taking decision to achieve the mutual objective.
- q. **Ethics is** a value system or norm held by all the Jasa Marga Being as a standard of attitude in the Company.
- r. **Business Ethics** is a value system or norm detailed in the philosophy of the Company's establishment and followed by the Company as a Company reference and its management to relate with its environment, whether it is internal or external (Stakeholder)
- s. **Work Ethics** is a value system or norm held by every Leader and Employee in conducting its duties including the ethic between the Employee and the Company.





## **CHAPTER II**

### **THE PRINCIPLES OF GOOD CORPORATE GOVERNANCE (GCG)**

The principles of Good Corporate Governance (GCG) implemented in the Code of Conduct:

#### **1. Transparency**

The Company guaranty to disclose material and relevant information regarding its performance, financial condition, and other information to be tranparant, adequate, accurate, comparable, and timely and easily accessed by the Stakeholders according to their rights.

Transparency does not decrease the obligation to protect confidential information regarding the Company and customer and partner according to prevailing laws and regulation.

#### **2. Accountability**

The Company guaranty transparency of the functions, right, responsibility, authority, and accountability of the Company's ranks which enable the effective implementation of the Company's management.

Accountability refer to the obligation of someone or the related Company's work organ with the implementation of authority it owns and/or implementation of the responsibility burden by the Company on it.

The Company recognizes at least 3 (three) accountability level, which are:

##### **a. Individual Accountability**

An Accountability which is inherent in the relation between the leader and subordinate and valid for both parties.

##### **b. Group Accountability**

An Accountability which is inherent in a group which must be mutually uphold on the achieved condition and performance.



**c. Corporate Accountability**

The Accountability inherent to the Company in overall in conducting its business activities according to the Company's Articles of Association.

**3. Responsibility**

The Company ensure its compliance in conducting its business activity based on a sound corporate principle meeting its duties to the government according to prevailing regulation, actively cooperate for the mutual benefit and effort to provide factual contribution to the public.

**4. Independency**

The Company guaranty the Company's Management professionally without conflict of interest and influence/coercion from whichever party that is not compliant to prevailing laws and regulation and a sound corporate principle.

**5. Fairness**

The Company guaranty a fair and equal treatment in meeting the right of the Stakeholders based on the prevailing laws and regulations.



### **CHAPTER III**

## **THE COMPANY'S BUSINESS ETHICS**

Simply expressed what is meant by ethics in this Code of Conduct is the value and moral norms which is the lifeline for somebody or a group in regulating its behavior. Therefore, business ethics can have the meaning as a good means to conduct the business activities covering all aspect related to the individual, Company, industry, and the public. All of this covers how we run the business fairly, according to prevailing laws and not dependent on an individual position or the Company in the community.

#### **1. Compliance to Laws and Regulations**

Regulation is a legal product which must be followed and must be the guideline. Therefore, compliance to law is a standard attitude which must be implemented. The Company continuously build sound relation, harmonious and constructive with its Regulator, Legislator and other related institution be it form the Central Government or Local Government. The Company also avoid the practice of Corruption, Collusion and Nepotism (KKN) in relation with the Government/Regulator.

The law provision carried out in the Company's business attitude include law, the Company's Regulation, the Government Regulation, Regional Regulation, business law and all prevailing laws and regulations especially related to the field of business of the Company.

Understand and compliant to law and regulation is a main element which must be maintained in every attitude by every Jasa Marga Being. Further provision may refer to prevailing regulation in the Company

#### **2. Handling of Gratification**

Gratification is defined as a Giving, Receiving and Requesting Present, Souvenir, and Business Meal be it in the form of money, good, discount, commission, a loan without interest, travel ticket, boarding facility, tour travel, free medication, religious festival package and other facilities receive both domestically and overseas and conducted by using electronical means or without electronical means.



Gratification Handling such as Giving, Receiving and Requesting Gift, Souvenir and Business Meal becomes very important for the Company due that it can become a criminal act of bribery and a form of corruption which may cause a legal impact and also negative image for the Company and unscrupulous ones involves in the Giving, Receiving, and Requesting Present, Souvenir and Business Meal.

### **3. Awareness of Occupational Health and Safety**

The management of occupational safety and health is very important for the Company's success in its business activity. The Company commit to apply and maintain attitudes which can realize occupational safety and health for Jasa Marga Being. Therefore, every Jasa Marga Being in working must:

- a. Adhere to every standard laws and regulation regarding occupational safety and health.
- b. Prioritize prevention acts to prevent the happening of injuries.
- c. Maintain discipline to create a working environment which is safe and regular enabling the Company to be able to well obtain its goals.
- d. Conduct recovery on accident which happen according to prevailing standard and procedure and has always a plan to overcome emergency conditions.
- e. Report any work incident and accident which happen to the respective unit leader and the authorized institution related with the stipulated time limit.
- f. Conduct periodical investigation, inspection, and evaluation on all means including resources, equipment, and system detection carefully according to the authority to ensure its readiness.

### **4. Provide Equal Opportunity to the Employees to Obtain Work, Promotion and Work Dismissal**

- a. The Company highly uphold the law enforcement and the Company's regulation consistently without differentiating race, gender, religion, and position.
- b. The Company consistently uphold work equality including prohibition to all forms of discrimination. The Company provide the same and equal opportunity and fair treatment to all the Employees



## **5. Ethical Standard in Relation with Stakeholders**

Trust is one of the important elements to improve the customer loyalty and also other parties related to the Company, beside trust improvement in services shall become an apart added value for the Company. To create a harmonious and trusted business climate, the Company in conducting its business continuously act professionally, honestly, fair and consistent in providing services to the Stakeholders.

To develop the relation with Stakeholders the Company apply the following provisions:

### **a. Relation with Jasa Marga Being**

In the framework of realizing a qualified, fair relation and able to strengthen the quality intensity of participation by Jasa Marga Being, the Company shall fairly handle Jasa Marga Being as members of the Company by the following means:

- 1) Honor the right of Jasa Marga Being and constantly involve the Jasa Marga Being in stipulating the policy of Employee management consistently according to prevailing provisions and laws and regulations.
- 2) Always socialize all regulation especially new ones to all the Jasa Marga Being.
- 3) Create an equal work opportunity to all Jasa Marga Being without differentiating of race, gender, and religion.
- 4) Consistently highly uphold the law and the Company's regulation without differentiating race, gender, religion, and position.
- 5) Consistently efforts to create a workplace with environmental perception and maintain its Employees health and safety.
- 6) Efforts to improve the welfare of the Jasa Marga Being fairly, proper and transparent.
- 7) Provide value, award, and remuneration payment according to the Employees performance and competence be it corporative, work team or individual.
- 8) Value creativity, innovation and Employee initiative providing added value to the Company.

### **b. Relation to the Government**

The Company has the commitment to protect and maintain good communicative relation with the Government in this case with every Government Level related to the



Company's business activities.

Matters which need the attention of the Company in maintaining relation with the Government are as follows:

- 1) Consistently comply to prevailing laws and regulations;
- 2) Develop sound, harmonious, and constructive relation with the Regulator, Legislator and related Institution be it from Central Government or Regional Government;
- 3) Avoid the practice of corruption, collusion and nepotism (KKN) in the relation with the Government/Regulator;
- 4) Comply and support laws and regulation related to the Company's business activities including compliance on paying tax, retribution, work force issues and living environment;
- 5) Support the national and also regional program especially in the field of technology, education, social, economy and culture;
- 6) Not misused the good relationship with the Government to obtain business opportunity using unethical means;
- 7) Constantly communicate and maintain harmonious and ethical relation base on fair values, reciprocal trust and compliance to prevailing laws and regulations;
- 8) Avoid the misuse of partnership relation among others by providing meals and present for personal interest.

**c. Relation with Shareholders**

- 1) Consistently effort to improve the Company's value by protecting the balance between the Company's growth and capability;
- 2) Consistently honor and guaranty that the right pf Shareholders are according to the Company's Articles of Association and other prevailing regulation can be well met transparently, fair, timely and smooth;
- 3) Consistently guaranty whereas material information regarding the Company is given honestly, timely and regular to Shareholders according to prevailing laws and regulations;



- 4) Not conduct actions to obtain personal profit from other parties by using the Company's information which is not for the public or which may give rise to a conflict of interest.

To maintain good relationship with the Shareholders and meeting the provisions of prevailing laws, the Company has stipulated the following policies:

- 1) Every Shareholder and its valid attorney is entitled to see the Shareholders Register and the Company's Special Register, related to the individual of the Shareholder concerned at the office time of the Company;
- 2) Provide complete and accurate material information regarding the Company to every Shareholders according to the prevailing laws and regulations;
- 3) Conduct a GMS mechanism which enable every Shareholder to be present in the GMS and give a vote according to prevailing laws and regulations;
- 4) Ensure that every Shareholder obtain its right according to the provision of the Company's Articles of Association, all resolution validly taken in a GMS and prevailing laws and regulations;
- 5) Every Shareholder must meet its liability and conduct its responsibility according to the Company's Articles of Association and prevailing laws and regulations.

**d. Relation with the Toll Road User and Other Customers**

- 1) Constantly provide good and qualified services to the Toll Road Users and other Users related to the other business of the Company;
- 2) Participate in the upholding of traffic discipline especially in the Toll Road, therefore the community traffic discipline education is one of the tasks and duty of the Company;
- 3) Constantly improve services by using appropriate new technology by observing the principle of benefit and appropriateness for improving the service and work comfort and increasing competitiveness;
- 4) Provide claim service for Toll Road Users and other Customers easily accessible and without any discrimination;
- 5) Conduct a safe, fair, honest continuous promotion which is easily understood and received by the community norms.



**e. Relation with Business Partner**

The Company in its relation with candidate Business Partner and Working Partner is conducted professionally, equally and a win-win condition by observing the following principles:

- 1) Always prioritize benefit basic by choosing business partners providing the best synergy to the Company and free from Corruption, Collusion and Nepotism (KKN);
- 2) Avoid cooperation with Business Partner conducting unethical business practice;
- 3) Always maintain good relation, equal, transparent and a win-win cooperation with business partners;
- 4) Constantly conduct work relation according to the ethical value and the limit of tolerance allowed by law;
- 5) Always meet the respective right and liability according to the contract;
- 6) The business partner must meet all effective internal provision in the Company

**f. Relation with Competitors**

The Company highly uphold sound business competition in the toll road industry, by always highly upholding business ethic in every business activity, such as:

- 1) Constantly conduct business by observing sound and ethical concurrent principles according to the prevailing laws and regulations;
- 2) Always honor and maintain good relation with the competitor;
- 3) Prohibit agreement with competitors involved in business activities which may violate related regulations and laws related to monopoly and unsound business competition.

**g. Relation with Creditor/investor**

- 1) Provide actual and prospective information for candidate Creditor/Investor including the use of funds;
- 2) The process of choosing Creditor/Investor in the Company must be free from Corruption, Collusion and Nepotism (KKN);
- 3) Consistently maintain the Company's reputation in the utilization of funds originating from Creditors/investors loan by always meeting its commitment.





**h. Relation with Supplier / Contractor**

- 1) Provide equal opportunity to Supplier / Contractor to participate in auction in the Company as regulated in the Company's policy and also in prevailing laws and regulation;
- 2) Prevent the existence of corruption, collusion and nepotism (KKN) in the process of procurement to Supplier / Contractor in the Company;
- 3) Constantly avoid transaction with Supplier / Contractor conducting un-ethical business practice. If the Supplier / Contractor is proved to violate, they can be given strict sanctions according to the provision effective in the Company;
- 4) Conduct the procurement process transparently, competitive and fair to obtain Supplier / Contractor meeting the requirement of the qualification for the work and prices which must be accountable;
- 5) Continuously meet the right of Supplier / Contractor according to the agreement entered into mutually;
- 6) Conduct good communication with the Supplier / Contractor including the follow up and complains and objections.

**i. Relation with the Surrounding Community and Environment**

- 1) Constantly develop and uphold fair and harmonies relation and effort to provide benefit to the community and environment in the vicinity where the Company operates;
- 2) Constantly protect the living environment by minimizing environmental impact and maintain the balance of the existing ecosystem and conduct the capability of the community in the frame work of continuous development;
- 3) Avoid all words, actions which lead to discrimination of the society based on race, religion and fraction.

**j. Relation with the Mass Media**

- 1) Treat the mass media as business partner to forward an open and responsible information regarding the Company in the frame work of creating a positive Company's image by observing journalistic code of ethics;
- 2) Constantly strive to provide proper, relevant, balanced information which are educative in nature to the community in their understanding of the Company business and its industry ;



- 3) Accept and follow up constructive critics forwarded through the mass media by still observing risk and cost aspects.

**k. Relation with Subsidiary**

- 1) Ensure that the GCG is also consistently conducted at the Subsidiary level;
- 2) Constantly keep good relation with the Subsidiary in the effort to develop synergy and improve the Company's image and its business group;
- 3) Any relation with the Subsidiary is conducted in the frame work of reasonable business relation with mutual benefit;

**6. Ethical Standard of the Management and Employees**

The life expectancy of the Company is very determined by the performance and Company image. The performance and image of the Company itself is determined by 2 (two) matters, which are capability (capability and competence) and the attitude of Jasa Marga being as a mover of the organization wheels.

Therefore, it is very important for the Company to regulate an ethical attitude in conducting its daily activity in work.

**a. Attitude as Supervisor to a Subordinate**

- 1) Respect and handle subordinate as a complete human being by observing all the human factors;
- 2) Always communicate respectfully, open, honest and responsible;
- 3) Constantly improve the knowledge of subordinate and appreciate creativity, innovation and initiative of subordinate;
- 4) Involve and consider input from subordinates in the process of taking resolution and appreciate and receive differences of opinion and constructive critics;
- 5) Provide example in action and daily activity, demonstrate word in deed;
- 6) To become a pioneer in development and management changes;
- 7) Encourage compliance culture to the Code of Conduct Guideline and Company's policy;
- 8) Motivate subordinate to perform well and collectively reach the stipulated work goals;



- 9) Conduct correction or reprimand to subordinate constructively, justify or without breaking the work spirit of the person concerned;
- 10) Provide equal opportunity to subordinate to develop their career without differentiating between race, religion, gender and fraction;
- 11) Pay attention to every report received regarding disciplinary violation and follow it fairly and transparent according to the Company's regulation;
- 12) Maintain the unity and compactness of all Jasa Marga being by avoiding unsound competition and prevent the segmentation between sections;
- 13) Do not conduct intimidation or tension, assaulting and harassment towards subordinates;

**b. Attitude as Subordinate to the Superior**

- 1) Work honestly and professionally in conducting duties with full responsibility;
- 2) Act respectfully to superior and r of Jasa Marga being;
- 3) Always strive to improve capability, knowledge, professionalism in conducting duties;
- 4) Give positive suggestion and input to the superior;
- 5) Bravely and free in giving opinion with respect in discussing a superior policy which is not compliant to regulation and/or objective of the Company and forward suggestion for improvement;
- 6) Not negatively discuss superior policy with colleague with the potential of inviting slander and contra productive against the Company's performance;
- 7) Obey the Company's regulation and inform he superior if there is an indication of deviation;
- 8) Obey and consequent to the law, policy and Standard Operation Procedure (SOP, already stipulated);
- 9) Do not conduct action outside one's authority;
- 10) Obey and respect the covenants contained in the Mutual Cooperation Agreement (PKB);

**a. Attitude as Co-Worker**

- 1) Always be respectful and polite both inside or outside work;



- 2) Develop capacity and capability to work in a group for the development of the Company;
- 3) Has high mutual work spirit and always ready to assist one's colleague or other work unit for the best of the Company;
- 4) Willing to share knowledge and capability to other co-worker without fear of competition;
- 5) Respect other people, not to look down and differentiate one another;
- 6) Receive every input and suggestion provided to improve oneself and work upgrading;
- 7) Create information transparency for co-worker and between work unit to support mutual cooperation and good coordination for the improvement of the Company without violating the Mutual Work Agreement between the Company and the Employee which is to keep confidential the Company's secret and/or position secret as best as possible;
- 8) Be open minded, sympathetic and assist colleague, be respectful to each other and respect others people opinion and able to well receive different opinion;
- 9) Has a sound competitive spirit to boost maximum work performance;
- 10) Avoid actions and words containing intimidation, harassment, assault, down looking, slander and belittle friends, also embarrassing among co-workers;
- 11) Work harmoniously based on mutual dedication and trust to achieve mutual goals.

## **7. Intellectual Property Right**

- a. Respect others intellectual property right.
- b. Actively participate to protect the right on the intellectual right owned by the Company.
- c. Jasa Marga Being participating in the development of a process or product to be utilized by the Company or Jasa Marga Being with the right on such work result, must treat the related information or product as the Company's asset be it during the work period or after the Jasa Marga Being is no longer working for the Company.
- d. All Jasa Marga Being must inform the work result achieved be it outside the working hours, if such work result is related to the business or operation of the Company.
- e. The provision in letter d is not valid to innovation or personally registered right.



## **CHAPTER IV**

### **ETHICS / DEMANDED ATTITUDE OF JASA MARGA BEING**

#### **1. Commitment of Jasa Marga Being**

In the effort of realizing the Company's commitment to the stakeholders all Jasa Marga Being has the commitment to:

- a. Continuously think and act as a corporate and not sectorial by prioritizing the interest of the Company above personal interest and or group to gift the best for the Company.
- b. Conduct duties professionally with full responsibility and highly uphold integrity, honesty and mutual spirit.
- c. Caring and receptive to the complains of customers and to immediately follow up the customer complain.
- d. Made a good work plan according to the scope of ones duties.
- e. Understand the work goals and measurement of success.
- f. Work hard and efforts to look for the best means in completing duties according to the scheduled time by means of effective and efficient means.
- g. Has strong motivation to develop oneself and expand knowledge.
- h. Comply to all the Company stipulation and values to protect and preserved the Company's image and reputation.

#### **2. Protect the Reputation of the Company**

- a. Consistently maintain good, polite and decent attitude inside or outside the work environment of the Company. Consistently efforts to improve personal competence in line with what is happening.
- b. Respect other people, do not under estimate and differentiate one and another.
- c. Continuously respect and maintain the good image and reputation of the Company.
- d. Conduct worship according to the respective religion of the Jasa Marga being and understand and comply to the Company's ethics.

#### **3. Maintain Good Relation between Jasa Marga Being**

- a. Maintain polite and courteous behaviour among Jasa Marga Being.
- b. Respect Jasa Marga Being by not underestimating and differentiating one another.



- c. Efforts to understand and recognize the needs of fellow Jasa Marga Being.
- d. Willing to share knowledge and expertise and assist other workers without fear of being rivalled.
- e. Be continuously honest and positive thinking between Jasa Marga Being.

#### **4. Maintain the Confidentiality of the Company**

One of the most important matter in the Company is to maintain the confidentiality of Stakeholders (business partner, Supplier / Contractor) and ensure that information related to the Stakeholders business issues is keep confidential all the time.

The Company has the responsibility to maintain confidential information obtained from its business activity. Respect to the privacy of the business partner is equally important as protecting the Company's assets. Therefore, each Jasa Marga Being must handle confidential Company's information obtained in conducting its duties by observing the following stipulation:

- a. **Protect confidential information**, not only for Jasa Marga Being which are still working actively but also valid for Jasa Marga Being who is no longer employed during a certain time according to prevailing laws and regulations.
- b. **Information access**, regulation regarding the authority and scope of Jasa Marga Being able to obtain access on the Company's information needed be it general or special in nature.
- c. **Information distribution**, elucidation regarding disclosure or use of confidential Company's information be it orally or written, to or whatsoever party be it personal, company, association or other legal entity can only be conducted by an officer appointed by the Company.

#### **The obligation to protect this confidentiality is exempted for:**

- a. Tax purposes.
- b. The collection of the Company's receivables which has been authorized to the Account Receivable Affair Agency and Committee of State Receivable.
- c. Legal law suit on a criminal case.
- d. Court in the case between the Company and business partner.



- e. Information exchange between companies.
- f. Written request, approval given by the Stakeholders to the Company.

## **5. Maintaining and Applying the Company's Assets**

Assets are resources owned by the Company to be utilized in its efforts to attain the Company's objectives. Its maintenance and its usage is part of the efforts to protect the continuity of the Company's business.

To the Company's assets, every Jasa Marga Being must:

- a. Protect that the utilization of the Company's assets is conducted for the need of a value creation for the Company according to accountable social economic and financial principle by calculating related business risk.
- b. It is prohibited to store the Company's assets outside the place assigned by the Company.
- c. Protect, maintain, keep save the Company's assets according to prevailing regulations.
- d. Apply it according to the position, authority and work scope being conducted.
- e. Not to utilize and benefit the Company's assets, for personal interest, group interest and or political activities and other third party.
- f. Utilize according to its use and maintain its wholeness and function.
- g. Ensure the use of generally applicable accounting standard for every record and report on the Company's assets.

## **6. Protect the Safety, Soundness and Occupational Environment**

Occupational Safety and health management is very important for the Company's business activity success. Applying and maintaining attitude which is able to realize the work safety and health is a must. Therefore, Jasa Marga Being in working must:

- a. Comply to every laws and regulations and or standard regarding the occupational safety and health.
- b. Master and understand the situation and conditions of the work environment by obeying the implementation of the laws and regulations concerning safety, health and the environment.
- c. Prioritize prevention which is to avoid the happening of accident.



- d. Avoid all actions which may injure oneself or other person, disturb health, such as alcoholic drink, consuming drugs and others according to the Company's regulation.
- e. Conduct treatment on accident which take place according to prevailing standards and procedures and always has a plan on overcoming emergency situation.
- f. Report each work incident and work accident which happen to the respective unit leader and authorized institution related within the stipulated time frame.
- g. Conduct periodical investigation, inspection and evaluation oin all means including resources and detection system carefully according to once authority to ensure its readiness.

#### **7. Indecent Actions, Narcotics, Prohibited Drugs, Gambling and Smoking**

A healthy attitude based on moral and decency values of each Jasa Marga Being may affect performance contribution given to the Company and shall have influence on the formation on the Company's image. Therefore every Jasa Marga being:

- a. Is prohibited to conduct all forms of actions which violates decency values among others abuse, slander and action tendentious to sexual harrasment .
- b. Prohibited to use, distribute and sell items related to narcotics and other prohibited drugs and alcoholic drinks.
- c. Prohibited to store or distribute items related to pornographic matter.
- d. Prohibited to conduct gambling in whatsoever form.
- e. Prohibited to smoke in public places except inr certain places provided by the Company.
- f. Prohibited to carry sharp weapons and fire arms and whatsoever arms in the Company's environment.
- g. Prohibited to take pets in the Company's environment.

#### **8. Conduct Record on the Company's Data and Compiling of Report**

Every Jasa Marga Being must support the neat, disciplined accurate and timely implementation of data management by means of:

- a. Only provide accountable data.
- b. Record data and compile report based on right resources its accuracy verified and accountable.





- c. Submit right, complete, brief, transparent, and timely, and relevant process of taking decision.
- d. Not to hide Company's data and document be it when in the position or after finishing the time in office / position.
- e. Ignore erroneous recording or transaction which violate the law.
- f. Need to store document report and the Company's file to be easily recovered and applied anytime by interested parties.
- g. Conduct report documentation according to the Company's internal policy.
- h. Prohibited to fake record, document, and Company's information.
- i. Utilization, distribution and destroying records, documents and information must have the approval of an authorized officer.
- j. The Company does not allow somebody due to its position or profession or business relation with the Company to use the Company's notes, documents and information for personal interest and with the potential to be detrimental to the Company and other Stakeholders.

#### **9. Prevent the Conflict of Interest by Insider Trading**

Jasa Marga Being with access into material information may not misuse her/his position and work by disclosing material information which can affect the decision of investors.

Material information are information which are not yet extensively published which may encourage someone to buy, sell or to maintain the Company's shares.

#### **10. Handling Gratification**

##### **a. Refusing Gratification**

Jasa Marga Being if offered / given Gratification which is not compliant to the stipulation regulated in this guidelines, must politely refuse to such intended offer / give, by giving elucidation on this policy and regulation to the giver, and must report such refusal to the Company's Gratification Control Unit or directly to the Corruption Eradication Commission.



Jasa Marga Being concerned can also request the Gratification Control Unit to assist elucidating regarding the handling of Gratification in the Company as a socialization form to the party offering / giving Gratification.

**b. Giving Gratification**

All Jasa Marga Being are PROHIBITED to promise and/or give Gratification, in whatsoever form whether directly or indirectly, to any party having business relation or being a competitor of Jasa Marga which the objective to obtain information or any matter which are not justified by the prevailing laws and regulations, or to influence the concerned party to conduct and/or not to conduct a matter in his/her position/title, or present to the party concerned because having conducted and/or not conducting a matter related to her/his position/title.

**c. Receiving Gratification**

All Jasa Marga Being are PROHIBITED to request and/or receive Gratification in whatsoever form be it directly or indirectly from any party having business relation or competitor of Jasa Marga, with the intention to provide information or any matter which is not allowed by prevailing laws and regulations, or to influence a Jasa Marga being to conduct and/or not to conduct a matter related to her/his position/title, or as present for Jasa Marga Being due to having conducted and or not conduct a matter related to her/his position/title.

**11. The Obligation to Report a State Official Wealth (LHKPN)**

Every Jasa Marga Being and also its subsidiaries who has met the criteria as an employee must report their LHKPN conducting such stipulation as mandated in prevailing laws and regulations, as an obedient attitude and action to prevent the negative perception on the Company.

**12. Not to Utilize One Position for Personal Interest (Conflict of Interest)**

Conflict of Interest is defined as situation of a Jasa Marga Being due to her/his position, has the authority potential to be misused be it deliberately or not deliberately for other interest



and may influence the quality of its decision of the performance result of such decision for the Company.

Basic Principle:

- a. Jasa Marga Being with the potential and or being in a situation of Conflict of Interest is **PROHIBITED** to continue the implementation of its duties and its responsibility related to the situation of such Conflict of Interest. Further to in the person concerned may resign itself from its duty having a potential of Conflict of Interest or decide not to be involved on the process of taking a decision related to the activities in the Conflict of Interest as referred to, except if for certain consideration which is only for the interest of the Company, the Board of Director may request the person concerned to still conduct her/his duty and responsibility in such activity.
- b. A concurrent position with the potential of Conflict of Interest with the Jasa Marga Being can be conducted as there is a Company policy and regulation regulating such matter.
- c. Jasa Marga Being with the potential and or is already in the position of Conflict of Interest must make a statement letter of Conflict of Interest on such condition to her/his direct superior.
- d. Jasa Marga Being must also make a statement letter of the potential Conflict of Interest if having blood relation related to a nuclear family with a member of the Company's Board of Directors and/or member of the Board of Commissioners.

### 13. Political Activity

The Company guarantee to all the Jasa Marga Being to implement their right on the opportunity to channel their political aspiration. The Company does not provide political contribution and is not affiliated to whatsoever political party.

On political activities, all Jasa Marga Being:

- a. Must not benefit from the Company's name, assets and potential from certain political goal.



- b. Not to represent the Company or provide contribution on behalf of the Company to whatsoever political party.
- c. Do not make covenant, binding, statement be it directly or indirectly which may show that the Company has a bond with whatsoever political party.
- d. Any activity to channel political aspiration must conducted outside the working hours and must not use the Company attribute.
- e. If somebody has a position in a political party or political activities which shall disturb her/his duty in the Company, the person concerned must submit a resignation from the Company.
- f. Do not conduct political activities whether directly or indirectly in the Company's environment.
- g. Prohibited to use any political party attribute or community social organization affiliated with political party in the environment of the Company.



## **CHAPTER V ENFORCEMENT AND REPORTING**

### **1. Commitment to Code of Conduct**

- a. All Jasa Marga Being must sign an Integrity Pact which is a commitment of the Jasa Marga Being to conduct the Code of Conduct. This Integrity Pact must be renewed every beginning of the year.
- b. The Code of Conduct Guideline must be associated and understood by all Jasa Marga Being.
- c. The process of signing the Integrity Pact by the Board of Director, Board of Commissioners and Employees of the Company coordinated by the Work Unit / Department handling human capital services in each respective head office / branches.
- d. The Integrity Pact of the Board of Commissioners and Board of Directors is made and sign in several original duplicate according to the number of the members of the Board of Commissioners and according to the number of the Company's Board of Commissioners and Board of Directors which shall be maintain by the respective Board of Commissioners and Board of Directors concerned 1 (one) original copy and another original one to be submitted to the Corporate Secretary.
- e. The Integrity Pact of the Company's Employees is made and sign in 2 (two) original fold. 1 (one) original is submitted to the Work Unit / Department handling the Human Capital Services in the respective Head Office / Branches, and 1 (one) original file is kept by the concerned Company's Employee.
- f. The Work Unit / Department handling the Human Capital Services at the respective Head Office / Branches compile a recapitulation table of the number of the Company's Employees conducting the signing of the Integrity Pact annually to be further submitted to the Company's Secretary at the end of the first Quarter Period.



- g. The form of the Integrity Pact signed is as follows:
  - a) The Integrity Pact of the Board of Commissioners and Board of Director, is as shown as Format Example-1 to the Attachment to this Board of Directors Resolution.
  - b) Structural Integrity Pact as exemplified in Format-2 in the Attachment to this Board of Directors Resolution.
  - c) The Company's Functional Integrity Pact as Exemplified in Format-3 in in the Attachment to this Board of Directors Resolution.
- h. Direct Supervisor (at the lowest on the level of the head of the Toll Gate) on the Company's Employee conducting the signing of the Integrity Pact must join in the signing of such Company's Employee Integrity Pact.
- i. All Organization / Work Unit / Group Leader shall be responsible and provide example for their subordinate on the implementation of such Code of Conduct.

## **2. Socialization and Internalization**

In the frame work of upholding this Code of Conduct the Company in this matter coordinated by the Corporate Secretary must conduct socialization. The objectives of the socialization are as follows:

- a. To create a sense of belonging on the Code of Conduct to give consciousness to all Jasa Marga Being to conduct this Code of Conduct.
- b. Upgrade the knowledge and concept of Jasa Marga Being regarding the importance of the Code of Conduct for the continuity of the Company's business.
- c. Provide consciousness to Jasa Marga Being whereas the Code of Conduct is an inseparable part to business practice and performance assessment to all Jasa Marga Being.

## **3. Violation**

Every Jasa Marga Being who are aware of violation to the Code of Conduct must report to the Corporate Secretary or the Direct Supperior or through the Whistleblowing System.



The Corporate Secretary shall be responsible to:

- a. Monitor the compliance on the Code of Conduct.
- b. Record all types of accused violation.
- c. Follow up the violation which took place according to prevailing regulation.
- d. Report the violation to the Board of Directors.

Every Jasa Marga Being submitting a report on a violation of this Code of Conduct, need not to be anxious because the Company shall protect the reporter identity as long as such report is accountable.

Violation on this Code of Conduct shall be given a sanction or punishment to the prevailing regulation and stipulation in the Company.

#### **4. The Mechanism of Reporting Violation**

- a. The implementation of the Code of Conduct is a commitment and responsibility of all Jasa Marga being. If there is a violation or deviation the Jasa Marga Being must report such violation through:
  - 1) The Corporate Secretary;
  - 2) The Direct Supervisor;
  - 3) By means of the Whistleblowing System
- b. Disclosure must be conducted with good intention and not personal complain or a grievance on a certain policy of the Company or based on the bad / slander intention.
- c. All Jasa Marga Being and the Company's external parties (Customer, Business Partner and the Community) can report a violation of the Code of Conduct guideline conducted by unscrupulous of Jasa Marga Being and the Company must follow up such report which the potential to materially impair and can damage the Company's image due to deviation, manipulation and other matters.
- d. The Reporter must state her/his identity clearly in the compiled report especially for reporting violation through the Whistleblowing System, the Reporter may compile report



using anonym name, but for the ease of further follow up however, the Reporter is suggested to give her/his clear proper identity.

- e. Violation report must accompanied with relevant supportive evidence.
- f. The report receiver must keep confidential the identity of the reporter.
- g. The Company must follow up any report received according to prevailing procedure and mechanism.
- h. The Company shall also provide legal protection as compliance to prevailing stipulation and regulation.

#### **5. Sanction on Violation**

- a. Every Jasa Marga Being proved to having conduct a violation on this Code of Conduct shall be given a sanction according to the prevailing regulation and stipulation.
- b. Sanction for Employee conducting violation shall be decided by the Board of Director after obtaining the report from the concerned Employee Direct Supervisor.
- c. The Board of Commissioner and Board of Director shall decide on a development action, disciplinary action and other acts and prevention which must be conducted by Direct Supervisor in their respective environment.
- d. Sanction for the Board of Director and Board of Commissioner conducting violation shall be resolved by the Shareholder.
- e. If a Business Partner or other Stakeholder conduct violation, he/she shall be given sanction by the stipulation contain in the contract if it is related to a criminal act such matter can be forwarded to those in authority.





**6. Reward on Compliance of Code of Conduct**

All Jasa Marga Being conducting compliance on the Code of Conduct shall be given a reward or appreciation according to the policy and/or stipulation valid in the Company. This is intended for the Company's Being to be more motivated to act according the Company's Code of Conduct.

**BOARD OF DIRECTOR PT JASA MARGA (PERSERO) Tbk**

signed

**SUBAKTI SYUKUR**  
**PRESIDENT DIRECTOR**



**Example of Format 1 (Board of Commissioners and Board of Directors Integrity Pact)**

**INTEGRITY PACT  
GOOD CORPORATE GOVERNANCE  
PT JASA MARGA (PERSERO) Tbk**

In view of upholding Good Corporate Governance of PT Jasa Marga (Persero) Tbk, (or Company) herewith state whereas:

1. We conduct our duties and liability, trustworthy and professional according to the Good Corporate Governance principles and committed to prevent and not conduct Collusion, Corruption and Nepotism (KKN) and bribery act in view of conducting or duties as Board of Directors / Members of the Board of Commissioners.
2. We are committed to implement the 4 NO's which are No Bribery, No Kickback, No Gift and No Luxurious Hospitality.
3. We have not and shall not made decision and/or give order with an intention to benefit from the Company, be it directly and indirectly to make or personal profit family and/or certain group.
4. We have no other position in other Legal Business Entity which may give rise to conflict of interest be it directly or indirectly with the Company.
5. We instruct all Employees in the environment of PT Jasa Marga Tbk to consistently and responsible conduct the Integrity Pact.
6. We invite business executioner related be it directly or indirectly with PT Jasa Marga (Persero) Tbk to also conduct the Integrity Pact.
7. We have read, understood and willing to well implement this Code of Good Corporate Governance and Code of Conduct for the achievement of the Good Corporate Governance.
8. Violation on this Integrity Pact shall bring consequences according to prevailing laws and regulations.



Jakarta,

**BOARD OF COMMISSIONER / BOARD OF DIRECTOR  
PT JASA MARGA (PERSERO) TBK**

.....  
**Commissioner / President Director (\*)**

.....  
**Member of Board of Commissioner / Board of Director**

.....  
**Member of Board of Commissioner / Board of Director**

Notes (\*):

The number of signature column must be commensurate to the Members of the Board of Commissioners and Members of the Board of Directors.



## Example of Format 2 (Structural Employee Integrity Pact)

### INTEGRITY PACT GOOD CORPORATE GOVERNANCE PT JASA MARGA (PERSERO) Tbk

In view of upholding Good Corporate Governance of PT Jasa Marga (Persero) Tbk, (or Company)  
I herewith state whereas:

1. I conduct my duties, and liability, trustworthy and professional according to the principles of Good Corporate Governance in the sense to give all maximum capacity and resources to provide the best work result for the Company and committed to prevent and not to conduct Collusion, Corruption and Nepotism (KKN) and bribery action in view of conducting my duties.
2. I shall be committed to conduct the principles of the 4 NO which are No Bribery, No Kickback, No Gift and No Luxurious Hospitality.
3. I have never and shall never provide a recommendation, make decision and/or given order with the intention to benefit from the Company, be it directly or indirectly to profit myself personally, family or certain group.
4. I have instructed the Employee in the work environment which is my responsibility to conduct the Integrity Pact consistent and responsible.
5. I have read, understood and prepare to well conduct the Code of Corporate Governance and Code of Conduct for the achievement of the Good Corporate Governance.
6. Violation on this Integrity Pact shall bring consequences according to prevailing laws and regulations.

Jakarta,

Acknowledge (\*)

Person who give statement

Name  
Position

Name  
Position



Notes (\*):

Superior of the person giving the statement

**Example of Format 3 (Functional Employee Integrity Pact)**

**INTEGRITY PACT  
GOOD CORPORATE GOVERNANCE  
PT JASA MARGA (PERSERO) Tbk**

I, herewith state to apply and implement the basic principles of Good Corporate Governance, and commit to prevent and not to conduct Collusion, Corruption and Nepotism and bribery in conducting my duties consistently as an Employee in PT Jasa Marga (Persero)Tbk. (or Company).

I shall commit to conduct the principles of the 4 Nos which are No Bribery, No Kickback, No Gift and No Luxurious Hospitality.

I also state to comply to the Company's Code of Conduct and shall not use the Company, e it directly or non-directly for my personal, my family interest or certain party.

I have read, understood and prepare to well conduct the Code of Corporate Governance and Code of Conduct for the achievement of the Good Corporate Governance.

I am willing to accept sanctions in accordance with the provisions and regulations of PT Jasa Marga (Persero) Tbk, if I do not comply with this Integrity Pact.

Thus I make this statement truthfully, to be used as it should.

Jakarta,

Acknowledge (\*)

Person who give statement



Name  
Position

Name  
Npp.

Notes (\*):

Superior of the person giving the statement

**I, HARSO SUTANDYO, SWORN TRANSLATOR,**  
in Jakarta, registered with the Ministry of Law and Human  
Rights Republic of Indonesia, do hereby declare this to be  
a true and correct translation of the original in Indonesian.

Jakarta, 18 June 2021