



Attachment: 1

Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk

Number : 87/KPTS/2020

Date : 25 September 2020

**THE ANTI-BRIBERY POLICY**

**HEAD OFFICE**

**PT JASA MARGA (PERSERO) TBK.**



## CHAPTER I

### INTRODUCTION

#### A. BACKGROUND

PT Jasa Marga (Persero) Tbk. hereinafter to be called as “**Company**” or “**Jasa Marga**” is committed to apply high standards in conducting its business activities by showing integrity and good ethics, and highly uphold integrity, especially in relation with Shareholders and all the other Stakeholders.

‘**Zero tolerance**’ **policy** for bribery which must be complied by the Board of Commissioners, Board of Directors, and all Jasa Marga Being depicting the strong commitment of the Company to conduct the Company’s business according to high ethical standards and according to prevailing laws and regulation.

Anti-Bribery Policy function as the implementation of the Company’s policy in conducting Anti-Bribery Management System which is part of the Good Corporate Governance principles valid in the Company.

Therefore, the Company represents to highly uphold and comply to the law and related prevailing laws and regulation in Indonesia, including but not limited to the Law of Anti-Corruption and relevant standards to challenge bribery in conducting the Company’s business, among others the SNI ISO 37001 Standard regarding Anti-Bribery Management System.

This Anti-Bribery Policy is only effective in the environment of the Jasa Marga Head Office, but can be also applied on a more extensive coverage in Branch Offices and Regional Offices (based on a resolution of the Jasa Marga’s Board of Directors).

#### B. OBJECTIVE

1. To maximize profit and minimize financial loss by creating control, procedures and processes to prevent bribery activities and mitigate bribery risk potential which may arise.
2. To create an anti-bribery culture in the environment of the Company be it active or passive bribery activities.
3. Improve the reputation and provide greater trust to the Shareholders and all other Stakeholders.
4. To prevent the activities of:
  - a. bribery in the public, private and non-profit sector;



- b. bribery by the Company;
- c. bribery by persons acting on behalf of the Company or for its own profit;
- d. bribery by the Company's personnel related to the Company's activity;
- e. bribery by the Company's business partner acting on behalf of the Company or for its own profit;
- f. bribery to the Company's business partner related to the Company's activities; and
- g. direct or indirect bribery conducted by the Company (for example: to offer or accept bribe through or by a third party).

### **C. SCOPE**

This Anti-Bribery Policy is valid for all Jasa Marga Being without exception including but not limited to all the members of the Board of Commissioners and Board of Directors, and all employees be it employees with status as fulltime employee or non-full-time employee with Jasa Marga. Besides it, this Anti-Bribery Policy shall also be valid for the members of the Board of Commissioners, Board of Directors and all employees of the representative, contractor, subcontractor, partner, agent, consultant and/or other third parties cooperating and/or intending to cooperate, provide goods or services for and on behalf of the Company ("Third Party related to the Company").

This Anti-Bribery Policy also regulates the interaction between the Company and its Subsidiaries, between the Company's Employee and State Apparatus, State Civil Apparatus, Government Institution, other State-Owned Enterprises, Regional State Enterprises and Foreign Officials.

### **D. POLICY OWNER**

This Anti-Bribery Policy is owned by the Internal Audit Group Work Unit ("IAU Work Unit") acting as executor on the Function of Compliance to the Company's Anti-Bribery. The Internal Audit Group Head shall be responsible to ensure that the prevailing Anti-Bribery Policy is a renewable policy, while the Board of Commissioners, Board of Directors, Employees and Company's Third Parties shall be responsible to conduct the provisions contained in the Anti-Bribery Policy.

The Anti-Bribery Policy and its related procedure with the anti-bribery management system must be evaluated and renovated annually by the Anti-Bribery Compliance Function.

The Anti-Bribery Policy is effective as of this policy promulgationn 25 September 2020.



## **E. RELATED PROCEDURE/GUIDELINES**

This policy must be read and implemented together with:

1. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 86/KPTS/2020 regarding the Manual of Anti-Bribery Management System PT Jasa Marga (Persero) Tbk.
2. The Joint Resolution of PT Jasa Marga (Persero) Tbk Board of Directors and Board of Commissioners Number KEP 100/IX/2020 and Number 75/KPTS/2020 regarding Whistleblowing System PT Jasa Marga (Persero) Tbk (“Whistleblowing System Guidelines”).
3. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 104/KPTS/2020 regarding the Appointment of the Internal Audit Team on the Implementation of Anti-Bribery Compliance Function (FKAP) in the Framework of Executing SNI ISO 37001 Anti-Bribery Management System (SMAP) (“Appointment of the SMAP Internal Audit Team”).
4. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 76/KPTS/2020 5<sup>th</sup> Attachment regarding Details of the Internal Audit Group Position.
5. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 77/KPTS/2020 regarding Amendment to SK Number: 79/KPTS/2014 Regarding Employee Development (“Employee Development”).
6. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 78/KPTS/2020 regarding Guidelines on Conflict of Interest in PT Jasa Marga (Persero) Tbk (“Guidelines on Conflict of Interest”).
7. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number: 80/KPTS/2020 regarding Amendment on the Resolution of the Board of Directors Number: 95/KPTS/2019 regarding General Guidelines on Archive PT Jasa Marga (Persero) Tbk (“General Guidelines on Archive”).
8. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number: 102.1/KPTS/2020 regarding Fifth Amendment on the Resolution of the Board of



Directors PT Jasa Marga (Persero) Tbk Number 143/KPTS/2014 regarding Guidelines on the Implementation of Goods/Services Procurement in the Environment of PT Jasa Marga (Persero) Tbk (“Goods/Services Procurement Implementation Guidelines”).

9. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 81/KPTS/2020 regarding Guidelines on Gratification Handling in the Environment of PT Jasa Marga (Persero) Tbk (“Guidelines on Gratification Handling”).
10. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 116/KPTS/2020 regarding Standard Procedure of Providing Sponsorship Fund and Donation in the Environment of PT Jasa Marga (Persero) Tbk (“Guidelines on Providing Sponsorship Fund and Donation”).
11. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 83/KPTS/2020 regarding Partnership Program with Small Enterprises and Environment Development Program (“PKBL Procedure”).
12. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 84/KPTS/2020 regarding Code of Conduct PT Jasa Marga (Persero) Tbk.
13. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 85/KPTS/2020 regarding Code of Corporate Governance PT Jasa Marga (Persero) Tbk.
14. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 89/KPTS/2020 regarding Organisational Structure PT Jasa Marga (Persero) Tbk and its Amendment.
15. Resolution of the Board of Directors PT Jasa Marga (Persero) Tbk Number 102/KPTS/2020 regarding Standard Operating Procedure of Cooperation PT Jasa Marga (Persero) Tbk (“Cooperation Procedure”).
16. Internal Audit Manual PT Jasa Marga (Persero) Tbk (“Jasa Marga Audit Manual”).

## **F. DEFINITION**

1. **The Company or Jasa Marga**, is PT Jasa Marga (Persero) Tbk.



2. **Jasa Marga Being**, are the members of the Board of Commissioners, Board of Directors and all the employees with the status of unspecified and specified employees with Jasa Marga.
3. **Third Parties related to the Company** are members of the Board of Commissioners, Board of Directors and all employees of the Company's representatives (for example contractors, subcontractors, goods/services provider, agent, consultant and/or other third parties) providing and/or to provide services for and on behalf of the Company.
4. **Bribery**, is an act of giving, promising or receiving something or promise, while being aware or reasonably deemed that the giving, promise or receiving of something or such promise is intended to conduct an action or not doing something in her/his duty, contrary to his/her authority or liability, conducted or not conducted in her/his position.
5. **Something of value**, is something which has a Value, including but not limited to money, goods, discount, commission, loan without interest, travel ticket, board facility, holiday journey, free medical treatment, donation, hospitality, sponsorship, and other facilities (financial or others).
6. **Audit**, is the systematic, independent and documented process to obtain an audit evidence and evaluated objectively to stipulate how far the audit criteria is met.
7. **Anti-Bribery Compliance Function** is someone or a group of people or unit with the role, responsibility, and authority to formulate, plan, socialize, apply, implement and supervise the implementation of the anti-bribery management system, and report the performance of the anti-bribery management system to the Top Management and Board of Directives.
8. **Candidate of General Election** is a situation where there is a business conflict of interest, financial, family, politic or personal which may interfere with the assessment of someone in conducting her/his duties for the organisation.



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9. **Fit and Proper Test** is a process to further assess the nature and level of bribery risk and assist the organisation to take decision related to transaction, project, activity, business partner, and certain personnel.
10. **Foreign Officer** is all official employee or foreign government employee, including people working in foreign institution, foreign government instrument, or people working in international organisation, or people acting in a formal capacity for and on behalf of a foreign government, foreign foundation or foreign government institution, or someone acting for and on behalf of an international organisation. Foreign Officer also include the definition for officer, state servant, state apparatus, or similar, valid in any country. Foreign Officer can also include foreign political party.
11. **Board of Directive** is a group or body with the responsibility and highest authority for activities, management, and organisation policies and conduct report to the top management and to which the top management shall be responsible. The Board of Directive in Jasa Marga is the Board of Commissioners.
12. **Government Institution** is any Government Institution assigned based on the Constitution (45 Constitution) (President and Vice President, DPR, DPRD, DPD, MPR, Constitutional Council, Supreme Court, Judicial Commission, General Election Commission, Bank Indonesia, TNI/POLRI, Dewan Penasihat Presiden, and Audit Agency), State Ministry, other State Institution in the central government assigned based on Laws or other regulation, and Local Government (Province, Regency, or City) and its instrument, and include all national, province, regency, city, local government or foreign, or other political subdivision of it, any entity conducting the executive function, legislative, judicative, regulation, taxation or administration or related to government, and arbitrator or arbitrage agency or competent jurisdiction panel.
13. **Gratification**, is a gift in its widest sense, including but not limited to the giving of money, goods, discount, commission, loan without interest, travel ticket, board facilities, holiday travel, free medication and other facilities, Political Donation or Charity, Donation, Sponsor, Community Donation and Benefit, Training, Club Membership, Personal Profit and Confidential and Special Information, Gift/Souvenir, and Entertainment whether domestic or overseas and conducted by using electronical means or without electronical means.



14. **Political Party Officials** are persons registered as member of the Political Party managers (presently active members or retirees), be it in the central level, provincial, regency/city, district, regency/village.
15. **Policy** is the anti-bribery policy or other policies stated to be formal by the Top Management or the Development Board related to anti-bribery including but not limited to CEO Message PT Jasa Marga (Persero) Tbk and a Copy of the Minutes of Meeting of the Board of Directors PT Jasa Marga (Persero) Tbk.
16. **Political Party** is as elucidated in Law Number 2 of 2008, as amended by Law Number 2 of 2011 regarding Political Parties (collectively with other amendments which shall be conducted in the future), including political parties just erected or registered with the Ministry of Law and Human Rights Republic of Indonesia to become a legal entity, including association, organisation, or any legal entity affiliated with certain political party.
17. **BUMD** is Regional State-Owned Enterprise, a business entity of which all or part of its capital is owned by the Regional Administration.
18. **BUMN** is State-Owned Enterprise, a business entity of which all or part of its capital is owned by the state through direct participation originating from separated state assets.
19. **Top Management** are People or a group of people directing and controlling the organisation at the highest level. The Top Management in Jasa Marga is the Board of Directors.
20. **State Civil Apparatus** is a profession for civil state employees and state employees with working agreement working in state institution.  
A State Civil Apparatus also include every Civil State Employees, members of the Republic of Indonesia Armed Forces (TNI), members of the Republic of Indonesia Police (POLRI), members of the Peoples Representative Board (DPR)/Peoples Consultative Council (MPR)/Regional Peoples Representative Board (DPRD)/Regional Representative Board (DPD), any member of the executive agency (executive), any person continuously or temporarily conducting a general position, any person receiving salary or numeration from state finance or local finance, any person receiving salary or numeration from a company which receive financial support from





the state financial or local financial, or anybody receiving salary or numeration from other companies using capital or facility from the state or the public.

21. **State Executioners** are State Officials conducting executive, legislative, or judicative function and other officials whose function and its main task is related to the running of the state according to the provision of prevailing laws and regulation.

State Executioners also include any public or government official, any Minister, any Governor, any Judge, any other Public Official according to the provision of prevailing laws, or other Officials with strategic function related to the state administration according to the provisions of prevailing laws (for example, Director, Commissioner, and structural official in State-Owned Enterprises/Regional State-Owned Enterprises (BUMN/BUMD)), management of Bank Indonesia, rectors of State Universities, Echelon I and Echelon II or other officials similar in the civil society, TNI and POLRI, Prosecutor, Investigator, Court Registrar, Head and treasurer of Projects).

#### **G. REFERENCES**

1. Law no. 11 of 1980 regarding Bribery Criminal Act.
2. Law No. 28 of 1999 regarding Clean State Administration Free of Corruption, Collusion, and Nepotism
3. Law No.31 of 1999 regarding Corruption Criminal Act Eradication.
4. Law no. 20 of 2001 regarding Amendment on Law No. 31 of 1999 regarding Corruption Criminal Act Eradication.
5. Law No.5 of 2014 regarding State Civil Apparatus.
6. Regulation of the Supreme Court Republic of Indonesia No. 13 of 2016 regarding the Procedure of Handling Criminal Act by Corporation.
7. SNI ISO 37001 regarding Anti Bribery Management System



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## CHAPTER II

### CONTROL LIST OF DOCUMENT AMENDMENT

Document Number	Document Name	Amendment	Date	Amendment Reason
No. 87/KPTS/2020	Anti-Bribery Policy	0	25/09/20	-



## **CHAPTER III**

### **ANTI-BRIBERY POLICY**

#### **A. MAIN PRINCIPLE**

The Company shall:

1. Conduct identification of internal and external issues related to anti-bribery which may affect the Company.
2. Stipulate clear accountability, role, and responsibility including but not limited to Directive Board, Top Management, Anti-Bribery Compliance Function, and all related working units to manage the bribery risks.
3. Formulate a standardisation plan to identify the risk and opportunity of bribery to achieve its objective and improvement.
4. Conduct bribery risk management and periodically renew the bribery risk.
5. Provide a working framework to stipulate, monitor and achieve the anti-bribery objective including the commitment for continual improvement from the anti-bribery management system.
6. Formulate a procedure related to anti-bribery to ensure a clean environment and supportive to uphold the anti-bribery requirements.
7. Conduct awareness program and training/learning to the Employees and Third Parties related to the Company regarding the requirements for this Policy and related Procedure.
8. Maintain precise records regarding the policy and related procedure for anti-bribery, implementation of the anti-bribery learning, and all documents related to the implementation of anti-bribery activities.

#### **B. MANAGEMENT AND SUPERVISION**

1. Role and Responsibility of the Directive Board



The Directive Board in Jasa Marga is the Board of Commissioners, with the task to demonstrate leadership and commitment on the Anti-Bribery Management System, by:

- a. Approving the Company's Anti-Bribery Policy.
- b. Ensure that the Company's strategy is in line with the Anti-Bribery Policy.
- c. At the planned time, receive and monitor information regarding the contents and operation of the anti-bribery management system.
- d. Ensure that there is sufficient and proper resources, needed for effective operation on the anti-bribery management system, is allocated and stipulated.
- e. Conduct reasonable supervision on the implementation and effectivity of the Company's anti-bribery management system conducted by the Top Management.

## 2. Role and Responsibility of the Top Management

The Top Management in Jasa Marga is the Board of Directors, with the task to demonstrate leadership and commitment on the Anti-Bribery Management System, by:

- a. Ensure that the anti-bribery management system, including policies and goals, are stipulated, implemented, maintained and sufficiently monitored to overcome the risk of bribery in the Company.
- b. Ensure that the anti-bribery management system requirements have been integrated into the Company's business process.
- c. Provide sufficient and proper resources to conduct effective operation on the anti-bribery management system.
- d. Internally and externally communicate regarding the Company's Anti-Bribery Policy.
- e. Internally communicate regarding the importance of an effective anti-bribery management system and meeting the requirements for the anti-bribery management system.
- f. Ensure that the anti-bribery management system is properly planned to achieve its goals.
- g. Give direction and support the personnel to provide contribution on the activity of the anti-bribery management system.
- h. Promote a proper anti-bribery culture in the Company.
- i. Promote continuous improvement on the anti-bribery management system.
- j. Support other relevant management roles to demonstrate leadership in preventing and detecting bribery in their respective responsible area.
- k. Encourage the application of reporting procedure to report allegation of bribery or actual bribery.



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- I. Ensure that there is no personnel suffering from retaliation, discrimination or discipliner on the report made with good intention or with basic reasonable conscience that a violation has happened or there is allegation of violation in the Company's Anti-Bribery Policy, or to refuse to be involved in bribery, although such refusal may cause the loss of the Company's business.
        - m. At the planned time, report to the Board of Commissioners regarding the contents and operation of the anti-bribery management system, and the existence of serious bribery allegation or structured in the Company.

### 3. Role and Responsibility of the Anti-Bribery Compliance Function

In the effort to promote and support the Company's anti-bribery management system, the Top Management must assign a Work Unit which shall act as Anti-Bribery Compliance Function.

The Anti-Bribery Compliance Function has the authority and responsibility to formulate, plan, socialize, apply, implement and monitor the implementation of the anti-bribery management system, and report the performance of the anti-bribery management system to the Top Management and Directive Board.

In this matter the Top Management has assigned IAU Work Unit as Anti-Bribery Compliance Function reporting directly to the Top Management (Board of Directors) and indirectly reporting to the Directive Board (Board of Commissioners).

The role and responsibility of the Anti-Bribery Compliance Function is further detailed in the Decision of the Board of Directors PT Jasa Marga (Persero) Tbk Number 76/KPTS/2020 5<sup>th</sup> Attachment regarding Job Description of the Internal Audit Group.

## C. PROHIBITED GIVING AND RECEIVING

### 1. Prohibited giving

- a. The Company's Employees and/or Third Parties related to the Company are prohibited to promise to provide Something of Value, be it directly or indirectly, with the intention that the receiver, other person having relation with the receiver, or legal entity, conduct a function or activities or not conduct a function or activity, violating its task.



- b. The Company's Employees and/or Third Parties related to the Company are prohibited to promise to provide Something of Value, be it directly or indirectly, as a gift to the receiver, other person having relation to the receiver, or legal entity, having conducted the function or activity or not conduct a function or activity, violating his/her task.
2. Prohibited receiving
    - a. The Company's Employees and/or Third Parties related to the Company are prohibited to request or receive Something of Value, be it directly or indirectly, from whomsoever, be it personal or legal entity, with the intention that such Company Employee shall conduct a function or activity or not, which violates his/her task.
    - b. The Company's Employees and/or Third Parties related to the Company are prohibited to request or receive Something of Value, be it directly or indirectly, from whomsoever, be it personal or legal entity, as a gift to such Company Employee that has conduct a function or activity or not conducting a function or activity, which violates his/her task.

#### **D. PRESENT AND ENTERTAINMENT**

1. In conducting its business, the Company may be faced with several situation which need the practice of offering/giving to external party or receiving present and/or entertainment from an outside party.
2. In offering/giving or receiving a present and/or entertainment, the Company must ensure that such activity is conducted in certain limitation and according to existing policies in the Company, as elucidated hereunder:
  - a. Type of present and entertainment which can be accepted, according to what is stipulated in the Guidelines of Gratification Handling.
  - b. The limit on present and entertainment which is acceptable, according to what is stipulated in the Guidelines of Gratification Handling.
3. Prior to offer/give or receive present and/or entertainment, the Company's Employees must fill in a Present and Entertainment Form and submit such form to the Gratification Control Unit through a reference link as shown below:
  - a. In case of offering/give present or entertainment: [upg@jasamarga.co.id](mailto:upg@jasamarga.co.id)
  - b. In case receiving present or entertainment: [upg@jasamarga.co.id](mailto:upg@jasamarga.co.id)



4. Employees are prohibited to offer/give or receive present and/or entertainment previous to completing all the above procedures. Approval can only be given/approved by the related Official if certain criteria in the Guidelines of Gratification Handling has been met.
5. If the Employee has no other choice besides conducting a procedure of approval afterward, the Employee must still fill in the Present and Entertainment Form, followed up by analysis system conducted by the Board of Directors from the related Work Unit.
6. Detailed procedure related to the practice and reasonable limit given in the offering/giving or receiving present and/or entertainment, has been regulated in the Guidelines of Gratification Handling.

#### **E. SPONSOR AND DONATION**

1. Besides present and entertainment, the Company also may involve giving sponsor and donation practice to external party or receiving sponsor from an external party.
2. The Company will only give sponsor or donation which has met the criteria and in the stipulated limit in the Guidelines of Giving Sponsorship and Donation Fund.
3. The Company must avoid the giving of sponsor or donation, or receiving certain sponsors, prohibited in the Guidelines of Giving Sponsorship and Donation Fund.
4. The activities of giving sponsor or donation, or receiving sponsor, shall be handled by the Corporate Communication and Community Development Work Unit.
5. Prior to giving sponsor or donation, or receive sponsor, the Corporate Communication Department Head must fill in a Sponsor and Donation Gift Form and Donation or Sponsor Receiving Form and submit such form to the Corporate Communication and Community Development Group Head.
6. The Company must conduct further analysis prior to approve or refuse sponsor or related donation. Each refusal must be accompanied by an adequate explanation.



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7. The Corporate Communication Department Head is prohibited to conduct activities of giving/offering sponsor or donation, or receiving certain sponsor, prior to obtaining the approval from the related Official.
8. Detailed procedure related with the practice and a reasonable limit allowed in giving/offering sponsor or donation, or receiving certain sponsor, is regulated in the Guidelines of Giving Sponsorship and Donation Fund.
9. Besides sponsors and donations, the Company also conduct partnership program with small enterprises and environment development program, as regulated in the Regulation of the Minister of State-Owned Enterprises regarding Partnership Program and Environment Development. The detailed procedure related to the implementation of the partnership program with small enterprises and the environment development program, is contained in the Company's PKBL Procedure.

#### **F. CONFLICT OF INTEREST**

1. The Company commit to avoid whatsoever condition which may cause a conflict of interest. The condition which may give rise to a conflict of interest can be variable, starting from family relation, personal financial interest, or business interest to a certain party.
2. In the frame work of knowing the condition which may give rise to a conflict of interest, the Company's Employees and/or Third Party related to the Company has the obligation to report such matter to the anti-bribery compliance function.
3. The Company's Employees can disclose such potential conflict of interest through an independent report. The Third Party related to the Company on the other hand may also disclose the potential of conflict of interest through a whistle blowing channel provided by the Company.
4. The Company's Employees and a Good / Services Supplier must fill in and sign a Declaration Form of Employee Integrity or Declaration Form of Integrity for Business Partner as one of the form of the obligation for Employees / Good / Service Provider in complying with the stipulation related to the anti-bribing regulated in Company's Anti-Bribery Policy.





5. Detailed procedure related to the analysis of conflict of interest, mitigation procedure if there is of conflict of interest and stages in filling in and signing the form of Employee Integrity Declaration and Business Partner is regulated in a conflict of interest guideline (for employees) and an implementation of Good and Service Procurement (for Goods / Service Provider).

## **G. ASSESSMENT ON THE RISK OF BRIBERY**

1. Assessment on the Risk of Bribery in the Head Office
  - a. Bribery Risk Assessment (“BRA”) is a risk management process to identify, analyse and assess the potential of bribery risk faced by the Company, and to evaluate the compliance and control effectivity in the Company to mitigate the risk of identified bribery.
  - b. The objective of the BRA implementation are as follows:
    - i. To identify all risk factors originating from various business area, process or parties related to the Company, vulnerable to significant bribery risk.
    - ii. To prevent bribery by conducting mitigation on the bribery risk identified through improvement in internal control and/or through compiling improvement steps deemed necessary.
    - iii. Improve the awareness of all Employees of the Company, related to the potential of the bribery risk in the Company.
    - iv. Provide general review regarding the potential of bribery in the Company.
  - c. BRA shall be conducted by the Anti-Bribery Compliance Function, and periodically held 1 (once) annually. Novation on the BRA shall be conducted if there are significant changes on the business process or on the Company’s organizational structure.
  - d. Implementation of the BRA involved identification on inherent risk, among others the risk of transaction and relation risk of business partner which can be measured by understanding the nature of its transaction or relation which take place, against the possibility of the transaction faced or such partnership relation with bribery risk. In this matter, the Company must identify, understand and evaluate all existing business processes in the Company, to perceive the high level of bribery risk which may arise on each transaction and business partnership relation.



- e. The Anti-Bribery Compliance Function shall conduct quantitative measurement, based on stipulated risk matrix (very low, low, moderate, high, and extreme) in stipulating the level or value or for each risk factor identified.
  - f. The Anti-Bribery Compliance Function shall identify and inspect how far the Company's internal control is able to decrease the risk faced to formulate the mitigation control needed.
  - g. Beside identification on the inherent risk factor, as referred to in point 7.1.4, the Anti-Bribery Compliance Function also need to calculate the result of the quarterly review on the Report of the Independent Control Test as contemplated in point 8.
  - h. Depending on the business area or transaction vulnerable to bribery risk, the Anti-Bribery Compliance Function together with the related work unit, need to compile a mitigation action plan which is compliant to mitigate the risk level of bribery.
  - i. The action plan of mitigation must be communicated to the relevant work unit and implemented all over the Company.
2. Assessment of the Employee Risk
- a. Assessment of the Employee Risk is a bribery risk assessment process conducted to every Employee, and Candidate Employee in the process of recruitment based on stipulated bribery risk factor attribute.
  - b. Such bribery risk factor must be develop by the Anti-Bribery Compliance Function and assessed by the Work Unit of the Human Capital Development and Work Unit of the Human Capital Services in every Employee and Candidate Employee.
  - c. The bribery risk factor must be translated into several transactional risk questions and provided in the form of check list to assist the Human Capital Development Work Unit and Work Unit of the Human Capital Services in assessing the bribery risk level in each Employee and Candidate Employee.
  - d. Employees or Candidate Employees entered into the "extreme" risk category, the Human Capital Services work unit must conduct afit and proper test on the related personal as regulated in point 11.2 regarding Employees Fit and Proper Test.



- e. If there are significant changes in the underlying adjustment or changes in the bribery risk factor in Employees or Candidate Employees, the Anti-Bribery Compliance Function need to renew such check list.

3. Assessment on Risk of Business Partner

- a. Assessment on Business Partner Risk is a bribery risk assessment conducted on any Good / Service Provider, Good / Services Provider Candidate, Cooperation Partner or Candidate Cooperation Partner, based on stipulated and bribery risk factor attribute.
- b. Such bribery risk factor must be developed by the Anti-Bribery Compliance Function and assessed by the Procurement Work Unit and Fix Asset Group ("PFA Working Unit") (for the risk assessment of Good / Service Provider and Good / Service Provider Candidate) and the Toll Road Development Work Unit ("PRD Work Unit") (for the assessment of Mutual Partner Risk Assessment and Candidate Mutual Partner).
- c. Bribery risk factor are translated into several questions on transactional risk and presented in a form of checklist to assist the PFA Work Unit or TRD Work Unit in assessing the bribery risk level in every Good / Service Provider, Candidate Good / Service Provider, Mutual Partner or Candidate Mutual Partner.
- d. For Good / Service Provider, Good / Service Candidate Provider, Cooperation Partner or Cooperation Partner Candidate included in the extreme rate category the PFA Work Unit or TRD Work unit must conduct a fit and proper test to the related business partner as regulated in the guidelines in the implementation of Good / Service Provision (related to the Fit and Proper Test of Good / Service Provider and Good / Service Provider Candidate) and Cooperation Procedure (related to the Fit and Proper Test of Cooperative Partner and Candidate Cooperative Partner).
- e. If there are significant changes underlying the adjustment or changes to the bribery risk factor in business partner, the Anti-Bribery Compliance Function has the same liability to renew such check list.

**H. REVIEW ON THE INDEPENDENT CONTROL TESTING**

1. Independent Control Testing Review by every Working Unit



- a. As part of the effort to prevent anti-bribery, every Work Unit in the Company must conduct activity of Independent Control Testing every 3 (three) months of all activities related to matters contained here under:
    - i. The practice of giving and/or receiving present and/or entertainment
    - ii. The practice of giving and/or receiving sponsor
    - iii. The practice of providing donation
    - iv. Conflicting interest
    - v. Fit and proper test activity of Employees, Cooperation Partner, and Good / Service Provider Company.
  - b. In assisting the implementation of reviewing the Quarterly Independent Control Test, a Work Unit shall appoint a Champion as the responsible person to conduct the obligatory review on the activities of giving and/or receiving present, entertainment, sponsor, giving donation, conflict of interest, the implementation of fit and proper test related to a work unit.
  - c. In conducting the review, the Champion is responsible to stipulate or conduct compliance in the area to become the review focus prior to starting the Independent Control Testing Activities.
  - d. The result of the Independent Control Testing in the related Work Unit must be documented in the Independent Control Testing Report. Such Control Report of the Related Work Unit must be submitted to the Anti-Bribery Compliance Function to be further reviewed.
2. Review on the Routine Anti-Bribery Management System by the Anti-Bribery Compliance Function
- a. The Anti-Bribery Compliance Function must conduct a re-review on the Independent Control Testing Report submitted quarterly by each work unit for every topic mentioned above.
  - b. The Anti-Bribery Compliance Function must conduct quarterly review on the Independent Control Testing Report submitted by the respective work unit. If there is an anomaly identified from the Independent Control Testing Report and need further analysis, the Report shall be forwarded to the IAU Work Unit for further investigation according to the stipulation regulated in the Jasa Marga Audit Manual.
  - c. The Anti-Bribery Compliance Function must also conduct an inspection based on a sample to ensure that the process is compiled by each work unit related to the implementation of anti-bribery activities and to ensure



that the information submitted in the Independent Control Testing Report can be trusted.

- d. Result of the quarterly review by the Anti-Bribery Compliance Function can be used as basic to:
  - i. Renew the factor and scheme of the bribery risk
  - ii. Renew the anti-bribery learning material
  - iii. Provide a summary regarding anti-bribery implementation activities by each work unit to the Top Management and Directive Board
  - iv. Complied to the existing anti-bribery control (if needed).

## **I. COMPLAIN**

1. If an Employee, Third Party related to the Company or other party has suspicion that another Employee / Third Party related to the Company or other party acting for or on behalf of the Company is involved in an action with the potential of causing deviation related to bribery or activities which violate the Company's Anti-Bribery Policy, such personal must report their suspicion by sending an email to [jasamarga.wbs@rsm.id](mailto:jasamarga.wbs@rsm.id) or through the website <https://whistleblowing.tips/wbs@jasamarga> or through the whatsapp message to number 08118754700.
2. The Risk and Quality Management Work Unit ("RQM Work Unit") is responsible to socialize the function of the Company's (whistleblowing system), matters to be reported and channel of reporting available for the Company's stake holders.
3. Any complain received in the (whistleblowing system) deemed to have relation to bribery, must be followed up by the IAU Work Unit for further investigation.
4. The detailed procedure and practice in submitting complain, is already regulated in the Company's Whistleblowing System Guideline.

## **J. INVESTIGATION**

1. The Company has the obligation to conduct investigation on any bribery originating from various sources, for example from complain, review on Independent Control Testing, internal or external audit review, letter of resignation or other resources.



2. Investigation implementation is conducted by the IAU Work Unit, while the Work Unit or other relevant party (for example, the Legal Work Unit and Compliance Group, Human Capital Services Group, Accounting and Tax Group, Information Technology Group, Anti-Bribery Compliance Function, Board of Director Personnel) can also be involved based on the requirements and needs.
3. Investigation regarding bribery issues must be conducted according to the investigation and protocol plan, including collecting adequate evidence to support the investigation.
4. The result of investigation related with the bribery must be documented into the Investigation Report, which has to be delivered to the Top Management, Steering Committee and Anti-Bribery Compliance Function.
5. Every investigation which lead into requirement to give disciplinary action must be conducted by the Human Capital and Transformation Directorate (“HCT”).
6. After the investigation result is submitted, the IAU Work Unit shall still be responsible to conduct monitoring and evaluation in the implementation of the follow up to the investigation result by the related work unit, according to the investigation procedure regulated in the internal audit manual.
7. If needed, the Company may assign an external investigator to conduct investigation on the allegation of bribery. The minimum requirement which must be met by an external investigator party must have a professional certificate, showing that the related party has the expertise and competence in conducting investigation, among other as a Certified Fraud Examiner (CFE).

## **K. HUMAN RESOURCES MANAGEMENT**

1. Anti-Bribery Clause
  - a. The Company must ensure that the Candidate Employees / Company’s Employees are aware and comply with all stipulation stated in the Anti-Bribery Policy and Jasa Marga’s Code of Conduct.
  - b. The Company’s Employees are obligated to read, fill in and sign the stipulation on anti-bribery contained in the work contract, Integrity Pact and



Integrity Declaration Form as a formal statement and commitment of the Employee concerned on the implementation of the anti-bribery.

- c. The Integrity Pact must be signed by every Candidate Employee as a form of written commitment of the Candidate Employee / Employee not to provide or receive a bribe.
  - d. On every first week in January, the Work Unit of the Human Capital Services shall inform to every Employee to sign the Integrity Pact and Integrity Declaration Form through the JMClick application.
  - e. The Integrity Declaration Form signed by each Employees is a form of written confirmation of the Employee that they are free of existing conflict of interest, and this form is also used as a media in providing information related to the changes / data novation by the Employee.
  - f. The Company through the Work Unit of the Human Capital Services is entitled to give certain disciplinary action to Employees, if there is violation conducted to the anti-bribery stipulation.
  - g. The Company need to conduct periodic review on the work bonus, target performance and other incentive performance of the salary provided to Employees to prevent the Employee personnel conducting bribery actions.
2. Employee Fit and Proper Test
- a. Fit and proper test on the Candidate Employee / Employee is a set of process activities conducted by the Company to ensure that the Candidate Employee/Employee does not experience interest conflict, own a professional ethic standard and integrity.
  - b. The Employee's fit and proper test must be conducted 1 (once) annually conducted by the Work Unit Human Capital Services, to all the Company's Employees as part of the evaluation process in conducting promotion or mutation of Employees and to every Employee Candidate in the process of recruitment prior to join the Company.
  - c. Any further decision which may arise from the activities of the Candidate Employee fit and proper test (for example recruitment or refusal of the Candidate Employee or non-approval to conduct promotion or Employees work mutation must be stipulated based on the overall assessment on the result of the fit and proper test.





3. Awareness and Learning

- a. The Company must develop a plan to ensure that awareness and learning of the anti-bribery have been provided to all Employees personnel and Third Party related to the Company.
- b. The implementation of awareness and learning for all Employees shall be coordinated by the Jasa Marga Work Unit Learning Institute Group (“JLI Work Unit”) especially for obligatory learning conducted during the induction programme, the Employees must finish study within 90 days since the date of joining the Company.
- c. The implementation of awareness and learning to a Third related to the Company shall be coordinated by the Anti-Bribery Compliance Function within a stipulated period assisted by the related Work Unit.
- d. The JLI Work Unit shall coordinate with the Anti-Bribery Compliance Function in preparing the material for the learning of anti-bribery.
- e. The JLI Work Unit is also responsible to monitor the participation of Employees while for Third Party related to the Company shall be monitored by the Anti-Bribery Compliance Function in the activities of learning and status of concluding learning.
- f. The JLI Work Unit shall compile the periodical report containing the information regarding the participation of Employees in learning and status of completing learning of anti-bribery to be submitted to the Anti-Bribery Compliance Function.
- g. Findings contained in the periodical report submitted by the JLI Work Unit shall be made into one point for discussion in the Review Meeting of the Anti-Bribery Management.
- h. The plan of anti-bribery learning must be compiled with component detailing the 5W1H factor as follows:
  - i. Why must there be anti-bribery learning?

The Objectives of anti-bribery learning are as follows:

- a) To install the important of the efforts of the anti-bribery in the Company.
- b) Acting as an important control in the mitigation actions on bribery risk which may be faced by the Company.
- c) To provide information to the Employees and Third Party of the Company regarding what must be done if they face bribery act.





- d) To ensure that the relevant personnel is fully aware of their relevant role in or with the Company:
- the risk of bribery which they and the organization face;
  - anti-bribery policy;
  - anti-bribery management system aspects relevant to their functions;
  - any prevention actions and report which must be conducted related to bribery risk or bribery allegation.

ii. What must be instilled in the anti-bribery learning?

The learning material of anti-bribery must include the following matters:

- a) Implementation of the law and regulation related to the anti-bribery activities.
- b) Modus or practice scheme of bribery which may happen in the Company including factual example on bribery which has taken place, to enrich the knowledge of the Employee personnel and Third Party related to the Company regarding bribery practice the means to avoid such bribery practice.
- c) Policy and internal procedure to implement the anti-bribery programme.
- d) Responsibility of the Employees and Third Party related to the Company to assist in eradicating the bribery practice in the Company, including their action when facing the bribery practice.
- e) Punishment for the violation of the anti-bribery management system, including criminal and civil law and internal sanction, such as disciplinary action including the consequences of the termination of work relation.

In forwarding those above topics, the Company can especially comply the method of learning, focus area and level of in-depth discussion according to the relevant level of work and role and responsibility of the Employee and Third Party related to the Company.

iii. Who need to follow the learning?

The Company must identify the proper participant target appointed to receive anti-bribery learning. All personnel related to their function to anti-bribery must be given the relevant and adequate learning. Especially:



- a) Internal party involved or handling the Anti-Bribery Compliance Function such as:
  - the Directive Board and Top Management
  - Anti-Bribery Compliance Function and other parts directly facing or in a certain condition shall directly face Third Party
  - the Internal SMAP Audit Team Personnel obligated to regularly conduct the process of reviewing the effectivity of the anti-bribery management system
- b) External Party involved in anti-bribery part (for example Good / Service Provide, Cooperation Partners)
- c) Other parties involved in the function of anti-bribery, where the Company is convinced that the parties has not yet obtained adequate knowledge and expertise to support the anti-bribery part.

iv. When is the anti-bribery learning conducted?

Anti-bribery learning is conducted at the time of:

- a) Obligatory learning the induction program for New Employee.
- b) Periodical learning session conducted 1 (once) annually.
- c) Condition which immediately need the learning of anti-bribery, due to change on the system procedure or regulation related to anti-bribing and the assistance of a critical anti-bribery control deficiency and indication after a routine audit is implemented.

v. Where is anti-bribery education learning conducted?

The Company must prepare an online based learning facility (website or mobile application). After the learning session, the Company shall hold an evaluation to ensure that the learning material has been well understood by the participant.

vi. How is the anti-bribery learning given?

Here under all several steps which can be taken to develop the effective anti-bribery learning program:

- a) Identification the issues that need to communicated.
- b) Identification of the precise audience learning and period of learning.
- c) Stipulate who can develop and provide the best learning program.



- d) Stipulate the best delivery method (for example Learning based on web, face to face courses and presentation).
- e) Draw up learning material discussing the objective, goal and result and expected.
- f) Conduct evaluation from the learning participant.
- g) Maintain attendance list of the anti-bribery learning session.

## **L. THIRD PARTY MANAGEMENT**

### **1. Anti-Bribery Clausal**

- a. The Company must ensure that all Good / Service Provider and Cooperation Partner has understood and comply to all stipulation stated in the Company's Anti-Bribery Policy.
- b. Every Good / Service Provider and Cooperation Partner must read, fill in and sign the stipulation of anti-bribery stated in the work contract and a special integrity pact for the Good / Service Provider, must also fill in and sign Business Partner Integrity Declaration Form as a formal statement and commitment of the Good / Service Provider on the implementation of anti-bribery.
- c. The Integrity Pact must be sign by the Good / Service Provider and Cooperation Partner, as a written commitment from the Good / Service Provider and Cooperation Partner not to conduct bribing in the Company.
- d. The Business Partner Integrity Declaration Form must be sign by the Good / Service Provider as a written confirmation form of the Good / Service Provider concerned whether they are free of conflicting interest. This form is also utilized as media in providing information related to the data changes by the Good / Service Provider.
- e. The Business Partner Integrity Declaration Form shall be distributed by the PFA Work Unit to all Work Unit in the Head Office of Jasa Marga to be sent to and fill in by the Good / Service Provider during month of December and a completion date stipulated on 31 December.
- f. The Company may terminate an agreement which the Good / Service Provider and Cooperation Partner by a written notification, if the Good / Service Provider and Cooperation Partner failed to meet their liability contain in the anti-bribery clausal or conduct violation on the stipulation of the Company's anti-bribery.



2. Fit and Proper Test of Third Party

- a. The Company is responsible to conduct process of fit and proper test commensurate to ensure that the Good / Service Provider and Cooperation Partner shall act with good intention and comply to zero tolerance approach Jasa Marga against bribing.
- b. The fit and proper test examination process must be conducted for all Good / Service Provider and the Company's Cooperation Partner among other Good / Service Provider and Cooperation Partner representing or acting on behalf of the Company.
- c. The goal of implementing the fit and proper test procedure for the Good / Service Provider and Cooperation Partner shall be as follows:
  - i. Identify whether the Good / Service Provider and Cooperation Partner is involved in relation or has a relation with parties, who are certain or possible has a high risk relation (for example state officials, state aperture, government foundation, political party, political party official or candidate for general election).
  - ii. To identify whether Good / Service Provider and Cooperation Partner has a legal case history related to cheating, bribing or other criminal cases.
- d. The process of Good / Service Provider fit and proper test is conducted by the Work Unit PFA while the fit and proper test of the Cooperation Partner is conducted by the Work Unit of the Toll Road and Business Development Group.
- e. Every further resolution which arises from the activity of the Good / Service Provider or Cooperation Partner (for example receiving or rejecting the Good / Service Provider Candidate or Cooperation Partner or against certain agreement or disagreement to continue the involvement with a Good / Service Provider or certain Cooperation Partner) must be stipulated based on overall assessment on the result of the fit and proper test.
- f. A detailed procedure related to the practice in conducting the Good / Service Provider or Cooperation Partner, is already regulated in the guideline of implementing Good / Service Provision (for Good / Service Provider) and Cooperation Procedure (for Cooperation Partner).

**M. SUPERVISION ON ANTI-BRIBERY IN THE ORGANIZATION CONTROL**

1. The Company must ensure that the Branch Office, Regional Office, Subsidiary, Joint Venture where the Company owns a majority share ownership, majority voice, or majority control has applied anti-bribery management system or anti-bribery control.



2. The Anti-Bribery Compliance Function shall distribute an Anti-Bribery Declaration annually to be sign by the respective representation of the Branch Office, Regional Office, Subsidiary and Joint Venture.

#### **N. REVIEW ON THE INTERNAL AUDIT ON SMAP**

1. The Implementation of the policy and the procedure of the anti-bribery in the Company must be subject on the internal audit review on the SMAP by the SMAP Internal Audit Team.
2. As a third line of defence, the SMAP Internal Audit Team must periodically review the implementation of the policy and procedure of anti-bribery in the Company or as when it needed.
3. The SMAP Internal Audit Team shall prepare an internal audit report which shall detail the findings, stipulate corrective action which are consume rate for each finding detail, submit an internal audit report and conduct a review on the achievement on the corrective action recommended.
4. The SMAP Internal Audit Team must submit periodical internal audit report related to the SMAP to the Board of Directive, Top Management and the anti-bribery compliance function.
5. The description of the SMAP Internal Audit Team related to the implementation of review of the SMAP, is regulated in detail in the SMAP Internal Audit Team.

#### **O. REQUIREMENTS OF RECORDING STORAGE**

1. All information obtained for the goals of supporting the anti-bribery implementation or deemed as a result of the implementation of the anti-bribery must be stored and maintain according to the stipulation regulated in the Archive Classification Guideline. This stipulation is valid for data maintained in the system or document hard copy.
2. Anti-Bribery Learning  
Documentation on the anti-bribery learning (be it for internal and external parties), which include the list of participant, result of the evaluation, and copy of the learning material and testing applied must be manage according to the stipulation regulated in the Archive Classification Guideline.



3. Other Anti-Bribery Procedure

Other document related to the implementation of the anti-bribery, besides what is already mentioned above must also be stored and maintained for control objectives such as:

- a. All revision related to the Anti-Bribery Policy and related procedure.
  - b. The report formulated by the Anti-Bribery Compliance Function and all other document related to the implementation of the anti-bribery activities (for example Minutes of the Meeting of the Management Review Meeting related to the anti-bribery, etc)
4. The obligation to store documented information related to the implementation of the anti-bribery management system regulated in the Archive Classification Guideline

**P. INFORMATION AND REPORTING MANAGEMENT**

1. Policy, strategy, and management system of anti-bribery must be periodically reviewed to stipulate its implementation affectivity. Review on the anti-bribery shall be conducted through a continuous review (Quarterly) or based on the ad-hoc review.
2. The continuous review shall be conducted once every 3 (three) months by the anti-bribery compliance function. While the ad-hoc review shall be conducted by the anti-bribery compliance function if it need further and immediate handling.
3. Continues review must be conducted by holding a routine meeting to discuss regarding the anti-bribery management system implementation in the Company. The agenda item for the meeting shall among other discussed:
  - a. Follow up status of the result of the previous management review meeting.
  - b. Novation regarding issues of internal and external anti-bribery.
  - c. Information regarding the performance of anti-bribery.
  - d. The implementation of affectivity of anti-bribery.
  - e. Decision related to the opportunity of continuous improvement and changes in the anti-bribery policy.
4. The Anti-Bribery Compliance Function shall hold anti-bribery management meeting to be attended by:
  - a. Board of Director
  - b. The SMAP Internal Audit Team
  - c. Other parts deemed relevant to the meeting agenda



Attachment: 1

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Date : 25 September 2020

5. Besides those matters above, the Company must also discussed the result of the audit finding on the SMAP application in the Company. Such audit finding can have it source from the implementation of the internal also external audit team.
6. The Company must also ensure that the proper collective action has been stipulated for every audit finding, approve by the authorized personnel and effectively implemented.

#### **Q. SANCTION ON THE VIOLATION ON THE ANTI-BRIBERY STIPULATION**

1. Violation conducted by the Company's Employees on the anti-bribery stipulation contain in the Jasa Marga Anti-Bribery Policy and/or related procedure, can result into sanction in the form of disciplinary action to the employee concerned by the Work Unit of the Human Capital Services Group, as already regulated in the Employee Development Guideline.
2. Violation conducted by Parties / Employee of the Good / Service Provider or Cooperation Partner on the stipulation of anti-bribery contained in the Jasa Marga Anti-Bribery Policy, can be given disciplinary action regulated based on the discretion of the relevant related work unit.

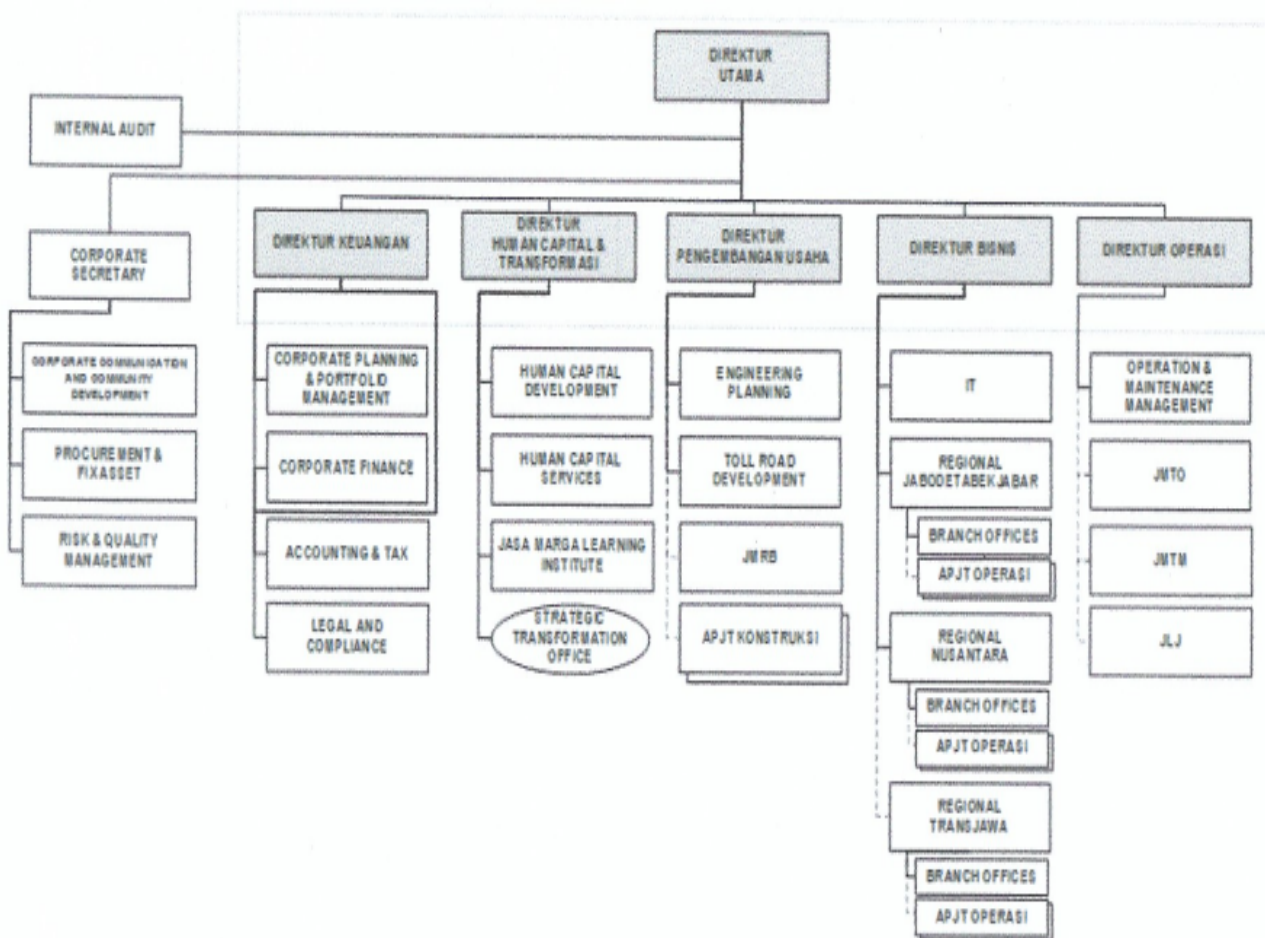
**BOARD OF DIRECTOR PT JASA MARGA (PERSERO) Tbk.**

signed

**SUBAKTI SYUKUR**

President Director





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

signed

**SUBAKTI SYUKUR**

President Director

**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, 14 June 2021