



Annex I

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

Number: 78/KPTS/2020

Dated: 24 September 2020

GUIDELINES

CONFLICT OF INTEREST

AT PT JASA MARGA (PERSERO) Tbk



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CHAPTER I

INTRODUCTION

A. BACKGROUND

PT Jasa Marga (Persero) Tbk, hereinafter referred to as the "Company" or "Jasa Marga" continues to implement and enforce the principles of Good Corporate Governance (hereinafter referred to as "GCG") which consists of Transparency, Accountability, Responsibility, Independence and Fairness consistently and sustainable in carrying out the management of the Company.

In order to build harmonious cooperation to increase the value of the Company, the Company's business activities cannot be separated from relationships and interactions with Stakeholders and other parties. In carrying out these relationships and interactions, there is the potential for a Conflict of Interest situation that may be unavoidable between one party and another.

Lack of understanding of Conflicts of Interest can lead to various interpretations and have a negative impact on the management of the Company. Therefore, the Company realizes the importance of a firm attitude towards the handling of Conflicts of Interest, so that good



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management of the Company can be created, as well as harmonious relationships with all Stakeholders and other parties in the implementation of cooperation and interaction with the Company.

Accordingly, the Guidelines for Handling Conflicts of Interest have been compiled which are guided by the applicable laws and regulations, GCG principles and are aligned with the Code of Corporate Governance and Code of Conduct, as well as best practices in GCG field.

The Guidelines for Handling Conflicts of Interest are socialized and their implementation evaluated on an ongoing basis to all Jasa Marga People, and periodically revisions/updates/refinements will be carried out on the Guidelines for Handling Conflicts of Interest in the context of continuous improvement, in accordance with the Company's business development and applicable laws and regulations.

B. BASIS OF DEVELOPMENT

The Company has developed the Guidelines for Handling Conflicts of Interest based on the following attitudes:

1. Always prioritize compliance with applicable laws and



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regulations and the principles of GCG (Transparency, Accountability, Responsibility, Independence, and Fairness), and best practices in GCG.

2. Always avoid actions, behaviors or conducts that may lead to Conflict of Interest, Corruption, Collusion and Nepotism (KKN) and avoid prioritizing the interests of the Company above personal, family, group or group interests.
3. Always try to carry out the Company's business activities based on the Code of Corporate Governance and Code of Conduct applicable in the Company.

C. PURPOSE, OBJECTIVES AND BENEFITS

1. As a guideline for Jasa Marga People to understand, prevent and handle Conflicts of Interest in the Company.
2. As a guideline for Jasa Marga People in taking a firm stance on Conflicts of Interest in the Company to realize good corporate governance.
3. Realizing Company management that is free from all forms of Corruption, Collusion and Nepotism (KKN).

D. DEFINITION



1. **Conflict of Interest**, means a situation or condition where Jasa Marga People have or are reasonably suspected of having personal interests or other interests (outside the interests of the Company) in any use of authority in their position or capacity, so as to affect the quality of their decisions and/or actions, and affect the performance of the results of the decisions and/or actions against the Company.
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2. **Jasa Marga People**, are the Board of Commissioners, Directors and all employees of the Company including employees assigned to subsidiaries and other agencies, as well as other personnel who directly work for and on behalf of the Company.
3. **Immediate Supervisors**, are:
 - a. For employees at the level of Head of Work Unit and equivalent, the Immediate Supervisor is the Director in charge of the relevant Work Unit.
 - b. For other Employees, the Immediate Supervisor is the Head of the Work Unit of the relevant Employee Work Unit.
4. **Work Partners/Third Parties**, are individuals or business entities/companies that establish business cooperation



with the Company or the Company's business groups, based on their potential and feasibility that are mutually beneficial to the Company and the Company's business groups.

5. **State Civil Apparatus (ASN)**, hereinafter referred to as ASN Employees, are civil servants and government employees with work agreements in the environment as referred to in Law Number 5 of 2014 concerning State Civil Apparatus. Page 4 of 24
6. **Company**, with the letter C in Capital, is PT Jasa Marga (Persero) Tbk, while the company (or corporation) with the lower case letter c refers to companies in general.
7. **Gratification**, is a gift in a broad sense, which includes the giving of money, goods, rebates (discounts), commissions, political or charitable donations, sponsorships, community donations and benefits, training, club memberships, personal benefits, confidential and privileged information, interest-free loans, travel tickets, lodging facilities, excursions, free medical treatment, and other facilities, both received domestically and abroad and carried out using electronic means or without electronic means.



CHAPTER II

CONFLICT OF INTEREST

A. DEFINITION OF CONFLICT OF INTEREST

Conflict of Interest is a situation or condition where Jasa Marga People have or are reasonably suspected of having personal interests or other interests (outside the interests of the Company) in any use of authority in their position or capacity, so as to affect the quality of their decisions and/or actions, and affect the performance of the results of the decisions and/or actions against the Company.

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B. SITUATION FORM OF CONFLICT OF INTEREST

1. The promise to give, the giving, demanding, and receiving of gratuities (giving or receiving gifts/souvenirs/entertainment) for a decision or position.
2. The use of properties belonging to the office or company for personal or group interests.
3. The use of confidential information of office or company for personal or group interests.
4. The holding of multiple positions in several



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companies that have a direct or indirect relationship, similar or not, potentially leading to the use of one position for the benefits of other positions.

5. The granting of special access to Jasa Marga People or certain parties by ignoring applicable procedures and conditions.
6. The supervision/assessment process that is not in accordance with the procedures due to the influence and expectations of the party being supervised/assessed. Page 6 of 24
7. The assessment of a matter where it is the result of the appraiser concerned.
8. Abuse of office authority for personal or group interests.
9. Post employment (in the form of influence trading, job secrets).
10. The determination of the amount of own salary/remuneration in which the person concerned occupies a position in the Company.
11. Moonlighting or accepting outside employment, unless



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it is in accordance with the provisions and regulations applicable in the Company.

12. The use of discretion that abuses authority.
13. The provision of more information than those determined by the Company, giving privileges and opportunities for prospective providers of Goods/Services to win in the process of Procurement of Goods/Services in the Company.
14. Affiliation/family relationship between Jasa Marga People and other parties who have interests in the decisions and/or actions of Jasa Marga People in relation to their position in the Company.
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15. The use of inside information to conduct a securities transaction as referred to in the Capital Market Law (Insider Trading).
16. Policies from Jasa Marga People who take sides due to the influence of close relationships, dependence and/or giving/receiving Gratification.
17. The granting of permits and/or approvals from Jasa Marga People that is discriminatory.
18. Appointment of employees based on close



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relationship/recompense/recommendation/influence from fellow Jasa Marga People or other parties.

19. Selection of Work Partners by Jasa Marga Personnel based on unprofessional decisions and not based on procedures as per the rules and regulations applicable in the Company.

20. Commercialization of public services.

21. The use of properties of office and the Company as well as confidential information of office and the Company for personal and other interests (outside the interests of the Company).

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22. The implementation of coaching and supervision that is not in accordance with norms, standards and procedures due to the influence and expectations of the parties being fostered and supervised.

23. The implementation of assessment under the influence of other parties and not in accordance with norms, standards and procedures.

24. The condition of being part of a party that has an interest in things being assessed.

25. The condition of being a subordinate of the party



being assessed.

26. The provision of confidential information that is not in accordance with the applicable rules and regulations.

C. SOURCES OF CONFLICT OF INTEREST

1. Abuse of authority, namely by making decisions or actions that are not in accordance with the objectives or exceed the limits of authority given by the applicable laws and regulations.
2. Affiliation relationship, namely the relationship that Jasa Marga People have with parties related to the Company's business activities, whether due to blood relations, marital relations or friendship relationships that may influence their decisions.
3. Gratification, namely a gift in a broad sense of word, which includes the giving of money, goods, rebates (discounts), commissions, interest-free loans, travel tickets, lodging facilities, tour trips, free medical treatment, and other facilities, whether received domestically or abroad and carried out using electronic means or without electronic



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means, performed by Jasa Marga People in relation to their authority/position in the Company, so that it may create a Conflict of Interest that affects the independence, objectivity, and professionalism of Jasa Marga People.

4. Weaknesses in the organizational system, namely conditions that become obstacles to the achievement of the objectives of implementing the authority of Jasa Marga People due to the existing rules, structure and corporate culture.
5. Personal interest (vested interest) is the desire/need of Jasa Marga People regarding a personal matter.

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6. Concurrent positions, namely Jasa Marga People holding other positions that have a Conflict of Interest with their main duties and responsibilities with the Company, so that they cannot carry out their positions in a professional, independent and accountable manner.

CHAPTER III

THE HANDLING OF CONFLICT OF INTEREST



A. BASIC PRINCIPLES

1. Decision making in the context of carrying out duties and obligations of Jasa Marga People must be based on:
 - a. Applicable legislation, policy and standard operating procedures (SOPs).
 - b. Professionalism, objectivity and transparency.
 - c. Not include elements of personal interest.
 - d. Not influenced by affiliation relationship.
2. Jasa Marga People must avoid attitudes, behaviors and actions that may result in a Conflict of Interest.
3. Jasa Marga People must maintain confidential information of office or Company unless disclosed pursuant to legal processes and applicable laws and regulations. The provision of information must pay attention to the rules and regulations that apply in the Company in a proportional, transparent and impartial manner.
4. Whenever inevitable Conflict of Interest occurs, Jasa Marga People:
 - a. is PROHIBITED to continue activities/carry out



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duties and responsibilities related to the Conflict of Interest situation. Henceforth, the person concerned may resign from his/her duties with the potential for a Conflict of Interest or decide not to get involved in the decision-making process related to activities that contain a Conflict of Interest in question, except with certain considerations that are solely for the benefit of the Company, the Board of Directors may assign in writing the person concerned to continue to carry out his/her duties and responsibilities in the activity.

- b. is OBLIGED to disclose the incident/condition of the Conflict of Interest experienced/known by making and submitting a Statement of Potential Conflict of Interest regarding the condition to the Immediate Supervisor, in the format as set out in this Guideline.

5. Concurrent positions with the potential for a Conflict of Interest by Jasa Marga People are allowed to continue as long as there are Company policies and regulations governing this matter.



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6. Jasa Marga people are also required to make a Statement Letter of Potential Conflict of Interest if they have a blood relationship in the nuclear family relationship with members of the Board of Directors and/or members of the Company's Board of Commissioners.
7. The Immediate Supervisor must adequately control and handle Conflicts of Interest in accordance with the applicable rules and regulations in the Company.

B. ACTIONS ON POTENTIAL CONFLICTS OF INTEREST

In making decisions and/or taking actions, Jasa Marga People shall have the attitude of/ behave/ act that avoid Conflict of Interest by NOT

1. Linking the name of the Company with Business Partners/Third Parties for personal interests that harm the Company's image.

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2. Providing access to the use of the Company's facilities and the Company's properties outside the service for personal/group interests.
3. Concurrently holding position/acting as administrator, advisor or founder of a social agency



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where the person concerned receives wages/salary/honorarium or other material/financial benefits.

4. Utilizing confidential Company data and information for personal/other party interests.
5. Borrowing money from Business Partners/Third Parties that violates the provisions or fairness.
6. Receiving Gratification considered as bribery/illegal or receiving Gratification without conducting reporting of Gratification receipt as further regulated in the Company's Guidelines for Handling Gratification.

C. PROCEDURES FOR HANDLING A CONFLICT OF INTEREST SITUATION/CONDITION IN MAKING DECISION AND/OR TAKING ACTION

1. If Jasa Marga people is in a situation that has the potential to have a Conflict of Interest, then based on his/her own judgment, the person concerned is required to prepare and sign a Statement of Potential Conflict of Interest.

2. If Jasa Marga People have not, based on their own



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assessment, perceived that they have a potential Conflict of Interest, but according to the Immediate Supervisor and/or based on the results of an internal audit by the Internal Audit unit it is stated that the Jasa Marga people concerned have a potential Conflict of Interest, then the Immediate Supervisor's assessment and/or the results of the internal audit by the Internal Audit unit will be used.

3. Things that must be taken as a guideline in dealing with potential Conflicts of Interest are as follows:
 - a. Withdrawing from the decision-making process where Jasa Marga People have a Conflict of Interest.
 - b. Limiting access of Jasa Marga people to certain information if the person concerned has a Conflict of Interest.
 - c. Transferring Jasa Marga people with Conflict of Interest to other positions that do not cause Conflict of Interest.
 - d. Transferring the duties and responsibilities of Jasa Marga people who have a Conflict of Interest.
 - e. Intensifying supervision of Jasa Marga



People with Conflicts of Interest.

- f. Imposing strict sanctions in accordance with the applicable rules and regulations in the Company.

D. CONFLICT OF INTEREST REPORTING MECHANISM

1. In the event of a Conflict of Interest situation, Jasa Marga People are required to report the same through:

- a. Immediate Supervisor

Reporting through the Immediate Supervisor is carried out if the reporter is Jasa Marga people who are involved or have the potential to be directly involved in a Conflict of Interest situation. Reporting is carried out by submitting a Statement Letter of Potential Conflict of Interest to the Immediate Supervisor.

- b. Whistleblowing System

Reporting through Whistle Blowing System is carried out if the reporter is Jasa Marga people or other external parties (Customers,



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Business Partners, communities and other stakeholders) who do not have direct involvement, but are aware of the existence of the potential for a Conflict of Interest in the Company. Reporting through the Whistleblowing System is carried out in accordance with a separate mechanism that regulates the Whistleblowing System in the Company.

2. Reporting of Conflicts of Interest as referred to in number 1 item b above, must be made in good faith and not as a personal complaint against a certain company policy or based on bad faith/slander.



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CHAPTER IV

EFFORT REQUIRED FOR SUCCESSFUL HANDLING OF CONFLICT OF INTEREST

1. Commitment and Exemplary

It requires commitment and example from all Jasa Marga People in using their authority properly by considering the interests of the Company, the public interest, the interests of employees and various other factors, as well as by taking into account the rules and regulations that apply in the Company.

2. Special Attention to Certain Matters

Special attention needs to be paid to certain matters considered to have a high risk of leading to a Conflict of Interest situation, including:

- a. Affiliation relationship;
- b. Gratification;
- c. Additional work;
- d. Insider information;
- e. Personal/group interests in the procurement of goods/services within the Company;
- f. Family and community demands;



- g. Position in another organization in which the person concerned receives wages/salaries;
- h. Intervention in previous positions;
- i. Multiple positions.

3. Potential Areas Prone to Corruption

Every Jasa Marga people must pay attention and consider certain things as referred to in number 2 above in the implementation of duties and functions in the field or area of, including but not limited to the following:

- a. The process of procurement of goods and services within the Company.
- b. Jasa Marga people's official trips.
- c. The process of establishing a Subsidiary/Joint Company.
- d. The process of Annual GMS and/or Extraordinary GMS.
- e. RKAP Process
- f. Employee recruitment process.

The Company does not prohibit giving recommendation for friends and family of Company Employees in the recruitment process. However, prospective employees who are recommended by the Company Employees should not receive special treatment which causes the recruitment process to deviate from the applicable



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procedures. The provisions regarding employee recruitment are regulated in the procedures established by HCD.

g. Process of entering into cooperation.

In entering into a cooperation agreement or in the event of a new business opportunity, the Company Employees are prohibited from abusing the new business opportunity or cooperation for personal gain, as well as for the immediate family of the employee.

h. Access to internal database, Information or property of the Company.

Company Employees are prohibited from abusing access or authority regarding internal databases or property given to them by the Company, for personal interests or family relationships or other relationships, either directly or indirectly, which allows potential conflicts of interest to arise.

i. Communication with Government agencies.

Company Employees who have duties as intermediaries/communicators between the Company and government agencies, and have direct or indirect relationships with certain government agencies, are prohibited from meeting professionally with



government agencies that have such relationships.

- j. The process of appointment of Commissioners and Directors of Subsidiaries/Joint Companies.

4. Avoiding Conflict of Interest Situations

Implementation of duties and functions in the Company should at all times follow the principles of GCG. Therefore, Jasa Marga People who because of their duties and functions are involved in the process in fields or areas with the potential of prone to corruption, collusion, and nepotism (KKN), should avoid and protect themselves from the acts of KKN.

Jasa Marga people can avoid a Conflict of Interest earlier or anticipate the occurrence of a Conflict of Interest in decision making, such as by first identifying the discussion agenda for decision making or withdrawing (making recusal) and making decisions on an ad hoc basis.

5. SOP of Conflict of Interest

The implementation of Policy must comply with the provisions of Jasa Marga Conflict of Interest SOP which regulates:

- a. The obligation of every employee to fill out and



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sign the Declaration of Integrity Form every year (submitted by the HCD Work Unit).

- b. The obligation of each Vendor to fill out and sign the Declaration of Integrity Form every year (submitted by the PFA Work Unit).
- c. The mechanism for detecting conflicts of interest against employees and Vendors through further analysis of the Employee's Declaration of Integrity Form (conducted by the HCD Work Unit) as well as analysis of the Vendor's Declaration of Integrity Form (performed by the PFA Work Unit).
- d. The process of further examination by the Anti-Bribery Compliance Function on potential conflicts of interest that may occur to Employees (based on information obtained from the HCD Work Unit) or to Vendors (based on information obtained from the PFA Work Unit).
- e. The implementation of consultation with the Anti-Bribery Compliance function. In the event of confusion or doubt regarding circumstances that may give rise to a potential conflict of interest, Jasa Marga People are requested to consult the Anti-Bribery Compliance Function.

6. Documentation



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The Anti-Bribery Compliance Function shall retain and maintain documents related to conflicts of interest, within a certain period of time as stipulated in the Company's document storage procedures, namely for the following documents:

- a. List of Conflicts of Interest
- b. Statement of Conflict of Interest Document
- c. Result of conflict of interest analysis conducted by relevant work units
- d. Results of the Anti-Bribery Compliance Function analysis for each statement of conflict of interest listed in the List of Conflict of Interest
- e. Other documents that need to be kept as supporting documents in analyzing the conflict of interest and supporting documents for actions taken to reduce conflicts of interest.

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7. Monitoring and Evaluation

The implementation of policy for handling conflicts of interest shall be monitored and evaluated on periodical basis and the Board of Directors shall also ensure that periodic reviews are carried out on the mitigation efforts undertaken by the Company to avoid potential conflicts of interest and to keep them effective and in accordance with applicable laws and best practices in the



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field of GCG.

Every actual or potential conflict of interest situation and actions taken to reduce the conflict of interest which are not only limited to a statement of potential conflict of interest must be documented.



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CHAPTER V

SANCTIONS FOR VIOLATIONS

Any violation against the provisions as stipulated in these Guidelines for Conflict of Interest shall be subject to strict sanctions based on the rules and regulations applicable in the Company.

BOARD OF DIRECTORS OF PT JASA MARGA (PERSERO)

Tbk

[signed]

Subakti Syukur

President Director



Authorized Translation
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**STATEMENT LETTER OF
CONFLICT OF INTEREST
AT PT JASA MARGA (PERSERO) Tbk**



Example Formats:

**STATEMENT LETTER OF
CONFLICT OF INTEREST
AT PT JASA MARGA (PERSERO) Tbk**

I, the undersigned:

1. Name :
2. NPP :
3. Position :
4. Work unit :

Do hereby declare that I have the following potential Conflict of Interest:

1. Transactions/Activities :
2. Transaction/Activity Value :
3. Form of Conflict of Interest :

Therefore, I hereby declare my attitude to:

.....
.....

(mention the preferred attitude towards the handling of Conflicts of Interest in the Company in accordance with the Company's Guidelines for Conflict of Interest).

I truly made this Statement Letter to be used in accordance with the rules and regulations applicable in the Company.

Jakarta,
Declarer

Name
Position/NPP

Remark:

Statement Letter is submitted to Immediate Supervisor of the Declarer



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[signed]

Subakti Syukur
President Director