

## LAPORAN DEWAN KOMISARIS

BOARD OF COMMISSIONERS REPORT



**Agus Budiman Manalu**

President Commissioner/Independent

## PARA PEMEGANG SAHAM DAN PEMANGKU KEPENTINGAN YANG TERHORMAT,

Puji syukur kami panjatkan kehadiran Tuhan Yang Maha Esa atas limpahan rahmat dan karunia-Nya kepada kita semua, sehingga PT Waskita Beton Precast Tbk (“WSBP”) dapat melewati tahun 2023. Tahun 2023 masih merupakan tahun yang penuh dengan tantangan bagi WSBP yang bergerak di bidang Industri Beton Pracetak di Indonesia dimana WSBP berkomitmen penuh dalam menjalankan pemenuhan kewajiban berdasarkan Putusan Homologasi Penundaan Kewajiban Pembayaran Utang (PKPU). Selain itu, WSBP juga secara aktif untuk mencari pasar potensial guna memenuhi target Perusahaan.

Di penghujung tahun 2023 ini, perekonomian dunia masih dihadapkan pada beragam tantangan. Kondisi tersebut dipicu perkembangan inflasi di negara-negara ekonomi utama yang masih di atas target. Situasi perekonomian masih penuh tantangan, dengan pertumbuhan ekonomi yang cenderung lemah dan risiko yang semakin meningkat. Inflasi global melanjutkan tren penurunan, namun masih berada di atas target bank sentral negara maju. Hal ini mengindikasikan masih akan berlanjutnya strategi moneter *high for longer*. Di sisi lain, peningkatan tensi geopolitik di berbagai belahan dunia mendorong fragmentasi ekonomi yang meningkatkan disrupsi rantai pasok global, membatasi arus perdagangan dan investasi, serta menurunkan prospek pertumbuhan.

Dalam lingkup nasional, pertumbuhan ekonomi Indonesia relatif terjaga di tengah meningkatnya risiko dan perlambatan ekonomi global. PDB triwulan III 2023 tumbuh positif sebesar 4,94 persen (yoy). Pertumbuhan ekonomi Indonesia tetap kuat di tengah ketidakpastian kondisi perekonomian global. Data Badan Pusat Statistik (BPS) menunjukkan pertumbuhan ekonomi Indonesia triwulan III 2023 tetap tumbuh kuat sebesar 4,94% (yoy), meskipun sedikit melambat dari pertumbuhan pada triwulan sebelumnya yang sebesar 5,17% (yoy). Ke depan pertumbuhan ekonomi akan didukung oleh permintaan domestik, baik konsumsi swasta dan Pemerintah, maupun investasi. Dengan perkembangan tersebut, Bank Indonesia memprakirakan pertumbuhan ekonomi 2023 tetap pada kisaran 4,5-5,3%.

Pertumbuhan ekonomi yang tetap kuat didukung oleh permintaan domestik yang solid. Konsumsi rumah tangga tumbuh sebesar 5,06% (yoy), seiring dengan kenaikan mobilitas yang terus berlanjut, daya beli masyarakat yang stabil, serta keyakinan konsumen yang masih tinggi. Sementara itu, konsumsi Pemerintah tumbuh negatif 3,76% (yoy) disebabkan terutama oleh belanja pegawai yang mengalami pergeseran sehubungan penyaluran gaji ke-13

## OUR HONORABLE SHAREHOLDERS AND STAKEHOLDERS,

Let us send our utmost gratitude to God Almighty for His blessings and grace, allowing PT Waskita Beton Precast Tbk (“the Company”) to navigate through the year 2023. This year was filled with challenges for the Company engaged in the Precast Concrete Industry in Indonesia, where we remained fully committed to fulfilling obligations based on the Postponement of Debt Payment Obligations (PKPU) Homologation Decision. Additionally, the Company actively sought potential markets to meet our targets.

At the end of 2023, the global economy continues to face various challenges, driven by inflation developments in major economies, which remain above target. Economic conditions remain challenging, with sluggish economic growth and increasing risks. Global inflation continues its downward trend although remains above the target of central banks in advanced economies. This indicates a continuation of the high-for-longer monetary strategy. On the other hand, increasing geopolitical tensions in various parts of the world are driving economic fragmentation, which increase the disruption of global supply chains, limiting trade and investment flows, and reducing growth prospects.

On a national scale, Indonesia’s economic growth remained relatively resilient amidst increasing risks and global economic slowdown. The GDP in the third quarter of 2023 grew positively by 4.94% (yoy). Indonesia’s economic growth remains robust amid the uncertainty of global economic conditions. Data from the Central Statistics Agency (BPS) shows that Indonesia’s economic growth in the third quarter of 2023 remained strong at 4.94% (yoy), although slightly slower than the previous quarter’s growth of 5.17% (yoy). Moving forward, economic growth will be supported by domestic demand, including private consumption, government expenditure, and investment. With these developments, Bank Indonesia projected that economic growth in 2023 remain in the range of 4.5-5.3%.

The continued strong economic growth is supported by solid domestic demand. Household consumption grew by 5.06% (yoy) due to ongoing mobility increases, stable people’s purchasing power, and high consumer confidence. Meanwhile, government consumption contracted by 3.76% (yoy), primarily due to shifts in employee spending related to the disbursement of the 13th-month salary to the second quarter. Overall investment growth increased to 5.77% (yoy)

ke triwulan II. Pertumbuhan investasi secara keseluruhan meningkat menjadi 5,77% (yoy) seiring dengan berlanjutnya pembangunan infrastruktur Pemerintah di berbagai wilayah Indonesia, termasuk proyek pembangunan infrastruktur di Ibu Kota Nusantara (IKN) di Kalimantan Timur. Sementara itu, meski ekspor secara keseluruhan berkontraksi sebesar 4,26% (yoy) akibat turunnya ekspor barang sejalan dengan perlambatan ekonomi global, ekspor jasa tetap tumbuh kuat didukung kenaikan kunjungan wisatawan mancanegara.

Pertumbuhan ekonomi Indonesia yang tetap kuat juga tercermin dari sisi Lapangan Usaha dan spasial. Secara Lapangan Usaha (LU), sebagian besar LU pada triwulan III 2023 tetap mencatat pertumbuhan positif, terutama ditopang oleh Industri Pengolahan, Perdagangan Besar dan Eceran, serta Konstruksi. Pertumbuhan LU tersebut ditopang permintaan domestik yang tetap kuat, termasuk pembangunan infrastruktur Pemerintah di berbagai wilayah. Sementara secara spasial, pertumbuhan ekonomi triwulan III 2023 yang tetap kuat juga terjadi di seluruh wilayah Indonesia.

Perusahaan berkontribusi dalam pengembangan infrastruktur nasional dalam menyediakan kebutuhan bagi pasar Beton Pracetak dan Readymix. Sepanjang tahun 2023, WSBP menyuplai Beton Pracetak senilai Rp.925.337.000.000,- dan Readymix senilai Rp 714.842.000.000,-. Nilai produksi tersebut mengindikasikan terjadi penurunan apabila dibandingkan dengan tahun 2022 sebesar 51 persen untuk Beton Pracetak dan peningkatan sebesar 7,1 persen untuk Readymix apabila dibandingkan dengan tahun 2022.

Dewan Komisaris mendukung penerapan strategi Perusahaan dalam mendorong pertumbuhan usaha, dimana Perusahaan melakukan inovasi tiada henti dalam mengembangkan produk beton precast yang berkualitas dan andal. Perusahaan menganggarkan biaya untuk melakukan penelitian dan pengembangan produk sebesar 1 Miliar Rupiah pada 2023, naik dibandingkan tahun 2022, yang sebesar 600 Juta Rupiah. Kenaikan ini terjadi salah satunya dikarenakan adanya kebutuhan perusahaan untuk menangkap peluang pasar akan produk readymix, beton precast, dan modular yang bervariasi terkait dengan isu *green building* dan *sustainability construction*, *Roller Compacted Concrete (RCC)*, *Mortar Foam Sebagai Pengganti Urugan Tanah*, *Mortar Foam Sebagai Filler Dinding Panel*, *Beton Fiber Ready Mix (Heavy Duty)*, Pengembangan *MockUp U-Ditch* dengan Beton Fiber, Inovasi Pengembangan Produk Geo Polimer (Beton Tanpa Semen), *i\_Home (Instant Home)*, *i\_Mod (Instant Modular)*, *i\_Build*, Automasi Pembuatan Model BIM *Full Slab*.

in line with the continued infrastructure development by the government across Indonesia, including infrastructure projects in the new capital city in East Kalimantan. While overall exports contracted by 4.26% (yoy) due to declining goods exports in line with the global economic slowdown, exports of services continued to grow strongly supported by an increase in foreign tourist arrivals.

Indonesia's continued strong economic growth is also reflected in terms of business fields and spatially. In terms of business fields, most business fields in the third quarter of 2023 still recorded positive growth, mainly driven by Manufacturing Industry, Wholesale and Retail Trade, and Construction. This business field growth is supported by strong domestic demand, including government infrastructure development across various regions. Meanwhile, spatially, strong economic growth in the third quarter of 2023 also occurred throughout Indonesia.

The Company contributes to national infrastructure development by providing the needs for Precast Concrete and Readymix markets. Throughout 2023, WSBP supplied Precast Concrete worth Rp925.337.000.000 and Readymix worth Rp714.842.000.000. These production values indicate a decrease compared to 2022 by 51% for Precast Concrete and an increase of 7.1% for Readymix compared to 2022.

Board of Commissioners supports the Company's strategy in driving business growth, where the Company continuously innovates in developing high-quality and reliable precast concrete products. The Company budgeted Rp1 billion for product research and development in 2023, an increase compared to 2022, which was Rp600 million. This increase was driven by the Company's need to capture market opportunities for various products related to green building and sustainability construction issues, *Roller Compacted Concrete (RCC)*, *Foam Mortar as Substitute for Soil Fill*, *Foam Mortar as Panel Wall Filler*, *Fiber Ready Mix Concrete (Heavy Duty)*, *Development of MockUp U-Ditch with Fiber Concrete*, *Geo Polymer Product Development Innovation (Concrete Without Cement)*, *i\_Home (Instant Home)*, *i\_Mod (Instant Modular)*, *i\_Build*, *Full Slab BIM Model Making Automation*.

Perusahaan juga terus berinovasi dengan menghasilkan produk-produk baru yaitu *Sloof precast*, penampang semi T *Girder*, spun pile tipe PHC, bantalan rel tipe 1067 dan tipe 1435, rumah precast modular WBP, Risha Tipe 36, SPRigWP tipe non standard, beton porous, produk tiang listrik beton-PLN. Inovasi produk readymix adalah pengecoran dengan menggunakan mortar foam yang telah dilakukan di Batching Plant Palembang.

The Company also continues to innovate by producing new products such as Precast Sloof, semi-T Girder section, PHC-type spun piles, 1067 and 1435-type rail sleepers, WBP modular precast houses, Risha Type 36, SPRigWP non-standard type, porous concrete, PLN concrete pole products. The readymix product innovation is casting using foam mortar, which has been carried out at Palembang Batching Plant.

## PENILAIAN ATAS KINERJA DIREKSI

Penilaian Dewan Komisaris terhadap kinerja Direksi dilaksanakan dengan menggunakan dasar *Key Performance Indicators* (KPI) yang telah ditetapkan dalam Rencana Kerja dan Anggaran Perusahaan (RKAP). Dewan Komisaris juga mempertimbangkan kondisi eksternal Perusahaan seperti Ekonomi Global dan Lokal, dan kondisi Sosial Politik. Hal ini dikarenakan pencapaian KPI tahun 2023 sangat dinamis dan dipengaruhi kondisi-kondisi eksternal tersebut.

## BOARD OF DIRECTORS' PERFORMANCE ASSESSMENT

The assessment of Board of Commissioners on the Board of Directors' performance is conducted based on Key Performance Indicators (KPIs) set forth in the Company's Work Plan and Budget (RKAP). Board of Commissioners also considers the Company's external conditions such as Global and Local Economy, and Social Political conditions. This is because the achievement of KPIs in 2023 is very dynamic and influenced by these external conditions.

Pencapaian KPI Direksi masih belum maksimal dengan hasil sebagai berikut:

The achievement of the Board of Directors' KPIs has not been optimal, with the following results:

	Revisi RKAP 2023 2023 RKAP Revision	Prognosa 2023 2023 Prognosis	Realisasi 2023 2023 Realization	Revisi RKAP 2023 vs Realisasi 2023 2023 RKAP Revision vs 2023 Realization	Prognosa 2023 vs Realisasi 2023 2023 Prognosis vs 2023 Realization
Pendapatan Usaha Revenues	1.605.826	1.444.098	1.487.588	108%	97%
Laba Kotor Gross profit	229.507	209.201	229.001	100%	91%
EBITDA	(300.753)	(325.055)	359.385	(84%)	(90%)
Laba (Rugi) Bersih Net Profit (Loss)	2.407	27.516	6.300	38%	437%
Total Aset Total Assets	5.223.861	4.839.246	4.473.146	117%	108%
Total Liabilitas Total Liabilities	5.804.149	5.482.373	5.137.640	113%	107%
Total Ekuitas Total Equity	(580.468)	(643.127)	(664.494)	87%	97%

Belum tercapainya target RKAP 2023 disebabkan oleh kesulitan likuiditas Perusahaan terutama karena terdapat keterlambatan pembayaran piutang, dimana total saldo piutang usaha per 31 Desember 2023 adalah 810 Miliar yang didominasi oleh PT Waskita Karya (Persero) Tbk sebesar 46%. Dari total saldo piutang, umur piutang diatas 90 hari adalah sebesar 673 Miliar dimana sebesar 45%nya didominasi oleh PT Waskita Karya (Persero) Tbk.

The failure to achieve the 2023 RKAP target was mainly due to the liquidity difficulties of the Company, especially because of delayed receivables payments, where the total balance of trade receivables as of December 31, 2023 was 810 billion dominated by PT Waskita Karya (Persero) Tbk at 46%. Of the total balance of receivables, receivables aged over 90 days amounted to 673 billion, of which 45% was dominated by PT Waskita Karya (Persero) Tbk.

Dewan Komisaris berpendapat Direksi perlu terus memperkuat *market intelligence* demi tercapainya target Perusahaan serta konsisten melaksanakan program efisiensi biaya dan efektivitas struktur organisasi sehingga dapat mendongkrak kinerja Perusahaan.

## KEGIATAN DEWAN KOMISARIS PADA TAHUN BUKU 2023

Sesuai dengan Anggaran Dasar Perusahaan dan peraturan perundang-undangan yang berlaku, Dewan Komisaris bertugas dan bertanggung jawab dalam melakukan pengawasan terhadap kebijakan dan kepengurusan Perusahaan yang dilakukan oleh Direksi, serta memberikan nasihat kepada Direksi. Pengawasan Dewan Komisaris dilakukan dengan tujuan akhir untuk mencapai peningkatan kinerja dan kemajuan Perusahaan. Dalam pelaksanaannya Dewan Komisaris dibantu oleh Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi.

Terkait dengan mekanisme pengawasan terhadap implementasi strategi Perusahaan, Dewan Komisaris terlibat dalam proses penyusunan Rencana Kerja dan Anggaran Perusahaan (RKAP) 2023 yang memuat tentang strategi dan sasaran bisnis serta rencana program kerja Perusahaan untuk tahun buku 2023 dalam rangka memastikan agar RKAP tersebut yang disusun tetap selaras dengan visi dan misi Perusahaan. Keterlibatan tersebut dilakukan sejak awal tahap penyusunan hingga persetujuan RKAP Tahun 2023 yang dilakukan pada tanggal 31 Januari 2023 berdasarkan Surat No.12/WBP/DK/2023 Perihal Persetujuan Rencana Kerja dan Anggaran Perusahaan (RKAP) Tahun 2023 PT Waskita Beton Precast Tbk. Terkait dengan persetujuan RKAP Tahun 2023, Dewan Komisaris telah memberikan catatan/nasihat secara tertulis kepada Direksi, antara lain:

1. Direksi mengidentifikasi seluruh permasalahan yang ada di Perusahaan dalam menyusun RKAP 2023.
2. Direksi membuat prioritas dalam mengoperasikan peralatan supaya beban pemeliharaan peralatan dapat ditekan.
3. Direksi menyampaikan tertulis dalam bentuk matriks dan timeline rencana Perusahaan serta permasalahan yang dihadapi sehingga Dewan Komisaris dapat memonitor sehingga jika ada kendala dapat disampaikan dan diselesaikan satu per satu.
4. Direksi memastikan kembali batas akhir tanggal penetapan dan penyampaian RKAP 2023.
5. Direksi memastikan kembali terkait pengajuan MCB pada ekuitas apakah sudah tepat.
6. Direksi menyampaikan laporan alat yang berisi detail dari peralatan mulai dari lokasi, kondisi alat, tingkat utilitas dan sebagainya.

Board of Commissioners believes that the Board of Directors needs to continue strengthening market intelligence to achieve the Company's targets and consistently implement cost efficiency and organizational structure effectiveness programs to boost the performance of the Company.

## BOARD OF COMMISSIONERS' ACTIVITIES IN 2023 FISCAL YEAR

In accordance with the Company's Articles of Association and applicable regulations, Board of Commissioners is tasked for supervising the policies and management of the Company conducted by the Board of Directors, and providing advice to the Board of Directors. Board of Commissioners' supervision is carried out with the ultimate goal of improving the Company's performance and progress. In its implementation, Board of Commissioners is assisted by Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee.

Regarding the oversight mechanism of the Company's strategy implementation, Board of Commissioners is involved in the preparation of the Company's 2023 Work Plan and Budget (RKAP) that contains the business strategy and targets as well as the Company's work program plan for 2023 fiscal year, to ensure that the RKAP prepared remains aligned with the Company's vision and mission. This involvement was done from the early stages of preparation until the approval of the 2023 RKAP on January 31, 2023, based on Letter No. 12/WBP/DK/2023 Regarding Approval of the Company's 2023 Work Plan and Budget (RKAP) of PT Waskita Beton Precast Tbk. Regarding the approval of the 2023 RKAP, Board of Commissioners has provided the following written notes/ advice to the Board of Directors:

1. The Board of Directors identify all existing problems in the Company in preparing the 2023 RKAP.
2. The Board of Directors prioritize the operation of equipment so that equipment maintenance costs can be minimized.
3. The Board of Directors submit in writing in the form of matrix and timelines, about the Company's plan and problems faced so that the Board of Commissioners can monitor them and if there are obstacles, they can be communicated and resolved one by one.
4. The Board of Directors ensure the deadline for the final determination and submission of the 2023 RKAP.
5. The Board of Directors ensure the correctness of the submission of MCB on equity.
6. The Board of Directors submit a tool report containing details of the equipment starting from location, equipment condition, utilization rate, and so on.

Dewan Komisaris juga terlibat dalam proses persetujuan Revisi RKAP Tahun 2023 yang dilakukan pada tanggal 02 November 2023 berdasarkan Surat No. 138/WBP/DK/2023 Perihal Persetujuan Revisi Rencana Kerja dan Anggaran Perusahaan (RKAP) Tahun 2023 PT Waskita Beton Precast Tbk, dimana Dewan Komisaris juga memberikan catatan/nasihat secara tertulis kepada Direksi, antara lain:

1. Direksi tetap merujuk dan mengikuti revisi RKAP milik PT Waskita Karya (Persero) Tbk ("Waskita") sebagai pemegang saham Seri A Perusahaan sehingga terdapat relevansi antara Revisi RKAP Perusahaan dan Revisi RKAP Waskita.
2. Direksi menyampaikan kajian mitigasi dari sisi hukum dan risiko dalam kaitannya dengan Permen BUMN No. PER-2/MBU/03/2023 Tahun 2023 mengingat pengajuan Direksi terkait Revisi RKAP Tahun Buku 2023 Perusahaan sebagaimana Surat No. 1471/WBP/DIR/2023 tanggal 24 Oktober 2023 telah melebihi jangka waktu maksimal Bulan Juli sebagaimana diatur dalam Peraturan Menteri Badan Usaha Milik Negara Republik Indonesia Nomor PER-2/MBU/03/2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara Pasal 96 ayat 6 "*Direksi menyampaikan rancangan perubahan RKAP yang telah ditandatangani bersama dengan Dewan Komisaris/ Dewan Pengawas kepada RUPS/Menteri untuk memperoleh pengesahan atas perubahan RKAP paling lambat pada akhir bulan Juli tahun berjalan, kecuali terhadap perubahan RKAP akibat penugasan dan/atau kebijakan pemerintah.*"
3. Dalam hal berdasarkan pertimbangan dan kajian Direksi sebagaimana angka 1 diatas bahwa revisi RKAP Perseroan tahun buku 2023 tidak bisa dilakukan maka revisi RKAP sebagaimana persetujuan Dewan Komisaris menjadi batal dan berlaku RKAP tahun buku 2023 Perusahaan sebagaimana persetujuan Dewan Komisaris Nomor 12/WBP/DK/2023 tanggal 31 Januari 2023.

Selain memantau perumusan RKAP 2023 dan Revisi RKAP Tahun 2023, Dewan Komisaris juga turut memantau dan mengawasi jalannya kinerja kepengurusan Perusahaan melalui penelaahan berkala terhadap laporan-laporan yang disampaikan oleh Direksi, antara lain Laporan Tahunan Perusahaan, Laporan Manajemen Triwulan Perusahaan dan Laporan Manajemen Lainnya.

Fungsi pengawasan terhadap kebijakan dan jalannya kinerja kepengurusan Perusahaan oleh Dewan Komisaris telah dilakukan melalui pemberian nasihat/tanggapan khususnya tanggapan tertulis terhadap rencana Aksi Korporasi atau Tindakan Operasi yang akan dilakukan oleh Perusahaan sebagaimana dimaksud dalam Surat yang dikeluarkan oleh Dewan Komisaris maupun dalam kaitannya dengan pemenuhan tugas Komite Audit, Komite Pemantau

Board of Commissioners was also involved in the process of approving the Revision of 2023 RKAP on November 2, 2023, based on Letter No. 138/WBP/DK/2023 Regarding Approval of the Revision of the Company's 2023 Work Plan and Budget (RKAP) of PT Waskita Beton Precast Tbk, where Board of Commissioners also provided the following written notes/advice to the Board of Directors:

1. The Board of Directors still refer to and follow the RKAP revision owned by PT Waskita Karya (Persero) Tbk ("Waskita") as the Company's Series A shareholder, hence there is a relevance between the Company's RKAP Revision and Waskita's RKAP Revision.
2. The Board of Directors provide a legal and risk mitigation study in relation to the SOE Ministerial Regulation No. PER-2/MBU/03/2023 for 2023 Fiscal Year considering that the Board of Directors' submission on the Revision of the Company's 2023 RKAP as stated in Letter No. 1471/WBP/DIR/2023 dated October 24, 2023 has exceeded the maximum timeframe of July as regulated in the Ministerial Regulation of State-Owned Enterprises of the Republic of Indonesia No. PER-2/MBU/03/2023 concerning Guidelines for Corporate Governance and Significant Corporate Activities of State-Owned Enterprises Article 96 paragraph 6 "*The Board of Directors submit a draft revision of RKAP that has been signed together with Board of Commissioners/Supervisory Board to the GMS/Minister for approval of the RKAP revision no later than the end of July of the current year, except for RKAP revision due to assignments and/or government policies.*"
3. In the event based on the Board of Directors' considerations and studies as mentioned in point 1 above that the revision of the Company's 2023 RKAP cannot be carried out, then the RKAP revision as approved by the Board of Commissioners becomes void and the Company's 2023 RKAP as approved by the Board of Commissioners No. 12/WBP/DK/2023 dated January 31, 2023 remains valid.

In addition to monitoring the formulation of the 2023 RKAP and the Revision of 2023 RKAP, the Board of Commissioners also monitored and supervised the performance of the Company's management through periodic reviews of reports submitted by the Board of Directors, including the Company's Annual Report, Quarterly Management Reports, and Other Management Reports.

The oversight function of Board of Commissioners over the policies and performance of the Company's management has been carried out through the provision of advice/responses, especially written responses, to Corporate Action Plans or Operational Actions planned by the Company as referred to in the Letters issued by the Board of Commissioners or in relation to the fulfillment of duties of Audit Committee, Risk Monitoring and Integrated Governance Committee, and

Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi dalam forum Rapat Dewan Komisaris dan/ atau Rapat Komite, baik yang mengundang Direksi atau Rapat antar internal Dewan Komisaris/Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi, dengan uraian sebagai berikut:

#### 1. Pelaksanaan Rencana Kerja Setiap Unit Kerja Yang Ditetapkan RKAP

Dewan Komisaris mencatat terdapat 11 (sebelas) unit kerja berbentuk divisi dimana Dewan Komisaris telah melaksanakan pengawasan dan memberikan catatan nasihat terhadap seluruh divisi tersebut, antara lain sebagai berikut:

- a. *Supply Chain Management* (Kebijakan Pengadaan)  
Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 132/WBP/DK/2023 tanggal 24 Oktober 2023 dengan agenda Telaah Kebijakan Pengadaan Barang & Jasa. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:
  - i) Direksi mengagendakan pembahasan lebih lanjut perihal pengintegrasian sistem pengadaan.
  - ii) Direksi mempertimbangkan untuk mengintegrasikan kontrak yang sifatnya manufaktur dengan Waskita induk.
  - iii) Direksi mendorong vendor untuk melakukan *self assessment* atas kinerja vendor.
- b. *Corporate Secretary* (GCG & Branding)  
Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 145.1/WBP/DK/2023 tanggal 16 November 2023 dengan agenda Telaah Pelaksanaan Prinsip-Prinsip Tata Kelola Perusahaan Yang Baik/ Serta Pemantauan Penerapan *Assessment* GCG Dalam Lingkup Audit. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:
  - i) Direksi mengkaji kembali tipe komite untuk menambahkan Direktur Operasi dalam tipe komite B.
  - ii) Direksi dapat membentuk SOP gratifikasi yang lebih jelas dan terperinci dalam penjelasan *Do's* dan *Dont's*, sehingga tercipta value independensi dari seluruh tim yang bekerja.
  - iii) Direksi melakukan sosialisasi WBS dengan jelas dan cara yang kreatif sehingga dapat memicu karyawan untuk melaporkan dalam kanal yang tersedia.

Selanjutnya berdasarkan Surat No. 145.1/WBP/DK/2023 tanggal 16 November 2023, Dewan Komisaris telah memberikan tindak lanjut rapat komite dengan agenda Telaah Pelaksanaan Prinsip-Prinsip GCG Dalam Lingkup Risiko dan Tata Kelola Terintegrasi. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

Nomination and Remuneration Committee in the Board of Commissioners' Meeting and/or Committee Meeting, both inviting the Board of Directors or Meetings between internal Board of Commissioners/Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee, with the following description:

#### 1. Implementation of Work Plan of Each Unit Established by RKAP

Board of Commissioners noted the existence of 11 (eleven) divisional units where Board of Commissioners has conducted oversight and provided advisory notes to all of these divisions, including the following:

- a. *Supply Chain Management* (Procurement Policy)  
Board of Commissioners has followed-up the committee meeting based on Letter No. 132/WBP/DK/2023 dated October 24, 2023, with the agenda of Reviewing Procurement Policy for Goods & Services. Board of Commissioners provided notes, including:
  - i) The Board of Directors schedule further discussions regarding the integration of procurement system.
  - ii) The Board of Directors consider integrating contracts of a manufacturing nature with the parent company, Waskita.
  - iii) The Board of Directors encourage vendors to conduct self-assessment of vendor performance.
- b. *Corporate Secretary* (GCG & Branding)  
Board of Commissioners has followed-up the committee meeting based on Letter No. 145.1/WBP/DK/2023 dated November 16, 2023, with the agenda of Reviewing the Implementation of Corporate Governance Principles/and Monitoring the Implementation of GCG Assessment Within the Scope of Audit. Board of Commissioners provided notes, including:
  - i) The Board of Directors review the committee type to add the Operations Director to committee type B.
  - ii) The Board of Directors could establish clearer and more detailed gratuity SOPs in the explanation of *Do's* and *Dont's*, to create independence value from the entire working team.
  - iii) The Board of Directors conduct clear and creative WBS socialization to trigger employees to report through available channels.

Furthermore, based on Letter No. 145.1/WBP/DK/2023 dated November 16, 2023, Board of Commissioners has followed-up the committee meeting with the agenda of Reviewing the Implementation of GCG Principles Within the Scope of Risk and Integrated Governance. Board of Commissioners provided notes, including:

- i) Direksi dapat menambahkan kriteria kondisional untuk memperhitungkan mitigasi risiko project berjalan.
- ii) Direksi memperkuat analisa risiko financial project untuk menjadi bahan *checklist* komite yang jelas dan terukur.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.154/WBP/DK/2023 tanggal 27 November 2023 dengan agenda Telaah Pelaksanaan Prinsip-prinsip Tata Kelola Perusahaan Yang Baik/ GCG Dalam Lingkup Nominasi dan Remunerasi. Dewan Komisaris memberikan catatan, antara lain yaitu Direksi memastikan tercapainya rencana kerja sebagaimana dipaparkan dengan memerhatikan pedoman, peraturan yang berlaku dan GCG.

c. Internal Audit (Rutin Program Audit)

Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.35/WBP/DK/2023 tanggal 31 Maret 2023 dengan agenda Laporan Triwulan IV 2022 Internal Audit, Pengawasan Efektivitas Audit Internal/ Eksternal dan Rencana Audit 2023 dan Telaah Piagam Audit 2023 (*Audit Charter*). Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi memastikan rencana program kerja audit 2023 dapat dilaksanakan seluruhnya.
- ii) Direksi memastikan tidak ada temuan berulang.
- iii) Direksi menyampaikan dampak efisiensi dari rencana audit.
- iv) Direksi melakukan monitoring atas temuan dari hasil audit eksternal.
- v) Direksi menerapkan *risk based audit* dalam rencana audit.
- vi) Direksi melakukan pengecekan pajak kendaraan tahunan.
- vii) Direksi menyampaikan status aset tetap yang berisi diantaranya, status, kondisi, lokasi aset tetap.
- viii) Direksi menambahkan kolom divisi, daerah, lokasi audit dan status pada tabel temuan audit setelah kolom rekomendasi.
- ix) Direksi mengembangkan model pengembangan kompetensi yang sifatnya non-klasikal.
- x) Direksi menambahkan *improvement* dalam laporan hasil audit.
- xi) Direksi menampilkan major dan mkinor dalam laporan hasil audit.
- xii) Direksi segera menindaklanjuti temuan audit eksternal.
- xiii) Direksi menyampaikan kepada Dewan Komisaris kajian terkait apakah lebih baik menjual atau memepertahankan aset.
- xiv) Direksi menindaklanjuti hasil temuan dengan bagian terkait dan menyampaikan tenggat

- i) The Board of Directors could add conditional criteria to consider ongoing project risk mitigation.
- ii) The Board of Directors strengthen financial project risk analysis to become a clear and measurable checklist for the committee.

Subsequently, Board of Commissioners has followed-up the committee meeting based on Letter No.154/WBP/DK/2023 dated November 27, 2023, with the agenda of Reviewing the Implementation of Good Corporate Governance Principles/ GCG within the Scope of Nomination and Remuneration. Board of Commissioners provided notes, including ensuring the achievement of work plan as presented by paying attention to applicable guidelines, regulations, and GCG.

c. Internal Audit (Routine Audit Program)

Board of Commissioners has followed-up to the committee meeting based on Letter No.35/WBP/DK/2023 dated March 31, 2023, with the agenda of Fourth Quarter 2022 Internal Audit Report, Supervision of Internal/ External Audit Effectiveness and 2023 Audit Plan and Review of the 2023 Audit Charter. Board of Commissioners provided notes, including:

- i) The Board of Directors ensure that the 2023 audit work program plan could be fully implemented.
- ii) The Board of Directors ensure no recurring findings.
- iii) The Board of Directors present the efficiency impact of the audit plan.
- iv) The Board of Directors monitor findings from external audit results.
- v) The Board of Directors apply risk-based audit in the audit plan.
- vi) The Board of Directors check annual vehicle tax.
- vii) The Board of Directors present the status of fixed assets including status, condition, and location of fixed assets.
- viii) The Board of Directors add columns for division, area, audit location, and status in the audit findings table after the recommendation column.
- ix) The Board of Directors develop a non-classical competency development model.
- x) The Board of Directors add improvements in the audit results report.
- xi) The Board of Directors display major and minor issues in the audit results report.
- xii) The Board of Directors promptly follow up on external audit findings.
- xiii) The Board of Directors present to the Board of Commissioners a study on whether it is better to sell or retain assets.
- xiv) The Board of Directors follow up on findings with the relevant departments and set deadlines for



- waktu untuk menindaklanjuti hasil temuan.
- xv) Direksi menyampaikan rencana terhadap aset-aset yang idle.
  - xvi) Direksi menyampaikan hasil audit dikaitkan dengan rencana kerja manajemen.
  - xvii) Direksi menyampaikan dasar dalam menambahkan atau menghapus hal-hal yang terdapat dalam Piagam Audit Internal Tahun 2023.
  - xviii) Direksi memeriksa kembali dan melakukan pembaruan istilah selaras dengan peraturan yang terbaru.
  - xix) Direksi menuangkan Piagam Audit Internal Tahun 2023 terkait analisa *cost and benefit* dalam pelaksanaan audit internal.
  - xx) Direksi lebih menekankan pendekatan *risk based audit* dalam Piagam Audit Internal Tahun 2023.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 69/WBP/DK/2023 tanggal 30 Mei 2023 dengan agenda Penyampaian Progress Realisasi Program Kerja Internal Audit Division Triwulan I Tahun 2023. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi membuat indikator dan melakukan monitor atas tindak lanjut temuan.
- ii) Direksi melakukan internalisasi peraturan kepada seluruh pegawai.
- iii) Direksi memerhatikan pelaksanaan mitigasi risiko.
- iv) Direksi menyampaikan rencana audit TW I yang dibandingkan dengan realisasi TW I.
- v) Direksi menyampaikan latar belakang dari penentuan objek audit.
- vi) Direksi memberikan kertas kerja audit kepada Dewan Komisaris.
- vii) Direksi mempertimbangkan bahwa penyampaian hasil audit oleh Internal Audit ditujukan kepada President Director kemudian dari President Director mendisposisikan ke bagian terkait.
- viii) Direksi mencantumkan hasil audit sebelumnya di dalam paparan.
- ix) Direksi menindaklanjuti temuan berulang.
- x) Direksi mengatur prosedur pemindahan alat dan monitoring alat serta kelengkapan dokumen pemindahan alat.
- xi) Direksi membuat timeline untuk tindak lanjut hasil audit.
- xii) Direksi dalam menyampaikan materi menyesuaikan dengan topik masalah. Hal ini mengingat narasi yang panjang akan mengaburkan apa yang dipahami.

following up on findings.

- xv) The Board of Directors present plans for idle assets.
- xvi) The Board of Directors audit results related to the management work plans.
- xvii) The Board of Directors present the basis for adding or removing items in the 2023 Internal Audit Charter.
- xviii) The Board of Directors review and update terminology in line with the latest regulations.
- xix) The Board of Directors include a cost-benefit analysis in the implementation of internal audits in the 2023 Internal Audit Charter.
- xx) The Board of Directors emphasize a risk-based audit approach in the 2023 Internal Audit Charter.

Furthermore, Board of Commissioners has followed-up the committee meeting based on Letter No. 69/WBP/DK/2023 dated May 30, 2023, with the agenda of Presenting Progress on the Implementation of Internal Audit Division's Work Program for the First Quarter of 2023. Board of Commissioners provided notes, including:

- i) The Board of Directors establish indicators and monitor follow-up actions to findings.
- ii) The Board of Directors conduct internalization of regulations to all employees.
- iii) The Board of Directors pay attention to risk mitigation implementation.
- iv) The Board of Directors present the Q1 audit plan compared to Q1 realization.
- v) The Directors provided background on the determination of audit objects.
- vi) The Board of Directors provide audit workpapers to the Board of Commissioners.
- vii) The Board of Directors consider that the audit results should be presented by the Internal Audit to the CEO and then by the CEO to the relevant department.
- viii) The Board of Directors include previous audit findings in the presentation.
- ix) The Board of Directors follow up on recurring findings.
- x) The Board of Directors arrange procedures for equipment transfer and monitor equipment and document completeness for equipment transfer.
- xi) The Board of Directors create a timeline for follow-up actions on audit findings.
- xii) In delivering materials, the Board of Directors adapt to the problem topic. This is because a long narrative will obscure the understanding.

- xiii) Direksi memastikan prosedur pengajuan lembur pegawai berjalan sesuai dengan prosedur.

- xiii) The Board of Directors ensure that the employee overtime submission procedure are running in accordance with the procedure.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.118.1/WBP/DK/2023 tanggal 26 September 2023 dengan agenda Laporan Realisasi Program Kerja Internal Audit Division Triwulan II dan III Tahun 2023, Rencana Kerja Internal Audit Division Triwulan IV Tahun 2023 dan Sosialisasi Aplikasi Sistem Informasi Audit (SIA), dengan catatan antara lain, sebagai berikut yaitu:

Next, the Board of Commissioners has followed-up to the committee meeting based on Letter No.118.1/WBP/DK/2023 dated September 26, 2023, with the agenda of Reporting on the Implementation of Internal Audit Division's Work Program for Quarter II and III of 2023, Internal Audit Division Work Plan for Quarter IV of 2023, and Socialization of Audit Information System (AIS), with notes including, but not limited to, the following:

- i) Laporan Realisasi Program Kerja Internal Audit Division Triwulan II dan III Tahun 2023 Dewan Komisaris memberikan catatan antara lain sebagai berikut, yaitu:
- » Direksi menindaklanjuti kelalaian dan kesalahan prosedur yang dituangkan dalam Laporan Hasil audit.
  - » Direksi mempertimbangkan pemberian sanksi dan teguran atas ketidakpatuhan.
  - » Direksi melakukan evaluasi atas standard cost yang ditetapkan sudah sesuai.
  - » Direksi memeriksa syarat-syarat yang harus dipenuhi untuk mengajukan revisi MAPP.
  - » Direksi memperbaiki bahasa rekomendasi supaya lebih tegas dan tidak ada bahasa yang multitafsir.
  - » Direksi memastikan divisi yang membawahi plant atau batching plant melakukan supervisi atas temuan audit.
  - » Direksi menjaga proses tata kelola Perusahaan.
  - » Direksi merekapitulasi dan mengajukan dana kalibrasi seluruh *plant* atau *batching plant* kepada bagian keuangan pada saat penyusunan RKAP.
  - » Direksi membuat dan melengkapi checklist kepatuhan pada setiap plant atau batching plant.
  - » Direksi membuat aturan tertulis atau kebijakan terkait skema supply by owner (SBO).
  - » Direksi mencantumkan tanggal transaksi terjadinya biaya dibayar di muka.
  - » Direksi mengatur alur persetujuan jika terdapat kontrak yang tidak sesuai dengan draft standar perjanjian yang telah ditetapkan oleh Manajemen.

- i) Reporting on the Implementation of Internal Audit Division's Work Program for Quarter II and III of 2023 The Board of Commissioners provided notes, including:
- » The Board of Directors follow up on negligence and procedural errors outlined in the Audit Results Report.
  - » The Board of Directors consider imposing sanctions and reprimands for non-compliance.
  - » The Board of Directors evaluate whether the set standard costs were appropriate.
  - » The Board of Directors review the requirements for submitting MAPP revisions.
  - » The Board of Directors improve the language of recommendations to be clearer and free of ambiguous words.
  - » The Board of Directors ensure that the division overseeing the plant or batching plant is supervising audit findings.
  - » The Board of Directors maintain the Company's governance process.
  - » The Board of Directors summarize and allocate calibration funds for all plants or batching plants to the finance department during RKAP preparation.
  - » The Board of Directors create and complete compliance checklists for each plant or batching plant.
  - » The Board of Directors establish written rules or policies regarding the supply by owner (SBO) scheme.
  - » The Board of Directors include the date of occurrence of pre-paid expenses in transactions.
  - » The Board of Directors establish approval procedures if contracts are deviated from the standard draft agreements set by Management.

- ii) Rencana Kerja Internal Audit Division Triwulan IV Tahun 2023 Dewan komisaris memberikan catatan antara lain, yaitu agar Internal Audit memastikan tercapainya rencana kerja sebagaimana dipaparkan dengan memerhatikan pedoman, peraturan yang berlaku serta GCG.
  - iii) Sosialisasi Aplikasi Sistem Informasi Audit (SIA) Dewan Komisaris memberikan catatan antara lain, yaitu:
    - » Direksi menyampaikan detail monitoring audit dalam SIA.
    - » Direksi menyampaikan manual book SIA kepada Dewan Komisaris dan Komite.
    - » Direksi menghadiri setiap rapat bersama Dewan Komisaris dan Komite.
- d. Information Technology (Kebijakan IT)  
Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.41.1/WBP/DK/2023 tanggal 17 April 2023 dengan agenda Telaah Kebijakan Sistem & TI. Dewan Komisaris memberikan catatan antara lain, yaitu agar ada monitoring terhadap prosedur yang sudah kadaluarsa atau sudah diupdate.
- e. Corporate Strategy Risk Management (RKAP,KPI,RJPP)  
Terkait dengan RKAP, Dewan Komisaris telah memberikan persetujuan dan catatan sebagaimana dijelaskan di bagian atas.

Selanjutnya, Dewan Komisaris telah memberikan persetujuan terkait Persetujuan Realisasi Pencapaian Kinerja Perusahaan (Korporat) PT Waskita Beton Precast Tbk Tahun 2022 dan Permohonan Persetujuan Kontrak Manajemen Tahunan Yang Memuat KPI Direksi Secara Kolegial dan Individual Antara Dewan Komisaris dan Direksi PT Waskita Beton Precast Tbk Tahun 2023. Dewan Komisaris juga memberikan tindak lanjut rapat komite berdasarkan Surat No.54/WBP/DK/2023 tanggal 16 Mei 2024 dengan agenda Permohonan Persetujuan Realisasi Pencapaian Kinerja Perusahaan (Korporat) PT Waskita Beton Precast Tbk Tahun 2022 dan Permohonan Persetujuan Kontrak Manajemen Tahunan Yang Memuat KPI Direksi Secara Kolegial dan Individual Antara Dewan Komisaris dan Direksi PT Waskita Beton Precast Tbk Tahun 2023. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi melakukan tindak lanjut hasil GCG tidak hanya poin yang dikomentari, tetapi perbaikan mendasar.
- ii) Direksi dapat menyajikan nilai EBITDA dalam rapat Direksi dan Dewan Komisaris setiap bulannya.

- ii) ii. Internal Audit Division Work Plan for Quarter IV of 2023 Board of Commissioners provided notes, including that Internal Audit should ensure the achievement of the work plan as presented by observing applicable guidelines, regulations, and GCG.
  - iii) Socialization of Audit Information System (AIS) The Board of Commissioners provided notes, including:
    - » The Board of Directors present detailed audit monitoring in the AIS.
    - » The Board of Directors provide the AIS manual book to the Board of Commissioners and Committees.
    - » The Board of Directors attend every meeting with the Board of Commissioners and Committees.
- d. Information Technology (IT Policy)  
Board of Commissioners has followed-up the committee meeting based on Letter No.41.1/WBP/DK/2023 dated April 17, 2023, with the agenda of Reviewing System & IT Policies. Board of Commissioners provided notes, including the availability of monitoring of expired or updated procedures.
- e. Corporate Strategy Risk Management (RKAP, KPI, RJPP) Regarding RKAP, Board of Commissioners approved and provided notes as explained above.

Furthermore, Board of Commissioners approved the Realization Approval of Corporate Performance Achievement (Corporate) of PT Waskita Beton Precast Tbk for 2022 and Request for Approval of Annual Management Contracts Containing Collegial and Individual Directorate KPIs Between Board of Commissioners and Board of Directors of PT Waskita Beton Precast Tbk for 2023. Board of Commissioners has also followed-up the committee meeting based on Letter No.54/WBP/DK/2023 dated May 16, 2024, with the agenda of Request for Approval of Realization of Corporate Performance Achievement of PT Waskita Beton Precast Tbk for 2022 and Request for Approval of Annual Management Contracts Containing Collegial and Individual Directorate KPIs Between Board of Commissioners and Board of Directors of PT Waskita Beton Precast Tbk for 2023. Board of Commissioners provided notes, including:

- i) The Board of Directors follow up on GCG results not only on commented points but fundamental improvements.
- ii) The Board of Directors could present EBITDA values in both Board of Directors and Board of Commissioners meetings every month.

- iii) Direksi melakukan evaluasi terkait hasil KPI President Director tahun 2022 yang tercapai dan lebih tinggi dibandingkan dengan KPI Direktorat di bawahnya. Hal ini seharusnya tidak terjadi kembali pada KPI Tahun 2023.
- iv) Direksi mempertimbangkan pembuatan alat monitoring KPI digital dalam *dashboard* sehingga dapat dimonitoring dengan mudah baik oleh Manajemen maupun Dewan Komisaris. Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.105.1/WBP/DK/2023 tanggal 21 Agustus 2023 dengan agenda Penyampaian Laporan Manajemen TW II Tahun 2023 PT Waskita Beton Precast Tbk dan Penyampaian Realisasi KPI Korporat dan Direktorat TW II Tahun 2023 PT Waskita Beton Precast Tbk. Dewan Komisaris memberikan catatan antara lain, yaitu:
  - i) Direksi mempertahankan komposisi segmen precast yang lebih besar dibandingkan dengan segmen konstruksi.
  - ii) Direksi mengklasifikasi proyek MRA dan Non-MRA.
  - iii) Direksi selalu menginformasikan perkembangan dari Bank DKI.
  - iv) Direksi dalam mengadopsi atau mengimplementasikan sistem untuk pengelolaan aset (peralatan) dapat mengakomodasi kondisi alat (rusak atau tidak rusak).
  - v) Direksi mempertimbangkan untuk hasil laporan dari perjalanan dinas dapat terintegrasi dengan SAP.
  - vi) Direksi menuntun kepada atasan untuk mengomunikasikan *gap* yang ada dalam tim kepada anggota tim.
  - vii) Direksi menampilkan EBITDA pada saat paparan dari manajemen.
  - viii) Direksi menyampaikan upaya untuk mempercepat konversi tagihan bruto menjadi piutang dan kas.
  - ix) Direksi memisahkan *inventory days* sesuai dengan jenis persediaan, yaitu bahan baku dan produk barang jadi.
  - x) Direksi mengukur biaya dari *product defect*.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 132/WBP/DK/2023 tanggal 24 Oktober 2023 dengan agenda Telaah Rancangan RJPP sebagaimana dijelaskan pada bagian Kepatuhan Direksi Dalam Menjalankan Pengurusan Perusahaan Sesuai Rencana Strategis Jangka Panjang Perusahaan.

- iii) The Board of Directors evaluate the achievement of KPIs for the President Director in 2022, which is achieved and higher than the Directorate's KPIs below. This should not happen again in the 2023 KPIs.
- iv) The Board of Directors consider creating digital KPI monitoring tools on the dashboard for easy monitoring by both Management and the Board of Commissioners.

Furthermore, Board of Commissioners has followed-up the committee meeting based on Letter No.105.1/WBP/DK/2023 dated August 21, 2023, with the agenda of Presenting the Management Report for Quarter II of 2023 of PT Waskita Beton Precast Tbk and Presenting the Realization of Corporate and Directorate KPIs for Quarter II of 2023 of PT Waskita Beton Precast Tbk. Board of Commissioners provided notes, including:

- i) The Board of Directors maintain a larger precast segment composition compared to the construction segment.
- ii) The Board of Directors classify MRA and Non-MRA projects.
- iii) The Board of Directors consistently give information about developments from Bank DKI.
- iv) The Board of Directors, in adopting or implementing systems for asset management (equipment), could accommodate the condition of the equipment (damaged or undamaged).
- v) The Board of Directors consider whether travel expense report results could be integrated with SAP.
- vi) The Board of Directors guide supervisors to communicate team gaps to team members.
- vii) The Board of Directors present about EBITDA during management presentations.
- viii) The Board of Directors convey efforts to expedite the conversion of gross billing into receivables and cash.
- ix) The Board of Directors separate inventory days by type of inventory, namely raw materials and finished goods.
- x) The Board of Directors measure the cost of product defects.

Next, the Board of Commissioners has followed-up the committee meeting based on Letter No. 132/WBP/DK/2023 dated October 24, 2023, with the agenda of Reviewing the Draft RJPP as explained in the Compliance of Board of Directors in Managing the Company in Accordance with the Company's Long-Term Strategic Plan.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 154/WBP/DK/2023 tanggal 27 November 2023 dengan agenda Pembahasan Penyampaian Realisasi KPI Korporat dan Direktorat TW III Tahun 2023 PT Waskita Beton Precast Tbk. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi menyampaikan progres audit eksternal atas Laporan Keuangan TW III.
- ii) Direksi memperbaiki *winning rate* untuk meningkatkan kinerja Perusahaan.
- iii) Direksi senantiasa berupaya meningkatkan *risk maturity level*.

f. Business Development & Marketing (Divestasi & Pemasaran)

Pencapaian Nilai Kontrak Baru dibahas dalam setiap Rapat Direksi bersama Dewan Komisaris.

g. Human Capital Management (Kebijakan HC)

Dewan Komisaris telah memberikan tanggapan dan/ atau persetujuan terkait perubahan struktur organisasi sebagaimana telah dibahas dalam bagian 8. Perubahan Struktur Organisasi.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.105.2/WBP/DK/2023 tanggal 21 Agustus 2023 dengan agenda Telaah kebijakan Pengelolaan SDM dan Suksesi Manajemen. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi melakukan *employee orientation* tidak hanya kepada pegawai baru, tetapi juga kepada pegawai yang sudah lama.
- ii) Direksi mendorong pegawai-pegawai yang memiliki *high potential* menjadi *high performance*.
- iii) Direksi mengantisipasi dan mencegah turunnya motivasi pegawai akibat dari isu *downsizing*.
- iv) Direksi melakukan upaya diseminasi budaya perusahaan, visi dan misi, *business core*, serta merekatkan kebersamaan diantara pegawai dengan tujuan untuk membuat Perusahaan menjadi lebih baik dan maju.
- v) Direksi memastikan adanya *refreshing* pada pegawai Perusahaan.
- vi) Direksi menambahkan populasi dalam presentase *succession mapping*.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.154/WBP/DK/2023 tanggal 27 November 2023 dengan

Furthermore, Board of Commissioners has followed-up the committee meeting on Letter No. 154/WBP/DK/2023 dated November 27, 2023, with the agenda of Discussing the Presentation of Corporate and Directorate KPI Achievement for Q3 2023 of PT Waskita Beton Precast Tbk. Board of Commissioners provided notes, including:

- xi) The Board of Directors present the progress of external audit on the Financial Statements for Q3.
- xii) The Board of Directors improve the winning rate to enhance the Company's performance.
- xiii) The Board of Directors continuously strive to improve the risk maturity level.

f. Business Development & Marketing (Divestment & Marketing)

The Achievement of New Contract Value is discussed in every Board of Directors Meeting with Board of Commissioners.

g. Human Capital Management (HC Policy)

Board of Commissioners has provided feedback and/or approval regarding organizational structure changes as discussed in section 8. Organizational Structure Changes.

Furthermore, Board of Commissioners has followed-up the committee meeting based on Letter No. 105.2/WBP/DK/2023 dated August 21, 2023, with the agenda of Reviewing the Human Capital Management Policy and Management Succession. Board of Commissioners provided notes, including:

- i) The Board of Directors conduct employee orientation not only for new employees but also for long-term employees.
- ii) The Board of Directors encourage employees with high potential to become high performers.
- iii) The Board of Directors anticipate and prevent a decrease in employee motivation due to downsizing issues.
- iv) The Board of Directors make efforts to disseminate company culture, vision, mission, business core, and foster togetherness among employees with the aim of making the Company better and more advanced.
- v) The Board of Directors ensure employee refreshment.
- vi) The Board of Directors increase the population in the percentage of succession mapping.

Furthermore, Board of Commissioners has followed-up to the committee meeting based on Letter No. 154/WBP/DK/2023 dated November 27, 2023, with the

agenda Telaah kebijakan Manajemen Talenta. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi melakukan pemetaan talenta terhadap seluruh pegawai.
- ii) Direksi melakukan *assessment* terhadap seluruh pegawai untuk memperpendek tahapan penjarangan.
- iii) Direksi memperbarui prosedur dalam penilaian performa perihal pegawai harus melakukan tindak lanjut audit.
- iv) Direksi melakukan *coaching clinic* untuk pegawai dengan nilai asesmen yang rendah.
- v) Direksi melakukan asesmen tidak hanya untuk kebutuhan internal, tetapi juga untuk peluang di Induk atau AP tingkat 2.

h. Finance & Accounting (Kebijakan Keuangan & Akuntansi)

Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No.41.1/WBP/DK/2023 tanggal 17 April 2023 dengan agenda Telaah kebijakan Akuntansi dan Pelaporan Keuangan. Dewan Komisaris memberikan catatan antara lain, yaitu:

- i) Direksi menyelesaikan permasalahan persediaan yang dianggap stok bebas dan jangan sampai menjadi beban jika tidak diselesaikan secara tuntas (seperti: dilelang, dll).
- ii) Direksi menyampaikan rincian persediaan berdasarkan hasil *assessment* dari KJPP Toha beserta analisa kualitatifnya.
- iii) Direksi menyampaikan latar belakang, sasaran dan tujuan dari setiap tindak lanjut yang dilakukan.
- iv) Direksi mengajukan surat ke Waskita Induk terkait dengan pajak yang sudah belum disetor atas transaksi dengan Waskita Induk.
- v) Direksi menyampaikan komparasi penyusutan aset tetap komersial dan fiskal.

i. QHSE

j. Internal Control

Terkait QHSE dan Internal Control, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 169.1/WBP/DK/2023 tanggal 15 Desember 2023 dengan agenda Telaah Pencapaian Kinerja Unit Kerja. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- i) Direksi menjadikan temuan *Quality Control* untuk memperbaiki kualitas produk sehingga tidak terjadi lagi produk cacat atau gagal yang sangat berdampak pada naiknya biaya.
- ii) Direksi mempertimbangkan kontribusi produk gagal atau cacat sebagai evaluasi kinerja pegawai.

agenda of Reviewing the Talent Management Policy. Board of Commissioners provided notes, including:

- i) The Board of Directors conduct the mapping of talents across all employees.
- ii) The Board of Directors conduct assessments of all employees to shorten the screening stages.
- iii) The Board of Directors update procedures in performance assessment regarding employees' follow-up audits.
- iv) The Board of Directors conduct coaching clinics for employees with low assessment scores.
- v) The Board of Directors conduct assessments not only for internal needs but also for opportunities at the Parent or Level 2 Holding Company.

h. Finance & Accounting (Financial & Accounting Policy)

Board of Commissioners has followed-up the committee meeting based on Letter No. 41.1/WBP/DK/2023 dated April 17, 2023, with the agenda of Reviewing the Accounting and Financial Reporting Policy. Board of Commissioners provided notes, including:

- i) The Board of Directors resolve inventory issues considered as free stock and should not become a burden if not resolved completely (e.g., through auction, etc.).
- ii) The Board of Directors provide details of inventory based on the assessment results from KJPP Toha along with qualitative analysis.
- iii) The Board of Directors provide the background, objectives, and goals of each follow-up action taken.
- iv) The Board of Directors submit a letter to Waskita Parent regarding taxes that have not been paid for transactions with Waskita Parent.
- v) The Board of Directors present a comparison of commercial and fiscal fixed asset depreciation.

i. QHSE

j. Internal Control

Regarding QHSE and Internal Control, Board of Commissioners has followed-up the committee meeting based on Letter No. 169.1/WBP/DK/2023 dated December 15, 2023, with the agenda of Reviewing the Performance Achievement of Work Units. Board of Commissioners provided notes, including:

- i) The Board of Directors utilize Quality Control findings to improve product quality to prevent defective or failed products, which significantly impact cost increases.
- ii) The Board of Directors consider the contribution of defective or faulty products as an evaluation of employee performance.

- iii) Direksi melalui *Quality Control* mampu dan berani memberhentikan proses produksi yang memang sudah dipastikan menghasilkan kualitas produk yang tidak sesuai.
  - iv) Direksi melakukan upaya penanganan *customer complaints* atas produk-produk *reject* maupun *defect*.
  - v) Direksi, disamping memaparkan jumlah produk cacat dan gagal, juga menyampaikan nilai produk yang gagal serta biaya yang harus dikeluarkan untuk perbaikan produk cacat.
  - vi) Direksi menambahkan satu kolom kondisi sebelum dimasukkan dalam program kerja audit serta pada kolom kendala, dibuatkan kalimat yang ada korelasinya.
- k. Legal (Kepatuhan Peraturan Perundang-undangan)  
Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 132/WBP/DK/2023 tanggal 24 Oktober 2023 dengan agenda Telaah Kepatuhan Direksi Terhadap Undang-undang dan Peraturan yang Berlaku. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:
- i) Direksi mempertimbangkan untuk mengalihkan *inventory* sebagai pemberian CSR Perusahaan.
  - ii) Direksi melakukan sosialisasi secara tepat atas perubahan peraturan kepada pegawai Perusahaan.
  - iii) Direksi menyampaikan matriks perubahan peraturan lama dengan peraturan baru.
- 2. Kepatuhan Direksi Dalam Menjalankan Pengurusan Perusahaan Sesuai Rencana Strategis Jangka Panjang Perusahaan**
- Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 132/WBP/DK/2023 tanggal 24 Oktober 2023 dengan agenda Telaah Rancangan Rencana Jangka Panjang Perusahaan (RJPP) sebagai bentuk pengawasan Dewan Komisaris terhadap Perusahaan yang belum memiliki RJPP. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:
- a. Direksi memperbaiki bahasa yang menyatakan "Jumlah vendor terlalu banyak" dalam matriks SWOT di aspek *Weakness*. Hal ini dapat ditafsirkan jika terlalu banyak vendor seharusnya Perusahaan memiliki *bargaining power* yang tinggi.
  - b. Direksi menelaah kembali atas pendapatan lain-lain pada tahun 2023 dan 2024. Hal ini mengingat pengakuan pendapatan lain-lain atas keputusan homologasi sudah diakui pada tahun 2022.
  - c. Direksi membuat *baseline* sebagai pijakan untuk pertumbuhan pada tahun-tahun berikutnya.
- iii) The Board of Directors, through Quality Control, are capable and willing to stop production processes that are confirmed to produce products of unsatisfactory quality.
  - iv) The Board of Directors make efforts to handle customer complaints regarding rejected or defective products.
  - v) The Board of Directors, in addition to presenting the number of defective and failed products, also present the value of failed products and the costs incurred for defective product repairs.
  - vi) The Board of Directors add a column for conditions before entering the audit work program, and in the constraint column, sentences with correlations are created.
- k. Legal (Compliance with Laws and Regulations)  
Board of Commissioners has followed-up the committee meeting based on Letter No. 132/WBP/DK/2023 dated October 24, 2023, with the agenda of Reviewing Compliance of the Board of Directors with Applicable Laws and Regulations. Board of Commissioners provided notes, including:
- i) i. The Board of Directors consider diverting inventory as a Corporate Social Responsibility (CSR) initiative.
  - ii) ii. The Board of Directors conduct appropriate socialization of regulatory changes to Company employees.
  - iii) iii. The Board of Directors provide a matrix of old regulation changes with new regulations.
- 2. Compliance of Board of Directors in Managing the Company According to the Long-Term Strategic Plan**
- Board of Commissioners has followed-up the committee meeting based on Letter No. 132/WBP/DK/2023 dated October 24, 2023, with the agenda of Reviewing the Draft of Long-Term Company Plan (RJPP) as a form of oversight by Board of Commissioners over the Company that does not yet have an RJPP. Board of Commissioners provided notes, including:
- a. The Board of Directors improve the language stating "Too many number of vendors " in the SWOT matrix under Weakness. This could be interpreted that if there are too many vendors, the Company should have high bargaining power.
  - b. The Board of Directors review other income in 2023 and 2024. This is considering that recognition of other income from homologation decisions has already been acknowledged in 2022.
  - c. The Board of Directors establish a baseline as a basis for growth in the following years.

- d. Direksi merinci ukuran-ukuran pada *stage 1* transformasi Perusahaan.
- e. Direksi menyampaikan *milestone* atas strategi membuka pasar lintas negara pada *stage 3* transformasi Perusahaan.
- f. Direksi dalam menyusun RJPP melihat ketersambungan dengan ranca *holding* serta *stakeholders* lainnya seperti Kementerian PUPR.
- g. Direksi dalam menyusun RJPP mengacu pada hasil homologasi dan disajikan dalam setiap transformasi.
- h. Direksi menjelaskan penyebab perubahan margin dari setiap *Stage* transformasi Perusahaan.
- i. Direksi menyampaikan kendala-kendala atas kegiatan ekspor yang telah dilakukan.
- j. Direksi menjelaskan *timeline* RJPP mulai dari pengajuan hingga pengesahan dan evaluasi serta *threshold* organ Perusahaan yang dibutuhkan untuk persetujuan RJPP.
- k. Direksi menambahkan penjelasan terkait pembahasan aspek hukum, aspek mitigasi risiko terkait masing-masing rencana aspek aksi korporasi.

### 3. Telaah Action Plan Sehubungan Going Concern Perusahaan

Dewan Komisaris telah membahas mengenai *Going Concern* Perusahaan berdasarkan Surat No.18/WBP/DK/2023 tanggal 22 Februari 2023. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- a. Direksi menyusun *timeline* strategi pemasaran *long term* yang termasuk namun tidak terbatas pada bentuk, perubahan organisasi, strategi, infrastruktur Perusahaan yang mendukung perubahan strategi dari korporasi ke retail.
- b. Direksi mempertimbangkan *cost and benefit* dalam menyusun strategi.
- c. Direksi memperhatikan penambahan mutu produk.
- d. Direksi memperhatikan efisiensi biaya dan waktu.
- e. Direksi menyampaikan tren efektivitas dan efisiensi.
- f. Direksi menyampaikan *flow* keamanan terhadap penjualan langsung.
- g. Direksi menyampaikan kendala dari hasil evaluasi terhadap *standar cost*.

### 4. Pengikatan Jaminan Piutang dan Peningkatan Jaminan Aset Tetap PT Bank Rakyat Indonesia (Persero) Tbk

Dewan Komisaris telah menyetujui permohonan persetujuan pengikatan jaminan piutang dan peningkatan jaminan aset tetap kepada PT Bank Rakyat Indonesia

- d. The Board of Directors detail the measurements at stage 1 of the Company's transformation.
- e. The Board of Directors provide milestones for the strategy of opening international markets at stage 3 of the Company's transformation.
- f. The Board of Directors, in preparing the RJPP, consider the connection with the holding plan and other stakeholders such as the Ministry of Public Works and Housing.
- g. The Board of Directors, in preparing the RJPP, refer to the homologation results and present them in every transformation.
- h. The Board of Directors explain the reasons for margin changes at each stage of the Company's transformation.
- i. The Board of Directors present obstacles to export activities that have been carried out.
- j. The Board of Directors explain the RJPP timeline from submission to approval and evaluation, as well as the Company organ threshold required for RJPP approval.
- k. The Board of Directors add explanations regarding the discussion of legal aspects, risk mitigation aspects related to each corporate action plan.

### 3. Review of Action Plan Regarding the Company's Going Concern

Board of Commissioners discussed the Company's *Going Concern* based on Letter No. 18/WBP/DK/2023 dated February 22, 2023. Board of Commissioners provided notes, including:

- a. The Board of Directors develop a timeline for long-term marketing strategies including but not limited to form, organizational changes, strategies, and Company infrastructure supporting the change from corporate to retail strategy.
- b. The Board of Directors consider cost and benefit in developing strategies.
- c. The Board of Directors focus on improving product quality.
- d. The Board of Directors pay attention to cost and time efficiency.
- e. The Board of Directors present trends in effectiveness and efficiency.
- f. The Board of Directors present security flow for direct sales.
- g. The Board of Directors present constraints from the evaluation of cost standards.

### 4. Pledging of SReceivables and Increase in Fixed Asset Collateral to PT Bank Rakyat Indonesia (Persero) Tbk

Board of Commissioners approved the request for approval of the pledging of receivables and the increase in fixed asset collateral to PT Bank Rakyat Indonesia (Persero)



(Persero) Tbk berdasarkan surat No.28/WBP/DK/2023 tanggal 16 Maret 2023. Dalam surat tersebut, Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- a. Direksi menyampaikan analisa kajian risiko.
- b. Direksi memastikan mekanisme usulan persetujuan kepada kreditur jika aset yang dijamin akan dijual.
- c. Direksi memastikan pengikatan dan peningkatan jaminan tidak berbenturan dengan ketentuan hukum.
- d. Direksi mencantumkan dalam usulan persetujuan bahwa usulan adalah bagian dari negosiasi dengan kreditur untuk mencapai homologasi. Hal ini dicantumkan sebagai landasan persetujuan.
- e. Direksi memastikan nilai fidusia yang bersifat jangka pendek selalu memenuhi persyaratan kreditur.
- f. Direksi selalu melakukan pengukuran risiko secara berkala atas fidusia dan jaminan kepada kreditur.
- g. Direksi menindaklanjuti persetujuan ini dengan prinsip kehati-hatian dan berdasarkan asas *Good Corporate Governance*, dengan tetap memperhatikan ketentuan peraturan perundang-undangan yang berlaku

#### 5. Peningkatan Objek Jaminan PT Bank Negara Indonesia Tbk

Dewan Komisaris telah menyetujui usulan persetujuan peningkatan objek jaminan kepada PT Bank Negara Indonesia (Persero) Tbk berdasarkan surat No. 28.1/WBP/DK/2023 tanggal 16 Maret 2023. Dalam surat tersebut, Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- a. Direksi menyampaikan analisa kajian risiko.
- b. Direksi memastikan mekanisme usulan persetujuan kepada kreditur jika aset yang dijamin akan dijual.
- c. Direksi memastikan pengikatan dan peningkatan jaminan tidak berbenturan dengan ketentuan hukum.
- d. Direksi mencantumkan dalam usulan persetujuan bahwa usulan adalah bagian dari negosiasi dengan kreditur untuk mencapai homologasi. Hal ini dicantumkan sebagai landasan persetujuan.
- e. Direksi memastikan nilai fidusia yang bersifat jangka pendek selalu memenuhi persyaratan kreditur.
- f. Direksi selalu melakukan pengukuran risiko secara berkala atas fidusia dan jaminan kepada kreditur.
- g. Direksi menindaklanjuti persetujuan ini dengan prinsip kehati-hatian dan berdasarkan asas *Good Corporate Governance*, dengan tetap memperhatikan ketentuan peraturan perundang-undangan yang berlaku.

Tbk based on Letter No. 28/WBP/DK/2023 dated March 16, 2023. In the letter, Board of Commissioners provided notes, including:

- a. The Board of Directors present a risk analysis study.
- b. The Board of Directors ensure the mechanism for obtaining approval from creditors if the pledged assets are to be sold.
- c. The Board of Directors ensure that pledging and increasing collateral do not conflict with legal provisions.
- d. The Board of Directors include in the approval proposal that the proposal is part of negotiations with creditors to achieve homologation. This is included as the basis for approval.
- e. The Board of Directors ensure that short-term fiduciary values always meet creditor requirements.
- f. The Board of Directors regularly assess risks to fiduciary and creditor collateral.
- g. The Board of Directors follow up on this approval with caution and based on the principles of Good Corporate Governance, while still observing applicable laws and regulations.

#### 5. Increase in Collateral Objects of PT Bank Negara Indonesia Tbk

Board of Commissioners approved the proposal for increasing collateral objects to PT Bank Negara Indonesia (Persero) Tbk based on Letter No. 28.1/WBP/DK/2023 dated March 16, 2023. In the letter, Board of Commissioners provided notes, including:

- a. The Board of Directors present a risk analysis study.
- b. The Board of Directors ensure the mechanism for obtaining approval from creditors if the pledged assets are to be sold.
- c. The Board of Directors ensure that pledging and increasing collateral do not conflict with legal provisions.
- d. The Board of Directors include in the approval proposal that the proposal is part of negotiations with creditors to achieve homologation. This is included as the basis for approval.
- e. The Board of Directors ensure that short-term fiduciary values always meet creditor requirements.
- f. The Board of Directors regularly assess risks to fiduciary and creditor collateral.
- g. The Board of Directors follow up on this approval with caution and based on the principles of Good Corporate Governance, while still observing applicable laws and regulations.

## 6. Aksi Korporasi Perjanjian Perdamaian PKPU

Dewan Komisaris telah menyetujui usulan Persetujuan Aksi Korporasi Perjanjian Perdamaian PKPU berdasarkan Surat No. 55/WBP/DK/2022 tanggal 16 Mei 2023. Dalam surat tersebut, Dewan Komisaris memberikan arahan kepada Direksi agar dapat menindaklanjuti persetujuan tersebut dengan catatan, antara lain sebagai berikut:

- a. Direksi melakukan komunikasi kepada masing-masing kreditur terkait hasil rapat antara Perusahaan dengan Bank sehubungan pembahasan addendum perjanjian kredit.
- b. Direksi senantiasa melakukan dokumentasi dokumen secara baik dan berkonsultasi dengan konsultan komunikasi agar Perusahaan dapat terlindungi dari penyalahgunaan informasi.
- c. Direksi menindaklanjuti persetujuan ini dengan prinsip kehati-hatian dan berdasarkan asas *Good Corporate Governance*, dengan tetap memperhatikan ketentuan peraturan perundang-undangan yang berlaku.

## 7. Pelaksanaan Proses Pembaharuan Utang (Novasi)

Terkait dengan rencana pelaksanaan proses pembaharuan utang (novasi) Perusahaan, Dewan Komisaris telah menyetujui berdasarkan Surat No. 67/WBP/DK/2023 tanggal 24 Mei 2023, dimana Dewan Komisaris menyampaikan bahwa Dewan Komisaris menyetujui untuk menegaskan persetujuan Dewan Komisaris terkait implementasi perjanjian perdamaian yang telah disetujui berdasarkan surat Dewan Komisaris No.86/WBP/DK/2022 tanggal 15 November 2022 Perihal Persetujuan Implementasi Perjanjian Perdamaian PKPU PT Waskita Beton Precast Tbk sebagaimana dimaksud dalam Surat President Director No. 672/WBP/DIR/2023 tanggal 16 Mei 2023 Perihal Permohonan Persetujuan Dewan Komisaris.

## 8. Perubahan Struktur Organisasi

Dewan Komisaris menyampaikan tanggapan kepada Direksi terkait usulan perubahan Struktur Organisasi Pada Level BOD-1 Perusahaan melalui Surat No. 86/WBP/DK/2023 tanggal 13 Juli 2023, antara lain menyampaikan bahwa:

- a. Dewan Komisaris belum menyetujui usulan perubahan Struktur Organisasi sebagaimana lampiran surat No. 910/WBP/DIR/2023 tanggal 10 Juli 2023 perihal Permohonan Persetujuan Perubahan Struktur Organisasi pada level BOD-1 Perusahaan dan Direksi menindaklanjuti rekomendasi, antara lain sebagai berikut:
  - i) Direksi melakukan koordinasi dengan Waskita induk terkait dengan permasalahan SAP.

## 6. Corporate Action of PKPU Peace Agreement

Board of Commissioners approved the proposal for Corporate Action of PKPU Peace Agreement based on Letter No. 55/WBP/DK/2022 dated May 16, 2023. In the letter, Board of Commissioners provided guidance to the Board of Directors to follow up on the approval with notes, including:

- a. The Board of Directors communicate with each creditor regarding the results of the meeting between the Company and the Bank regarding the discussion of credit agreement addendums.
- b. The Board of Directors consistently document documents well and consult with communication consultants so that the Company is protected from information misuse.
- c. The Board of Directors follow up on this approval with caution and based on the principles of Good Corporate Governance, while still observing applicable laws and regulations.

## 7. Implementation of Debt Renewal Process (Novation)

Regarding the planned implementation of debt renewal (novation) process of the Company, Board of Commissioners approved based on Letter No. 67/WBP/DK/2023 dated May 24, 2023, where Board of Commissioners conveyed that Board of Commissioners approved to affirm the Board of Commissioners' approval regarding the implementation of peace agreement as approved based on the Board of Commissioners' Letter No. 86/WBP/DK/2022 dated November 15, 2022 Regarding Approval of the Implementation of PKPU Peace Agreement of PT Waskita Beton Precast Tbk as referred to in President Director's Letter No. 672/WBP/DIR/2023 dated May 16, 2023 Regarding Approval Request from Board of Commissioners.

## 8. Organizational Structure Changes

Board of Commissioners provided feedback to the PKPU Directors regarding the proposal for changes to the Organizational Structure at BOD-1 Level of the Company through Letter No. 86/WBP/DK/2023 dated July 13, 2023, including stating that:

- a. Board of Commissioners has not yet approved the proposal for changes to the Organizational Structure as attached in Letter No. 910/WBP/DIR/2023 dated July 10, 2023, regarding the Request for Approval of Changes to the Organizational Structure at BOD-1 Level of the Company, and the PKPU Directors should follow up on the recommendations, including the following:
  - i) The Board of Directors coordinate with Waskita parent company regarding SAP issues.

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| <ul style="list-style-type: none"> <li>ii) Direksi melakukan kajian yang lebih mendalam jika akan memasuki pasar retail dengan mempertimbangkan <i>cost and benefit</i>.</li> <li>iii) Direksi tidak melakukan perubahan nomenklatur, tugas pokok dan fungsi pada Divisi <i>Supply Chain Financing</i>.</li> <li>iv) Direksi mempertimbangkan <i>Business Trend</i> saat ini, yaitu:             <ul style="list-style-type: none"> <li>» Mengenai <i>sustainability business</i></li> <li>» Mengenai <i>agility</i>, diharapkan organisasi yang baru membuat Perusahaan menjadi lebih agile.</li> <li>» Struktur organisasi agar dapat mengadopsi DE&amp;I (<i>diversity, equity and inclusion</i>).</li> </ul> </li> <li>v) Direksi mempertimbangkan divisi terkait <i>research and innovation</i>. Perusahaan dapat memulai kerja sama dengan universitas atau lembaga pendidikan.</li> <li>vi) Direksi menjelaskan strategi dan tujuan <i>branding</i> Perusahaan.</li> <li>vii) Direksi menyampaikan tujuan dan <i>timeline</i> capaian jangka panjang, menengah dan panjang dari perubahan struktur organisasi.</li> <li>viii) Direksi memaparkan tahapan-tahapan untuk menerapkan struktur organisasi pada tahun 2026 sesuai dengan usulan dari konsultan PWC.</li> <li>ix) Direksi membuat surat untuk menjelaskan tugas dan tanggung jawab dari setiap divisi jika sudah disetujui. Hal ini mengingat terdapat perbedaan nomenklatur dibandingkan dengan struktur organisasinya.</li> <li>x) Direksi mempertimbangkan untuk membuat divisi Management Risiko menjadi divisi tersendiri dan jika diperlukan berada di bawah President Director. Hal ini untuk meningkatkan independensi dari fungsi manajemen risiko dan <i>segregation of duty</i>.</li> <li>xi) Direksi melakukan monitoring berkala setelah penerapan perubahan struktur organisasi.</li> </ul> | <ul style="list-style-type: none"> <li>ii) The Board of Directors conduct a deeper study if going to enter the retail market by considering cost and benefit.</li> <li>iii) The Board of Directors do not change the nomenclature, core tasks, and functions in the Supply Chain Financing Division.</li> <li>iv) The Board of Directors consider current Business Trends, namely:             <ul style="list-style-type: none"> <li>» Regarding sustainability business</li> <li>» Regarding agility, expecting the new organization to make the Company more agile.</li> <li>» Organizational structure to adopt DE&amp;I (diversity, equity, and inclusion).</li> </ul> </li> <li>v) The Board of Directors consider a division related to research and innovation. The Company can start collaborating with universities or educational institutions.</li> <li>vi) The Board of Directors explain the Company's branding strategy and objectives.</li> <li>vii) The Board of Directors provide goals and timelines for long-term, medium-term, and long-term achievements of organizational structure changes.</li> <li>viii) The Board of Directors outline the stages for implementing the organizational structure in 2026 according to the proposal from PWC consultants.</li> <li>ix) The Board of Directors draft a letter to explain the duties and responsibilities of each division once approved. This is considering differences in nomenclature compared to its organizational structure.</li> <li>x) The Board of Directors consider establishing the Risk Management division as a separate division and, if necessary, under the President Director. This is to enhance the independence of risk management functions and segregation of duties.</li> <li>xi) The Board of Directors conduct periodic monitoring after implementing organizational structure changes.</li> </ul> |
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- b. Direksi mengajukan kembali permohonan persetujuan perubahan struktur organisasi pada level BOD-1 setelah mengakomodir rekomendasi poin 1 diatas.

Selanjutnya terkait perubahan struktur organisasi, Dewan Komisaris telah menyetujui perubahan struktur organisasi berdasarkan Surat No. 94/WBP/DK/2023 tanggal 26 Juli 2023. Dalam surat tersebut, Dewan Komisaris memberikan catatan/nasihat kepada Direksi antara lain:

- i) Direksi melakukan koordinasi dengan Waskita Induk pada divisi terkait dengan implementasi SAP.

- b. The Board of Directors resubmit the request for approval of changes to the organizational structure at BOD-1 level after accommodating the above recommendations.

Furthermore, regarding the organizational structure changes, Board of Commissioners has approved the changes based on Letter No. 94/WBP/DK/2023 dated July 26, 2023. In the letter, Board of Commissioners provided notes/advice to the Board of Directors, including:

- i) The Board of Directors coordinate with Waskita Parent Company on divisions related to SAP implementation.

- ii) Direksi melengkapi program *branding* dengan analisa segmen market yang berisi namun tidak terbatas pada presentasi segmen pasar.
- iii) Direksi mempertimbangkan untuk memberikan label Icon Brand “Mas BP” pada produk Spun Pile dengan terlebih dahulu melakukan kajian *cost analysis* atas pemberian label tersebut.
- iv) Direksi menjaga kualitas mutu jika akan memberikan label Icon Brand “Mas BP” pada produk Spun Pile.
- v) Direksi menyampaikan tugas pokok dan fungsi dari setiap divisi dan direksi setelah reorganisasi.
- vi) Direksi memerhatikan tenggat waktu implementasi pembentukan direktorat risk sesuai dengan Permen BUMN No.3/MBU/03/2023.
- vii) Direksi menjelaskan development SAP yang belum tercapai sesuai dengan rencana.
- viii) Direksi mempertimbangkan untuk mereorganisasi divisi legal dari direktorat finance ke direktorat risk pada reorganisasi tahun 2026 atau di masa mendatang
- ix) Direksi memperhatikan bahwa icon brand Perusahaan harus dapat mudah diingat oleh khalayak publik.

Selanjutnya, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 148.1/WBP/DK/2023 tanggal 22 November 2023 dengan agenda Telaah Struktur Organisasi. Dewan Komisaris memberikan catatan agar Direksi senantiasa meningkatkan upaya-upaya efisiensi.

#### 9. Penandatanganan Dokumen Perjanjian Perwaliamanatan dalam Rangka Aksi Korporasi Perusahaan

Dewan Komisaris menyetujui penandatanganan dokumen perjanjian perwaliamanatan dalam rangka aksi korporasi Perusahaan berdasarkan surat No. 100/WBP/DK/2023 tanggal 03 Agustus 2023. Dewan Komisaris memberikan catatan agar Direksi menindaklanjuti persetujuan dengan memperhatikan anggaran dasar Perusahaan, peraturan yang berlaku dan asas-asas *Good Corporate Governance*.

#### 10. Batasan dan/atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A

Dewan Komisaris memberikan persetujuan Batasan dan/atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A berdasarkan surat No.125/WBP/DK/2023 tanggal 11 Oktober 2023. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- b. The Board of Directors complement the branding program with market segment analysis containing, but not limited to, market segment presentations.
- c. The Board of Directors consider labeling the “Mas BP” Icon Brand on Spun Pile products by first conducting a cost analysis of granting the label.
- d. The Board of Directors maintain product quality if going to labeling the “Mas BP” Icon Brand on Spun Pile products.
- e. The Board of Directors present the core tasks and functions of each division and directorate after reorganization.
- f. The Board of Directors observe the deadline for establishing the risk directorate in accordance with SOE Regulation No.3/MBU/03/2023.
- g. The Board of Directors explain the SAP development that has not been achieved according to the plan.
- h. The Board of Directors consider reorganizing the legal division from the finance directorate to the risk directorate in the 2026 reorganization or in the future.
- i. The Board of Directors note that the Company's brand icon must be easily remembered by the public.

Furthermore, Board of Commissioners, based on Letter No. 148.1/WBP/DK/2023 dated November 22, 2023, has followed-up the committee meeting agenda for Organizational Structure Review. Board of Commissioners noted that the Board of Directors should continually improve efficiency efforts.

#### 9. Signing of Power of Attorney Documents in the Context of Corporate Actions of the Company

Board of Commissioners approved the signing of power of attorney documents in the context of corporate action of the Company based on Letter No. 100/WBP/DK/2023 dated August 3, 2023. Board of Commissioners provided notes for the Board of Directors to follow up on the approval by considering the Company's articles of association, applicable regulations, and principles of *Good Corporate Governance*.

#### 10. Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders

Board of Commissioners approved Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders based on Letter No. 125/WBP/DK/2023 dated October 11, 2023. Board of Commissioners provided notes, including:

- a. Berdasarkan rapat Direksi dan Dewan Komisaris tanggal 11 Oktober 2023, telah dilakukan pembahasan terkait surat No.1412/WBP/DIR/2023 tanggal 9 Oktober 2023 perihal Permohonan Persetujuan Batasan dan/atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A, dimana Dewan Komisaris pada prinsipnya setuju dengan catatan yaitu "Nilai Aset sebagaimana acuan batasan dan/atau kriteria dalam hal ekuitas negatif adalah mengikuti dan memenuhi peraturan yang berlaku."
- b. Dewan Komisaris menyampaikan usulan Batasan dan/atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A sebagaimana pasal 16 ayat 10 huruf s Anggaran Dasar Perusahaan kepada PT Waskita Karya (Persero) Tbk selaku Pemegang Saham Seri A Perusahaan.

Selanjutnya, Dewan Komisaris berdasarkan surat No.146/WBP/DK/2023 tanggal 16 November 2023 telah menyampaikan Penetapan Batasan dan/ atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A sebagaimana tindak lanjut surat PT Waskita Karya (Persero) Tbk selaku Pemegang Saham Seri A Perusahaan No. 1643/WK/DIR/2023 tanggal 16 November 2023 perihal Persetujuan Batasan dan/atau Kriteria atas Aksi Korporasi PT Waskita Beton Precast Tbk. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- a. Dewan Komisaris menetapkan Batasan dan/atau Kriteria atas Aksi Korporasi yang Harus Mendapatkan Persetujuan Tertulis dari Dewan Komisaris dan/atau Pemegang Saham Seri A sebagaimana tersebut dalam lampiran surat.
- b. Direksi menindaklanjuti persetujuan ini dengan prinsip-prinsip kehati-hatian dan berdasarkan asas *Good Corporate Governance* dengan tetap memperhatikan Anggaran Dasar dan ketentuan peraturan perundang-undangan yang berlaku.

#### 11. Penyetoran Modal dalam Rangka Penyertaan pada PT Karya Logistik Nusantara

Dewan Komisaris menyampaikan tanggapan sehubungan Permohonan Persetujuan Penyetoran Modal Dalam Rangka Penyertaan Pada PT Karya Logistik Nusantara berdasarkan surat No. 126/WBP/DK/2023 tanggal 11 Oktober 2023 dengan catatan, antara lain sebagai berikut:

- a. Dewan Komisaris meminta Direksi untuk melakukan kajian lebih lanjut terkait pemenuhan homologasi dan kajian bisnis sebelum melakukan penyetoran modal, mengingat saat ini Perusahaan dalam masa pemenuhan homologasi dan adanya ekuitas negatif Perusahaan yang dalam tekanan.

- a. Based on the Board of Directors' and Board of Commissioners' meeting on October 11, 2023, discussions were held regarding Letter No. 1412/WBP/DIR/2023 dated October 9, 2023, regarding the Request for Approval of Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders, where Board of Commissioners in principle agrees with the note: "The value of assets as a reference for limitations and/or criteria in the case of negative equity follows and complies with applicable regulations."
- b. Board of Commissioners proposed Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders as stated in article 16 paragraph 10 letter s of the Company's Articles of Association to PT Waskita Karya (Persero) Tbk as the Series A Shareholder of the Company.

Furthermore, Board of Commissioners, based on Letter No. 146/WBP/DK/2023 dated November 16, 2023, has issued the Determination of Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders as a follow-up to PT Waskita Karya (Persero) Tbk's Letter No. 1643/WK/DIR/2023 dated November 16, 2023, regarding Approval of Limitations and/or Criteria on Corporate Actions of PT Waskita Beton Precast Tbk. Board of Commissioners provided notes, including:

- a. a. Board of Commissioners establish Limitations and/or Criteria on Corporate Actions Requiring Written Approval from Board of Commissioners and/or Series A Shareholders as stated in the attached letter.
- b. b. The Board of Directors follow up on this approval with caution and based on the principles of Good Corporate Governance while still considering the Articles of Association and applicable laws and regulations.

#### 11. Capital Injection for Participation in PT Karya Logistik Nusantara

Board of Commissioners provided feedback regarding the Request for Approval of Capital Injection for Participation in PT Karya Logistik Nusantara based on Letter No. 126/WBP/DK/2023 dated October 11, 2023, with notes, including:

- a. Board of Commissioners ask the Board of Directors to conduct further studies regarding compliance with homologation and business studies before injecting capital, considering the Company's current homologation compliance and the Company's negative equity under pressure.

- b. Direksi memerhatikan dan bertindak sesuai batasan dan/atau kriteria atas aksi korporasi yang harus mendapatkan persetujuan tertulis dari Dewan Komisaris dan/atau pemegang saham seri A Perusahaan yang saat ini juga dalam proses.
- c. Direksi menindaklanjuti tanggapan ini dengan memerhatikan Anggaran Dasar, peraturan yang berlaku dan *Good Corporate Governance*.

## 12. Pembukaan Kantor Cabang (Branch Office) Perusahaan di Batam

Dewan Komisaris menyetujui pembukaan Kantor Cabang Perusahaan di Batam berdasarkan surat No. 160/WBP/DK/2023 tanggal 05 Desember 2023, dengan catatan antara lain sebagai berikut:

- a. Direksi menyampaikan analisis komprehensif terkait *profit, cost and benefit*, serta trend pendapatan kedepannya.
- b. Direksi dapat memastikan pangsa pasar dapat memenuhi target sehingga produksi dapat menjadi efisien.
- c. Direksi memenuhi aspek kepatuhan dalam pembukaan Kantor Cabang (*Branch Office*) di Batam.
- d. Direksi memastikan penyimpanan/ dokumentasi pembukaan Kantor Cabang (*Branch Office*) di Batam dikelola dengan baik.
- e. Direksi menindaklanjuti persetujuan ini dengan prinsip kehati-hatian dan berdasarkan asas *Good Corporate Governance* dengan tetap memperhatikan ketentuan peraturan perundang-undangan yang berlaku.

Lebih lanjut, dalam menjalankan fungsi pengawasan sebagaimana diuraikan di atas, kami senantiasa berupaya untuk menjaga koordinasi yang baik dengan jajaran Direksi, salah satunya dilakukan melalui forum Rapat Dewan Komisaris yang mengundang Direksi. Selama tahun 2023, Dewan Komisaris telah menyelenggarakan Rapat yang mengundang Direksi dengan frekuensi rapat setiap bulan atau sebanyak 15 (lima belas) kali dalam setahun.

Dewan Komisaris juga aktif dalam memberikan nasihat, saran dan arahan kepada Direksi baik terkait kebijakan dan strategi, kondisi atau isu-isu strategis terkini maupun implementasi *action plan* untuk mendukung kinerja Perusahaan dalam tahun buku berjalan, serta menjaga keberlangsungan bisnis Perusahaan.

Disamping itu, Dewan Komisaris juga telah melakukan kunjungan kerja lapangan dalam rangka memantau dan mengawasi jalannya pengelolaan bisnis dan kinerja operasional Perusahaan secara langsung. Sepanjang tahun 2023, Dewan Komisaris telah melakukan kunjungan kerja lapangan sebanyak 6 (enam) kali selama tahun buku 2023

- b. The Board of Directors should observe and act according to the limitations and/or criteria on corporate actions requiring written approval from Board of Commissioners and/or Series A shareholders, which are currently also in progress.
- c. The Board of Directors follow up on this feedback by observing the Articles of Association, applicable regulations, and Good Corporate Governance principles.

## 12. Opening of Company Branch Office in Batam

Board of Commissioners approved the opening of the Company's Branch Office in Batam based on Letter No. 160/WBP/DK/2023 dated December 5, 2023, with notes including:

- a. The Board of Directors present a comprehensive analysis related to profit, cost and benefit, as well as future revenue trends.
- b. The Board of Directors can ensure that the market share meets the target so that production can be efficient.
- c. The Board of Directors fulfill compliance aspects in opening Branch Office in Batam.
- d. The Board of Directors ensure that the documentation for the opening of Branch Office in Batam is well managed.
- e. The Board of Directors follow up on this approval with caution and based on the principles of Good Corporate Governance while still observing the provisions of applicable laws and regulations.

Furthermore, in carrying out the supervisory function as outlined above, we always strive to maintain good coordination with the Board of Directors, one of which is through the Board of Commissioners' Meeting forum that invites the Board of Directors. During 2023, Board of Commissioners has held Meetings inviting the Board of Directors with a meeting frequency of every month or 15 (fifteen) times a year.

Board of Commissioners was also active in providing advice, suggestions, and guidance to the Board of Directors regarding policies and strategies, current strategic conditions or issues, and the implementation of action plans to support the Company's performance in the current fiscal year, as well as maintaining the Company's business continuity.

In addition, Board of Commissioners has also conducted site visits to monitor and supervise the management of the Company's business and operational performance directly. Throughout 2023, Board of Commissioners has conducted site visits 6 (six) times during the fiscal year 2023, including to Sadang Plant, Kalijati Plant, Sidoarjo Plant, National Capital

antara lain ke Plant Sadang, Plant Kalijati, Plant Sidoarjo (Prambon), Plant Ibu Kota Negara (IKN) Nusantara, Plant Integrasi (Plant Jabar), Plant Klaten.

Dalam kunjungan kerja tersebut, Dewan Komisaris telah melakukan fungsi pengawasan melalui pemberian nasihat, meliputi:

### 1. Plant Sadang

- a. Persediaan
  - i) Agar dilakukan inventarisasi terhadap semua persediaan dengan mencantumkan status kepemilikannya dan sejak kapan persediaan tersebut diproduksi/ dibeli.
  - ii) Terhadap persediaan titipan yang belum diambil oleh pembeli paling tidak memperhitungkan biaya penggunaan/ pemeliharaan tempat.
  - iii) Terhadap persediaan bahan baku (pasir, besi ulir, dll) supaya dibuatkan perencanaan penggunaannya (dapat dialihkan ke plant yang sedang beroperasi) sehubungan plant berstatus *Temporary Shut Down*.
  - iv) Pelaporan persediaan sebaiknya tidak hanya mencantumkan nilai rupiah tetapi juga mencantumkan jenis persediaan, kuantitas, serta nilai rupiah. Jika memungkinkan disertai penjelasan lamanya persediaan tersebut.
- b. Peralatan
  - i) Setiap peralatan yang ada di plant harus disertai copy bukti kepemilikan dan disertai dengan bukti serah terima.
  - ii) Penyajian peralatan sebaiknya menyajikan nilai buku saat pelaporan (menggambarkan nilai beli dan besaran yang telah disusutkan) serta kondisi fisik peralatan tersebut.
  - iii) Pengalihan inventaris/ peralatan ke tempat lain (Plant lain) harus diikuti dengan administrasi yang baik, disertai pengalihan pembukuan (SAP).
- c. Personal/ Pegawai
  - i) Dari penjelasan yang disampaikan bahwa personal yang ada dalam struktur organisasi bertugas rangkap dengan Plant lain, kami sarankan agar dalam SK dicantumkan tugas, wewenang dan tanggung jawab melekat atas posisi yang dijabat rangkap tersebut.
  - ii) Petugas satpam 11 (sebelas) orang yang ditugaskan untuk pengamanan plant agar dipastikan dalam kontraknya telah menjelaskan secara detail tugas dan tanggung jawabnya.
- d. Lain-lain
  - i) Lahan *stockyard* yang disewa dari Lanud Sadang seluas kira-kira 2,5 Ha agar diperhatikan ketentuan sewa-menyewa aset negara (di Lanud) sehingga tidak menjadi masalah dikemudian hari.

Plant (IKN), Integration Plant (West Java Plant), and Klaten Plant.

During these site visits, Board of Commissioners has performed supervisory functions by providing the following advice:

### 1. Sadang Plant

- a. Inventory
  - i) Conduct an inventory of all inventory items, including indicating their ownership status and when the inventory was produced/purchased.
  - ii) Regarding inventory deposits that are not yet collected by buyers, at least consider the cost of using/maintaining the space.
  - iii) For raw material inventory (sand, threaded iron, etc.), make a usage plan (can be diverted to operating plants) as the plant is temporarily shut down.
  - iv) Inventory reporting should not only include the monetary value but also specify the type of inventory, quantity, and monetary value. If possible, accompanied by an explanation of the length of time the inventory has been held.
- b. Equipment
  - i) Every equipment in the plant must be accompanied by a copy of proof of ownership and a handover receipt.
  - ii) Equipment presentation should ideally present the book value at reporting (depicting the purchase value and the amount already depreciated) as well as the physical condition of the equipment.
  - iii) Transfer of inventory/equipment to another location (another Plant) must be accompanied by proper administration, including bookkeeping transfer (SAP).
- c. Personnel/ Employees
  - i) From the explanation provided that personnel in the organizational structure have dual roles with other plants, we suggest that the job description, authority, and responsibilities attached to these dual positions be included in the appointment letter.
  - ii) The 11 (eleven) security guards assigned to secure the plant, must ensure that their contracts detail their duties and responsibilities.
- d. Miscellaneous
  - i) The stockyard area rented from Sadang Airbase, covering approximately 2.5 hectares, should adhere to the regulations regarding leasing state assets (at the Airbase) to avoid future issues.

- ii) Perlu dilakukan evaluasi agar penggunaan lahan tersebut dioptimalkan sehingga terjadi efisiensi.

## 2. Plant Kalijati

- a. Direksi memastikan sarana dan prasarana terkait keamanan, pengawasan dan pemeliharaan Plant Kalijati tetap optimal.
- b. Direksi memastikan penyerahan aset dari Plant Kalijati ke tempat lain perlu diikuti dengan bukti dokumen dan memastikan kelengkapan dokumen kepemilikan serta tertib administrasi.
- c. Direksi melakukan pengecekan dan memastikan penyajian aset perlu dirinci mengenai nilai perolehan beli, nilai buku, kondisi aset serta penyusutan mengingat nilai masih besar untuk Plant Kalijati yang berstatus *temporary shutdown*.

## 3. Plant Sidoarjo (Prambon)

- a. Terkait rencana penjualan barang disposal yang terdapat di Plant, Direksi segera melakukan:
  - i) Direksi melakukan benchmark dengan induk Perusahaan, yaitu PT Waskita Karya (Persero) Tbk dan/ atau perusahaan sejenis lainnya terkait rencana untuk penjualan barang disposal yang terdapat di Plant Sidoarjo (Prambon).
  - ii) Direksi memastikan tersedianya prosedur terkait penjualan barang disposal yang didukung dengan kajian hukum dari Konsultan Hukum dan kajian risiko dan dalam pelaksanaannya didukung dengan KJPP.
  - iii) Direksi mempersiapkan Tim Asesmen untuk pendataan persediaan atau aset tetap seperti alat rusak yang sudah tidak terpakai.
- b. Direksi memastikan pelaksanaan digitalisasi katalog gudang agar *real time* dan tersentralisasi.

## 4. Plant Ibu Kota Negara (IKN) Nusantara

- a. Direksi mengkaji alternatif langkah-langkah untuk mengubah potensi pendapatan yang berasal dari piutang proyek IKN agar dapat menjadi pendapatan yang diterima Perusahaan.
- b. Direksi mengkaji kerja sama dengan vendor-vendor atau supplier guna mendapatkan dukungan yang dapat memberikan nilai tambah bagi Perseroan.
- c. Direksi memastikan kualitas, waktu dan spek yang dikerjakan oleh proyek IKN adalah yang sudah memenuhi kontrak yang disepakati guna menghindari Perusahaan dari adanya risiko klaim dan risiko hukum.
- d. Direksi senantiasa menjaga komunikasi dengan PT Waskita Karya (Persero) Tbk agar meminimalisir waktu birokrasi penyelesaian suatu permasalahan (apabila ada).
- e. Direksi memastikan dukungan perawatan bagi peralatan dan perlengkapan yang digunakan agar dapat beroperasi 100% dari waktu ke waktu.

- ii) Evaluation is needed to optimize the use of the land, thus achieving efficiency.

## 2. Kalijati Plant

- a. The Board of Directors ensure that the facilities and infrastructure related to security, supervision, and maintenance of Kalijati Plant remain optimal.
- b. The Board of Directors ensure that the transfer of assets from Kalijati Plant to another location is supported by documentation and ensure the completeness of ownership documents and orderly administration.
- c. The Board of Directors check and ensure that asset presentation needs to be detailed regarding the acquisition cost, book value, asset condition, and depreciation given the significant value for the temporarily shut down Kalijati Plant.

## 3. Sidoarjo (Prambon) Plant

- a. Regarding the plan to sell disposal goods at the Plant, the Board of Directors promptly:
  - i) Carry out benchmark with the parent company, PT Waskita Karya (Persero) Tbk, and/or other similar companies regarding the plan to sell disposal goods at Sidoarjo Plant.
  - ii) Ensure the availability of procedures related to the sale of disposal goods supported by legal studies from Legal Consultants and risk assessments and, in its implementation, supported by Appraisers.
  - iii) Prepare an Assessment Team for inventory or fixed asset data collection, such as unused damaged equipment.
- b. Ensure the implementation of warehouse catalog digitalization for real-time and centralized tracking.

## 4. National Capital Plant (IKN)

- a. The Board of Directors explore alternative steps to convert potential revenue from IKN project receivables into revenue received by the Company.
- b. The Board of Directors explore partnerships with vendors or suppliers to gain support that can add value to the Company.
- c. The Board of Directors ensure that the quality, timing, and specifications worked on by the IKN project meet the agreed contract to avoid the Company from risks of claims and legal risks.
- d. The Board of Directors maintain communication with PT Waskita Karya (Persero) Tbk to minimize bureaucratic delay in resolving issues (if any).
- e. The Board of Directors ensure maintenance support for equipment and equipment used to operate 100% of the time.



## 5. Plant Integrasi (Plant Jabar)

- a. Direksi melakukan review dan memastikan bahwa upaya-upaya yang dilakukan oleh Tim Plant Karawang dalam mencari pasar eksternal sudah optimal dan secara berkala memastikan adanya pelatihan agar skill Tim Plant Karawang dapat meningkat.
- b. Direksi memastikan *action plan* terkait penanganan isu-isu strategis di Plant Karawang.
- c. Direksi memastikan kualitas produk yang dihasilkan oleh Plant Karawang sudah memenuhi standar dan meminimalisir adanya produk cacat.
- d. Direksi memastikan istilah pencatatan keuangan menggunakan istilah yang baku sebagaimana digunakan dalam standar keuangan dan/ atau akuntansi yang berlaku serta memastikan adanya review dari konsultan independen terkait pencatatan yang digunakan di Plant Karawang dan seluruh Plant.
- e. Direksi mewajibkan Plant untuk membuat/ menyajikan Laporan Keuangan di Plant untuk melaporkan nilai asset yang dikelola, besaran penyusutan yang telah dibebankan dan besaran biaya yang dikeluarkan untuk masing-masing post.
- f. Direksi diwajibkan melaporkan Stock (*quantity* dan harga beli) untuk dapat menentukan besaran (*varian*) yang terjadi, yang merupakan bagian harga pokok maupun pembebanan ke BUA.
- g. Direksi memastikan *action plan* penanganan persediaan yang telah berumur >360 hari serta adanya penambahan keterangan pada persediaan, antara lain: kronologi perolehan, angka, kondisi dan tindak lanjutnya.
- h. Direksi memaksimalkan optimalisasi sewa *stockyard* dengan adanya analisa perbandingan efisiensi dengan sewa *stockyard* atau memindahkan ke plant yang berstatus idle.
- i. Direksi memastikan pencatatan kartu stock juga meliputi keterangan *quantity* dan kronologi perolehan.
- j. Direksi supaya mengoptimalkan pemakaian lahan sewa dengan menggunakan lahan sewa yang ada di Plant Sadang.

## 6. Plant Klaten

- a. Direksi segera membuat *action plan* dalam penanganan aset tidak produktif menjadi aset produktif di Plant Klaten.
- b. Direksi memastikan Plant Klaten yang saat ini dalam kondisi *idle/ temporary shutdown*, tetap memberikan dan memabngun citra positif kepada *stakeholder* dan masyarakat sekitar.
- c. Direksi segera melakukan peninjauan kepada PT Waskita Karya (Persero) Tbk dan waskita grup terkait penjualan stok persediaan yang terdapat di Plant Klaten agar dapat memberikan nilai tambah bagi Perusahaan.

## 5. Integration Plant (West Java Plant)

- a. The Board of Directors conduct a review and ensure that the efforts made by Karawang Plant Team to find external markets are optimal and periodically ensure training to improve the skills of Karawang Plant Team.
- b. The Board of Directors ensure an action plan related to handling strategic issues at Karawang Plant.
- c. The Board of Directors ensure that the product quality produced by Karawang Plant meets standards and minimizes defective products.
- d. The Board of Directors ensure that financial recording terms use standardized terms as used in financial and/or accounting standards and ensure review by independent consultants regarding the recording used at Karawang Plant and all plants.
- e. The Board of Directors require the Plant to produce/ present Financial Reports at the Plant to report the value of assets managed, the amount of depreciation charged, and the amount of costs incurred for each post.
- f. The Board of Directors are required to report Stock (*quantity* and purchase price) to determine the amount of variation that occurs, which is part of the cost of goods sold or burdened to BUA.
- g. The Board of Directors ensure an action plan for inventory items aged >360 days and additional information on inventory, including: acquisition chronology, figures, conditions, and follow-up actions.
- h. Maximize stockyard rental optimization with efficiency comparison analysis with stockyard rental or relocation to idle plants.
- i. Ensure that stock card recording also includes quantity and acquisition chronology information.
- j. Optimize land lease usage by utilizing existing leased land at Sadang Plant.

## 6. Klaten Plant

- a. The Board of Directors immediately create an action plan to address unproductive assets and turn them into productive assets at Klaten Plant.
- b. The Board of Directors ensure that Klaten Plant, currently in an idle/temporary shutdown condition, continues to maintain and build a positive image among stakeholders and the surrounding community.
- c. The Board of Directors promptly explore with PT Waskita Karya (Persero) Tbk and Waskita group regarding the sale of inventory stocks at Klaten Plant to provide added value to the Company.

- d. Direksi memastikan sarana dan prasarana terkait keamanan serta pengawasan Plant Klaten tetap normal.
- e. Direksi memastikan terdapat pengawasan berkala terhadap stok persediaan yang tersimpan di Plant Klaten agar tetap berada dalam kualitas yang memenuhi standar kualitas.

- d. The Board of Directors ensure that the facilities and infrastructure related to security and supervision at Klaten Plant remain normal.
- e. The Board of Directors ensure periodic supervision of inventory stocks stored at Klaten Plant to maintain quality standards.

## PANDANGAN ATAS PENERAPAN TATA KELOLA PERUSAHAAN YANG BAIK

Kami senantiasa merekomendasikan Direksi dan seluruh Insan Perusahaan untuk menerapkan Tata Kelola Perusahaan yang Baik atau Good Corporate Governance (GCG) di lingkungan Perusahaan dengan harapan pelaksanaan kegiatan bisnis Perusahaan tetap berada dalam lingkup peraturan perundang-undangan yang berlaku dan menjunjung tinggi budaya dan etika berbisnis Perusahaan. Praktik GCG di Perusahaan telah dijalankan dengan baik, sesuai dengan perolehan skor penilaian GCG tahun buku 2023 yang dilakukan secara *self assessment* sebesar 83.225 dengan kategori "Baik". Skor ini mengalami peningkatan dibandingkan hasil assessment GCG tahun buku 2022 yang dilakukan oleh BPKP sebesar 81.489 dengan kategori "Baik".

Sebagai Perusahaan Publik, Perusahaan berupaya untuk senantiasa mematuhi peraturan-peraturan yang berlaku, termasuk peraturan yang diterbitkan oleh Otoritas Jasa Keuangan (OJK) terkait penerapan GCG di Perusahaan Terbuka sebagaimana yang diatur dalam Peraturan OJK No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka dan Surat Edaran OJK No. 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perusahaan Terbuka.

Dewan Komisaris memandang, penerapan GCG di lingkungan Perusahaan sudah cukup berjalan sesuai dengan ketentuan peraturan perundang-undangan yang berlaku, serta harapan pemegang saham dan pemangku kepentingan (*stakeholders*), namun masih ada ruang untuk perbaikan dan peningkatan. Pengelolaan risiko, sistem pengendalian internal, hingga audit internal, masih dapat ditingkatkan untuk tujuan menciptakan proses bisnis yang lebih akuntabel. Perusahaan juga menerapkan *Joint Audit* bersama dengan Induk Perusahaan, dan proses Audit Independen yang dilakukan oleh Akuntan Publik atas Laporan Keuangan Perusahaan. Agar independensi Akuntan Publik terjaga, mekanisme penunjukan Akuntan Publik dilakukan hingga level persetujuan Pemegang Saham dalam RUPS. Mekanisme ini diharapkan dapat menciptakan proses audit yang independen dan tidak mengandung benturan kepentingan (*conflict of interest*) dari Pihak manapun.

## VIEWS ON THE IMPLEMENTATION OF GOOD CORPORATE GOVERNANCE

We consistently recommend the Board of Directors and all Company personnel to implement Good Corporate Governance (GCG) within the Company, with the hope that the Company's business activities remain within the scope of applicable laws and uphold the culture and ethics of the Company's business. GCG practices in the Company have been well-implemented, as evidenced by the GCG assessment score for 2023 fiscal year, which was self-assessed at 83.225, categorized as "Good." This score has improved compared to the GCG assessment result for 2022 fiscal year conducted by the Supreme Audit Agency (BPKP), which was 81.489, also categorized as "Good."

As a Public Company, we strive to comply with the prevailing regulations, including regulations issued by the Financial Services Authority (OJK) regarding the implementation of GCG in Public Companies, as stipulated in OJK Regulation No. 21/POJK.04/2015 regarding the Implementation of Guidelines for Good Corporate Governance for Public Companies and OJK Circular Letter No. 32/SEOJK.04/2015 concerning Guidelines for Good Corporate Governance for Public Companies.

Board of Commissioners views that the implementation of GCG within the Company has been running sufficiently in accordance with the provisions of applicable laws and the expectations of shareholders and stakeholders. However, there is still room for improvement and enhancement. Risk management, internal control systems, and internal audits can still be improved to create more accountable business processes. The Company also carries out Joint Audits with the Parent Company and an Independent Audit process conducted by Public Accountants on the Company's Financial Statements. To ensure the independence of Public Accountants, the mechanism for appointing Public Accountants is conducted up to the Shareholders' approval level in the General Meeting of Shareholders. This mechanism is expected to create an independent audit process that is free from any conflict of interest from any party.

Sebagai bagian dari pemenuhan pilar-pilar GCG, Perusahaan telah menyusun Pedoman Tata Kelola Perusahaan Good Corporate Governance (GCG) PT Waskita Beton Precast Tbk yang telah disetujui pengesahan penetapannya oleh Dewan Komisaris berdasarkan Surat No. 100.1/WBP/DK/2022 tanggal 8 Desember 2022.

## PANDANGAN ATAS EFEKTIVITAS SISTEM MANAJEMEN RISIKO

Seperti halnya Sistem Pengendalian Internal, Manajemen Risiko menjadi bagian dalam penerapan prinsip GCG. Sebagai pedoman pelaksanaan, Manajemen Perusahaan telah menetapkan Prosedur Sistem Manajemen Risiko Perusahaan yang mengacu pada Surat Keputusan Direksi No. 120.3/SK/WBP/PEN/2021 tanggal 10 Oktober 2021 dengan tujuan memastikan seluruh risiko di proses, aktivitas, situasi dan strategi bisnis maupun manajemen di Perusahaan (Unit Kerja, Unit Bisnis/Produksi/Area/Proyek) dapat teridentifikasi dan diukur tingkat risikonya, dengan tujuan seluruh risiko yang ada/ timbul dapat dikelola dengan baik dan lebih jauh mempersiapkan langkah tindak lanjut yang diperlukan sesuai dengan kategori risiko yang ditetapkan oleh manajemen.

Dewan Komisaris bersama dengan Komite Pemantau Risiko dan Tata Kelola Terintegrasi telah melaksanakan pemantauan dan evaluasi melalui rapat komite atas hal-hal sebagai berikut, antara lain: pembahasan top risk corporate risk triwulan/laporan manajemen risiko, telaah kebijakan manajemen risiko, telaah kebijakan pengelolaan SDM dan suksesi manajemen, telaah kebijakan mutu dan pelayanan, telaah kebijakan pengadaan barang dan jasa, telaah kepatuhan Direksi terhadap UU dan peraturan yang berlaku, RKAP dan RJPP, telaah keselarasan peraturan internal dengan peraturan pemegang saham pengendali, telaah pelaksanaan prinsip-prinsip GCG, telaah rancangan RJPP.

Dewan Komisaris telah melakukan Telaah Kebijakan Manajemen Risiko berdasarkan Surat No. 19.1/WBP/DK tanggal 24 Februari 2023. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

1. Direksi mengkaji kembali dan mengomunikasikan dengan induk terkait perubahan model *three lines defense* ke *three lines model*. Hal ini mengingat penerapan *three lines model* membutuhkan biaya yang besar dan akan mengubah struktur organisasi Perusahaan.
2. Direksi memastikan hasil penilaian risiko di bidang konstruksi tidak jauh berbeda dengan risiko di bidang konstruksi induk.
3. Direksi menyajikan data dampak dari Manajemen risiko untuk melihat efektivitas penerapan manajemen risiko.

As part of fulfilling the pillars of GCG, the Company has developed the Code of Good Corporate Governance (GCG) of PT Waskita Beton Precast Tbk, which have been approved and ratified by the Board of Commissioners based on Letter No. 100.1/WBP/DK/2022 dated December 8, 2022.

## VIEWS ON THE EFFECTIVENESS OF RISK MANAGEMENT SYSTEM

Similar to the Internal Control System, Risk Management is a part of the implementation of GCG principles. As a guideline, the Company's Management has established the Company Risk Management System Procedure, which refers to the Board of Directors's Decree No. 120.3/SK/WBP/PEN/2021 dated October 10, 2021, with the aim of ensuring that all risks in processes, activities, situations, and business strategies or management in the Company (Work Units, Business Units/ Production Areas/Projects) can be identified and measured for their risk levels, with the goal of managing all existing/ emerging risks effectively and further preparing necessary follow-up steps according to the risk categories set by management.

Board of Commissioners, together with Risk Monitoring and Integrated Governance Committee, has monitored and evaluated through committee meetings on the following matters: discussion on top corporate risk triwulan/risk management report, review of risk management policies, review of human capital management and management succession policies, review of quality and service policies, review of procurement policies, review of the Board of Directors' compliance with applicable laws and regulations, RKAP and RJPP, review of internal regulations alignment with controlling shareholders regulations, review of GCG principles implementation, review of RJPP draft.

Board of Commissioners has conducted a Review of the Risk Management Policy based on Letter No. 19.1/WBP/DK dated February 24, 2023. The Board of Commissioners made notes, including:

1. The Board of Directors review and communicate with the parent company regarding the change from the three lines defense model to the three lines model. This is considering that the implementation of three lines model requires significant costs and will change the Company's organizational structure.
2. The Board of Directors ensure that the risk assessment results in the construction sector are not significantly different from those in the parent construction sector.
3. The Board of Directors present impact data from Risk Management to assess the effectiveness of risk management implementation.

4. Direksi menyusun sistem pengawasan risiko yang dapat diakses secara *real time*.
5. Direksi menyusun tindak lanjut dari *gap analysis* Permen KBUMN.
6. Direksi menyusun tindak lanjut atas klasifikasi risiko sistemik A.
7. Direksi selalu memperbarui prosedur sesuai dengan peraturan yang berlaku.
8. Direksi melakukan peningkatan berdasarkan risiko yang telah diidentifikasi.
9. Direksi melakukan analisis risiko sebelum pengambilan keputusan kontrak yang mencakup analisis *turnkey/ non turnkey*, jangka waktu pembayaran, dan sumber dana dari pemberi kerja.

## PANDANGAN ATAS EFEKTIVITAS SISTEM PENGENDALIAN INTERNAL

Sebagai bagian dari pemenuhan pilar-pilar GCG, Perusahaan telah menyusun Pedoman Sistem Pengendalian Intern PT Waskita Beton Precast Tbk yang ditetapkan berdasarkan Surat Keputusan Direksi No. 53/SK/WBP/PEN/2023 tanggal 20 Maret 2023. Internal Audit (IA) merupakan mitra strategis bagi Komite Audit di lingkup Dewan Komisaris dalam melakukan fungsi Pengawasan Intern atas Pengelolaan Operasional dan Keuangan Perusahaan. Kepala IA diangkat dan diberhentikan oleh President Director setelah mendapat persetujuan dari Dewan Komisaris.

Dewan Komisaris dibantu oleh Komite Audit telah melakukan rapat komite dengan IA, antara lain: telaah kebijakan sistem pengendalian intern, laporan audit triwulan, pengawasan efektivitas audit internal/eksternal, rencana audit 2023, telaah piagam audit 2023, realisasi program kerja IA triwulan, sosialisasi aplikasi Sistem Informasi Audit dengan penjelasan sebagaimana pada bagian diatas. Selain itu, Dewan Komisaris juga telah melakukan *review* atas kinerja Kantor Akuntan Publik pada tahun 2023.

Dalam hubungan dengan Sistem Manajemen Anti Penyuapan, Perusahaan telah memiliki Struktur Organisasi Anti Penyuapan PT Waskita Beton Precast Tbk yang ditetapkan berdasarkan Surat Keputusan Direksi No.112.1/SK/WBP/PEN/2023 tanggal 31 Juli 2023.

Secara khusus, Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 19.1/WBP/DK/2023 tanggal 24 Februari 2023 dengan agenda Telaah Kebijakan Sistem Pengendalian Intern. Dewan Komisaris memberikan catatan, antara lain yaitu:

1. Direksi menyampaikan sistem penegakan integritas etika dan komitmen kepemimpinan yang kondusif.

4. The Board of Directors develop a real-time accessible risk monitoring system.
5. The Board of Directors develop follow-ups from the gap analysis of the Ministry of State-Owned Enterprises (SOE).
6. The Board of Directors develop follow-ups for the classification of systemic risks A.
7. The Board of Directors regularly update procedures in accordance with applicable regulations.
8. The Board of Directors make improvements based on identified risks.
9. The Board of Directors conduct risk analysis before making contract decisions, including turnkey/non-turnkey analysis, payment term analysis, and funding sources from clients.

## VIEWS ON THE EFFECTIVENESS OF INTERNAL CONTROL SYSTEM

As part of fulfilling the pillars of Good Corporate Governance (GCG), the Company has developed the Internal Control System Guidelines of PT Waskita Beton Precast Tbk, established based on the Board of Directors's Decree No. 53/SK/WBP/PEN/2023 dated March 20, 2023. Internal Audit (IA) serves as a strategic partner for Audit Committee under the Board of Commissioners in performing Internal Oversight functions over the Company's Operational and Financial Management. The Head of IA is appointed and dismissed by the President Director after obtaining approval from the Board of Commissioners.

Board of Commissioners, assisted by Audit Committee, has held committee meetings with IA, including: reviewing internal control system policies, quarterly audit reports, monitoring the effectiveness of internal/external audits, the 2023 audit plan, reviewing the 2023 audit charter, quarterly IA work program realization, and introducing the Audit Information System application as explained above. Additionally, Board of Commissioners has also reviewed the performance of Public Accounting Office in 2023.

In relation to the Anti-Bribery Management System, the Company has established the Anti-Bribery Organizational Structure of PT Waskita Beton Precast Tbk based on the Board of Directors's Decree No. 112.1/SK/WBP/PEN/2023 dated July 31, 2023.

Specifically, Board of Commissioners has followed-up to committee meeting based on Letter No. 19.1/WBP/DK/2023 dated February 24, 2023, with the agenda of Reviewing the Internal Control System Policy. Board of Commissioners made notes, including:

1. The Board of Directors present the ethics integrity enforcement system and conducive leadership commitment.

2. Direksi menyampaikan temuan-temuan kepada Komite.
3. Direksi melakukan sosialisasi penggunaan WBS.
4. Direksi menyampaikan Laporan Evaluasi Hasil Audit Triwulan secara tepat waktu.

## **PANDANGAN ATAS EFEKTIVITAS SISTEM PELAPORAN PELANGGARAN**

Untuk dapat mempertahankan dan meningkatkan penerapan pilar-pilar GCG, diperlukan suatu proses dan mekanisme *Whistleblowing System* (WBS) yang aplikatif sehingga pelaporan pelanggaran terhadap prinsip GCG, Pedoman Kode Etik Perusahaan, serta pelanggaran terhadap peraturan perundang-undangan di lingkungan Perusahaan dapat diterapkan. Untuk menjaga independensi dari proses dan mekanisme WBS tersebut, Perusahaan telah membentuk Tim WBS yang bertanggung jawab langsung kepada President Director. Laporan pelanggaran tersebut dapat disampaikan melalui saluran *Whistleblowing System* yang disediakan, yaitu melalui website <https://waskitaprecast.co.id/> ataupun langsung dilaporkan kepada Tim WBS Perusahaan.

Dalam mekanisme WBS yang diberlakukan di Perusahaan, Dewan Komisaris bertindak sebagai penerima laporan jika pihak pelapor adalah anggota Direksi, atau orang yang mempunyai hubungan khusus dengan anggota Direksi. Penanganan lebih lanjut diserahkan kepada Dewan Komisaris yang akan dibantu oleh 3 (tiga) organ pendukung Dewan komisaris untuk melakukan pemeriksaan dan investigasi (jika diperlukan).

Dalam rangka meningkatkan efektivitas WBS di Perusahaan, Dewan Komisaris secara berkala memantau laporan WBS yang disampaikan oleh Direksi. Menurut penilaian kami, pelaksanaan WBS di Perusahaan telah dijalankan dengan efektif.

Hal tersebut di atas didukung dengan tidak adanya laporan pengaduan yang masuk ke Tim WBS pada tahun 2023.

## **PENILAIAN KINERJA ORGAN PENDUKUNG DI BAWAH DEWAN KOMISARIS**

Dalam menjalankan tugas, fungsi, dan tanggung jawabnya di bidang pengawasan dan pemberian nasihat kepada Direksi, Dewan Komisaris dibantu oleh organ pendukung Sekretaris Dewan Komisaris dan terdapat 3 (tiga) komite yang berada di bawah pengawasan Dewan Komisaris, yaitu Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi.

2. The Board of Directors report findings to the Committee.
3. The Board of Directors conduct Whistleblowing System (WBS) usage socialization.
4. The Board of Directors submit Quarterly Audit Evaluation Results Reports in a timely manner.

## **VIEWS ON THE EFFECTIVENESS OF VIOLATION REPORTING SYSTEM**

To maintain and enhance the implementation of Good Corporate Governance (GCG) pillars, an applicable Whistleblowing System (WBS) process and mechanism are necessary so that the reports of violations against GCG principles, the Company's Code of Conduct, and violations of regulations within the Company can be applied. To maintain the independence of this WBS process and mechanism, the Company has formed a WBS Team directly accountable to the President Director. Reports of violations can be submitted through the available Whistleblowing System channel, either through the website <https://waskitaprecast.co.id/> or directly reported to the Company's WBS Team.

In the Company's WBS mechanism, Board of Commissioners acts as the recipient of reports if the reported party is a member of Board of Directors or an individual with a special relationship with a member of Board of Directors. Further handling is entrusted to the Board of Commissioners, who will be assisted by 2 (two) supporting organs of Board of Commissioners to conduct examination and investigation (if necessary).

To enhance the effectiveness of WBS in the Company, Board of Commissioners periodically monitors WBS reports submitted by the Board of Directors. In our assessment, the implementation of WBS in the Company has been carried out effectively.

This is supported by the absence of complaints received by the WBS Team in 2023.

## **ASSESSMENT OF SUPPORTING ORGANS UNDER BOARD OF COMMISSIONERS**

In carrying out its duties, functions, and responsibilities in overseeing and providing advice to the Board of Directors, Board of Commissioners is assisted by a supporting organ, namely Secretary of Board of Commissioners, and 3 (three) committees under the supervision of Board of Commissioners, namely Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee.

Sepanjang tahun 2023, Dewan Komisaris menilai bahwa Sekretaris Dewan Komisaris beserta komite-komite tersebut telah menjalankan tugas dan tanggung jawabnya dengan baik. Sekretaris Dewan Komisaris telah melaksanakan tugas-tugasnya antara lain berupa: mempersiapkan rapat, membuat risalah rapat Dewan Komisaris, mengadministrasikan dokumen Dewan Komisaris, Menyusun Rencana Kerja dan Anggaran Dewan Komisaris, menyusun rancangan laporan-laporan Dewan Komisaris dan melaksanakan tugas lain dari Dewan Komisaris, dimana sepanjang tahun 2023, Sekretaris Dewan Komisaris mempersiapkan rapat bagi Dewan Komisaris dalam rapat internal bersama Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi sebanyak 12 (dua belas) kali dan rapat bersama Direksi sebanyak 15 (lima belas) kali, penyelenggaraan kunjungan kerja Dewan Komisaris serta aktif dalam mengikuti rapat yang diadakan oleh Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi.

Sepanjang tahun 2023, Dewan Komisaris juga menilai Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi telah menjalankan tugasnya dengan baik dalam meningkatkan keterbukaan, akuntabilitas, dan kualitas laporan keuangan sesuai standar akuntansi yang berlaku serta laporan kegiatan dan hasil usaha Perusahaan sesuai dengan prinsip GCG. Selain itu, Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi juga telah berupaya maksimal dalam meningkatkan fungsi pengawasan internal dalam rangka mencapai efektivitas dan efisiensi pengelolaan sumber daya Perusahaan untuk memperoleh hasil yang optimal.

Sepanjang tahun 2023, komite telah mengadakan rapat antara Komite Audit, Komite Pemantau Risiko dan Tata Kelola Terintegrasi dan Komite Nominasi dan Remunerasi dengan Direksi beserta jajarannya yang juga berfungsi sebagai metode pengawasan pelaksanaan rencana kerjanya sebagaimana ditetapkan dalam RKAP 2023 dan Revisi RKAP 2023, dimana terdapat telaah atau memo komite sebanyak 73 dengan isu dan topik, antara lain:

1. Pembahasan Permohonan Persetujuan Pembukaan Kantor Cabang di Batam
2. Pembahasan Permohonan Persetujuan Aksi Korporasi Perjanjian Perdamaian PKPU
3. Review Persetujuan RKAP Tahun 2022 dan Revisi RKAP Tahun 2023
4. Pembahasan Top Corporate Risk Profil Risiko Triwulan I-IV Tahun 2023
5. Kinerja Keuangan Perusahaan Setiap Bulan
6. Usulan Perubahan Struktur Organisasi

Throughout 2023, Board of Commissioners assessed that the Secretary of Board of Commissioners along with these committees have performed their duties and responsibilities well. The Secretary of Board of Commissioners has carried out tasks such as preparing meetings, drafting minutes of Board of Commissioners meetings, administering Board of Commissioners documents, preparing the Work Plan and Budget of Board of Commissioners, drafting Board of Commissioners reports, and performing other tasks assigned by the Board of Commissioners. Throughout 2023, the Secretary of Board of Commissioners prepared meetings for Board of Commissioners in internal meetings with Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee for 12 (twelve) times, and joint meetings with the Board of Directors for 15 (fifteen) times, organizing Board of Commissioners' site visits, and actively participating in meetings held by Audit Committee, Risk Monitoring and Integrated Governance Committee.

Throughout 2023, Board of Commissioners also evaluated that the Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee have performed their duties well in enhancing transparency, accountability, and the quality of financial reports in accordance with applicable accounting standards and the Company's activity and performance reports in accordance with GCG principles. In addition, the Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee have also made maximum efforts to enhance internal oversight functions in order to achieve effectiveness and efficiency in managing the Company's resources to obtain optimal results.

Throughout 2023, the committees held meetings between Audit Committee, Risk Monitoring and Integrated Governance Committee, and Nomination and Remuneration Committee with the Board of Directors and their teams, which also served as a method of supervising the implementation of their work plans as stipulated in the 2023 RKAP and 2023 RKAP Revision. There were a total of 73 committee reviews or memos on various issues and topics, including:

1. Discussion on the Request for Approval of Opening a Branch Office in Batam
2. Discussion on the Request for Approval of Corporate Action of PKPU Agreement Peace
3. Review of Approval of the 2022 RKAP and 2023 RKAP Revision
4. Discussion of Top Corporate Risk Profile Risks for Quarters I-IV of 2023
5. Company Financial Performance Every Month
6. Proposal for Organizational Structure Changes

7. Penelaahan atas Kebijakan Manajemen Risiko, Telaah Kebijakan Sistem Pengendalian Intern, Kebijakan Akuntansi dan Pelaporan Keuangan, Kebijakan Mutu, Pelayanan dan Keluhan Pelanggan, Kebijakan Sistem dan TI, Kebijakan Pengelolaan SDM dan Suksesi Manajemen, Kebijakan Pengadaan Barang dan Jasa
8. Pengawasan kepatuhan Direksi dalam menjalankan peraturan perundang-undangan, meliputi: update perkara dan permasalahan Perusahaan dan tindak lanjut serta *action plan* penyelesaian permasalahan tol KLBM, Quarry Lumbang, Pembangunan Plant Penajam, Plant Bojonegara. Atas hal ini, sepanjang tahun 2023 tidak ditemukan adanya putusan hukuman yang telah berkekuatan hukum tetap terhadap Perusahaan dan Perusahaan telah menunjukkan komitmen terhadap perjanjian dan/ atau komitmen yang dibuat dengan pihak ketiga.

Dewan Komisaris membentuk Komite Nominasi dan Remunerasi di lingkup organ pendukung Dewan Komisaris di tahun 2023. Sepanjang tahun 2023, Komite Nominasi dan Remunerasi telah menyelenggarakan rapat bersama dengan Komite Audit dan Komite Pemantau Risiko dan Tata Kelola Terintegrasi dengan Perusahaan dengan topik-topik, antara lain sebagai berikut: telaah penyusunan kpi, telaah kebijakan manajemen talenta, telaah struktur organisasi, telaah pencapaian kinerja unit kerja, telaah remunerasi direksi dan dewan komisaris, telaah kepatuhan kode etik, telaah pencapaian kinerja unit kerja, Direksi dan RKAP.

## PANDANGAN ATAS PROSPEK USAHA PERUSAHAAN

Dewan Komisaris memandang bahwa Perusahaan memiliki peluang untuk tumbuh dan bertahan di tahun 2024. Pertumbuhan ekonomi yang diprediksi World Bank sebesar 4,9%, ADB dan IMF sebesar 5% serta OECD sebesar 5,2% dan Pemerintah Indonesia telah menetapkan target pertumbuhan ekonomi Indonesia tahun 2024 sebesar 5,2% (Sumber: OJK "Outlook Ekonomi dan Keuangan di Tahun 2024, tanggal 22 Februari 2024").

Komitmen Pemerintah untuk terus meningkatkan kapasitas infrastruktur dan konstruksi di Indonesia turut memberikan prediksi positif mendorong sentimen positif dalam industri konstruksi nasional, sehingga memungkinkan adanya peluang-peluang bisnis yang dapat dimanfaatkan oleh Perusahaan, baik bersama grup Waskita maupun independen. Oleh sebab itu, kami senantiasa merekomendasikan kepada jajaran Direksi untuk lebih mengoptimalkan peluang bisnis yang muncul di tahun 2024 mendatang.

7. Review of Risk Management Policies, Internal Control System Policy Review, Accounting and Financial Reporting Policy, Quality Policy, Customer Service and Complaint Policy, System and IT Policy, Human Capital Management and Management Succession Policy, Procurement Policy Goods and Services
8. Supervision of the Board of Directors' compliance with laws and regulations, including: updating Company cases and issues and follow-up and action plans for the resolution of KLBM toll issues, Lumbang Quarry, Penajam Plant Development, Bojonegara Plant. Due to this, throughout 2023, there was no finding of permanent legal decision against the Company and the Company has demonstrated its commitment to the agreements and/or commitments made with third parties.

Board of Commissioners formed the Nomination and Remuneration Committee within the scope of supporting organ of Board of Commissioners in 2023. Throughout 2023, the Nomination and Remuneration Committee held meetings together with Audit Committee and Risk Monitoring and Integrated Governance Committee with the Company on topics including the review of KPI formulation, talent management policy review, organizational structure review, achievement review of work unit performance, remuneration review of Board of Directors and Board of Commissioners, code of conduct compliance review, review of performance of work units, Directors, and RKAP.

## VIEWS ON THE COMPANY'S BUSINESS OUTLOOK

Board of Commissioners believes that the Company has opportunities for growth and sustainability in 2024. Economic growth predicted by the World Bank at 4.9%, ADB and IMF at 5%, and OECD at 5.2%, with the Indonesian Government setting a target economic growth rate of 5.2% for 2024 (Source: OJK "Economic and Financial Outlook in 2024, February 22, 2024").

The Government's commitment to continuously improve infrastructure and construction capacity in Indonesia also provides a positive outlook, fostering positive sentiment in the national construction industry, thus creating business opportunities that can be utilized by the Company, both within Waskita group and independently. Therefore, we consistently recommend to the Board of Directors to optimize the emerging business opportunities in the upcoming year 2024.

Dewan Komisaris juga mendukung Strategi Direksi dan Manajemen untuk fokus pada *market intelligence* guna mendapat nilai kontrak baru, pelaksanaan secara konsisten hasil Homologasi dan Restrukturisasi Keuangan, transformasi bisnis operasional dan finansial, pelaksanaan divestasi aset, revitalisasi aset untuk *operational excellence*, memperoleh *new working capital*, dan peningkatan Tata Kelola Perusahaan yang Baik atau *Good Corporate Governance* (GCG) dan Manajemen Risiko.

## PENEKANAN SUATU HAL

### Optimalisasi Peningkatan Kinerja Perusahaan

Dewan Komisaris secara intensif melakukan pengawasan, mendukung dan memberikan nasihat kepada Direksi dalam melakukan optimalisasi kinerja Perusahaan melalui 3 (tiga) hal, yaitu:

1. Tata kelola sehat dan berintegritas.
2. Peningkatan kinerja Perusahaan.
3. Efisiensi.

Selanjutnya, dalam kaitan dengan penurunan kinerja Perusahaan, Dewan Komisaris telah memberikan Laporan Gejala Penurunan Kinerja Perusahaan kepada PT Waskita Karya (Persero) Tbk selaku Pemegang Saham Seri A Perusahaan, berdasarkan Surat No.161/WBP/DK/2023 tanggal 6 Desember 2023, dimana Dewan Komisaris dalam laporan dimaksud telah memberikan masukan kepada Direksi sebagai berikut:

- a. Direksi terus melakukan *rebranding* melalui strategi komunikasi yang baik dan dilakukan secara *continue* agar kepercayaan terhadap Perusahaan tumbuh.
- b. Direksi mengukur pengaruh atas upaya-upaya yang telah dilakukan dalam mengelola strategi komunikasi apakah berdampak positif terhadap peningkatan kepercayaan terhadap Perusahaan.
- c. Direksi memastikan setiap strategi yang dilakukan sebagaimana yang telah dipaparkan tetap memperhatikan pedoman, peraturan yang berlaku serta *Good Corporate Governance*.

### Kepatuhan Perseroan Terhadap Kode Etik

Dewan Komisaris telah memberikan tindak lanjut rapat komite berdasarkan Surat No. 148.1/WBP/DK/2023 tanggal 22 November 2023 dengan agenda Telaah Kepatuhan Perseroan Terhadap Kode Etik. Dewan Komisaris memberikan catatan, antara lain sebagai berikut:

- a. Direksi segera mengumpulkan dari seluruh pegawai atas formulir ketaatan pegawai terhadap pedoman etika dan perilaku.
- b. Direksi senantiasa membacakan isi dari formulir ketaatan pegawai terhadap pedoman etika dan perilaku dalam sesi atau rapat tertentu supaya tertanam dalam setiap perilaku pegawai dan menjadi budaya Perusahaan.

Board of Commissioners also supports the Board of Directors' and Management's strategy to focus on market intelligence to secure new contract values, consistent implementation of Homologation and Financial Restructuring results, operational and financial business transformation, asset divestment, asset revitalization for operational excellence, obtaining new working capital, and improving Good Corporate Governance (GCG) and Risk Management.

## EMPHASIS ON A CERTAIN MATTER

### Optimizing the Company's Performance Improvement

Board of Commissioners intensively oversees, supports, and advises the Board of Directors in optimizing the Company's performance through three aspects:

1. Sound and integrity governance.
2. Improvement of Company performance.
3. Efficiency.

Furthermore, concerning the decline in Company performance, Board of Commissioners has provided a Report on Symptoms of Declining Company Performance to PT Waskita Karya (Persero) Tbk as the Series A Shareholder of the Company, based on Letter No.161/WBP/DK/2023 dated December 6, 2023. In the said report, Board of Commissioners has provided inputs to the Board of Directors as follows:

- a. The Board of Directors continue to rebrand through effective communication strategies conducted continuously to foster trust in the Company.
- b. The Board of Directors measure the influence of the efforts made in managing communication strategies to ascertain whether they positively impact the increase in trust in the Company.
- c. The Board of Directors ensure that every strategy implemented as outlined still adheres to prevailing guidelines, regulations, and Good Corporate Governance.

### Company Compliance with the Code of Conduct

Board of Commissioners has followed up on committee meetings based on Letter No. 148.1/WBP/DK/2023 dated November 22, 2023, with the agenda of Reviewing the Company's Compliance with the Code of Conduct. Board of Commissioners made notes, including:

- a. The Board of Directors immediately gather from all employees the compliance form regarding ethical and behavioral guidelines.
- b. The Board of Directors consistently read out the contents of the compliance form regarding ethical and behavioral guidelines in specific sessions or meetings to instill them in every employee's behavior and become the Company's culture.



## Pelaksanaan Homologasi

Dewan Komisaris mendukung dan mengapresiasi Direksi terkait pemenuhan kewajiban Perusahaan sebagaimana tertuang dalam homologasi dilaksanakan secara patuh oleh Perusahaan, antara lain yaitu dengan adanya pembayaran CFADs oleh Perusahaan.

## Beban Perusahaan

Dewan Komisaris senantiasa melakukan pengawasan dan memberikan saran dan masukan kepada Direksi dalam langkah-langkah penanganan/ *treatment* atas adanya beban-beban di Perusahaan, diantaranya beban aset Perusahaan yang tidak produktif.

## Pengendalian Internal

Dewan Komisaris secara intensif melakukan pengawasan terhadap Direksi agar senantiasa melaksanakan pengendalian internal Perusahaan sehingga dapat memberikan nilai tambah bagi Perusahaan.

Selanjutnya, Dewan Komisaris telah memberikan catatan kepada Direksi sehubungan agenda rapat Kebijakan Sistem Pengendalian Intern dengan catatan, antara lain: Direksi menyampaikan sistem penegakan integritas etika dan komitmen kepemimpinan yang kondusif, Direksi menyampaikan temuan-temuan kepada Komite, Direksi melakukan sosialisasi penggunaan WBS, Direksi menyampaikan Laporan Evaluasi Hasil Audit Triwulan secara tepat waktu.

## PERUBAHAN KOMPOSISI DEWAN KOMISARIS

Sepanjang tahun 2023, komposisi anggota Dewan Komisaris PT Waskita Beton Precast Tbk mengalami perubahan. Perubahan komposisi Dewan Komisaris di tahun 2023 dan dasar perubahannya adalah sebagai berikut:

Nama Name	Jabatan Position Position	Dasar Pengangkatan Basis of Appointment	Dasar Pemberhentian Basis of Termination
Agus Budiman Manalu	Komisaris Utama/ Independen President/ Independent Commissioner	Keputusan RUPST berdasarkan Akta No. 12 tanggal 4 Mei 2021, dibuat dihadapan Jose Dima Satria, S.H., M.Kn., Jo. Keputusan RUPST berdasarkan Akta No. 54 tanggal 27 Juni 2023, dibuat dihadapan Ashoya Ratam, S.H., M.Kn., Resolution of the AGMS based on Deed No. 12 dated May 4, 2021, made before Jose Dima Satria, S.H., M.Kn., Jo. Resolution of the AGMS based on Deed No. 54 dated June 27, 2023, made before Ashoya Ratam, S.H., M.Kn.,	Masih aktif menjabat per 31 Desember 2023 Still actively serving as of December 31, 2023
Abianti Riana	Komisaris Independen Independent Commissioner	Keputusan Rapat Umum Pemegang Saham Tahunan (RUPST) 2022 tanggal 27 Juni 2022 yang telah diaktakan melalui Akta Notaris Titik Krisna Murti Wikaningsih Hastuti, S.H., M.Kn. No. 08 tanggal 12 Juli 2022 Resolution of the 2022 Annual General Meeting of Shareholders (AGMS) dated June 27, 2022 which has been notarized by Notarial Deed Titik Krisna Murti Wikaningsih Hastuti, S.H., M.Kn. No. 08 dated July 12, 2022	Masih aktif menjabat per 31 Desember 2023 Still actively serving as of December 31, 2023

## Homologation Implementation

Board of Commissioners supports and appreciates the Board of Directors regarding the Company's compliance with obligations as stipulated in the homologation carried out diligently by the Company, including the payment of CFADs by the Company.

## The Company's Burden

Board of Commissioners continually oversees and provides advice and input to the Board of Directors on handling/treating burdens in the Company, including burdens on unproductive assets of the Company.

## Internal Control

Board of Commissioners intensively oversees the Board of Directors to ensure the Company's internal control is consistently implemented, thus providing added value to the Company.

Furthermore, the Board of Commissioners has made notes to the Board of Directors regarding the agenda of Internal Control System Policy meeting, including: the Board of Directors present the integrity ethics enforcement system and conducive leadership commitment, the Board of Directors report findings to the Committee, the Board of Directors conduct WBS usage socialization, the Board of Directors submit Quarterly Audit Evaluation Results Report timely.

## CHANGES IN THE COMPOSITION OF BOARD OF COMMISSIONERS

Throughout 2023, the composition of Board of Commissioners of PT Waskita Beton Precast Tbk underwent changes. The changes in the composition of Board of Commissioners in 2023 and basis for the changes are as follows:

Nama Name	Jabatan Position Position	Dasar Pengangkatan Basis of Appointment	Dasar Pemberhentian Basis of Termination
Poerwanto	Komisaris Commissioner	Keputusan RUPSLB berdasarkan Akta Notaris Ashoya Ratam, S.H., M.Kn. No. 45 tanggal 20 Desember 2022 Resolution of the EGMS based on Notarial Deed of Ashoya Ratam, S.H., M.Kn. No. 45 dated December 20, 2022	Masih aktif menjabat per 31 Desember 2023 Still actively serving as of December 31, 2023
Asep Arofah Permana	Komisaris Commissioner	Keputusan RUPSLB berdasarkan Akta Notaris Ashoya Ratam, S.H., M.Kn. No. 45 tanggal 20 Desember 2022 Resolution of the EGMS based on Notarial Deed of Ashoya Ratam, S.H., M.Kn. No. 45 dated December 20, 2022	Masih aktif menjabat per 31 Desember 2023 Still actively serving as of December 31, 2023
Fathur Rokhman	Komisaris Independen Komisaris Independen	Keputusan RUPST berdasarkan Akta No. 54 tanggal 27 Juni 2023 dibuat dihadapan Ashoya Ratam, S.H., M.Kn. Resolution of the AGMS based on Deed No. 54 dated June 27, 2023 made before Ashoya Ratam, S.H., M.Kn.	Masih aktif menjabat per 31 Desember 2023 Still actively serving as of December 31, 2023

## PENUTUP

Akhir kata, kami segenap jajaran Dewan Komisaris Perusahaan menyampaikan apresiasi setinggi-tingginya kepada seluruh anggota Direksi dan seluruh Insan PT Waskita Beton Precast Tbk yang telah mencurahkan segala kemampuan dan dedikasinya dalam rangka mendorong optimalisasi kinerja Perusahaan. Tak lupa, kami juga menyampaikan terima kasih yang sebesar-besarnya kepada seluruh pemegang saham dan pemangku kepentingan atas dukungan yang diberikan. Rincian realisasi *Key Performance Indicators* (KPI) Dewan Komisaris dan program kerja sebagai berikut:

## CLOSING REMARKS

In conclusion, we, the entire Board of Commissioners of the Company, would like to express our highest appreciation to all members of Board of Directors and all employees of PT Waskita Beton Precast Tbk who have dedicated their abilities and dedication to drive the optimization of the Company's performance. We would also like to extend our utmost gratitude to all shareholders and stakeholders for the support provided. Details of the realization of the Board of Commissioners' Key Performance Indicators (KPIs) and work programs are as follows:

### KEY PERFORMANCE INDICATORS (KPI) DEWAN KOMISARIS PT WASKITA BETON PRECAST TBK TAHUN 2023 KEY PERFORMANCE INDICATORS (KPI) Board of Commissioners PT WASKITA BETON PRECAST TBK 2023

No	Kegiatan Activity	Indikator Indicator	Min/ Max Min/ Max	Rencana Plan	Realisasi Realization	Bobot Weight	Skor Score
						(%)	(%)
<b>A. Aspek Pengawasan dan Nasehat</b> Supervisory and Advisory Aspect						<b>65</b>	<b>65</b>
1.	Melakukan Pembahasan dan/ atau Memberikan persetujuan/tanggapan atas usulan Direksi yang membutuhkan persetujuan Komisaris, antara lain - RKAP - Laporan Tahunan - Aksi Korporasi Lainnya Conduct discussions and/or provide approval/responses to proposals from the Board of Directors that require approval from the Commissioners, among other things - RKAP - Annual report - Other Corporate Actions	Waktu pemberian persetujuan/ tanggapan setelah dokumen berikut data pendukung lengkap diterima The time for giving approval/response after the documents and complete supporting data are received	Max	14 hari kerja 14 working days	4 hari 4 days	10	10

**KEY PERFORMANCE INDICATORS (KPI)  
DEWAN KOMISARIS  
PT WASKITA BETON PRECAST TBK  
TAHUN 2023**

**KEY PERFORMANCE INDICATORS (KPI)  
Board of Commissioners  
PT WASKITA BETON PRECAST TBK  
2023**

No	Kegiatan Activity	Indikator Indicator	Min/ Max Min/ Max	Rencana Plan	Realisasi Realization	Bobot	Skor
						Weight	Score
						(%)	(%)
2.	Memberikan pengawasan dan/ atau nasehat/ saran atas pengelolaan perusahaan, antara lain: - Kebijakan Sistem & IT - Kebijakan Manajemen Risiko - Kebijakan Mutu & Pelayanan - Kebijakan Pengadaan Barang & Jasa Providing supervision and/or advice/ suggestions on company management, including: - System & IT Policy - Risk Management Policy - Quality & Service Policy - Goods & Services Procurement Policy	Jumlah nasihat / saran Number of advice/ suggestions	Min	4 kali saran 4 advices	12 kali saran 12 advices	5	5
3.	Melaksanakan rapat Internal Dewan Komisaris Carrying out internal meetings of Board of Commissioners	Jumlah rapat Number of meetings	Min	4 kali 4 times	12 kali 12 times	5	5
4.	Melaksanakan rapat gabungan Dewan Komisaris dan Direksi Carrying out joint meetings of Board of Commissioners and Board of Directors	Jumlah rapat Number of meetings	Min	12 kali 12 times	15 kali 15 times	15	15
5.	Memberikan tanggapan/saran atas usulan Direksi yang membutuhkan persetujuan RUPS Provide responses/suggestions to the Board of Directors' proposals that require GMS approval	Waktu pemberian tanggapan / saran setelah dokumen lengkap diterima Time for providing responses/ suggestions after complete documents are received	Max	21 hari kerja 21 working days	14 hari 14 days	5	5
6.	Review terhadap hasil pelaksanaan dan/ atau laporan audit eksternal dan/ atau internal Review of implementation results and/or external and/or internal audit reports	Waktu pemberian review tertulis atas laporan setelah dokumen berikut data pendukung lengkap diterima Time to provide a written review of the report after the documents and complete supporting data are received	Max	14 hari kerja 14 working days	5 hari 5 days	10	10
7.	Review atas kinerja KAP Review of KAP performance	Waktu pemberian review tertulis atas laporan setelah dokumen berikut data pendukung lengkap diterima Time to provide a written review of the report after the documents and complete supporting data are received	Max	14 hari kerja 14 working days	14 hari 14 days	5	5
8.	Kunjungan kerja lapangan Site visit	Jumlah kunjungan Number of visit	Min	4 kali 4 times	6 kali 6 times	10	10

**KEY PERFORMANCE INDICATORS (KPI)  
DEWAN KOMISARIS  
PT WASKITA BETON PRECAST TBK  
TAHUN 2023**

**KEY PERFORMANCE INDICATORS (KPI)  
Board of Commissioners  
PT WASKITA BETON PRECAST TBK  
2023**

No	Kegiatan Activity	Indikator Indicator	Min/ Max Min/ Max	Rencana Plan	Realisasi Realization	Bobot	Skor
						Weight	Score
						(%)	(%)
<b>B. Aspek Pelaporan</b> Reporting Aspect						<b>30</b>	<b>30</b>
9.	Rencana program kerja tahunan, anggaran dan KPI Annual work program plan, budget and KPI	Jumlah dokumen Number of documents	Min	1 dokumen 1 document	1 dokumen 1 document	10	10
10.	Menyampaikan laporan tentang tugas pengawasan Submit report on supervisory duties	Jumlah dokumen Number of documents	Min	1 dokumen 1 document	1 dokumen 1 document	20	20
<b>C. Aspek Dinamis</b> Dynamic Aspect						<b>5</b>	<b>5</b>
11.	Peningkatan Kompetensi Dewan Komisaris & Komite Increasing the Competency of Board of Commissioners and Committees	Jumlah pelatihan / seminar atau peserta Number of training / seminars or participants	Min	5 pelatihan 5 trainings	8 pelatihan 8 trainings	5	5
<b>TOTAL SKOR</b> TOTAL SCORE						<b>100</b>	<b>100</b>

Melalui penguatan sinergi yang baik dengan seluruh pihak yang berkaitan dengan rantai bisnis Perusahaan secara berkelanjutan, kami optimis WSBP dapat mencapai pertumbuhan bisnis yang kuat dan berkelanjutan di masa depan sekaligus mampu memberikan nilai tambah bagi para pemegang saham dan pemangku kepentingan.

Through strengthening good synergy with all parties involved in the Company's business chain continuously, we are optimistic that WSBP can achieve strong and sustainable business growth in the future, while also providing added value to shareholders and stakeholders.

Jakarta, 30 April 2024  
Jakarta, April 30, 2024

Board of Commissioners  
PT Waskita Beton Precast Tbk



**Agus B. Manalu**  
President Commissioner/Independent