Sustainability Committee Charter

PT Prodia Widyahusada Tbk

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1. LEGAL BASIS

The Sustainability Committee Charter (“Charter”) is established as a guideline for the implementation of the duties, responsibilities, and authorities of the Sustainability Committee in assisting the Board of Commissioners of PT Prodia Widyahusada Tbk (the “Company”) in carrying out its supervisory function over the implementation of sustainability principles within the Company.

This Charter is prepared based on:

- Financial Services Authority Regulations (POJK) governing the corporate governance of public companies;
- POJK concerning the Implementation of Sustainable Finance for Financial Services Institutions, Issuers, and Public Companies, as amended from time to time;
- The Company’s Articles of Association; and
- The Company’s internal policies relating to corporate governance and sustainability.

2. DEFINITION AND PURPOSE

a. The Sustainability Committee (the “Committee”) is a committee established by and accountable to the Board of Commissioners to assist the Board in carrying out its oversight function over the development of the Company’s sustainability strategy, as well as the implementation, monitoring, and reporting of sustainability initiatives across the Environmental, Social, and Governance (ESG) aspects.
b. The Committee shall establish its Terms of Reference as a guideline for each Committee member in carrying out their duties, responsibilities, and authorities.
c. Each Committee member is required to perform their duties in good faith, independently, objectively, and professionally, while complying with the applicable laws and regulations, the Company’s Articles of Association, and the Company’s internal policies.

3. COMPOSITION, STRUCTURE AND MEMBERSHIP REQUIREMENTS

a. The Committee shall consist of at least three (3) members, comprising members of the Board of Commissioners and/or other individuals with expertise in sustainability, corporate governance, risk management, environmental, social, or other relevant fields.
b. One of the Committee members shall be appointed by the Board of Commissioners to serve as the Chair of the Committee.
c. Committee members must possess integrity, competence, experience, and adequate knowledge of sustainability principles, corporate governance, and the healthcare industry.
d. Committee members shall be able to work collaboratively and effectively, maintain their independence, and demonstrate strong communication skills.

4. CODE OF ETHICS

Each Committee member shall be required to:

a. Maintain the confidentiality of the Company's information;
b. Avoid any conflict of interest in the performance of their duties;
c. Act independently, objectively, and professionally;
d. Use any information obtained solely for the purpose of carrying out the Committee's duties; and

e. Comply with the applicable laws and regulations, the Company's Articles of Association, and the Company's internal policies.

5. DUTIES, RESPONSIBILITIES, AND AUTHORITY

The Committee shall have the following duties, responsibilities, and authorities:

a. Review and provide recommendations to the Board of Commissioners regarding the Company's sustainability strategy, policies, roadmap, and targets.
b. Oversee the implementation of Environmental, Social, and Governance (ESG) principles across the Company's business activities.
c. Review the effectiveness of the implementation of the Company's Sustainability Blueprint and sustainability programs.
d. Monitor the achievement of sustainability targets and key performance indicators (KPIs), and provide recommendations for continuous improvement.
e. Review ESG-related risks and opportunities and provide recommendations to the Board of Commissioners.
f. Review the Sustainability Report, ESG disclosures, and other sustainability-related information prior to publication.
g. Monitor developments in sustainability-related regulations, standards, trends, and best practices, and provide recommendations to the Board of Commissioners accordingly.
h. Promote a sustainability culture and encourage stakeholder engagement in supporting the implementation of the Company's sustainability strategy.
i. Request information, data, and explanations from the Board of Directors or management as necessary for the performance of the Committee's duties.
j. Perform any other duties assigned by the Board of Commissioners, provided such duties are related to its sustainability oversight function.

6. WORKING PROCEDURES

The Committee shall perform its duties collectively and independently. In carrying out its responsibilities, the Committee may:

a. Coordinate with the Board of Directors;
b. Request any data, information, or documents deemed necessary;
c. Invite Company officers and/or independent parties to provide explanations or expert opinions;
d. Conduct reviews of sustainability issues that are material to the Company; and
e. Submit recommendations to the Board of Commissioners.

7. MEETINGS

a. The Committee shall convene meetings at least once every two (2) months, or more frequently if deemed necessary.
b. A meeting shall constitute a quorum if attended by a majority of the Committee members.
c. Decisions shall be made based on deliberation to reach consensus. If consensus cannot be achieved, decisions shall be made by a majority vote.
d. The Committee may invite members of the Board of Directors, relevant business units, and/or other parties to attend meetings as necessary.
e. Minutes of each meeting shall be prepared and signed by the Committee members in attendance.

8. ACTIVITY REPORTING SYSTEM

The Committee shall submit reports on the execution of its duties, recommendations, and oversight activities to the Board of Commissioners on a periodic basis or whenever deemed necessary. The Committee's reports shall form part of the Board of Commissioners' oversight function and may serve as supporting material for the preparation of the Company's Annual Report and/or Sustainability Report, in accordance with the applicable laws and regulations.

9. TERM OF OFFICE

a. Committee members shall be appointed and dismissed by the Board of Commissioners.
b. The term of office of Committee members shall correspond to the term of office of the Board of Commissioners, unless otherwise determined by a resolution of the Board of Commissioners.
c. A Committee member's term of office shall end upon:
   - Resignation;
   - Death;
   - No longer meeting the required qualifications; or
   - Dismissal pursuant to a resolution of the Board of Commissioners.
d. In the event of a vacancy in the Committee's membership, the Board of Commissioners shall appoint a replacement member within a reasonable period of time.

10. PERFORMANCE EVALUATION

The Board of Commissioners shall evaluate the performance of the Committee at least once a year. The evaluation shall be based on the Committee's execution of its duties, the achievement of its work program, the quality of the recommendations provided, and the Committee's contribution to supporting the Board of Commissioners' oversight of the implementation of the Company's sustainability strategy.

11. GENERAL PROVISIONS

a. This Charter shall become effective as of **10 July 2026**.
b. Each Committee member shall be deemed to have understood and agreed to all provisions of this Charter upon their appointment as a Committee member.
c. This Charter may be reviewed and amended from time to time pursuant to a resolution of the Board of Commissioners to ensure alignment with developments in applicable laws and regulations, the Company's needs, and good corporate governance practices.
d. In the event that any provision of this Charter conflicts with the applicable laws and regulations or the Company's Articles of Association, the applicable laws and regulations or the Company's Articles of Association shall prevail.