

ABSTRACT

This study aims to examine the liability of PT Astra Agro Lestari Tbk (PT AAL) for investor losses arising from greenwashing practices within the framework of civil law, as well as the legal consequences that follow. Greenwashing, manifested in sustainability claims such as No Deforestation, No Peat, No Exploitation (NDPE) that are inconsistent with actual conditions in the field, poses potential harm to shareholders amid the growing trend of Environmental, Social, and Governance (ESG)-based investment. The research employs normative legal methodology, utilizing both statutory and conceptual approaches. The findings reveal that the legal relationship between PT AAL and its shareholders constitutes a contractual bond derived from the company's Articles of Association, in which sustainability reporting functions as a performance obligation owed to shareholders. The act of greenwashing carried out by PT AAL fulfills the elements of breach of contract in the form of "performance rendered improperly," since sustainability reports were formally issued but materially failed to meet the standards of truthful and non-misleading environmental disclosure. Such qualification of breach establishes the company's duty to compensate losses, encompassing both actual damages (damnum emergens) and loss of expected profits (lucrum cessans), which may be pursued by shareholders individually or through a class action lawsuit before the District Court. Accordingly, strengthening principles of transparency and sound corporate governance is imperative to prevent greenwashing practices and to ensure adequate protection of investor interests.

Keywords : *Liability; Breach of Contract; Greenwashing; Damages.*

ABSTRAK

Penelitian ini bertujuan untuk menganalisis tanggung gugat PT Astra Agro Lestari Tbk (PT AAL) terhadap kerugian investor akibat praktik greenwashing dalam perspektif hukum perdata, serta akibat hukum yang timbul atasnya. Fenomena greenwashing, berupa klaim keberlanjutan lingkungan seperti No Deforestation, No Peat, No Exploitation (NDPE) yang tidak sesuai dengan kondisi faktual di lapangan, berpotensi merugikan pemegang saham di tengah meningkatnya tren investasi berbasis Environmental, Social, and Governance (ESG). Penelitian ini menggunakan metode penelitian hukum normatif dengan pendekatan perundang-undangan dan pendekatan konseptual. Hasil penelitian menunjukkan bahwa hubungan hukum antara PT AAL dan pemegang saham merupakan suatu perikatan yang bersumber dari Anggaran Dasar perseroan, dengan kewajiban pelaporan keberlanjutan berkedudukan sebagai prestasi yang harus ditunaikan perseroan kepada pemegang sahamnya. Tindakan greenwashing yang dilakukan PT AAL memenuhi unsur wanprestasi dalam bentuk "melaksanakan prestasi tetapi tidak sebagaimana mestinya", karena laporan keberlanjutan diterbitkan secara formal namun secara materiel tidak memenuhi standar keterbukaan informasi lingkungan yang benar dan tidak menyesatkan. Kualifikasi wanprestasi tersebut menimbulkan kewajiban ganti rugi bagi PT AAL, mencakup kerugian nyata (*damnum emergens*) dan hilangnya keuntungan yang diharapkan (*lucrum cessans*), yang dapat dituntut pemegang saham secara individual maupun melalui gugatan perwakilan kelompok (*class action*) di Pengadilan Negeri. Oleh karena itu, penguatan prinsip keterbukaan dan tata kelola perusahaan yang baik perlu didorong guna mencegah praktik greenwashing serta melindungi kepentingan investor secara memadai.

Kata Kunci : Tanggung Gugat; Wanprestasi; Greenwashing; Ganti Rugi.