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## **CHAPTER 1**

## **INTRODUCTION**

### 1.1. Background

The Audit Committee is formed by the Board of Commissioners to professionally and independently assist the Board of Commissioners in conducting its supervisory function. The Audit Committee is tasked with supervising the accounting and financial reporting process. The Audit Committee also reviews the quality of internal and external audit processes and results. In performing its duties, the Audit Committee must always maintain a working relationship with the Board of Commissioners, the Board of Directors, the Internal Auditors' (SPI), and External Auditors.

This Audit Committee Charter is a work guideline that explains the Audit Committee members' duties and functions as a Good Corporate Governance (GCG) Supporting Organ, which professionally assists the Board of Commissioners based on GCG principles of transparency, independency, accountability, responsibility, fairness and equality, and the Company's ethical standards.

The formation of the Audit Committee is based on the following regulations:

- 1. Article 121 of Law Number 40 of 2007 on Limited Liability Companies.
- 2. Financial Services Authority (OJK) Regulation Number 55/POJK.04/2015 on Audit Committee Formation and Work Guidelines
- 3. Financial Services Authority (OJK) Regulation Number 60/POJK.04/2016 on Board of Directors and Board of Commissioners of Depository and Settlement Institutions
- 4. Financial Services Authority (OJK) Regulation Number 13/POJK.03/2017 on the Use of Public Accountant and Public Accountant Office Services for Financial Service Activities

#### 1.2. Objectives

The Audit Committee is created to assist the Board of Commissioners in performing its supervisory functions to:

- 1. Maintain reliable and high-quality financial reporting.
- 2. Ensure the effectiveness of the Company's internal control, risk management, and Good Corporate Governance (GCG).
- 3. Ensure the compliance of internal and external audit processes with existing professional standards and regulations.
- 4. Maintain the Company's compliance with existing rules and regulations.

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# CHAPTER 2 ORGANIZATION

### 2.1. Audit Committee Composition

- 1. Members of the Audit Committee are nominated, appointed, and dismissed by the Board of Commissioners.
- 2. The Audit Committee must at least be comprised of:
  - a. Two Company Commissioners.
  - b. Two non-Company individuals.
- 3. One of the members of the Board of Commissioners who joins the Committee shall act as the Head of the Audit Committee. The Head of the Audit Committee shall be appointed by a Board of Commissioners meeting as soon as possible after the Board of Commissioners is appointed.
- 4. The Audit Committee can be assisted by the Audit Committee Secretary, who can be recruited internally or externally from the Company. A member of the Audit Committee can also have a dual position as the Committee's Secretary.
- 5. Members of the Audit Committee cannot hold dual positions as members of other Committees within the Company or its subsidiaries within a period.

### 2.2. Audit Committee Membership Requirements

The Audit Committee membership requirements are as follows:

- 1. Audit Committee members who are also members of the Board of Commissioners must follow the Financial Services Authority (OJK) regulations concerning Commissioners.
- 2. Audit Committee members who are not members of the Board of Commissioners must have the following qualifications:
  - Integrity Requirements
     Possess good morals, high professionalism, and the time and energy commitments
     needed to optimally perform their duties and responsibilities.
  - b. Independency Requirements:
    - i. Members must not be part of any Public Accountant Offices hired by the Company as an External Auditor or Legal Consultancy Firms or other parties that provide auditing, non-auditing, legal, and/or other consultancy services to the Company within the last six months before appointment by the Board of Commissioners.
    - ii. Members must not be an individual who has the authority and responsibility to plan, lead, and control the Company's activities within the past six months before the last six months before appointment by the Board of Commissioners.
    - iii. Members must not have direct or indirect business relations with the Company's business activities.

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iv. Members must not have family connections, horizontally or vertically from either marriage or blood and up to the second degree, with any members of the Board of Commissioners and Board of Directors.

### c. Competency Requirements

- i. Audit Committee members must be skilled and experienced in legal matters, finance, or accountancy.
- ii. Members must have at least ten years of experience in supervising or auditing and/or practical managerial-level experience within a business entity that allows them to optimally perform their functions in the Audit Committee.
- iii. Members must have sufficient knowledge in understanding and interpreting financial reports.
- iv. Members must have sufficient knowledge of Capital Market Regulations and Corporate Operational Regulations.
- v. Members must be knowledgeable in business processes, accounting standards, risk management concepts, and company control.
- vi. Members must have an understanding of the Audit Committee's duties, responsibilities, and authorities.
- vii. Members must have a sufficient understanding of Good Corporate Governance.
- viii. Members must possess good communication skills in presenting opinions and recommendations.
- d. Requirements for Audit Committee members who are educated and experienced in finance and accounting:
  - i. Members must have an understanding and knowledge of prevailing accounting standards in Indonesia.
  - ii. Members must have an understanding and knowledge of accounting standards implementation, especially accounting estimations, accrued systems, and accounting reserve creation.
  - iii. Members must have an understanding and knowledge of Financial Statements' general auditing processes.
  - iv. Members must have an understanding and knowledge of internal control procedures and financial reporting processes.

### 2.3. Audit Committee Service Period

- The service period for members of the Audit Committee who are also members of the Board of Commissioners at maximum is similar to the person's term as a Board of Commissioner member, which is decided by the General Meeting of Shareholders (GMS).
- 2. The service period for members of the Audit Committee who are not part of the Board of Commissioners is at maximum similar to the Board of Commissioners' term. A Board of Commissioners' Decision Letter must authorize this service period.

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- 3. Audit Committee members must be appointed at the latest by six months after the Commissioners' appointment.
- 4. The end of service for Audit Committee members who are not members of the Board of Commissioners is, at the latest, by six months after the Commissioners' term ends. This time difference is targeted to maintain continuity between previous and new Commissioners' terms in office.
- 5. The length of one Audit Committee Service Period is two years.
- 6. Audit Committee members who are not members of the Board of Commissioners and have ended their term can only be appointed again once and only during the following period. Therefore, the maximum service term of Audit Committee members who are not members of the Board of Commissioners is two periods.
- 7. The Head of the Audit Committee has the right to recommend a replacement if any of the Audit Committee members who are not members of the Board of Commissioners end their terms, resign, or be dismissed for dereliction of duty.
- 8. If a member of the Board of Commissioners who acts as the Head of Audit Committee leaves the Board before the person's term as Head of the Committee ends, another member of the Board of Commissioners who is in the Committee will replace the person as Head of the Audit Committee.
- 9. Any member of the Audit Committee who is not a member of the Board of Commissioners has the right to resign their membership by submitting a written notification to the Board of Commissioners by at least 30 calendar days before the resignation date. The resignation will be in effect 30 days after the Board of Commissioners receives the notification.
- 10. If there is an Audit Committee member who is not a member of the Board of Commissioners is dismissed or resigns before the person's term ends and the dismissal or resignation reduces the number of the Audit Committee to less than three persons, then a replacement must be appointed as soon as possible.
- 11. The service period of Audit Committee members appointed as replacements of previous members who left the Committee before their service period ends only lasts for the remaining time of the replaced Audit Committee members' service period.
- 12. If the service period of an Audit Committee member has ended and the person cannot be appointed again based on Company regulations, but the Board of Commissioners has not appointed a new Audit Committee member, then the membership of the departing Audit member can be extended until the Board of Commissioners appoints a new member.

### 2.4. Technical Capacity Building

Audit Committee members must pay special attention to building their own potential capacity and quality by consistently building their knowledge and insights. Audit Committee members must continuously study the fields related to their role as Audit Committee members. The Company is responsible for the Audit Committee members' technical capability improvement.

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### 2.5. Audit Committee Performance Review

- 1. The Audit Committee must perform a self-assessment of its duties and responsibilities at the end of every year.
- 2. The Board of Commissioners shall review the performance of the Audit Committee, as a collective or per individual member, at least before the end of the Committee's service period. The Committee's performance review results will be used as input for selecting Audit Committee in the next period.

## 2.6. Work Relationships

In performing its duties, the Audit Committee maintains a work relationship with the Board of Commissioners, the Board of Directors, and the Internal Auditors' (SPI).

- 1. Audit Committee's relationship with the Board of Commissioners:
  - a. The Audit Committee conducts meetings with the Board of Commissioners to discuss the implementation of its duties and responsibilities.
  - b. The Audit Committee can convene meetings or communicate directly with the Board of Commissioners if needed.
- 2. Audit Committee's relationship with the Board Board of Directors:
  - a. The Audit Committee conducts meetings with the Board of Directors.
  - b. The Audit Committee can engage directly with Divisions, especially the Finance and Accounting Division, the Risk Management Division, and the parties that have corporate governance functions:
    - 1) The Audit Committee's relationship with the Finance and Accounting Division:
      - a) The Audit Committee meets with the Finance and Accounting Division at least once every three months.
      - b) More meetings can be convened outside of that time frame if needed.
    - 2) The Audit Committee's relationship with the Risk Management Division:
      - a) The Audit Committee meets with the Risk Management Division at least twice per year at a determined date.
      - b) The Audit Committee and Risk Management Division Meeting shall discuss Risk Management duties and responsibilities, including risk identification, evaluation, and mitigation.
      - c) The Audit Committee can meet or communicate with the Risk Management Division outside the set schedule if any critical issues need to be discussed.
    - 3) The Audit Committee's relationship with the parties responsible for corporate governance:
      - a) The Audit Committee shall meet with these parties at least once per year.
      - b) More meetings can be convened outside of that time frame if needed
- 3. The Audit Committee's relationship with the Internal Auditors' (SPI):
  - a. The Audit Committee shall meet the SPI at least once every three months.

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- b. The Audit Committee and SPI meeting shall discuss the SPI's duties and responsibilities, including the SPI's findings and follow-up recommendations, if there are any.
- c. The Audit Committee can meet or communicate with the SPI outside of the set schedule if there are any important issues to be discussed.

## 2.7. Honorariums, Allowances, and Facilities

Members of the Audit Committee who are not part of the Board of Commissioners shall receive honorariums, allowances, and other facilities which sizes are determined by the Board of Commissioners and paid by the Company.

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## CHAPTER 3 ETHICAL STANDARDS

Members of the Audit Committee must observe the following ethical standards:

## 3.1 Integrity

The Audit Committee must be committed to performing its duties based on good intention, assertiveness, and honesty.

## 3.2 Objectivity

- a. The Audit Committee must avoid any conflicts of interest in the performance of its duties.
- b. The Audit Committee must be impartial in its decision-making.

## 3.3 Professional Competency

Members of the Audit Committee must continuously cultivate their own professional knowledge and skills so they may perform their duties with excellence.

### 3.4 Accuracy

The Audit Committee must perform its duties with accuracy and responsibility.

## 3.5 Confidentiality

The Audit Committee must maintain the confidentiality of the Company's non-public consumable documents, data, and information that the Committee obtains during the performance of its duties. Members of the Audit Committee must be willing to sign Non-Disclosure Agreements (NDA) based on the Company's policy.

### 3.6 Professional Behavior

- a. During the performance of its duties and responsibilities, the Audit Committee must not directly or indirectly take personal advantage of the Company's activities outside of the honorariums, allowances, and other facilities provided to the Committee's members.
- b. The Audit Committee must comply with existing rules and regulations in performing its duties and avoid any actions that are known or should be known that may discredit the Audit Committee's image.

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# CHAPTER 4 DUTIES, RESPONSIBILITIES, AND AUTHORITIES

### 4.1 Audit Committee Duties, Responsibilities, and Authorities

The Audit Committee's task is to provide independent professional opinions to the Board of Commissioners regarding reports or other matters submitted by the Board of Directors to the Board of Commissioners and to identify issues that require the Board of Commissioners' attention. In this regard, the Audit Committee has the duties and responsibilities to:

### 1. Financial Information

- a. Discuss financial reporting internal control with the Management.
- b. Review the Company's financial information, such as Financial Statements, projections, and other financial information.

#### 2. Internal Audit

- a. With the Internal Auditors' (SPI), discuss internal control findings and issues regarding drafting the Company's Financial Statement and the SPI's review of Financial Statements.
- b. Monitor audit processes to ensure that there are no restrictions to the scope of the auditing.
- c. Study audit findings and the Management's responses to the findings. Monitor the follow-up process regarding the findings.
- d. If the findings are not followed-up, the Audit Committee must inquire about the reason behind the decision, assess the risk of not following up on the findings, and communicate this issue to the Board of Commissioners.
- e. Review the availability of the SPI's human resources in consideration of the SPI's scope of duty.
- f. Provide direct access to the SPI to communicate outside of scheduled Audit Committee meetings.
- g. Study and approve long-term audit plans (if there are any) and short-term internal audit functions. Provide recommendations on amendments to audit plans if needed.
- h. Review the contents of the SPI Charter and the GCG Guideline.

### 3. Risk Management

- a. Evaluate the effectiveness of risk management policies and implementation that the Management has authorized and conducted. During this evaluation process, the Audit Committee:
  - i. Are entitled to receive periodic Company risk management reports.

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- ii. Must convene periodic meetings on risk identification, measurement, control, and mitigation and monitor the implementation of risk management.
- b. Analyze whether the Company's Standard Operational Procedures and policies have followed risk management guidelines.

#### 4. Internal Control

- a. Evaluate whether the Management has made sufficient efforts to maintain the effectiveness of internal control in creating reliable financial information and operations, implementing efficient and purposeful operational processes, securing Company assets, and ensuring the Company's actions and decisions comply with existing rules and regulations. During this evaluation process, the Audit Committee:
  - i. Is entitled to receive periodic internal audit reports from the SPI to identify potential internal control weaknesses.
  - ii. Must discuss the audit findings related to the Company's Internal Control, including indications of internal control weaknesses, inefficient operations, and violations of existing rules and regulations with the SPI.
- b. In fulfilling its internal control evaluation responsibility, the Audit Committee must first evaluate the following:
  - i. The Board of Directors approved guidelines and directives on implementing the Company's internal control activities.
  - ii. The SPI's audit plan, which must use a risk-based audit approach.

### 5. External Audit

- a. Discuss with the External Auditor on financial reporting issues, including:
  - i. Significant events during the audit period, including lawsuits, if there are any.
  - ii. Critical changes to accounting standards (material changes) that the Company has implemented.
  - iii. Misstatements that the Management has not corrected in the Financial Statement due to immaterial reasons.
  - iv. Potential fraud and regulation violations by the Management or staff that may create material misstatements in the Financial Statement.
  - v. Other obstacles related to financial reporting.
- b. Review the Financial Statement after the External Auditor audits it and before it is designated as an audited Financial Statement.
- c. Review (with the External Auditor) any issues that may occur during auditing. Facilitate solutions for any differences of opinion between the External Auditor and Management during auditing. The differences of opinion can be on the implementation of accounting standards, the scope of the audit, disclosures within the Financial Statement, and editorial issues by the Auditor in the audit report.

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- d. Facilitate open communications between the External Auditor, Management, SPI, and Board of Directors.
- e. Convene meetings with the External Auditor during the auditing task to discuss:
  - i. The audit's planning and scope.
  - ii. Obstacles during auditing.
  - iii. Significant audit corrections.
  - iv. The audit findings which have been summarized in a Management Letter.
- f. Ensure that the audit findings are followed up and there is an effective mechanism to follow up on the findings.
- g. If the findings are not followed-up, the Audit Committee must inquire about the reason behind the decision, assess the risk of not following up on the finding, and communicate this issue to the Board of Commissioners.
- h. Evaluate the External Auditor's performance.
- i. Select and recommend potential Public Accountant Offices for the position of External Auditor, which will audit the Company's Financial Statement.
- j. Recommend the service payment for the External Auditor.
- k. Review the competency, integrity, and independency of potential External Auditors.
- l. Provide pre-approvals to non-audit financial reporting services tasked to the Financial Statement's External Auditor as long as it does not affect the independency of the External Auditor.
- m. Recommend the dismissal of an External Auditor if the External Auditor does not perform duties within existing standards and regulations.

### 6. Good Corporate Governance Maintenance Duties

- a. Coordinate with parties responsible for corporate governance implementation to ascertain whether the Company's policies, regulations, systems, procedures, and business activities follow existing rules and regulations and the principles of Good Corporate Governance.
- b. Coordinate with parties responsible for implementing corporate governance to ascertain the compliance culture in all of the Company's organizational levels and business activities.
- c. Coordinate with parties responsible for corporate governance implementation to ascertain corporate governance practices that the Company has implemented based on its Code of Corporate Governance and monitor their progress and performance.

### 7. Compliance and Financial Complaints Reporting

- a. Monitor the Company's compliance with rules and regulations concerning financial reporting.
- b. Review any reported complaints regarding financial reporting.

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## 8. Reporting Responsibility

Report the following to the Board of Commissioners:

- a. Meeting Minutes from the Audit Committee and the Board of Commissioners Meetings.
- b. Reports on every duty that the Audit Committee performs complete with at least findings, analysis, summaries, and recommendations.
- c. Annual reports on the Audit Committee's performance.

## 9. Other Responsibilities

Conduct special/other tasks assigned by the Board of Commissioners in compliance with existing rules and regulations.

## 4.2 Audit Committee Rights and Authority

The Audit Committee has the rights to:

- Receive full, free, and unlimited access to all records or information regarding the Company's staff, funds, assets, and other resources related to its duties from the Board of Commissioners.
- 2. Collaborate with the Company's internal audit and risk management units as the Audit Committee performs its internal control and risk management duties.
- 3. Receive the SPI's summary report on behalf of the Board of Commissioners.
- 4. Create ad hoc teams if required and with written approval from the Board of Commissioners. The criteria and service period for the teams will be decided based on their type of work.
- 5. Review and recommend revisions to the Audit Committee Charter for approval by the Board of Commissioners.
- 6. Hire experts and/or consultants to assist the Audit Committee if required and with written approval from the Board of Commissioners.

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# CHAPTER 5 MEETINGS DAN REPORTING

### **5.1 Meeting Convening**

- 1. The Audit Committee convenes routine meetings at least once every three months.
- 2. Besides the routine meetings, the Audit Committee can also convene other meetings if necessary.
- 3. The Audit Committee Meetings are attended by members of the Audit Committee and other invited participants based on the Meeting's agenda.
- 4. The Audit Committee Meetings can be held at the Company's place of business or other previously agreed locations.
- 5. The Audit Committee Meetings' convocations are done by the Head of the Audit Committee or a representative member of the Audit Committee unless the Audit Committee meeting's schedule and location have been previously determined.
- 6. The Audit Committee Meetings' convocations are delivered to Audit Committee members before the Meetings are held and must include the day, date, hour, location, and agenda of the individual Meeting.
- 7. The Audit Committee Meetings can only be held if more than half of the Audit Committee members are in attendance.
- 8. The Head of the Audit Committee presides over Audit Committee Meetings. If the Head of the Audit Committee cannot attend, the Meeting will be presided over by another appointed member of the Audit Committee.
- 9. All Audit Committee members have complete freedom in presenting their professional opinions during the discussion of any agenda item without any intervention.
- 10. The Audit Committee meets with the External Auditor without the presence of the Board of Directors at least once per year.
- 11. The Audit Committee meets with the SPI without the presence of the Board of Directors at least once per year.
- 12. Meetings can be done physically and/or virtually.

## **5.2 Meeting Decision Making**

- 1. The Audit Committee Meetings' decisions are reached through deliberation and consensus.
- 2. If a consensus cannot be reached, then a decision can only be considered valid if it is approved by more than 50% (fifty percent) of the Audit Committee members in attendance.
- 3. The Audit Committee meeting can only make a decision if at least 50% (fifty percent) of the Audit Committee members are in attendance, with a caveat that Audit Committee members who are also members of the Board of Commissioners must be in attendance.

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- The Audit Committee Decision must be signed through a written circular mechanism by all members of the Audit Committee and holds equal power to the Audit Committee meeting.
- 5. Audit Committee Decisions made through the circular mechanism (in hard-copy and/or soft-copy) and agreed upon through electronic or non-electronic media by more than 50% (fifty percent) of the Audit Committee members hold a power equal to the Audit Committee meeting.

### **5.3 Audit Committee Meeting Minutes**

- 1. The Corporate Secretary, the Board of Commissioners Secretary, the Audit Committee Secretary, or another appointed party assigned as a secretary for the Audit Committee must prepare and document the Audit Committee Meeting Minutes.
- 2. The Audit Committee Meeting Minutes consists of:
  - a. The Meeting's time and location.
  - b. The Meeting's agenda.
  - c. The Meeting's participants.
  - d. Discussion materials.
  - e. Dissenting opinions.
  - f. The Meeting's Decision.
- 3. The results of the Audit Committee Meeting must be written in the Meeting Minutes, appropriately documented, and signed by all attending Audit Committee members. The Meeting Minutes can be presented and approved via electronic media during urgent conditions.
- 4. All dissenting opinions during the Audit Committee Meeting must be clearly included in the Meeting Minutes, complete with the reasons behind the dispute.
- 5. The Head of the Audit Committee shall sign the Audit Committee Meeting Minutes after all attending Committee members have signed the document.
- 6. After Committee members have signed it, the Meeting Minutes shall be distributed to all of the Meeting's attendees at the latest by the convening of the next Committee Meeting.
- 7. All Audit Committee members are entitled to receive a copy of the Meeting Minutes, regardless if they attend the Meeting or not. Audit Committee members who did not participate in the Meeting cannot make changes to the Meeting Minutes.
- 8. The Meeting's results are binding to all Audit Committee members.
- 9. All Audit Committee members must submit their approval or rejections and/or recommended revisions to the Meeting Minutes within 14 working days after the Meeting Minutes' delivery date.
- 10. Any rejections or reservations towards the Meeting Minutes from Audit Committee members who did not attend the meeting can be presented during the next Audit Committee Meeting.

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## 5.4 Reporting

- 1. The Audit Committee must submit its audit report to the Board of Commissioners by five working days after it completes the report.
- 2. The Audit Committee must prepare an annual report of its activities and submit it to the Board of Commissioners.
- 3. The Audit Committee, through the Board of Commissioners, shall report to the General Meeting of Shareholders on the implementation of the Committee's functions and responsibilities and on other necessary information.
- 4. The Audit Committee shall only submit reports on special assignments (if there are any) to the Board of Commissioners.
- 5. The Audit Committee shall prepare its Audit Committee Committee Activity Report as part of the GCG implementation section in the Company's Annual Report. The report must include the Audit Committee's:
  - a. Composition, members' names, and members' short bios.
  - b. Duties, responsibilities, and authorities.
  - c. Monitoring focus and activity summary for the service period.
  - d. Role concerning the SPI and External Auditor's functions.
  - e. Founding foundation.
  - f. Role in appointing the External Auditor.
  - g. Number of Audit Committee Meetings and attendances of each Committee member.

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# CHAPTER 6 CLOSING

This Audit Committee Charter shall come into effect after its signing and will be periodically evaluated by the Board of Commissioners so it may adapt to the latest developments and help the Audit Committee perform its functions optimally.

Signed in Jakarta June 30, 2021

**Board of Commissioners of the Indonesia Central Securities Depository** 

Rahmat WaluyantoIto WarsitoDian Fithri Fadila FPresident CommissionerCommissionerCommissioner