

AUDIT COMMITTEE CHARTER PT. INTERMEDIA CAPITAL Tbk.

1. Definition

- a. The Audit Committee is a committee established by the Board of Commissioners to assist the implementation of its duties and functions.
- b. Independent Commissioner is a member of Commissioners who:
 - 1) originated from outside the Company;
 - 2) Has no share, directly or indirectly in the Company;
 - 3) Has no affiliation with the Company, Board of Commissioners, Board of Directors, or Major Shareholder of the Company; and
 - 4) Has no business relationship, directly or indirectly that is related with the Company's business activities.
- c. Company means PT Intermedia Capital, Tbk.

2. Legal Basis for the establishment of the Audit Committee

- a. Law No.40 year of 2007 regarding Limited Liability Company;
- b. Bapepam-LK Regulation No.IX.I.5 regarding The Establishment and Implementation Guidance of the Audit Committee;
- c. The Resolutions of Board of Directors of PT. Bursa Efek Jakarta No.Kep-305/BEJ/07-2004 dated July 19, 2004 Regulations No. I-A regarding the Registration of Shares and Equity Securities other than shares issued by the Listed Company;
- d. Company Articles of Association;
- e. Company Regulation.

3. Purposes and Objectives

The Audit Committee was formed with objective to assist the Board of Commissioners in performing its oversight role in the Company, especially in relation to:

- To enhance the quality of Company's financial statement;

- To ensure the effectiveness of the internal control system which can lower the chances of irregularities in the management of the Company;
- To identified matters that requires attention from the Board of Commissioners, including the decision of the Company towards the prevailing laws and regulations;
- To monitor the independency of the in internal and external audit function who appointed by the Company

4. Structure and Membership of the Audit Committee

4.1 Structure of The Audit Committee

- a. The member(s) of Audit Committee is/are appointed and dismissed by the Board of Commissioners and shall be reported to the General Meeting of Shareholders;
- b. The member of Audit Committee who is an Independent Commissioner shall be acting as the Head of the Audit Committee. In the event more than one Independent Commissioner becoming the member of the Audit Committee hence one of them shall be acting as the Head of the Audit Committee.

4.2 The Audit Committee Membership Requirements

- a. Has high integrity, ability, knowledge and sufficient experiences in accordance with his/her educational background, and have good communication skills;
- b. One of the members of the Audit Committee have an educational background in accounting or finance;
- c. Has sufficient knowledge to analyze and comprehend the financial statement;
- d. Has sufficient knowledge regarding the prevailing laws and regulations in capital market and other related regulations;
- e. Not a person who work for a Public Accounting Firm, Law Firm, or other parties who provides auditing services, or non-auditing services and other consulting services to the Company within the last six (6) months before being appointed by the Board of Commissioners;

- f. Not a person who has an authority and responsibility to plan, lead, or control the activities of the Company within the last 6 (six) months before being appointed by the Board of Commissioners;
 - g. Has no share, directly or indirectly in the Company. In the event that the members of the Audit Committee acquired shares as a result from legal event, thus he/she must transfer the share(s) within a period of 6 (six) months after obtaining such share(s);
 - h. Not having:
 - 1) A family relationships by marriage and descent to the second degree, either horizontally and vertically, with the member of the Boards of Commissioners, member of Board of Directors, or Majority Shareholder of the Company; and/or
 - 2) Business relationship, directly and indirectly related to the business activities of the Company.
5. Duties, Authorities and Responsibilities of the Audit Committee

5.1 Duties and Responsibilities of the Audit Committee

The Audit Committee have duties to provide opinions to the Board of Commissioners regarding the reports or any issue presented by Board of Directors to the Board of Commissioners, identified issues that requires attention from the Board of Commissioners, and carry out any other duties in relation to the duties of the Board of Commissioners, among others:

- a. To study the financial information issued by the Company such as financial statement, projections and any other financial information;
- b. To study the Company's compliance with the prevailing laws and regulations in Capital Market and any other regulations that relate to the Company's activities;
- c. To study the audit implementation by the internal auditors of the Company;
- d. To report to the Board of Commissioners any various risks faced by the Company and the implementation of risk management carry out by the Board of Directors;
- e. To study any complain(s) related to Company and report it to the Board of Commissioners; and
- f. To maintain the confidentiality of the documents, data and information of the Company.

5.2 The Authorities of the Audit Committee

- a. The Audit Committee is authorized to access records and information of the employees, funds, assets and other Company's resources that relates to the implementation of its duties;
- b. The Audit Committee, in performing its authorities, shall work closely with the parties who carry out the internal audit function.

6. The Audit Committee Meetings

- 6.1 The Audit Committee shall hold meetings at least equal to the minimal requirements of the meeting of Board of Commissioners as set out in the Articles of Association; and
- 6.2 Each meeting of the Audit Committee shall be recorded in the minutes of meeting, signed by all members of the Audit Committee who are present at the said meeting.

7. Reporting

- 7.1 The Audit Committee shall make a report to the Board of Commissioners on any given assignment; and
- 7.2 The Audit Committee shall make the annual report for the implementation of the Audit Committee activity to the Board of Commissioners.

8. Term of Service

Term of service of the member of the Audit Committee shall not be longer than the term of service of the Board of Commissioners as set out in the Articles of Association and may be re-elected only for 1 (one) following period.

9. Others

- Other matters that not stipulated in this Audit Committee Charter shall be established latter in writing by the Board of Commissioners of the Company; and
- This Audit Committee Charter shall come into effect on the date on which it is enacted.