



Audit Committee Charter

PT Astra International Tbk

July 2021

I. Overall Purposes and Objectives

- 1.1 The Audit Committee of the company ('AC') is an independent committee established by the Board of Commissioners ('BOC') and is responsible to the BOC. Its primary function is to assist the BOC in fulfilling its oversight responsibilities over the methodology and process of financial reporting, risk management, audit and compliance to the prevailing laws and regulations.
- 1.2 In performing its duties, the AC will work closely with the Board of Directors ('BOD'), Group Risk Advisory ('GRA'), Group Internal Audit ('GIA'), Corporate Legal and External Auditors of the Company.
- 1.3 The AC carries out its oversight responsibilities based on the information provided by the BOD, GRA, GIA, Corporate Legal and the External Auditor.
- 1.4 The AC will perform its functions, including carrying out instructions received from the BOC, in accordance with prevailing laws and regulations, in particular the regulations of *Otoritas Jasa Keuangan* ('OJK') and Indonesian Stock Exchange.

II. Roles and Responsibilities

- 2.1 The AC will provide oversights over the following matters:
 - 2.1.1 Financial statements – credibility and objectivity of the Company's financial reports that will be issued to external parties and regulatory bodies, including follow-up of any complaints and/or impropriety noted against said reports during the normal course of the AC's review;
 - 2.1.2 Risk Management and Internal Control – adequacy of processes to identify and mitigate financial and business risks;
 - 2.1.3 Assurance Activities – plans and results of activities conducted by the GRA, GIA, External Auditor and other providers of assurance to assess whether key risks are appropriately covered and evaluated in the performance of their work;
 - 2.1.4 Objectivity and Independence – objectivity and independence of the Internal and External Auditor;
 - 2.1.5 Legal – progress and reporting of significant legal cases within the Astra Group; and
 - 2.1.6 Compliance with relevant laws and regulations and the Company's Code of Conduct and Ethics.
- 2.2 Reporting responsibilities of the AC will comprise of:
 - 2.2.1 Providing the BOC with a written report a least once a quarter setting out details of the activities of the AC, providing recommendations for follow up, and detailing significant matters that need to be brought to the attention of the BOC;
 - 2.2.2 Provide recommendation to the BOC on the External Audit appointment with regard to related scope of work and independency. The AC will also review the external audit fees proposed by management and highlight any anomalies to the BOC;

- 2.2.3 Determine if appropriate actions have been taken by the BOD regarding matters raised in previous reports of the AC, and reporting any significant failure by relevant parties to follow up on such actions to the BOC; and
- 2.2.4 Preparing a report for inclusion in the Annual Report detailing the activities of the AC, which, amongst other things, should include where applicable:
 - 2.2.4.1 Significant violations against applicable laws and regulations;
 - 2.2.4.2 Material mistakes or inappropriate disclosures in the financial statements;
 - 2.2.4.3 Inadequacies in the system of risk management or internal controls;
 - 2.2.4.4 Lack of independence from the External or Internal Auditors;
 - 2.2.4.5 Significant disagreement noted between Management and External Audit;
 - 2.2.4.6 Any potentially significant conflict of interest issues noted by the AC during the normal course of its review; and
 - 2.2.4.7 Provision of Special Reports to the BOC as required.

III. Authority

- 3.1 The BOC authorizes the AC to investigate any activity, within the scope of its responsibilities, and to seek and request at any time information it requires from:
 - 3.1.1 Any employee (and all employees have been directed by the BOD to cooperate with any such request made by the AC); and
 - 3.1.2 Relevant external parties.
- 3.2 The following reports shall be submitted to the AC:
 - 3.2.1 Quarterly and Annual Financial Statements;
 - 3.2.2 Quarterly Report of summary activities from GRA ;
 - 3.2.3 Quarterly Report from GIA - a summary of Internal Audit activities and significant findings across the Astra Group;
 - 3.2.4 Quarterly Report from Corporate Legal – a summary of significant legal cases and/or instances of significant legal non-compliances that have been identified from across the Astra Group, along with any material breach of the Company's Code of Conduct;
 - 3.2.5 Material regulatory rulings that may be relevant for the AC; and
 - 3.2.6 Any other reports or information that may be required by the AC.The format of these reports will be assessed and agreed from time to time with the reporting party.
- 3.3 After consultation with and approval from the BOC, the AC may obtain outside legal or other professional advice in connection with any issues relevant to the Company, the reasonable cost there to shall be borne by the Company.

IV. Organization

4.1 Membership

- 4.1.1 The AC membership organization and requirement, at minimum, must comply with prevailing OJK and the Indonesian Stock Exchange regulations as may be updated from time to time.
- 4.1.2 The chairman of the AC is an independent Commissioner and appointed by the BOC.
- 4.1.3 The members should collectively possess reasonable knowledge of financial statement, relevant industry knowledge, audit process, risk management, and capital market and relevant industry regulations. At least one member of the AC shall be experienced in having served as a senior officer (Chief Executive, Finance Director or other senior position) with financial oversight responsibilities.
- 4.1.4 Each appointment of the AC will be for a term of 3 years and each AC member can serve a maximum of 2 (two) terms consecutively.
- 4.1.5 The BOC shall nominate, appoint and discharge the members of the AC. Resignation from the AC must be made in writing to the BOC not less than one month before the effective date.
- 4.1.6 In the event that a member of the AC cannot perform his/her duties, for whatever reason, whereby reducing the number of AC to less than 3, then BOC will appoint a temporary independent AC member for a maximum period of 6 (six) months while an acceptable permanent member is identified and appointed.

4.2 Meetings

- 4.2.1 AC meetings will be held at minimum on a quarterly basis. A formal agenda and meeting place including key issues will be delivered prior to the meeting day.
- 4.2.2 The AC may invite relevant parties to attend AC meetings as appropriate.
- 4.2.3 If necessary, the AC may have private meeting with GIA, GRA, Corporate Legal, External Auditor, and other relevant parties in the Company.
- 4.2.4 The proceedings of all meetings will be recorded in minutes of meetings, along with any dissenting opinions. The minutes of meetings will be signed by all members of the AC, and distributed to the AC and BOC.
- 4.2.5 The quorum of all meetings is a minimum 2/3 of the members of the AC. If the quorum for the AC is not met, then the meeting shall be suspended. Decision is made when approved by more than ½ of the members of the AC.
- 4.2.6 The AC decisions will be made based on deliberations and consensus.

V. Authority Amendments to Charter and Performance of Audit Committee

- 5.1 The AC will:
 - 5.1.1 Review and update the AC Charter as appropriate, and obtain approval for changes from the BOC; and
 - 5.1.2 Evaluate their performance with the BOC on a regular basis.
- 5.2 In the case of any conflict between this Charter and any appropriate Government regulations, the Government regulations shall prevail.

VI. Others

- 6.1 The AC is required to maintain strict confidentiality relating to any information or data on AI and other Astra Group companies submitted or received by the AC.
- 6.2 The AC shall carry out its duties in accordance with the Astra International Code of Conduct and Ethics.