

Member of the Board of Directors and Officers to
Division Head # 073
Branch Manager and Officers to
Division Head # 073

December 29, 2011

AUDIT COMMITTEE CODE OF CONDUCT

Referring to the Chairman of the Capital Market Supervisory Board Decree No. KEP-29/PM/2004 dated September 24, 2004 concerning the Establishment and Guidelines for Work Implementation of the Audit Committee, Bank Indonesia Regulation No. 8/4/PBI/2006 dated, January 30, 2006 concerning Good Corporate Governance for Commercial Banks and Bank Indonesia Regulation No. 8/14/PBI/2006 dated October 05, 2006, concerning Amendment to Bank Indonesia Regulation No. 8/4/PBI/2006 dated, January 30, 2006 concerning Good Corporate Governance for Commercial Banks, Bank Indonesia Circular No. 9/12/DPNP dated May 30, 2007 concerning Implementation of Good Corporate Governance for Commercial Bank, the Board of Directors Decree No. 012/KEP/DIR/VI/2006 dated June 30, 2006 concerning Establishment of Audit Committee as latest amended by Board of Directors Decree No. DIR/147/VI/2011 dated June 23, 2011 concerning the Amendment of the Audit Committee



members, it is necessary to improve the Work Guidelines and Code of Conduct of Audit Committee as follows:

I. Definition

Audit Committee shall mean a committee established by the Board of Commissioners to assist carrying out duties and functions thereof.

II. General Provisions

1. Member of Audit Committee shall at least consists of:

- a. An Independent Commissioner.
- b. A person of independent party with expertise in finance or accounting.
- c. A person of independent party with expertise in law or banking.

2. An Independent shall mean a Commissioner or party outside the Bank who:

- a. has no financial relationship with the Board of Commissioners, Directors and/or Controlling Shareholders;



- b. has no management relationship with the Board of Commissioners, Directors and/or Controlling Shareholders;
- c. has no shareholding relationship with the Board of Commissioners, Directors and/or Controlling Shareholders;
- d. has no family relationship with the Board of Commissioners, Directors and/or Controlling Shareholders;
- e. has no relationship with the Bank;

which could affect ability thereof to act independently.

3. Requirements for member of Audit Committee includes:

- a. Shall have integrity, good character, good morals, competency, knowledge and adequate experience according to educational background, and able to well-communicate.
- b. One of them shall have a background in accounting or financial education.
- c. Shall have enough knowledge to read and understand Financial Statements.



- d. Shall have sufficient knowledge of laws and regulations in Capital Market, regulation in banking/finance and other related legislation.
- e. Shall not be inside person in a Public Accounting Firm, Law Firm, or other parties who provide Audit services, non-audit services and/or other consulting services to the Bank within the last 6 months prior to appointment by the Board of Commissioners.
- f. Shall not be the person having authority and responsibility for planning, leading, or controlling the operations of the Bank within the last 6 months prior to appointment by the Board of Commissioners, except the Independent Commissioner.
- g. Shall have no shares directly or indirectly to the Bank, in case of members of the Audit Committee secure shares as a result of an event of law, then in maximum period of six (6) months after obtaining the shares shall be transferred to other parties.
- h. Shall not have a business relationship, directly or indirectly related to the Bank's business operations.



- i. Audit Committee shall be presided over by an Independent Commissioner.
- j. Member of Board of Directors shall be prohibited to be the member of Audit Committee.
- k. Independent Commissioners and Independent Parties that become members of the Audit Committee shall be at least 51% of the number of members of the Audit Committee.
- l. Chairman of the Committee may only hold the concurrent position as Chairman of the Committee at most one (1) other Committee at the same Bank.
- m. Members of the Audit Committee are appointed by the Board of Directors under the resolution of Board of Commissioners' Meeting and shall be reported to the General Meeting of Shareholders.

III. Duties and Responsibilities of the Audit Committee

1. Shall provide opinion to the Board of Commissioners on reports or matters submitted by the Board of Directors to the Board of Commissioners, identify matters that require the attention of the Board of



Commissioners and carry out other duties related to the duties of the Board of Commissioners.

2. Shall monitor and evaluate the planning and implementation of audits and monitoring of the follow-up results of the audit in order to assess the adequacy of internal control, including the adequacy of the financial statements process.
3. Shall provide recommendations to the Board of Commissioners on the results of the monitoring and evaluation of the following matters:
 - a. Implementation of Internal Audit Unit;
 - b. Conformity of Audit implementation by Office of Public Accountant with applicable Auditing Standards.
 - c. Conformity of the financial statements with the applicable accounting standards.
 - d. Implementation of follow-up by the Board of Directors on the findings of the Internal Audit Unit, Public Accountant and the results of Bank Indonesia supervision.
4. Shall provide recommendations to the Board of Commissioners regarding the appointment of Public



Accountant and Office of Public Accountant Office to be submitted to the General Meeting of Shareholders.

5. When necessary the Audit Committee shall be authorized to access the bank documents pertaining/relating to the performance of duties thereof.
6. Shall report to the Board of Commissioners of the various risks faced by the Bank and implementation of risk management by the Board of Directors.
7. Shall keep confidentiality of documents, data and information of the company.
8. Shall request the Internal Audit Unit (Satuan Kerja Audit Intern - SKAI) to improve the delivery of information furnished by the deadline, as well as material focused on the matters that need to be discussed in the meeting of the Audit Committee.
9. Reporting
 - a. Shall make a report to the Board of Commissioners on any given assignment.
 - b. Shall make an annual report of the Audit Committee activities implemented to the Board of Commissioners.



c. Shall make report of the evaluation results on the follow up conducted by the Board of Directors.

IV. Implementation of Meeting

1. Committee Meeting shall be held at least 4 (four) times a year and can convene the meetings outside the specified schedule if deemed necessary.
2. Audit Committee meetings can only be held if attended by at least 51% of total members including an Independent Commissioner and Independent Parties.
3. Meetings of the Audit Committee shall discuss the results of monitoring and follow-up recommendations conducted by the Board of Directors on the recommendation and monitoring results of Board of Commissioners.
4. Resolution of the Committee Meeting shall be adopted under deliberation for consensus, in case of no deliberation for consensus is achieved, adoption of resolution shall be based on the majority vote.
5. In case of any dissent of opinion in the Committee Meeting, it shall be clearly stated in the Minutes of the Meeting along with reasons for such dissent.



6. Results of Meeting shall be included in the Minutes of Meeting which are signed by all members of the attending Audit Committee and well documented.
7. Shall submit a memorandum to the Board of Commissioners regarding the results of the Audit Committee Meeting on matters of concern to the Committee.

V. Term of Office

1. Term of office for the Audit Committee should not be longer than the term of office of the Board of Commissioners as governed in the Articles of Association.
2. Term of office of the Audit Committee may be re-elected only for next one (1) period.

In witness where, these Work Guidelines and Code of Conduct of the Audit Committee is made and shall come into effect on January 2, 2012 and will be reviewed periodically to be conformed to the developments/amendment of applicable regulations.



With the enactment of this Management Circular, then the Management Circular No. 056 Dated May 15, 2008 concerning: Work Implementation Guidelines of the Audit Committee shall be declared no longer valid.

<u>Wikan Aryono S</u>	<u>Hendrik Atmaja</u>	<u>Ir. Rachmat M.S., MBA</u>
President Director	Director	President Commissioner

I, **FATCHUROZAK**, a Sworn and Authorized Translator by the virtue of Jakarta Capital Territory Governor's Decree No. **1690/2007**, practicing in Jakarta do solemnly and sincerely declare that the foregoing document is a true and faithful translation from Indonesian into English of the original version.

Jakarta, December 26, 2015

