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PT MULTIPOLAR Tbk AUDIT COMMITTEE CHARTER

I. Introduction

In order to best implement Good Corporate Governance Principle, it is deemed necessary to improve and to perfect the Audit Committee Charter (the “**Charter**”) of PT Multipolar Tbk (the “**Company**”). It is imperative that the Charter be observed and implemented with the highest degree of integrity, diligence, and consistency.

This Charter is the amended version of the Audit Committee Charter issued on 30 November 2004 and shall be governed by the **Decree of the Chairman of Capital Market and Financial Institutions Supervisory Board No. Kep-643/BL/2012 dated 7 December 2012 regarding the Establishment and Guidelines for Work Implementation of Committee of Audit**, attached to this Charter.

In consideration of the foregoing, the Board of Commissioners of the Company hereby stipulates the Company’s Audit Committee Charter as defined hereunder.

II. Audit Committee Establishment

1. Audit Committee is the Committee which is established by and responsible to the Board of Commissioners (the “**BOC**”) to support the performance of the Board’s duties and functions.
2. The Audit Committee shall be independent in performing its duties and responsibilities.
3. Members of the Audit Committee are appointed and dismissed by the Board of Commissioners and reported to the General Shareholders’ Meeting.

III. Audit Committee Structure

1. The Audit Committee comprises at least three (3) members, consisting of:
 - a. At least one (1) **Independent Commissioner**, acting as Chairman of the Audit Committee;
 - b. At least two (2) other members who are independent from/ not related with the Company.
2. Independent Commissioner is a Commissioner who:
 - a. Should not be person who work or have the authority and responsibility to plan, lead, control or monitor the Company’s activities in the last six (6) months prior to the appointment by the BOC.
 - b. Does not possess any share, either directly or indirectly in the Company;
 - c. Is not affiliated with the Company, Commissioners, the Board of Directors, or the Principal Shareholders of the Company; and
 - d. Does not have business relationship, either directly or indirectly, related to the business activities of the Company.

IV. Qualification of the Audit Committee Member

1. Should have high integrity, capability, knowledge, adequate experience in line with their respective academic backgrounds, and have the ability to communicate well.
2. Audit Committee members should have good knowledge and understanding of the company’s financial statements, business of the Company, audit process, Risk Management, capital market laws and regulations and other relevant laws and regulations.
3. Should be abide by Code of Ethics of Audit Committee established by the Company
4. One of the Audit Committee members should have academic background in accountancy or finance.



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5. Should not be staff members of Public Accountants Office, Legal or Appraisal Firms or other parties providing audit, non-audit or other consultative services to the Company in the last six (6) months prior to their appointment by the BOC.
6. Should not have the authority and responsibility to plan, lead, control or monitor the Company's activities in the last six (6) months prior to their appointment by the BOC.
7. Should not, either directly or indirectly, hold, possess, or have control over the shares of the Company. In the case that the Audit Committee members possess/obtain such shares as a result of legal action/proceeding, the shares should be transferred to other parties upon acquisition of the shares.
8. Audit Committee members should not:
 - a. Be affiliated with the Commissioners, the Board of Directors, or the Principal Shareholders of the Company; and
 - b. Have business relationship, either directly or indirectly, related to the business activities of the Company.

V. **Duties and Responsibilities of the Audit Committee**

The Audit Committee shall:

1. To review financial information to be released by the Company, such as financial statements, projections, and other financial information.
2. To review the Company's compliance with relevant Laws and Regulations.
3. To provide independent opinion in the event that there are dissenting opinions between Management and the company's appointed Public Accounting Firm.
4. To provide recommendation to the BOC on the appointment of a Public Accounting Firm based on independency, scope of assignment and Audit fee.
5. To review the Internal Audit performance and monitor on the action taken by Management as follow up audit results.
6. To report to the BOC the various risks faced by the Company and the implementation of risk management by the BOD.
7. To check and to report to the BOC complaints related to the Company.
8. To review Risk Management program implemented by Management.
9. To review any reported disagreements on the accounting process and the company's Financial Report.
10. To review and provide recommendation to the BOC on the potential of conflict of interest.
11. To safeguard the confidentiality of the Company's documents, data and information.

VI. **The Authority of the Audit Committee**

1. The Audit Committee has the authority to access all records or information on staff, personnel, funds, assets and the Company's other resources as needed in carrying its duties.
2. In carrying out its duties and responsibilities, the Audit Committee has access to directly communicate or conduct meeting with employees, including Directors, Corporate Audit Unit, Risk Management Department and Public Accounting Firm.
3. The Audit Committee may conduct or authorise investigations into any matters within its scope of responsibility;
4. The Audit Committee may request the attendance of any executive or employee, at Committee meetings;
5. If necessary, the Audit Committee may involve an independent party to assist in performing its duties and responsibilities.
6. The BOC may expand the Audit Committee's authority in respect with other duties as requested.



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VII. **Audit Committee Meetings**

1. The Audit Committee shall conduct periodic meeting at least once in every three (3) months.
2. The Audit Committee meetings should be attended at least by 1 of 2 of the Audit Committee Members.
3. The decision of the meeting is based on unanimous approval.
4. The Audit Committee meetings should be chaired by the Chairman of the Audit Committee, or, in the absence of the Audit Committee Chairman, by a member elected by the meeting.
5. Every Audit Committee meeting should be minuted and the minute including any dissenting opinion, shall be signed by all Audit Committee members attending the meeting and prior to submission to the BOC.

VIII. **Reporting**

1. The Audit Committee prepares a report to the BOC on any assignment requested by the BOC.
2. The Audit Committee prepares a report on the Audit Committee's activities annually to be submitted to the BOC. This report is published in the Company's Annual Report.
3. The Company shall submit a letter to the **Capital Market and Financial Institutions Supervisory Board** on the appointment and termination of Audit Committee by two working days upon the appointment or termination. Such acknowledgement shall be published at the Company's official website.

IX. **Term of Office**

1. The Audit Committee members' term of office shall not exceed the BOC's term of office as stipulated in the Company's Article of Association.
2. Upon completion of the first term of office, the Audit Committee members can be appointed for one (1) successive term only.

This Audit Committee Charter shall become effective as of the date of issuance and therefore supersedes the Audit Committee Charter issued on 23 November 2009, which shall hereby be deemed null and void.

[Signature page follows]



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Issued at: Lippo Karawaci

Date : 24 May 2013

**Board of Commissioners
PT Multipolar Tbk**



Theo L. Sambuaga

THEO L. SAMBUAGA
President Commissioner

Isnandar Rachmat Ali

ISNANDAR RACHMAT ALI
Independent Commissioner