

AUDIT COMMITTEE CHARTER

PT Bank Tabungan Pensiunan Nasional Syariah Tbk

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**WORKING GUIDELINES AND RULES ("CHARTER")
FOR AUDIT COMMITTEE ("COMMITTEE")
PT BANK TABUNGAN PENSIUNAN NASIONAL SYARIAH TBK**

This document regulates the Committee's Charter PT Bank Tabungan Pensiunan Nasional Syariah Tbk ("Bank").

1. Organization

- 1.1. Member of the Committee shall be appointed and dismissed through a meeting decision of the Board of Commissioners, appointed by the Board of Directors and reported on the General Meeting of Shareholders (GMS).
- 1.2. Member of the Committee shall consist of at least 3 (three) persons, in which consisting of Independent Commissioner and Independent Party.
- 1.3. The Committee is chaired by an Independent Commissioner. Member of the Board of Directors shall be prohibited from becoming member of the Committee.
- 1.4. Independent Commissioner and Independent Party who are member the Committee shall be at least 51% (fifty-one percent) of the total member of the Committee.
- 1.5. Independent Party which is a member of the Committee shall be eligible and qualified as provided in such Charter.
- 1.6. Majority of the Board of Commissioners member who are member of the Committee shall be Independent Commissioners.
- 1.7. The chairman of the Committee may only concurrently serve as chairman position at most on 1 (one) of other committees at the same Bank.
- 1.8. Member of the Board of Commissioners who are not member of the Committee may attend the Committee meeting as reviewers with no voting rights of decision-making in such meeting.
- 1.9. Member of the Committee shall be considered independent if they have no relationship that can affect their ability to act independently of the board or with the Bank as described in the paragraph on Independence herein.

2. Membership Terms

- 2.1. Having high integrity and good financial reputation, sufficient ability, knowledge and experience which are appropriate with his / her educational background, and able to communicate well.
- 2.2. Being obliged to understand the business of the Bank especially related to services or business activity of the Bank, audit process, and risk management.
- 2.3. There should be one member of the Committee who have credentials in the legal field.
- 2.4. There should be one Independent Party of member of the Committee who has credential in the field of accounting or finance.
- 2.5. There should be one Independent Party of member of the Committee who has credential in the field of sharia banking.
- 2.6. Having adequate knowledge to read and understand financial statement.
- 2.7. Having adequate knowledge concerning capital market regulations and any other regulations.

- 2.8. Willing to increase their competences continuously through education and training.
- 2.9. Not an insider of any Public Accounting Firm or consultant or any other parties providing audit and / or non-audit services and / or other consulting services in the last 6 (six) months to the Bank before such appointment by the Board of Commissioners.
- 2.10. Not a person working or having authority and responsibility for planning, leading, controlling, or overseeing the activity of the Issuer or Public Company within the last 6 (six) months, except for Independent Commissioner.
- 2.11. Member of the Committee shall not be allowed to own the Bank's shares, neither directly nor indirectly. In the event of obtaining shares due to any legal events, within a period of 6 (six) months after such acquisition, the shares shall be transferred to another party.
- 2.12. Member of the Committee shall be prohibited from having family relationship due to marriage and blood, either horizontally or vertically with any members of the Board of Commissioners, Board of Directors, or shareholders.
- 2.13. Member of the Committee shall be prohibited from having significant business relationship, whether directly or indirectly, related to business activity of the Bank.

3. Independence

- 3.1. Independent Commissioner is a member of the Board of Commissioners who does not has financial relationship, management, share ownership and/ or family relationship with any other members of the Board of Commissioners, Board of Directors and / or controlling shareholders or any other relationship that may affect his/ her ability to act independently.
- 3.2. Independent Party is a party outside the Bank who does not has financial relationship, management, share ownership and/ or family relationship with the Board of Commissioners, Board of Directors and/ or controlling shareholders or any other relationship that may affect his/ her ability to act independently.

4. Duties and Responsibilities

The Committee shall be obliged to provide an independent professional opinion to the Board of Commissioners on any and all reports or matters submitted by the Board of Directors to the Board of Commissioners and to identify any other matters requiring attention of the Board of Commissioners which, among others, include:

- 4.1. Establishing an annual activity plan to be approved by the Board of Commissioners.
- 4.2. To assist the Board of Commissioners in their duty in ensuring the effectiveness of Internal Audit Unit of the Bank and the effectiveness of the Board of Directors in following up the corrective action from the audit result; the Audit Committee has the following responsibilities:
 - 4.2.1 Monitor and review the effectiveness of internal audit implementation in the Bank;
 - 4.2.2 Evaluate the performance of Internal Audit unit;
 - 4.2.3 Ensure Internal Audit Unit maintains communication with the Board of Directors, Board of Commissioners and Sharia Supervisory Board;
 - 4.2.4 Ensure Internal Audit Unit works independently;

- 4.2.5 Review audit report and ensure the Board of Directors takes immediate corrective action that is required to solve control weakness, fraud, compliance problems to the policy, law, and regulation; and other matters identified and reported by Internal Audit, Public Accounting Firm, or the result of inspection by Financial Services Authority;
- 4.2.6 Ensure Internal Audit Unit upholds integrity in the undertaking of duty;
- 4.2.7 Provide recommendation to the Board of Commissioners concerning preparation of audit plan, scope and budget of Internal Audit Unit;
- 4.2.8 Provide recommendation to the Board of Commissioners concerning the annual remuneration for the overall Internal Audit Unit and performance rewards;
- 4.2.9 Provide recommendation to the Board of Commissioners concerning the appointment of external party to review the performance of Internal Audit Unit;
- 4.2.10 Provide recommendation to the Board of Commissioners concerning the appointment and termination of Internal Audit Head;
- 4.2.11 Provide recommendation to the Board of Commissioners concerning the approval of Internal Audit Charter.
- 4.3. Reviewing the financial information to be issued by the Bank such as financial statement, projection and any other financial information and ensuring that the financial statement are in compliance with the applicable accounting standards.
- 4.4. Analyzing the Bank's adherence to the laws and regulations in the field of capital market and any prevailing laws and regulations.
- 4.5. Providing recommendation for the appointment of public accountant to the Board Commissioners to be submitted to the GMS based on independence, scope of assignment and fee, and ensuring that the conduct of audit by such public accountant in accordance with the prevailing audit standards.
- 4.6. Analyzing the objectivity of Public Accounting Firm ("KAP") and the compliance of audit conduct by such KAP with the applicable audit standards.
- 4.7. Analyzing the adequacy of inspections conducted by KAP for ensuring that all important risks have been considered.
- 4.8. Reviewing and reporting to the Board of Commissioners against any claims arise in connection with the Bank.
- 4.9. Reviewing any complaint relating to the accounting process and financial reporting by the Bank.
- 4.10. Maintaining confidentiality of all documents, data and information of the Bank that he/ she holds.
- 4.11. Organizing and authorizing to perform investigation within the scope of his/ her work, if it is deemed necessary.
- 4.12. Establishing cooperation with any external consultants, accountants or any other external parties providing the Committee or its members any advice in connection with investigation, seeking any related information from employees and the employees are required to be cooperative in fulfilling the Committee's request.
- 4.13. The Audit Committee shall provide an independent opinion in the event of any differences of the opinion between the management and public accountant on its provided services.

5. Authorities of the Committee

- 5.1. The committee shall be authorized to have full, free, and unlimited access to any and all information about employees, funds, assets and any other bank resources related to the implementation of its duties including any other authorities granted by the Board of Commissioners.
- 5.2. In exercising its authorities, the Committee shall cooperate with SKAI and any other Units which are deemed necessary.
- 5.3. Involving any independent parties other than member of the Audit Committee who are deemed necessary to assist the execution of its duties (if required).

6. Work Ethics

Each member of the Committee shall be subject to the Code of Conduct, Code of Ethics and any applicable by-laws at the Bank.

7. Meeting

- 7.1. The Committee shall hold meeting at any time where it is deemed required or at least as many as provided in the provisions which is as many as the Board of Commissioners' meeting that are 4 (four) times a year. The Board of Commissioners may establish a minimum number of periodic meeting that exceeds number of meeting provided herein based on needs and agreements basis.
- 7.2. The Committee meeting shall be held only where it is attended by at least 51% (fifty-one percent) of all members including one Independent Commissioner and one Independent Party.
- 7.3. The decision of Committee meeting shall be decided based on consensus and deliberation. In the event of consensus and deliberation cannot be reached, then the decision-making shall be made based on majority vote.
- 7.4. The Committee meeting shall be chaired by the Chairman of the Committee.
- 7.5. In the event of the Chairman of the Committee is absent, then one of the Committee members who is present in the meeting shall be appointed to chair such meeting.
- 7.6. The result of the Committee meeting shall be recorded in minutes of meeting and well-documented.
- 7.7. In case of any dissenting opinion occurs in the Committee meeting, then it shall be clearly stated in the minutes of meeting with the reason for such dissent.
- 7.8. The Committee may also legally make decision without holding any Committee meeting provided that all members of the Committee have been notified in writing and all members of the Committee approve on the proposed recommendation submitted in writing by signing such circular approval. Such decision-making shall have the same legal power as that of legal decision-making through the Committee meeting.
- 7.9. Meeting between SKAI and the Committee with no presence of management shall be held at least 1 (once) in a year.
- 7.10. Meeting between the Audit Committee and the Work Compliance Unit with no presence of management shall be carried out at least 1 (once) in a year.
- 7.11. Meeting between the Committee and the External Auditor with no presence of management shall be held at least 1 (once) in a year after closing of financial statement.

8. Minutes of Meeting

The minutes of each meeting shall be retained and distributed to each member of the Committee, member of the Board of Commissioners who is not a member of the Committee or the Corporate Secretary & Legal Unit or the designee.

9. Responsibility for Reporting

- 9.1. The Committee is responsible to the Board of Commissioners for periodic reporting of its duty implementation at least on 6 (six) monthly (semester) basis or at any time at the request of the Board of Commissioners for such reporting hereof.
- 9.2. The Bank shall submit to the Financial Services Authority (OJK) any information concerning:
 - 9.2.1. Appointment and dismissal of the Audit Committee no later than 2 (two) business days after such appointment or dismissal.
 - 9.2.2. Recommendation of the Audit Committee and the considerations used in connection with the appointment of AP and / or KAP as an attachment document hereof no later than 10 (ten) working days after such appointment.
 - 9.2.3. Evaluation of the Audit Committee on the provision of audit services against annual financial information by AP and / or KAP as referred to in 9.2.2, no later than 6 (six) months after the end of the fiscal year.
- 9.3. Information on appointment and dismissal as referred to in 9.2.1 shall be posted on the Stock Exchange Website and / or the Bank Website.
- 9.4. The Committee shall be obliged to prepare the Committee Report contained in the Annual Report, which includes among others:
 - 9.4.1. Any and all violations committed by the Bank against any provisions of the applicable laws and regulations if any.
 - 9.4.2. Any and all mistakes/ errors in the preparation of financial statement, internal control and independence of KAP if any.

10. Term of Office

- 10.1. The term of office of the Committee members shall not be longer than the term of office of the Board of Commissioners' members, as stipulated in the Articles of Association and may be re-elected for only one (1) next period.
- 10.2. In the event of the Chairman of the Committee or any members of the Audit Committee resigns earlier before the provided term of office, then another Independent Commissioner shall substitute such resigning member.
- 10.3. In the event of the term of office of the Audit Committee member expires and, according to the relevant provision, is not possible to be re-appointed, while at the same time, the Board of Commissioners is not eligible to appoint a new member of the Audit Committee, then the membership of such member of the Audit Committee shall be extended until the Board of Commissioners appoints the new member of the Audit Committee.

11. Miscellaneous

- 11.1. The Committee shall be obliged to conduct a review of this Guidelines at least 1 (once) in a year and shall make any proposed changes if required. The Charter shall be approved by the Board of Commissioners.
- 11.2. The Committee shall be obliged to evaluate effectiveness of the Committee at least 1 (once) in a year.

This Charter shall be effective as of the signing date.