

AUDIT COMMITTEE CHARTER PT GLOBAL DIGITAL NIAGA TBK

2022

**AUDIT COMMITTEE CHARTER
PT GLOBAL DIGITAL NIAGA TBK.**

1. General Intent and Purposes

- 1.1 PT Global Digital Niaga Tbk. (the “**Company**”) as a public company is committed to comply with laws and regulations of capital market, and other laws and regulations relating to the operations of the Company.
- 1.2 The Audit Committee Charter is created as an expression of the Company’s compliance of the Financial Services Authority Regulation Number 55/POJK.04/2015 concerning the Establishment of, and Guidelines to the Execution of the Work of, the Audit Committee.
- 1.3 The Audit Committee is committed to constantly comply with the Audit Committee Charter in performing its duties and functions, in order to support the management of the Company in line with principles of Good Corporate Governance (“GCG”) consistently, by referring to the provisions of applicable laws and regulations.

2. Audit Committee Structure

- 2.1 The Audit Committee is appointed and terminated by the Board of Commissioners, and same shall duly be reported to the General Meeting of Shareholders (GMS).
- 2.2 The Audit Committee comprises of at least 3 (three) members, originating from an Independent Commissioner, and one from outside the Company.
- 2.3 The Audit Committee member who is originally an Independent Commissioner of the Company shall act as the Head of the Audit Committee.
- 2.4 If an Audit Committee member cannot perform their duties and responsibilities for any reason whatsoever, so that the number of Audit Committee members becomes fewer than 3 (three), the Board of Commissioners may appoint a temporary independent member while awaiting the completion of a permanent selection and appointment of new members.

3. Membership Requirement

- 3.1 Possesses a high level of integrity, as well as sufficient capability, know-

ledge, and experience in line with their educational background and field of work, and with good communication ability.

- 3.2 Understands financial reports, corporate business (specifically those relating to the services or activities of the Company), the audit process, risk management, and laws and regulations in capital market as well as other relevant laws and regulations.
- 3.3 Complies with the Code of Ethics Audit Committee stipulated by the Company.
- 3.4 Agrees to improve their competence constantly by education and training.
- 3.5 Possesses at least 1 (one) member with educational background and skill in accounting and finances.
- 3.6 Is not employed in a public accounting office, legal consultancy office, public appraiser service, or any other person providing insurance services, non-insurance services, appraisal services, and/or other consulting services to the Company within past 6 (six) months.
- 3.7 Is not a person who is employed to, or who has the authority and responsibility to plan, lead, control or monitor activities the Company within past 6 (six) months, except for the Independent Commissioner.
- 3.8 Does not have direct or indirect share ownership in the Company.
- 3.9 If the Audit Committee member obtains shares of the Company because of a legal occurrence, whether directly or indirectly, such shares must be transferred to someone else within at most 6 (six) months after they are obtained.
- 3.10 Does not have any affiliation with members of the Board of Commissioners, members of the Board of Directors, or Majority Shareholders of the Company.
- 3.11 Does not have any business relations, whether directly or indirectly, with any business activity of the Company.

4. Tenure

- 4.1 The tenure of Audit Committee members may not exceed the tenure of the Board of Commissioners as regulated in the Company's Articles of

Association, and they may only be re-elected for 1 (one) subsequent term.

- 4.2 Audit Committee members who have held office for 2 (two) terms cannot be re-elected.

5. Audit Committee Duties and Responsibilities

The Audit Committee acts independently in performing its duties and responsibilities. When performing its functions, the Audit Committee has duties and responsibilities as follows:

- 5.1 To review the financial information that will be issued by the Company to the public and/or authorities, such as financial reports, projections, and other financial information relating to the Company's financial information.
- 5.2 To review the compliance of the Company to laws and regulations relating to activities the Company.
- 5.3 To provide independent opinion in case of difference of opinion between the Management and accountants for the services that they provide.
- 5.4 To provide recommendations to the Board of Commissioners concerning the appointment of external accountants or auditors based on the independence, scope of appointment, and service remunerations, and to review the results of such work.
- 5.5 To review the auditing performed by internal auditors and monitor the execution of the Board of Directors' follow up action for the findings of internal auditors.
- 5.6 To review the implementation of risk management actions taken by the Board of Directors, if the Company does not have risk monitoring function under the Board of Commissioners.
- 5.7 To review complaints relating to accounting and financial reporting processes of the Company.
- 5.8 To review and give suggestions to Board of Commissioners relating to potential conflicts of interest in the Company.
- 5.9 To maintain the confidentiality of the Company's documents, data, and information.

6. Audit Committee Authority

In performing its duties, Audit Committee has the authority as follows:

- 6.1 To access the Company's documents, data, and information concerning the employees, funds, assets, and resources required by the Company.
- 6.2 To communicate directly with employees, including the Board of Directors and the parties performing the internal audit function, risk management, and accountants relating to the duties and responsibilities of the Audit Committee.
- 6.3 To involve independent parties outside Audit Committee members to assist with the execution of their duties (if necessary); and
- 6.4 To implement other authorities granted by the Board of Commissioners.

7. Work Relations

7.1 Board of Commissioners

- a. In executing its duties, Audit Committee has a direct relation with the Board of Commissioners, whether in performing its functions or in relation with its rights, authority, and responsibilities.
- b. The Audit Committee must assist the Board of Commissioners in monitoring the Company.

7.2 Board of Directors

The Audit Committee has an indirect relation with the Board of Directors of the Company. However, the Board of Directors will support every duty assigned by the Board of Commissioners to Audit Committee.

7.3 The Internal Audit Unit and External Auditors

In performing its duties, the Audit Committee is assisted by the Internal Audit Unit in terms of the submission of audit results and other reports. The relations between the Audit Committee and External Auditors is expressed in meetings held for the sake of creating objective and high quality reports..

8. Work Processes and Procedures

In performing its duties and responsibilities, the Audit Committee may perform work procedures as follows:

8.1 Internal Audit

- a. Receiving internal audit report summaries and routinely meeting with the Internal Audit Unit to discuss significant findings, recommendations for improvement, and Management follow up for internal audit findings.
- b. Monitoring the execution of Board of Directors' follow up actions for internal audit findings.
- c. Reviewing the activities, organizational structure, and qualifications of Internal Audit Unit personnel in order to ensure that the internal audit function can work independently and objectively in line with applicable auditing standards, and reviewing the effectiveness of the execution of the internal audit function.
- d. Considering the effectiveness of the Company's internal controls.

8.2 External Audit

- a. Providing recommendations to the Board of Commissioners concerning the selection and termination of External Auditors. In the independent auditor selection process, the Audit Committee refers to provisions concerning the legality, competence, and independence of public accountants that apply in Indonesia.
- b. To review auditing plans, including the scope, procedure and rules of the auditing.
- c. To monitor discussions of audit findings by External Auditors with the Management. If there is a difference of opinion between External Auditors and Management concerning the services provided, the Audit Committee shall provide its independent opinion.
- d. To review the effectiveness of the implementation of the external audit function.

8.3 Financial Reports

- a. To review the accounting and reporting principles and practices implemented by the Company in presenting its financial reports in order to ensure compliance with applicable Financial Accounting Standard Guidelines ("FASG").
- b. To review audited financial reports to be reported to the Indonesian Stock Exchange ("IDX"), or Financial Services Authority ("FSA"), or other institutions in terms of the accounting and auditing principles and practices, the sufficiency of internal control that significantly affect the Company's financial reports, and other issues according to the provisions of applicable rules and regulations.
- c. To discuss with the Board of Commissioners and the Management,

important or material information to be revealed to the public, such as the press, analysts, and rating companies.

8.4 Compliance to Applicable Laws and Regulations

To review the Company's compliance towards laws and regulations in capital market, and laws and regulations relating to the Company's operations, with due consideration of Good Corporate Governance.

8.5 Risk Management

To review the risk management processes performed by the Management, such as for financial risks, strategic risks, operational risks, and external risk; the impact of same to financial reports; and the plans to minimize overall risk.

8.6 Complaints concerning Suspected Violations in Financial Reporting

- a. To review complaints and to forward same to relevant parties.
- b. To monitor the follow up to such complaints.
- c. When handling such complaints, the Audit Committee may request for an investigative audit to be performed in cooperation with the Management, the Internal Audit Unit, or independent experts from outside of the Company.
- d. To report the results of reviews to the Board of Commissioners, and to monitor the follow up to the reviews if so requested by the Board of Commissioners.
- e. Complaint requirements:
 - (i) Submitted to the Audit Committee in writing.
 - (ii) If the reporting person declares their identity, the Audit Committee must keep the identity confidential.
 - (iii) The report is concerned standard accounting deviations, weakness of internal control, fraud, and other deviations in financial reporting.

8.7 Other Duties

- a. To perform other monitoring duties in line with the request made by the Board of Commissioners.
- b. To review the Audit Committee Charter according to need and to suggest changes to same to the Board of Commissioners for approval.
- c. To evaluate the work performance of the Audit Committee and its members regularly.

9. Audit Committee Code of Ethics

- 9.1 To perform each of its duties and responsibilities honestly, objectively,

and independently.

- 9.2 To uphold integrity, professionalism, and professional standards in performing its duties, and to avoid anything that violates applicable laws and norms, including avoiding activities that conflict with the interests and purposes of the Company.
- 9.3 To not take any reward or gifts whatsoever outside what has been stipulated by the Company.
- 9.4 To maintain the confidentiality of the Company's data and information, unless allowed by the provisions of applicable laws and regulations.
- 9.5 To provide valid opinions supported by valid data.

10. Work Mechanism

10.1 Meetings and Organization of Same

- a. The Audit Committee meets regularly at least 1 (once) in 3 (three) months.
- b. A Meeting may be held if attended by more than ½ (half) of the total number of Audit Committee members.
- c. The Meeting shall be chaired by the Head of the Audit Committee, or by an Audit Committee member appointed by the Head of the Audit Committee if the Head of the Audit Committee cannot attend.
- d. If necessary, the Audit Committee may invite another party relevant to the Meeting material to attend the Audit Committee Meeting.
- e. Meeting decisions shall be made according to the principle of discussion to achieve unanimity. If unanimity cannot be reached, decision shall be made based on majority voting.
- f. All Meetings shall be recorded in a Minutes of Meeting, including in cases of dissenting opinions. Such Minutes of Meeting shall be signed by all Audit Committee members who attended, and then duly submitted to the Board of Commissioners.

10.2 Reporting

- a. The Audit Committee must make a report of all the tasks they have completed and submit same to the Board of Commissioners.
- b. The Audit Committee must make an annual report concerning the execution of Audit Committee activities, and include same in the Company's Annual Report.
- c. The Audit Committee must submit information concerning the

appointment and termination of the Audit Committee to the Financial Services Authority at the latest 2 (two) work days after such appointment or termination, and announce same in the Stock Exchange's official website.

11. Closing

- 11.1. The Company's Audit Committee Charter shall be reviewed regularly to adjust it to changes in applicable regulations, or to changes in appointment from the Board of Commissioners.
- 11.2. The Company's Audit Committee Charter is in force since the date of its signing.
- 11.3. The Company's Audit Committee Charter may be signed separately by each member of the Company's Board of Commissioners or the members of the Company's Audit Committee, wherein each of the separately signed documents shall be original documents and shall overall be considered as the same and inseparably united document.