



Audit Committee Charter

PT Prodia Widyahusada Tbk

Audit Committee Charter
Board of Commissioners
PT Prodia Widyahusada Tbk

The Audit Committee Charter of the Board of Commissioners ("Audit Committee") of PT Prodia Widyahusada Tbk ("Prodia" or "Company") functions as a work guide for the Audit Committee in carrying out its duties and responsibilities. This Charter is intended as a complement to, and not as a replacement or interpretation of, the Company's Articles of Association, mission and vision, the Company's Board of Commissioners ("BOC") Charter, the Company's Board of Directors ("BOD") Charter or applicable laws and regulations.

1. OVERALL GOALS AND OBJECTIVES

- 1.1. Role of the Audit Committee. The Audit Committee is a committee of the Board of Commissioners and reports directly to the Board of Commissioners. Its main function is to assist the Board of Commissioners in fulfilling its supervisory responsibilities over the process and integrity of financial reporting, risk management and auditing in the Company.
- 1.2. Resources. In carrying out its duties and responsibilities, the Audit Committee will work with and obtain information from the Board of Commissioners and Board of Directors, Company management, Integrated Section Management System ("IMS"), Internal Audit Section ("Internal Audit") and the Company's external auditor.
- 1.3. Implementation of Duties and Responsibilities. Each member of the Audit Committee must carry out their duties and responsibilities in good faith, with caution; fully responsible and in accordance with: (i) all applicable laws and regulations; (ii) all requirements from the Financial Services Authority ("OJK") and the Indonesian Stock Exchange ("BEI"); (iii) Company Articles of Association and Policies; (iv) this Charter; and (v) instructions received from the Board of Commissioners.

2. DUTIES AND RESPONSIBILITIES

2.1. Scope of Responsibility. The Audit Committee must have the responsibility to monitor the Company's compliance, including its subsidiary entities ("Subsidiary Companies"), with Company policies and applicable rules and regulations, as well as ensuring that there is effective communication between the Audit Committee and the Company's management and the management of Subsidiary Companies . The scope of responsibility of the Audit Committee is as follows:

2.1.1. Financial statements

2.1.1.1. Review and analyze the reliability and objectivity of the Company's financial reports intended for publication to the public and other external parties (including government agencies and institutions related to regulations). This includes financial information that will be released to the media and analysts.

2.1.1.2. Review and assess complaints related to the accounting and financial reporting process in the Company.

2.1.1.3. Review and evaluate the financial and operational performance of Subsidiary Companies.

2.1.2. Risk Management Activities – Review and analyze actions taken by the Company and Subsidiaries to identify and control financial and business risks.

2.1.3. Guarantor activities – Internal Audit

2.1.3.1. Review and analyze plans, developments and results of activities carried out by Internal Audit, including audit reports and recommendations to assess whether main risks are evaluated and handled appropriately and to ensure the adequacy of internal control policies.

2.1.3.2. Oversee follow-up by the Board of Directors regarding findings and recommendations from Internal Audit.

2.1.3.3. Reviewing the objectivity and independence of Internal Audit.

2.1.3.4. Select and nominate the Head of Internal Audit.

2.1.4 Guarantor activities – External Audit

- 2.1.4.1. Review and analyze plans, progress and results of activities carried out by the Company's external auditors.
- 2.1.4.2. Provide independent opinions in the event of disputes between Company Management and External Auditors for services provided.
- 2.1.4.3. Reviewing the objectivity and independence of the Company's external auditors.
- 2.1.4.4. Oversee follow-up by the Board of Directors regarding findings and recommendations from external auditors.
- 2.1.4.5. Provide recommendations to the Board of Commissioners regarding the results of evaluations regarding the appointment, reappointment, and removal of external auditor (Public Accounting Firm and/or Public Accountant) who will audit financial reports based on independence, scope of assignment and remuneration for services.

2.1.5. Others

- 2.1.5.1. Take action on other matters requested from time to time by the Board of Commissioners.
- 2.1.5.2. Analyze and assess potential conflicts of interest of the Company and further provide advice to the Board of Commissioners regarding this matter.
- 2.1.5.3. Maintain the confidentiality of Company documents, data and information.

2.2. Obligation. The Audit Committee report must include:

- 2.2.1. Quarterly Reports - Provide reports at least once every quarter to the Board of Commissioners regarding details of the Audit Committee's activities, providing recommendations for follow-up, and detailing significant matters for the Board of Commissioners' consideration.

- 2.2.2. Annual Report - Prepare an annual report to the Board of Commissioners for inclusion in the Company's Annual Report containing details of the Audit Committee's activities which include (without limitation) the following:
- a. Review of compliance with applicable laws and regulations.
 - b. Material errors or omissions in the preparation of the Company's financial reports or implementation of internal control policies; and
 - c. Any matter that would, in the Audit Committee's reasonable judgment, undermine or raise serious concerns about the independence of the Company's external auditors.
- 2.2.3. Periodic assessment of Recommended Management Actions - Provides an assessment to the Board of Commissioners of the adequacy of (including significant failures or deficiencies by) actions taken by the Board of Directors regarding matters previously identified by the Board of Commissioners as requiring action and within the mandate of the Audit Committee.
- 2.2.4. Other - Provide analysis or guidance on other matters as required by relevant laws and regulations and as the Board of Commissioners may request from time to time (including reports related thereto).
- 2.3. The level of trustworthiness of the information provided. The Audit Committee has the right to rely on: (i) the integrity of people and organizations inside and outside the Company from whom the Audit Committee receives information; and (ii) the accuracy of financial and other information provided to the Audit Committee by such person or organization without actual knowledge to the contrary (which must be immediately reported to the Board of Commissioners).

3. AUTHORITY

- 3.1. Access information. The Board of Commissioners authorizes the Audit Committee to carry out any activity, within the scope of its responsibilities, and to seek and request at any time the required information from: (i) each member of the Board of Directors; (ii) each employee; and (iii) relevant external parties. In connection with information obtained from employees and relevant external parties, the Board of Commissioners will instruct the Board of Directors to ensure that all employees and relevant external parties are directed to cooperate with any requests that may be made by the Audit Committee.

- 3.2. Report to be received by the Audit Committee . The following reports will be periodically submitted to the Audit Committee (and in a form agreed with the reporter from time to time):
- 3.2.1. Financial reports - Monthly, Quarterly, Semi-Annual and Annual Financial Reports;
 - 3.2.2. Internal Audit Section - Annual audit plan and summary of Internal Audit activities and significant findings;
 - 3.2.3. *Integrated Management System* section - summary of IMS activities and assessment of the Company's risk profile;
 - 3.2.4. Legal Department - (i) a summary of significant legal issues or instances of legal non-compliance that have been identified, (ii) a summary of relevant new laws and regulations and their implementation or Company compliance; (iii) report of potential conflicts of interest (if any); and (iv) reports of claims and disputes or potential claim disputes that may affect the Company's assets or business;
 - 3.2.5. Complaints – Any complaints related to the Company's accounting and financial reporting processes.
 - 3.2.6. Other - Any other reports of information requested by the Audit Committee after consultation with and approval from the Board of Commissioners.
- 3.3. Authority to engage Independent Advisors . After consultation with and approval from the Board of Commissioners and Directors, the Audit Committee may obtain outside legal or other professional advice, the costs of which will be borne by the Company.

4. MEMBER OF THE AUDIT COMMITTEE

- 4.1. Member. The Audit Committee must consist of no less than three (3) members, at least one of whom is an Independent Commissioner and from outside the Company. Its membership, organization and practices must, at a minimum, comply with Capital Market Regulations.
- 4.2. Chair of the Audit Committee. The Audit Committee will be chaired by an Independent Commissioner (as defined in the Capital Market Regulations) of the Company. In the event that the chairman is unable to attend an Audit Committee meeting, another chairman will be selected by the Audit Committee members

present at the meeting. Independent commissioners must meet the following requirements:

- 4.2.1. Not working or having the authority and responsibility to plan, lead, control or supervise the Company's activities in the last six (6) months of his appointment.
 - 4.2.2. Does not own shares, either directly or indirectly in the Company.
 - 4.2.3. Has no affiliation with the Company, with any member of the Board of Commissioners, with any member of the Board of Directors, or the majority shareholder of the Company.
 - 4.2.4. Has no business relationship, either directly or indirectly related to the Company's business activities.
- 4.3. Member of the Audit Committee . Audit Committee members must meet the following requirements:
- 4.3.1. All members must have high integrity, adequate ability, knowledge, experience, and be able to communicate well.
 - 4.3.2. Each member is required to understand financial reports, especially the Company's business activities, audit process, risk management, Capital Market Regulations and other relevant laws and regulations.
 - 4.3.3. At least one member will be designated as a "financial expert," as defined by law and regulations.
 - 4.3.4. All members must comply with the Company's Code of Conduct.
 - 4.3.5. Members are not persons from Public Accounting Firms, Legal Counsel, Appraisal Services, or other parties who have provided insurance services, non-insurance services, appraisal services and/or other consulting services to the Company in the last six (6) months of their appointment .
 - 4.3.6. Members are not people who have worked or have the authority and responsibility to plan, lead, control or supervise the Company's activities in the last six (6) months of their appointment , except for Independent Commissioners.
 - 4.3.7. Members are not those who directly or indirectly own shares in the Company. In the event that a member of the Audit Committee acquires

shares in the Company, either directly or indirectly, due to legal proceedings, the shares will be transferred to a third party within a maximum of six (6) months after the date the shares are owned.

4.3.8. Members may not have any affiliation with members of the Board of Commissioners, Directors and majority shareholders of the Company.

4.3.9. Members may not have business relationships, either directly or indirectly related to the Company's business activities.

4.4. Term. The Board of Commissioners appoints members of the Audit Committee for the same terms as the positions of the Board of Commissioners, regarding the power of the Board of Commissioners to remove members of the Audit Committee. Audit Committee members are only eligible to serve two (2) consecutive terms; providing the services of an Audit Committee member for a full two-year period as a result of filling a vacancy will not count towards this limitation.

4.5. Resignation. Resignation from the Audit Committee must be made in writing to the Board of Commissioners and, at the discretion of the Board of Commissioners, is deemed effective on the effective date specified in the resignation letter, the date of receipt or no later than one month from the date of receipt.

4.6. Inability of Audit Committee Members to Perform. In the event that a member of the Audit Committee is unable to carry out its duties, for any reason, the Board of Commissioners may dismiss the member of the Audit Committee and appoint a new member of the Audit Committee for a period of up to six (6) months until a permanent member is identified and appointed. .

4.7. Reporting to Competent Authorities. The Company is obliged to notify OJK regarding the appointment and dismissal of Audit Committee members within two (2) working days from the date of appointment or dismissal. Information regarding the appointment and resignation of Audit Committee members must be published on the Stock Exchange and/or Company website.

5. AUDIT COMMITTEE MEETING

- 5.1. Meeting Frequency. The Audit Committee must meet at least twelve (12) times per fiscal year. Each meeting will be held in person or via remote means (such as *teleconference*, *video conference* or other electronic media) if such remote means are permitted by relevant laws and regulations and allow all participants to hear or see and hear each other. others and to participate in meetings. This meeting must be held at least three (3) days before the Board of Commissioners meeting.
- 5.2. Quorum. The quorum for all meetings is a minimum of two-thirds of the Audit Committee members. If the quorum for the Audit Committee is not met, the meeting will be postponed.
- 5.3. Decision. Decisions will be effective if approved by a majority of the Audit Committee members present at the meeting at which a quorum is obtained.
- 5.4. Secretary & Minutes. The Audit Committee shall appoint an Audit Committee secretary who is responsible for preparing and circulating the agenda and all supporting and additional materials for each meeting and preparing the minutes of each meeting. Each member of the Audit Committee who is present must sign the minutes of the meeting which will be submitted to the Board of Commissioners.
- 5.5. Attendance of Other Parties at Audit Committee Meetings. The Audit Committee may invite related parties to attend appropriate Audit Committee meetings.

6. OTHER PRACTICES OF THE AUDIT COMMITTEE

- 6.1. The Audit Committee must: (i) review and recommend to the Board of Commissioners appropriate updates to this Charter; (ii) evaluate performance and present the evaluation to the Board of Commissioners regularly; (iii) maintain the confidentiality of all Company documentation, data and information; (iv) comply with all Company policies (including, without limitation, the Company's Securities Trading Policy and Information Disclosure Policy).

7. MISCELLANEOUS

- 7.1. Effective date. This Charter enters into force from 07 September 2023 ("Effective Date").
- 7.2. Member Acceptance and Agreement. By signing below, each member of the Audit Committee is deemed to accept and agree to the contents of this Charter and ensure that the Company complies with the terms of the agreement. Every member of the Audit Committee elected or appointed after the Effective Date of the agreement must, upon his or her election or appointment, be automatically deemed to have accepted and agreed to the contents of this Charter and the Company's commitment to comply with the provisions of this Charter.
- 7.3. Amendment to this Charter. Any changes to this Charter must be approved by the Board of Commissioners.
- 7.4. Conflict. In the event of a conflict between this Charter and the Company's Articles of Association or laws and regulations, the provisions of the Articles of Association or relevant laws and regulations (as the case may be) shall apply.

8. CLOSING

- 8.1 This Audit Committee Charter is effective from the date of enactment (Effective Date).
- 8.2 This Audit Committee Charter is a dynamic document so it will be reviewed periodically to improve it by taking into account the applicable legal provisions and regulations.