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POLICY AND PROCEDURE (GOVERNANCE)	Prepared By : Desye Rivai		
Subject NUSANTARA INFRASTRUCTURE AUDIT COMMITTEE CHARTER	Reviewed By : Tony Utartono		
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FOREWORD

In order to implement good corporate governance principle and the spirit of transparency as well as commitment of management and all employees of PT. Nusantara Infrastructure, Tbk, we established an Audit Committee.

Having an effective Audit Committee, can be ensured that risk management and operation of company will be better and more objective as well as financial report would be more accurate. Hence, it can assist management to provide more accurate information to The Board of Directors and The Board of Commissioners. Furthermore, the decision making process that will be done by Directors and The Board of Commissioners will be much better. Finally, a better decision can make company move forward and growth much better.

The Audit Committee Charter (hereinafter called The “**Charter**”) is to determine structure, qualifications, responsibilities, authorities, meeting, reporting and terms of office of Audit Committee.

The Charter will be reviewed and updated periodically as required in order to anticipate new regulations.

STRUCTURE AND POSITION

1. Audit Committee is established by The Board of Commissioners with the intention to assist The Board of Commissioners performs its duties and functions.
2. Members of Audit Committee are assigned and dismissed by The Board of Commissioners and reported to General Meeting of Shareholders.
3. Audit Committee report to The Board of Commissioners.
4. Independent Commissioner is a member of Commissioners from outside of PT. Nusantara Infrastructure (hereinafter called the “**Company**”), possess no Company shares either directly or indirectly, have no relationship with Commissioners, Directors, Shareholders or Company and have no business interaction with Company either directly or indirectly.
5. Audit Committee consists of at least 1 (one) Independent Commissioner and at least 2 (two) other members from outside of Company.

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6. Independent Commissioner acts as the Head of Audit Committee.
7. In case of Independent Commissioners is more than one person, one of the Audit Committee members shall act as a Head of Audit Committee.
8. When the Head of Audit Committee is vacant and there is no replacement or acting person, one of the Audit Committee members which are appointed by Audit Committee Meeting will be the Head of Audit Committee.

COMMITTEE AUDIT QUALIFICATION

1. Audit Committee members shall have:
 - Integrity, competencies, knowledge and experiences relevant to his/her educational background and capable to communicate properly.
 - Adequate knowledge to read and understand financial statement.
 - Adequate knowledge regarding capital market's law and regulation and other related regulation.
2. One of Audit Committee members shall have accounting or finance educational background.
3. Audit Committee members shall not have:
 - Company shares either direct or indirect. In case of Audit Committee members get shares due to legal event, therefore, he/she shall waive his/her shares to other party within 6 (six) months after he/she gets shares.
 - Affiliate due to marriage and descendant to the second degree with Commissioners, Directors, or majority shareholders directly or indirectly, and/or
 - Business relationship directly or indirectly with company business activities.

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4. Audit Committee members are not:

- A person in for public accountant firm, legal consultant, or other party which provide audit, non-audit or consulting services to the Company within the last 6 (six) months before his/her appointment as the Audit Committee by The Board of Commissioner.
- A person who has the authorities and responsibilities to plan, lead, or control the Company activities within the last 6 (six) months before his/her appointment as the Audit Committee by Commissioner, except Independent Commissioner.

AUDIT COMMITTEE RESPONSIBILITY

Audit Committee is responsible for provide suggestions to the Board of Commissioners on report or matters which reported by Directors to the Board of Commissioners, to identify important matters requiring to the Board of Commissioners attention, and to perform other duties which relates to The Board of Commissioners duties, such as:

1. Conducts review on financial information which will be issued by company, such as financial report, projection and other financial information.
2. Conducts review on company compliance to capital market's law and regulation and other related regulations.
3. Performs review on implementation of internal auditor examinations.
4. Reports to Commissioners on company's risks and implementation of risk management by the Board of Directors.
5. Reviews and reports to the Board of Commissioners on complaint which relates to the Company.
6. Maintains the confidentiality of entire documents, data and information of company.

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AUDIT COMMITTEE AUTHORITY

Audit Committee has the authority to access records or information of personnel, fund, asset and other company resources in relation to his/her duties. In applying the authority, Audit Committee shall cooperate with party who performs internal audit function.

COMMITTEE AUDIT MEETING

- Audit Committee sets up meeting at least the same as minimum requirement of The Board of Commissioners meeting as stipulated in article of association of the Company.
- Audit Committee meeting can be set up whenever one or more Audit Committee members consider it is necessary or written requirement from the Board of Director or The Board of Commissioners.
- Audit Committee meeting's invitation can be sent by any written media, invitation shall be sent to Audit Committee members at least 3 (three) days prior to Audit Committee meeting's date or in case of urgency, at least 1 (one) day prior to Audit Committee meeting's date. When all Audit Committee members are present, Invitation will not be considered as necessary.
- Invitation shall state agenda, date, time and place of meeting.
- Result of Audit Committee meeting shall be articulated in minutes of meeting which are signed by all Audit Committee members who are present in the meeting.
- For efficiency, minutes of meeting which conveyed to the Board of Commissioners can be treated as Audit Committee report to The Board of Commissioners and The Board of Directors.
- For special issues, Audit Committee can generate a separated confidential report to The Board of Commissioners.
- Audit Committee meeting is considered valid and can make a resolution when more than half of Audit Committee members are present.
- Decision of Audit Committee meeting shall be done by deliberation to reach a consensus.

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- In case deliberation to reach a consensus cannot be done, decision will be done by voting with more than half of present Audit Committee members are agreed.
- In case votes of agree and disagree are equal, the Audit Committee members who lead the meeting will make a decision.
- The Audit Committee member who leads the meeting is elected by and from the present

AUDIT COMMITTEE REPORTING

1. Audit Committee generates report to The Board of Commissioners on every assignment.
2. Audit Committee generates annual report on Audit Committee activities to The Board of Commissioners.
3. All Audit Committee reports shall be treated as a recommendation, the final decisions shall be made by the Board of Commissioners and the Board of Directors.

AUDIT COMMITTEE TERMS OF OFFICE

Terms of office of Audit Committee members are not allowed longer than terms of office of The Board of Commissioners as stipulated in article of association of the Company and are allowed to re-assign for only 1 (one) period.

The terms of office of Audit Committee members will be ended automatically when Audit Committee members:

- Do not comply with prevailing law and regulations.
- Becoming suspected on investigation in relation to dishonest, crime or financial bankruptcy.
- Dismissed by The Board of Commissioners.

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AUDIT COMMITTEE ANNUAL PLAN

Audit Committee shall develop and implement an annual plan to meet their responsibilities which mentioned in Responsibility section.

Audit Committee annual plan shall be reported to the Board of Commissioners and the Board of Directors.